

October 2011

2.101 Amended and Restated Bylaws of Antioch University Board of Governors "On June 27, 2016, Antioch University reorganized and some positions or entities in this policy may no longer exist. Until this policy is formally amended, please direct all inquiries to University Counsel or the Responsible Administrator identified in the header on the title page."

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"2.101 Amended and Restated Bylaws of Antioch University Board of Governors "On June 27, 2016, Antioch University reorganized and some positions or entities in this policy may no longer exist. Until this policy is formally amended, please direct all inquiries to University Counsel or the Responsible Administrator identified in the header on the title page."" (2011). *2.100 General (Board Governance)*. Paper 5.  
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**NOTE:** The BoG Bylaws are not “policies” per se; they are the Code of Regulations of the Corporation adopted pursuant to Section 1702.10 of the Ohio Revised Code. However, for the ease of access, they are indexed and included here in the Policies on “Governance”.



Type of Policy <input checked="" type="checkbox"/> <b>University</b> <input type="checkbox"/> <i>Campus</i> <input type="checkbox"/> <i>Department/Unit</i> <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>
	Board of Governors	6.8.13:6	June 8, 2013
<b>Revised:</b>	See Dates on last page of By-laws showing Amendment Dates		
<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 BYLAWS**  
of  
**ANTIOCH UNIVERSITY**

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

- 1.1 The name of the Corporation is Antioch University, hereinafter also referred to as “the University.”
- 1.2 These Bylaws 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 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 The Corporation shall maintain an office in Yellow Springs, Greene County, 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 Bylaws 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, 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 nonprofit missions similar to Antioch University. .

- 2.4 Boards of Trustees.** The Board of Governors, at its exclusive discretion, may authorize establishment of Boards of Trustees for the University's constituent campuses, each of which will have its own Bylaws approved by and amended at the pleasure of the Board of Governors. Through certain delegated board functions, responsibilities and authority, such Bylaws shall enable Boards of Trustees to provide support to the President, Chancellor, and the Board of Governors, supplementing the Board of Governors' efforts as fiduciaries of the corporation. However, the Board of Governors shall at all times maintain ultimate fiduciary responsibility and control of the Corporation, and may revoke or rescind any delegated authority it deems necessary or appropriate. Should there be any apparent conflict or ambiguity in the terms of these Bylaws and those of any constituent campus Board of Trustees, the terms of these Bylaws shall prevail.
- 2.4.1** Additional constituent campuses and advisory Boards of Trustees consistent with these Bylaws may be added at any time upon an affirmative vote of the Board of Governors. Furthermore, at any time, the Board of Governors may provide for a special affiliation with an independent and free-standing institution that has its own fully governing board of trustees on such mutually agreeable terms as may be determined by its own governing board and the University's Board of Governors. The terms of any such affiliation and agreement shall be specified separately from these Bylaws.
- 2.5 Assets.** Antioch University holds title to all assets of its constituent campuses. Certain authority is delegated to the campus Boards of Trustees through their respective Bylaws and policies approved by the Board of Governors.
- 2.6 Chancellor.** The Chancellor is the chief executive officer of the corporation. Therefore, while certain board functions, responsibilities and authority may be delegated to the Boards of Trustees, general administrative responsibility is delegated to the Chancellor, who may, in turn, delegate important Campus management responsibility to the Presidents.
- 2.7 Policies.** The Board of Governors is ultimately responsible for the University's policies and those of its campuses 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 campus Boards of Trustees or the Chancellor and administration.
- 2.8 Council of Board Chairs (COBC).** To assist with the University's effective governance, a Council of Board Chairs may be established by the Board of Governors at its discretion consisting of the Chairs of the campus Boards of Trustees to advise, and facilitate communication with the Board of Governors and University Chancellor.

The Chair of the Board of Governors, or his or her designee, shall chair its annual meeting.

- 2.9 University Academic Council (UAC).** To ensure that the University's academic and degree-granting programs are of the highest quality and that there is 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 Reserved Authority of the Board of Governors.** Ultimate fiduciary authority and control of the University rests exclusively with the Board of Governors. Furthermore, certain ultimate authority and powers are explicitly and exclusively reserved for the Board of Governors and may not be delegated. These include, but are not limited to, the following:

- a. determining the University's mission and its campuses' purpose and value statements;
- b. hiring, setting the terms of employment, and removal of the Chancellor who shall serve as the Corporation's and University's chief executive officer as well as Secretary of the Corporation;
- c. hiring, setting the terms of employment, and removal of all officers of the University, upon the recommendation of the Chancellor;
- d. (Reserved).
- e. establishing and approving all human resource and compensation policies, as well as relevant campus practices;
- f. approving the annual University budget including those components which relate to the various campuses with due consideration of the recommendation of the Chancellor and the respective Board of Trustees;
- g. selling, encumbering, leasing, or other disposition of real property or other tangible and intangible assets of the University;
- h. approving University and campus contracts above certain dollar amounts determined by policy of the Board of Governors;
- i. approving debt financing;
- j. approving all tuition and fees;
- k. approving all University degree programs;
- l. approving all proposals for new permanent staff and faculty positions for the University and its constituent campuses beyond those included in annual budgets previously approved by the Board of Governors;
- m. adopting and amending these Bylaws and those of the campus Boards of Trustees, and;
- n. exercising all authority and powers not specifically delegated to the campus Boards of Trustees or officers of the Corporation.

**3.2 Responsibilities of the Board of Governors.** As the University's Governing Board, it shall have the broad authority permitted by law and tradition as generally practiced by other universities in the United States. In addition to its reserved authority described in Section 3.1, the Board of Governors shall have the following authority and responsibilities:

- a. Determine the University's academic mission and the respective purpose and value statements of each constituent campus, the latter in consultation with its campus president, Board of Trustees, Chancellor, and other academic leaders;
- b. Set the University's strategic direction and approve plans and priorities;
- c. Appoint, set the terms of employment of, assess the performance of, set the compensation of, and support a Chancellor who shall be the University's chief executive and be its liaison with and representative to each campus.
- d. Hiring Vice Chancellors is an administrative function within the authority of the Chancellor unless they are also officers of the corporation.
- e. Adopt and amend Bylaws of the Corporation and those of the campus Boards of Trustees.
- f. Approve the annual budget of each constituent campus on the advice of the Chancellor and the Vice Chancellor for Finance consistent with University policy and procedures.
- g. Approve and amend the fiscal policies of the Corporation including those governing the conduct of the University's annual independent audit.
- i. Approve and amend all other policies of the university, 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.
- j. Consider campus requests to terminate, add, or significantly change academic/degree-granting programs and determine whether they are appropriate to the campuses' purpose and value statements, financial condition, and adherence to policies and guidelines previously approved by the Board of Governors.
- k. Periodically assess, the quality of the University's academic programs and its overall institutional effectiveness.
- l. Approve all campus business and strategic plans submitted by the campus Presidents and Board of Trustees through the Chancellor.
- m. Determine how the University's central administration is to be funded by revenue from each campus and other sources.
- n. Approve all tuition and fees.
- o. Approve and amend faculty and staff personnel policies for the University and its campuses.
- p. Approve of "naming" opportunities to guide acceptance of various forms of philanthropic support.
- q. Clarify expectations of Board of Governors' leadership in contributing to Annual and special-purpose fund-raising campaigns with regard to its members' participation in setting and meeting fund-raising goals through



- personal philanthropy, active participation in donor identification, and determining fund-raising strategies.
- r. Determine general policy guidelines concerning institutionally-funded student financial aid provided by federal programs and private sources and bearing on campus tuition-discounting practices.
  - s. Ensure that all University funds are invested responsibly and accounted for properly, including separate campus reserves as may be established by Board of Governors' policy.
  - t. Clarify the Board of Governors' expectations for its members with regard to serving effectively as ambassadors with appropriate external constituencies as advocates for the University's needs and to advance its reputation.
  - u. Undertake assessments of the Board's performance, the Chancellor-Board relationship, and governance-management relationships within the University every three or four years.
  - v. Protect all University assets and approve all campus proposals concerning facilities and their maintenance or renovation.
  - w. Such other responsibilities as may be required under applicable Ohio Law or as necessary to fulfill the Board of Governors' duties to the Corporation.

**3.3 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 11 or more than 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 11 voting members of the Board of Governors. If the Board of Governors should consist of fewer than 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.

**3.4 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 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 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.

**3.5 Exception for the Chair of the Board.** In the event the Chair of the Board of Governors has served for fewer than three years in that position but will fulfill his or her maximum allowable service on the Board, he or she 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 Bylaw 3.4.

**3.6 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 his or her maximum period of service. A member of the Board of Governors may be removed from office if such person becomes unfit to discharge his or her duties, consistently neglects the duties of a Board member, or for any other reason 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.

**3.7 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 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 who hold the title of *Emeritus* at the time these Bylaws are adopted shall assume the status and title of *Emeritus* member of the Board of Governors upon adoption of these Bylaws and shall hold that title 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. 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 30 days prior to the meeting. Meeting agendas and supporting information shall be sent to each Board member at least 14 days before each 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 Vice Chancellors, the campus presidents, or the Chancellor. 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 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 days' notice to all members, it may be conducted by conference call 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 special overnight delivery service, facsimile transmission, 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 Bylaws 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 be sent to all Board members within 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 Authorization for the Executive Committee to Act on Behalf of the Board of Governors.** When certain matters ordinarily appropriate for subsequent action by the Board of Governors may be deemed to be appropriate by the Board 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.

**4.5 Participation by Conference Call.** Board members may participate in regular and annual Board meetings by telephone conference call only with prior permission of the Board's Executive Committee. Such means of participation is discouraged, however, and exceptions shall be rarely requested for approval. When approved, such participation shall constitute presence in-person at the meeting for quorum and official record purposes provided all persons participating can hear each other.

## **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 Bylaws 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. He or she 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 other Board officers. 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 expected to ordinarily refer press inquiries on controversial or other sensitive matters directly to him or her, or to 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. He or she shall be an *ex-officio*, voting member of the Executive Committee, and ordinarily chair the Governance Committee of the Board of Governors. The Board Chair may assign other responsibilities to the Vice Chair as he or she 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 such time as 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.

Subsequently, 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 shall be maintained separately from these Bylaws. The committee job descriptions 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 Bylaws, 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 of 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 Chancellor (without vote). 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 Bylaws 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 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 vote.

**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 Bylaws 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 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 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 University Advancement (or other title) 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, respectively with vote, and the Chancellor shall serve as an *ex-officio* member, without vote. 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 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, respectively with vote, and the Chancellor shall serve as an *ex-officio* member, without vote. 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 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, respectively with vote, and the Chancellor shall serve as an *ex-officio* member, without vote. 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 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 vote, and the Chancellor shall serve as an *ex-officio* member without vote. 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 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 vote, and the Chancellor shall serve as an *ex-officio* member without vote. 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 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 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 Bylaws 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. He or she shall be responsible for the general management of the University and its constituent campuses.

**7.2.1** The Chancellor shall recommend to the Board policies and plans and ensure that such policies and plans adopted by the Board are effectively implemented and monitored. Campus Presidents are accountable to the Chancellor and evaluated by the Chancellor in consultation with their respective campus Board of Trustees. 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 his or her 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 30 days written notice to the Chancellor and to all voting members of the Board of Governors. Removal of the Chancellor from office shall not impair his or her contractual rights.
- 7.2.3** Should the office of President become vacant, the Executive Committee of the Board of Governors shall appoint an Acting President until such time a successor Chancellor is chosen by the Board of Governors through appointment of a search committee and 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 he or she 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 be the Vice Chancellor/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, he or she 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 (fund-raising), and other needs. They shall report to the Chancellor and be accountable to him or her 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 contract rights of such person.

## **ARTICLE VIII. BOARD MEMBER AND OFFICER CODE OF ETHICS, CONFLICT OF INTEREST, CONFIDENTIALITY, 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 separate from these Bylaws 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 campus Boards of Trustees, and officers of the University, Corporation, and campuses 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 (Bylaw 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 his or her 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 to 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 Boards of Trustees or officers, with a financial or other personal interest in it; or because one or more such individuals affected by the policy referred to in Bylaw 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 Bylaws, 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 Bylaws 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 30 days before the meeting.

Adopted: June 8, 2013 BoG Resolution 6.8.13:6

**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 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.
1 <sup>st</sup> Amendment to the June 2013 Amended By-Laws	February 22, 2014: Article VI of the Bylaws 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 <sup>nd</sup> 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 <sup>rd</sup> Amendment	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.
4 <sup>th</sup> 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.