



DEPAUW  
UNIVERSITY

*Est. 1837*

# DePauw University Charter and By-Laws

DePauw University

*Greencastle, Indiana*



CHARTER

and

BY-LAWS



**DePauw University**  
Greencastle, Indiana

# **CHARTER**

*As Amended by the  
DePauw University  
Board of Trustees  
April 23, 1993*

*And*

*Certified by the  
Secretary of State of Indiana  
August 25, 1993*

**and**

# **BY-LAWS**

*As Amended  
February 12, 2017*



# **CHARTER OF DEPAUW UNIVERSITY**

By Act of the General Assembly of the State of Indiana approved January 10, 1837, the University was founded upon petition of the Methodist Episcopal Church "forever to be conducted on the most liberal principles, accessible to all religious denominations, and designed for the benefit of our citizens in general."

Following is a codification of the operative provisions of the charter of the University as originally adopted and subsequently amended through April 23, 1993.

## **ARTICLE I**

### **Establishment of the University**

A seminary of learning shall be and the same is hereby established in the town or vicinity of Greencastle, in Putnam County and State of Indiana, to be known by the name and style of "DePauw University," which shall be founded and maintained forever upon a plan the most suitable for the benefit of the youth of every class of citizens, and of every religious denomination, who shall be freely admitted to equal advantages and privileges of education, and to all the literary honors of said University, according to their merit, under the direction of Trustees.

## **ARTICLE II**

### **Nature of Powers of the University**

- (1) DePauw University shall be a body politic and corporate, forever to exist, able and capable in law to have, possess, purchase, receive, enjoy and retain, hold or dispose of, for the use of said University, lands, tenements and annuities,

and other hereditaments in fee simple, or for a term of years, life, lives or otherwise; and also money, bonds, bills, notes, goods, chattels, interests or effects, of whatever nature, quality or kind soever; by the gift, bargain, sale or devise of any person or persons, body politic or corporate, capable of making the same; and to grant, demise, sell, alien and confirm, in such manner as the Trustees shall judge most conducive to the interests of said University.

- (2) DePauw University shall be capable in law to sue and be sued, plead and be impleaded, in any court or courts of record, before any judge, judges or justices within this State, and elsewhere, in all manner of suits, complaints, pleas, causes, matters and demands, of whatsoever kind, nature or form they may be; and all and every other matter, nature and thing therein to do, in as full and effectual a manner, as any person or persons, bodies politic or corporate, of like nature, within this State, may or can do.
- (3) DePauw University shall have the right to acquire property, real or personal, by donation, gift, devise, bequest or purchase, and to hold, own and dispose of the same for the use and purposes of said University.
- (4) The real estate which the Board of Trustees is authorized to hold for the use of said University shall be exempt from any taxation whatsoever, either for State or county purposes.<sup>1</sup>

### **ARTICLE III**

#### **BOARD OF TRUSTEES**

- (1) The Board of Trustees of DePauw University shall consist of forty (40) members, or such other number not less than fifteen (15) nor more than fifty (50) as shall be determined

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<sup>1</sup> Additional exemptions of specified property from taxation are provided by Section 5 of Chapter 59, Acts of the General Assembly of Indiana, 1919, and other legislation of general application to universities and colleges.

from time to time by the Board of Trustees and provided for in the By-Laws of the University.

- (2) The members of the Board of Trustees shall be elected by the Board of Trustees.
- (3) The Trustees of DePauw University, before entering upon the trust reposed in them, shall severally take the following oath of office, to be administered to them by the Chairman or the Secretary of the Board of Trustees, that is to say: I, (A.B.) do solemnly swear (or affirm) that I will, to the best of my skill and judgment, faithfully and truly discharge the duties of a Trustee of DePauw University, pursuant to the laws and constitution of the State of Indiana, the Constitution of the United States, and the charter granted by the State of Indiana, establishing said University, without favor, affection or partiality, so help me God.

## **ARTICLE IV**

### **Powers of the Trustees**

- (1) The Trustees, and their successors, shall have the authority to make and use a common seal, with such devices and inscriptions as they shall think proper, and to change, alter and renew the same at pleasure; and shall also, at any regular meeting of the Board, from time to time, forever hereafter, have full power and authority, to constitute and appoint permanently, in such manner as they shall deem expedient, a President of the University or college of faculties, together with such professors and other instructors as may at any time be necessary to form an efficient faculty, for the proper instruction of students in the arts and sciences, in the learned professions, and in all the branches of liberal and professional instruction, as taught in the best universities in our country. The said President and professors, with such other instructors as may by the Trustees be included, shall be known and distinguished by the name of "The Faculty of



DePauw University;" and in that name, shall be capable of exercising such powers and authorities, rights and privileges in the institution as shall be delegated to them according to the by-laws enacted by the Trustees. The said Board of Trustees may at any meeting make a temporary appointment of any of the foregoing faculty; and a majority of said Trustees may, at any time, by resolution to that effect, declare the appointment or office of any of the faculty or instructors vacant, and proceed to fill such vacancy, at such joint meeting, or any future meeting they may designate.

- (2) The Trustees shall have power to appoint annually, from their own body, a Chairman and one or more Vice Chairmen of the Board; and, without restriction to members of their own body, a Treasurer and a Secretary.
- (3) The Trustees and their successors in office shall meet at least once annually, and at such other times as by their ordinances they shall direct, for the purpose of transacting such business for the prosperity and welfare of the institution as may come before them; in all of which meetings the number of Trustees present required for a quorum shall be as provided in the by-laws of the institution. But a majority of said Trustees shall be required to make, pass and establish ordinances, rules and by-laws, not contrary to the constitution and laws of this State, for the government of said University, and the proper education of its students, and by them to delegate to the President, professors and other teachers such powers and authorities as they may judge expedient for the government of the institution. And the said majority of Trustees shall also have power, at any legal meeting, to alter or annul any rules or regulations by them established; and to do all matters and things which they may deem expedient for faithful fulfillment of their trust.
- (4) The Trustees and their successors shall have authority, whenever in their opinion the funds of the institution will justify the measure, to admit gratuitously, in whole or in

part, as the respective cases may require, such person or persons as they may think proper to enjoy the benefits of tuition in said University. And said Trustees are hereby authorized to receive subscriptions, donations and bequests, either in money or personal, real or mixed property, for the purpose of enabling them to meet the expenditures requisite in establishing and continuing said institution.

- (5) For the purpose of stimulating and encouraging the students in their progress, and promoting the general interests of the institution, the Trustees and faculties shall have full power and authority once every year or oftener, as they by an ordinance shall direct to hold a public commencement, with exercises suited to the occasion, and to graduate with literary honors such students as shall, from time to time, be found to have merited the same by their character and acquirements. And said Trustees and faculty shall have power and authority, in furtherance of the aforesaid objects, to confer upon the deserving any and all degrees in the arts and in the learned professions, whether honorary or otherwise, in as full and ample a manner as in any similar institution; and may issue, when they deem it expedient, testimonies or diplomas bearing the seal of said University, as certificates of the same, signed by the President of the University.
- (6) The Board of Trustees shall have power, whenever in their opinion the interests of said University may require it, to organize and establish as a part of said University a professional school or schools, whether of law or medicine, at such place or places in the State as they may think best; and shall have full power to appoint professors and teachers thereof, subject to such rules and regulations as said Board may from time to time prescribe. Whenever the Board shall deem it conducive to the interests of said University to establish a law or medical department thereof, whether the same shall be located at Greencastle or elsewhere within the State, they shall have power to hold and possess all the real

estate and other property necessary therefore, as fully as they now have power to hold real estate for said University.

- (7) The Board of Trustees elected as hereinbefore provided shall have and possess full and unlimited powers to govern the operation and management of the property and affairs of DePauw University, including all the powers conferred on such Board by the Special Act of the General Assembly approved January 10, 1837 and all amendments thereto, the power to establish offices and officers of the University additional to those provided in such Act and all amendments thereto and to specify the powers and duties thereof, and such additional powers as shall be set forth in the by-laws as adopted and amended from time to time by the Board of Trustees.

## **ARTICLE V**

### **Construction of Charter**

This charter is hereby declared to be a public act, and shall be construed liberally, for every beneficial purpose, hereby intended, and no omission to use any of the privileges hereby granted shall cause a forfeiture of the same, nor shall any gift, grant conveyance, or devise, to or for the benefit of the corporation, be defeated or prejudiced by any misnomer, misdescription or informality whatever; provided, that the intention of the parties can be shown or ascertained beyond reasonable doubt.

## **ARTICLE VI**

### **Amendment of Charter**

This charter may be amended at any meeting of the Board of Trustees of the University by the affirmative vote of a majority of the entire Board, provided notice of the proposed

amendment was included in the notice of meeting sent to all Trustees or such notice is waived in writing by each Trustee who did not receive such notice, and by compliance with applicable provisions of law, including (1) the filing with the Secretary of State of Indiana of a copy of the resolution(s) of the Board of Trustees embracing such amendment, certified by the Chairman or Vice-Chairman of the Board of Trustees and attested by the Secretary thereof, and (2) the issuance by the Secretary of State of Indiana of his certificate under the great seal of the State of Indiana, certifying that a copy of such resolution(s) has been lodged in his office and that such resolution(s) constitute(s) the amendment to the Charter of DePauw University set forth in the resolution(s) so filed.



**BY-LAWS  
OF  
DEPAUW UNIVERSITY**

**ARTICLE I  
BOARD OF TRUSTEES**

Section 1. Voting Members. The Voting Members of the Board of Trustees of DePauw University shall consist of thirty-eight (38) members elected as hereinafter provided.<sup>2</sup> The provisions of Sections 2 through 6 which follow shall apply only to Voting Members (except where the context requires otherwise) of the Board of Trustees (hereinafter, Voting Members shall be referred to as "Voting Trustees").

Section 2. Term and Manner of Election.

- a) Elections by Voting Trustees. In all elections of Voting Trustees, the nominees to be voted upon shall include those named by the Nominations and Trusteeship Committee and any other persons nominated from the floor and supported by five (5) or more Voting Trustees.
- b) The voting members of the Board of Trustees shall be elected as follows:
  - (1) Except as provided in sub-paragraphs (2), (3), and (4) below, all voting members shall be elected for terms of four (4) years or for such shorter period as shall be specified at the time of election.

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<sup>2</sup> This is the current number of voting trustees which may change from time to time. The Charter permits the By-Laws to fix a number of voting trustees from 15 to 50. In the absence of a By-Law, the number is set at 40.

- (2) The Presiding Bishop of the Episcopal Area of the United Methodist Church of Indiana, which includes Greencastle, Indiana ("Methodist Bishop"), may be elected for a term or terms co-terminus with his or her tenure as Methodist Bishop.
  - (3) The President and immediate Past President of the DePauw Alumni Association shall be elected for a two (2) year term commencing in the year in which he or she takes such office in the Association.
  - (4) In each year, one member may be elected for a three (3) year term from the senior class nominees initially selected in that year by the students of the University for consideration by the Board of Trustees, subject to his or her fulfilling the University's graduation requirements in that year.
  - (5) Not less than fifty percent (50%) of the total number of Trustees at any time shall be graduates of DePauw University. To maintain its historical relationship with the United Methodist Church, the Nominations and Trusteeship Committee shall assure meaningful representation of members of the United Methodist Church as Voting Trustees.
- c) The terms of all Voting Trustees shall commence with the convening of the regular annual meeting of Trustees immediately following their respective elections to the Board and shall terminate at the convening of the regular annual meeting of the Board in October of the year in which their respective terms expire. Each Voting Trustee shall retire upon the convening of the regular annual meeting in October after the academic year (July 1 – June 30) in which such Trustee

attains the age of 72 years. If a Voting Trustee is elected Chair of the Board of Trustees at or prior to the expiration of his or her term, he or she may serve in such capacity for the maximum term permitted by Article II, Section 2 of these By-Laws (one year) and may be reelected to serve in such capacity for such term notwithstanding the foregoing restrictions based on age.

- d) Each Voting Trustee shall upon election take and subscribe an oath or make affirmation faithfully, impartially, and justly to perform the duties of his office, pursuant to the charter of DePauw University, and the laws and Constitution of the State of Indiana and of the United States of America as prescribed in the University's Charter.

Section 3. Powers and Responsibilities. The powers and responsibilities of the Board of Trustees shall include, but not be limited to, the following: to hold and manage all the property, endowments, and funds of the University; to elect a President of the University who shall serve as the chief executive officer of the Corporation and of the University; to appoint and determine the rank, tenure, and compensation of all members of the University faculty and staff; to approve the courses of instruction and to grant degrees upon compliance with the requirements of the University; to grant honorary degrees; to provide for and govern the conduct and discipline of the officers, faculty, and students of the University; to establish the policies and promote the interests of the University; and, generally, to govern the operation and management of the property and affairs of DePauw University. In discharge of its duties, the Board may delegate such functions and powers as it considers appropriate to the President of the University and, through him, to



the executive and administrative officers, faculty, and students.

- Section 4. Meetings. The regular annual meeting of the Board shall be held in the fall of each year and a regular winter meeting and a regular spring meeting shall be held each year at such hour and place as shall be fixed by the Chair of the Board and stated in the Notice required by Section 5. Special meetings may be called by the Chair of the Board or the President or by any five (5) Voting Trustees.
- Section 5. Notices of Meetings. Written notice of the time and place of each meeting and, in the case of special meetings, the nature of the business to be considered shall be transmitted by electronic means or mailed to each Trustee at least ten (10) days prior to the meeting date. Except upon the favorable vote of a majority of the Voting Trustees, no business shall be transacted at any special meeting other than that specified in the notice.
- Section 6. Quorum. A majority of the Voting Trustees at the time elected and qualified shall constitute a quorum for the transaction of business, provided that the Voting Trustees present may adjourn any meeting from time to time until a quorum is present (see Article III, Section 5(b) for committee quorum requirements).
- Section 7. Life Trustees. The Voting Trustees may, upon nomination by the Nominations and Trusteeship Committee, elect as a Life Trustee any person who has served as a Voting Trustee and who has demonstrated an exceptional commitment to the welfare and advancement of DePauw University. Such person may, but is not required to, attend meetings of the Board and participate in discussions but without the right to vote (except as prescribed in Article III, Section 4), make motions or be counted

in determining a quorum. Life Trustees also may be invited to attend committee meetings and to participate in special activities of the University.

Section 8. Advisory Trustees. The Voting Trustees may, upon nomination by the Nominations and Trusteeship Committee, elect as an Advisory Trustee any person who has served DePauw University as a Voting Trustee, and who must retire by reason of age or whose service as a Voting Trustee terminates for any other reason deemed sufficient by the Voting Trustees. Advisory Trustees shall have the right to attend all meetings of the Board and participate in all discussions but without the right to vote (except as prescribed in Article III, Section 4), make motions or be counted in determining a quorum. Advisory Trustees also may be invited to attend committee meetings and to participate in special activities of the University. Each such election shall be for a four (4) year term, and such person may be elected for one or more terms.

Section 9. Meeting Attendance and Executive Sessions. Attendance at the meetings of the Board shall be limited to Voting Trustees, Advisory Trustees, Life Trustees (collectively "the Board of Trustees" or "the Board"), the President of the University, and such other persons as may, from time to time, be invited by the Board. Prior to adjournment of any meeting, the Board of Trustees shall at the request of the President or any voting Trustee go into Executive Session with only members of the Board and persons invited by the Board in attendance.

## ARTICLE II

### OFFICERS OF THE BOARD OF TRUSTEES

Section 1. Designation. The officers of the Board of Trustees shall consist of a Chair, Vice-Chairs, a Secretary, and any other officers as may be authorized and elected by the Voting Trustees.

Section 2. Election and Term. The Chair and the Secretary of the Board shall be elected annually at the regular spring meeting of the Board and will begin their terms of office at the regular annual fall meeting that year. The Chair may serve as Chair for a maximum of four (4) successive one-year terms.

Section 3. Duties and Powers. The officers of the Board of Trustees shall have the following specified powers and duties and shall exercise such additional powers as may be authorized by the Board from time to time:

- a) Chair of the Board. The Chair shall preside at all meetings of the Board, serve as Chair of the Executive Committee, have power to execute contracts and legal instruments on behalf of the Corporation, have authority to call special meetings of the Board and of the Executive Committee, and may serve ex officio as a member of any committee, subcommittee, ad hoc committee, or task force of the Board. In the absence of an individual to serve as President of the University or in the case of the disability of the President, the Chair of the Board shall exercise the authority and discharge the duties of the President until the Board or the Executive Committee shall appoint an Acting President.
- b) Vice-Chairs of the Board. The Chairs of the Board Committees (including subcommittees)

shall serve as Vice-Chairs of the Board and shall perform such duties as may be authorized by the Board or the Chair of the Board. The immediate past Board Chair or a Vice-Chair shall be designated by the Chair of the Board to function as Board Chair during the absence or disability of the Chair of the Board. In the absence of a designation, the immediate past Board Chair shall serve. Vice-Chairs shall serve as members of the Executive Committee.

- c) Secretary. The Secretary shall record and have charge of the minutes of the Board and of the Executive Committee, have power to execute contracts and other legal instruments on behalf of the Corporation, give due notice to all Trustees of all meetings to the Board, distribute the minutes of the Board meetings and the meetings of the Executive Committee to all Board members. The duties of the Secretary pertaining to notices, agendas, records, meeting arrangements, and the recording, reproduction, and distribution of minutes may be delegated to a person designated by the President with the concurrence of the Chair and Secretary of the Board. If the Secretary is a Trustee, his or her right to vote on matters shall be the same as granted to other Trustees in the same status, voting, advisory or life.
- d) Past Board Chair. The Immediate Past Board Chair will serve a term concurrent with the term of the Chair and shall have such duties as are prescribed herein or by the Chair. The Immediate Past Board Chair shall have the same right to vote as a Voting Trustee for such time as he or she holds the office.
- e) Other Board Officers. Other officers may be elected as authorized by the Board and shall

perform such duties as may be assigned to them by the Board.

### **ARTICLE III**

#### **COMMITTEES OF THE BOARD OF TRUSTEES**

##### Section 1. Committee Structure.

- a) General. The Board of Trustees shall perform its various responsibilities for the governance and management of DePauw University through committees (including subcommittees), ad hoc committees and task forces. All Voting Members of the Board of Trustees shall be appointed by the Chair of the Board to serve on committees and subcommittees. Advisory and Life Trustees may serve on committees upon appointment by the Chair. Except in unusual and emergency circumstances the Board of Trustees and the Executive Committee shall be expected to take action upon recommendations submitted by Board committees.
- b) Chairs of Committees. The Chair of the Board shall appoint the Chairs of all committees, subcommittees, ad hoc committees and task forces. The Chairs of all committees shall be responsible for the annual review of their committee charter, which shall be approved by the Board, and shall call meetings of their respective committees, fix the agenda for such meetings, preside at all such meetings, and report to the Board on behalf of their committees. With the concurrence of the Chair of the Board, the Chairs of committees may invite administrative officers, faculty, students, alumni, and others to participate in committee deliberations.

Section 2. Committees. There shall be the following committees of the Board of Trustees:

- a) Executive Committee. The Executive Committee shall consist of the Chair of the Board serving as Chair, the Vice-Chairs of the Board, the Methodist Bishop, the Immediate Past Chair of the Board, the Secretary of the Board, and one or more additional Voting Members of the Board of Trustees appointed to the committee by the Chair of the Board. The Executive Committee shall have authority to act between regular meetings of the Board on all matters of governance and management requiring the attention of the Board. Any such actions taken shall be reported to and ratified by the Board at its next regular meeting. The Executive Committee shall meet between meetings of the Board upon not less than forty-eight (48) hours' advance notice (which may be waived by unanimous consent), upon call of the Chair, of the President, or two (2) members of the Committee.
- b) Executive Compensation and Evaluation Committee. The Executive Compensation and Evaluation Committee, consisting of the Chair of the Board, the Secretary of the Board, the Chair of the Business and Financial Affairs Committee, the Immediate Past Board Chair, the Chair of the Audit Committee, and any voting trustees appointed by the Chair shall annually evaluate the performance of the President, determine the compensation to be paid to the executive officers of the University, and report the same to the Board of Trustees.
- c) Audit and Risk Management Committee. The Committee will provide for an annual audit and verification of the accounts of the University by

independent certified public accountants. The Committee will also monitor the risk management of the University and shall include any risks that may involve the potential for significant loss or liability. The Committee will also review and approve all state and federal tax returns that the University is required to file.

- d) Nominations and Trusteeship Committee. The Committee will nominate persons to the Board of Trustees and the Board of Visitors. Annually, the Committee will provide to the Board of Trustees nominations of eligible Trustees to serve as officers of the Board and candidates for honorary degrees for consideration by the faculty. The Committee will arrange appropriate orientation in the duties of trusteeship for newly elected members of the Board and shall implement both a plan and a process for the periodic evaluation of the Board's performance.
- e) Investments Committee. The Committee will supervise the investments of the Corporation. The Chair shall be a member of the Business and Financial Affairs Committee. The Committee has authority to direct or to change investments and investment managers as well as to sell, assign or transfer investments.
- f) Academic Affairs Committee. The Committee shall be responsible for the planning and general oversight of policies and programs pertaining to the instructional and other educational activities of the University, including faculty personnel policies and compensation as well as degree programs, degree requirements, admission standards, enrollment size, and instructional outcomes. The Committee shall maintain appropriate liaison with the faculty and encourage

in all feasible and practical ways the achievement of academic excellence.

- (1) Faculty Compensation Subcommittee. The Subcommittee will review all aspects of faculty compensation and make recommendations thereon to the Academic Affairs Committee.
- g) Business and Financial Affairs Committee. The Committee shall recommend to the Board an annual operating budget and a periodic capital improvement budget and shall review capital improvement projects. The Committee shall monitor all investments, real estate, and personal property of the Corporation and shall be responsible for University personnel policies for other than faculty.
  - (1) Buildings and Grounds Subcommittee. The Subcommittee will conduct an ongoing review of the physical assets of the University and will direct and coordinate its long-range campus facility planning efforts.
- h) Advancement and Alumni Relations Committee. The Committee shall be responsible for the general oversight of policies and programs for augmenting the financial resources of the University through solicitation of philanthropic support, both for current operating and capital needs of the University and for acting as stewards for University supporters during their ongoing relationship with the University. The Committee shall maintain liaison and cooperative relationships with the DePauw University Alumni Association and its Board of Directors.
- i) Student Life and Enrollment Management Committee. The Committee shall be responsible for the oversight of the quality and composition



of the student body and the entirety of the student experience. The Committee shall consider the ways the University attracts students and how, through the totality of the experience (academic, residential, social, and career and post-graduate studies planning and placement), the University retains students and moves them positively toward completion of their degree programs.

Section 3. Miscellaneous Re: Committees. The terms of Chairs and Vice-Chairs of committees shall be determined by the Chair of the Board, but those positions as well as general committee membership shall be rotated periodically. The Chair of the Board may appoint Advisory Trustees and Life Trustees as defined in Article I, to membership without vote on the committees and subcommittees identified in Section 2 above. Any committee with the concurrence of the Chair of the Board may request participation and cooperation of any officer of the University, faculty members, students, alumni, and others in the discussion of relevant business. The president may assign an officer of the University to serve as University staff officer to any committee; and such staff officer, if so requested, shall serve as secretary to the committee.

Section 4. Special or Ad Hoc Committees and Task Forces. The Chair of the Board may at any time appoint a special or ad hoc committee or task force to inquire into a particular policy or program matter and to submit recommendations thereon to the Board. Advisory and Life Trustees may serve as Chair(s) with the right to vote of special or ad hoc committees or task forces. Unless otherwise provided by the appointing authority, such special or ad hoc committees or task forces shall cease to exist

upon presentation of their respective reports to the Board.

Section 5. Committee Procedures.

- a) Meetings. Each committee shall meet as described in these By-Laws, as provided in any rule it may adopt and upon call of its Chair or of the Board Chair.
- b) Quorum. A majority of the Voting Members of each committee will constitute a quorum for the transaction of business.
- c) Reports. Reports and recommendations by all committees shall be communicated to the Board of Trustees by the Chair of each committee.

## **ARTICLE IV**

### **DEPAUW UNIVERSITY BOARD OF VISITORS**

The DePauw University Board of Visitors shall consist of all persons nominated by the Nominations and Trusteeship Committee and elected by the Voting Trustees on the basis of their demonstrated abilities and willingness to serve as a strategy board for, and to discuss topics and work on projects as determined by, the President. Members of the Board of Visitors shall be elected for three (3) year terms. The President shall serve as liaison between the Board of Trustees and the Board of Visitors.

## **ARTICLE V**

### **DEPAUW ALUMNI ASSOCIATION**

Section 1. Members. All graduates and former students of DePauw University shall automatically become and continue as members of the DePauw Alumni Association and shall be entitled to all the rights and

privileges of membership as provided in its Articles of Association and By-Laws.

Section 2. Governance. Subject to the final authority of the Board of Trustees, the DePauw Alumni Association shall be empowered to develop its own Constitution and organizational structure, to provide for a Board of Directors to undertake programs and activities for the benefit of alumni and the University, and to promote the best interests of the Association and of the University.

Section 3. Relationships.

- a) The President and immediate Past President of the Association who are serving as members of the Board of Trustees shall serve on the Advancement and Alumni Relations Committee and shall advise that Committee and the Board of Trustees of alumni interests, concerns, and recommendations designed to advance the well-being of the University.
- b) All DePauw alumni shall have the opportunity to support their Alma Mater through their contributions of time and talent as well as with their monetary resources.

## **ARTICLE VI**

### **EXECUTIVE AND ADMINISTRATIVE OFFICERS OF THE UNIVERSITY**

Section 1. Designation. The executive officers of the University shall consist of the President, one or more Vice-Presidents, and such other executive officers as may be authorized by the Board of Trustees from time to time, as more specifically provided in Section 4 of this Article VI. The administrative officers of the University shall consist of such deans, directors, department chairs, and other administrative officers

as may be authorized by the Board of Trustees from time to time.

Section 2. Appointment and Term. The President of the University shall be appointed by the Board of Trustees according to such procedures as the Board may determine. The President shall serve at the pleasure of the Board, and the performance of the President shall be periodically evaluated. All other executive and administrative officers shall be appointed by the President with notification to the Board. The terms of office of all executive and administrative officers shall be at the pleasure of the appointing authority. The performance of other executive or administrative officers shall be evaluated periodically by the President or his or her designees.

Section 3. Duties of the President. The President of the University shall be the Chief Executive Officer of the Corporation and of the University. The President shall have power to execute contracts and other legal instruments on behalf of the Corporation. As Chief Executive Officer of the University, the President shall perform such duties as are traditionally the responsibility of a University president and such other duties as may be delegated by the Board of Trustees. These duties shall include, but not be limited to, the following:

- a) The President shall be responsible for providing leadership in the development of policies concerning the educational aims and purposes, academic standards and curricula of the University.
- b) The President shall be responsible for recommending to the Board of Trustees such administrative organization and staff positions as will best enable the President to discharge the duties of the office and shall make

recommendations when requested for appointment to the faculty and to the administrative staff.

- c) The President shall be head of all educational departments of the University with respect to which the President shall exercise such supervision and direction as will promote effectiveness and efficiency. The President or his delegate shall preside at all meetings of the faculty and shall be responsible for carrying out measures officially agreed upon by the faculty in regard to matters committed to them by the Board.
- d) The President shall be the authorized channel for official communications and recommendations between the faculty and the Board, between the administrative officers and the Board, and between students and the Board.
- e) The President shall enforce all rules, regulations, policies, and programs of the Board of Trustees and shall have such authority as is necessary to accomplish this responsibility.
- f) The President shall be responsible for the preparation and submission annually of a proposed budget to the Business and Financial Affairs Committee and shall administer and adhere to the budget as approved by the Board. The President shall also be responsible for long-range financial planning of the University.

The President shall have all powers necessary to the duties of the office in the performance of which the President shall be responsible only to the Board of Trustees. In summary, and subject to the authority and direction of the Board, the President shall be empowered and charged with the general supervision and direction of the interests and activities of the faculty, the administrative staff, and

the departments of instruction and the selection, education, governance, and well being of the students.

Section 4. Executive Officers. The following executive officers of the University may be appointed by the President, with notification to the Board:

- a) Vice President for Academic Affairs. The Vice President for Academic Affairs shall serve as the principal academic officer of the University with executive authority in matters of academic programs, curriculum development, and evaluation, faculty personnel policies, and the budget for academic programs.
- b) Vice President for Finance and Administration. The Vice-President for Finance and Administration shall serve as the principal business officer or treasurer of the University with responsibility for budget management, buildings and grounds, resident halls and food service, and non-academic personnel. The Vice President for Finance and Administration shall have custody and be in charge of the funds, securities, financial records, property and assets of the University, shall have power to execute contracts and other legal instruments on behalf of the University, and shall perform the duties which ordinarily pertain to the office of the treasurer of a corporation or which are assigned by the President or directed by the Board of Trustees.
- c) Other Officers. The Board of Trustees from time to time may authorize the appointment of any other executive officers of the University in addition to those authorized above; and the offices to which such appointments are made may be designated or titled by the appointing authority to reflect the functions thereof.

- d) Miscellaneous. Any of the officers authorized in this Section 4 may be combined at the discretion of the Board of Trustees or the President in the duties and authorities of one officer; and in the event of such combination, the title of the officer so serving may be modified to reflect the functions thereof.

## **ARTICLE VII**

### **THE FACULTY**

Section 1. Members. The faculty shall consist of the President, all professors, associate professors, assistant professors, instructors, lecturers on full-time appointment, and others officially admitted to faculty membership by action of the Trustees, all of whom may participate freely in discussions provided, however, that on matters of academic policy and practice, only those persons who have been on the faculty or admitted to faculty status for such period as determined by the faculty may vote.

Section 2. Appointment. Professors, associate professors, assistant professors, instructors, lecturers, and other Assistants required by the educational programs of the University shall be appointed by the President subject to review by the Board. After an appropriate period of service, faculty members in the rank of professor, associate professor, and assistant professor may enjoy the privilege of tenure as this privilege has developed from academic custom and usage among American colleges and universities and is specifically defined by faculty personnel policies approved by the Board of Trustees.

Section 3. Duties. Subject to the final authority of the Board, the faculty shall have charge of and be responsible

for the institution and implementation of policies and programs relating to the academic interests of the University, including the fixing of academic requirements for admission, class advancement, and graduation, the institution, development, and supervision of courses of instruction, the procedures for the conduct of studies, the promulgation of rules for the conduct of students in the classrooms, and the granting of degrees to be conferred by the University. The faculty shall adopt its own rules of order and procedure, keep minutes of its meetings, and may report to the Board of Trustees.

Section 4. Relations with the Board of Trustees. All actions of the faculty materially affecting any segment of the University shall be reported to the Academic Affairs Committee, which shall be responsible for determining the matters to be referred to, reviewed, and approved as necessary by the Board of Trustees. Reasonable opportunities shall be provided for faculty representatives to attend meetings of the Academic Affairs Committee and to present to the Trustees their recommendations concerning the University.

## **ARTICLE VIII**

### **STUDENTS**

Section 1. Composition. All regularly enrolled students in courses for degree credit shall constitute the student body of DePauw University. Such students may join together to promote the welfare of all students and to establish standards of student behavior and of student organizations and activities.

Section 2. Governance. Subject to the authority of the administration in keeping policies established by the



Board of Trustees, the student body shall be empowered to develop its own Constitution and organizational structure, to undertake projects for student and University well being, and to regulate the social and extra-curricular activities of individual students and of approved student groups.

Section 3. Relationships. Reasonable opportunity shall be provided for student representatives to attend meetings of the Student Life and Enrollment Management Committee and to present to the Trustees their recommendations concerning the University. The Board of Trustees through its Nominations and Trusteeship Committee shall look to the student body to recommend each year several students of senior standing, one of whom may be considered for election to the Board of Trustees.

## **ARTICLE IX**

### **INDEMNIFICATION**

Section 1. Indemnification by the University. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a Trustee, officer, employee, or agent of the University shall be indemnified by the University against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding a) if such person is wholly successful with respect thereto or b) if not wholly successful, then if such person is determined (as provided in Section 3 of this Article IX) to have acted in good faith, in what he or she reasonably believed to be the best interests of the University (or, in any case not involving the person's official capacity with the University, in what he or she reasonably believed to

be not opposed to the best interests of the University), and, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article IX.

Section 2. Definitions.

- a) As used in this Article IX, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding and all appeals thereof (whether brought by or on behalf of the University, any other corporation, or otherwise), whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:
- (1) By reason of his or her being or having been a Trustee, officer, employee, or agent of the University or of any corporation where he or she served as such at the request of the University, or
  - (2) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the University, or
  - (3) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the

time such liability or expense shall have been incurred.

- b) As used in this Article IX, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
- c) As used in this Article IX, the term "wholly successful" shall mean:
  - (1) the termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her;
  - (2) approval by a court, with knowledge of the indemnity provided in this Article IX, of a settlement of any action, suit, or proceeding; or
  - (3) the expiration of a reasonable time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification under this Article IX (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if (a) special independent legal counsel, which may be regular counsel of the University or any other interested person or persons, in either case selected by the Board of Trustees, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the University a written finding that such person has met the standards of conduct set forth in Section 1

of this Article IX and (b) the Board of Trustees, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions that the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The University shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee's findings that are within the possession or control of the University.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article IX shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article IX, the Board of Trustees may, at any time and from time to time, approve indemnification of Trustees, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the University (by action of the Board of Trustees, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Trustees is authorized and empowered to purchase insurance covering the University's liabilities and obligations under this Article IX and insurance protecting the

University's Trustees, officers, employees, agents, or other persons.

## **ARTICLE X**

### **MISCELLANEOUS**

- Section 1. Action Without Meetings. Any action which may be taken by the Board or any committee at duly called meetings may be authorized and taken upon the written consent and authorization of two-thirds (2/3) of the voting members of the Board or such committee.
- Section 2. Required Vote. Except as otherwise expressly provided herein, all elections shall be decided and all other matters shall be determined by a majority of those in attendance at a meeting at which a quorum is present.
- Section 3. Inspection of Records. All proceedings of the Board and its committees shall be confidential and shall not be divulged except as authorized by the Board or the committee in question provided that all books and records shall at all reasonable times be available for inspection by any Trustee.
- Section 4. Bonds. The executive officers of the Corporation, and the administrative officers and employees of the University shall be bonded in such amounts and manner as the Board may from time to time determine.
- Section 5. Fiscal Year. The fiscal year of the University shall begin on the first day of July of each year and end on the 30th day of June of the following year; provided, however, that the Board of Trustees by resolution may change the fiscal year at any time.

**ARTICLE XI**  
**AMENDMENTS**

Section 1. Except as declaratory of provisions of the Charter, these By-Laws may be amended or suspended at any meeting of the Board by a majority vote of the Voting Trustees of the Board, provided that notice of a proposed amendment was included in the notice of the meeting or such notice is waived in writing by each Trustee not notified.



