

I. BOARD OF TRUSTEES

A. Number, qualifications, election and term. The Board of Trustees shall consist of eighteen (18) Trustees, nine (9) of whom shall be members of the Institute of the Brothers of the Christian Schools; and of the remaining nine (9) at least three shall be graduates in course of La Salle College. Except for the Brother President and Brother Vice President of La Salle College, no member of the Board of Trustees shall also be an employee of La Salle College nor a member of its staff, faculty or administration.

B. Election and term of office. The Trustees shall be divided into three groups, and each group shall consist, as near as may be, of one-third of the number of Trustees, and of this latter number, one-half shall be members of the Institute of the Brothers of the Christian Schools.

At the first annual meeting of the Board of Trustees after the adoption of this Constitution, (a) the members of the foregoing first group shall be elected for a term of three years; (b) the members of the foregoing second group shall be elected for a term of two years; and (c) the members of the foregoing third group shall be elected for a term of one year. At each annual meeting of the Board of Trustees thereafter the successors of the group of Trustees whose terms shall expire in that year shall be elected for a term of three years and until their successors are duly elected and qualified.

The vote of a majority of the members of the Board shall be necessary to elect a member of the Board.

II. SENIORITY OF TRUSTEES

Seniority of members of the Board shall be determined by the date of a member's first election to the Board. The seniority of a member shall be considered in appointments to committees and the chairmanship of committees.

III. VACANCIES

The Office of any elected Trustee shall become vacant on his accepted resignation or his failure to act. If any Trustee fails to attend three consecutive meetings of the Board without excuses accepted as satisfactory by the Chairman of the Board, he shall be deemed to have failed to act, and his office shall be declared vacant by the Chairman of the Board. The Office of Trustee filled by the Brother President of La Salle College shall be deemed vacant upon his ceasing to hold said office.

IV. FILLING VACANCIES

Any vacancy may be filled by the election of a member to the Board by a majority of the members of the Board at a regular or special meeting of the Board.

V. POWERS OF THE BOARD OF TRUSTEES

The Board of Trustees of the La Salle College in the City of Philadelphia shall manage the business and affairs of the corporation, and shall exercise all the rights, powers and privileges granted to the corporation by law, all in conformity with these By-Laws. The Board shall have the power to delegate to proper officers of La Salle College, or to committees of the Board, the performance of such duties as it may deem appropriate, provided that the following duties shall be deemed non-delegable, and shall be exercised only by the Board, and in the manner following:

- A. The Board has the authority, by a vote of twelve (12) of its members, to obtain amendment of the Act of Incorporation, and to amend the Constitution and By-Laws of the corporation;
- B. The Board has the right, by a vote of twelve (12) of its members, to adopt and amend the Statutes of the College;

- C. A vote of twelve (12) members of the Board of Trustees shall be necessary to authorize the purchase or sale of any real or personal property of the corporation, or to create a mortgage thereon or to incur any indebtedness of any sum in excess of One Hundred Thousand (\$100,000.00) Dollars;
- D. The Board has the power by a vote of twelve (12) of its members to authorize, make, and approve major organizational changes within the College;
- E. It shall authorize, adopt, and approve the annual budget of the College;
- F. It shall determine policies of investment and make and control investments;
- G. It may select investments, trust companies, and fiduciaries, to receive and handle corporate monies, funds, and investments;
- H. It shall approve conditions attached to gifts, bequests, and devises, or to trusts or memorials, and authorize and establish memorials for benefactors of the College;
- I. It shall select and employ counsel for the College;
- J. The Board also may confer degrees in course and confer honorary degrees, provided that the award of an honorary degree be approved by the majority of all of the members of the Board;
- K. It may consider continuously and intimate immediate and long range plans for the improvement, expansion, and development of the College, its physical plant and facilities, its schools and faculty, and its religious, educational, social,

recreational, and athletic programs, and encourage other College councils, groups, and committees to exercise initiative in the same respect;

- L. The Board is to supervise and approve policies of the faculty and administration of the College;
- M. Also, it may appoint a member of the faculty to the rank of professor and admit members of the faculty to tenure.

VI. OFFICERS, POWERS AND DUTIES

A. CHAIRMAN OF THE BOARD

The Chairman of the Board of Trustees shall be elected annually from its membership, except that the President of the College shall not be eligible to be elected Chairman.

B. POWERS OF THE CHAIRMAN OF THE BOARD

The Chairman of the Board shall preside at all meetings of the Board and shall be a member ex-officio of all committees. He shall have, subject to the approval of the Board, the power to appoint all committees as they may occur. He shall perform such other duties and exercise such other powers as may be assigned to him by the Board.

C. PRESIDENT

The President of the College shall be President of the Corporation and shall be a member of the Brothers of the Christian Schools and elected by no less than twelve (12) members of the Board of Trustees from candidates presented by the Committee on Nominations for a term designated by the Board. He shall be the chief administrative and executive officer of the College, and shall be responsible to the Board of Trustees for the

execution of its policies, performing such duties and exercising such powers and responsibilities as may be delegated to him by the Board. To assist the President in the administration of the College, the President shall with the approval of the Board, appoint a Vice President for Academic Affairs, a Vice President for Student Affairs, a Vice President for Business Affairs and a Vice President for Public Relations who shall have such powers and perform such duties as the President may assign. In the absence of the Chairman of the Board, the President of the College shall preside at meetings of the Board. He shall be a member ex-officio of all committees. In the exercise of the delegated power to negotiate, make and deliver contracts, the President of the College shall obtain the prior approval of the Board of Trustees in all cases involving the expenditure of a sum of \$100,000.00 or more, excepting personal service contracts of members of the faculty and personnel employed by the College in the regular and ordinary conduct of business.

D. VICE PRESIDENT

The Vice President of the Corporation shall be a member of the Brothers of the Christian Schools and elected by no less than twelve (12) members of the Board of Trustees from candidates presented by the Committee on Nominations for a term designated by the Board. He shall assist the President of the College and shall, in the absence, death, or disability of the President, perform the duties of that office.

E. TREASURER

The Treasurer of the Corporation shall be the duly elected President of La Salle College and shall hold said office of Treasurer during the period of the Presidency. The treasurer shall have custody and control of the funds of the corporation, open and maintain accounts in banks and make and draw checks upon and with-

drawals from said accounts. He shall report the financial status of the corporation to the Finance Committee and to the Board at each regular meeting.

F. SECRETARY

The Secretary of the corporation shall be elected annually by a majority of the members of the Board. The Secretary shall perform the usual duties of a recording officer and shall keep the minutes of all meetings of the Board. He shall act as Secretary of each Committee whether or not he is a member of said Committee. He shall have and retain the custody of the seal of the corporation. It shall be his duty to affix and attest the said seal to all instruments in writing when directed by the Board or by the Committee on Finance, pursuant to authority conferred upon such Committee by the Board. He shall also affix and attest the said seal to all diplomas and certificates of prizes duly certified by the President or any proper officer on his behalf and to all documents required necessary for the transaction of the business of the corporation. Whenever any Trustees shall have been absent from two meetings without excuse accepted as satisfactory by the Board, it shall be the duty of the Secretary to give a written notice to such Trustee that if he be absent from the next successive meeting, he automatically ceases to be a member of the Board and a vacancy occurs in his office.

G. In addition to the foregoing officers, The Board of Trustees may, from time to time, appoint such additional officers, and assistant officers, and define their duties, as it may determine.

VII. ELECTION OF OFFICERS

All of the officers to be elected under this Constitution and By-Laws shall be elected by the members of the Board at the regular meeting in October of each year.

VIII. COMMITTEES

The standing committees shall be the Executive Committee, the Finance Committee, the Committee on Nominations, and each of the said Committees shall perform such duties and exercise such powers as are stated in these Constitutions and By-Laws.

A. EXECUTIVE COMMITTEE

1. Selection

The Executive Committee shall consist of five members, one of whom shall be the President of the College. At least three members of the committee shall be members of the Institute of the Brothers of the Christian Schools. The four (4) remaining members of the committee shall be elected annually by a majority of the members of the Board present at the regular meeting in October of each year. If a vacancy occurs in the membership of the committee, the Chairman of the Board may appoint a member of the Board to serve on the committee until the next annual election.

2. Powers and Duties

In the intervals between meetings of the Board, the Executive Committee is authorized to transact such business of the corporation as may be necessary, except that the committee shall not grant or confer degrees, nor make removals from office, nor incur any indebtedness. The Committee shall consider all proposals for the conferring of honorary degrees and other awards to be made in the name of the College. All such proposals shall be referred to the committee without debate, and shall not be acted upon by the Board except upon nomination by the committee. All such proposals shall be in writing signed by a member of the Board,

and shall contain a statement of the basis upon which it is recommended that the honor should be conferred. All proposals shall be presented to the committee not later than the first day of February of each year for the conferment of degrees at the annual commencement, and not less than ninety (90) days prior to the date of any other occasion upon which honors are conferred. The committee shall not recommend the granting of an honorary degree unless the members have satisfied themselves that the nominee proposed is entitled to the distinction upon one of the following grounds: the nominee is the author of some original work of such character as to leave no doubt of the learning, attainments and literary or professional abilities of the nominee; or the nominee, in addition to other claims to recognition for distinguished ability and learning, holds an honored position in a university, college or school of theology, law, medicine, science, engineering, or business administration of good repute in the United States or elsewhere; or the nominee is a person of acknowledged eminence in religion, arts, letters or science, or in the profession of theology, law, medicine, engineering, business, or public service, or has contributed by discoveries or services to the advancement of arts, letters, science, or education.

B. FINANCE COMMITTEE

The Finance Committee shall consist of five (5) members, who shall be appointed by the Chairman of the Board at the October meeting of each year. The Committee shall review the reports of the Treasurer and supervise his books, accounts, and papers; it shall consider all proposals relative to revenue and to the estate or property

of the corporation; report the proposed budget to the Board with its recommendations; inquire into the state of indebtedness of the corporation; report the financial condition of the corporation with recommendations concerning the same; determine whether the monies of the corporation have been properly collected and properly disbursed; make recommendations to aid in the more economic administration of the corporation; and, during the interval between meetings of the Board, report to the Executive Committee such matters relating to the corporation finances which it deems necessary. The committee is empowered to employ an expert accountant to assist in its examination of such accounts of the Treasurer or other accounts relating to the estate or property of the corporation, and to pay therefore such reasonable amounts as the committee may deem appropriate.

C. COMMITTEE ON NOMINATIONS

The Committee on Nominations shall consist of the Chairman of the Board, the Brother President of La Salle College, and another member elected by the Board. The committee shall meet when necessary and report to the Board nominees for election as members of the Board and for such other offices which the Board is required to fill by election.

D. SPECIAL COMMITTEES

Such special committees shall be established from time to time as the Board shall direct. The number of members to serve on such special committees shall be determined by the Chairman of the Board who shall appoint all such committees.

IX. MEETINGS

A. REGULAR MEETINGS

There shall be three regular meetings each year which shall be held on the third Tuesday of the months of January, April and October each year.

B. SPECIAL MEETINGS

Special meetings may be called at any time by the Chairman of the Board, or in his absence or disability, by the President of La Salle College. Upon the written request of three members of the Board, the Chairman shall call a special meeting, and in his absence or disability, the President of La Salle College shall call such special meetings.

C. PLACE OF MEETINGS

All meetings shall be held at La Salle College.

D. NOTICE OF MEETINGS

Notice of the time and place of each regular meeting shall be given by the Secretary in writing, addressed to each member at his address shown on the records of the corporation, and mailed not less than ten days before the meeting. Notice of special meetings shall be given as directed by the authority calling the said special meeting. At least five days notice of special meetings should be given, but less time may be permitted in cases where the authority who called the meeting deems an emergency to exist.

E. QUORUM

A quorum shall consist of not less than ten Trustees and the Board shall act by a majority vote of the quorum present, unless otherwise provided for in the By-Laws. Less than a quorum

shall have the power to adjourn from time to time until the next regular meeting. Notice of such adjournment shall be given to all Trustees.

X. AMENDMENTS

The By-Laws or any article or section thereof may be amended or repealed at any regular or special meeting of the Board, provided that the notice of said meeting contains a statement specifying the proposed amendment or the section to be repealed. The affirmative vote of twelve (12) members of the Board shall be necessary to effect such amendment or repeal.