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October 2011

### 2.101 Amended and Restated Bylaws of Antioch University Board of Governors

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# ANTIOCH UNIVERSITY

Type of Policy <input checked="" type="checkbox"/> <b>University</b> <input type="checkbox"/> <b>Interim</b>		<b>Amended and Restated By-laws of Antioch University</b>  <b>Policy 2.101</b>	
<b>Board Governance Policies</b>		Effective date: June 8, 2013	
<b>Policy History:</b>	<b>Approved by:</b>	<b>Resolution #</b>	<b>Date</b>
<b>Approved:</b>	Board of Governors	6.8.13:16	June 8, 2013
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<b>Responsible Office</b>	<b>Responsible Administrator:</b>	<b>Contact information</b>	<b>Applies to:</b>
Board of Governors	Chair, Governance Committee	937-769-1345	Board of Governors

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**AMENDED AND RESTATED BY-LAWS**  
of  
**ANTIOCH UNIVERSITY**

**ARTICLE I. NAME, PURPOSE AND NOMENCLATURE**

- 1.1 Name.** The name of the Corporation is Antioch University, hereinafter also referred to as “the University.”
- 1.2 Code of Regulations.** These By-laws shall constitute the Code of Regulations of Antioch University and its Board of Governors which shall oversee the management and govern the Corporation and University, hereinafter also referred to as “the Board.”
- 1.3 Non-Profit Corporation.** Antioch University is a multi-campus educational and charitable institution incorporated as a non-profit corporation under the laws of the State of Ohio. It has been determined by the IRS to be a tax-exempt organization under section 501 (c) (3) of the Internal Revenue Code.
- 1.4 Educational Institution.** The Corporation shall maintain an office in Ohio, and conduct its business there or in such other places as the Board of Governors may determine, as an educational institution providing instruction in every branch of useful learning. It shall maintain programs within the University’s mission and purposes which are equally available to both sexes of persons and without regard to considerations of age, race, creed, color, religion, ancestry, national origin, disability, sexual orientation, or sexual identity.

**ARTICLE II. UNIVERSITY GOVERNANCE**

- 2.1 Board of Governors.** The University and its campuses, which for the purposes of these By-laws shall mean to include its physical campuses and other facilities in various locations as well as all University-wide and cross-campus academic programs and services, (hereinafter referred to as “campuses and programs”) shall be governed by a Board of Governors.
- 2.2 Members of the Corporation.** The members of the Board of Governors shall constitute the membership of the Corporation under all circumstances where action of the membership is either desirable or required by law.
- 2.3 Corporate Directors.** The authority of the Corporation shall be exercised by and under the direction of a Board of Governors whose members shall act as the Corporation’s “directors” as defined under Chapter 1702 of the Ohio Revised Code.

The members of the Board of Governors are “trustees” and have the same fiduciary responsibilities and governing authority held by trustees or directors of other incorporated

entities with educational and non-profit missions similar to Antioch University

- 2.4 Assets.** Antioch University holds title to all assets of its campuses and programs.
- 2.5 Chancellor.** The Chancellor is the chief executive officer of the Corporation. General administrative responsibility is delegated to the Chancellor, who may, in turn, delegate important campus management responsibility to appropriate University personnel.
- 2.6 Policies.** The Board of Governors is ultimately responsible for the University's policies and those of its campuses and programs 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 to the Chancellor and administration.
- 2.7 University Academic Council (UAC).** To ensure that the University'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 University, the Chancellor shall establish a University Academic Council (UAC) as a standing administrative committee.

### **ARTICLE III. BOARD OF GOVERNORS**

- 3.1 Authority of the Board of Governors.** As the University's governing board, the Board of Governors shall have the broad authority permitted by law and tradition as generally practiced by other universities in the United States. The Board's authority and powers include, but are not limited to, the following:
  - a. determining the University's academic mission and strategic direction, and the respective purpose, value statement and strategic direction of each of the campuses and programs;
  - b. appointing, hiring, setting the terms of employment of, assessing the performance of, and removal of the Chancellor, who shall serve as the Corporation's and University's chief executive officer;
  - c. hiring, setting the terms of employment, and removal of all other officers of the University, upon the recommendation of the Chancellor;
  - d. approving and amending the fiscal policies of the Corporation, including those governing the conduct of the University's annual independent audit, and ensuring that all University funds are invested responsibly and accounted for properly, including separate campus reserves as may be established by Board of Governors' policy;
  - e. approving and amending other policies of the University as appropriate,

including but not limited to board governance policies, business, and financial management policies, human resource policies, academic policies, student policies, gift, and institutional advancement policies;

- f. approving the annual University budget including those components which relate to the various campuses and programs, with due consideration of the recommendation of the Chancellor;
- g. selling, encumbering, leasing, or other disposition of real property or other significant tangible and intangible assets of the University;
- h. protecting all University assets, whether those assets are tangible or intangible, including but not limited to trademarks, tradenames, and intellectual property
- i. approving University, campus and program contracts above certain dollar amounts determined by policy of the Board of Governors;
- j. approving debt financing;
- k. approving all tuition and fees;
- l. determining general guidelines concerning institutionally-funded student financial aid provided by federal programs and private sources and also campus tuition-discounting practices;
- m. approving the addition, significant change and/or termination of all University degree-granting and other academic programs, and assessing their quality and effectiveness;
- n. approving all proposals for new permanent staff and faculty positions for the University and its campuses and programs beyond those included in annual budgets previously approved by the Board of Governors;
- o. approving naming opportunities to guide acceptance of various forms of philanthropic support;
- p. adopting and amending these By-laws; and
- q. such other responsibilities as may be required under applicable Ohio Law or as necessary to fulfill the Board of Governors' duties to the Corporation.

The foregoing shall not be deemed to prohibit delegation of authority by the Board of Governors to the proper officers of the Corporation as and to the

extent permitted by applicable law (including but not limited to delegation pursuant to By-laws 2.5 and/or 2.6).

- 3.2 Number of Members of the Board of Governors.** The Board of Governors whose members constitute the membership of the Corporation shall consist of no fewer than eleven (11) or more than twenty-one (21) persons of legal majority in accordance with the provisions specified in this Article. The actual number of members at any time may vary between these two numbers and need not be fixed, provided there are not fewer than eleven (11) voting members of the Board of Governors. If the Board of Governors should consist of fewer than eleven (11) members by reason of resignation, death or removal, the remaining members may fill any vacancy in the Board of Governors by the affirmative vote of a majority of their number. 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.

The President of the Corporation, who shall be referred to as the Chancellor of the University, shall be an ex-officio, non-voting member of the Board of Governors and shall not be included in the whole authorized number of Governors fixed pursuant to this section.

- 3.3 Member Terms and Term Limitations.** All members of the Board of Governors shall be elected by the Board 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 of Governors. All Board members shall be elected from among those nominated by the Governance Committee of the Board of Governors. Employees of the Corporation shall not be nominated or elected as Board members other than the Chancellor who is an ex-officio, non-voting member. All members of the Board of Governors shall serve at-large for renewable three-year terms and are eligible to be re-nominated for a maximum of three full consecutive three-year terms, or a total of nine consecutive years of service, provided however that any incumbent board member elected to the board prior to November 5, 2008, shall be eligible to be re-nominated and elected for a maximum of four full consecutive three-year terms, or a total of twelve (12) consecutive years of service. Any member who serves for an initial term of less than three years shall be eligible to serve for 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, but not to exceed one additional period of nine consecutive years.

- 3.4 Exception for the Chair of the Board.** A Chair of the Board of Governors who has served for fewer than three years in that position but will fulfill the maximum allowable service on the Board may be nominated by the Governance Committee and considered by the Board of Governors for election for up to two additional one-year terms as Chair of the



Board and member of the Board, after which a one-year hiatus is required in accordance with By-law 3.3.

- 3.5 Vacancies and Removal.** A position on the Board of Governors shall be considered vacant immediately upon receipt of a member's written resignation unless otherwise specified and accepted. A vacancy shall also exist if a Board member dies, is removed, or completes the maximum period of service. A member of the Board of Governors may be removed from office if such person becomes unfit to discharge duties, consistently neglects the duties of a Board member, or for any other reason is deemed to be deficient to the University's best interests by the affirmative vote of two-thirds of the members of record of the Board of Governors, ordinarily upon recommendation of the Governance Committee.
- 3.6 Leaves of Absence.** A member of the Board may request a leave of absence during the pendency of the member's term by written communication to the Chair of the Board of Governors. In that request, the Board member shall report to the Chair all the member's ongoing and unfinished work. Because leaves of absence may disrupt the continuity of Board work, they are not favored. Some reasons for leave may include the medical disability of a Board member or a family member, or pressing personal reasons. The Chair shall seek review of the request by the Governance Committee, which shall make a recommendation to the Board of Governors. The Board may grant the leave for up to twelve (12) months and shall specify the effective date of the leave and the return date. A Board member on an approved leave of absence will not be treated as having resigned from the Board, will not be counted in establishing a quorum under these bylaws, and will not be entitled to vote or otherwise participate in Board matters. A Board member on approved leave will continue to be entitled to indemnification by the University to the same extent as other members. An approved leave of absence shall not change the normal end date of the member's term. In advance of expiration of the leave, the Board member shall communicate with the Chair the intent to return to active participation on the Board. With agreement from the Board, the Board member shall normally be reinstated as a fully participating member of the Board, with voting privileges, for the remainder of the duly elected term.
- 3.7 Emeritus Board Members.** Any member of the Board of Governors who has served with exceptional distinction and meritorious commitment to advancing the University for at least six years shall be eligible for nomination by the Governance Committee for election by the Board to emeritus status provided, however, that at least one year has passed after the period of their regular voting status. The term for emeritus status shall be three years and shall be renewable but shall not ordinarily exceed four consecutive terms or twelve consecutive years.
- 3.7.1** Emeritus members of the Board are non-voting. They are eligible to attend Board meetings at their pleasure and may have a voice when recognized by

the Chair of the Board. Emeritus members shall be eligible to serve on Board committees, without voting privilege, where their expertise may be especially helpful to the Board and management. The maximum number of emeritus members shall not exceed seven at any time.

- 3.7.2** Those individuals on the Board of Trustees of Antioch University (the predecessor to the Board of Governors) who held the title of emeritus as of June 8, 2013, hold the status and title of emeritus member of the Board of Governors without limit of term.

#### **ARTICLE IV. BOARD MEETINGS**

- 4.1 Regular and Annual Board Meetings.** The Board of Governors shall meet no fewer than three times annually. All regular Board meetings shall be held on such date, time, and place designated by the Chancellor or Chair of the Board of Governors. 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 Chancellor and the Chair of the Board of Governors, 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 at least one year 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.

- 4.1.1 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 voting, emeritus, and ex-officio 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.

- 4.1.2 Executive Sessions.** The Chair of the Board of Governors shall determine, depending on the matter to be discussed and ordinarily in consultation with

the Board Vice-Chair and Chancellor as appropriate, when and on what matters it shall meet in executive session with or without the Chancellor, the Vice-Chancellors, or other University personnel. All members of the Board of Governors and officers of the Corporation are duty-bound to strictly adhere to University policy concerning matters of confidentiality as elaborated by the *Code of Ethics* and *Statement of Commitment and Responsibilities* adopted by the Board of Governors.

**4.2 Special Meetings.** Special meetings may be held upon request of the Chair of the Board of Governors, the Chancellor, or at least one-third of the voting members of the Board of Governors.

**4.2.1 Notice of Special and Emergency Meetings.** Written notice of the date, time, purpose, and place of each special meeting shall be sent to each voting, emeritus, and ex-officio member of the Board at least ten (10) days prior to the meeting. Should an emergency meeting be required, in the judgment of the Chair of the Board or the Chancellor, with less than ten (10) 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 special 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.

**4.3 Quorum and Minutes.** Except as elsewhere provided in these By-laws or in the Articles of Incorporation, a simple majority of the voting members of record shall constitute a quorum for the transaction of routine business of the Corporation and University except to adjourn 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 and Executive Committee 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 each meeting's adjournment. A duplicate set of minutes shall be provided along with agenda and supporting information for subsequent Board or Executive Committee 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.

**4.4 Voting.** Each member of the Board of Governors shall be entitled to one vote on each matter properly submitted for action. The vote of a majority of members present at a meeting at which a quorum is present shall be the act of the Board unless these Bylaws specifically require otherwise. At any meeting of the Board where there is no quorum, the members of the Board of Governors 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.

- 4.5 Unanimous Action by Members Without a Meeting.** Any action that may be authorized at a meeting of the Board of Governors may be authorized without such a meeting only upon the unanimous affirmative written approval of all of the 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.
- 4.6 Authorization for the Executive Committee to Act on Behalf of the Board of Governors.** When the Board of Governors deems that certain matters ordinarily appropriate for subsequent action by the Board of Governors are appropriate to be delegated to its Executive Committee on behalf of the Board of Governors, the Board may formally provide such advance authorization by formal action, the terms of which shall be recorded in the minutes of the meeting of the Board of Governors.
- 4.7 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 for good reason and with prior permission of the Chancellor and the Chair of the Board of Governors. When approved, such participation shall constitute presence in-person at the meeting for quorum and official record purposes provided all participants can hear one another.

## **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 of Governors. Such officers shall serve for renewable one-year terms ordinarily commencing on the date of the Board's Annual Meeting, and shall continue to hold office until they are succeeded. Ordinarily, all Board officers shall serve for at least two, but not more than five, consecutive years. The Board's officers shall be nominated by the Governance Committee in advance of their being voted upon by the Board of Governors. 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 of Governors. Any Board officer may be removed from office, with or without cause, by a majority vote of those members of the Board of Governors at any regular or special meeting at which a quorum is present, provided that the notice of such meeting includes a statement of purpose concerning such removal.
- 5.2 Board Chair.** The Board Chair shall serve as Chair of the Executive Committee and preside at Board and Executive Committee meetings. The Chair shall appoint the chairs, vice-chairs, and members of all standing and special or ad hoc committees of the Board of Governors, ordinarily in consultation with the Chancellor and Vice-Chair

of the Board. The Board Chair shall be an ex-officio and voting member of all Board committees. The Corporation speaks with one voice and, therefore, the Board Chair shall be the official spokesperson for the Board. Members of the Board of Governors are ordinarily expected to refer press inquiries on controversial or other sensitive matters directly to the Board Chair, or the Chancellor, as appropriate to the matter at hand.

- 5.3 Board Vice-Chair.** The Board Vice-Chair shall preside at Board and Executive Committee meetings when the Chair is unable to do so. The Board Vice-Chair shall be an ex-officio, voting member of the Executive Committee, and will ordinarily chair the Governance Committee of the Board of Governors. The Board Chair may assign other responsibilities to the Vice-Chair as the Board Chair may decide and as authorized by the Board of Governors.

## **ARTICLE VI. BOARD COMMITTEES**

- 6.1 General.** The Board of Governors shall establish such standing and ad hoc Committees as it deems necessary to discharge its responsibilities. Until the total number of voting members of the Board of Governors is sufficient to establish a customary standing committee structure, the Board of Governors may function as a “committee of the whole” for the transaction of business coming before the Corporation and University as it shall decide.

Each committee (other than the Executive Committee and Governance Committee whose major responsibilities and delegated authority are described in this Article) shall exist at the pleasure of the Board of Governors. Each committee shall have a written statement of purpose or job description with clear responsibilities and the title of the University officer or other staff member assigned to assist the committee. With the exception of the Executive and the Governance Committees whose job descriptions are provided in this Article, all other committee job descriptions/charters shall be maintained separately from these By-laws. The committee job descriptions/charters ordinarily should be reviewed about every other year for their adequacy and appropriateness.

- 6.2 Board Chair Authority and Committee Leadership.** In consultation with the Chancellor and other Board officers, the Chair of the Board of Governors shall annually appoint or reappoint the chair, vice-chair, and members of each standing and ad hoc committee. The chair and vice-chair of each committee shall be voting members of the Board of Governors. Except for the Executive and Governance Committees or otherwise required by these By-laws, all committees shall have at least three voting Board members including its appointed chair and vice-chair. Individuals with special expertise, but who are not voting members of the Board of Governors, may be invited by the Board Chair to serve without voting privileges on committees other than the Executive and Governance Committees. However, the majority of members of each

committee shall be voting members of the Board Governors. Appointed committee chairs ordinarily should not serve more than three consecutive years in their leadership role, at the discretion of the Board Chair. All members of the Board of Governors ordinarily serve on at least one standing committee but not more than two, excluding possible membership on the Executive Committee.

Approximately every other year, all Board members shall be invited by the Board Chair to express preferences for possible changes in their committee assignments and be accommodated as much as is practical.

**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 which there is a quorum, shall be sufficient to constitute and authorize a committee's voted action or recommendation to the Board of Governors.

**6.4 Executive Committee.** The Executive Committee of the Board of Governors shall be responsible for the general control, management, and regulation of all matters pertaining to the Corporation between meetings of the Board of Governors. It shall consist of the following ex-officio members: The Chair of the Board of Governors who shall also serve as its Chair, Vice-Chair of the Board of Governors, the chairs of all standing committees other than those chaired by the Board Vice-Chair and the Chancellor (who serves without voting privileges). They each shall serve on the Committee as long as they hold their respective leadership positions. Additionally, at least one at-large member shall be nominated annually by the Governance Committee for a renewable one-year term for election by the Board of Governors. Such person shall not serve for more than two consecutive years as the at-large member of the Executive Committee.

**6.4.1** Except on those matters reserved for the Board of Governors in these By-laws or in the Articles of Incorporation, the Executive Committee is empowered to act on behalf of the Board of Governors between Board meetings and in emergencies when the Board cannot meet in a timely manner to achieve a quorum and to otherwise handle routine matters to enable the Board to be efficient and strategic in the use of its meeting time. Rather than acting primarily as a decision-making instrument of the Board of Governors, the Committee shall serve primarily as a deliberative body or sounding board for the Chancellor and the Board Chair. Its primary responsibilities include monitoring progress on the University's planning goals and the performance of the Board's standing committees. It shall provide advice to the Board Chair and Chancellor concerning Board meeting agendas and oversee the annual review of the Chancellor's performance in accordance with policy and procedures adopted by the Board of Governors. It is authorized to determine or to otherwise recommend to the Board of Governors for its determination,

the Chancellor's compensation. The Executive Committee may at its discretion establish a sub-committee of its own members to conduct annual reviews of the Chancellor's performance, compensation, and terms of employment. The Executive Committee shall ordinarily meet at least three times annually between regular Board meetings either by teleconference call or in person. The minutes of all of its meetings shall normally be distributed to all members of the Board of Governors within 30 days of the dates of its meetings.

**6.5 Governance Committee.** Membership shall consist of at least five members, all of whom shall be voting members of the Board of Governors, who shall serve at the pleasure of the Chair of the Board of Governors. The Board Vice Chair shall ordinarily serve as Chair of the Committee, the Board Chair shall serve as an ex-officio member, respectively with vote, and the Chancellor shall serve as an ex-officio member, without voting privileges.

**6.5.1** The Committee's primary responsibilities are to ensure that: 1) the members of the Board of Governors and its elected officers are highly qualified and committed to the University's and the Board's work with appropriate consideration of balancing skill sets, experience, important demographic considerations and such other attributes as it shall determine; 2) the performance of all eligible voting and emeritus members is thoughtfully reviewed prior to renewal of their terms consistent with these By-laws and the Board's *Statement of Commitment and Responsibilities* and; 3) periodic programs of in-service education and new Board member orientation are conducted and assessed.

**6.5.2** The Committee shall establish its own procedural rules, in consultation with the Chair of the Board and Chancellor, and maintain biographies of individuals who are or may be qualified candidates for nomination to the Board of Governors. It shall periodically encourage all Governors to recommend outstanding candidates for nomination to the Committee and oversee the planning of a process of Board self-assessment ordinarily to be conducted every three or four years. The biographies of all individuals nominated for election to the Board for the first time shall be provided to all Governors at least two weeks prior to the meeting at which they will be voted upon (ordinarily at the Annual Meeting along with a slate of Board officers and one nominee to serve as an at-large member of the Executive Committee). The Committee shall be provided meeting attendance records for Board members and such other information that will help it to meet its responsibilities on behalf of the Board of Governors. Ordinarily, the Vice-Chancellor for Institutional Advancement shall be a regular participant and resource person to the Committee at its meetings.

- 6.6 Audit Committee.** Membership shall consist of at least three members, all of whom shall be voting members of the Board of Governors, who shall serve at the pleasure of the Chair of the Board of Governors. The Board Chair shall serve as an ex-officio member, with voting privileges, and the Chancellor shall serve as an ex-officio member, without voting privileges. The Audit Committee shall have those delegated powers and responsibilities as shall be assigned to it by the Board of Governors in a written job description/charter as may be amended from time to time by the Board.
- 6.7 Finance Committee.** Membership shall consist of at least three members, all of whom shall be voting members of the Board of Governors, who shall serve at the pleasure of the Chair of the Board of Governors. The Board Chair shall serve as an ex-officio member, with voting privileges, and the Chancellor shall serve as an ex-officio member, without voting privileges. The Finance Committee shall have those delegated powers and responsibilities as shall be assigned to it by the Board of Governors in a written job description/charter as may be amended from time to time by the Board.
- 6.8 Academic Affairs.** Membership shall consist of at least three members, all of whom shall be voting members of the Board of Governors, who shall serve at the pleasure of the Chair of the Board of Governors. In addition, the Committee shall include the two co-chairs of the University Academic Council, including the Vice-Chancellor for Academic Affairs and one faculty member, who shall be ex-officio non-voting members of the Committee. The Board Chair shall serve as an ex-officio member, with voting privileges, and the Chancellor shall serve as an ex-officio member, without voting privileges. The Academic Affairs Committee shall have those delegated powers and responsibilities as shall be assigned to it by the Board of Governors in a written job description/charter as may be amended from time to time by the Board.
- 6.9 Development Committee.** Membership shall consist of at least three members, all of whom shall be voting members of the Board of Governors, who shall serve at the pleasure of the Chair of the Board of Governors. The Board Chair shall serve as an ex-officio member with voting privileges, and the Chancellor shall serve as an ex-officio member without voting privileges. The Development Committee shall have those delegated powers and responsibilities as shall be assigned to it by the Board of Governors in a written job description/charter as may be amended from time to time by the Board.
- 6.10 Compensation Committee.** Membership shall consist of at least three members, all of whom shall be voting members of the Board of Governors, who shall serve at the pleasure of the Chair of the Board of Governors. The Board Chair shall serve as an ex-officio member with voting privileges, and the Chancellor shall serve as an ex-officio member without voting privileges. The Compensation Committee shall have those delegated powers and responsibilities as shall be assigned to it by the Board of Governors in a written job description/charter as may be amended from time to time by the Board.



- 6.11 Ad Hoc Committees.** From time to time, the Chair of the Board of Governors 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 three members with a voting Board member as its Chair, an assigned University officer or other staff member to provide assistance, and be expected to complete its work and recommendations within a specific time-certain.

## **ARTICLE VII. UNIVERSITY CORPORATE OFFICERS**

- 7.1 General Provisions.** In addition to the Board officers described in Article V, above, the Board of Governors shall elect a President of the Corporation, who shall be referred to as the Chancellor of the University and its Chief Executive Officer (CEO), one Treasurer who shall be the Vice Chancellor for Finance and Chief Financial Officer (CFO), a Secretary, who shall ordinarily be the General Counsel of the University, and such other officers and assistant officers as the Board may from time to time deem necessary.

**7.1.1** The officers of the Corporation, except for the Chancellor for whom provision is hereafter made, shall be elected by majority vote at the Annual Meeting of the Corporation, at which a quorum is present, 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.

**7.1.2** 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 of Governors.

- 7.2 President.** The President shall be elected by the affirmative vote of two-thirds of the members of the Board of Governors who are duly elected and serving at the time of election. The President shall be the Chancellor and Chief Executive Officer of the Corporation subject to the direction of the Board of Governors of Antioch University and the terms of employment as it may determine from time to time. The President shall be responsible for the general management of the University and its campuses and programs.

**7.2.1** The Chancellor shall recommend to the Board policies and plans and ensure that those policies and plans adopted by the Board are effectively implemented and monitored. The Chancellor shall serve as an ex-officio, non-voting member of all standing and ad hoc committees of the Board of Governors, except any Audit Committee and the sub-committee assigned responsibility for conducting annual reviews of the Chancellor's performance

and compensation.

- 7.2.2** The Chancellor may be removed from the office of President, with or without cause, only upon the affirmative vote of a two-thirds majority of the members of the Board of Governors who are duly elected, qualified, and serving at the time of a meeting that includes the purpose of considering such removal action. Such consideration shall require thirty (30) days' written notice to the Chancellor and all voting members of the Board of Governors. Removal of the Chancellor from office shall not impair the Chancellor's contractual rights.
- 7.2.3** Should the office of President become vacant, the Executive Committee of the Board of Governors shall appoint an Acting or Interim President until a successor Chancellor is chosen by the Board of Governors through such process as it shall determine.
- 7.3 Treasurer.** The Treasurer shall be elected upon the nomination of the Chancellor, by the affirmative vote of a majority of the members of the Board of Governors who are duly elected and serving at the time of election. The Treasurer shall be the Vice Chancellor for Finance and Chief Financial Officer of the Corporation subject to the direction of the Board of Governors and Chancellor and is responsible to the Chancellor 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 Chancellor. 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 of Governors with comprehensive financial statements of the University'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 University. The Treasurer shall be bonded to such an amount as the Corporation may require.
- 7.4 Secretary.** The Secretary shall be elected upon the nomination of the Chancellor, by the affirmative vote of a majority of the members of the Board of Governors who are duly elected and serving at the time of election. The Secretary shall ordinarily be the General Counsel subject to the direction of the Board of Governors and Chancellor 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. To assist the Secretary with these and other responsibilities in support of the work and needs of the Board of Governors and its committees, the Secretary may appoint, or the Board may elect, an Assistant Secretary whose duties may include other responsibilities.

- 7.5 Other Officers.** The Board of Governors shall authorize, in consultation with the Chancellor, certain other University and corporate officers with specific titles and responsibilities to assist with the effective management of the University's financial, academic, advancement, and other needs. They shall report to and be accountable to the Chancellor for their performance in their respective areas of responsibility including other duties assigned by the Chancellor.
- 7.6 Removal of Officers.** Any officer, except the Chancellor as President, for whom special provision is made above, may be removed, with or without cause, by the majority vote at a regular or special meeting of the Board of Governors at which a quorum is present; 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 of Governors shall abide by the University Code of Ethics 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 University Board of Governors and officers of the University and 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 policy of the University Board of Governors (By-law 8.1) shall 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 University, or any campus. The Office of the Vice-Chancellor for Finance (CFO) shall be the repository for such annual disclosure statements as the agent of the Board of Governors and shall assist with compliance. Failure to abide by the policy and its disclosure requirements shall be grounds for removal or dismissal.
- 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 members or officers, or campus or program personnel, with a financial or other personal interest in it; or because one or more such individuals affected by the policy referred to in By-law 8.1 and 8.2 participate in a vote in a Board or committee meeting that authorizes the contract or transaction if it is approved in accordance with University policy adopted by the Board of Governors.

## **ARTICLE IX. INDEMNIFICATION AND INSURANCE**

**9.1 Indemnification.** The Corporation shall indemnify, to the full 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 of Governors of Antioch University as defined in these By-laws, against expenses, including attorney fees, judgments, fines and amounts paid in settlement. The Corporation may indemnify to the full 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 and University.

**9.1.1** 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 Board of Governors or officer unless the proceeding terminates with adjudication in favor of such a person.

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

## **ARTICLE X. AMENDMENT**

**10.1 Amendments.** These By-laws may be amended by the affirmative vote of two-thirds of the total number of members of record who are serving on the Board of Governors at the time of the proposed amendment(s). Such action requires that the members of the Board of Governors are acting as members of the Corporation, that a sufficient quorum is present, and that notice for such meeting includes the purpose of such meeting is provided, including 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.

Adopted: June 8, 2013 BoG Resolution 6.8.13:6

## AMENDMENTS SUMMARY

<p>The Amended and Restated By-laws</p>	<p>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 Governors. The primary intent of the changes is to improve and clarify the relative roles of the Board of Governors, 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 Governors.</p>
<p>1<sup>st</sup> Amendment to the June 2013 Amended By-Laws</p>	<p>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.</p>
<p>2<sup>nd</sup> Amendment</p>	<p>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.</p>
<p>3<sup>rd</sup> Amendment</p>	<p>February 28, 2015: Section 6.10 amended to establish the Compensation Committee as a standing committee of the Board of Governors (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 Governors resolved to remove the volunteer board office of Treasurer.</p>
<p>4<sup>th</sup> Amendment</p>	<p>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.</p>
<p>5<sup>th</sup> Amendment</p>	<p>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 Governors 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.</p>
<p>6<sup>th</sup> Amendment</p>	<p>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.</p>
<p>7<sup>th</sup> Amendment</p>	<p>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.</p>

8 <sup>th</sup> 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.
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