

THE BYLAWS OF BRANDEIS UNIVERSITY

(These bylaws reflect the revisions voted at the meeting of the Board of Trustees on April 25, 2018)

Article I **THE CORPORATION**

The Corporation of Brandeis University shall consist of not more than fifty (50) voting Trustees, as provided under the terms of the Charter, Chapter 326 of the Laws of 1937 of the Commonwealth of Massachusetts, as amended by Chapter 257 of the Acts of 1961, as further amended by Chapter 371 of the Acts of 1968, and as further amended by Chapter 354 of the Acts of 1973.

Article II **TRUSTEES AND TERMS OF TRUSTEES**

SECTION A: **ELECTION OF TRUSTEES**

1. The Board of Trustees shall be self-perpetuating.
2. Nomination and Election:
 - a. The Nominating and Governance Committee shall screen potential nominees, investigating and assessing their suitability for consideration as Trustees, and determining whether to recommend to the Board of Trustees an individual for nomination as a Trustee.
 - b. The Nominating and Governance Committee shall submit a biographical summary and such other information it may deem useful of any individual it recommends for membership on the Board of Trustees.
 - c. Upon submission of the nomination to the Board of Trustees, and if the nominee has expressed a willingness to serve, the Chair of the Board of Trustees shall conduct a vote in accordance with the provisions of Article IV, Section B, 2a. of these Bylaws.
 - d. The Chair shall declare that an individual has been duly elected, if, with a majority of the eligible Trustees voting, three-quarters (3/4) of the votes cast are affirmative. The Chair of the Board of Trustees shall thereupon notify the individual.
 - d. The Nominating and Governance Committee shall establish a regular process of evaluating the participation of each Trustee throughout his or her term.
3. Term of Office:
 - a. A Trustee, regularly elected in the above-prescribed manner, shall serve for a period of four (4) years. If the Trustee is elected on or before December 31, his or her term will be

Deemed to have begun immediately following the prior spring Commencement; if elected on or after January 1, his or her term will be deemed to have begun immediately following the next spring Commencement. Subject to the limitations of subparagraphs (b), (c) and (e) below, the Board of Trustees may, at its discretion, elect a Trustee to additional four (4) year terms.

b. No Trustee, except as noted in subparagraphs (d) and (e), shall serve more than twelve (12) consecutive years, but any Trustee who shall have attained twelve (12) years of consecutive service, but who is in the midst of a term, may complete that term. Consecutive years of service shall include all years served, whether as a regular Trustee, Alumni Term Trustee, Chair of the Fellows of the University, President of the Brandeis Alumni Association, or President of the Brandeis National Committee.

c. A Trustee who has served for twelve (12) consecutive years shall be eligible for reelection to the Board of Trustees following a hiatus of not less than one (1) year. There shall be no limitation on the total number of terms to which a Trustee may be elected, provided that there is a hiatus of not less than one (1) year following each twelve (12) years of consecutive service.

d. With respect to any Officer of the Board, term of office shall take precedence over the limitation that Trusteeship may not exceed twelve (12) consecutive years; however, no person shall be elected or re-elected to any office, other than Chair or Vice Chair of the Board, if his or her service as a Trustee shall have exceeded twelve (12) consecutive years by the date on which his or her term of office as an Officer shall commence.

e. Any Trustee who shall have served as Chair of the Board of Trustees for at least one full, three-year term shall, at the end of his or her service as Chair, be re-elected to an additional four-year term as a Trustee, followed by retirement and status as a Trustee Emeritus/a, as provided in Article II, Section D.2.

f. Leaves of absence may be granted to voting Trustees on a case-by-case basis, upon recommendation of the Chair and a majority vote of the Board of Trustees.

SECTION B: ALUMNI TERM TRUSTEES

The membership of the Board of Trustees shall include four (4) Alumni Term Trustees, each serving for a term of four (4) years, as voting members of the Board, and elected in accordance with the procedures for the election of regular Trustees set forth in Article II, Section A 2. a to d.

1. The terms of the four (4) Alumni Term Trustees shall be so staggered that one (1) shall be elected each year.
2. An individual serving for the unexpired portion of the term of an Alumni Term Trustee may, upon the conclusion of that term, be immediately elected to a full, four-year term as and Alumni Term Trustee, provided the unexpired term portion did not exceed two years. The unexpired portion of the term of an Alumni Term Trustee that is equal to or exceeds

Two years shall be considered a full term for purposes of election in accordance with the provisions of Section B. 3 below.

3. An Alumni Term Trustee, upon completion of his or her term, shall not succeed to another Alumni term, except as noted in Section B. 2 above. Such Trustee, however, shall be eligible for election by the Board of Trustees under provisions of Section A. 2.

SECTION C: OTHER REPRESENTATIVE TRUSTEES

The Chair of the Board of Fellows of Brandeis University, the President of the Brandeis National Committee, and the President of the Brandeis Alumni Association shall, upon entering into incumbency of such office and upon approval of the voting Trustees, become voting members of the Board of Trustees, unless any such person is already serving as a Trustee. Any person so elected by the Board of Trustees by virtue of one of the foregoing particular offices shall serve only during his or her incumbency in that office. Upon termination of such incumbency, membership on the Board of Trustees of such person shall automatically expire.

SECTION D: TRUSTEES EMERITI/AE

1. When a Trustee leaves the Board due to resignation or term expiration, he or she will be eligible to be elected a Trustee Emeritus/a if he or she has served a minimum of two terms and has provided distinguished and meritorious service and leadership, and has made exceptional contributions, to the University.
2. A Trustee Emeritus/a is not a voting member of the Board of Trustees and is not included in the count of Trustees established by the Charter of the Corporation. A Trustee Emeritus/a automatically becomes a Fellow as described in Article VIII.

SECTION E: REMOVAL OR SUSPENSION OF A TRUSTEE OR OFFICER OF THE BOARD

A Trustee or Officer of the Board may be removed or suspended from office for cause deemed sufficient by those voting for such removal in accordance with the provisions set forth in Article IV, Section B, 2.b, ii.

Article III: OFFICERS AND TERMS OF SERVICE

SECTION A: OFFICERS OF THE CORPORATION

The Officers of the Corporation shall be a Chair (designated in the Charter as the President) of the Board of Trustees, up to three (3) Vice Chairs (designated in the Charter as the Vice Presidents), a Treasurer, a Secretary, an Assistant Treasurer, and an Assistant Secretary/Clerk.

SECTION B:

1. Each of the Officers shall be elected from the voting membership of the Board of Trustees upon nomination by the Nominating and Governance Committee, except the Treasurer, Assistant Treasurer and the Assistant Secretary/Clerk, and shall be elected by the Board of Trustees at the Annual Meeting or at such other designated meeting, with proper notice, by the Board of Trustees. The duly elected Officers of the Corporation shall assume their respective offices immediately upon the conclusion of the spring Commencement exercises of the University, unless the election of an officer is for the purpose of filling an existing vacancy, in which case the position will be filled immediately or upon a future date specified in the vote.
2. The term of office of the Chair, Vice Chair(s) and Secretary shall be three (3) years, running concurrently with the term of the Chair of the Board of Trustees, and the Vice Chair(s) shall be eligible to serve in the same office for a second consecutive term. The term of office of the Secretary shall be limited to one three-year term, and shall not be eligible for election to an additional consecutive term. Any other Officer who has served in the same office for two (2) consecutive terms shall not be eligible for election in that office for an additional consecutive term. *[The September 14, 2016 amendment concerning Officer terms running concurrently with the Chair's term shall take effect upon the next occurring expiration of each Officer's term after that date. Upon such expiration, the next elected Officer's term in each office shall be for the remainder of the Chair's then current term, and shall be treated as a full term for purposes of determining eligibility for re-election to that office.]*
3. A vacancy occurring in any office of the Corporation, except that of Treasurer, Assistant Treasurer and Assistant Secretary/Clerk, shall be filled by election of a successor from the voting membership of the Board of Trustees upon nomination by the Nominating and Governance Committee. Such successor's term shall run concurrently with the term of the Chair of the Board of Trustees and shall be treated as a full term for purposes of determining eligibility for re-election to that office.
4. Upon the President's recommendation, the Board of Trustees appoints the Treasurer, Assistant Treasurer and Assistant Secretary/Clerk from among the full-time employees of the University. The Assistant Secretary/Clerk shall be a resident of the Commonwealth of Massachusetts.

Article IV **POWERS OF TRUSTEES**

SECTION A: THE BOARD OF TRUSTEES

1. The Board of Trustees is the governing body of the Corporation, and has full power to determine all questions relating to the management of the Corporation and to control and fix its corporate and educational policies. Without limiting the foregoing, the Board of Trustees has power, in behalf of the Corporation, to acquire property, and to enter into contracts and to fix the terms of any such acquisition or disposition of property and of any such contracts, to

Borrow money or otherwise incur indebtedness and issue negotiable or other obligations of the Corporation and to secure the same by mortgage, pledge, or other lien, or otherwise upon any part of the property or assets of the Corporation.

2. Coordination Committee

a. Membership

The Coordination Committee shall include the Chair of the Board of Trustees, who shall serve as Chair of the Coordination Committee; the Vice Chairs of the Board of Trustees, who shall serve as Vice Chairs of the Coordination Committee; one current Faculty Representative to the Board of Trustees to be appointed by the Chair; and the Chairs and Co-Chairs of the Standing Committees as set forth in Article IV, Section A.2.c below.

b. Powers and Duties

(1) Subject to the limitations set forth in sub-paragraphs (2), (3) and (5) below, the Coordination Committee shall be charged with coordinating the work of the Standing Committees and is further authorized to exercise the powers of the Board of Trustees. In the exercise of such powers, the Coordination Committee shall take action on issues or matters of importance when the Chair proposes and the Committee concurs that an actual exigency of time so requires.

(2) The following powers are reserved to the Board alone and may not be delegated to the Coordination Committee:

- (i) to authorize amendment of the Charter;
- (ii) to authorize a merger or consolidation of the Corporation;
- (iii) to authorize dissolution of the Corporation; and
- (iv) to initiate a bankruptcy proceeding.

(3) Unless specifically authorized by the Board of Trustees, the Coordination Committee may not:

- (i) elect or remove trustees; or elect or remove the President or the Provost; or grant tenure to or remove a tenured member of the faculty; or appoint or remove any member of the staff or non-tenured member of the faculty.
- (ii) amend the Bylaws of the University; authorize the opening or closing of any school or academic department of the University; or award degrees.
- (iii) adopt or amend annual operating or capital budgets; authorize any unbudgeted facility, project, debt, or buy or sell property beyond

Board-approved guidelines; or set tuition or fees,

(iv) set the compensation of the President.

(4) The Coordination Committee shall serve as a resource for advice to, and consultation by, the President of the University, holding itself ready to respond to requests of the President for advice and counsel.

(5) The Board of Trustees may reverse or modify any vote of the Coordination Committee, but no such reversal or modification shall nullify or impair any payment, purchase, sale, contract, or definitive commitment made under the authority of the Coordination Committee.

c. Meetings

(1) The Coordination Committee shall meet at the call of the Chair of the Board or upon vote of the Committee or whenever not fewer than three members of the Coordination Committee so request in writing.

(2) A majority of the voting members of the Coordination Committee, including the Chair or one Vice Chair of the Board, shall constitute a quorum. Actions of the Coordination Committee shall be by majority vote of those present. Members may participate by telephone conference only at the discretion of the Chair. Notice of meetings may be sent by facsimile or electronic mail. Summary minutes of the meetings shall be distributed to the Board of Trustees reasonably promptly following the meeting of the Coordination Committee.

3. Other Committees

- a. The Board of Trustees may establish such Committees, in addition to the Coordination Committee, as it deems proper and advisable, may assign their duties and responsibilities (except that no such assignment shall, in the absence of approval of the Board, grant any Committee power to take any action reserved in the Charter or Bylaws to the Board), and subject to the terms of the corporate Charter and these Bylaws, may delegate authority to Committees and their Chairs and Co-Chairs. Authority granted to standing and *ad hoc* committees to act on behalf of the Board of Trustees shall be confirmed annually. The Chair of the Board of Trustees shall appoint Committee members, Chairs and Co-Chairs of such Committees. Committee Chairs and Co-Chairs must be voting Trustees, unless otherwise specifically authorized by the Coordination Committee.
- b. Committee Chairs and Co-Chairs shall normally be appointed for a one year term, but no Chair or Co-Chair shall serve more than a total of six consecutive years in the same position, and may be removed by the Chair of the Board, but only after consultation with the Nominating and Governance Committee and the President.

- c. In addition to the Coordination Committee, the Standing Committees of the Board of Trustees shall include but not be limited to:
 - (1) Academy
 - (2) Institutional Advancement
 - (3) Investment
 - (4) Nominating and Governance
 - (5) Resources
 - (6) Risk Management and Audit
- d. With the prior approval of the Chair of the Board of Trustees, each Standing Committee may establish subcommittees.
- e. The Chair of the Board of Trustees shall have the authority to establish *ad hoc* Committees and to appoint Committee members, Chairs and Co-Chairs of such Committees. Committee Chairs and Co-Chairs must be voting Trustees, unless otherwise specifically authorized by the Coordination Committee. Members of Committees may be Trustees or non-Trustees, but only Trustees may vote on Committee matters.
- f. Each Committee member shall be familiar with and comply with the University's Conflict of Interest Policy for Trustees, Officers and Committee Members.
- g. The Standing Committees shall have the authority as stated in their mandates, which shall be annually approved by the Board of Trustees.

SECTION B: VOTING

- 1. There shall be no proxy voting.
- 2. All actions of the Board of Trustees, including regular resolutions, elections and appointments, shall be by majority vote of those present at a duly called meeting where a quorum is present, except for the following:
 - a. an affirmative vote of three-quarters of the voting Trustees in attendance at a regularly scheduled meeting of the Board of Trustees shall be required to elect a Trustee or an Officer of the Board,
 - b. a two-thirds (2/3) affirmative vote of the Trustees eligible to vote, shall be necessary:
 - (i) to establish, suspend or discontinue the operation of any school or academic department of the University;
 - (ii) to remove from office a Trustee or Officer of the Board of Trustees for cause deemed sufficient by those voting for such removal.

3. In the absence of a duly called meeting of the Board of Trustees, votes of the Board of Trustees may be taken by unanimous written consent. Ballots must be signed by Trustees and may be returned by facsimile. An action is deemed approved by ballot vote if approved in the affirmative by all Trustees eligible to vote.

SECTION C: QUORUM

A majority of the total number of members of the Board of Trustees eligible to vote shall be necessary to constitute a quorum at any regular or special meeting of the Board of Trustees. Trustees may participate in a meeting of the Board of Trustees by telephone, video or web conference at the discretion of the Chair.

Article V **DUTIES OF OFFICERS**

SECTION A: THE CHAIR

The Chair of the Board of Trustees shall have the powers and perform the duties customarily belonging to such office. The Chair shall preside at all meetings of the Board of Trustees and is responsible for the preparation of the agenda of meetings of the Board of Trustees, and the appointment of the Chair, Co-Chairs and all members of Standing Committees of the Board of Trustees. The Chair of the Board serves as Chair of the Coordination Committee of the Board of Trustees.

SECTION B: THE VICE CHAIR/S

In the event of the absence or incapacity of the Chair of the Board of Trustees, his or her duties shall be performed by a Vice Chair designated by the Chair or, if the Chair is unable to designate a Vice Chair, elected by the Board as Chair *pro tempore*.

SECTION C: THE TREASURER

The Treasurer shall keep, or cause to be kept, full and accurate accounts of all receipts and disbursements of funds and complete records of all other property of the Corporation. He or she shall, in the name of the Corporation, issue, or cause to be issued, receipts for funds or other property, deposit and disburse funds, and see to the custody of all other property as the Board of Trustees shall direct. He or she shall make, or cause to be made, reports to the Board of Trustees and to others as required with respect to the financial condition of the Corporation in such form and at such intervals as the Board of Trustees shall direct; and he or she shall perform, or cause to be performed, all duties that are incident to the office of the Treasurer, subject at all times to the authority and control of the Board of Trustees. The Assistant Treasurer shall aid the Treasurer in the performance of his or her duties, and shall perform such other tasks incident thereto as the Board of Trustees may direct.

SECTION D: THE SECRETARY

The Secretary shall arrange, or cause to arrange, for proceedings of the Board of Trustees to be properly recorded and stored. The Secretary shall be responsible for securing the seal of the Corporation and fulfilling such other obligations as are established by corporate law in the Commonwealth of Massachusetts. The Assistant Secretary/Clerk shall aid the Secretary in the performance of his or her duties, and shall perform such other tasks incident thereto as the Board of Trustees may direct.

Article VI **MEETINGS OF TRUSTEES**

SECTION A: **ANNUAL MEETING AND OTHER MEETINGS**

The Annual Meeting of the Board of Trustees shall be held each year at the University, in Waltham, Massachusetts. The Chair of the Board or the Assistant Secretary of the Corporation shall designate the meeting as the “Annual Meeting” in the call of such meeting and in all related matters. Other regular meetings shall be held on such dates and in such locations as determined by the Chair. Special meetings shall be called by the Assistant Secretary at the request of the Chair or upon the written request to the Chair or Assistant Secretary of not fewer than ten (10) of the Trustees. The Assistant Secretary shall send notice of all regular meetings at least ten (10) days in advance. The Assistant Secretary shall send notice of all special meetings at least twenty-four (24) hours in advance, by telefax and/or electronic mail. In exigent circumstances, a special meeting may be called with a notice period of fewer than twenty-four (24) hours.

In this context, exigency shall be determined in the sole discretion of the Chair and the President. If the President is absent or incapacitated, the Chair shall consult with one or more of the Vice Chairs. Any Trustee may waive notice of any meeting, and the attendance of a Trustee at any meeting shall constitute a waiver of notice by him or her of such meeting. As provided in Article IV, Section C, Trustees may participate in regular or special meetings of the Board of Trustees, by telephone, video or web conference at the discretion of the Chair.

SECTION B:

Notice and a copy of the agenda of a meeting of the Board of Trustees shall be sent by mail, fax or electronically to all Trustees. The Chair shall prepare the agenda. A matter that has not been set forth on the agenda shall be voted upon only with the consent of two-thirds (2/3) of the Trustees present at the meeting. Such consent shall be considered to have been given, and any objection waived, if two-thirds (2/3) or more of the Trustees at such meeting vote on such matter.

SECTION C:

The Board of Trustees may hold any regular or special meeting, or any part thereof, in executive session with participation limited to voting Trustees with such exceptions as the Board of Trustees may provide. Any Committee of the Board of Trustees, with the approval of the Chair of the Board, may hold any regular or special meeting, or any part thereof, in executive session, with participation limited to voting members of the Board and such other individuals as may be designated by the Chair of the Committee with the concurrence of the Chair of the Board.

Article VII

CONFLICT OF INTEREST

1. Each trustee shall be familiar with and comply with the University's Conflict of Interest Policy for Trustees, Officers and Committee Members, as it shall be approved and amended by the Board of Trustees from time to time.
2. Subject to the terms and conditions of such policy, a Trustee may be a party to, or may be financially or otherwise interested in, a matter affecting the University, whether directly or indirectly, provided that such interest shall have been disclosed and approved in accordance with such policy prior to any action taken with respect thereto by the Board of Trustees.
3. Subject to the terms and conditions of such policy, in any matter in which a Trustee has been or may be determined to have a conflict of interest:
 - a. Such Trustee shall not be counted in determining a quorum for a meeting of the Board of Trustees;
 - b. Such Trustee shall abstain from participating in the matter and shall absent himself or herself from that part of the meeting during which such matter is under consideration, except that he or she may be invited by the Board of Trustees to make a statement to it or answer questions;
 - c. Such Trustee shall not vote on the matter; and
 - d. Such Trustee shall not use his or her personal influence in any manner with respect to such matter.
4. Annual confidentiality and conflict of interest statements shall be submitted by each Trustee and reviewed by the Coordination Committee, pursuant to such policy and its procedures.

Article VIII

THE BOARD OF FELLOWS OF BRANDEIS UNIVERSITY

The Board of Trustees may elect distinguished individuals as members of the Board of Fellows of Brandeis University for the purpose of fostering and advancing the welfare of the University. The President shall propose candidates to the Nominating and Governance Committee of the Board of Trustees, which shall present nominees for election of the Board of Trustees upon recommendation of the President of the University and the Nominating and Governance Committee.

The Chair of the Board of Fellows shall be nominated from the roster of Fellows or Trustees and shall be elected by the Board of Trustees for a three-year term and may be reelected for one consecutive three-year term. The Chair of the Board of Fellows, in consultation with the Chair of the Board of Trustees, may call meetings of the Fellows at designated times and places.

Members of the Board of Fellows shall retain their status as Life Members of the Board of Fellows of Brandeis University unless special circumstances warrant removal.

Article IX FACULTY AND OFFICERS OF ADMINISTRATION

SECTION A: THE PRESIDENT

The Board of Trustees appoints the President of the University. The President, by virtue of office, is a voting member and attends all meetings of the Board of Trustees, except during an evaluation of his or her performance, following which the President shall have the opportunity of addressing any issues raised before the Board. The President also serves *ex officio*, in a voting capacity, on all committees of the Board of Trustees, except the Audit and Risk Management Committee.

SECTION B:

1. The President of the University is the Chief Executive Officer of the University, charged with the responsibility for all academic, administrative, financial, and other activities and with the execution of all policies established by the Board of Trustees. The President shall be a member of each faculty.
2. The Provost, those Vice Presidents reporting directly to the President, the General Counsel, and members of the Faculty within the tenure structure are appointed or promoted by the Board of Trustees upon the recommendation of the President of the University.
3. The President may delegate to academic and administrative officers such matters as he or she may deem appropriate.

SECTION C:

1. The President of the University, or the Provost and Senior Vice President for Academic Affairs, or the Executive Vice President for Finance and Administration, or the Chief Financial Officer and Treasurer, are authorized to sign, seal and execute on behalf of the University, the following documents: acceptances of gifts; pledges of money or securities or of real or personal property; discharges of mortgages; releases, receipts and indemnity agreements; contracts and agreements pertaining to all forms of benefaction, including without limitation life income trusts, chairs, endowments, and designated physical facilities; documents related to the investment of assets; agreements relating to employment; and any and all instruments that are involved in the regular course of the University's operations, including the implementation of cash management through the execution of loans for seasonal borrowing, to open custodial accounts, and to execute applications in connection with federal and state loan authorities.
2. Further, the said officers are authorized to sign, seal and execute on behalf of the University, any document to purchase or sell real estate, goods, equipment, facilities and services, including the financing thereof through lease arrangements, in an amount not to exceed \$1.0 million per transaction, unless such transaction has been duly authorized by the Board of Trustees.

3. The President of the University alone may delegate his or her powers concerning the signing and execution of documents and instruments to other designated senior officials of the University, but only under explicit and limited circumstances.

Article X **FACULTY AND STUDENT REPRESENTATIVES TO THE BOARD OF TRUSTEES**

1. The Chair of the Faculty Senate serves *ex officio*, in a non-voting capacity, as a member of the Board of Trustees. In addition, there shall be four faculty representatives to the Board of Trustees elected through a process organized by the Faculty Senate. Faculty representatives are not Trustees and do not vote on matters before the Board of Trustees or its Committees. Faculty representatives participate on the Board of Trustees in order to help inform its members about issues, but not to make decisions. Faculty representatives and the Faculty Senate Chair will be assigned to Committees as determined by the Chair of the Board of Trustees.

2. The Board of Trustees may authorize the election of student representatives to the Board of Trustees under such terms and procedures as it deems appropriate. Such representatives are not Trustees and do not vote on matters before the Board of Trustees or its Committees.

3. Except as provided in Article VI, Section C, faculty and student representatives attend meetings of the Board of Trustees and its Committees, receive minutes, agenda, and other documents, and speak on matters before those Committees to which the Chair of the Board of Trustees has assigned them.

Article XI **INDEMNIFICATION**

1. Each Trustee, all Officers of the Corporation, all members of Board Committees, the President, the Provost, all Deans and Vice Presidents of the University, including all past incumbents of these several positions, shall be indemnified by it against all expenses actually and necessarily incurred by such individuals in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of his or her being or having been in such role, except in relation to matters as to which such individual(s) shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

2. The Board of Trustees may, in its discretion, authorize from time to time the indemnification of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the Corporation or who serves at the request of the Corporation as an employee or other agent of an organization in which the Corporation has an interest, but only to the extent permitted from time to time by law.