

BY-LAWS

COLLEGE OF THE ATLANTIC

BAR HARBOR, MAINE

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**COLLEGE OF THE ATLANTIC
BY-LAWS**

ARTICLE I

NAME, LOCATION AND PURPOSE

The name of this corporation shall be College of the Atlantic, and its location and principal office shall be in the Town of Bar Harbor, Hancock County, Maine. The purpose of the corporation is to establish, operate and maintain a college as set forth in paragraph 3 of the Certificate of Organization (Articles of Incorporation) of the corporation.

ARTICLE II

POWERS OF TRUSTEES

The Board of Trustees shall have and exercise the corporate powers prescribed by law. Its primary function shall be policy making and responsibility for sound resource management of the corporation (referred to in this and the following articles as "College"). The Board of Trustees shall further determine the general, educational and financial policies, and shall have the power to carry out any other functions which are permitted by these By-laws or by the Articles of Incorporation, except as limited by law. These powers shall include but shall not be limited to the following:

1. Determine and periodically review the purposes and the mission of the College.

2. Review and approve changes in the educational programs of the College, consistent with its mission.
3. Ensure that the College has appropriate procedures regarding appointment, promotion, tenure and dismissal of faculty members.
4. Establish general principles of compensation for faculty and staff.
5. Appoint the President, who shall be the Chief Executive Officer of the College, and any other officers of the Board and administrative officers of the College, in accordance with these By-laws, and remove them for just cause.
6. Approve all earned and honorary degrees upon recommendations of the faculty.
7. Oversee and approve the budget of the College, and establish policy guidelines for the endowment and for all investments and major fund raising efforts.
8. Authorize the purchase, management and sale of all land, buildings or major equipment for use of the College.
9. Authorize the construction of new buildings and major renovations of existing buildings.
10. Authorize the incurring of debts by the College and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.
11. Authorize any changes in tuition and fees within the College.
12. Authorize officers or agents of the College to accept gifts or bequests on behalf of the College.

ARTICLE III

MEMBERSHIP OF BOARD OF TRUSTEES

Section 1. The voting members of the Board of Trustees shall be the General and Annual Trustees (the Trustees) each of whom is entitled to one vote on each matter submitted to the Board. Trustees shall be elected by a majority of Trustees (more than 50%) then in office at the annual meeting of the Board or at any regular meeting.

Section 2. The number of General Trustees shall not be less than seventeen (17), nor more than thirty-five (35) persons. General Trustees shall serve for terms of three years and may serve a total of three consecutive three-year terms. Trustees who have served nine consecutive years may, if re-elected no earlier than twelve months following the conclusion of their most recent term, serve one additional three-year term. The term limits established herein shall not apply to any trustee while serving as Chair, Vice-Chair, Treasurer or Secretary of the College, but upon conclusion of that trustee's service as officer, any such former-officer who has been a trustee for nine consecutive years or more may, if re-elected, serve no more than one additional consecutive three-year term before being required to take the twelve month respite.

Section 3. At each annual meeting of the Board of Trustees the Trustees may elect, in addition to the General Trustees elected pursuant to Section 2 of this Article III, as many as three (3) Trustees for a term of one year, to be known as Annual Trustees. Annual Trustees may serve three consecutive one-year terms, after which time they may be elected as a General Trustee and subject to the term limits described above.

Section 4. Any member of the Board of Trustees may be removed from office, for cause, at any meeting of the Board by affirmative vote of two-thirds of the Trustees then in office.

Section 5. The Board of Trustees may fill any vacancy occurring among the General and Annual Trustees, through a special election at any regular meeting of the Board.

Section 6. A quorum for the transaction of business at meetings of the Board of Trustees shall consist of a majority of the voting Trustees. Except as otherwise provided in these By-laws or the Articles of Incorporation, a majority vote of those Trustees present with a quorum shall constitute proper action. A Trustee who participates in a meeting telephonically or by other electronic means shall be considered present for quorum and voting purposes.

ARTICLE IV

TRUSTEES EMERITI(AE)

A retiring Trustee who has served for a minimum of two terms, but generally for three terms, may be invited to be elected by the Board as a Trustee Emeritus(a). Trustees Emeriti(ae) shall be elected for three-year terms and may be re-elected without limit. Trustees Emeriti(ae) shall be entitled to receive notices and minutes of all meetings of the Board and Executive Committee and to attend and speak at all such meetings. They may be a member of and serve as Chair of all committees, except the Executive Committee. They shall have the power to vote in meetings of any committee on which they may be a member, but shall not have voting powers in meetings of the Board or Executive

Committee. A Trustee Emeritus(a) or Life Trustee shall not be counted as a member of the Board of Trustees or Executive Committee for any purpose and shall have no legal responsibility or liability for any of the affairs of the College or acts of the Board or Executive Committee.

ARTICLE V

COUNCIL OF ADVISORS

The Chairman of the Board of Trustees may from time to time appoint members of the Council of Advisors who shall be approved for a three year term by the Board of Trustees. The Council of Advisors shall be advisory to the President and Chairman of the Board of Trustees in such matters as it may be called upon to consider. Members of the Council of Advisors may attend and speak as non-voting attendees at meetings of the Board of Trustees and meetings of Committees of the Board of Trustees. The Council of Advisors shall meet at least once annually to consider matters proposed by the Chairman of the Board of Trustees and the President of the College. The number of members of the Council of Advisors shall not exceed thirty-five (35).

ARTICLE VI

OFFICERS OF THE COLLEGE

Section 1. The officers of the College shall be the Chair, two Vice Chairs, the Secretary, the Treasurer of the Board of Trustees, and the President. Each said officer shall be elected to a one year term and may serve for as many terms as may be determined by the Board of Trustees. Unless a vacancy occurs at another time, the election of officers

shall be held at the annual meetings of the Board of Trustees. A vacancy in any office may be filled at any time by vote of the Board of Trustees. In addition, one or more Deans and other officers may be appointed by the President with the approval of the Board of Trustees.

Section 2. The Chair, Vice Chairs, Secretary and Treasurer shall be members of the Board of Trustees. The President shall be ex officio a member of the Board without power to vote and shall not be counted as a member of the Board or any committee for the purposes of determining a quorum. The other officers of the College shall not be members of the Board of Trustees.

Section 3. The Board may approve the appointment of other officers (such as an Assistant Treasurer or an Assistant Secretary) upon recommendation of the President as it deems necessary. Such officers shall hold office at the discretion of the Board of Trustees and shall be subject to removal by affirmative vote of a majority of the entire membership of the Board of Trustees.

Section 4. In the event of a vacancy in the office of the President, the Board shall appoint a special Presidential Search Committee to submit nominations for candidates to the office in line with standing board policy which is separate from these By-laws.

ARTICLE VII

POWERS AND DUTIES OF THE CHAIR AND VICE CHAIR(S)

OF THE BOARD OF TRUSTEES

The Chair shall preside at all meetings of the Board of Trustees, shall have a right to vote on all questions, shall appoint to all committees the members who are not appointed by the Board of Trustees, and shall have such other powers and duties as the Board from

time to time may prescribe. The Chair may delegate to a Vice Chair such duties as the Chair chooses. The Vice Chair(s) shall have such other powers and duties as the Board may from time to time prescribe.

ARTICLE VIII

POWERS AND DUTIES OF THE PRESIDENT OF THE COLLEGE

The President of the College shall be the Chief Executive Officer of the College and the official adviser to and executive agent of the Board of Trustees and its Executive Committee. The President shall, as educational and administrative head of the College, exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibilities. Furthermore, the President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee, and except as otherwise provided in these By-laws, shall be ex officio a member of all committees of the Board without power to vote.

The President shall prepare the annual budget for the College for approval by the Board of Trustees.

The President has direct responsibility and authority for budgetary management; institutional advancement (development, public relations, and student recruitment); long range planning and evaluation; and administrative organization. In dealing with these subjects standing and ad hoc College committees of faculty, students and staff and the All College Meeting serve in an advisory capacity to the President. The President, after

consultation with the College Personnel Committee, shall report to the Board regarding the hiring, promotions, dismissals and employment policies for all faculty and staff other than officers of the College. The President, after consultation with the College Academic Affairs Committee, shall make recommendations to the Board on academic matters (such as standards, degree requirements and curriculum). In exercising the functions of administration and leadership the President also has the responsibility to interpret the College and its mission to the general public; to assist in recruiting Trustees, friends, and visiting scholars in support of the College and its mission; and to maintain a collegial and collaborative atmosphere in the College community. The President's primary goal is the promotion of high academic standards in the teaching and study of human ecology and subjects pertinent thereto.

ARTICLE IX

POWERS AND DUTIES OF DEANS AND OTHER OFFICERS

Each Dean and other officers shall have such powers and shall perform such duties as may be assigned by the President with approval of the Board of Trustees. In case of the absence or disability of the President, the duties of that office shall be performed by the officer designated by the President, or in the absence of any such designation, by the officer designated by the Chair of the Board.

ARTICLE X

POWERS AND DUTIES OF THE SECRETARY

The Secretary shall have custody of the seal of the College and shall attest to and affix said seal to such documents as required in the business of the College, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts of resolutions, certificates, minutes and By-laws issued pursuant to the authority of the College. The Secretary shall give proper notice of all meetings of the Board of Trustees and shall keep a record of the appointment of all committees of the Board of Trustees. Furthermore, the Secretary shall keep or cause to be kept a record of the minutes of all meetings of the Board of Trustees and each of its committees. Any of the duties or powers of the Secretary may be performed by an Assistant Secretary who shall be responsible to and report to the Secretary.

ARTICLE XI

POWERS AND DUTIES OF THE TREASURER

The Treasurer shall be responsible for carrying out the mandates of the Board of Trustees and its Finance Committee in overseeing the financial resources of the College including, but not limited to, cash, securities, stocks, bonds and all other property, personal or real, owned by the College. The Treasurer shall assure that all books and accounts are accurately kept and furthermore, shall present a full and detailed financial statement properly audited by an independent certified accountant, to the Board at its annual meeting or, if requested, at any other meeting of the Board of Trustees or any meeting of its Finance or Executive Committees.

The Treasurer shall monitor the actions of the Investment Committee as to the investments of the College, including all funds and endowments. The Treasurer may be

required to furnish a bond for the faithful performance and discharge of these duties if required by the Board or by State statute. The Treasurer shall be ex officio a member of the Finance Committee and the Investment Committee.

ARTICLE XII

MEETINGS

Section 1. There shall be four regular meetings of the Board of Trustees annually, which shall be held in the winter, spring, summer and fall on such date and place as may be designated either by the Chair or the President. The annual meeting of the Board shall be on Mount Desert Island at the summer meeting each year.

Section 2. Special meetings may be held at the call of any two of the Chair, the Vice Chairs and the President, and it shall be the duty of the Chair or the Secretary to call such special meetings on the request of five Trustees, setting forth the objects of the meeting.

Section 3. Written notice of all meetings of the Board of Trustees shall be sent by the Secretary to each Trustee at least ten days before the date of the meeting. The notice may be delivered by electronic means or delivered by post. In the case of special meetings, the notice shall state the purposes of the meeting, and no business shall be transacted at such meeting that does not relate to the purposes stated.

Section 4. Whenever notice is required to be given under the provisions of statutes or of the Articles of Incorporation or of these By-laws, a waiver in writing signed by the persons entitled to said notice, whether before or after the time stated therein shall be deemed equivalent thereto. Attendance at any meeting by a Trustee shall conclusively be

deemed a waiver of notice of that meeting unless objection is made at the outset of such meeting to the failure to give proper notice.

Section 5. A majority of the voting Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Trustees present and voting at a duly called meeting of the Board or any committee shall be the act of the Board of Trustees or that committee, except as may be provided by statute or by the Articles of Incorporation, or by these By-laws.

Section 6. Trustees may participate in a meeting of the Board of Trustees or any committee meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Such participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 7. Any action which may be taken or which may be required by Maine law to be taken at a meeting of the Board of Trustees may be taken without a meeting if all the Trustees sign a written consent setting forth the action taken or to be taken at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the meetings of the Board of Trustees and shall have the same effect as a unanimous vote of the Board of Trustees.”

ARTICLE XIII

COMMITTEES

Section 1. There may be such special or ad hoc committees of the Board of Trustees as the Board may from time to time establish for the discharge of particular duties.

Section 2. There shall be the standing committees of the Board of Trustees specified in this Article. Members of standing committees shall be appointed by the Chair, annually, at or following the annual meeting of the Board. Except as provided in these By-laws, the Chair of the Board and the President of the College shall be ex officio members of all standing committees, and each standing committee shall include at least two additional Trustees. Except where otherwise provided in this Article, additional members, including persons who are not on the Board of Trustees, may be appointed. The Chair of each standing committee and a majority of its members shall be Trustees.

Section 3. The Board of Trustees may at any time discontinue any of its standing committees for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by the Executive Committee or a committee specified by the Chair.

Section 4. The Chair of any committee, with the consent of the Chair of the Board, may request the President of the College to appoint an Officer of the College or a member of the administrative staff to serve as a liaison between the committee and the office of the President, and the President shall designate such a person to perform that service. Such liaison person shall assist the committee in the carrying out of its duties.

Section 5. Executive Committee

a. The Executive Committee shall have a minimum of seven members, all of whom shall be Trustees, including the Officers of the Board, one Chair from each of the Finance, Academic Policy, and Development Committees, and other Trustees that the Chair may

appoint. The President shall be a member of the Executive Committee ex officio, without power to vote and shall not be counted for the purpose of constituting a quorum.

b. The Executive Committee shall serve at the pleasure of the Board as its agent to assist the President in addressing non-essential business between regular board meetings or emergency matters that cannot or should not be delayed until the next meeting of the Board. It shall also assist the Chair and the President in facilitating the effective and efficient functioning of the Board by suggesting board meeting agenda items; by promoting good communications among Board and Campus Committees; by ensuring that the interdisciplinary philosophy of College of the Atlantic is advanced in the work of the Board and its Committees; The Committee shall have authority to act for the Board on all matters except that it shall not take action that is inconsistent with a prior act of the Board nor shall it take action with respect to the following matters which are reserved for the Board: presidential selection and termination; trustee and board officer selection; changes in institutional mission and purpose; changes in Charter, Articles of Incorporation or By-laws; incurring corporate indebtedness; sale of institutional assets or tangible property; adoption of the annual budget; conferral of academic degrees; the location of permanent buildings on tax exempt property held for college purposes. Nor shall the Committee override any action of the President without express authority of the Board.

c. The Committee shall meet at the request of the Chair or at least three of its members as often as necessary to conduct its business and may meet at any location. The Committee shall ensure that minutes are taken and promptly distributed to all trustees for ratification by the Board of Trustees at its next regular meeting.

d. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 6. Committee on Trustees. The Committee on Trustees shall have a minimum of five members. It shall present to the Board of Trustees nominations for Trustees to be elected by the Board, and for Chair, Vice Chairs, Secretary and Treasurer. The Committee shall furnish information relating to the background and qualifications of all such nominees at least two weeks prior to the Board meeting at which an election or appointment is scheduled to take place. The Committee shall develop and administer for newly elected Trustees a program of orientation to the College and to trusteeship in general, and shall periodically recommend initiatives by which the Board shall assess its performance. The Committee shall periodically assess the quality of the work of board committees. The Committee shall also, subject to the requirements as set forth in these By-laws, nominate Trustees Emeriti, and candidates for honorary degrees. The Committee shall also review these By-laws annually and shall present to the Board of Trustees any recommended changes thereto in accordance with Article XVII. The Committee shall report to the Board of Trustees at the annual meeting and otherwise as circumstances dictate.

Section 7. Academic Policy Committee. The Academic Policy Committee shall have a minimum of five members. It shall, in cooperation with the President, study and appraise the quality of the academic program, measure the program relative to other comparable institutions in terms of teaching load, class size, student-faculty ratios, instructional expenditures, research and other relevant factors; review matters affecting the faculty of the College, including salary, pension, and other personnel policies; formulate

desirable short-and long-range enrollment goals; advise the Finance Committee on the specifications and requirements for financing the academic program; and make such reports and recommendations to the Board of Trustees relative to the foregoing as may be required.

Section 8. Presidential Review Committee The Presidential Review Committee shall be the Officers of the Board and any other members of the Board designated by the Chair. The Committee shall review the performance, salary, contract, pension and all other personnel policies affecting the President. The Committee shall establish a procedure for self-evaluation by the President and to assure access for comments on the performance of the President from faculty, staff and students. It shall report and make recommendations regarding the President to the Board of Trustees annually.

Section 9. Committee on Student Experience. The Committee on Student Experience shall have a minimum of three members. It shall review matters affecting all aspects of student life and experience of the College, other than those relating to the academic program, including admissions, residential policies, and counseling. It shall also consider proposals on such matters, and report and make recommendations thereon to the Board of Trustees as may be required.

Section 10. Finance Committee. The Finance Committee shall have a minimum of five members. It shall review annual operating and capital budgets prepared and presented under the direction of the President and make recommendations with respect thereto to the Board of Trustees. It shall review major financial transactions not provided for in the budget and submit proposed variances with recommendations to the Board of Trustees or Executive Committee. In case of possible financial exigency this committee,

together with the Executive Committee shall develop a policy within the parameters set by the Board. The chief financial officer of the College shall be an ex officio of the Finance Committee, without power to vote and shall not be counted as a member of the Committee for any purpose.

Section 11. Investment Committee. The Investment Committee shall have a minimum of five but no more than eight members appointed by the Chair of the Board, the majority of whom shall be regular Members of the Board. The Committee shall oversee the prudent and effective management of the endowment and other investment assets of the College consistent with investment policies recommended by the Committee and approved by the Board. The Committee may employ investment managers or consultants to purchase and sell securities for the benefit of the investment account(s) of the College subject to such limitations as the Committee may deem appropriate. The Committee shall report the status of the investments of the College at least quarterly to the Board and, from time to time, provide the Board with an estimate of the expected investment return on the endowment. The Dean of Administration and the Board Treasurer shall be ex officio members of the Investment Committee.

Section 12. Audit Committee. The Audit Committee shall have a minimum of three members. It shall periodically appraise the financial control and accounting systems of the College and recommend any changes it deems appropriate. It shall recommend the designation of an independent auditor each year and shall cause to be prepared and submitted to the Board of Trustees at least once a year an audited statement of the financial condition of the College as of the close of the fiscal year and of the receipts and expenditures for each year. The Committee may request any designated auditor, or any

officer or employee of the College, to appear before it to report on the financial condition of the College and answer any questions the Committee might have. The President of the College shall not be an ex officio member of the Audit Committee, but may, upon invitation of the Committee, attend any meeting.

Section 13. Development Committee. The Development Committee shall review and recommend fund raising and public relations programs which are necessary to enable the College to carry out its purpose. It shall regularly report on its activities to the Board of Trustees.

Section 14. Building and Grounds Committee. The Building and Grounds Committee shall have a minimum of 3 members. It shall review and analyze maintenance and operations policy, recommend improvements, review and recommend approval of plans and cost estimates for new facilities, review the annual operating and capital budgets of the Department of Buildings and Grounds, and make recommendations to the Finance Committee. It shall report on its activities at the annual meeting of the Board of Trustees and at such other times as may be requested to do so by the Board of Trustees or otherwise as circumstances dictate.

ARTICLE XIV

INDEMNIFICATION

Each Trustee and Officer of the College shall be indemnified by the College against any loss (including damages, judgments, and amounts paid in settlement) and any defensive

costs and expenses (including attorney's fees), actually and reasonably incurred by such person in connection with any threatened, pending or completed action, suit or proceeding by reason of the fact that such person is or was a Trustee or Officer of the College, provided that such person acted in good faith and in a manner reasonably believed to be in the best interests of the College. The indemnification herein provided shall inure to the benefit of the heirs, executors and administrators of the estates of persons entitled to indemnification hereunder.

The College shall not indemnify the Trustees and Officers of the College against any loss incurred from an adjudication in such action, suit, or proceeding that the Trustee or Officer is liable for gross negligence or willful misconduct in the performance of duty.

The College shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee or Officer against any liability asserted against and incurred in any such capacity, or arising out of his or her status as such.

ARTICLE XV

CONFLICTS OF INTEREST

A Trustee shall be considered to have a conflict of interest if (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the College, or (b) such Trustee is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children and any other relative if the latter reside in the same household as the Trustee), or any

organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, Trustee, or owns more than 5% of the voting stock, has such existing or potential financial or other interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on or participate in the consideration of any matter, under consideration at a Board or committee meeting, in which such Trustee has a conflict or interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or the Executive Committee to resolve the questions by majority vote.

ARTICLE XVI

DISCRIMINATION PROHIBITED

In administering its affairs, the College shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, sexual orientation, age or physical disability.

ARTICLE XVII

AMENDMENT OF BY-LAWS

These By-laws may be changed or amended at any meeting of the Trustees by a majority vote of those present, provided notice of the substance of the proposed amendment

is sent to all the Trustees at least ten days before the meeting. Such notice may be sent by electronic means in accordance with the provisions of Article XII, Section 3

ARTICLE XVIII

ELECTRONIC VOTES

Votes of the Trustees, as required by these bylaws, may be taken by electronic means.

