

**BYLAWS  
OF  
NORWICH UNIVERSITY**

**AS ADOPTED JANUARY 29, 1974  
(\*AS AMENDED MAY 6, 1983,  
JANUARY 30, 1998, OCTOBER 9, 2004, OCTOBER 28, 2005  
OCTOBER 18, 2008, and APRIL 28, 2011)**

**ARTICLE ONE**

**OFFICES**

**PRINCIPAL OFFICE**            **Section 1.** The principal office of the Corporation in the State of Vermont shall be in Northfield, Vermont.

**OTHER OFFICES**            **Section 2.** The Board of Trustees may establish such other offices within or without Vermont, as it may deem advisable.

**ARTICLE TWO**

**VOTING POWER AND ITS EXERCISE**

**VOTING POWER OF TRUSTEES**    **Section 1.** Since the Corporation has no members, the Trustees shall have all voting powers.

**ARTICLE THREE**

**TRUSTEES AND THEIR MEETINGS**

**NUMBER OF TRUSTEES**            **Section 1.** The whole Board of Trustees shall consist of such number of Trustees, not less than three (3) nor more than thirty-five (35), as shall be determined by the Trustees at any annual, regular or special meeting. The number of Trustees so determined, minus the number of Trustees whose terms have not expired, may thereafter be elected at the same meeting at which the determination is made. If, after such election, less than 35 Trustees constitute the whole Board of Trustees, the number comprising the whole Board may be increased from time to time to not more than thirty-five (35) Trustees by the Trustees. When the Trustees determine to so increase the number of Trustees, such additional Trustees shall thereafter be elected at the meeting in which the determination is made.

**POWER OF TRUSTEES**            **Section 2.** Subject to provision of law, the Articles of Association and these Bylaws, the Board of Trustees shall have power to exercise all the powers of the Corporation.

**ANNUAL**                            **Section 3.** The annual meeting of the Board of Trustees shall be held in Northfield

<b>MEETING</b>	<p>on a day determined by the Executive Committee at an hour determined by the Chairman provided, however, that the Executive Committee in any year may fix a different place, within or without the State. If and when this is done the Secretary shall thereupon give at least ten (10) days notice thereof to all Trustees then in office in the manner hereinafter provided.</p> <p>When in any year the annual meeting is not held in Northfield, at least one other meeting must be held in Northfield.</p>
<b>SPECIAL MEETING</b>	<p><b>Section 4.</b> A special meeting shall be held at such time and place, within or without the State, as the Chairman shall direct or upon a request in writing to the Chairman by three (3) Trustees.</p>
<b>ADJOURNED MEETINGS</b>	<p><b>Section 5.</b> Any meeting (annual, regular, special or adjourned) may be adjourned to another time or to another time and place by a vote of a majority of Trustees present at any meeting. When a quorum is not present at the time and place of any meeting called in accordance with these Bylaws those present shall adjourn the meeting to another time or to another time and place. Reasonable notice shall be required for an adjourned meeting by mail, telephone, telegraph or in person.</p>
<b>NOTICE OF MEETINGS</b>	<p><b>Section 6.</b> At least ten (10) days notice of all meetings (except adjourned meetings) specifying the time and place thereof shall be given in writing to each Trustee; provided, however, that any meeting may be held on less than ten (10) days notice with waiver and consent in writing by all Trustees.</p>
<b>QUORUM</b>	<p><b>Section 7(a).</b> The quorum shall consist of a majority of the Trustees serving (in office) immediately before the meeting begins as provided in Article Six, Section 4, of the Articles of Association.</p> <p><b>Section 7(b).</b> Notwithstanding the above, approval of the following shall require an affirmative vote by a majority of the Trustees then in office:</p> <ul style="list-style-type: none"> <li>(1) Hiring/removal of the President.</li> <li>(2) Approval of the annual budget and the selection of the outside auditors.</li> <li>(3) Approval/modification of the President's proposals concerning the future direction and vision of the University.</li> </ul> <p>In the event that a majority of the board cannot agree as to what constitutes "future direction and vision of the University," the opinion of a majority of the executive committee shall decide.</p>
<b>BUSINESS AT MEETINGS</b>	<p><b>Section 8.</b> Any business which may be done at the annual or a regular meeting of the Board of Trustees may be done at an adjourned annual or regular meeting of the Board or at a special or an adjourned special meeting of the Board.</p>
<b>ACTION BY CONSENT</b>	<p><b>Section 9.</b> Any action consented to in writing by a majority of Trustees shall be as valid as if adopted by the Board of Trustees at a duly held meeting thereof, provided that such written consent is inserted in the minutes book. Such consent shall have the same force and effect as a majority vote, and may be stated as such in any articles or documents filed with the Secretary of State under 11B V.S.A. 10.05 &amp; 10.06.</p>

**CONDUCT OF MEETINGS**      **Section 10.** Meetings may be conducted in a process of orderly collegiality. In order to resolve a particular point of order or procedure, a current edition of Robert's Rules of Order should be utilized.

**PROXY VOTING**      **Section 11.** Proxy Voting is prohibited.

## **ARTICLE FOUR**

### **COMMITTEES**

**COMMITTEES OF BOARD OF TRUSTEES**      **Section 1.** Committees of the Board of Trustees shall be the Executive Committee, the Investment Committee, the Budget and Finance Committee, the Audit Committee and such other committees as the Board shall designate.

**EXECUTIVE COMMITTEE**      **Section 2.** The Executive Committee shall consist of nine (9) Trustees: the Chairman of the Board of Trustees and eight (8) other Trustees chosen by the Board of Trustees at an annual meeting. Said eight (8) Trustees shall serve for a term of one year or more as the Trustees may determine. This committee may, by unanimous vote of the members in attendance at a regularly called meeting of the committee, increase the membership to a total not to exceed fifteen (15).

**POWERS OF THE EXECUTIVE COMMITTEE**      **Section 3.** The Executive Committee shall have and exercise all the powers and authority of the Board of Trustees during all intervals between meetings of the Board of Trustees, except as limited by law, or by the Articles of Association. However, it shall not have power to remove members of the Board or officers of the University or Board; it shall not have power to consent to the conferring of degrees, diplomas, honors or licenses, except honorary degrees; it shall not have power to conduct the affairs of the University in any phase thereof in conflict with the general policy adopted from time to time by the Board; but, on the other hand, shall conduct such affairs in conformity with such policy.

**REPORT OF THE EXECUTIVE COMMITTEE**      **Section 4.** The Executive Committee shall report any acts to the next ensuing meeting of the Board of Trustees.

**RECORD OF EXECUTIVE COMMITTEE**      **Section 5.** Separate records of the activities of the Executive Committee shall be kept and submitted to the Board of Trustees by the Secretary from time to time.

**SECRETARY OF THE BOARD AND EXECUTIVE COMMITTEE**      **Section 6.** The Secretary of the Corporation shall serve as the Secretary of the Board of Trustees and of the Executive Committee.

**INVESTMENT COMMITTEE**      **Section 7.** The Investment Committee shall consist of the President and three (3) or more Trustees chosen by the Board of Trustees at each annual meeting. The committee shall have supervision of and be responsible for the investment of all funds and securities of the University not immediately required for current expenses.

The Chairman of the Board of Trustees shall designate the Chairman and the

Secretary of the Committee.

**BUDGET &  
FINANCE  
COMMITTEE**

**Section 8.** The Budget and Finance Committee shall consist of three (3) or more Trustees chosen by the Board of Trustees at each annual meeting. The Chairman of the Board of Trustees shall designate the Chairman and Vice Chairman of the Committee.

The President shall submit to the Chairman of the Budget and Finance Committee no later than May 1st of each year, or earlier if required by the Chairman of the Board of Trustees, a tentative budget for the fiscal year next beginning. Such tentative budget shall show in detail the estimated expenditures necessary for the proper maintenance of the several departments of the Corporation and the respective amounts necessary for repairs, renewals, additions, and improvements. The Budget Committee shall submit the tentative budget with such changes as it thinks proper for approval by the Board of Trustees at the annual meeting. Upon its approval by the Board, the tentative budget will become the approved University budget for the subsequent fiscal year.

The Treasurer may make payments in accordance with the approved budget.

The Budget and Finance Committee is charged with periodic reviews of operating results and of all other functions as are normally performed by the Office of the Treasurer. The Treasurer is the liaison.

**PAYMENTS BY  
TREASURER  
REVISED  
BUDGET**

The Treasurer may make payments in accordance with the tentative budget from the time and in the form adopted by the Board of Trustees until either at an adjourned annual meeting of the Board of Trustees or at a special meeting the Board of Trustees may direct otherwise. Each year after receipt of the auditors' report of the operations of the previous fiscal year, the President shall submit to the Budget and Finance Committee, a final budget for that fiscal year. Such budget shall correspond in detail and form to the tentative budget. The Budget and Finance Committee shall recommend such changes in such budget as it deems wise, and submit the same to the Board of Trustees at any adjourned annual meeting or special meeting for consideration.

**PAYMENTS BY  
TREASURER**

For the remainder of the fiscal year, the Treasurer may make payments in accordance with the final budget as adopted by the Board of Trustees.

**AUDIT  
COMMITTEE**

**Section 9.** The Audit Committee shall consist of three (3) or more Trustees chosen by the Board of Trustees at each annual meeting. The Committee shall nominate for approval by the Board of Trustees the auditors for the annual examination of the University's financial statements; it shall also meet with the auditors at least twice annually to review the scope of the annual examination and to receive the auditors' annual report.

The Chairman of the Board of Trustees shall designate the Chairman of the Committee.

**OTHER  
COMMITTEES**

**Section 10.** If the Board of Trustees shall designate any other committee or committees consisting of any of the Board's members, it shall do so by resolution which shall specify with respect to each committee, the name of the committee, the number of members constituting the committee, the names of the members, duties of the committee, and the names of the persons who shall act as Chairman and Secretary.

**COMMITTEE  
VACANCIES**

**Section 11.** Any vacancy on any committee may be filled by the Chairman of the Board of Trustees.

**ARTICLE FIVE**

**THE OFFICERS**

**TITLES**

**Section 1.** The officers of the University Corporation shall be a President, Vice Presidents, a secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such persons with such titles as the Board of Trustees shall designate to hold offices of responsibility in administering the affairs of the Corporation.

**ELECTION OF  
OFFICERS**

**Section 2.** All the officers of the Corporation shall be elected by the Board of Trustees. Elections shall be held at the annual meeting or, in circumstances in which it is deemed advisable by the Board of Trustees, at a special meeting.

**OFFICERS AS  
TRUSTEES**

**Section 3.** The Chairman and the Vice Chairman of the Board of Trustees shall be chosen from the members of the Board in office at the time the choice is made. The President of the University shall be a Trustee.

**TERM OF  
OFFICE**

**Section 4.** The term of office of the Chairman and Vice Chairman of the Board of Trustees shall be determined by the Trustees.

**AUTHORITY  
AND DUTIES  
OF PRESIDENT**

**Section 5.** The President shall be the Chief Executive Officer of the Corporation. He shall be responsible for carrying out the policies of the Corporation as determined by the Board of Trustees. He shall have and exercise general supervision over the business and affairs of the Corporation, and shall supervise and direct all the officers, agents and employees of the Corporation and prescribe such of their duties not otherwise prescribed by statute, the Articles of Association, these Bylaws, or by the Board of Trustees. He shall be responsible for all appointments to and removals from the staff and faculty not made by the Trustees, and shall report all new appointments and changes to the Trustees at their annual meeting.

He shall approve and sign all contracts which involve employment of persons by the Corporation, sign all diplomas issued by the Board, and perform such other duties as the Trustees in accordance with the Articles of Association may require. All checks greater than \$50,000 need to have two corporate signatures on the check register. He shall give from time to time to the Board and Board's several committees information respecting the state of the University and recommend such measures as he may deem necessary or expedient, and in transmitting such communications shall express his own views on the same. Such communications or reports shall be in writing whenever feasible or required.

He shall see that all laws, rules and regulations pertaining to the University are faithfully observed.

He shall have authority to give general direction to the instructional affairs of the University.

He shall make regulations for the government of the University and submit them to the

Board of Trustees for consideration at an annual or special meeting.

During the temporary absence of the President, Vice President or other officers of the University the President may name a member or members of the staff or faculty to perform these duties. At all other times he may delegate any of the duties he performs as Chief Executive Officer other than his duties specifically set forth in other sections of these Bylaws.

**AUTHORITY  
AND DUTIES OF  
CHAIRMAN AND  
VICE CHAIRMAN  
OF TRUSTEES**

**Section 6.** The Chairman of the Board of Trustees shall preside at all meetings of the Board except that the Vice Chairman shall act in the Chairman's stead when the Chairman is absent or incapacitated.

**AUTHORITY  
AND DUTIES OF  
DEAN AND VICE  
PRESIDENTS**

**Section 7.** The Vice President for Academic Affairs and Dean of the Faculty shall perform the duties delegated, and exercise the authority granted, by the Board of Trustees, or the President. As Dean of the Faculty, he shall call, and preside at all meetings of the faculty. In his absence, his duties shall be performed by such officer as may be designated by the President.

Other Vice Presidents, if any, shall have the authority and shall perform the duties assigned by the Board of Trustees or by the President.

**AUTHORITY  
AND DUTIES OF  
THE  
SECRETARY**

**Section 8.** The Secretary shall give proper notice of the meetings of the Board and the Executive Committee; he shall act as Secretary of the Board of Trustees and the Executive Committee, and shall keep separate records of the business transacted or other official activities at meetings thereof; he shall keep the common seal of the Corporation and attest the same when required by law; he shall draw up and transmit such papers as belong to his office; he shall be custodian of all important papers relating to the Corporation, including without limitation, contracts, obligations, the Articles of Association, the Bylaws, and all amendments, restatements and alterations thereof; he shall maintain his record books in chronological order, keep them on file on the premises of the University and make any available to the Board of Trustees or the Executive Committee, when requested by the Chairman of the Board or the President, so to do; and he shall do and perform such other duties as pertain to his office and as may be required by the Board of Trustees.

**AUTHORITY  
AND DUTIES OF  
THE ASSISTANT  
SECRETARIES**

**Section 9.** The Assistant Secretary or Secretaries shall assist the Secretary in the performance of his duties and shall generally perform all other duties delegated by the Secretary of the Board of Trustees.

**AUTHORITY  
AND DUTIES OF  
THE  
TREASURER**

**Section 10.** The Treasurer shall have the authority and be under the duty to take any action hereinbefore assigned to him. He shall receive and keep safely all monies of the Corporation; pay out such money in the manner prescribed heretofore in these Bylaws or hereafter prescribed herein or by the Board of Trustees; and he shall generally do and perform all other duties pertaining to his office which may be required by the Board of Trustees; provided, however, that he shall not pay out any monies except as authorized in an itemized budget of income and expenditures approved by the Trustees and currently in force, or in the case of particular items, as authorized by the Executive Committee, or in case of emergency, by the President. Authorization by the Executive Committee or by the President shall be reported to the Trustees at their next ensuing meeting.

A suitable bond may be required of the Treasurer, his Assistants, or any of his employees, if requested by the Trustees or the President.

**LIMITATION  
RESPECTING  
EXPENDITURES**

**Section 11.** No officer or employees, other than as provided above, shall obligate the Corporation for any expense not properly authorized.

**AUTHORITY  
AND DUTIES OF  
THE ASSISTANT  
TREASURER**

**Section 12.** The Assistant Treasurer or Treasurers shall assist the Treasurer in the performance of his duties and generally perform such other duties as are delegated by the Treasurer or by the Board of Trustees.

**APPOINTMENT,  
AUTHORITY  
AND DUTIES OF  
A  
COMPTROLLER**

**Section 13.** Comptrollers may be appointed by the Board of Trustees and a Comptroller, if there is one, shall supervise the keeping and have custody of all the Corporation's books of account and shall perform those duties usually performed by a Comptroller and report his findings to the Board of Trustees and the President of the University.

Because of the auditing nature of his duties, the Comptroller shall hold no other office.

**AUTHORITY  
AND DUTIES OF  
THE ASSISTANT  
COMPTROLLER**

**Section 14.** The Assistant Comptroller or Comptrollers, if there be such, shall assist the Comptroller in the performance of his duties and shall generally perform such other duties in the Comptroller's Department as may be delegated by the Comptroller or by the Board of Trustees.

**ARTICLE FIVE (A)**

**INDEPENDENT  
AUDIT**

At least annually, the financial affairs of the University shall be examined by independent certified public accountants selected and approved by the Board of Trustees. The accountants shall make a report of the results of their examination to the President and Board of Trustees.

**ARTICLE SIX**

**CONTINUITY OF SERVICE OF TRUSTEES AND OFFICERS**

**Section 1.** Each Trustee, each member of each Committee of the Board of Trustees and each officer of the Corporation in office at the time of the designation of his successor shall continue to serve until his successor has been chosen and accepted the office unless the Board of Trustees shall determine otherwise.

**ARTICLE SEVEN**

**REMOVAL FROM OFFICE: VACANCIES**

**REMOVAL OF  
TRUSTEES**

**Section 1.** A Trustee may be removed from office by the affirmative vote of two-thirds of the Trustees, after the Trustee whose removal is in issue has been granted a hearing, if requested, at an annual meeting or a special meeting called for the purpose.

**REMOVAL OF  
OFFICER**

**Section 2.** Any officer elected or appointed may be removed from office by the person or persons authorized to elect or appoint such officer whenever in his or their

judgment the best interests of the Corporation will be served thereby. The removal of an officer will be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

**VACANCIES IN  
BOARD OF  
TRUSTEES**

**Section 3.** Any vacancy occurring in the Board of Trustees, and any Trusteeship to be filled by reason of an increase in the number of Trustees may be filled by the remaining Trustees.

**VACANCIES OF  
OFFICERS**

**Section 4.** Any vacancy in any office may be filled under the procedure provided in Section 2 of Article Five hereof.

**ARTICLE EIGHT**

THE FACULTY: THE UNIVERSITY YEAR

**FACULTY  
MEMBERS**

**Section 1.** The faculty shall consist of the Dean or Deans of the appointed Professors, Associate Professors, Assistant Professors and Instructors.

**UNIVERSITY  
YEAR**

**Section 2.** Each University year shall begin and end on dates as determined by the Trustees in consultation with the President.

**OUTSIDE  
EMPLOYMENT  
ABSENCES**

**Section 3.** No member of the faculty or any employee shall absent himself from duty, or give his time or attention to any remunerative employment or business during term time outside the work for which he is engaged, without written permission of the President.

**ARTICLE NINE**

GOVERNMENT OF FACULTY AND STUDENTS

**ORDERS,  
RULES,  
REGULATIONS**

**Section 1.** The President shall be responsible for the publication of all orders, rules and regulations by which the faculty, staff, corps of cadets and students are governed.

**ARTICLE TEN**

EFFECT OF BYLAWS

**APPROVAL OF  
TRUSTEES**

**Section 1.** These Bylaws shall become effective upon approval by a majority of the Trustees in office at any annual or special meeting.

**REPEAL OF  
PRIOR BYLAWS**

**Section 2.** All Bylaws hitherto in force shall be repealed upon approval of these Bylaws as above provided.

**RETENTION OF**

**Section 3.** All Trustees, members of Committees of the Board of Trustees, and

**OFFICES  
TRUSTEES AND  
OTHERS**

officers , holding office at the time of approval of these Bylaws shall continue in office until the end of the respective terms for which they may have been elected or appointed.

**PERFORMANCE  
OF CONTRACTS**

**Section 4.** All contracts of employment in effect at the time of approval of these Bylaws shall be continued in full force and effect and shall be performed by the Corporation according to their terms.

## ARTICLE ELEVEN

### INDEMNIFICATION

#### COVERAGE OF INDEMNIFICATION

**Section 1.** As provided by Statute and by Article Four, Section 1 (n) of the Articles of Association, the Corporation shall indemnify any Trustee or Officer or Former Trustee or Officer of the Corporation, or any person who may have served at its request as a Director, Trustee or Officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such Director, Trustee, or Officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty to the Corporation; and the Corporation shall make any other indemnification for action taken or omitted on its behalf that shall be authorized by a resolution adopted by two-thirds of the Trustees then in office.

## ARTICLE TWELVE

### AMENDMENT OF BYLAWS

#### POWER OF TRUSTEES

**Section 1.** These Bylaws may be amended, in whole or in part, at any time, or from time to time, by the vote of a majority of Trustees in office at any annual or special meeting.

## CERTIFICATE

This is to certify that a duly warned meeting of the Board of Trustees of Norwich University, held at Boston in the County of Suffolk and State of Massachusetts, on this 29th day of January, 1974, the foregoing new Bylaws were adopted by a majority of the Trustees in office and have been duly recorded in the records of the University.

This is to certify that a duly warned meeting of the Board of Trustees of Norwich University, held at Northfield, Vermont, on the 6th of May, 1983, these Bylaws were amended - Article 4, Section 1 and Section 9, and renumbered Section 9 & 10 to 10 & 11 and Article 5, Section 7, First Paragraph - and adopted by a majority of the Trustees in office and have been duly recorded in the records of the University.

This is to certify that a duly warned meeting of the Board of Trustees of Norwich University, held at Phoenix, Arizona, on the 30th of January, 1998, these Bylaws were amended - Article 5, Section 5, Second Paragraph - and adopted by a majority of the Trustees in office and have been duly recorded in the records of the University.

This is to certify that a duly warned meeting of the Board of Trustees of Norwich University, held at Northfield, Vermont on the 9th of October, 2004, these Bylaws were amended - Article 3, Section 3, Article 3, Section 9 and Article 4, Section 8 - and adopted by a majority of the Trustees in office and have been duly recorded in the records of the University.

This is to certify that a duly warned meeting of the Board of Trustees of Norwich University, held at Northfield, Vermont on the 28th of October, 2005, Article 3 of these Bylaws was amended to add Section 10 and adopted by a majority of the Trustees in office and have been duly recorded in the records of the University.

This is to certify that a duly warned meeting of the Board of Trustees of Norwich University, held at Northfield, Vermont on the 18th of October, 2008, Article 3 of these Bylaws was amended to amend Section 7(a) and add Section 11 and adopted by a majority of the Trustees in office and have been duly recorded in the records of the University.

ATTEST: \_\_\_\_\_

\_\_\_\_\_  
**David J. Whaley**  
**Secretary**