

Antioch University

AURA - Antioch University Repository and Archive

2.100 General (Board Governance)

2.000 Board Governance

October 2011

2.101 Amended and Restated Bylaws of Coalition for the Common Good

Follow this and additional works at: https://aura.antioch.edu/policies_200_1x

Recommended Citation

(2011). 2.101 Amended and Restated Bylaws of Coalition for the Common Good.
https://aura.antioch.edu/policies_200_1x/5

This Article is brought to you for free and open access by the 2.000 Board Governance at AURA - Antioch University Repository and Archive. It has been accepted for inclusion in 2.100 General (Board Governance) by an authorized administrator of AURA - Antioch University Repository and Archive. For more information, please contact hhale@antioch.edu.



Type of Policy: <input checked="" type="checkbox"/> <i>Coalition System</i> <input type="checkbox"/> <i>Antioch University</i> <input type="checkbox"/> <i>Interim</i>		Amended and Restated Bylaws of Coalition for the Common Good	
		Policy 2.101	
Board Governance Policies		Effective date: June 8, 2013	
Policy History:	Approved by:	Resolution #	Date
Approved:	Board of Directors	6.8.13:16	June 8, 2013
Revised:	See Revision Dates at End of Policy	Last revised:	July 1, 2023
Responsible Office	Responsible Administrator:	Contact information	Applies to:
Board of Directors	Board Chair	937-769-1345	Board of Directors

TABLE OF CONTENTS

	Page
ARTICLE I. NAME, PURPOSE AND NOMENCLATURE	4
1.1 Name	4
1.2 Code of Regulations	4
1.3 Non-Profit Corporation	4
1.4 Educational Institution	4
ARTICLE II. UNIVERSITY GOVERNANCE	4
2.1 Board of Directors	4
2.2 Members of the Corporation	4
2.3 President	4
2.4 Policies	5
2.5 Faculty Senate	5
2.6 System Agreements	5

ARTICLE III. BOARD OF DIRECTORS	5
3.1 Authority of the Board of Directors	5
3.2 Number of Members of the Board of Directors	5
3.3 Member Terms and Term Limitations	6
3.4 Vacancies and Removal	7
ARTICLE IV. BOARD MEETINGS	7
4.1 Regular and Annual Board Meetings	7
4.2 Notice of Meetings.....	7
4.3 Executive Session	8
4.4 Special and Emergency Meetings	8
4.5 Quorum and Minutes.....	8
4.6 Voting.....	8
4.7 Unanimous Action by Members Without a Meeting	10
4.8 Participation by Conference Call or Videoconference by Individual Board Members	10
4.9 Confidentiality.....	10
ARTICLE V. BOARD OFFICERS	10
5.1 Officers and Terms.....	10
5.2 Board Chair.....	11
5.3 Board Vice Chair.....	11
ARTICLE VI. BOARD COMMITTEES	11
6.1 General.....	11
6.2 Board Chair Authority and Committee Leadership.....	12
6.3 Quorum and Voting.....	12
6.4 Antioch Standing Committee.....	12
6.5 Otterbein Standing Committee	13
6.6 Audit Committee.....	13
6.7 Finance Committee	13
6.8 Ad Hoc Committees	13
ARTICLE VII. UNIVERSITY CORPORATE OFFICERS	14
7.1 General Provisions	14
7.2 President	14
7.3 Vice President/Chancellor	15
7.4 Vice President/Otterbein President.....	15

7.5	Treasurer	15
7.6	Secretary	15
7.7	Other Officers.....	15
7.8	Removal.....	16
ARTICLE VIII. BOARD MEMBER AND OFFICER CODE OF ETHICS, CONFLICT OF INTEREST, CONFIDENTIALITY, AND DISCLOSURE.....		16
8.1	Code of Ethics, Conflict of Interest and Confidentiality	16
8.2	Annual Disclosure Requirement	16
8.3	Contractual Transactions	16
ARTICLE IX. INDEMNIFICATION AND INSURANCE		16
9.1	Indemnification	16
9.2	Insurance.....	17
ARTICLE X. AMENDMENT		17
10.1	Amendments.....	17
APPENDIX 1. AMENDMENT SUMMARY.....		18

**AMENDED AND RESTATED BY-LAWS
OF
COALITION FOR THE COMMON GOOD**

ARTICLE I. NAME, PURPOSE AND NOMENCLATURE

1.1 Name. The name of the Corporation is Coalition for the Common Good, hereinafter also referred to as the “Corporation”.

1.2 Code of Regulations. These By-laws shall constitute the Code of Regulations of Coalition for the Common Good and its Board of Directors which shall oversee the management and governance of the Corporation, hereinafter also referred to as the “Board”.

1.3 Nonprofit Corporation. The Corporation is incorporated as a nonprofit corporation under Chapter 1702 of the Ohio Revised Code (as amended, the “Ohio Nonprofit Corporation Law”) and serves as both (a) the parent organization to a system of nonprofit colleges and universities (the “System”), including Otterbein University (“Otterbein”) and CCG Services, Inc. (the “SSO”), each an Ohio nonprofit corporation of which the Corporation is the sole member and (b) a multi-campus educational institution doing business as “Antioch University” (the “Antioch Division”). The Corporation has been determined by the Internal Revenue Service to be a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code.

1.4 Educational Institution. The Corporation shall maintain (a) an office in Ohio, and conduct its business there or in such other places as the Board may determine and (b) the Antioch Division as an educational institution providing instruction in every branch of useful learning. The Corporation shall ensure the Antioch Division maintains programs within the Corporation’s mission and purposes which are equally available to all persons and without regard to considerations of race, color, creed, religion, national origin, sex, sexual orientation, gender identity, disability, genetic information, age, marital status, veteran status or other classification protected under Federal, State or local laws.

ARTICLE II. GOVERNANCE

2.1 Board of Directors. The Corporation, including the Antioch Division, shall be governed by the Board, whose members shall act as the Corporation’s “directors” as defined under the Ohio Nonprofit Corporation Law.

2.2 Members of the Corporation. The Board shall constitute the membership of the Corporation under all circumstances where action of the membership is either desirable or required by law.

2.3 President. The President is the chief executive officer of the Corporation. General

administrative responsibility is delegated to the President, who may, in turn, delegate management responsibility to appropriate Corporation personnel, including, but not limited to, the Chancellor of the Antioch Division.

2.4 Policies. The Board is ultimately responsible for the Corporation’s policies and those of the Antioch Division, including but not limited to general policies, Board governance policies, business and financial management policies, human resources policies, academic policies, student policies, institutional advancement policies, and information technology policies. Certain authority may be delegated by the Board to the President, other administrative and management personnel and, with respect to the Antioch Division, to the Antioch Advisory Board (defined below).

2.5 Faculty Senate. To ensure that the Antioch Division’s academic and degree-granting programs are of the highest quality and that there is an appropriate academic voice in the academic decision-making of the Antioch Division, the Chancellor of the Antioch Division, in consultation with the President, shall establish a Faculty Senate as a standing administrative committee.

2.6 System Agreements. As of June 30, 2023 (the “System Closing Date”), the Board shall govern the System in accordance with the applicable requirements of that certain Strategic Operating Agreement, dated as of the System Closing Date, by and between the Corporation and Otterbein (as further amended and supplemented, the “Strategic Operating Agreement”).

ARTICLE III. BOARD OF DIRECTORS

3.1 Authority of the Board. As the Corporation’s governing board, the Board shall have broad and sole authority over the affairs of the Corporation to the fullest extent permitted by these By-Laws, the Ohio Nonprofit Corporation Law and other applicable law, except to the extent such authority is delegated pursuant to these By-Laws or Board action to the Antioch Standing Committee, the Otterbein Standing Committee or another authorized committee of the Board.

3.2 Number of Members of the Board. The Board shall consist of nine (9) persons of legal majority in accordance with the provisions specified in this Article. If the Board should consist of fewer than nine (9) members by reason of resignation, death or removal, the vacancy(ies) in the Board shall be filled in accordance with the provisions of this Article. In order to promote balance in the staggered terms of Board members, newly elected Board members may be assigned to an initial one-, two- or three-year term. In addition, the President and Chief Executive Officer of the Corporation, the Chancellor of the Antioch Division and the President of Otterbein shall be *ex-officio*, non-voting members of the Board.

3.3 Member Appointment, Terms and Term Limitations.

3.3.1 All Antioch Appointees and Otterbein Appointees shall be elected by a Supermajority Vote of the Board, from nominations made as follows:

A. A self-perpetuating advisory board made up initially of those members of the Antioch University Board of Directors immediately prior to the System Closing Date (the "Antioch Advisory Board") shall, with the Antioch Standing Committee, submit nominations for four (4) of the members of the Board (the "Antioch Appointees", once appointed, the "Antioch Directors").

B. Otterbein shall submit nominations for four (4) of the members of the Board (the "Otterbein Appointees", once appointed, the "Otterbein Directors").

3.3.2 If any of the Antioch Appointees or the Otterbein Appointees are not approved by the Board consistent with Section 3.3.1, then the Antioch Standing Committee or Otterbein, respectively, shall continue to submit nominees until there are four (4) Antioch Directors and four (4) Otterbein Directors.

3.3.3 The Antioch Directors and the Otterbein Directors shall elect, by a Supermajority Vote of the Board, an individual who shall not be, and has never been, affiliated with either the Corporation (including the Antioch Division) or Otterbein (the "Independent Director").

3.3.4 Members of the Board may be elected at any regularly scheduled meeting provided biographical information on all new nominees is sent to all Board members at least fourteen (14) days in advance. Ordinarily, incumbent Board members who are being re-nominated shall be elected at the Annual Meeting of the Board.

3.3.5 Employees of the Corporation shall not be nominated or elected as Board members.

3.3.6 All members of the Board shall serve for renewable three (3)-year terms (provided that members of the Board will initially be staggered in accordance with Section 3.2 for the terms beginning immediately following the System Closing Date) and are eligible to be re-nominated for a maximum of three (3) full consecutive three year terms, for a total of nine (9) consecutive years of service (but up to eleven (11) consecutive years of service for those members of the Board that served an initial one- or two-year term for staggering purposes); provided, however, that the Board may vote in its discretion to extend any individual member's years of service beyond nine (9) consecutive years, by one (1) to three (3) additional, non-renewable years, when doing so is needed to provide continuity of leadership. Any member who serves for an initial term of less than three (3) years shall be eligible to serve for three (3) additional full terms as provided above. Following the maximum period of allowable consecutive service, a one-year hiatus is required before

members may be eligible for nomination and election to renewable three-year terms. No member shall serve more than two sets of nine consecutive years (plus any nonrenewable extensions as provided in these By-Laws).

3.4 Vacancies and Removal.

3.4.1 A position on the Board shall be considered vacant immediately upon (a) the expiration of a Board member's term or (b) receipt of a Board member's written resignation, unless otherwise agreed to by the Board. A vacancy shall also exist if a Board member dies, is removed, or completes the maximum period of service. In all cases, Board vacancies shall be filled in the same manner in which the vacating Board member was appointed pursuant to Sections 3.3.1 and 3.3.3 of these By-Laws.

3.4.2 An Antioch Director may only be removed by the Antioch Standing Committee (upon recommendation of the Antioch Advisory Board) and an Otterbein Director may only be removed by Otterbein; provided, however, that the Board may remove any Antioch Director or Otterbein Director for cause upon a Supermajority Vote. The Independent Director may be removed upon a Supermajority Vote of the Board.

ARTICLE IV. BOARD MEETINGS

4.1 Regular and Annual Board Meetings. The Board shall meet no fewer than three times annually. All regular Board meetings shall be held on such date, time, and place designated by the President or Chair of the Board. Meetings of the Board and its committees may be held either in or out of the State of Ohio, whether they are acting as members of the Corporation or as directors. At the discretion of the President and the Chair of the Board, meetings of the Board and its committees may also be held via videoconference or conference call. Participation via videoconference or conference call shall constitute in-person presence at the meeting for quorum and official record purposes provided all participants can hear one another

The dates of all regular Board meetings shall be set in advance and ordinarily held in the months of February or March, June, and October. The Board shall designate one of its regular meetings as the Annual Meeting of the Corporation. From time to time as the Board deems appropriate, one of the Board's regular meetings may be devoted to a retreat format for the purpose of addressing one or more strategic issues or other special purpose, such as Board self-assessment or other in-service education program.

4.2 Notice of Regular and Annual Meetings. Written notice of the date, time, purpose, and place of each regular meeting of the Board and each annual meeting of the members shall be sent to each Board member at least thirty (30) days prior to the meeting. Meeting agendas and supporting information shall, to the extent practicable, be sent to each Board member at least fourteen (14) days before each such Board meeting. Notice of meetings

shall be sent by regular U.S. Mail, Express Mail, or courier service, with postage or fees prepaid, or by electronic mail, facsimile, special delivery, or personal delivery. Notice shall be deemed effective upon electronic transmission, or three days after mailing by ordinary mail and one day after mailing by express or overnight mail or courier service.

4.3 Executive Sessions. The Chair of the Board shall determine, depending on the matter to be discussed and ordinarily in consultation with the Board Vice-Chair or President, as applicable, when and on what matters it shall meet in executive session with or without the President, any other of the Corporation's corporate officers, or any other Corporation personnel.

4.4 Special and Emergency Meetings.

4.4.1 Special meetings may be held upon request of the Chair of the Board, Vice-Chair of the Board, the President, or at least one-third (1/3) of the voting members of the Board. Written notice of the date, time, purpose, and place of each special meeting shall be sent to each member of the Board at least five (5) days prior to the meeting. Special meetings may be conducted by conference call or videoconference at the discretion of the Chair of the Board or the President.

4.4.2 Should an emergency meeting be required, in the judgment of the Chair of the Board or the President, with less than five (5) days' notice to all members, it may be conducted by conference call or videoconference at their discretion. Notice of the purpose, date, and time of any emergency meeting by conference call shall be provided to all Board members by electronic mail or other expedited means at least 24 hours prior to the meeting.

4.5 Quorum and Minutes. Except as elsewhere provided in these By-Laws or in the Articles of Incorporation, a majority of the voting Board members of record shall constitute a quorum for the transaction of business at a Board meeting, other than adjournment of the meeting. Should a quorum not be achievable, those in attendance may continue the meeting but no official action may be taken. The minutes of all Board meetings shall list members present and those members absent and shall normally be sent to all Board members within thirty (30) days following adjournment of such meeting. A duplicate set of minutes shall be provided along with agenda and supporting information for subsequent Board meetings for acceptance by vote. The Board shall formally vote to approve its own minutes and separately to approve or ratify any specific actions that may have been taken by the Executive Committee in the interim period between Board meetings. Official minutes and cumulative attendance records shall be maintained for all committee and Board meetings.

4.6 Voting.

4.6.1 Each member of the Board shall be entitled to one vote on each matter properly submitted for action. Except as otherwise provided in these By-Laws, a majority of

all voting Board members (regardless of whether there exists a vacancy at the time of such vote) (i.e., approval by at least five (5) Board members) (a “Majority Vote”) shall constitute an act of the Board. At any meeting of the Board where there is no quorum, the members of the Board present may adjourn the meeting until a quorum is in attendance. No member entitled to vote at a meeting of the Board may authorize any person to act for the member by proxy. Such actions requiring a Majority Vote shall include, but are not limited to, approval of the following:

- A. Operating and capital budgets, including investments from the Corporation’s affiliates;
- B. Incurrence of indebtedness above \$500,000;
- C. Approval of and changes to the Corporation’s mission statement;
- D. Appointment and termination of the Chief Executive Officer of the Corporation;
- E. Appointment and termination of the Chancellor of the Antioch Division;
- F. Group-level personnel decisions, including, but not limited to, labor contracts, changes to personnel-related policies, and changes to employee benefit programs;
- G. Changes to program-level accreditation;
- H. Commencement of new programs and closure of existing programs;
- I. The acquisition, sale, or lease of assets valued at over \$1,000,000;
- J. The entry into any other contract valued at over \$1,000,000;
- K. Changes to shared services contracts;
- L. Termination of the Strategic Operating Agreement; and
- M. Any item requiring a Majority Vote of the Corporation’s Board, in its capacity as member of Otterbein, under the Code of Regulations of Otterbein.
- N. Any item requiring a Majority Vote of the Corporation’s Board, in its capacity as member of the SSO, the shared services organization that may provide certain services to the System, under the Code of Regulations of the SSO.

4.6.2 At least two-thirds (2/3) of all nine (9) Board members (regardless of whether there exists a vacancy at the time of such vote) (i.e., approval by at least six (6) Board members) (a “Supermajority Vote”) is required to approve the following:

- A. Election of the Antioch Appointees and the Otterbein Appointees and removal for cause of the Antioch Directors and the Otterbein Directors;
- B. Election and removal of the Independent Director;
- C. Changes to the proportional distribution of Remaining System Funds (as defined in the Strategic Operating Agreement) from the default provided under Section 1(b) of the Strategic Operating Agreement;
- D. Addition of System members;
- E. Amendments to the Corporation’s By-Laws or Articles of Incorporation;
- F. Amendments to the Strategic Operating Agreement or termination of the Strategic Operating Agreement by mutual consent of the Corporation and

Otterbein;

G. Changes to the Antioch Division's institutional accreditation;

H. Acceptance of restricted matching funds in excess of two percent (2%) of the Corporation's most recent fiscal year budget (such restricted matching funds, "Substantial Restricted Matching Funds") or real estate as gifts and/or grants;

I. Initiation of a shared service or entry into a shared services contract;

J. The merger, sale of all or substantially all assets, dissolution or other restructuring of the University or any conversion of the Corporation to another type of entity; and

K. Any item requiring a Supermajority Vote of the Corporation's Board, in its capacity as member of Otterbein, under the Code of Regulations of Otterbein.

L. Any item requiring a Supermajority Vote of the Corporation's Board, in its capacity as member of the SSO, under the Code of Regulations of the SSO.

4.6.3 Notwithstanding any other provisions of these By-Laws, at least one-third (1/3) of all nine (9) Board members (regardless of whether there exists a vacancy at the time of such vote) is required to approve appointment of new members to the Otterbein Board of Trustees, consistent with the Code of Regulations of Otterbein.

4.7 Unanimous Action by Members Without a Meeting. Any action that may be authorized at a meeting of the Board may be authorized without such a meeting only upon the unanimous affirmative written approval of all voting Board members who would be entitled to notice of a meeting for that purpose. Such approval may be in writing or by electronic transmission. The date on which any writing is transmitted electronically is the date of signature. All actions, whether done in a meeting or without a meeting, shall be filed with the records of the corporation.

4.8 Participation by Conference Call or Videoconference by Individual Board Members. When the Board meets in person for regular or annual Board meetings, individual Board members may participate by telephone conference call or videoconference. Such participation shall constitute presence in-person at the meeting for quorum and official record purposes provided all participants can hear one another.

4.9 Confidentiality. All members of the Board and corporate officers of the Corporation are duty-bound to strictly adhere to the Corporation policy concerning matters of confidentiality as elaborated by the *Code of Ethics and Statement of Commitment and Responsibilities* adopted by the Board.

ARTICLE V. BOARD OFFICERS

5.1 Officers and Terms. Board officers shall be a Chair, and Vice-Chair, both of whom shall be voting members of the Board. The Chair and Vice-Chair shall serve for two-year terms, ordinarily commencing on the date of the Board's Annual Meeting, and shall be filled, on an alternating basis, by Antioch Directors and Otterbein Directors. The Board's officers

shall be elected by the Board. They shall have such responsibilities and authority to perform their duties on behalf of the Corporation customarily expected of their respective offices, as defined in these By-Laws, and as otherwise determined by the Board. Any Board officer may be removed from office, with or without cause, by a Majority Vote of the Board, provided that the notice of such meeting includes a statement of purpose concerning such removal. Following removal or any vacancy for any other purpose, the vacating Board officer will be replaced with another Antioch Director or Otterbein Director, as appropriate.

5.2 Board Chair. The Board Chair shall preside at Board meetings. The Chair shall appoint, subject to the concurrence of the Board Vice-Chair, the chairs, vice-chairs, and members of all standing and special or ad hoc committees of the Board, ordinarily in consultation with the President, except for the Antioch Standing Committee and Otterbein Standing Committee. Except as otherwise provided in these By-Laws, the Board Chair shall be a voting member, *ex-officio*, of all Board committees, except for the Antioch Standing Committee and the Otterbein Standing Committee. The Corporation speaks with one voice and, therefore, the Board Chair shall be the official spokesperson for the Board. Members of the Board are ordinarily expected to refer press inquiries on controversial or other sensitive matters directly to the Board Chair, or the President, as appropriate to the matter at hand.

5.3 Board Vice-Chair. The Board Vice-Chair shall preside at Board meetings when the Chair is unable to do so. The Board Vice-Chair must approve all appointments and removals made by the Chair to all standing and special or ad hoc committees of the Board for which the Board Chair has the right to appoint chairs, vice-chairs, and members. Except as otherwise provided in these By-Laws, the Board Vice-Chair shall be, *ex-officio*, a voting member of all Board committees, except for the Antioch Standing Committee and the Otterbein Standing Committee. The Board Chair may assign other responsibilities to the Vice-Chair, as authorized by the Board.

ARTICLE VI. BOARD COMMITTEES

6.1 General. The Board shall establish such standing and ad hoc committees as it deems necessary to discharge its responsibilities. Each committee (other than the Antioch Standing Committee and the Otterbein Standing Committee, whose major responsibilities and delegated authority are described in this Article) shall exist at the pleasure of the Board. Each committee shall have a written statement of purpose or charter with clear responsibilities and the title of the officer or other staff member of the Corporation assigned to assist the committee. With the exception of the Antioch Standing Committee and the Otterbein Standing Committees whose statements of purpose/charters are provided in this Article, all other committee statements of purpose/charters shall be maintained separately from these By-Laws. The committee statements of purpose/charters ordinarily should be reviewed approximately every other year for their adequacy and appropriateness.

6.2 Board Chair Authority and Committee Leadership. In consultation with the President and other Board officers, the Chair of the Board shall, upon the concurrence of the Board Vice-Chair, annually appoint or reappoint the chair, vice-chair, and members of each standing and ad hoc committee other than the Antioch Standing Committee and the Otterbein Standing Committee. The chair and vice-chair of each committee shall be voting members of the Board. Except for the Antioch Standing Committee and the Otterbein Standing Committee or otherwise required by these By-Laws, each committee shall have at least four voting Board members (including *ex-officio* committee members and including such committee's appointed chair and vice-chair), an equal number of Antioch Directors and Otterbein Directors, and, if so selected by the Chair of the Board, the Independent Director. Individuals with special expertise, but who are not voting members of the Board, may be invited by the Board Chair, with the concurrence of the Board Vice-Chair, to serve without voting privileges on committees. Appointed committee chairs ordinarily should not serve more than three consecutive years in their leadership role, at the discretion of the Board Chair and shall alternate between Otterbein Directors and Antioch Directors (except for the Antioch Standing Committee and the Otterbein Standing Committee). All members of the Board ordinarily serve on at least one standing committee but not more than two. Approximately every other year, all Board members shall be invited by the Board Chair to express preferences for possible changes in their committee assignments, which shall be accommodated to the extent practical, given the requirements of these By-Laws.

6.3 Quorum and Voting. A simple majority of committee members shall constitute a quorum for the transaction of business. The affirmative vote of a majority of committee members present at a Board committee meeting at which there is a quorum, shall be sufficient to constitute and authorize a committee's voted action or recommendation to the Board.

6.4 Antioch Standing Committee. The Antioch Standing Committee shall consist, *ex-officio*, of all of the Antioch Directors, who shall oversee, in consultation with the Antioch Advisory Board, matters generally related to the Antioch Division. The chair of the Antioch Standing Committee shall be the Board Chair or Vice-Chair that is also an Antioch Director. The vice chair shall be determined by the Antioch Standing Committee. The Antioch Standing Committee is required to approve the matters noted below in this Section 6.4. Matters indicated by an asterisk (*) are solely subject to approval by the Antioch Standing Committee; all other matters are, following the approval of the Antioch Standing Committee, also subject to a Majority Vote or Supermajority Vote of the Corporation's Board under Article IV hereof.

- A. Election of the Antioch Appointees and removal for cause of the Antioch Directors;
- B. Operating and capital budgets, including investments from the Corporation's affiliates;
- C. Incurrence of indebtedness above \$500,000;
- D. Amendments to the Corporation's By-Laws or Articles of Incorporation;
- E. Amendments to the Strategic Operating Agreement;
- F. Termination of the Strategic Operating Agreement;

- G. Approval of and changes to the Corporation's mission statement;
- H. Appointment and termination of the Chancellor of the Antioch Division;
- I. Appointment, removal, and promotion of Antioch Division faculty;*
- J. Group-level personnel decisions, including, but not limited to, labor contracts, changes to personnel-related policies, and changes to employee benefit programs;
- K. Changes to the Antioch Division's institutional accreditation;
- L. Changes to program-level accreditation;
- M. Changes to curricular requirements;*
- N. Commencement of new programs and closure of existing programs;
- O. The acquisition, sale, or lease of assets or entry into any contract of \$1 million or less;*
- P. The acquisition, sale, or lease of assets or entry into any contract above \$1 million;
- Q. Acceptance of all gifts and grants excluding real estate or Significant Restricted Matching Funds;*
- R. Acceptance of real estate or Significant Restricted Matching Funds gifts and grants;
- S. Processes for institutional shared governance;
- T. Conferral of honorary titles or degrees from the Antioch Division;* and
- U. Initiation of a shared service or entry into a shared services contract.

6.5 Otterbein Standing Committee. The Otterbein Standing Committee shall consist, *ex officio*, of all of the Otterbein Directors, who shall oversee matters generally related to Otterbein and shall, except for those matters explicitly requiring Board approval under Article IV hereof, have sole authority to take and approve all decisions and actions by the Corporation pertaining to Otterbein that are required to be taken by the Corporation in its capacity as member of Otterbein pursuant to the Ohio Nonprofit Corporation Law. The chair of the Otterbein Standing Committee shall be the Board Chair or Vice-Chair that is also Otterbein Director. The vice chair shall be determined by the Otterbein Standing Committee.

6.6 Audit Committee. Membership shall consist of at least four members, who shall serve at the pleasure of the Chair of the Board. The Board Chair and Vice-Chair shall serve, *ex officio*, with voting privileges. The Audit Committee shall have those delegated powers and responsibilities as shall be assigned to it by the Board in a written statement of purpose/charter, as may be amended from time to time by the Board.

6.7 Finance Committee. Membership shall consist of at least four members, who shall serve at the pleasure of the Chair of the Board. The Board Chair and Vice-Chair shall each serve, *ex-officio*, with voting privileges. The Finance Committee shall have those delegated powers and responsibilities as shall be assigned to it by the Board in a written statement of purpose/charter, as may be amended from time to time by the Board.

6.8 Ad Hoc Committees. From time to time, the Chair of the Board may appoint special or ad hoc committees of voting Board members and others with specialized expertise to address specific strategic issues, opportunities, or other needs that are non-recurring or are

of such nature to require study. Each such committee shall have an explicit written assignment or objective, at least four members (with an equal number of Antioch Directors and Otterbein Directors) with a voting Board member as its chair and an assigned officer or other staff member of the Corporation to provide assistance, and shall be expected to complete its work and recommendations within a specific time-certain.

ARTICLE VII. CORPORATE OFFICERS

7.1 General Provisions.

7.1.1 In addition to the Board officers described in Article V, above, the Board shall elect a President of the Corporation, who shall be the Chief Executive Officer, two Vice-Presidents, one of whom shall be the Chancellor of the Antioch Division (following such individual's nomination by the Antioch Standing Committee) and one of whom shall be the President of Otterbein, one Treasurer of the Corporation, who shall be the Chief Financial Officer, a Secretary, who shall ordinarily be the General Counsel of the Corporation, and such other officers, including Vice-Presidents, Assistant Treasurers, and Assistant Secretaries, as the Board may from time to time deem necessary. Any two or more offices may be held by the same person.

7.1.2 The officers of the Corporation, except for the Vice-President/Chancellor, for whom provision is hereafter made, shall be elected by Majority Vote of the Board at the annual meeting, to serve at the pleasure of the Board for terms of one year commencing on the first day of July next following their election unless otherwise provided in the resolution.

7.1.3 The officers of the Corporation shall have such authority and perform such duties, as between themselves and the Corporation, as are customarily incident to their respective offices, as may be more particularly defined in these By-Laws and as may be determined by the Board.

7.2 President and Chief Executive Officer.

7.2.1 The President/Chief Executive Officer shall be elected and removed by a Majority Vote and subject to the direction of the Board and the terms of employment, as the Board may determine from time to time. The President/Chief Executive Officer shall be responsible for general management of the Corporation and the System.

7.2.2 The President/Chief Executive Officer shall recommend to the Board policies and plans and ensure that those policies and plans adopted by the Board are effectively implemented and monitored.

7.2.3 Should the office of President/Chief Executive Officer become vacant, the Board shall appoint an Acting or Interim President until a successor President/Chief

Executive Officer is chosen by the Board through such process as it shall determine.

7.2.4 The President/Chief Executive Officer shall serve, *ex-officio*, as a non-voting member of the Board.

7.3 Vice-President/Chancellor. The Vice-President/Chancellor shall be elected and removed by action of the Antioch Standing Committee followed by a Majority Vote and shall, subject to the direction of the President/Chief Executive Officer and the Board, be responsible for the general management of the Antioch Division and its campuses and programs. The Vice-President/Chancellor shall serve, *ex-officio*, as a non-voting member of the Board.

7.4 Vice-President/Otterbein President. The President of Otterbein shall serve, *ex-officio*, as Vice-President of the Corporation and shall, subject to the direction of the President/Chief Executive Officer and the Board, serve as a representative of Otterbein with respect to the affairs of the Corporation. The Vice-President/Otterbein President shall serve, *ex-officio*, as a non-voting member of the Board.

7.5 Treasurer. The Treasurer shall be elected upon the nomination of the President/Chief Executive Officer, by a Majority Vote. The Treasurer shall be the Chief Financial Officer of the Corporation subject to the direction of the Board and President/Chief Executive Officer and is responsible to the President/Chief Executive Officer for financial and certain non-academic administrative affairs. The responsibilities of the Treasurer shall include, but not be limited to all financial planning and auditing, and such non-academic support services and other administrative work as may be assigned to the Treasurer from time to time by the Board or the President/Chief Executive Officer. The Treasurer shall attend the meetings of the Finance Committee and Audit Committee of the Board. Each quarter the Treasurer shall provide all members of the Board with comprehensive financial statements of the Corporation's assets and liabilities including all investments, and such other financial statements periodically that include comparison data and information for the same period in the preceding fiscal year for the individual campuses as well as the consolidated budget for the Corporation. The Treasurer shall be bonded to such an amount as the Corporation may require.

7.6 Secretary. The Secretary shall be elected upon the nomination of the President/Chief Executive Officer, by a Majority Vote. The Secretary shall ordinarily be the General Counsel subject to the direction of the Board and President/Chief Executive Officer and shall ensure that minutes of all Board, Executive Committee, and other committee meetings as appropriate, are properly written, approved by the appropriate party, and maintained as part of the Corporation's official records.

7.7 Other Officers. The Board shall authorize, in consultation with the President/Chief Executive Officer, certain other corporate officers with specific titles and responsibilities to assist with the effective management of the Corporation's financial, academic,

advancement, and other needs. They shall report to and be accountable to the President/Chief Executive Officer for their performance in their respective areas of responsibility including other duties assigned by the President/Chief Executive Officer.

7.8 Removal of Officers. Any officer, except the Vice-President/Chancellor, for whom special provision is made above, may be removed, with or without cause, by a Majority Vote; provided, however, that such removal shall not impair the contractual rights of such person.

ARTICLE VIII. BOARD MEMBER AND OFFICER CODE OF ETHICS, CONFLICT OF INTEREST, CONFIDENTIALITY, AND DISCLOSURE.

8.1 Code of Ethics, Conflict of Interest, and Confidentiality. All members of the Board shall abide by the Corporation's *Code of Ethics and Statement of Commitment and Responsibilities* adopted by the Board, which the Board shall adopt separately from these By-Laws and review from time to time as experience helps to inform it. This policy shall include standards of conduct and guidelines for all members of the Board and officers of the Corporation concerning their individual responsibilities to maintain confidentiality on appropriate matters, what constitutes actual or possible conflicts of interest, and annual disclosure requirements including a process for implementation and enforcement.

8.2 Annual Disclosure Requirement. The conflict of interest policy described in Section 8.1 of these By-Laws require that all individuals affected by it will conscientiously complete and file a signed statement that includes opportunity to acknowledge any possible conflict that may interfere with the individual's ethical obligations, or direct or indirect fiduciary responsibilities, to the Corporation. The Treasurer shall be the repository for such annual disclosure statements as the agent of the Board and shall assist with compliance. Failure to abide by the policy and its disclosure requirements shall be grounds for removal or dismissal from the Board.

8.3 Contractual Transactions. No contract or other financial transaction is voidable with respect to the Corporation because the contract or transaction is between the Corporation and one or more of the Corporation's Board members, officers, or employees, with a financial or other personal interest in such transaction; or because one or more such individuals affected by the conflict of interest policy described in Section 8.1 of these By-Laws participate in a vote in a Board or committee meeting that authorizes the contract or transaction if it is approved in accordance with the conflict of interest policy adopted by the Board.

ARTICLE IX. INDEMNIFICATION AND INSURANCE

9.1 Indemnification.

9.1.1 The Corporation shall indemnify, to the fullest extent permitted by the Ohio

Nonprofit Corporation Law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that the person is or was a director within the meaning of the Ohio law or a member of the Corporation and Board, as defined in these By-Laws, against expenses, including attorney fees, judgments, fines and amounts paid in settlement. The Corporation may indemnify to the fullest extent permitted by the Ohio Nonprofit Corporation Law, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that the person is or was an officer, employee, agent or volunteer of the Corporation.

9.1.2 The indemnification is not applicable to a proceeding by or on behalf of the Corporation involving the removal from office of a member of the or officer unless the proceeding terminates with adjudication in favor of such a person.

9.1.3 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized in the specific case, upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized under this Section 9.1.

9.1.4 The Corporation shall have the power to purchase and maintain liability insurance on behalf of all persons who are or were indemnified persons of the Corporation against any liability asserted against them or any of them and incurred by any of them arising out of their status as such.

9.1.5 Notwithstanding the foregoing, the provisions of this Section 9.1 shall be automatically amended to provide for the maximum indemnification for indemnified persons permitted under Section 1702.12(E) of the Ohio Revised Code, including amendments thereto, or any comparable provisions of any future Ohio statute. In order to implement the foregoing, the Board is authorized to amend the provisions of this Article to provide for such indemnification.

9.2 Insurance. The Corporation shall procure and maintain reasonable and reliable directors' and officers' liability insurance coverage on behalf of the Board and its individual members, the Corporation's officers, from a reputable provider in aggregate and individual amounts that the Board shall deem to be appropriate and affordable.

ARTICLE X. AMENDMENT

10.1 Amendments. Except as otherwise provided in Section 9.1.5 of these By-Laws, these By-Laws may be amended only by a Supermajority Vote of the Board. Such action requires

that the members of the Board are acting at a Board meeting at which a sufficient quorum is present, and that notice for such meeting is provided to all Board members and includes the purpose of such meeting is described in such notice, along with a summary of the substance of and reasons for the proposed amendment(s). Such notice shall be mailed or otherwise delivered to each Board member at least thirty (30) days before the meeting.

**APPENDIX I.
AMENDMENTS SUMMARY**

The Amended and Restated By-laws	June 8, 2013: These amendments arise out of the report and recommendations received from Dr. Kenneth Shaw, and come recommended by the Governance Committee of the Board of Directors. The primary intent of the changes is to improve and clarify the relative roles of the Board of Directors, Boards of Trustees, and the Chancellor. The revised by-laws represent an appropriate balance of reserved and delegated authority which will improve the effectiveness of each campus and the vitality and flexibility of the University moving forward, while at the same time reaffirming that Antioch University is one integrated university and that ultimate fiduciary responsibility for the University lies with the Board of Directors.
1 st Amendment to the June 2013 Amended By-Laws	February 22, 2014: Article VI of the By-laws was amended by inserting a new Section 6.9, and by renumbering the current Section 6.9 on <i>Ad Hoc</i> Committees as Section 6.10. At this time, the <i>Ad Hoc</i> Development Committee was dissolved, its functions now being absorbed by the standing committee.
2 nd Amendment	February 22, 2014: Article VII. Amended Sections 7.1 and 7.3 to delete the requirement that the corporate treasurer be a board member, and inserting language requiring that the treasurer be the CFO of the University. This amendment makes further clarifications to the language regarding the office of President/Secretary of the Corporation.
3 rd Amendment	February 28, 2015: Section 6.10 amended to establish the Compensation Committee as a standing committee of the Board of Directors (renumbered the current 6.10 on <i>Ad Hoc</i> Committees as 6.11); Also: Sections 6.4 and 6.7 were amended to delete reference to “Board Treasurer” in order to conform to amendments made in February 2014, when the Board of Directors resolved to remove the volunteer board office of Treasurer.
4 th Amendment	March 5, 2016: Amending Article 7, Officers, to separate the current office of President/Secretary into two distinct offices. The office of Secretary shall ordinarily be held by the General Counsel; Also, Amending Article to provide that the Winter meeting may be in either February or March at the board's discretion.

5 th Amendment	March 11, 2017: Eliminated former Sections 2.4 and 2.8, and amended current Sections 2.4, 2.5, 2.6, 3.1, 4.1, 7.2, 8.1 and 8.3 to eliminate references to campus Boards of Trustees and Presidents in connection with resolutions adopted by the Board of Directors eliminating such positions. Also consolidated former Sections 3.1 and Section 3.2 into the current Section 3.1, and made minor edits to current Sections 3.6, 4.1, 4.3, 6.4, 7.1, 7.2 and 7.4.
6 th Amendment	June 8, 2019: Inserted new Sections 4.4 and 4.5. Former 4.4 and 4.5 were renumbered as Sections 4.6 and 4.7.
7 th Amendment	January 7, 2020: Inserted new Section 3.6 Leaves of Absence. Former Section 3.6 was renumbered as Section 3.7. Pursuant to Resolution 01.07.20:01.
8 th Amendment	June 6, 2020: Article IV. Amended Sections 4.1 and 4.7 to add authorization for videoconference meetings pursuant to Resolution 6.6.20:20. Also removed gender-specific pronouns throughout.
9 th Amendment	March 6, 2021: Article III. Amended Section 3.3 to add wording all the Board to vote to extend a member’s term by one to three years when needed for Board continuity of leadership.
Amended and Restated By-laws	July 1, 2023: Corporate name change to Coalition for the Common Good; new Board member configuration and operation in accordance with the Strategic Operating Agreement between Antioch University and Otterbein University. Ratified by Coalition for the Common Good Board of Directors through Resolution 07.19.23:01.