BYLAWS OF
ROGER WILLIAMS UNIVERSITY

ARTICLE I
NAME, LOCATION, AND PURPOSE

SECTION 1. NAME

The legal name of the entity is Roger Williams University (the University).

SECTION 2. LOCATION

The University is located in Bristol, Rhode Island, and in such other places as the Board of Trustees of the University (the Board) authorizes, pursuant to these Amended and Restated Bylaws (the Bylaws) and in accordance with the University’s corporate charter and applicable law.

SECTION 3. PURPOSES

The purposes for which the University is formed are those set forth in its Articles of Incorporation, as amended from time to time, under the Rhode Island Nonprofit Corporation Act, namely to establish and maintain in the State of Rhode Island a University to promote education, with the power to confer earned academic degrees, certificates, and honorary degrees. The University is not formed for pecuniary or financial gain and no part of the assets, income or profit of the University is distributable to or inures to the benefit of its Trustees or Officers. The University shall not discriminate on the basis of age, race, ethnicity, color, national origin, religion, sex, sexual orientation, gender expression or identity, disability, veteran status or any other legally protected basis, in the admission to, access to, employment in and treatment in its programs and activities. The University shall have and exercise only those powers that are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code as the same may now exist or may be hereafter amended from time to time.

SECTION 4. MEMBERSHIP

The University shall have no members.
ARTICLE II
THE BOARD OF TRUSTEES

SECTION 1. BOARD AUTHORITY

The Board shall have and exercise those corporate powers prescribed by law. Its ultimate authority is affirmed through its general, academic, and financial policy-making functions and its fiduciary responsibility for the University’s financial health and welfare. The Board shall exercise ultimate institutional authority as set forth in these Bylaws and in such other policy documents it deems to be appropriate. These Bylaws and other Board authorized policy statements shall take precedence over all other institutional statements, documents, and policies, except, and only, as prohibited by law.

SECTION 2. BOARD DUTIES AND RESPONSIBILITIES

A. Authority. The Board shall have the authority to carry out the business and affairs of the University, including without limitation, all functions that are permitted by law, by the University’s corporate charter or by these Bylaws. That authority shall be exercised by a simple majority vote of the members of the Board present at a meeting at which a quorum exists, unless a greater majority is explicitly stipulated within these Bylaws.

B. Specific Functions. The Board’s authority, pursuant to Paragraph A of this Article II, Section 2, shall include but not be limited to the following functions:

1. To elect the President of the University and to establish the terms of the President’s employment by a majority vote of the full Board, and to remove him or her from office by a two-thirds (2/3) vote of the full Board. The President shall recuse him/herself from participation in these votes;

2. To elect Trustees of the Board by a majority vote of the full Board and to remove any Trustee incapable of or unwilling to properly discharge his or her duties as Trustee by a two-thirds (2/3) vote of the full Board. Additionally, to accept resignations of Trustees and, in case of any vacancy, to fill such vacancy until the election and qualification of a successor at the next Annual Meeting of the Board by a majority vote of the full Board. Any person so elected to fill a vacancy due to the resignation or removal of a Trustee shall be eligible for consideration as a candidate for a full three (3)-year term at that Annual Meeting or thereafter. The time for which that person shall have filled the vacancy on the Board due to the resignation or removal of a Trustee shall not be counted toward that person’s twelve (12)-year term limitation as set forth in these Bylaws;

3. To elect the Chair, Vice-Chair and any other Officers of the Board who are mandated by these Bylaws to be Trustees in accordance with Article IV;
4. To constitute within the membership of the Board such standing or ad hoc committees as set forth in these Bylaws and/or as the Board may, from time to time, deem necessary or convenient to the efficient exercise of its powers and functions consistent with, but not limited to, those mandated by Article V;

5. To authorize the construction of new buildings and major renovations of any buildings of the University that is $1,000,000 or more in the aggregate;

6. To authorize the sale and purchase, lease or other acquisition or disposition of land or buildings for the use by the University that is $1,000,000 or more in value in the aggregate;

7. To enter into any and all contracts and agreements whose expenditures or revenues are $5,000,000 or more in value, measured in each case and with regard to any particular project, singularly or in the aggregate, and which, in its judgment, may be beneficial to the purposes of the University and not including such vehicles as affiliation agreements and articulation agreements with local community colleges;

8. To remain informed by the President of changes in the senior personnel of the University. Additionally, the President may consult with the Executive Committee prior to significant changes in the organization or staffing of the senior management team. A majority of the Board of Trustees may initiate an inquiry into the removal or demotion of senior personnel serving in the President’s cabinet;

9. To require a bond for the Officers of the Corporation as it shall, in its discretion, determine, for the faithful performance of his or her duties in such amount and with such sureties as it may deem advisable and to provide who shall have custody of such bond;

10. To review and approve substantive, material changes in the University’s academic programs and other major enterprises consistent with the University’s mission, plans and financial resources;

11. To approve the granting of all earned degrees from the University and the School of Law as recommended by the President;

12. To approve the granting of all University honorary degrees. In the case of the Roger Williams University School of Law honorary degrees, the decisions of the Board of Directors of the Roger Williams University School of Law shall be deemed to have been ratified by the Board, unless at its next meeting there is a two-thirds (2/3) vote of the full Board not to ratify the School of Law’s decision;

13. To approve such major policies that contribute to an environment conducive to: student learning and the development of their abilities; the protection of
academic freedom; and faculty teaching, pursuit of scholarship and performance of public service. All formal, binding, labor agreements with campus bargaining units do not become final until ratified by the Board of Trustees;

14. To ratify all collective bargaining agreements with campus bargaining units;

15. To approve or deny the conferral of tenure and/or promotion for all full-time, eligible faculty including the faculty of the School of Law, following authorized University process and based on the recommendation of the President;

16. To review and take appropriate action respecting the budget of the University, regularly monitor the University’s financial condition and establish policy guidelines affecting all institutional assets;

17. To fix and determine, and to vary from time to time, the amount or amounts to be set aside or retained as surplus, reserve funds, or as working capital of the University, or for repairs, replacements or enlargements of its properties, and in its discretion, to change the fiscal year of the University;

18. To require that checks, notes, bills of exchange and any and all other documents be executed by such Officer or Officers, either with or without countersignature, as the Board, from time to time, may deem best, where either the Bylaws or the law does not provide otherwise;

19. To authorize any changes in tuition, room or board within the University;

20. To authorize and promote major fund-raising activities of the University;

21. To authorize the Chair or the President to accept or reject gifts to the University, except that the acceptance of restricted gifts that involve major obligations must be ratified by the Board, and to accept, receive, manage and administer in the name of the University any property given in trust or otherwise that in the judgment of the Board will further the purposes of the University;

22. To authorize the incurring of debt by the University and the securitization thereof, subject to Article V, Section 1, of these Bylaws;

23. To determine and periodically review the University’s mission and purposes, and to periodically undertake assessments of the Board’s and its Officers’ performance; and

24. To make exception to the Bylaws by a vote of three quarters (3/4) of the voting members of the Board present at any meeting duly called and at which
there is a quorum, with the understanding that this action shall be taken only in rare and exceptional circumstances.

SECTION 3. BOARD MEMBERSHIP

The Board shall be composed in accordance with the relevant and applicable standards and best practices as set forth by both the New England Association of Schools and Colleges (NEASC) and the Association of Governing Boards of Universities and Colleges (AGB), including without limitation, that the Board be inclusive in background, special expertise and interests as well as inclusive in its gender, age, race, ethnicity and alumni membership. There shall be a minimum of ten (10) and a maximum of thirty (30) Trustees of the Board. Trustees shall be elected by a majority vote of the full Board. At each Annual Meeting of the Board, or at a special meeting in lieu of an Annual Meeting, the Board shall review the report of persons nominated for election as Trustees of the Board by the Governance Committee, and from that report or from nominations received from the floor at that meeting in accordance with the procedure set forth in Article VII, section 2, shall elect persons to fill vacancies on the Board due to the expiration of terms of Trustees. In addition, any unfulfilled term due to resignation or removal of a Trustee may be filled at a special election at any regular or special meeting of the Board, that person to serve until the next Annual Meeting of the Board, at which time that seat will be considered vacant by reason of expiration of term.

SECTION 4. TERMS OF OFFICE

Each Trustee shall be elected for either one (1), two (2) or three (3) year renewable terms up to a maximum of twelve (12) years of consecutive service as a Trustee. Terms shall be staggered, as necessary, so that approximately one third (1/3) of the Trustees shall be elected or reelected by the Board each year. Board members serving as Trustees of the University for three (3) or more years, as of the Annual Meeting in 2011, are presumed to have served one (1) three (3) year term only and are eligible for nine (9) additional years of consecutive service comprised of one, two or three year terms. Following at least one (1) year, after a Trustee’s maximum consecutive service period has expired and said former Trustee remains interested in further service as a Trustee of the University, a new twelve (12) consecutive year period of eligibility begins anew. Notwithstanding the foregoing, the President, as an ex-officio member of the Board, shall serve for as long as he or she remains President of the University.

SECTION 5. RESIGNATION AND REMOVAL

Any Trustee may resign his or her office at any time by submitting a written resignation to the Chair or the Secretary of the Board. Any Trustee may be removed from office by a two-thirds (2/3) vote of the full Board, whenever, in the Board’s judgment, he or she has become incapable of properly discharging the duties of his or her office, or has neglected or refused to perform the same. The reasons for removal shall be set out by those Trustees requesting another’s removal and the Trustee whose removal is sought shall be given an opportunity to explain, deny and/or rebut the charge(s) to the Board. Notwithstanding anything herein to the contrary, there is no substantive due process right
afforded any Trustee, and a vote of the Trustees as provided herein following the notice and opportunity to be heard, suffices as removal for just cause.

SECTION 6. MEETINGS

A. Regular Meetings. There shall be at least four (4) regular meetings of the Board per year. On or before the last regular meeting of the Board in each fiscal year, the Executive Committee shall publish to each Trustee the schedule of regular meetings for the coming fiscal year. At any meeting of the Board or the Executive Committee, the Board or the Executive Committee may determine that a future scheduled meeting shall be rescheduled.

B. Annual Meeting. The first regular meeting of the Board held in each fiscal year shall be the Annual Meeting of the Board and shall be held no later than October 31 of each year, at such time as shall have been fixed by the Executive Committee, and published at the last meeting of the immediate past fiscal year, as set out in Article II, Section 6.A, immediately above. The purposes for which an Annual Meeting is held, in addition to those prescribed by law, the University’s corporate charter, or these Bylaws, will be specified by the Executive Committee or by the Chair.

C. Special Meetings. Special meetings of the Board may be held upon the oral or written call by the Chair, Vice-Chair, President, or by a majority vote of the full Board. Sufficient notice of the date, time, and place of all special meetings shall be given to each Trustee at least twenty four (24) hours in advance of such special meeting.

D. Notice. Notice of meetings shall be given to each Trustee either in person, by telephone, email or fax, or by overnight mail or telegram sent to the Trustee’s business or home address.

SECTION 7. QUORUM

A quorum shall be established at the beginning of each Board meeting and thereafter shall be presumed to exist for the duration of a meeting unless a call to ensure a quorum exists is made by a Trustee at such meeting. At any meeting of the Board, a quorum shall consist of a simple majority of Trustees then in office. Less than a quorum adjourns a meeting for purposes of any official Board action. One or more Trustees may participate in a meeting by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing shall constitute presence in person at such meeting.

SECTION 8. ACTION AT MEETING
At any meeting of the Board at which a quorum is present, a majority of those present and entitled to vote may take any action on behalf of the Board, except to the extent that a larger number is required by law, the University’s corporate charter, or these Bylaws. Notwithstanding any other provision to the contrary, a two-thirds (2/3) vote of the full Board shall be required for the approval of any action involving the following:

1. The power to change the principal office of the University;
2. The power to amend these Bylaws or the University’s corporate charter;
3. The power to remove Trustees during their term from the Board;
4. The power to elect or remove a Trustee Emeritus;
5. The power to remove the President;
6. The power to adopt a plan of merger or consolidation of the University;
7. The power to authorize the sale, lease, exchange or mortgage of all or substantially all of the assets of the University;
8. The power to extend a Trustee’s term beyond twelve (12) consecutive years;
9. The power not to ratify the selections(s) and awards(s) of any honorary degree(s) by the Roger Williams University School of Law Board of Directors, and
10. The power to deny tenure and/or promotion of School of Law faculty supported for tenure and/or promotion by the School of Law’s Board of Directors.

SECTION 9. ACTION WITHOUT MEETING

Any action by the Board may be taken without a meeting if unanimous written consent or emailed consent thereto is obtained from the Trustees then in office and is filed with records of the meetings of the Board, at or before the next meeting of the Board. Such consent shall be treated as a vote of the Board for all purposes.

ARTICLE III
TRUSTEES EMERITI

The Board may, from time to time, upon the nomination of the Governance Committee, elect Trustees Emeriti for such terms of office as the Board may determine. Trustees Emeriti shall serve at the pleasure of the Board. Trustees Emeriti shall have no duties, responsibilities or authorities, shall not have the right to vote, and are only entitled to attend and participate in meetings of the Board and the Board’s committees at the invitation of the Chair or by a majority vote of the full Board. Election or removal of a Trustee Emeritus shall require a two-thirds (2/3) vote of the full Board.
ARTICLE IV
OFFICERS OF THE BOARD

SECTION 1. OFFICER POSITIONS

The Officers of the Board shall consist of a Chair, a Vice-Chair, a President, a Secretary, and a Treasurer (the Officers). All Officers of the Board shall be Trustees, with the exception of the Secretary and the Treasurer, who may or may not be a Trustee. The Officers of the Board shall include such other Officers as the Board may determine. Except with regard to the position of President, Officers shall be elected by the Board in advance of the expiration of the term of the seated Officer or, at a special or regular meeting called as soon as practicable following a vacancy of an Officer position, for such term as the Board determines but consistent with term limits of these Bylaws. All Officers shall hold office until such time as their successors are duly elected and qualified, unless a shorter term is specified in the vote appointing them.

SECTION 2. OFFICER DUTIES

A. Chair. The Chair shall preside over all meetings at which he or she is present, and shall decide all questions of order. The Chair shall also:

1. Serve as spokesperson for the Board;

2. Provide consultation to the University President, subject to Article VI, Section 2A;

3. Serve as the Chair of the Executive Committee;

4. Execute, as directed and on behalf of the Board and the University, instruments, contracts, evidences of indebtedness, diplomas, and other such documents authorized from time to time by the Board;

5. Delegate to Board-authorized Trustees and Officers of the University directly serving the Board such duties and acts deemed prudent, in the best interest of the University and not inconsistent with these Bylaws;

6. Appoint members of all standing and ad-hoc committees established by the Board, with the exception of the Executive Committee, whose membership is determined by these Bylaws in Article VI, section 1;

7. Appoint a Parliamentarian for any meeting of the Board or the Executive Committee for which the Secretary is unavailable;
8. Serve as ex officio member of every Board committee, and

9. Perform any other duties as the Board may from time to time prescribe.

B. Vice-Chair. In the absence or other disqualification of the Chair, the Vice-Chair(s) in order of seniority shall perform the duties of the office of the Chair, including presiding at meetings for the unexpired portion of the term thereof or until a successor is named by the Board. He or she shall have other powers as the Board may from time to time prescribe.

C. President. The President serves as an ex-officio voting Trustee. The President shall be the University’s chief executive officer and the chief adviser to and executive agent of the Board. The President’s authority is vested through the Board and includes responsibility for all of the University’s educational and managerial affairs. The President is responsible for leading the University, implementing all Board-authorized and other formal policies of the University, keeping the Board informed on appropriate matters, consulting with the Board in a timely manner on all matters appropriate to its policy-making and fiduciary functions, and serving as the University’s key spokesperson. The President, at the direction of the Board, has the authority to execute all documents on behalf of the University and the Board consistent with Board policies and the best interests of the University. The President serves as an ex-officio member of all Board committees.

D. Secretary. The Secretary is an Officer of the University and may or may not be a Trustee. The Secretary shall attend and keep a record and minutes of all meetings of the Board and the Executive Committee and shall promptly distribute the minutes to all Trustees. The Secretary shall attend to the giving and serving of all notices for the Board, and shall attest to the signatures of the proper Officers to all contracts, securities and other obligations of the University in the name of the University and shall affix the seal of the University thereto. The Secretary serves as the Board Parliamentarian and as such monitors the adherence to these Bylaws, conferring with the Board from time to time accordingly. In addition, the Secretary shall perform such other duties and have such other powers as may be designated from time to time by the Board. In the absence of the Secretary from any meeting of the Board, an Assistant Secretary, if one is chosen, otherwise a Temporary Secretary designated by the person presiding at such meeting, shall perform the duties of the Secretary at such meeting.

E. Treasurer. The Treasurer is an Officer of the University and may or may not be a Trustee. The Treasurer shall, subject to the direction of the Board, have general oversight of the financial affairs of the University and shall cause to be kept accurate books of account of the affairs of the University. The Treasurer shall be responsible for all Trustees regularly receiving appropriate and comprehensible financial statements from the University’s administration that include comparisons of revenue and expenditures with the approved annual budget and
the preceding fiscal year for the same time periods. The Treasurer shall be responsible for providing to all Trustees, in a timely manner for review and discussion as appropriate, other financial reports, including those for special or major Board-approved expenditures, University investments, and annual or special audits. In addition, the Treasurer shall perform such other duties and have such other powers as may be designated from time to time by the Board.

SECTION 3. ELECTION OF OFFICERS

A. Officers who according to these Bylaws must be Trustees, including the Chair and Vice-Chair(s), shall be elected by the Board upon the recommendation of the Governance Committee. Nominations may also be accepted from the floor upon the motion of a voting Trustee and the second of a second voting Trustee, followed by a simple majority vote of the Board to accept any nominations so made from the floor. A simple majority vote will then take place to fill each vacant position for which nominations have been duly made.

B. Officers of the Board shall, upon election, serve a two (2)-year term. Terms are renewable and are subject to the term limits for Trustees as set out by these Bylaws.

C. The Secretary, if not a Trustee of the Board may be appointed by the Chair subject to ratification by the Board.

D. The Treasurer, whether or not a Trustee of the Board, shall be elected by the Board upon the recommendation of the Governance Committee.

SECTION 4. RESIGNATION AND REMOVAL

A. Any Officer may resign by delivering his or her written resignation to the Chair, Vice-Chair, President or Secretary, as appropriate. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

B. The Board may remove any Officer with or without cause by the affirmative vote of a majority of the full Board, provided that such Officer may be removed only after reasonable notice and an opportunity to be heard by the Board. The President may be removed with or without cause only by two-thirds (2/3) vote of the full Board, not including the President who must recuse him/herself from voting.

C. Notwithstanding the foregoing, a Trustee who has been removed as an Officer of the Board may not be removed as a Trustee absent a two-thirds (2/3) vote of the full Board.

SECTION 5. VACANCIES
A. In the event of a vacancy in the office of President, the Chair shall assume that role until the Executive Committee designates an Interim President who may serve until a new President is hired and duly elected by the Board;

B. In the event of a vacancy in the office of Chair, the Vice-Chair shall, unless otherwise determined by the Board, assume the duties of the Chair for the unexpired portion of the term thereof or until a successor is named by the Board; and

C. In the event of a vacancy in the office of Vice-Chair or Treasurer, the position(s) shall remain vacant until a successor is named by the Board.

ARTICLE V
COMMITTEES

SECTION 1. ESTABLISHMENT OF COMMITTEES

A. The following standing committees are herein established: an Executive Committee, a Governance Committee, an Audit Committee, a Finance Committee, an Investment Committee, an Academic Affairs Committee, an Advancement & Alumni Committee, and a Recruitment, Retention & Student Life Committee. Further, the Chair, subject to subsequent ratification by the Board, or the Board, may establish additional standing or ad hoc committees, and may delegate thereto some or all of the Board’s powers, except those which by law, by its corporate charter, or by these Bylaws it is prohibited from delegating.

B. The Board generally will not take official action without first having the matter reviewed by the appropriate Board Committee.

C. Each standing committee shall have a written statement of purpose and primary responsibilities as approved by the Board, with any ad-hoc committees being issue-focused and having a clearly defined scope. Except for the Executive Committee and the Governance Committee whose purpose and primary responsibilities are herein set out, each standing committee’s purpose and primary responsibilities shall be appended to these Bylaws as Appendix A, and may be amended from time to time upon recommendation from the committee and approval by the Board. In no event shall the following powers be delegated by the Board to any committee established by it:

1. The power to amend or make exception to these Bylaws or the University’s corporate charter;

2. The power to amend or cause to be amended the Roger Williams University School of Law’s Bylaws or its corporate charter;
3. The power to elect, appoint or remove any Officer, Trustee (including Trustees Emeritus), member of any Board committee or the President;

4. The power to adopt a plan of merger or consolidation of the University;

5. The power to authorize the sale, lease, exchange or mortgage of all or substantially all of the assets of the University;

6. The power to amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee;

7. The power to approve the incurrence of any major indebtedness (defined as $5,000,000 or more);

8. The power to change the number of Trustees constituting the Board and the power to fill vacancies on the Board; and

9. The power to approve the creation or elimination of a program offered or to be offered by the University.

SECTION 2. COMMITTEE MEMBERSHIP

A. Except as otherwise provided herein, the Chair of the Board shall have the responsibility to appoint Trustees to all Board committees, subject to subsequent ratification by the Board. All committee members shall maintain membership for a renewable term of two years or until the expiration of their eligibility for Trusteeship, whichever first occurs. The President shall assign senior administrative staff to each committee to assist in its work.

B. With the exception of the Executive Committee, each committee shall elect its Chair by a simple majority vote of the members of the committee. Upon election, committee Chairs shall hold that position for a term of two years. Terms are renewable and are subject to the term limits for Trustees as set out by these Bylaws. In the case of the Executive Committee, the Chair of the Board shall serve as its Chair for the duration of his or her tenure as Chair of the Board.

C. All committee Chairs, Vice-Chairs, and members shall be Trustees. Trustees may not serve as Chair of more than one standing committee.

D. The President and the Chair shall be ex officio voting members of all Board committees.

SECTION 3. RULES OF CONDUCT

A. Except as the Board may otherwise determine, any Board committee may make rules for the conduct of its business, but its business (including the keeping of a record of its meetings) shall be conducted consistent with the manner as is
provided by these Bylaws for the Board, including the ability to participate telephonically and the ability to act by written consent in lieu of a meeting. Notwithstanding anything herein to the contrary, a majority of the voting members of a Board committee shall constitute a quorum for purposes of conducting a meeting of such committee. All committees shall keep minutes of their meetings, which shall be open to the inspection of any Trustee.

B. Notwithstanding anything herein to the contrary, all committee meetings shall be open to all Trustees, with the exception of any executive sessions of the Executive Committee, in which case the Executive Committee meeting may only be attended by the members of that committee, or those persons specifically invited by the Chair due to such person’s requested contributions to the executive session. Notwithstanding the presence of other Trustees, only the members of any given committee shall be entitled to vote at meetings of that committee.

ARTICLE VI
THE EXECUTIVE COMMITTEE

SECTION 1. MEMBERSHIP

The Executive Committee shall consist of the Chair, the Vice-Chairs, the President, and the Chairs of the following standing committees of the Board: Governance, Finance, Academic Affairs, Advancement & Alumni, and Recruitment, Retention & Student Life.

SECTION 2. AUTHORITY AND RESPONSIBILITIES

A. In addition to the authority expressly delegated to the Executive Committee herein, and subject to the laws of the State of Rhode Island, the University’s corporate charter, and those certain prohibitions set forth in Article V, Section 1, the Executive Committee serves as the Board’s agent and shall have and may exercise, between the meetings of the Board, the power to oversee the necessary and/or emergency matters of the University, provided, however, that action approved by the Executive Committee pursuant to those specific functions set forth above in Article II, Section 2, Paragraph B, Subparagraphs (1) through (3), shall constitute the act of the Board if and only if, in the judgment of a two-thirds (2/3) vote of the Executive Committee, as stated in a resolution adopted by the Executive Committee, such action is necessary, before the next regular Board meeting and before a Special Board meeting can reasonably be scheduled and held, to protect the University’s interests which otherwise would be compromised by delay. The Board must approve, rescind, alter, or amend any such action taken by the Executive Committee by an affirmative vote of the Board at the next meeting of the Board to be held as soon as practicable following the action taken. Any such rescission shall apply to any authorized action of the Executive Committee only insofar as it shall be prospective in its operation and/or application.
B. The performance of the President or interim President shall be reviewed at the end of each academic year by the Executive Committee. Any recommendations for changes in total compensation must be ratified by the Board at its annual meeting in October, to take effect upon the date determined by the Board upon ratification.

C. Before the end of each fiscal year, the Executive Committee shall publish a list to all Trustees of the dates of the Annual and regular meetings of the Board to take place during the next fiscal year. Prior to each Annual and regular meeting, the Executive Committee shall develop the Agenda for the meeting and deliver it by mail or electronically to each member of the Board, together with any necessary supporting material, in advance of the meeting.

D. The Executive Committee shall recommend candidates for honorary degrees to the full Board at a meeting of the full Board no later than sixty (60) days prior to the granting of the honorary degrees.

SECTION 3. MEETINGS, QUORUM, ACTION AT MEETINGS

A. The Executive Committee shall meet as often as necessary to conduct its business as the Chair determines in consultation with Executive Committee members and shall direct and verify that minutes of all formal actions taken on behalf of the Board at such meetings are recorded by the Secretary or Chair’s designee and promptly distributed to all Trustees. Meetings of the Executive Committee may be called by the Chair, the Vice-Chair, the President, or any two (2) other members thereof on at least forty-eight (48) hours notice to all members of the Executive Committee disclosing the date, time, and location of the meeting and the agenda, stating the purpose of the meeting and whether formal action is expected to be taken on behalf of the Board.

B. A majority of the Executive Committee members shall constitute a quorum. Except as otherwise provided in these Bylaws, at any meeting of the Executive Committee at which a quorum is present, an affirmative vote of a majority of those present and entitled to vote may take any action on behalf of the Executive Committee.

ARTICLE VII
GOVERNANCE COMMITTEE

SECTION 1. MEMBERSHIP

The Governance Committee shall always include the Chair of the Board, the President, and at least two (2) additional Trustees to be appointed by the Chair of the Board.

SECTION 2. AUTHORITY AND RESPONSIBILITIES
A. The purpose of the Governance Committee is to provide oversight of the Board’s membership, leadership, and fiduciary services as Trustees, and that of the Board’s committees, and to ensure that the Board consists of highly qualified and committed individuals, with specific deference to the relevant and applicable standards and best practices as set forth by the NEASC and AGB.

B. The Governance Committee shall serve as the Board’s principle agent in overseeing proper orientation for all new Trustees, and reviewing on an annual basis the performance of incumbent Trustees and Officers of the Board (except for the office of President). The Committee shall maintain a list of qualified candidates for nomination to the Board, and develop cultivation strategies for promising candidates.

C. The Governance Committee shall consult the Executive Committee and Officers of the University, relative to the Board’s maintenance of fiduciary, governance and associated compliance standards.

D. The Governance Committee shall periodically review and update governing documents, policies, rules and procedures and recommend changes to the Board, as well as investigate, resolve and recommend to the Board answers to any questions that arise in these areas.

E. In addition to the foregoing general authority, the Governance Committee shall, not less than thirty (30) days before the date of the Annual Meeting, cause to be distributed to all the Trustees, a report recommending candidates for Trusteeship and/or Officer positions to be elected or appointed at the Annual Meeting. Notwithstanding anything herein to the contrary, nominations from the floor at such Annual Meeting shall be permitted by any Trustee upon a second by another Trustee followed by a vote of the Board to accept that nomination.

SECTION 3. MEETINGS, QUORUM

The Governance Committee shall meet as often as necessary to conduct its business, but no fewer than four (4) times annually. It shall seek the assistance of all Trustees in the course of meeting its responsibilities.

ARTICLE VIII
INDEMNIFICATION OF TRUSTEES AND OFFICERS OF THE BOARD

A. To the extent permitted by law, each Trustee and Officer of the Board shall be indemnified to the fullest extent practicable against all expenses actually and necessarily incurred by such Trustee or Officer in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been a Trustee or Officer. The University shall cover such expenses in relation to any and all matters in which the Trustee or Officer is the
subject of any adverse claim, unless and until there is a formal finding by the University, by a majority vote of its Board of Trustees at a meeting at which a quorum is present, or a formal regulatory or jural adjudication, finding that the Trustee or Officer did not act in good faith, with the reasonable belief that his or her actions were in the best interests of the University. A finding by the University of less than a good faith action on the part of a Trustee or Officer, is subject to a reversal on the merits, through court adjudication, as to whether the Trustee or Officer is found to have acted in bad faith and without a reasonable belief that his or her actions were in the best interest of the University. In no instance may the University indemnify a Trustee or an Officer with respect to any proceeding charging improper personal benefit to him or her, whether or not involving action in his or her official capacity, in which he or she has been adjudged to be liable on the basis that personal benefit was improperly received by him or her.

B. Notwithstanding anything herein to the contrary, reasonable expenses incurred by a Trustee or Officer who is a party to a proceeding may be paid or reimbursed by the University in advance of the final disposition of the proceedings upon receipt by the University of a written affirmation by the Trustee or Officer of that person’s good faith belief that the Trustee or Officer has met the standard of conduct necessary for indemnification by the University, and a written undertaking by or on behalf of the Trustee or Officer to repay the amount if it is ultimately determined that the Trustee or Officer has not met the requisite standard of conduct, and after a determination that the facts then known to those making the determination would not preclude indemnification under this Article.

C. Defense and indemnification hereunder are conditional upon Trustee’s and/or Officer’s full and unequivocal priority assistance, disclosure and cooperation on a continuing basis with the University’s Office of General Counsel from inception through finality and closure of that matter for which the Trustee was defended or indemnified.

**ARTICLE IX
CONFLICT OF INTEREST**

A. Consistent with each Trustee’s fiduciary duty to the University, and otherwise in accordance with the *Roger Williams University Board of Trustees Conflict of Interest Policy*, a Trustee shall be considered to have a conflict of interest if he or she (1) has existing or potential financial or other interests that impair or reasonably appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the University; or (2) is aware that a member of his or her family has financial or other interests that would impair or reasonably appear to impair the Trustee’s independent judgment in the discharge of his or her responsibilities to the University. For the purposes of this provision, a family member is defined as a spouse, parent, sibling, child, or any other relative residing in the same household as the Trustee.
B. All Trustees shall disclose to the Board any possible conflict of interest annually and at the earliest practical time if not in existence at the time of the annual disclosure. Further, the Trustee shall abstain himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee with a conflict or possible conflict abstained from participating and voting. Any Trustee who is uncertain as to whether a conflict may exist in any matter may request that the Board or a committee resolve the question in his or her absence by majority vote. Each Trustee shall complete and sign the Roger Williams Board of Trustees Annual Conflict of Interest Disclosure form provided annually by the Secretary.

ARTICLE X
CONFIDENTIALITY

A. Notwithstanding anything herein to the contrary, the content of all meetings of the Board and the Board’s committees, including without limitation, a meeting’s agenda, its proceedings, and any and all debate and discussions thereat or therein, shall be kept in strict confidence amongst the full Board and any non-Trustees present at any meetings of the Board and its committees, and in no instance shall such content be disclosed to any third parties, other than with the prior authorization of the Board, or except as may be required by law.

B. As a member of the Board, the University may disclose or make known to a Trustee, and/or a Trustee may be given access to or may become acquainted with information relating to University business, including but not limited to proprietary information, attorney-client privileged information, business plans, financial information and circumstances, and competitive advantage which is only known to a Trustee by virtue of being a Trustee of the University. All such information is considered confidential and shall not be shared or used except and only (1) as authorized by the Board; (2) pursuant to judicial order; (3) to the extent it is in the public domain through release or disclosure by persons other than the Trustee; or (4) as is necessary to the right of each and every Trustee to avail themselves of whistleblower protection pursuant to applicable University rule or law.

C. Subject to the foregoing, the Chair of the Board or the Chair’s designee, as applicable, shall serve as the Board’s spokesperson with respect to any Board matters of public interest for which a public statement, in the discretion of the Chair of the Board (following approval of same by the members of the Executive Committee if such pre-approval is reasonable or feasible), is deemed necessary and in the best interests of the University.
**FISCAL YEAR**

The Fiscal Year of the University shall be from July 1 through June 30 of the subsequent year.

**ARTICLE XII**

**UNIVERSITY SEAL**

The Seal of the University shall be circular in form and shall be inscribed thereon, in such form as may be approved by the Board, the following words and figures: “Roger Williams University, Incorporated 1956, Providence, Rhode Island.”

**ARTICLE XIII**

**AMENDMENT OF BYLAWS**

These Bylaws may be changed or amended at any meeting of the Trustees by a vote of a two-thirds (2/3) of the full Board, provided notice of the substance of the proposed amendment is sent to all Trustees at least thirty (30) days prior to the meeting. The foregoing notice requirements may be suspended by the unanimous vote of the Trustees attending a meeting at which a quorum is present.

**ARTICLE XIV**

**MISCELLANEOUS**

**SECTION 1. CORPORATE RECORDS**

The original or attested copies of the University’s corporate charter, these Bylaws, and records of all meetings of the Incorporators and Trustees, which shall contain the names and the record addresses of all Trustees and Officers, shall be kept in Rhode Island at the principal location of the University or at an office of its Secretary or registered agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection by any Trustee or Officer for any proper purpose but not to secure a list or other information for the purpose of selling the list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a Trustee or Officer, relative to the affairs of the University. Except as may be otherwise required by law, the University’s corporate charter, or these Bylaws, the University shall be entitled to treat the record address of a Trustee or Officer as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of each such person to notify the University of his or her latest post office address.

**SECTION 2. EVIDENCE OF AUTHORITY**
A certificate of a Secretary or an Assistant Secretary of the Board as to any action taken by the Trustees or any Officer shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

SECTION 3. RATIFICATION

Any action taken on behalf of the University by a Trustee or Officer that requires authorization of the Board shall be deemed to have been duly authorized if subsequently ratified by the Board.

SECTION 4. ARTICLES OF INCORPORATION

All references in these Bylaws to the Articles of Incorporation shall be deemed to refer to the Articles of Incorporation of the University, as amended from time to time and in effect.

Attestation:
The foregoing represent the Amended and Restated Bylaws of the Roger Williams University Board of Trustees, amending the Re-Stated Bylaws of same formerly adopted on February 28, 2014.

These Bylaws shall be effective as of the 26th day of February, 2016, by vote to amend Article IL Section 4 "Terms of Office" of the Roger Williams University Board of Trustees at a meeting duly called and held on the 26th day of February, 2016.

[Signature]
Robert H. Avery, Esq.
Board Secretary
Appendix A

BOARD COMMITTEE RESPONSIBILITIES AND DUTIES

Mission Statements: Standing Board Committees

Membership on standing committees of the Board shall consist of Trustees and any other persons appointed by the Chair of the Board. In all cases, however, only Trustees shall be allowed to vote on committee business, and to make or second motions for action by the committees.

Audit Committee:
The Audit Committee’s basic function is to ensure organizational propriety across the spectra of University operations, including but not limited to programs, resources, policies and protocols, corporate behavior, financial condition and reporting, and adherence to state and federal laws and regulations in all manner of operation. It shall exercise oversight over those officers and agents of the University sworn to fulfill the University’s mission, ensuring that they conduct the University’s business prudently and operate within a system of effective and lawful checks and balances.

It shall oversee all matters of internal audit, serve as the official intake agent of internal whistleblower claims, and consult with the University President, the General Counsel, and the Chief Finance and Administration Officer on all matters set out above and as specifically assigned by the Board as best served by Audit Committee jurisdiction. The Audit Committee shall meet as it deems necessary, but in no event less than four times per year.

Finance Committee:
The Finance Committee shall ensure fiscal responsibility and economic health and stability of the University as it pertains to budget, debt management, cost-effective operations, acquisitions, construction, renovation, deferred maintenance, spending policy, fiscal control, and, in short, mid-term and long-range planning and performance evaluation. The Finance Committee will ensure proper evaluation, prioritization, regulatory reporting, and general financial management of the enterprise while reviewing and approving recommendations submitted by the President and Senior Vice President for Finance and Administration.

The Finance Committee will meet as needed as determined by the Chairman, but in no event less than four times per year. The Finance Committee shall perform the aforesaid functions and any other fiscally related functions assigned by the University’s charter, the Bylaws or the Board of Trustees.

Investment Committee:
The Investment Committee shall ensure that the University’s investment portfolio is prudently cast and adeptly managed, cognizant of its fiduciary responsibility to properly handle donor conditions and non-profit enterprise risk allocation and regulation while
reviewing and approving recommendations submitted by the President and Senior Vice President for Finance and Administration.

The Investment Committee shall meet as needed as determined by the Chairman, but in no event less than four times per year. Implementation strategies and related functions as assigned by the Board of Trustees shall be in accordance with University and Board policy and law.

**Academic Affairs Committee:**

The mission of the Academic Affairs Committee is to hear and consider reports from the staff of the university that are related to the primary mission of the institution, which is teaching and learning. The committee will review and approve candidates for tenure and for faculty emeritus status each year. The committee will approve and evaluate any major changes and initiatives in academic programs, or areas that affect the academic environment, including degree programs and academic restructuring. The committee will recommend graduating students for their diplomas and will review other policies regarding salaries and benefits for the faculty, including but not limited to, the recommendations by a Provost-selected, faculty-constituted committee concerning the awarding of “Emeritus” status and the benefits to accompany such designation. It is recommended that one student and one faculty member be included as non-voting members of this committee.

**Advancement & Alumni Committee:**

The Advancement & Alumni Committee shall counsel the President and the Vice President for University Advancement on devising ways and means of securing funds for the University. It shall oversee the fundraising activities of Trustees. It shall study the needs of the University and develop and execute plans for providing financial resources. It shall have responsibility for monitoring University efforts to fund budgeted unrestricted support, to secure temporarily restricted support for programs, for facilities acquisition and improvements, and for scholarship funding, and to obtain permanently restricted and unrestricted gifts for the endowment. It shall adopt a plan and monitor progress for public relations and for sustaining the University’s positive image in the community. It shall also adopt a plan and monitor progress to actively engage alumni in supporting the University.

It is recommended that a faculty member and a student be considered for inclusion as non-voting members of this committee.

**Recruitment, Retention & Student Life Committee:**

The Recruitment, Retention & Student Life Committee shall consult with the President, the Senior Vice-President of Enrollment Management and Communications and the Vice-President for Student Affairs and shall be responsible for reviewing goals, plans and performance of marketing, recruitment, retention and student non-academic activities at the University.

In the areas of recruitment and retention, it shall be responsible for reviewing and informing the Board on the enrollment management strategic plan, including but not
limited to the goals set to achieve the various targets, scholastic requirements and financial aid-awarding policies and criteria. It shall adopt a marketing plan and monitor its progress. In addition, it shall advise the Board on competitive challenges and areas of opportunity in recruitment and retention.

Furthermore, it shall be responsible for reviewing and informing the Board on the comprehensive student life program at the University including services, resources, new initiatives, policies and student issues. Particular emphasis should be placed on the student experience and information about wellness, leadership and student development opportunities and challenges. It shall be responsible for reviewing and informing the Board on all aspects of the University’s athletic programs, with particular attention to student athlete academic performance and the University’s financial responsibility for the athletic program.

It is recommended that one student and one faculty member be included as non-voting members of this committee.