

THE STATE OF NEW HAMPSHIRE

HILLSBOROUGH, SS.
NORTHERN DISTRICT

SUPERIOR COURT
216-2019-CV-01068

Saint Anselm College Corporation
100 Saint Anselm Drive
Manchester, NH 03102

and

Abbot Mark Cooper, O.S.B.
Chair of the Members and Chancellor of the College
100 Saint Anselm Drive
Manchester, NH 03102

v.

Board of Trustees of Saint Anselm College
100 Saint Anselm Drive
Manchester, NH 03102

**VERIFIED PETITION FOR DECLARATORY JUDGMENT
AND INJUNCTIVE RELIEF**

NOW COMES the petitioners, Saint Anselm College Corporation, and Abbot Mark Cooper, O.S.B., Chancellor of the College and Chair of the Corporation Members, by and through their attorneys, Wadleigh, Starr & Peters, PLLC, and says as follows:

PARTIES

1. Saint Anselm College Corporation is a New Hampshire non-profit corporation legislatively created on August 1, 1889 under the name the Order of Saint Benedict of New Hampshire (the "Corporation.") 1889 N.H. Laws Chapter 213. See attached as Exhibit A.

2. The Members of the Corporation are all Benedictine Monks of the Chapter of Saint Anselm Abbey and are the successors to the five original Benedictine Monks (Hilary Pfraengle, P. Sylvester Joerg, Leonard Walter, Hugo Paff and Aloysius Gorman) who organized and formed the Order of Saint Benedict of New Hampshire in 1889.

3. Abbot Mark Cooper, O.S.B is currently the Chair of the Members, the Chancellor of the College as well as an ex officio Trustee.

4. The Board of Trustees, consisting of 40 trustees, are successors to the Board of Trustees formed following the Members' Amendment of Saint Anselm College's Bylaws in 2009.

JURISDICTION AND VENUE

5. Venue is proper in this Court pursuant to RSA 507:9 as Saint Anselm College is located in Hillsborough County and more than one Member and more than one Trustee reside in Hillsborough County.

6. Pursuant to Article VII (1)(i) of the Saint Anselm College Corporation Bylaws, the Chair of the Members "shall have the authority to execute and sign all documents pertaining to the business of the Corporation."

7. This Court has jurisdiction over this matter pursuant to RSA 491:22.

FACTS

8. Saint Benedict (480-547) founded the monastery of Monte Cassino where he wrote the Rule of Saint Benedict. Through the prayer and work of his followers, Benedict profoundly influenced the spiritual, educational, and cultural life of Western civilization.

9. The first Benedictine foundation in the United States was established in 1846 at Latrobe, Pennsylvania. This monastery, Saint Vincent Archabbey, became the first abbey of the American-Cassinese Congregation. From here, a daughter house, Saint Mary's Abbey in Newark, N.J., was founded in 1857. In 1889, several Benedictine Monks came to New Hampshire from Newark in order to found what would eventually be called Saint Anselm College.
10. On August 1, 1889, the New Hampshire Legislature incorporated "The Order of Saint Benedict of New Hampshire" by its adoption of 1889 NH LAWS 213. See attached as Exhibit A.
11. The Order of Saint Benedict of New Hampshire later changed its name to Saint Anselm College.
12. Saint Anselm College is a 501(c)(3) tax exempt entity under the IRS's group ruling for the United States Conference of Catholic Bishops.
13. Saint Anselm College's Legislative Charter states that the purpose of the corporation is "for religious and charitable purposes, for the education of youth, for establishing churches and conducting services therein." See Exhibit A.
14. Saint Anselm College's Legislative Charter lists as its Members five Benedictine Monks including Abbot "Hilary Pfraengle, [Father] P. Sylvester Joerg, [Father] Leonard Walter, [Father] Hugo Paff and [Father] Aloysius Gorman, their associates and successors."

15. The 1889 Legislative Charter granted these five Monk Members and their associates and successors the power to “make such by-laws for the government of said corporation, and the admission and expulsion of members and associates thereof, as they shall deem necessary and proper.”
16. For the past 130 years, the Monk Members have admitted new Members to the Corporation as they entered into solemn vows in accordance with the ecclesiastical requirements of their Benedictine Order.
17. The New Hampshire Legislature amended Saint Anselm College’s Charter in 1895 to grant authority to confer degrees and diplomas and again in 1925 as it pertained to the limitation on property holdings and the calling of meetings but otherwise left unchanged the power vested in the Members to make by-laws for the corporation as stated in the 1889 Legislative Charter. See attached as Exhibits B and C.
18. Other than the 1895 and 1925 amendments, the Legislature has not further amended Saint Anselm College’s charter.
19. As of December 31, 1991, Saint Anselm College’s bylaws had a nine member Board of Trustees, (also known as the Governing Board) selected from among the Monk Members, who were responsible for the running of the College. See attached as Exhibit D.
20. The 1991 Bylaws were still in force as of January 1, 2009.

21. The 1991 Bylaws, while delegating substantial powers to the nine Monk Board of Trustees, reserved to the full Members the power to amend the bylaws. See attached at Exhibit D.
22. In 2009, the Monk Members made several changes to the bylaws, including increasing the number of trustees to 40 and limiting the number of Member Trustees to 7 of the 40. See attached 2009 Bylaws at Exhibit E.
23. The January 27, 2009 Bylaw Amendments were adopted by the Members, not the Board of Trustees. See Members Minutes at Exhibit F.
24. The Nine Monk Board of Trustees never voted as a body to adopt the 2009 Bylaws.
25. The Nine Monk Member Board of Trustees as of January 1, 2009 consisted of Abbot Matthew K. Leavy, Brother Isaac T. Murphy, Rev. Peter J. Guerin, Rev. Mark A. Cooper, Rev. Jerome J. Day, Rev. Jonathan P. DeFelice, Rev. John R. Fortin, Rev. William J. Sullivan, and Brother Andrew L. Thornton.
26. The 2009 Bylaws reserved several powers to the Monk Members including the power to determine the Catholic and Benedictine mission and identity of the College and to approve any changes to the bylaws.
27. The 2009 Bylaws also limited the terms of non-Member trustees to a maximum of three consecutive three-year terms.
28. The 2009 Bylaws were further amended by the Members as recommended by the Board of Trustees in 2015, 2017 and on May 26, 2019 to the bylaws as attached at Exhibit G.

29. In August of 2019, the leadership of the Board of Trustees proposed further changes to the bylaws including limiting the Monk Members' power to determine what constitutes the College's Catholic and Benedictine mission and identity, limiting the Monk Members' power to approve changes to the bylaws, extending the terms of the leadership of the Board of Trustees, many of whom joined the board in 2011 and were to face term limits in 2020, as well as other changes.
30. Emails from the Chair of the Board of Trustees in May 2019 indicated that the Trustees understood, at least as of May 2019, that no bylaw amendments could be adopted without the consent of the Members.
31. After meeting several times to consider the Board of Trustees' proposals made over the summer months, the Members responded in an August 30, 2019 letter that it would not be adopting the proposed changes to the bylaws as the Members determined that it would not be in the best interests of the College to adopt these changes. See August 30, 2019 Letter (with Exhibits) attached as Exhibit H.
32. In particular, the Members' August 30, 2019 Letter stated:
- "These changes put forward by the leadership of the Board of Trustees carry an unreasonable risk of the secularization of Saint Anselm College. Saint Anselm College is a Catholic institution and the Members have certain powers in order to guarantee fulfillment of their ecclesiastical responsibility to educate consistent with the Catholic faith. The Members would be violating their own fiduciary duties to the College to allow it to be secularized."

33. Following the Members' rejection of the Board of Trustees' proposed amendments, the Board of Trustees, at their September 20, 2019 meeting decided to assert that RSA 292:6 (adopted by 1991 NH LAWS 261, effective January 1, 1992) statutorily required that boards of trustees be vested with the power to amend the bylaws regardless of the fact that the Legislative Charter reserved the power to the Monk Members and their successors, the current and all previous versions of the bylaws have reserved this power to the Monk Members and Saint Anselm College has operated under the understanding that the bylaws may only be amended by the Members since at least 1980. See Exhibit D, page 5.
34. RSA 292:6 is not applicable to Saint Anselm College but, even if it were applicable, the statute would allow for legislative charters such as Saint Anselm College's 1889 Charter, to reserve the amending power to the Members.
35. A dispute has arisen between the Members and the Trustees of Saint Anselm College regarding who has the legal and equitable authority to adopt amendments to the bylaws.
36. On October 11, 2019, the Board of Trustees' bylaws subcommittee proposed several substantial changes to the Colleges bylaws including changing the procedures for adopting bylaws, minimizing the Monk Members ability to exercise their reserved powers to protect the Catholic and Benedictine mission

and identity of the College, and extending the terms of the leadership of the Board of Trustees.¹

37. On October 18, 2019, the Board of Trustees, by a vote of 21 in favor 5 against and 4 abstaining voted to adopt several bylaw amendments which, if the vote resulted in a valid bylaw change, would diminish the Members' rights and the Chair of the Member's rights.
38. Several trustees who voted in the affirmative on October 18, 2019 were voting, among other changes, to extend their own terms as 9 of the trustees voting are subject to term limits.
39. If nine fewer trustees who had voted in the affirmative had not voted on the bylaw amendments on October 18, 2019, a two thirds majority as required by Article XX of the bylaws would not have been achieved.
40. On October 29, 2019, the Members voted to repeal the bylaw amendments proposed on October 18, 2019 under RSA 292:6 as well as voted to not adopt these proposals under Article XX of the bylaws.
41. The Board of Trustees' October 18, 2019 bylaw amendment proposals were not adopted.
42. On October 29, 2019, the Members adopted restated and revised bylaws that incorporated changes agreed upon by both the Trustees and the Members but

¹ The Saint Anselm College bylaws provide for non-Member Trustees to be selected for a maximum of three consecutive terms of three years for a total of nine consecutive years. Several of the leaders of the Board of Trustees terms are set to expire in June 2020 unless the bylaws are amended to extend these terms. The leaders of the Board of Trustees have asserted that they have the power to extend their own terms contrary to the term limits in the bylaws.

did not change the amending power as asserted by the Trustees and opposed by the Members.

43. The bylaws attached at Exhibit I are the currently valid bylaws of Saint Anselm College.

COUNT 1: DECLARATORY JUDGMENT

44. All previous allegations are restated and incorporated herein.

45. The Members and the Board of Trustees both claim the legal and equitable right to amend the college's bylaws.

46. RSA 292:6 does not retroactively apply to organizations pre-existing the adoption of this statute.

47. Saint Anselm College's 1889 Charter specifically reserved the bylaw amending power to the 5 Benedictine Monks listed in the Legislative Charter as well as their "associates and successors."

48. The current 23 Monks of Saint Anselm Abbey, including Abbot Mark Cooper, are the successors to the 5 Benedictine Monks listed in the 1889 Legislative Charter.

49. If the Members are correct that they retain the power to amend the bylaws, then the current bylaws that the College has been operating under for the past ten years and last amended on October 29, 2019, as attached as Exhibit I, are the valid bylaws.

50. Proposed changes to Saint Anselm College's bylaws are only effective after a 2/3 affirmative vote of the Members to adopt the changes.

51. If the Trustees are correct that RSA 292:6 precluded the Members from adopting any amendments to the bylaws after RSA 292:6 was adopted in 1992, then the 1991 bylaws (attached at Exhibit D) are still the valid bylaws until the Trustees of Saint Anselm College, as constituted by the 1991 bylaws, adopts new bylaws.
52. The Court should declare which bylaws are the valid bylaws of Saint Anselm College.

COUNT II: INJUNCTIVE RELIEF

53. All previous allegations are restated and incorporated herein.
54. The leadership of the Board of Trustees have asserted that they have the power to amend the bylaws including changing the procedures for amending bylaws.
55. The Board of Trustees has in the past and is expected to in the future assert bylaws that they adopt by a simple majority are the valid bylaws without the necessity of consent by the Members.
56. Among the proposed amendments pushed by the Board of Trustees is an extension of the terms of several Trustees past 2020 when they are supposed to go off the Board of Trustees.
57. This Court should enjoin the Trustees from amending the bylaws or representing to others that they have the power to amend the bylaws without the consent of the Members as reserved in the 1889 Legislative Charter, the 1991 Bylaws and Article XX of the January 27, 2009, May 26, 2019 and October 29, 2019 Bylaws.

PRAYERS FOR RELIEF

WHEREFORE, the Petitioner respectfully requests this Honorable Court:

- a. Enter a Declaratory Judgment holding RSA 292:6 does not retroactively apply to a pre-existing religious non-profit corporation such Saint Anselm College but, even if it were applicable, the statute would allow for legislative charters such as Saint Anselm College's 1889 Charter, to reserve the amending power to the Members,
- b. Enter a Declaratory Judgment that the October 29, 2019 Bylaws, recommended by the Board of Trustees and approved by the Members is the currently valid bylaws and any future amendments must be adopted in accordance with Article XX of these bylaws, as may be amended by the Members; or, in the alternative,
- c. Enter a Declaratory Judgment that the January 27, 2009 Bylaws, never having been adopted at a meeting of the Nine Monk Board of Trustees pursuant to RSA 292:6, was never validly adopted and therefore the 1991 Bylaws are the currently valid bylaws and the Board of Trustees consists of the nine trustees provided for in the 1991 Bylaws and not the 40 trustees proposed by the January 27, 2009 bylaws;
- d. Issue a Preliminary and Permanent Injunction enjoining Board of Trustees from taking action under invalid bylaws or purporting to have authority to amend the bylaws and that the bylaws may only be amended by the Members under the power reserved in the 1889 Legislative Charter, the 1991 Bylaws and Article XX of the January 27, 2009 bylaws, the May 2019 Bylaws and October 29, 2019 bylaws; and
- e. Such other and further relief as may be just and equitable.

Respectfully submitted,

SAINT ANSELM COLLEGE

By its attorneys,

WADLEIGH, STARR & PETERS, PLLC

Date: 11-27-19

By: MJT

Michael J. Tierney, Esq., NH Bar 17173

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Manchester, NH 03101

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mtierney@wadleighlaw.com

VERIFICATION

Under pain and penalty of perjury, I, Abbot Mark Cooper, OSB, state that I have read this complaint and have verified the allegations contained therein based upon personal knowledge and information.

Mark Cooper
Abbot Mark Cooper, OSB

Dated: November 27, 2019

THE STATE OF NEW HAMPSHIRE
HILLSBOROUGH, SS

Personally appeared the above named Abbot Mark Cooper, OSB, and acknowledged the foregoing to be true to the best of his knowledge and belief.

Before me,

Lisa B. Murphy
Justice of the Peace/Notary Public
My commission expires _____

INDEX OF EXHIBITS

- A 1889 Legislative Charter
- B 1895 Legislative Amendment
- C 1925 Legislative Amendment
- D 1991 Bylaws
- E 2009 Bylaws
- F Members Chapter Meeting Minutes of January 27, 2009
- G May 26, 2019 Bylaws
- H August 30, 2019 Letter without Attachments
- I October 29, 2019 Bylaws

EXHIBIT A

SECT. 3. Said railroad shall not be required to operate any of its future extensions beyond the compact part of the city of Manchester, except at such seasons of the year as its directors may designate. Optional operation.

SECT. 4. This act shall take effect upon its passage.

Takes effect, when.

[Approved August 1, 1889.]

CHAPTER 213.

AN ACT TO INCORPORATE THE ORDER OF SAINT BENEDICT, OF NEW HAMPSHIRE.

SECTION

1. Corporation constituted.
2. First meeting.

SECTION

3. Subject to repeal; takes effect, when.

Be it enacted by the Senate and House of Representatives in General Court convened:

SECTION 1. That Hilary Pfraengle, P. Sylvester Joërg, Leonard Walter, Hugo Paff, and Aloysius Gorman, their associates and successors, be and hereby are created a body politic and corporate, by the name of the Order of Saint Benedict, of the State of New Hampshire, for religious and charitable purposes, for the education of youth, for establishing churches and conducting services therein; and by that name may sue and be sued, prosecute and defend to final judgment and execution, and shall be and hereby are invested with all the powers and privileges, and made subject to all the liabilities of corporations of a similar nature, and may take and hold real and personal estate by purchase, devise, donation, payment, or otherwise, to an amount not exceeding one hundred thousand dollars, for the purposes of said corporation, and the same may sell, convey, use, enjoy, and dispose of at pleasure; may have a common seal, and change the same at pleasure; may make such by-laws for the government of said corporation, and the admission and expulsion of members and associates thereof, as they shall deem necessary and proper, not inconsistent with the laws of this State or nation, and upon any member or associate refusing to conform to the by-laws so made, he shall cease to be a member of said body corporate. Corporation constituted.

SECT. 2. Any three of said grantees may call a meeting of the said corporation at such time and place as they may elect, by publishing a notice thereof in some newspaper published in the city of Manchester fifteen days previous to the day of meeting, and at such meeting or an adjournment thereof may elect such officers as they see fit, and prescribe their term of office. First meeting.

SECT. 3. The legislature may alter, amend, or repeal this act whenever in their opinion the public good requires it; and this act shall take effect upon its passage. Subject to repeal; takes effect, when.

[Approved August 1, 1889.]

EXHIBIT B

dollars of the said bonds in each of the years 1901 to 1910 inclusive; three thousand dollars of the said bonds in each of the years 1911 to 1920 inclusive; and four thousand dollars of the said bonds in each of the years 1921 to 1925 inclusive,—and shall be signed by the fire engineers of the precinct or a majority thereof, countersigned by the treasurer, and shall bear the seal of the precinct.

SECT. 2. The votes of the precinct passed on the 6th March and 10th April, 1894, in relation to the issue of water bonds of the Lancaster fire precinct, and all acts done by any officers of the precinct in pursuance of such votes, are hereby ratified and confirmed; and all bonds purporting to be authorized by the vote of the precinct passed at the meeting held on the 10th April, 1894, and by authority of the said act approved 29th January, 1895, and signed and sealed as hereinbefore provided, shall, in favor of *bona fide* holders, be conclusively presumed to have been duly and regularly authorized and issued, and shall be valid and binding obligations of the Lancaster fire precinct.

Votes of precinct and acts of officers confirmed; bonds valid and binding.

SECT. 3. This act shall take effect on its passage.

Takes effect.

[Approved February 28, 1895.]

CHAPTER 191.

AN ACT IN AMENDMENT OF "AN ACT TO INCORPORATE THE ORDER OF SAINT BENEDICT OF NEW HAMPSHIRE," APPROVED AUGUST 1, 1889.

SECTION 1. The establishment of St. Anselm college authorized.

Be it enacted by the Senate and House of Representatives in General Court convened:

SECTION 1. Insert after section 1 in said act,—and said corporation may establish in Goffstown, in the county of Hillsborough, an institution of learning known as Saint Anselm college, may prescribe the rules for the government of said college, the course of study to be pursued therein, and may confer such degrees and diplomas upon the graduates thereof as are conferred by institutions of like character.

The establishment of St. Anselm college authorized.

[Approved February 28, 1895.]

EXHIBIT C

CHAPTER 316.

AN ACT IN AMENDMENT OF SECTIONS 1 AND 2 OF AN ACT ENTITLED
 "AN ACT TO INCORPORATE THE ORDER OF SAINT BENEDICT OF THE
 STATE OF NEW HAMPSHIRE," OF THE SESSION LAWS OF 1889.

SECTION

1. Limitation on property holdings re-
moved.
2. Manner of calling meeting of cor-
poration.

SECTION

3. Right of amendment or repeal re-
served; takes effect on passage.

*Be it enacted by the Senate and House of Representatives in
 General Court convened:*

SECTION 1. That section 1 of an act entitled "An Act to incor-^{Limitation on}
 porate the Order of Saint Benedict of the State of New Hamp-^{property hold-}
 shire," of the session Laws of 1889, be and the same is hereby ^{ings removed.}
 amended by striking out the words "the state of" in the fourth line
 of said section, and the words "to an amount not exceeding one
 hundred thousand dollars" beginning in line twelve of said section,
 so that said section as amended shall read as follows: SECTION 1.
 That Hilary Pfraengle, P. Sylvester Joerg, Leonard Walter, Hugo
 Paff, and Aloysius Gorman, their associates and successors, be and
 hereby are created a body politic and corporate, by the name of the
 Order of Saint Benedict of New Hampshire, for religious and char-
 itable purposes, for the education of youth, for establishing churches
 and conducting services therein; and by that name may sue, and be
 sued, prosecute and defend to final judgment and execution, and
 shall be and hereby are invested with all the powers and privileges,
 and made subject to all the liabilities of corporations of a similar
 nature, and may take and hold real and personal estate by purchase,
 devise, donation, payment, or otherwise, for the purposes of said
 corporation, and the same may sell, convey, use, enjoy, and dispose
 of at pleasure; may have a common seal and change the same at
 pleasure; may make such by-laws for the government of said cor-
 poration, and the admission and expulsion of members and asso-
 ciates thereof, as they shall deem necessary and proper, not incon-
 sistent with the laws of this state or nation, and upon any member
 or associate refusing to conform to the by-laws so made, he shall
 cease to be a member of said body corporate.

SECT. 2. That section 2 of said act is hereby amended by ^{Manner of}
 striking out the words "by publishing a notice thereof in some news-^{calling meeting}
 paper published in the city of Manchester fifteen days previous to ^{of corporation.}
 the day of meeting," beginning on the second line of said section,
 so that said section as amended shall read as follows: SECT. 2. Any
 three of said grantees may call a meeting of the said corporation at
 such time and place as they may elect, and at such meeting or an

adjournment thereof may elect such officers as they see fit, and prescribe their term of office.

Right of amendment or repeal reserved; takes effect on passage.

SECT. 3. The legislature may alter, amend, or repeal this act whenever in their opinion the public good requires it; and this act shall take effect upon its passage.

[Approved April 10, 1925.]

CHAPTER 317.

AN ACT TO ENABLE THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF WORCESTER TO HOLD PROPERTY IN NEW HAMPSHIRE.

SECTION

1. May hold property in New Hampshire.

SECTION

2. Repealing clause takes effect on passage and on filing copy of articles of incorporation.

WHEREAS in the year 1868 the "Young Men's Christian Association of Worcester," in the commonwealth of Massachusetts, was incorporated for the purpose stated in said act of incorporation,

Be it enacted by the Senate and House of Representatives in General Court convened:

May hold property in New Hampshire.

SECTION 1. The "Young Men's Christian Association of Worcester," a corporation according to the laws of the commonwealth of Massachusetts, is hereby enabled and authorized to hold and acquire land and property in New Hampshire to a value not exceeding thirty thousand dollars (\$30,000), for the purpose of improving the spiritual, mental and physical condition of the young, by the use of a boys' camp in the town of Washington, in the county of Sullivan. Said property, however, shall not be subject to the benefit of the provisions of section 1, chapter 115, Laws of 1913, as amended by section 1, chapter 150, Laws of 1915, section 1, chapter 41, Laws of 1921 and section 1, chapter 70 of the Laws of 1923.

Repealing clause; takes effect on passage and on filing copy of articles of incorporation.

SECT. 2. All acts and parts of acts inconsistent with this act are hereby repealed, and this act shall take effect upon its passage, and upon the deposit in the office of the secretary of state of a certified copy of the articles of incorporation of the "Young Men's Christian Association of Worcester," in the commonwealth of Massachusetts, and any amendments thereto.

[Approved April 10, 1925.]

EXHIBIT D

THE ORDER OF SAINT BENEDICT OF NEW HAMPSHIRE

CONSTITUTION AND BY-LAWS

Preamble

This Constitution has been drawn up under the provisions of the Charter of the Order of Saint Benedict of New Hampshire.

ARTICLE I

Name

The name of this Corporation shall be "The Order of Saint Benedict of New Hampshire".

ARTICLE II

Place of Business

The place of business of this Corporation shall be at Goffstown, in the County of Hillsborough, and State of New Hampshire.

ARTICLE III

Purpose

The Object and aim of this Corporation is: the education of youth and spiritual guidance of souls, in conformity with the principles and general discipline of the Roman Catholic Church and in accordance with the Rule of Saint Benedict and the Constitutions and Directory of the American-Cassinense Congregation of the Order of Saint Benedict.

ARTICLE IV

Seal of the Corporation

The seal of the Corporation shall be a circular disc with the arms of the Order of St. Benedict of New Hampshire in the center and the words "The Order of St. Benedict of New Hampshire, Manchester, N.H." on the outside.

ARTICLE V

Membership

Members of Saint Anselm Abbey, canonically in good standing, shall be ipso facto members of the Corporation. Only Capitular members, however, shall

enjoy the right to vote in the conduct of the affairs of the Corporation. A majority of these Capitular members resident at Saint Anselm Abbey shall constitute a quorum for the conduct of business.

ARTICLE VI Officers of the Corporation

The officers of the Corporation shall be the President, Vice President, Treasurer and Secretary. The Abbot of Saint Anselm Abbey or the Administrator of said Abbey in the town of Goffstown, County of Hillsborough and State of New Hampshire shall be President, ex-officio, of the Corporation. The Abbot is elected by vote of the Corporation members in accordance with the provisions of the Constitutions and Directory of the American-Cassinese Congregation of the Order of Saint Benedict. It is the Abbot's right and power to appoint, name or remove the other officers of the Corporation.

The President of the Order of Saint Benedict of New Hampshire shall also be, ex-officio, Chairman of the Board of Trustees and Chancellor of Saint Anselm College.

ARTICLE VII Meetings of the Corporation

Section 1: The members shall hold the annual meeting and any special meetings which shall be necessary.

Section 2: The President shall call and preside at the meetings of the Corporation.

Section 3: At the annual meeting, reports on the status of the College shall be presented and elections to fill vacancies on the Board of Trustees shall be held.

ARTICLE VIII Board of Trustees

The Board of Trustees shall consist of the Chairman of the Board, the Treasurer and seven other members. Three members shall be appointed by the Chairman and four shall be elected annually by the members of the Corporation. The Secretary shall be chosen from the members of the Board.

ARTICLE IX
Functions of the Board

The Board is a policy making body for the Corporation and for Saint Anselm College which the Corporation conducts. The following shall be referred to the Board for appropriate action:

1. Official relations with other agencies
2. Affiliations with other institutions
3. Reception of gifts, bequests, trust funds, etc.
4. The College Budget
5. Salary scale for officers of administration and instruction
6. Tuition rates and other fees
7. Appointment of the President of the College
8. Appointment to the faculty of the College
9. Contracts with, promotion or removal of members of the administration and faculty
10. Erection or suppression of an academic department or school
11. Establishment of the maximum student enrollment
12. Any substantial change within the College

ARTICLE X
Officers of the Board

1. The Chairman
 - a. The Chairman shall call and preside over the annual meeting and all other meetings of the Board.
 - b. He shall present important matters of the Corporation for consideration and necessary action.
 - c. He shall authorize the seal of the Corporation to be affixed to all papers which may require it.
 - d. He shall review with the Board and approve the annual report of the President of the College.

2. The Secretary

- a. The Secretary of the Board shall be appointed by the Chairman
- b. He shall keep the minutes of the meetings, when approved, as permanent records.
- c. He shall have custody of the Seal of the Corporation. He shall affix it to all written instruments of the Corporation requiring the seal and he shall attest the seal and signatures of the other officers of the Corporation.

3. The Treasurer

- a. The Treasurer shall be appointed by the Chairman after consultation with the members of the Board of Trustees.
- b. The Treasurer shall have custody of all funds of the Corporation, which shall be banked or invested according to the policy of the Corporation.
- c. He shall have custody of all property records and all financial documents of the Corporation.
- d. He shall make an annual report on the investment of the endowment and scholarship funds.
- e. He shall present to the Board of Trustees a balance sheet and statement of the income and expenditures at the end of the first half of the fiscal year and at the end of the fiscal year.
- f. He shall present to the Board of Trustees an annual audit of the financial transactions of the Corporation.

ARTICLE XI

Chancellor of the College

The President of the Corporation is, ex officio, Chancellor of the College. His powers and duties are described in Sections 1, 2, and 3 of the By-Laws of the Corporation and in the Organization of Saint Anselm College.

ARTICLE XIII
Constitutional Amendment

This Constitution may be amended by an affirmative vote of two-thirds of the members present at any legitimately convened meeting of the Corporation.

ARTICLE XIII
By-Laws

The Corporation may enact By-Laws for its own government not inconsistent with the provisions of this Constitution.

ARTICLE XIV
Repeal of Former Constitution and By-Laws

Upon acceptance of this Constitution and the annexed By-Laws, the former Constitution and By-Laws shall be, ipso facto, repealed. They may, however, be consulted and shall have force in such matters as may not be provided for in these or future By-Laws. Any present or future provisions not in harmony with the Laws of this State or Nation, with the Code of Canon Law of the Roman Catholic Church or the Constitutions and Directory of the American-Cassinese Congregation of the Order of Saint Benedict shall be null and void.

BY - LAWS

* Section 1: The President of the Corporation shall cause to be executed and sign all documents pertaining to the business of the Corporation and shall have power to transact the business of the Corporation and to purchase, sell and convey property in the name of the Corporation as well as to receive and accept any grant, gift, donation, bequest or conveyance by any person, company or corporation of any property real or personal and his powers shall not be limited except insofar as the Code of Canon Law, the Constitutions and Directory of the American-Cassinese Congregation of the Order of Saint Benedict, and the Financial Norms of the Congregation approved by the General Chapter of the Congregation.

* By-Laws,

Section 1, Line 1 amended by the vote of members of the Corporation on July 30, 1980 to read: "The President or Treasurer of the Corporation..."

Section 2: The President shall make each year a financial report to the members of the Corporation.

Section 3: The President of the Corporation in his capacity, ex officio, as Chancellor of Saint Anselm College, shall exercise ultimate authority in the formulation of the major principles which are to guide and govern the College. This authority shall be exercised within the limitations mentioned in the Constitution and By-Laws of the Corporation. The Chancellor shall appoint all administrative officers of the College to whom he will delegate such authority as is necessary to carry out the responsibilities defined in the document, Organization of Saint Anselm College.

Section 4: The Corporation will not acknowledge, honor, assume or uphold debts or obligations by members of the Corporation or by others when these debts or obligations have been contracted without the written consent of the President of the Corporation and, when necessary, of the Board of Trustees or the members of the Corporation.

Section 5: Since the Order of Saint Benedict of New Hampshire is a charitable society, the real estate of said Order and the personal earnings of its members are and must be considered as common property of all members jointly, from which property they derive their decent sustenance. The balance of said property and income shall serve for carrying on the charitable projects of the Order. It is,

therefore, agreed upon by all members and must be agreed upon by any new members that no one can claim or will claim, at any time or under any circumstances, more than his decent support for the time during which he is a member of this Corporation.

Section 6: When any member of the Corporation ceases to be a member of the Order of Saint Benedict of New Hampshire, whether under the Code of Canon Law or the Constitutions and Directory of the American-Cassinese Congregation of the Order of Saint Benedict, or for any other reason, he shall automatically forfeit all claims which he has had or may have, of any kind or nature, against said Corporation and shall automatically terminate any right which he may have to share in the property of said Corporation whether it be real, personal or mixed.

Section 7: The President or Treasurer of the Order of Saint Benedict of New Hampshire shall have the authority to sign all checks of the said Corporation, in order to carry out the business affairs of the Corporation. No counter signature will be necessary.

EXHIBIT E

The Bylaws of Saint Anselm College
approved 27 January 2009

ARTICLE I

Name

The name of this Corporation shall be "Saint Anselm College."

ARTICLE II

Place of Business

The place of business of this Corporation shall be at Goffstown, in the County of Hillsborough, and State of New Hampshire.

ARTICLE III

Purpose

The object and aim of this Corporation is the conducting of Saint Anselm College. Saint Anselm College is an educational corporation, established by charter granted on 1 August 1889 and is an independent, private, Catholic institution. The purposes of the Corporation are exclusively charitable, educational, religious, and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law ("Section 501(c)(3)"). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes of the Corporation, as set forth in its charter and these Bylaws, including all power and authority granted by the laws of New Hampshire within and subject to the limits of Section 501(c)(3).

ARTICLE IV

Mission

Saint Anselm College is a Catholic, Benedictine, liberal arts college. As such it is thoroughly committed to the teaching of the Roman Catholic Church, to the principles of its Benedictine identity, and to the development of well-educated students who are dedicated to an active, enthusiastic pursuit of truth and who have the skills to live as virtuous citizens and principled leaders.

ARTICLE V

Seal of the Corporation

The seal of the Corporation shall be a circular disc with the arms of Saint Anselm College surrounded by the words *Sigillum Collegii Sancti Anselmi 1889*.

ARTICLE VI
Membership

Members of the Chapter of Saint Anselm Abbey in good standing shall be *ipso facto* Members of the Corporation.

ARTICLE VII
Officers of the Corporation

The officers of the Corporation shall be the Chair of the Members, Vice-Chair, and Secretary.

1. The Chair of the Members

- a. The Abbot of Saint Anselm Abbey shall be the Chair. The Abbot of Saint Anselm Abbey or, in his absence or if he is unable to serve, the Administrator of said Abbey in the town of Goffstown, County of Hillsborough and State of New Hampshire shall be *ex officio* the Chair of the Members. It is the Chair's right and power to appoint, name or remove the other officers of the Corporation.
- b. The Chair of the Members shall also be *ex officio* Chancellor of Saint Anselm College.
- c. In his capacity *ex-officio* as Chancellor of Saint Anselm College, he shall exercise ultimate authority in the formulation of the major principles which are to guide and govern the College. This authority shall be exercised within the limitations imposed in the Bylaws of Saint Anselm College.
- d. He shall call and preside over the annual meeting and all other meetings of the Members.
- e. He shall present important matters to the Members for consideration and necessary action.
- f. He shall authorize the seal of the Corporation to be affixed to all papers which may require it.
- g. He shall present a candidate for President of the College to the Board of Trustees; following approval by the Board of Trustees, he shall appoint the President of the College who serves at the pleasure of the Chair of the Members.
- h. He shall appoint Benedictines of Saint Anselm Abbey as members of the faculty, staff, and administration of Saint Anselm College who shall serve at the pleasure of the Chair of the Members.
- i. He shall cause to be made each year a report by the President of the College on the state of Saint Anselm College and a report by the Treasurer of the College on the financial state of Saint Anselm College to the Members.

- j. He, or his delegate, shall have the authority to execute and sign all documents pertaining to the business of the Corporation and shall have power to transact the business of the Corporation in accordance with these Bylaws.

2. The Vice-Chair

- a. The Vice-Chair of the Members shall be appointed by the Chair of the Members.
- b. He shall perform those duties assigned to him by the Chair of the Members.

3. The Secretary of the Members

- a. The Secretary of the Members shall be appointed by the Chair of the Members.
- b. He shall keep the minutes of the meetings, when approved, as permanent records.
- c. He shall have custody of the Seal of the Corporation. He shall affix it to all written instruments of the Corporation requiring the seal and he shall attest the seal and signatures of the other officers of the Corporation.

ARTICLE VIII

Meetings of the Members

1. An annual meeting of the Members shall be held each year at such a time as determined by the Chair for the purpose of transacting any business which may come before the meeting.
2. Other meetings of the Members may be called at any time by the Chair.
3. All regular and special meetings of the Members shall be held at Saint Anselm Abbey in Goffstown, New Hampshire, or at such other place within or without the State of New Hampshire as shall be fixed in the notice of the meeting.
4. Written notice stating the place, date and hour of the meetings of the Members shall be delivered to each member either personally, by mail, or by any other method of communication at least two (2) calendar days in advance of the meeting. In the case of meetings held without previous notice, a written waiver of notice, executed before or after the meeting, shall be deemed equivalent to notice of the meeting.
5. The Chair of the Members shall call and preside at the meetings of the Members.
6. A majority of the Members resident at Saint Anselm Abbey shall constitute a quorum for the conduct of business.
7. The Secretary shall keep minutes of the meetings of the Members and give due and proper notice of meetings to Members.

ARTICLE IX

Reserved Powers of the Members

The following matters relating to the mission and operation of Saint Anselm College are reserved to the Members:

1. Changes to and interpretation of the fundamental mission and identity of the institution as well as any substantial change to the physical environment of the campus not included in Article IX, 2 below. The Members shall have a Committee on Reserved Powers composed of those trustees specified in Article XI, 1-2. The sole purpose of the committee is to determine by majority vote what items being considered by the Board fall under this reserved power. The Chancellor shall be a voting member and chair of the Committee.
2. Authorization for purchase, sale, or lease of any campus real property to a third party; the approval of a campus master plan and the construction and siting of new campus facilities and roadways; the incurrence of an obligation on long-term debt in an amount greater than 10% of the operating revenue for the current year; and the issuance of bonds;
3. Amendment of these Bylaws in accord with the provisions of Article XX;
4. Merger or consolidation of the Corporation with any other corporation;
5. Dissolution of the Corporation or the discontinuance of any substantial part of its activities;
6. The election of Members of the Corporation to the Board of Trustees.

ARTICLE X

Authority and Responsibilities of the Board of Trustees

The authority of the Board of Trustees is exercised through its general, academic and financial policy-making functions and its responsibility for the College's financial health and welfare. The Board of Trustees shall exercise institutional authority as set forth in these Bylaws of Saint Anselm College. It shall have the authority to carry out all lawful functions that are permitted by these Bylaws. This authority, in consultation with the President of the College, shall include but shall not be limited to these illustrative functions:

1. Support the College's mission and ensure that the College is fulfilling its mission and purposes.
2. In accordance with Article VII, 1, g, assist the Chair of the Members in the selection of the President of the College, who is the College's Chief Executive Officer.
3. Approve the appointment of any Vice Presidents, and advise the President regarding the terms of employment of non-Benedictine institutional officers, who serve at the pleasure of the President.

4. Provide counsel and support to the President and annually assess his performance based on goals and other criteria established by the Chair of the Members and the Chair of the Board in consultation with the President.
5. Review and approve proposed significant changes in the College's academic programs and other major enterprises and affiliations.
6. Approve institutional policies bearing on faculty appointment, promotion, tenure, and dismissal as well as personnel or anti-discrimination policies for all categories of employees. Additionally the Board will approve any compensation and benefit agreements that apply to any category of employees.
7. Approve the annual budget and tuition and fees. Through an annual audit and other means, regularly monitor the College's financial condition and establish policy guidelines affecting all institutional assets.
8. Contribute financially to the College's fund-raising goals, participate actively in strategies to secure sources of support, and authorize the College's officers to accept gifts and bequests subject to Board policy guidelines.
9. With due respect for the provisions of the reserved powers of the Members of the Corporation, authorize any debt financing and approve the securitization of loans; the construction of new buildings; major renovations of existing buildings; the purchase, sale, and management of land, buildings, or major equipment.
10. Approve such policies that contribute to the best possible environment for students to learn and develop their abilities.
11. Approve such policies that protect academic freedom and contribute to the best possible environment for the faculty to teach, pursue their scholarship, and perform public service.
12. Approve all honorary degrees and authorize the President to award all earned degrees as recommended by the faculty and approved by the President.
13. Serve actively as advocates for the College in appropriate matters of public policy in consultation with the President and other responsible parties as the Board shall determine.
14. Periodically, but at least every five years, undertake assessment of the Board's performance.
15. The Chair of the Board, either personally or by his/her delegated representative, shall prepare an annual report of the Board's stewardship for the Members of the Corporation.

ARTICLE XI

Membership of the Board of Trustees

1. The Chancellor and the President of Saint Anselm College shall be *ex-officio* voting members of the Board of Trustees.
2. Six members of the Board of Trustees shall be elected by the Members of the Corporation from among their number to three-year terms, with no limit on the number of terms to which they may be elected.
3. No more than thirty-two other persons shall serve on the Board of Trustees. Their term of office shall be for three years and may be renewed twice. A trustee who has served three consecutive three-year terms on the Board may be reappointed after one year off the Board.
4. Nominations for membership shall be presented to the Board of Trustees by a committee on trusteeship designated by the Chair of the Board. All appointments to the Board of Trustees shall be made by the Chancellor of the College, and from those names recommended by the Board of Trustees. Membership shall become effective on the date the nominee accepts invitation to the Board. The nominee's first three-year term shall commence on the date of the first meeting of the Board following acceptance.
5. Trustees who serve on the initial Board may have terms of one, two, or three years.
6. A trustee may be removed by an affirmative vote of the Board.

ARTICLE XII

Officers of the College

1. The Officers of the College shall be the Chair, Vice-Chair, Secretary, and Treasurer of the Board of Trustees, and the President of the College.
2. From those members mentioned in Article XI, 3 the Board shall elect biennially a Chair, Vice-Chair, a Secretary, and a Treasurer for a term of two (2) years. These officers may be re-elected without limitation during their terms on the Board. If an officer is elected with only one year remaining on a term, that officer's term on the Board shall be extended for an additional year. The Board may create such other offices or committees as it shall determine necessary in the conduct of its affairs, appoint such committees and designate officers to fill such offices, fill vacancies in any office or committee, delegate to one or more officers any of the duties of another officer or officers, and prescribe the duties of any officer or committee.
3. Authority and Responsibilities of the Chair of the Board. The Chair shall preside at all meetings of the Board and Executive Committee. The Chair shall also appoint such committees and perform such other duties as may be directed by the Board. The Chair will serve as an *ex officio* member of all other committees of the Board, and have other duties as the Board may prescribe from time to time.

4. Authority and Responsibilities of the Vice-Chair. The Vice-Chair shall perform such duties as shall be assigned by the Board of Trustees. The Vice-Chair shall, in the case of the death, disability or absence of the Chair, perform all the duties of the latter and be vested with his/her powers.
5. Authority and Responsibilities of the Secretary. The Secretary shall ensure that the Board of Trustees is acting in accordance with these Bylaws, that Bylaw amendments are promptly published as necessary, that minutes of Board and Executive Committee meetings are accurate and promptly distributed to all trustees, that meetings are properly scheduled and trustees notified, and that Board policy statements and other official records are properly maintained. The Secretary shall perform other duties as prescribed from time to time by the Board and may be assisted in all duties by a staff member designated by the President. The Secretary shall occupy the role of Parliamentarian of the Board.
6. Authority and Responsibilities of the Treasurer. The Treasurer shall ordinarily serve as Chair of the Finance Committee of the Board of Trustees and otherwise serve as the key leader of the Board on all financial management policy matters. He or she shall ensure that all Trustees regularly receive appropriate and comprehensible financial reports from the administration of the College that include comparisons of revenues and expenditures with both the approved annual budget and the preceding fiscal year for the same time periods. The Treasurer shall ensure that other financial reports, including those for special or major board-approved expenditures, college investments, and annual or special audits, are provided to all Trustees in a timely manner for review and discussion as appropriate. He or she shall work closely with the chief financial officer of the College, the Board-approved auditor, and the investment and audit committees of the Board as appropriate or necessary.
7. Authority and Responsibilities of the President of the College. The President of the College, who, whenever possible, shall be a Benedictine of Saint Anselm Abbey, shall be the Chief Executive Officer of the College. The President's authority includes responsibilities for all College educational and managerial affairs, including the appointment and continuing employment of the faculty. The President is responsible for leading the College, hiring all non-Benedictine Vice-Presidents, implementing Board policies, keeping the Board and the Members of the Corporation informed on appropriate matters, consulting with the Board in a timely fashion on matters appropriate to its policy-making and fiduciary functions, and serving as the key spokesperson for the College. The President shall have authority on behalf of the Trustees to perform all acts and execute all documents of the College and the Board consistent with Board policies and the best interests of the College. The President serves as an *ex officio* member of all Board committees except the Audit Committee.

ARTICLE XIII

Meetings of the Board

1. The Board of Trustees shall hold an annual meeting and other regular meetings determined by the Board.

2. Written notice stating the place, date and hour of the meetings of the Board shall be delivered to each member either personally, by mail, or by any other method of communication at least fifteen calendar days in advance of the meeting. In the case of meetings held without previous notice, a written waiver of notice, executed before or after the meeting, shall be deemed equivalent to notice of the meeting.
3. A majority of members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. Except as otherwise provided by law or these Bylaws, a vote of the majority of those members of the Board of Trustees present shall be valid and sufficient to transact any business coming before the Board of Trustees.
4. Special meetings may be held at the call of the Chair of the Board, the President, or one third of the trustees. The Chair or secretary of the Board of Trustees shall send written notice of such special meetings to all trustees, along with a clear statement of purpose, at least ten calendar days in advance. Business at such special meetings shall be confined to the stated purpose.
5. A Member of the Corporation who is also a member of the Board of Trustees will recuse himself from voting on matters pertaining to the areas of the college in which he works. In certain circumstances the Chair of the Board may determine that such a Member is ineligible to vote on certain resolutions related to the areas in which he works.
6. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all trustees then in office. Such written consent may be obtained by facsimile signature on multiple copies. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.
7. Trustees may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting at the commencement thereof shall constitute presence in person at the meeting.

ARTICLE XIV

Executive Committee

The Executive Committee shall include the Chair, Vice Chair, Secretary, and Treasurer of the Board and the President of the College and other members, all of whom shall be voting trustees, appointed by the Chair of the Board. The purpose of the Executive Committee is threefold:

1. It shall have the authority to take action on matters that cannot or should not be deferred to the Board's next scheduled meeting. The Executive Committee shall oversee the work of Board committees, the College's planning process and progress on planning goals, the Board's responsibility to advise and support the President and annually assess his performance.

2. It shall serve as the Board's agent in helping the President to address business between regular Board meetings.
3. It shall assist the Chair and the President with their joint responsibility to help the Board function effectively and efficiently by suggesting Board meeting agenda items and by periodically assessing the quality of committee work.

The committee shall meet as often as necessary to conduct its business as the Chair and President determine and ensure that minutes are taken and promptly distributed to all trustees for subsequent ratification by the Board of Trustees at its next regular meeting. A majority of voting trustee committee members shall constitute a quorum.

ARTICLE XV Board Committees

1. The Board shall establish such standing and ad hoc committees as it deems appropriate to the discharge of its responsibilities. Each standing committee shall have a written statement of purpose and primary responsibilities as approved by the Board, and such rules of procedure or policy guidelines as it or the Board, as appropriate, approves. Each standing committee shall annually review such statements for their appropriateness and adequacy.
2. The Chair of the Board shall have the responsibility to appoint the Chairs, Vice-Chairs, and members of all Board committees including those members of the Executive Committee who do not serve *ex officio*. All committee Chairs, Vice-Chairs, and committee members shall be trustees.
3. Each standing committee shall have at least one administrative staff advisor, as designated by the President, to assist it with its work. Each committee shall meet annually and as needed and report regularly on its work and recommendations to the Board of Trustees. All committees shall keep minutes of their meetings.

ARTICLE XVI Composition, Purposes, and Responsibilities of the Committee on Trusteeship

1. The Committee on Trusteeship shall have at least five members, including the Chair of the Members. The committee's Chair, Vice-Chair, and members shall be appointed for renewable one-year terms by the Chair of the Board. The Committee on Trusteeship shall establish its own rules of procedure in consultation with the Chair of the Board, President of the College, and the Board of Trustees.
2. The purpose of the committee on trusteeship is fivefold:
 - a. Ensure that the Board's membership and leadership consists of highly qualified and committed individuals.
 - b. Ensure that regular programs of new trustee and in-service education are maintained.
 - c. Periodically recommend initiatives by which the Board shall assess its performance.

- d. Review the performance of incumbent trustees and Board officers who are eligible for reelection.
 - e. Maintain a list of qualified candidates for possible nomination and consider cultivation strategies for promising trustee candidates.
3. The committee shall meet as often as necessary to conduct its business. It shall seek the assistance of all trustees in the course of meeting its responsibilities in accordance with these Bylaws and its own rules of procedure, as adopted by the Board of Trustees. A majority of the committee's members shall constitute a quorum.

ARTICLE XVII

Indemnification

The Corporation shall indemnify its trustees, officers and committee members and its former trustees, officers and committee members and their respective heirs, executors, and administrators, against all judgments and assessments and reasonable costs and expenses, including attorney's fees, incurred by or imposed upon them in connection with any action, suit or proceedings to which they may be a party or with which they shall be threatened by reason of their being or having been trustees, officers or committee members of the Corporation, except with respect to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of their duties as trustee, officer or committee member. The Corporation shall have the right, but not the duty, to assume the defense of such trustee, officer or committee member or former trustee, officer or committee member in any such action, suit or proceeding. In the event that the Corporation does not assume the defense, the Corporation's liability for indemnification in the event of a proposed settlement of the action, suit or proceeding shall be conditioned upon the Corporation's express written approval of the settlement. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any trustee, officer or committee member may otherwise be entitled as a matter of law or contract.

ARTICLE XVIII

Conflict of Interest

No trustee of the Corporation shall receive, directly or indirectly, any salary, compensation, or emolument from the Corporation in any capacity, unless authorized by the concurring vote of a majority (unless a greater percentage vote is required by New Hampshire law) of all trustees then in office. All contracts with or compensation paid to any trustee shall be done in accordance with Corporation's Conflict of Interest Policy and in compliance with New Hampshire law.

Article XIX

Miscellaneous

1. Books and Records

Saint Anselm College shall maintain books and records of account and minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, executed consents evidencing all actions taken by the Board of Trustees without a meeting, and waivers of notice of all meetings of the Board of Trustees and its committees. In addition, Saint Anselm College shall keep copies of all records required to be kept under New Hampshire law.

2. Fiscal Year

The Board of Trustees is authorized to fix the fiscal year of Saint Anselm College and to change the year from time to time as it deems appropriate.

3. Tax Exempt Status

The affairs of Saint Anselm College shall at all times be conducted in such a manner as to assure the College's status as an organization qualifying for exemption from tax pursuant to Section 501 (c)(3).

4. Dissolution

Upon the dissolution or other termination of existence of Saint Anselm College, the assets of the College shall be distributed to Saint Anselm Abbey, a New Hampshire 501 (c)(3) corporation or, if it is not in existence, or if it declines acceptance, to one or more other organizations qualified as a tax exempt organization pursuant to Section 501 (c)(3), as determined by the Board of Trustees at the time.

5. Internal Revenue Code

All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law.

Article XX

Review and Amendment of Bylaws

1. These Bylaws shall be reviewed periodically by the Chair of the Board with the Executive Committee. The Chair and Executive Committee shall recommend proposed changes and amendments to the Board for their consideration.
2. The Board may propose to the Members changes or amendments to these Bylaws by a two-thirds vote of those present.
3. The members may initiate changes to these Bylaws by first submitting them to the Board for consideration and recommended course of action. Having received the recommended course of action from the Board of Trustees, the Members may amend the Bylaws in accord with Article XX, 4 below.

4. In keeping with Article IX, 3 these Bylaws may be amended by an affirmative vote of two-thirds of the Members present at any legitimately convened meeting of the members.
5. These Bylaws will be reviewed by the Members and the Board of Trustees five years after the date of their initial implementation.

EXHIBIT F

Saint Anselm Abbey
Chapter Meeting
January 27, 2009

A Meeting of the Chapter was held on Tuesday, January 27, 2009 in the Chapter Room. 19 capitulars were present.

Abbot Matthew opened the meeting with prayer at 8:30am.

The minutes of the January 20, 2009 meeting were read and approved.

Abbot Matthew informed the chapter of the gratitude expressed by the members of Brother Thomas's family for the care he received during his long illness and the arrangements made for his funeral.

Abbot Matthew updated the chapter on the status of various matters related to the proposed governance changes, including tax-exemption, land subdivision, and various exhibits. The value of the off-campus properties, exclusive of Saint Raphael Parish, that would be transferred to the new Abbey corporation would be approximately \$11 million.

The Abbot outlined the procedures for the voting on the text of the resolution for the new governance structure for the College and other matters related to that change.

The first vote was a consultative vote on the proposed five-part resolution distributed at the previous week's meeting. The outcome of the vote with 19 voting was 15 White, 4 Black, which is greater than a 2/3's majority.

The second vote was the definitive corporate vote, which would also count as the canonical vote. With 19 voting, the vote was 15 White, 4 Black, again greater than the required 2/3's majority. The five-part resolution with an effective implementation date of March 31, 2009 was thus adopted by the Chapter.

Abbot Matthew made some announcements regarding the implementation of the various provisions of the resolution. He also thanked the members of the chapter for their hard and patient work in this matter. The capitulars in turn thanked the Abbot for his efforts in this regard.

The meeting closed with prayer at 9:00am.

Revised, 19 January 2009

RESOLUTION

- RESOLVED: That the members of the Order of Saint Benedict of New Hampshire in accordance with Article XII of the corporation's Constitution and Bylaws, hereby amend said Constitution and Bylaws and repeal the same in their entirety and substitute in their place the Bylaws as set forth on Exhibit A to this resolution; and further
- RESOLVED: To amend the act of incorporation creating this corporation to change the corporation's name from Order of Saint Benedict of New Hampshire to Saint Anselm College; and further
- RESOLVED: This corporation proceed with the necessary legal documentation to implement the transfer of assets and other provisions set forth in the Statement on Benedictine Stewardship and Terms of Agreement dated 20 January 2009, a copy of which is attached hereto as Exhibit B (the "Terms of Agreement"), including but not limited to (a) the transfer and conveyance to Saint Anselm Abbey of the real property shown on the plan attached as Exhibit C which is currently a part of the Saint Anselm College campus; (b) the transfer to Saint Anselm Abbey of the real and personal property and other assets shown on the financial statements of Saint Anselm Abbey (which financial statements are included within the financial statements of Order of Saint Benedict of New Hampshire), **the Abbey Church and equipment, the Faculty Residence Wing of the monastery and equipment**, and the real property and other assets related to Saint Raphael Parish; and (c) the execution of all necessary and appropriate easement and service agreements and other transfer documents between this Corporation and Saint Anselm Abbey as contemplated by the Terms of Agreement; and further
- RESOLVED: That the Abbot of Saint Anselm Abbey, as President, and the Treasurer, each acting singly, be and hereby are authorized to execute and deliver all necessary deeds, leases, contracts, and other documents, agreements, and instruments necessary to implement the foregoing resolutions; and further
- RESOLVED: That the foregoing resolutions shall be effective upon the last to occur of (a) March 31, 2009; (b) the receipt of all necessary subdivision and related approvals from the Town of Goffstown Planning Board; (c) receipt of confirmation that Saint Anselm Abbey is a duly qualified 501(c)3 corporation pursuant to the Internal Revenue Code of the United States of America; and (d) with respect to the first two resolutions above, the filing of an amendment changing the Corporation's name to Saint Anselm College with the New Hampshire Secretary of State's Office.

EXHIBIT G

The Bylaws of Saint Anselm College
approved 27 January 2009, as amended and restated September 15, 2015
and, as amended and restated February 6, 2017,
and as amended and restated May 26, 2019

ARTICLE I

Name

The name of this Corporation shall be "Saint Anselm College."

ARTICLE II

Place of Business

The place of business of this Corporation shall be at Goffstown, in the County of Hillsborough, and State of New Hampshire.

ARTICLE III

Purpose & Definitions

The object and aim of this Corporation is the institution of learning, known as Saint Anselm College. Saint Anselm College is an educational corporation, established by charter granted on 1 August 1889 and is an independent, private, Catholic institution. As such, it is thoroughly committed to the teaching of the Roman Catholic Church and maintains communion with the Holy See and the Roman Catholic Bishop of Manchester. As the primary work and object of the ongoing stewardship of the Members of the Corporation, Saint Anselm College fulfills its mission in accord with the principles and ideals of the Rule of Saint Benedict. The purposes of the Corporation are exclusively charitable, educational, religious, and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law ("Section 501(c)(3)"). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes of the Corporation, as set forth in its charter and these Bylaws, including all power and authority granted by the laws of New Hampshire within and subject to the limits of Section 501(c)(3).

To aid in the interpretation of these Bylaws, certain definitions and rules of construction are provided in Article XIX.

ARTICLE IV

Mission

Saint Anselm is a Catholic, Benedictine, liberal arts College providing all its students a distinctive liberal arts education that incorporates opportunities for professional and career preparation. It does so in a learning community that encourages the lifelong pursuit of the truth and fosters intellectual, moral and spiritual growth to sustain and enrich its graduates' personal lives, work, and engagement within local, national, and global communities.

ARTICLE V

Seal of the Corporation

The seal of the Corporation shall be a circular disc with the arms of Saint Anselm College surrounded by the words *Sigillum Collegii Sancti Anselmi 1889*.

ARTICLE VI

Membership

Members of the Chapter of Saint Anselm Abbey in good standing shall be *ipso facto* Members of the Corporation.

ARTICLE VII

Officers of the Corporation

The officers of the Corporation shall be the Chair of the Members, Vice-Chair, and Secretary.

1. The Chair of the Members

- a. The Abbot of Saint Anselm Abbey shall be the Chair. The Abbot of Saint Anselm Abbey or, in his absence or if he is unable to serve, the Administrator of said Abbey in the town of Goffstown, County of Hillsborough and State of New Hampshire shall be *ex officio* the Chair of the Members. It is the Chair's right and power to appoint, name or remove the other officers of the Corporation. The Chair of the Members shall have the duties set forth in these Bylaws.
- b. The Chair of the Members shall also be *ex officio* Chancellor of Saint Anselm College. The role and duties of the *ex officio* Chancellor of Saint Anselm College are solely ceremonial. He shall preside at commencements, convocations and other such assemblies of the College.
- c. The Chair of the Members shall call and preside over the annual meeting and all other meetings of the Members.

- d. He shall present important matters relating to the Reserved Powers as set forth in Article IX to the Members for consideration and necessary action.
- e. He shall authorize the seal of the Corporation to be affixed to all papers which may require it.
- f. Upon completion of the applicable procedure for selecting a President established in Article XII.7, he shall present a candidate for President of the College to the Board of Trustees; following approval by the Board of Trustees, he shall appoint the President of the College.
- g. Subject to a these Bylaws and a Memorandum of Understanding between the President of the College and Chair of the Members, which may from time to time be amended by them, he shall appoint qualified Benedictines of Saint Anselm Abbey as members of the faculty, staff, and administration at all levels below Vice President or Institutional Officers of Saint Anselm College who shall serve at the pleasure of both the Chair of the Members and the President. Such appointments may be made without the approval of the Board of Trustees provided the appointment is made after approval by the President in consideration of the needs of the College and within any budget approved by the Board of Trustees pursuant to Article X.7. Prior to approving the appointment, the President shall find the Benedictine duly qualified and he shall approve the position, job title, job description and compensation. To the extent that the Chair of the Members and the President agree as to the qualifications of Benedictine, no appointment shall be made to a faculty position without the President consulting with and receiving input from the relevant faculty department. The Chair of the Members and the President shall meet twice annually regarding planning for the appointments of the Benedictines to the College faculty or staff. The Chair of the Members acknowledges that any Benedictine duly appointed will be an employee of the College, subject to performance reviews and the standard employment policies, handbooks and legal requirements of the College.
- h. He shall cause to be made each year a report by the President of the College on the state of Saint Anselm College, a report by the Treasurer of the College on the financial state of Saint Anselm College and a report by the Chair of the Board of Trustees to the Members.
- i. He, or his delegate, shall have the authority to execute and sign all documents pertaining to the business of the Corporation and shall have power to transact the business of the Corporation in accordance with these Bylaws.

2. The Vice-Chair

- a. The Vice-Chair of the Members shall be appointed by the Chair of the Members.
- b. He shall perform those duties assigned to him by the Chair of the Members.

1 3. The Secretary of the Members

- 2
- 3 a. The Secretary of the Members shall be appointed by the Chair of the Members.
- 4
- 5 b. He shall keep the minutes of the meetings, when approved, as permanent records.
- 6
- 7 c. He shall have custody of the Seal of the Corporation. He shall affix it to all written
- 8 instruments of the Corporation requiring the seal and he shall attest the seal and
- 9 signatures of the other officers of the Corporation.
- 10
- 11

12 **ARTICLE VIII**

13 **Meetings of the Members**

- 14
- 15 1. An annual meeting of the Members shall be held each year at such a time as determined by
- 16 the Chair for the purpose of transacting any business which may come before the meeting.
- 17
- 18 2. Other meetings of the Members may be called at any time by the Chair.
- 19
- 20 3. All regular and special meetings of the Members shall be held at Saint Anselm Abbey in
- 21 Goffstown, New Hampshire, or at such other place within or outside of the State of New
- 22 Hampshire as shall be fixed in the notice of the meeting.
- 23
- 24 4. Written notice stating the place, date and hour of the meetings of the Members shall be
- 25 delivered to each member either personally, by mail, or by any other method of
- 26 communication at least two (2) calendar days in advance of the meeting. In the case of
- 27 meetings held without previous notice, a written waiver of notice, executed before or after
- 28 the meeting, shall be deemed equivalent to notice of the meeting. The notice shall include an
- 29 agenda for the meeting. A copy of the notice and agenda shall be provided to the Chair of
- 30 the Board of Trustees and the President of the College.
- 31
- 32 5. The Chair of the Members shall call and preside at the meetings of the Members.
- 33
- 34 6. A majority of the Members resident at Saint Anselm Abbey shall constitute a quorum for the
- 35 conduct of business. Actions may be taken by a majority vote (or such other greater
- 36 percentage vote as is required by these bylaws) of those members present at a meeting at
- 37 which a quorum is present.
- 38
- 39 7. The Secretary shall keep minutes of the meetings of the Members and give due and proper
- 40 notice of meetings to Members. A copy of the minutes shall be provided to the Chair of the
- 41 Board of Trustees and the President of the College. Any actions proposed by the Members
- 42 relating to the Reserved Powers shall be communicated to the Chair of the Board of Trustees
- 43 and the President of the College as soon as reasonably practical after the meeting of the
- 44 Members unless otherwise specified herein.
- 45
- 46

ARTICLE IX

Reserved Powers of the Members

The following matters relating to the mission and identity of Saint Anselm College are reserved to the Members:

1. Changes to and interpretation of the fundamental mission and identity of the institution, which is a college of higher education providing a distinctive liberal arts education committed to the teachings of the Roman Catholic Church and to the principles of its Benedictine identity.
 - a. When the Chair of the Members determines that any matter is within the Reserved Powers, the Chair of the Members shall first notify the Chair of the Board of Trustees prior to presenting the matter to the Members for a final action. Upon fulfillment of the steps set forth in Article XI.6. and X.21, as may be exercised by the Board of Trustees, the Chair of the Members may submit the matter to the Members for a final consideration. If the Chair of the Members ultimately submits a matter for final consideration to the Members, the Chair of the Members shall notify the Chair of the Board of Trustees and permit the Chair of the Board and other Trustees as determined by the Chair of the Board to discuss the matter with the Members prior to final consideration by the Members.
2. Authorization for purchase or sale, of any campus real property from or to a third party in excess of the amount provided in the annual budget approved by the Board of Trustees and approved at the annual meeting of the Members;
3. Approval of a campus master plan, the construction and siting of significant new campus buildings or roadways, and any substantial change to the physical environment of the campus;
4. Amendment of these Bylaws subject to and in accordance with the provisions of Article XX;
5. Merger or consolidation, or dissolution, of the Corporation, provided that such action shall be recommended by a two-thirds (2/3rds) vote of the Board of Trustees; and
6. The election of Members of the Corporation to the Board of Trustees.

ARTICLE X

Authority and Responsibilities of the Board of Trustees

The Board of Trustees shall have the authority to perform and act as necessary or consistent in the exercise of its power and authority in the complete governance of the affairs not otherwise reserved to the Members as set forth in Article IX. The authority of the Board of Trustees is exercised through its general, academic and financial policy-making functions and its

responsibility for the College's financial health and welfare. The Board of Trustees shall exercise institutional authority as set forth in these Bylaws of Saint Anselm College. It shall have the authority to oversee the affairs of the College and carry out all lawful functions that are permitted by these Bylaws. This authority, exercised in consultation with the President of the College, shall include but shall not be limited to these illustrative functions:

1. Support the College's mission and ensure that the College is fulfilling its mission and purposes.
2. The selection and termination of the President of Saint Anselm College shall be by a vote of the Board of Trustees as follows:
 - (a) Presidential Selection. Subject to XII, select and approve the President of the College, who is the College's Chief Executive Officer, and determine and approve all terms and conditions of such appointment. If an Interim President is needed, the Board of Trustees shall determine the term of service for such Interim President and all terms and conditions of such appointment.
 - (b) Presidential Termination. Should the Board of Trustees, by a two-thirds (2/3rds) majority vote, determine that the President of the College should be removed either on its own initiative or upon the recommendations of the Trustee Overseers of Saint Anselm College as set forth in Article XI.6., the Chair of the Board of Trustees shall notify the Chair of the Members. Upon such notification, and after consultation with the Chair of the Members, the Chair of the Board is authorized to immediately remove the President of the College upon terms and conditions the Board deems appropriate.
3. Consider, review and approve the appointment of any Vice Presidents and Institutional Officers, and advise the President regarding the qualifications for and terms of employment of any Vice President and Institutional Officer. Prior to reviewing and approving the appointment of the Vice President of Academic Affairs and the Dean of the College or other Institutional Officer overseeing academic affairs, the Board of Trustees shall receive any comments and recommendations provided by the Faculty Senate in a manner deemed appropriate to the search for such position. Upon considering, reviewing and approving any appointment, the Board of Trustees shall maintain a preference for appointing qualified Benedictines of Saint Anselm Abbey. Any Benedictine duly appointed shall be an employee of the College, be subject to annual performance assessments, and shall receive all appropriate benefits and assume all such liabilities in accordance with such status.
4. Provide counsel and support to the President and annually assess his/her performance based on goals and other criteria established by the Chair of the Members and the Chair of the Board in consultation with the President.
5. Review and approve proposed significant changes in the College's academic programs and other major enterprises and affiliations, including the approval of all academic majors, the conducting of a five-year review of all majors and consider and approve whether post-graduate degrees should be offered and conferred.

6. Review and approve all proposed revisions to the Faculty Handbook as may be proposed and review and approve all institutional policies, including but not limited to Faculty Senate Bylaws and those policies bearing on faculty appointment, promotion, tenure, and dismissal as well as personnel or anti-discrimination policies for all categories of employees. Additionally, the Board will review and approve any compensation and benefit agreements that apply to any category of employees. Unless a recommendation is made by the President for an earlier review, such policies shall be reviewed by the Board every five (5) years.
7. Review and approve the annual budget and tuition and fees. Through an annual audit and other means, regularly monitor the College's financial condition and establish policy guidelines affecting and insuring the fiscal health of the College and all institutional assets. As part of each annual budget, certain funds shall be set aside for the hiring of new Benedictines of Saint Anselm Abbey who may not already be employees of the College, provided that all new and existing positions are approved by the President of the College in accordance with Article VII.1.g.
8. Initiate, promote, and support major fund-raising efforts for the College, and authorize the College's officers to accept gifts and bequests subject to Board policy guidelines.
9. Authorize any debt financing, the issuance of any bonds, and approve the securitization of loans.
10. Approve the major renovations of existing buildings; recommend the purchase of land to the Members; approve the construction of significant new campus buildings or roadways; or purchase major equipment; and approve any substantial change to the physical environment of the campus. A condition precedent to the exercise of the Reserve Powers as set forth in Article IX.2 and IX.3, the Board shall recommend to the Members the purchase or sale of real estate and shall recommend to the Members the approval of a campus master plan, the construction and siting of new campus facilities and roadways and the siting of significant new campus buildings or roadways, and any substantial change to the physical environment of the campus.
11. Approve the lease of any campus real property to a third party as recommended by the President.
12. Approve such policies that contribute to the best possible environment for students to learn and develop their abilities. Unless a recommendation is made by the President for an earlier review, such policies shall be reviewed by the Board every five (5) years.
13. Review and approve such policies that protect academic freedom and contribute to the best possible environment for the faculty to teach, pursue their scholarship, and perform public service. Unless a recommendation is made by the President for an earlier review, such policies shall be reviewed by the Board every five (5) years.

14. Review and approve all honorary degrees as recommended by members of the college community and authorize the President to award all earned degrees as recommended by the faculty. The determination of honorary degree recipients may be delegated to a committee appointed by the Chair of the Board and such honorary degree recipients may thereafter be presented to the Board for review and approval.
15. Serve actively as advocates for the College in appropriate matters of public policy in consultation with the President and other responsible parties as the Board shall determine.
16. Periodically, but at least every five years, undertake assessment of the Board's performance.
17. Perform and do all things necessary in order to fulfill the mission of the College and the responsibilities delegated by these Bylaws or otherwise required of the Board of Trustees.
18. The Board of Trustees, either through the Chair of the Board of Trustees or by his/her delegated representative, shall provide an annual report of the Board's stewardship for the Members of the Corporation, which may be a written report or an oral report at a duly called meeting of the Members.
19. Do all things necessary to foster and champion a diverse and inclusive community for teaching, learning and working, and to ensure that the affairs of the College be administered in a manner that promotes diversity and inclusion of all people regardless of any person's race, color, gender, religion, national origin, marital status, age, disability, sexual orientation, or veteran status and consistent with the Benedictine, Catholic principles that sustain the mission and heritage of Saint Anselm College.

ARTICLE XI

Membership of the Board of Trustees

1. The Chair of the Members and the President of Saint Anselm College shall be *ex-officio* voting members of the Board of Trustees.
2. Six members of the Board of Trustees shall be elected by the Members of the Corporation from among their number to three-year terms, with no limit on the number of terms to which they may be elected.
3. No more than thirty-two other persons shall serve on the Board of Trustees. Their term of office shall be for three years and may be renewed twice. A trustee who has served three consecutive three-year terms on the Board may be reappointed after one year off the Board.
4. Nominations for membership shall be presented to the Board of Trustees by a committee on trusteeship designated by the Chair of the Board. All appointments to the Board of Trustees shall be made by the Chair of the Members, and from those individuals approved by the Board of Trustees. Within ten (10) days of the vote of the Board of Trustees approving such

1 nomination, the Chair of the Members shall make such appointment. Membership shall
2 become effective on the date the nominee accepts invitation to the Board. The nominee's first
3 three-year term shall commence on the date of the first regularly scheduled, in-person
4 meeting of the Board following acceptance.
5

6 5. A trustee may be removed by a majority vote of the Board.
7

8 6. Trustee Overseers of Saint Anselm College. From among the Trustees, from time to time
9 and as requested by the Chair of the Members or the Chair of the Board of Trustees, the
10 Trustee Overseers of the College may be created. The Trustee Overseers shall include the
11 Chair of the Members and the Chair of the Board of Trustees. The Trustee Overseers shall
12 also include six additional Trustees: three selected by the Chair of the Members who shall
13 select Trustees who are Members of the Corporation and three selected by the Chair of the
14 Board who shall be non-Members. Three Members of the Corporation and three non-
15 Member trustees shall constitute a quorum for the transaction of business at any meeting of
16 the Trustee Overseers. Meetings of the Trustee Overseers may be held at the call of the
17 Chair of the Board of Trustees, the Chair of the Members, or two thirds (2/3rds) of the
18 Trustees who are Trustee Overseers.
19

20
21 a. The Trustee Overseers shall only be created and convened for a specific purpose as
22 specifically authorized hereunder and the composition of the Trustee Overseers may
23 change as determined by the Chair of the Board of Trustees and the Chair of the
24 Members. The Trustee Overseers are to consider and assess and make recommendations
25 to the Board of Trustees as set forth herein. The Trustees appointed as Trustee
26 Overseers shall serve for that purpose and as long as needed to fulfill the request of the
27 Chair of the Members or the Chair of the Board of Trustees. The Trustee Overseers are
28 authorized to assess and make recommendations in the following areas:
29

- 30 i) In the event of a vacancy for the President of the College, the Trustee Overseers shall
31 consider any member of Saint Anselm Abbey presented by the Chair of the Members
32 to the Chair of the Board of Trustees. If the Trustee Overseers determine by a
33 majority vote that the member of Saint Anselm Abbey is qualified to be President of
34 the College, the Trustee Overseers shall receive comments from the faculty and
35 administration in a manner determined appropriate by the Trustee Overseers and
36 thereafter make a recommendation to the Board of Trustees for consideration.
37 ii) The Trustee Overseers by a vote of at least five (5) Trustee Overseers shall make a
38 recommendation on the selection of an interim President, to the Board of Trustees.
39 iii) The Trustee Overseers shall meet and determine whether any reason to remove the
40 President, with or without cause, exists. Upon a determination by a vote of at least
41 five (5) Trustee Overseers that the President's employment should be terminated, the
42 Trustee Overseers shall make a recommendation to the Board of Trustees to terminate
43 the President's employment.
44
45
46

ARTICLE XII

Officers of the College

1. The Officers of the College shall be the Chair, Vice-Chair, Secretary, and Treasurer of the Board of Trustees, and the President of the College.
2. From those members mentioned in Article XI.3 the Board shall elect biennially a Chair, Vice-Chair, a Secretary, and a Treasurer for a term of two (2) years. These officers may be re-elected without limitation during their terms on the Board. If an officer is elected with only one year remaining on a term, that officer's term on the Board shall be extended for an additional year. The Board may create such other officers or committees as it shall determine necessary in the conduct of its affairs, appoint such committees and designate officers to fill such offices, fill vacancies in any office or committee, delegate to one or more officers any of the duties of another officer or officers, and prescribe the duties of any officer or committee. If neither the Chair nor the Vice Chair have been appointed or are available to exercise their duties as set forth in subsections (3) and (4) below or as otherwise conferred by these Bylaws, the President of the College shall exercise such duties until such time as either the Chair and Vice-Chair are appointed or available.
3. Authority and Responsibilities of the Chair of the Board. The Chair shall preside at all meetings of the Board and Executive Committee. The Chair shall also appoint such committees and perform such other duties as may be directed by the Board. The Chair will serve as an *ex officio* voting member of all other committees of the Board and have other duties as the Board may prescribe from time to time. The Chair of the Board may appoint faculty members or other persons to serve on any Committees of the Board; provided, however, that any person appointed by the Chair of the Board who is not a Trustee shall be a non-voting member of the Committee.
4. Authority and Responsibilities of the Vice-Chair. The Vice-Chair shall perform such duties as shall be assigned by the Board of Trustees. The Vice-Chair shall, in the case of the death, disability or absence of the Chair, perform all the duties of the latter and be vested with his/her powers.
5. Authority and Responsibilities of the Secretary. The Secretary shall ensure that the Board of Trustees is acting in accordance with these Bylaws, that Bylaw amendments are promptly published as necessary, that minutes of Board and Executive Committee meetings are accurate and promptly distributed to all trustees, that meetings are properly scheduled and trustees notified, and that Board policy statements and other official records are properly maintained. The Secretary shall perform other duties as prescribed from time to time by the Board and may be assisted in all duties by a staff member designated by the President. The Secretary shall occupy the role of Parliamentarian of the Board.
6. Authority and Responsibilities of the Treasurer. The Treasurer shall ordinarily serve as Chair of the Finance Committee of the Board of Trustees and otherwise serve as the key leader of the Board on all financial management policy matters. He or she shall ensure that all Trustees regularly receive appropriate and comprehensible financial reports from the

1 administration of the College that include comparisons of revenues and expenditures with
2 both the approved annual budget and the preceding fiscal year for the same time periods.
3 The Treasurer shall ensure that other financial reports, including those for special or major
4 board-approved expenditures, college investments, and annual or special audits, are provided
5 to all Trustees in a timely manner for review and discussion as appropriate. He or she shall
6 work closely with the chief financial officer of the College, the Board-approved auditor, and
7 the investment and audit committees of the Board as appropriate or necessary.
8
9
10

11 7. The President.
12

- 13 a. The Chair of the Members may present to the Chair of the Board of Trustees a
14 Benedictine of Saint Anselm Abbey to serve as President. The Chair of the
15 Board of Trustees may present the candidate to the Board of Trustees or convene
16 the Trustee Overseers for review of the candidate. If the Trustee Overseers agree
17 by a majority, the candidate shall be presented to the Board of Trustees for
18 consideration. A qualified Benedictine of Saint Anselm Abbey, upon nomination
19 by the Chair of the Members and presentment by the Trustee Overseers shall be
20 given due and substantial consideration in respect of the significance of the
21 mission. If no such candidate is presented by the Chair of the Members,
22 recommended by the Trustee Overseers, or if the Board of Trustees does not
23 approve the Benedictine of Saint Anselm Abbey, the President shall be selected as
24 set forth in 7.b.
25
26 b. A committee, selected by the Chair of the Board and the Chair of the Members,
27 shall work together to establish the process and qualifications under which a
28 President shall be selected, and thereafter presented to and approved by the Board
29 of Trustees and appointed by the Chair of the Members in accordance with Article
30 VII.1.f. The Committee shall include at least two members of the faculty
31 recommended by the faculty to the Chair of the Board and the Chair of the
32 Members. Once the final candidate or candidates for President are determined,
33 the Board of Trustees shall solicit and consider input provided by the faculty and
34 the Faculty Senate representatives about those candidates in a manner appropriate
35 to the search.
36
37 c. In the event of a Presidential vacancy and an Interim President is needed to serve,
38 the Chair of the Board of Trustees and Chair of the Members shall meet and
39 confer as to whether there is an internal candidate who can serve on an interim
40 basis, which candidate shall thereafter be presented to the Board of Trustees. If
41 the Chair of the Board of Trustees and Chair of the Members are not in
42 agreement, the Trustee Overseers shall make a recommendation to the Board of
43 Trustees as to whether an internal or external candidate should serve on an interim
44 basis.
45

- 1 d. The President of the College shall be the Chief Executive Officer of the College
2 and shall have the general powers and duties usually vested in the office of
3 president of a college and a chief executive officer. In the exercise of his office
4 the President reports directly to and is exclusively responsible to the Board of
5 Trustees. The President shall have the general and active management, control
6 and direction of the business operations, educational activities and all other affairs
7 of the College and shall exercise such powers and duties consistent with the
8 mission of the College. The President's authority includes responsibilities for all
9 College educational and managerial affairs, including the appointment and
10 continuing employment of the faculty. The President is responsible for leading
11 the College, overseeing, and with the faculty, developing, and implementing the
12 academic vision. The President is responsible for leading the College's future
13 initiatives consistent with its mission and identity. The President shall hire all
14 Vice-Presidents and Institutional Officers, subject to the approval of the Board of
15 Trustees set forth in Article X.3. Nothing in this paragraph shall in any way limit
16 the removal powers of the Board of Trustees, or the Chair of the Members as set
17 forth in Article XII.7.g.
18
- 19 e. In all events of hiring of Vice-Presidents or other Institutional Officers, the
20 President shall follow the procedures set forth in this subsection prior to
21 conducting a search process or proposing an internal candidate. The President
22 shall inform the Chair of the Members of a vacancy or any new position at this
23 level and if the Chair of the Members has a qualified Benedictine of Saint Anselm
24 Abbey for such a position, he shall propose that Benedictine to the President. If
25 such candidate is found satisfactory by the President for the position, which
26 determination is within the sole discretion of the President, he shall be proposed
27 to the Board of Trustees for consideration and, if approved, appointed by the
28 President and Chair of the Members.
29
- 30 f. All Vice-Presidents, Institutional Officers, members of the administration, faculty
31 and staff serve at the pleasure of the President; however, any Benedictine of Saint
32 Anselm Abbey may be removed from his position by either the Chair of the
33 Members or the President.
34
- 35 i. The President is responsible for implementing Board policies, keeping the
36 Board and the Members of the Corporation informed on appropriate
37 matters, consulting with the Board in a timely fashion on matters
38 appropriate to its governance, policy-making and fiduciary functions, and
39 serving as the key spokesperson for the College. The President shall have
40 authority on behalf of the Trustees to perform all acts. The President shall
41 be authorized to execute all documents of the College and the Board
42 consistent with Board policies and the best interests of the College not
43 otherwise reserved to the Chair of the Members. The President, or the
44 Chief Financial Officer and Vice President for Finance of the College,
45 shall prepare and present, upon advice of the Finance Committee of the
46 Board of Trustees, the annual budget for the operation of the college and

present a formal report on the condition of said college at each annual and regular meeting of the Board of Trustees.

- ii. Prior to recommending to the Board of Trustees any long-term (one (1) year or longer) lease of any campus real property to an unrelated third property, the President shall consult with the Chair of the Members. The Chair of the Members thereafter shall notify the Members of the lease, its terms and duration.

- g. The President serves at the pleasure of the Board of Trustees to lead the College in all facets including as the messenger of its Catholic and Benedictine identity and nothing herein prevents the Board of Trustees from removing the President, with or without cause, by a two-thirds (2/3rds) vote of the Trustees on its own initiative. At the request of the Chair of the Members, the President may be removed following a decision of the Trustee Overseers as set forth in Article XI.6 and a two-thirds (2/3rds) vote of the Board of Trustees. Alternatively, if the Chair of the Members reasonably determines that the President has violated the social, moral or doctrinal teachings of the Catholic Church, as interpreted by the Chair of the Members in his sole discretion on issues of faith and practice, the Chair of the Members shall first present the facts supporting such determination, to the Roman Catholic Bishop of Manchester, who shall have three business days to determine whether the Bishop wishes to give his opinion on the matter after which time the Chair of the Members shall present his facts supporting such determination (with or without a response from the Bishop) to the Members and the President may be removed by the Chair of the members with the consent of two-thirds of the Members.

- h. The President serves as an *ex officio* nonvoting member of all Board committees except the Audit Committee.

ARTICLE XIII

Meetings of the Board

1. The Board of Trustees shall hold an annual meeting and other regular and special meetings as determined by the Chair of the Board, the Board as set forth in XIII.4, or the President. At annual meeting and at least two other regular meetings shall be held every year.
2. Written notice stating the place, date and hour of the annual and regular meetings of the Board shall be delivered to each member either personally, by mail, email, or by any other method of communication at least five (5) calendar days in advance of the meeting. In the case of meetings held without prior notice satisfying this provision, a written waiver of notice, executed by two-thirds majority of the Board of Trustees, before or after the meeting, shall be deemed equivalent to notice of the meeting.

- 1 3. A majority of members of the Board of Trustees shall constitute a quorum for the transaction
2 of business at any meeting of the Board of Trustees. Except as otherwise provided by law or
3 these Bylaws, a vote of the majority of those members of the Board of Trustees present shall
4 be valid and sufficient to transact any business coming before the Board of Trustees.
5
- 6 4. Special meetings may be held at the call of the Chair of the Board, the President, or one third
7 of the trustees. The Chair or Secretary of the Board of Trustees or such person as designated
8 by the Chair or Secretary, shall send written notice via email of such special meetings to all
9 trustees, along with a clear statement of purpose, at least three (3) calendar days in advance
10 unless two-thirds of the Trustees indicate that an earlier date is preferable. Business at such
11 special meetings shall be confined to the purpose stated in the notice. In the case of special
12 meetings held without prior notice satisfying this provision, a written waiver of notice,
13 executed by two-thirds majority of the Board of Trustees, before or after the meeting, shall
14 be deemed equivalent to notice of the meeting.
15
- 16
- 17 5. A Member of the Corporation who is also a member of the Board of Trustees will recuse
18 himself from voting on matters pertaining to the areas of the college in which he works,
19 provided, however, that such Member Trustee may vote on the annual budget. In certain
20 circumstances the Chair of the Board may determine that such a Member is ineligible to vote
21 on certain resolutions related to the areas in which he works and upon the request by the
22 Chair of the Board, the Member Trustee shall recuse himself. Any Member Trustee who is
23 also an employee of the college shall recuse himself from any review of the President. At all
24 times Member Trustees shall be permitted to vote on matters reserved to the Members
25 pursuant to Article IX that also may be before the Board of Trustees.
26
- 27 6. Any action required or permitted to be taken at a meeting of the Board of Trustees may be
28 taken without a meeting if a consent is obtained in writing, setting forth the action so taken,
29 and is signed by all trustees then in office. Such written consent may be obtained by
30 facsimile signature, or a transmittal via email of a scanned or photographed signature page.
31 When such action is taken in writing, execution is permitted in counterparts. Such consent
32 shall have the same force and effect as an affirmative vote at a meeting duly called. The
33 signed consents, or signed copies, shall be placed in the minute book.
34
- 35 7. Trustees may participate in, hold and vote at a meeting by means of telephonic conference
36 call or similar communications equipment by means of which all persons participating in the
37 meeting can simultaneously hear each other during the meeting. Participation in such a
38 meeting at the commencement thereof shall constitute presence in person at the meeting.
39

40 41 ARTICLE XIV

42 Executive Committee

43
44 The Executive Committee shall include the Chair, Vice Chair, Secretary, and Treasurer of the
45 Board and the President of the College and other members, all of whom shall be voting trustees,
46 appointed by the Chair of the Board. The purpose of the Executive Committee is threefold:

- 1
2 1. It shall have the authority to take action on matters that cannot or should not be deferred
3 to the Board's next scheduled meeting. The Executive Committee shall oversee the work
4 of Board committees, the College's planning process and progress on planning goals, the
5 Board's responsibility to advise and support the President and annually assess his/her
6 performance.
7
- 8 2. It shall serve as the Board's agent in helping the President to address business between
9 regular Board meetings.
10
- 11 3. It shall assist the Chair and the President with their joint responsibility to help the Board
12 function effectively and efficiently by suggesting Board meeting agenda items and by
13 periodically assessing the quality of committee work.
14

15 The committee shall meet monthly or as often as necessary to conduct its business as the Chair
16 and President determine, provided that the Executive Committee shall meet no fewer than four
17 (4) times a year. As to any action taken on matters that cannot or should not be deferred to the
18 Board's next scheduled meeting, the Chair shall ensure that minutes are taken and promptly
19 distributed to all trustees. At the next scheduled meeting of the Board of Trustees the action
20 shall be deemed ratified. A majority of voting trustee committee members shall constitute a
21 quorum.
22

23 24 ARTICLE XV 25 Board Committees 26

- 27 1. The Board shall establish such standing and ad hoc committees as it deems appropriate to the
28 discharge of its responsibilities. Each standing committee shall have a written statement of
29 purpose and primary responsibilities as approved by the Board, and such rules of procedure
30 or policy guidelines as it or the Board, as appropriate, approves. Each standing committee
31 shall annually review such statements for their appropriateness and adequacy.
32
- 33 2. The Chair of the Board shall have the responsibility to appoint the Chairs, Vice-Chairs, and
34 members of all Board committees including those members of the Executive Committee who
35 do not serve *ex officio*. All committee Chairs, Vice-Chairs, and committee members shall be
36 trustees unless otherwise set forth in these Bylaws. Only trustees may vote on any matter
37 before any committee.
38
- 39 3. Each standing committee shall have at least one administrative staff advisor, as designated by
40 the President, to assist it with its work. Each committee may also consult with one or more
41 members of the Faculty as designated by the Chair of the Board upon recommendation by the
42 President. Unless the member of the Faculty is a member of the Board of Trustees, the
43 Faculty member shall, at the Chair of the Board's invitation, serve in a consulting capacity
44 and shall not vote on any matters requiring a vote of the committee. Each committee shall
45 meet annually and as needed and report regularly on its work and recommendations to the
46 Board of Trustees. All committees shall keep minutes of their meetings.

ARTICLE XVI

Composition, Purposes, and Responsibilities of Special Purpose Committees

1. Committee on Trusteeship

- a. The Committee on Trusteeship shall have at least five members, including the Chair of the Members. The Committee on Trusteeship shall establish its own rules of procedure in consultation with the Chair of the Board, President of the College, and the Board of Trustees.
- b. The purpose of the committee on trusteeship is as follows:
 - i) Ensure that the Board's membership and leadership consists of highly qualified and committed individuals.
 - ii) Ensure that regular programs of new trustee and in-service education are maintained.
 - iii) Periodically recommend initiatives by which the Board shall assess its performance.
 - iv) Review the performance of incumbent trustees and Board officers who are eligible for reelection.
 - v) Maintain a list of qualified candidates for possible nomination and consider cultivation strategies for promising trustee candidates.
 - vi) Consider and recommend to the Chair of the Board whether any person should serve in an ex officio non-voting capacity on the Board of Trustees or on any Committees of the Board.
- c. The committee shall meet as often as necessary to conduct its business. It shall seek the assistance of all trustees in the course of meeting its responsibilities in accordance with these Bylaws and its own rules of procedure, as adopted by the Board of Trustees. A majority of the committee's members shall constitute a quorum.

2. Academic Affairs Committee.

- a. The Academic Affairs Committee shall have at least five trustee members and may include other members, appointed by the Chair of the Board after consultation with the President. The Academic Affairs Committee shall establish its own rules of procedure in consultation with the Chair of the Board, President of the College, and the Board of Trustees.
- b. The academic affairs committee shall:
 - a. Upon consultation with the President, recommend to the Board of Trustees the academic majors.
 - b. Review and recommend to the Board of Trustees promotion and tenure recommendations from the President.
 - c. Perform all functions as may be set forth in the Faculty Handbook or the Rank & Tenure Bylaws.
 - d. Recommend changes to the Faculty Handbook to be considered by the Faculty Senate.

- 1 e. Perform such other functions as may be recommended by the Faculty Senate or
2 the President; provided, however, that the authority of the Academic Affairs
3 committee shall not be expanded beyond the authority conferred herein or as may
4 otherwise be approved by the Board of Trustees.
5

6 3. Committee on Catholic and Benedictine Mission.
7

8 a. The Catholic and Benedictine Mission Committee shall consist of at least five
9 Trustees, of which two shall be Members of the Corporation who are also Trustees. The
10 Committee may consult with other individuals from the campus community who are not
11 Trustees, who all shall be designated by the Chair of the Board after consultation with the
12 President and Chair of the Members. The Catholic and Benedictine Mission Committee
13 shall establish its own rules of procedure in consultation with the Chair of the Board,
14 President of the College, and the Board of Trustees.
15

16 b. The Catholic and Benedictine Mission Committee shall be concerned with the
17 preservation and enhancement of the distinctive educational mission of the College in all
18 its facets. The Committee shall provide an annual report to the Board of Trustees and
19 shall be a resource for the Board.
20

21 ARTICLE XVII

22 Indemnification
23

24 1. The Corporation shall indemnify and assume the defense of, to the fullest extent
25 authorize under New Hampshire law, its trustees, officers and committee members and its
26 former trustees, officers and committee members and their respective heirs, executors, and
27 administrators (individually referred to as "Indemnitee" and collectively referred to as
28 "Indemnitees"), for any and all claims, judgments and assessments and reasonable costs and
29 expenses, including attorney's fees, incurred by or imposed upon them in connection with
30 any legal action, lawsuit or regulatory proceedings ("Proceedings") to which they may be a
31 party or with which they shall be threatened by reason of their being or having been trustees,
32 officers or committee members. except in relation to matters to which it is finally adjudged in
33 such proceeding or, in the case of a settled matter an independent evaluation determines, such
34 individual either: (a) intentionally and knowingly breached his or her fiduciary responsibility
35 to the College; (b) intentionally and knowingly acted in a manner which was not in good
36 faith, or failed to act in a manner which was in good faith, or which involved intentional
37 misconduct or a knowing violation of law or the College's bylaws; or (c) derived an
38 improper personal benefit from the conduct in question as described in N.H. RSA 7:19.
39

- 40 2. To receive indemnification, the Indemnitee shall submit to the President of the College a
41 written request, including therein or therewith such documentation and information as is
42 reasonably available to such Indemnitee and reasonably necessary to determine such
43 Indemnitee's entitlement to indemnification. Upon receipt by the President of a written
44 request for indemnification, a determination with respect to an Indemnitee's request shall be
45 made: (1) by the College's Board of Trustees by a majority vote of a quorum consisting of
46 trustees who are not parties to such action, suit or proceeding, even though less than a

1 quorum of the full Board; or (2) by a committee of such trustees designated by majority vote
2 of such trustees, even though less than a quorum; or (3) if there are no such trustees, or if
3 such trustees so direct, by independent legal counsel (selected by a majority of trustees) in a
4 written opinion. The determination of a Indemnatee's entitlement to indemnification shall be
5 made within a reasonable time, and in any event within no more than 60 days, after receipt
6 by the College of a written request for indemnification, together with the supporting
7 documentation required hereby, and such determination shall specify whether the College
8 elects to assume the direct defense of the Indemnatee or to reimburse the Indemnatee for the
9 Indemnatee's reasonable expenses incurred in defending the Proceeding. The burden of
10 establishing that a Indemnatee is not entitled to be indemnified shall be on the College.
11

- 12 3. In assuming the defense of the Indemnatee, reasonable expenses incurred in defending a
13 Proceeding shall be paid by the College in such Proceeding within 30 days after receipt by
14 the College of a statement requesting payment of such expenses as submitted by the
15 Indemnatee from time to time. Each such statement shall evidence the expenses incurred by
16 the Indemnatee through the submission date and shall include an undertaking by or on behalf
17 of the Indemnatee to repay such expenses if it shall ultimately be determined, by final judicial
18 decision from which there is no further right to appeal, that the Indemnatee is not entitled to
19 be indemnified by the College as authorized by the College's bylaws and these resolutions.
20 The burden of establishing that a Indemnatee is not entitled to payment of expenses shall be
21 on the College. Any such payment shall not be deemed to be a loan or extension or
22 arrangement of credit by or on behalf of the College;
23
- 24 4. The College shall purchase and continue in full force and effect an insurance policy
25 providing Trustees and Officers liability insurance to which the Indemnitees shall be named
26 insureds. The Board shall adopt such policies and procedures to implement this Article
27 XVII, including, but not limited to, establishing Trustees and Officers liability insurance
28 policy limits.
29
- 30 5. The College's obligation, if any, to indemnify or pay expenses to any Indemnatee under the
31 Bylaws or any resolution adopted by the Board of Trustees shall be reduced to the extent
32 such Indemnatee has otherwise received payment (under any insurance policy, indemnity
33 clause, bylaw, agreement, vote or otherwise).
34
- 35 6. The foregoing right of indemnification shall not be deemed exclusive of any other rights to
36 which any trustee, officer or committee member may otherwise be entitled as a matter of law
37 or contract.
38
- 39 7. The right to be indemnified and defended by the College hereunder shall be defined as
40 broadly as possible.
41
42
43
44
45
46

ARTICLE XVIII

Conflict of Interest

No trustee of the Board shall receive, directly or indirectly, any salary, compensation, or emolument from the Corporation in any capacity, except for Member trustees who are employees of the College, or unless authorized by the concurring vote of a majority (unless a greater percentage vote is required by New Hampshire law) of all trustees then in office. All contracts with the Corporation or compensation paid to any trustee shall be done in accordance with Board's Conflict of Interest Policy and in compliance with New Hampshire law.

Article XIX

Miscellaneous

1. Books and Records

Saint Anselm College shall maintain books and records of account and minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, executed consents evidencing all actions taken by the Board of Trustees without a meeting, and waivers of notice of all meetings of the Board of Trustees and its committees. In addition, Saint Anselm College shall keep copies of all records required to be kept under New Hampshire law.

2. Fiscal Year

The Board of Trustees is authorized to fix the fiscal year of Saint Anselm College and to change the year from time to time as it deems appropriate.

3. Tax Exempt Status

The affairs of Saint Anselm College shall at all times be conducted in such a manner as to assure the College's status as an organization qualifying for exemption from tax pursuant to Section 501(c)(3).

4. Dissolution

Upon the dissolution or other termination of existence of Saint Anselm College, the assets of the College shall be distributed to Saint Anselm Abbey, a New Hampshire 501(c)(3) corporation or, if it is not in existence, or if it declines acceptance, to one or more other organizations qualified as a tax exempt organization pursuant to Section 501(c)(3), as determined by the Board of Trustees at the time. Nothing herein, however, shall permit the distribution of assets that is otherwise not authorized by or in accordance with the laws of the State of New Hampshire.

1 5. Internal Revenue Code

2
3 All references in these Bylaws to sections of the Internal Revenue Code shall be considered
4 references to the Internal Revenue Code of 1986, as from time to time amended, and to the
5 corresponding provisions of any applicable future United States Internal Revenue Law.

6
7 7. Definitions

8
9 For purposes of these Bylaws, these definitions shall apply:

10
11 “Institutional Officers” shall mean Vice Presidents (including but not limited to any vice
12 president, senior vice president or executive vice president), Provosts and Deans.

13
14 “Major renovation” as used in Article X.10, shall mean any improvement to a building, structure
15 or facility that changes the existing use of such building, structure or facility or constitutes a
16 repair, modification or upgrade that has not otherwise been approved by the Board in the annual
17 budget.

18
19 “Major equipment” as used in Article X.10, shall mean the purchase, lease or installation of any
20 equipment or technology that has not been approved by the Board in the annual budget.

21
22 “Review and approve” shall mean to assess the recommended action, analyze and deliberate as
23 to the outcome and arrive at a conclusion, which may or may not be consistent with the
24 recommendation offered. The deliberation process may also entail seeking further consultation
25 or information from the individual(s) making the recommendation and/or feedback from other
26 affected stakeholders, as may be determined in the sole discretion of the decision maker.

27
28 “Significant new campus buildings” as used in Article IX.3 and Article X.10 shall mean any
29 new, permanent building, structure or facility that has not been previously approved as part of
30 the campus master plan.

31
32 8. These Bylaws shall take precedence over all other institutional documents and policy
33 statements. To the extent any document and policy statement approved by the Board of Trustees
34 (including but not limited to the Faculty Handbook) or any action taken by any Committee
35 established by the Board of Trustees hereunder conflicts with or is inconsistent with these
36 Bylaws or an ambiguity is otherwise created, these Bylaws shall take precedence and shall
37 control the governance of Saint Anselm College.

38
39
40 Article XX

41 Review and Amendment of Bylaws

42
43 1. These Bylaws shall be reviewed periodically by the Chair of the Board of Trustees with the
44 Executive Committee. The Chair of the Board of Trustees and Executive Committee shall
45 recommend proposed changes and amendments to the Board of Trustees for their
46 consideration.

2. The Board of Trustees may propose to the Members changes or amendments to these Bylaws by a two-thirds vote of those present.
3. The Members may initiate changes to these Bylaws by first submitting them to the Board of Trustees for consideration and recommended course of action. Having received the recommended course of action from the Board of Trustees, the Members may amend the Bylaws in accord with Article XX.4 below.
4. In keeping with Article IX.4 these Bylaws may be amended by an affirmative vote of two-thirds of the Members present at any legitimately convened meeting of the Members. If the amendments to the Bylaws are not approved by the Members, the Chair of the Board of Trustees and the Chair of the Members may establish a committee comprised of six trustees, three of which shall be Members and three of which shall be non-Benedictines to make further recommendations to the Board and Members.
5. These Bylaws will be reviewed by the Members and the Board of Trustees every five years from the adoption of any restated and amended Bylaws.

Article XXI

Non-Discrimination

Consistent with the Benedictine, Catholic principles that sustain the mission and heritage of Saint Anselm College, no one acting on behalf of the College or in administering the affairs of the College, shall discriminate against any student, faculty, staff, vendor, or contractor on the basis of the individual's race, color, gender, religion, national origin, marital status, age, disability, sexual orientation, or veteran status.

<End>

EXHIBIT H



August 30, 2019

Dear Trustees:

I am writing this letter on behalf of the Saint Anselm College Corporation Members. This letter was shared with and adopted by the Members after duly noticed Membership Meetings held on August 27 and 30, 2019. It represents the collective voice of the Members.

The leadership of the Board of Trustees had asked that the Members consider amending the bylaws with regard to the Members' amending powers (Article XX), as well as the Members' Reserved Powers (Article IX). Eighteen of the Members met with five of the Trustees on August 16th and listened carefully to their arguments why control of the amending powers and the reserved power relating to mission and identity should be ceded from the Members to the Board of Trustees. We respectfully disagree and will not be changing the amending power to provide that power to the Board of Trustees nor will we be amending the bylaws to limit the Members' reserved power to determine if proposals would result in a change to Saint Anselm College's mission and identity.

For the past 130 years, Saint Anselm College has been a Catholic, Benedictine, liberal arts college and will remain so. The Members have determined that they would be violating their fiduciary responsibilities to the College to cede their amending and reserved powers and risk changing and secularizing the College from the great institution that it is today.

I. SAINT ANSELM COLLEGE GOVERNANCE AS COMPARED TO OTHER CATHOLIC COLLEGES

Saint Anselm College has a shared system of governance in which the College Corporation Members have delegated substantial powers to the Board of Trustees for the running of the College while reserving certain fundamental powers to themselves. In particular, Article IX, ¶ 1 reserves to the Members "Changes to and interpretation of the fundamental mission and identity of the institution, which is a college of higher education providing a distinctive liberal arts education committed to the teachings of the Roman Catholic Church and to the principles of its Benedictine identity." Article XX provides that the bylaws may only be amended by "an affirmative vote of two-thirds of the Members at any legitimately convened meeting of the Members." The power to amend the bylaws is directly related to the power to interpret and determine the mission and identity of the College.

Many other Catholic colleges and universities have a similar shared system of governance. The Association of Catholic Colleges and Universities reports that 44% of Catholic colleges currently operate with a shared governance structure with the members of the Religious Institutes maintaining reserved powers over such items as the mission of the institution and the amending of the bylaws. For example, the bylaws of Duquesne University in Pittsburgh provide that the

members of the Corporation, which consists solely of the Spiritan Fathers, have the exclusive reserved powers to “determine or change the mission, the philosophy, objective or purpose of the University,” to amend the bylaws and to elect and remove the Board of Trustees. See Duquense Bylaws, Article IV, at Exhibit A. Similarly, at Marywood University in Scranton, the Members consist of the Congregation of Sisters, Servants of the Immaculate Heart of Mary, and the Sister Members have as their reserved powers, “the right of approval, by majority vote, of actions of the Board of Trustees relating to changes in institutional purpose and philosophy” as well as the powers to elect the Board of Trustees and amend the bylaws. See Bylaws of Marywood University, Article I, Section 4 at Exhibit B. Likewise, Marian University has as its Class A Members the Congregation of the Sisters of Saint Agnes and retains as their reserved powers the power to determine and approve changes to the “mission, philosophy and values” of the University, together with the powers to elect or remove the Board of Trustees, and the power to amend the bylaws. See Marian Bylaws, Article 2.2 at Exhibit C. Closer to home is Rivier University in Nashua, New Hampshire, where Members consist of the Sisters of the Presentation of Mary, as well as non-Sisters, all of whom are appointed by the Provincial Superior of the Sisters of the Presentation of Mary. As is typical at many Catholic colleges and universities, the Members of Rivier University reserve exclusively to themselves any amendments to “the mission and purpose of the University” as well as the powers to elect and remove the Trustees and amend the Bylaws. See Bylaws of Rivier University, Article Four, Section 4.1 attached as Exhibit D.

In summary, the reserved powers of the Members of Saint Anselm College to amend bylaws and interpret and approve changes to the College’s mission and identity are not unique to Saint Anselm College. Many other Catholic colleges have religious institutes that reserve these two powers to the respective congregation. In fact, the powers reserved to the religious members at other colleges are in many cases greater, including the power to elect and remove trustees, as well as the requirement that the college president be a member of the respective congregation. The Saint Anselm College Members’ decision to delegate more powers to the Board of Trustees than exist at many other Catholic colleges does not, however, negate the fact that the Members still have a duty and responsibility to guarantee that their apostolate continue to be a genuinely Catholic and Benedictine institution now and in the future.

II. THE NECHE CONCERNS

NECHE Standard 3.1 provides that the governing board of an institution should have “sufficient independence to ensure it can act in the institution’s best interest.” The preamble to Standard 3 mandates that “[t]he institution has sufficient independence *from any other entity* to be held accountable for meeting the Commission’s Standards for Accreditation.” The Members of the College are the members *of the College*. They are not a separate entity from the College. They are the Members of the College. The Members have both a sacred and fiduciary duty to the College. The Members’ fiduciary responsibilities to the College overlap with the Board of Trustees’ fiduciary responsibilities. NECHE Standard 3, properly interpreted, cannot require that the Board of Trustees *of the College* have sufficient independence from the Members *of the*

College but rather provides that the institution, i.e. the College, has sufficient independence from another entity, i.e. outside of the College.

The fact that independence must be from outside influences is further supported by NECHE's interpretative documents. The NECHE evaluation manual notes that colleges' relationships with sponsoring entities "may involve arrangements for shared services . . . or have other governing board structures (e.g., a 'corporation' comprising members of the sponsoring religious order)."¹ In clarifying its standards, NECHE notes only that the institution should "identify any related entity ([e.g.] . . . religious congregation) associated with the institution and describe the relationship between the related entity and the institution."² The standard specifically recognizes that Members from religious institutions will have certain reserved powers but the relationship should be clear. Many other colleges' Board of Trustees have less independence than Saint Anselm College.³ The Benedictine Members maintaining control over the power to determine the mission and identity of the College as a Catholic and Benedictine institution is not only not in conflict with NECHE Standard 3 but must be respected by NECHE pursuant to federal statute. Under federal law, accrediting agencies/associations must "consistently appl[y] and enforce[] standards that respect the stated mission of the institution of higher education, including religious missions . . ." 28 U.S.C. § 1099b(a)(4)(A). Requiring a religious institution to cede control to a predominantly lay board to determine the apostolate's mission and identity would be unconstitutional and a violation of federal law.

As you know, Saint Anselm College's Self Study raised several concerns and issues as it pertains to governance. That is the purpose of the Self Study – to introspectively raise concerns. In particular, the Self Study recognized that "Though it has not impeded these notable successes [of the College in the past ten years], the governance structure has sometimes caused confusion or revealed ambiguities." Self Study, p. 32. Concerns were raised regarding the powers of the Chancellor, the hiring and removal of the president, the role of Benedictines at all levels of the College, the lack of a shared understanding of the scope of the Members' reserved power regarding changes to the fundamental mission and identity and whether the Board of Trustees possesses "sufficient independence that it can act in the College's best interest." Self-Study, p. 29-34. In particular, the Self Study notes that a survey was administered to the BOT and that

¹ See https://4bmotk38mj22405pxk3whsd3-wpengine.netdna-ssl.com/wp-content/uploads/2018/12/Evaluation_Manual_2019.pdf, at 19.

² https://4bmotk38mj22405pxk3whsd3-wpengine.netdna-ssl.com/wp-content/uploads/2018/12/NE-_Becoming_Accredited_NE_Candidacy_Guide-.pdf, at 22.

³ As previously stated, many other Catholic colleges and universities have the religious institute constituting the members of the college corporation, not only maintain a reserved power to determine mission and identity and to amend the bylaws but also to reserve the power to elect and remove trustees. Clearly, a Board of Trustees that is elected and can be removed by the Members, as exists at Rivier University and dozens of Catholic colleges and universities across the country, results in a Board of Trustees with less independence from the Members than is the case at Saint Anselm College.

“54% of the Trustees agreed that the Board possesses sufficient independence to ensure that it can act in the College’s best interest, while 38% selected “disagree” and 8 % selected “no opinion.” Self Study, p. 32. Notably, however, there was no instance, in the past ten years, where the BOT was not able to exercise its delegated duties to the College because of the existence of a shared governance system.

Following the College’s Self Study, the NECHE Visiting Team issued its report and repeated many of the concerns raised in the self-study. In the past several months, several changes have been made to the bylaws that clarify ambiguities and increase the powers of the BOT in the shared governance system. In particular, several changes have been recently adopted that increase the independence of the Board of Trustees. These include changes relating to:

1. The hiring of the college president.
2. The removal of the college president.
3. The procedure for selecting a Benedictine president.
4. The role of the chancellor.
5. The employment of Benedictines at all levels of the college

The Members believe that these changes sufficiently respond to the concerns raised by the Visiting Team and that no further changes to the bylaws regarding the reserved powers or amending powers are prudent or necessary. The NECHE Visiting Team Report stated that there were Trustees who felt that they did not have sufficient authority to exercise their “fiduciary responsibilities given the ambiguities regarding the nature and extent of the Members’ reserved power.” It is regrettable that there is not a common understanding of what it means to govern this Catholic college in the Benedictine tradition. We need to work together to help all understand just what mission and identity of the College means and how governance impacts mission and identity. The fact that Trustees do not share the Members’ understanding of what it means to govern “a college of higher education providing a distinctive liberal arts education committed to the teachings of the Roman Catholic Church and to the principles of its Benedictine identity” makes it all the more imperative that the Members not cede control over changes to the College’s mission and identity to Trustees who have a different view of the College’s identity. The solution to divergent understandings lies in increased education, not in transfers of power.

After consulting with the Members in late June, the next day the four monastic Members of the Working Group of 8 reported that no further changes to articles IX and XX should be considered at a previously scheduled meeting set for the following day. Nevertheless, the 4 lay trustees persisted and began work on further changes, which they believed should be made. Such changes could secularize the College. The Chair of the Board of Trustees asked to have the Trustees’ attorney work with the Members’ attorney to craft language that would be acceptable to all and ameliorate any lingering concerns raised in the NECHE Visiting Team Report. The Members agreed to have their attorney work in good faith with the Trustee’s attorney to see if a mutually agreeable resolution was possible.

III. THE THREATS TO THE COLLEGE FROM AMENDING AS PROPOSED BY THE LEADERSHIP OF THE BOARD OF TRUSTEES

On August 6, 2019, the attorney for the Trustees forwarded a redlined document containing several substantial proposed changes to the bylaws. See attached at Exhibit E.⁴ Some of the proposed changes pertain to the Members' reserved power to determine the mission and identity of the College in Article IX. First, it was proposed that the mission and identity be limited to Catholic and Benedictine mission and identity and that in order to exercise its reserved powers with regards to Catholic and Benedictine principles, the Members must obtain the consent of the Board of Trustees. If there was disagreement between the Members and the Board of Trustees, the Board of Trustees would refer the matter to the advisory Trustee Overseers. See Article IX, ¶6 at Exhibit E, p. 6. The Trustee Overseers' Recommendation is merely advisory and can be rejected or modified by the Board of Trustees pursuant to the proposed changes to Article X, ¶21 at Exhibit E, p. 9; see also Article XI, ¶6(a)(i) at Exhibit E, p. 10. In short, the leadership of the Board of Trustees was proposing a veto power over the Members' reserved power to determine if the College was violating Catholic teachings or acting in a way not consistent with its Catholic and Benedictine mission and identity.

Similarly, the August 6th proposal also sought to weaken the ability to terminate a College president for violation of the teachings of the Catholic Church. While the current bylaws acknowledge that the president is responsible to "lead the College in all facets including as messenger of its Catholic and Benedictine identity," this was proposed to be deleted. Article XII, ¶7(i) at Exhibit E, p. 14. Further proposed changes would take away the Members' power to terminate the president for violation of Catholic teachings and replaced the collective power of the Members with the power of the Chair of the Board of Trustees to solely decide whether to refer a complaint raised by the Members to the Board of Trustees or Trustee Overseers as the Chair of the Board of Trustees may determine and only terminate the president for cause if the vote to terminate is unanimous. Article XII, ¶7(i) at Exhibit E, p. 14.⁵ In the proposed language, the Chair of the Board of Trustees, pursuant to the proposed language, would be the final arbiter of what it means to violate Catholic teachings.⁶

The August 6th proposals are in some ways even more problematic than the earlier proposed amendments which were advanced by the leadership of the Board of Trustees. The April 30th

⁴ Although the document is entitled "Amendments Proposed by the Trustees (08-06-19)," the cover letter to this document stated that it was only the proposed changes of the "leadership" of the Board of Trustees. It is understood that the Board of Trustees has never formally proposed these amendments.

⁵ The composition of the Trustee Overseers may change at the sole discretion of the Chair of the Board of Trustees which means that a unanimous vote can be prevented by the Chair of the Board of Trustees in the Chair's sole discretion. Article XI, ¶6 at Exhibit E, p. 10

⁶ Other proposed changes include increasing the Board Chair's term from the current 3 year term limit to a 15 year term limit. See Article XII, ¶2 at Exhibit E, p. 11.

proposal sought to exclude from the Members' Reserved Powers on mission and identity any changes to "Campus Ministry Office, Health Center, Residential Life and Education or other college office." See Exhibit G. This would have prevented the Members from prohibiting certain immoral practices and procedures from taking place in the health center, prevented the members from prohibiting programs and activities antithetical to the Catholic faith in the Campus Ministry Office or prohibiting numerous other changes to the mission and identity of the College in any other college office.

These changes put forward by the leadership of the Board of Trustees carry an unreasonable risk of the secularization of Saint Anselm College. Saint Anselm College is a Catholic institution and the Members have certain powers in order to guarantee fulfillment of their ecclesiastical responsibility to educate consistent with the Catholic faith. The Members would be violating their own fiduciary duties to the College to allow it to be secularized.

Several Trustees met with the Members on August 16, 2019. Presentations and remarks by the participating trustees helped to convince many of the Members that ceding control over mission and identity, including the Catholic teaching and Benedictine identity, could be profoundly harmful to the College. It was suggested that financial pressures facing the college are great and that the Members cannot be counted upon to make the right and necessary choices to compete with other schools for enrollment. There is no choice. Saint Anselm College is, always has been, and is resolutely determined to remain a genuinely Catholic liberal arts college in the Benedictine tradition and faithful to its mission and identity. Our mission, as clearly stated in Article IX, is "a college of higher education providing a distinctive liberal arts education committed to the teachings of the Roman Catholic Church and to the principles of its Benedictine identity." As evidenced by the proposed changes to the bylaws that could result in eroding its mission and identity, the Members must maintain control of the power to amend the bylaws as well as the power to interpret and approve changes to the College's mission and identity.

IV. GOING FORWARD

The Members have a sacred and fiduciary responsibility to ensure that their apostolate, Saint Anselm College, continues to be an excellent Catholic college in the Benedictine tradition without compromising its mission and identity. In addition to all being in solemn vows as Benedictine Monks, the Members collectively possess hundreds of years of experience administrating and teaching at Saint Anselm College. We greatly appreciate all of the work and dedication that trustees all share in helping the College to fulfill its mission. Nevertheless, while the Members have delegated real and substantial authority over numerous and vital aspects of the College, including but not limited to control of the budget, capital expenditures, tenure and promotion decisions, etc., the Members have retained to themselves the ultimate fiduciary responsibility to guarantee the continuation of the College's mission and identity.

The Members have in the past proposed procedural amendments to the exercise of the Reserved Powers. Pursuant to these proposed amendments, the Members would guarantee consultation with the Board of Trustees and would also be amenable to time constraints to ensure

that the Members act quickly when exercising their Reserved Powers. Unfortunately, these proposals were not considered and brought before the full Board of Trustees.

At the request of the attorney for the Board of Trustees, the Members' attorney prepared language for bylaw amendments that would clarify the roles of the Members by taking the language found at many other Catholic colleges' bylaws. See attached as Exhibit F. These amendments would clarify the ambiguities recognized in NECHE's report and minimize the potential for negative action from NECHE by taking language from other accredited Catholic institutions. Unfortunately, the attorney for the Board of Trustees has yet to consider the merits of amending the bylaws to have language similar to Rivier or Duquesne University.

Therefore, it is now necessary to suspend any further discussion of changes to Article IX or XX of the bylaws.

As previously stated, the Board of Trustees has greater autonomy and independence from the Members than exists at many other Catholic colleges and universities. The Saint Anselm College Board of Trustees has sufficient authority to exercise those responsibilities that have been delegated to it. This authority has only increased with the most recent amendments of the bylaws.

Some members of the Board of Trustees may disagree and may individually feel constrained by working in a system of shared governance where the Members have a reserved power to determine the mission and identity of the College including its Catholic and Benedictine identity. We are, however, hopeful that all trustees will be able to work with the Members in the shared governance system we have at Saint Anselm College.

We, the Members, look forward to working with the Board of Trustees and the College Administration and responding to NECHE's concerns raised in the Visiting Team Report. We are hopeful that no trustee will seek to harm the process by filing erroneous reports that the governance at the College is broken and the College needs to further transfer power from the Members to the Board. The Chair of the Board of Trustees explained to us on August 16th that such a transfer of power is "progress" and "evolution" that is inevitable. It is not, and has the potential for secularization of the College. Should NECHE view the College in a negative light, then we, as a College, will need to appeal/challenge that decision and both privately and publicly better explain the importance of an authentically Catholic and Benedictine education consistent with our mission and identity. A negative action by NECHE should be avoided, if possible, but not by giving up our freedom to guarantee the authentically Catholic and Benedictine nature and identity of this College.

The Members are firmly committed to continuing their duty to ensure the Catholic mission and identity of their apostolate, Saint Anselm College, and to see it thrive. We remain opposed to the proposed changes to the amendments to Articles IX or XX of the bylaws.

On behalf of the Members assembled for
special meeting on August 30, 2019,

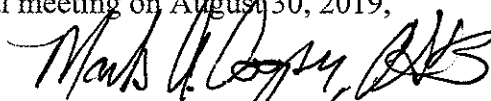

Abbot Mark Cooper, O.S.B.

EXHIBIT I

1
2 The Bylaws of Saint Anselm College
3 *approved 27 January 2009, as amended and restated September 15, 2015*
4 *and, as amended and restated February 6, 2017,*
5 *and as amended and restated May 26, 2019 and October 29, 2019*
6
7
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9 ARTICLE I

10 Name

11
12 The name of this Corporation shall be “Saint Anselm College.”
13
14

15 ARTICLE II

16 Place of Business

17
18 The place of business of this Corporation shall be at Goffstown, in the County of Hillsborough,
19 and State of New Hampshire.
20
21

22 ARTICLE III

23 Purpose & Definitions

24
25 The object and aim of this Corporation is the institution of learning, known as Saint Anselm
26 College. Saint Anselm College is an educational corporation, established by charter granted on 1
27 August 1889 and is an independent, private, Catholic institution. As such, it is thoroughly
28 committed to the teaching of the Roman Catholic Church and maintains communion with the
29 Holy See and the Roman Catholic Bishop of Manchester. As the primary work and object of the
30 ongoing stewardship of the Members of the Corporation, Saint Anselm College fulfills its
31 mission in accord with the principles and ideals of the Rule of Saint Benedict. The purposes of
32 the Corporation are exclusively charitable, educational, religious, and scientific within the
33 meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the
34 corresponding provision of any future United States Internal Revenue Law (“Section 501(c)(3)”).
35 In furtherance of such purposes, the Corporation shall have the same powers as an individual to
36 do all things necessary or convenient to carry out the purposes of the Corporation, as set forth in
37 its charter and these Bylaws, including all power and authority granted by the laws of New
38 Hampshire within and subject to the limits of Section 501(c)(3).
39

40 To aid in the interpretation of these Bylaws, certain definitions and rules of construction are
41 provided in Article XIX.
42

43 ARTICLE IV

44 Mission
45

1 Saint Anselm is a Catholic, Benedictine, College providing all its students a distinctive liberal
2 arts education that incorporates opportunities for professional and career preparation. It does so
3 in a learning community that encourages the lifelong pursuit of the truth and fosters intellectual,
4 moral and spiritual growth to sustain and enrich its graduates' personal lives, work, and
5 engagement within local, national, and global communities.

6 7 ARTICLE V

8 Seal of the Corporation 9

10 The seal of the Corporation shall be a circular disc with the arms of Saint Anselm College
11 surrounded by the words *Sigillum Collegii Sancti Anselmi 1889*.

12 13 14 ARTICLE VI

15 Membership 16

17 Members of the Chapter of Saint Anselm Abbey in good standing shall be *ipso facto* Members of
18 the Corporation.

19 20 21 ARTICLE VII

22 Officers of the Corporation 23

24 The officers of the Corporation shall be the Chair of the Members, Vice-Chair, and Secretary.

25 26 1. The Chair of the Members 27

- 28 a. The Abbot of Saint Anselm Abbey shall be the Chair. The Abbot of Saint Anselm Abbey
29 or, in his absence or if he is unable to serve, the Administrator of said Abbey in the town
30 of Goffstown, County of Hillsborough and State of New Hampshire shall be *ex officio* the
31 Chair of the Members. It is the Chair's right and power to appoint, name or remove the
32 other officers of the Corporation. The Chair of the Members shall have the duties set
33 forth in these Bylaws.
34
- 35 b. The Chair of the Members shall also be *ex officio* Chancellor of Saint Anselm College.
36 The role and duties of the *ex officio* Chancellor of Saint Anselm College are solely
37 ceremonial. He shall preside at commencements, convocations and other such
38 assemblies of the College.
39
- 40 c. The Chair of the Members shall call and preside over the annual meeting and all other
41 meetings of the Members.
42
- 43 d. He shall present important matters relating to the Reserved Powers as set forth in Article
44 IX to the Members for consideration and necessary action.
45
46

- e. He shall authorize the seal of the Corporation to be affixed to all papers which may require it.
- f. Upon completion of the applicable procedure for selecting a President established in Article XII.7, he shall present a candidate for President of the College to the Board of Trustees; following approval by the Board of Trustees, he shall appoint the President of the College.
- g. Subject to a these Bylaws and a Memorandum of Understanding between the President of the College and Chair of the Members, which may from time to time be amended by them, he shall appoint qualified Benedictines of Saint Anselm Abbey as members of the faculty, staff, and administration at all levels below Vice President or Institutional Officers of Saint Anselm College who shall serve at the pleasure of both the Chair of the Members and the President. Such appointments may be made without the approval of the Board of Trustees provided the appointment is made after approval by the President in consideration of the needs of the College and within any budget approved by the Board of Trustees pursuant to Article X.7. Prior to approving the appointment, the President shall find the Benedictine duly qualified and he shall approve the position, job title, job description and compensation. To the extent that the Chair of the Members and the President agree as to the qualifications of Benedictine, no appointment shall be made to a faculty position without the President consulting with and receiving input from the relevant faculty department. The Chair of the Members and the President shall meet twice annually regarding planning for the appointments of the Benedictines to the College faculty or staff. The Chair of the Members acknowledges that any Benedictine duly appointed will be an employee of the College, subject to performance reviews and the standard employment policies, handbooks and legal requirements of the College.
- h. He shall cause to be made each year a report by the President of the College on the state of Saint Anselm College, a report by the Treasurer of the College on the financial state of Saint Anselm College and a report by the Chair of the Board of Trustees to the Members.
- i. He, or his delegate, shall have the authority to execute and sign all documents pertaining to the business of the Corporation and shall have power to transact the business of the Corporation in accordance with these Bylaws.

2. The Vice-Chair

- a. The Vice-Chair of the Members shall be appointed by the Chair of the Members.
- b. He shall perform those duties assigned to him by the Chair of the Members.

3. The Secretary of the Members

- a. The Secretary of the Members shall be appointed by the Chair of the Members.

1 b. He shall keep the minutes of the meetings, when approved, as permanent records.

2
3 c. He shall have custody of the Seal of the Corporation. He shall affix it to all written
4 instruments of the Corporation requiring the seal and he shall attest the seal and
5 signatures of the other officers of the Corporation.
6

7
8 ARTICLE VIII

9 Meetings of the Members

10
11 1. An annual meeting of the Members shall be held each year at such a time as determined by
12 the Chair for the purpose of transacting any business which may come before the meeting.
13

14 2. Other meetings of the Members may be called at any time by the Chair.
15

16 3. All regular and special meetings of the Members shall be held at Saint Anselm Abbey in
17 Goffstown, New Hampshire, or at such other place within or outside of the State of New
18 Hampshire as shall be fixed in the notice of the meeting.
19

20 4. Written notice stating the place, date and hour of the meetings of the Members shall be
21 delivered to each member either personally, by mail, or by any other method of
22 communication at least two (2) calendar days in advance of the meeting. In the case of
23 meetings held without previous notice, a written waiver of notice, executed before or after
24 the meeting, shall be deemed equivalent to notice of the meeting. The notice shall include an
25 agenda for the meeting. A copy of the notice and agenda shall be provided to the Chair of
26 the Board of Trustees and the President of the College.
27

28 5. The Chair of the Members shall call and preside at the meetings of the Members.
29

30 6. A majority of the Members resident at Saint Anselm Abbey shall constitute a quorum for the
31 conduct of business. Actions may be taken by a majority vote (or such other greater
32 percentage vote as is required by these bylaws) of those members present at a meeting at
33 which a quorum is present.
34

35 7. The Secretary shall keep minutes of the meetings of the Members and give due and proper
36 notice of meetings to Members. A copy of the minutes shall be provided to the Chair of the
37 Board of Trustees and the President of the College. Any actions proposed by the Members
38 relating to the Reserved Powers shall be communicated to the Chair of the Board of Trustees
39 and the President of the College as soon as reasonably practical after the meeting of the
40 Members unless otherwise specified herein.
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1 ARTICLE IX

2 Reserved Powers of the Members

3
4 The following matters relating to the mission and identity of Saint Anselm College are reserved
5 to the Members:

- 6
7 1. Changes to and interpretation of the fundamental mission and identity of the institution,
8 which is a college of higher education providing a distinctive liberal arts education
9 committed to the teachings of the Roman Catholic Church and to the principles of its
10 Benedictine identity.
11
12 a. When the Chair of the Members determines that any matter is within the Reserved
13 Powers, the Chair of the Members shall first notify the Chair of the Board of Trustees
14 prior to presenting the matter to the Members for a final action. Upon fulfillment of
15 the steps set forth in Article XI.6. and X.21, as may be exercised by the Board of
16 Trustees, the Chair of the Members may submit the matter to the Members for a final
17 consideration. If the Chair of the Members ultimately submits a matter for final
18 consideration to the Members, the Chair of the Members shall notify the Chair of the
19 Board of Trustees and permit the Chair of the Board and other Trustees as determined
20 by the Chair of the Board to discuss the matter with the Members prior to final
21 consideration by the Members.
22
23
24
25 2. Authorization for purchase or sale, of any campus real property from or to a third party in
26 excess of the amount provided in the annual budget approved by the Board of Trustees and
27 approved at the annual meeting of the Members;
28
29 3. Approval of a campus master plan, the construction and siting of significant new campus
30 buildings or roadways, and any substantial change to the physical environment of the
31 campus;
32
33 4. Amendment of these Bylaws subject to and in accordance with the provisions of Article XX;
34
35 5. Merger or consolidation, or dissolution, of the Corporation, provided that such action shall be
36 recommended by a two-thirds (2/3rds) vote of the Board of Trustees; and
37
38 6. The election of Members of the Corporation to the Board of Trustees.
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1 ARTICLE X

2 Authority and Responsibilities of the Board of Trustees

3
4 The Board of Trustees shall have the authority to perform and act as necessary or consistent in
5 the exercise of its power and authority in the complete governance of the affairs not otherwise
6 reserved to the Members as set forth in Article IX. The authority of the Board of Trustees is
7 exercised through its general, academic and financial policy-making functions and its
8 responsibility for the College's financial health and welfare. The Board of Trustees shall
9 exercise institutional authority as set forth in these Bylaws of Saint Anselm College. It shall
10 have the authority to oversee the affairs of the College and carry out all lawful functions that are
11 permitted by these Bylaws. This authority, exercised in consultation with the President of the
12 College, shall include but shall not be limited to these illustrative functions:

- 13
14 1. Support the College's mission and ensure that the College is fulfilling its mission and
15 purposes.
16
17 2. The selection and termination of the President of Saint Anselm College shall be by a vote of
18 the Board of Trustees as follows:
19
20 (a) Presidential Selection. Subject to XII, select and approve the President of the College,
21 who is the College's Chief Executive Officer, and determine and approve all terms and
22 conditions of such appointment. If an Interim President is needed, the Board of Trustees
23 shall determine the term of service for such Interim President and all terms and conditions of
24 such appointment.
25
26 (b) Presidential Termination. Should the Board of Trustees, by a two-thirds (2/3rds) majority
27 vote, determine that the President of the College should be removed either on its own
28 initiative or upon the recommendations of the Trustee Overseers of Saint Anselm College as
29 set forth in Article XI.6., the Chair of the Board of Trustees shall notify the Chair of the
30 Members. Upon such notification, and after consultation with the Chair of the Members, the
31 Chair of the Board is authorized to immediately remove the President of the College upon
32 terms and conditions the Board deems appropriate.
33
34 3. Consider, review and approve the appointment of any Vice Presidents and Institutional
35 Officers, and advise the President regarding the qualifications for and terms of employment
36 of any Vice President and Institutional Officer. Prior to reviewing and approving the
37 appointment of the Vice President of Academic Affairs and the Dean of the College or other
38 Institutional Officer overseeing academic affairs, the Board of Trustees shall receive any
39 comments and recommendations provided by the Faculty Senate in a manner deemed
40 appropriate to the search for such position. Upon considering, reviewing and approving any
41 appointment, the Board of Trustees shall maintain a preference for appointing qualified
42 Benedictines of Saint Anselm Abbey. Any Benedictine duly appointed shall be an employee
43 of the College, be subject to annual performance assessments, and shall receive all
44 appropriate benefits and assume all such liabilities in accordance with such status.
45

- 1 4. Provide counsel and support to the President and annually assess his/her performance based
2 on goals and other criteria established by the Chair of the Members and the Chair of the
3 Board in consultation with the President.
4
- 5 5. Review and approve proposed significant changes in the College's academic programs and
6 other major enterprises and affiliations, including the approval of all academic majors, the
7 conducting of a five-year review of all majors and consider and approve whether post-
8 graduate degrees should be offered and conferred.
9
- 10 6. Review and approve all proposed revisions to the Faculty Handbook as may be proposed and
11 review and approve all institutional policies, including but not limited to Faculty Senate
12 Bylaws and those policies bearing on faculty appointment, promotion, tenure, and dismissal
13 as well as personnel or anti-discrimination policies for all categories of employees.
14 Additionally, the Board will review and approve any compensation and benefit agreements
15 that apply to any category of employees. Unless a recommendation is made by the President
16 for an earlier review, such policies shall be reviewed by the Board every five (5) years.
17
- 18 7. Review and approve the annual budget and tuition and fees. Through an annual audit and
19 other means, regularly monitor the College's financial condition and establish policy
20 guidelines affecting and insuring the fiscal health of the College and all institutional assets.
21 As part of each annual budget, certain funds shall be set aside for the hiring of new
22 Benedictines of Saint Anselm Abbey who may not already be employees of the College,
23 provided that all new and existing positions are approved by the President of the College in
24 accordance with Article VII.1.g.
25
- 26 8. Initiate, promote, and support major fund-raising efforts for the College, and authorize the
27 College's officers to accept gifts and bequests subject to Board policy guidelines.
28
- 29 9. Authorize any debt financing, the issuance of any bonds, and approve the securitization of
30 loans.
31
- 32 10. Approve the major renovations of existing buildings; recommend the purchase of land to the
33 Members; approve the construction of significant new campus buildings or roadways; or
34 purchase major equipment; and approve any substantial change to the physical environment
35 of the campus. A condition precedent to the exercise of the Reserve Powers as set forth in
36 Article IX.2 and IX.3, the Board shall recommend to the Members the purchase or sale of
37 real estate and shall recommend to the Members the approval of a campus master plan, the
38 construction and siting of new campus facilities and roadways and the siting of significant
39 new campus buildings or roadways, and any substantial change to the physical environment
40 of the campus.
41
- 42 11. Approve the lease of any campus real property to a third party as recommended by the
43 President.
44
45

12. Approve such policies that contribute to the best possible environment for students to learn and develop their abilities. Unless a recommendation is made by the President for an earlier review, such policies shall be reviewed by the Board every five (5) years.
13. Review and approve such policies that protect academic freedom and contribute to the best possible environment for the faculty to teach, pursue their scholarship, and perform public service. Unless a recommendation is made by the President for an earlier review, such policies shall be reviewed by the Board every five (5) years.
14. Review and approve all honorary degrees as recommended by members of the college community and authorize the President to award all earned degrees as recommended by the faculty. The determination of honorary degree recipients may be delegated to a committee appointed by the Chair of the Board and such honorary degree recipients may thereafter be presented to the Board for review and approval.
15. Serve actively as advocates for the College in appropriate matters of public policy in consultation with the President and other responsible parties as the Board shall determine.
16. Periodically, but at least every five years, undertake assessment of the Board's performance.
17. Perform and do all things necessary in order to fulfill the mission of the College and the responsibilities delegated by these Bylaws or otherwise required of the Board of Trustees.
18. The Board of Trustees, either through the Chair of the Board of Trustees or by his/her delegated representative, shall provide an annual report of the Board's stewardship for the Members of the Corporation, which may be a written report or an oral report at a duly called meeting of the Members.
19. Do all things necessary to foster and champion a diverse and inclusive community for teaching, learning and working, and to ensure that the affairs of the College be administered in a manner that promotes diversity and inclusion of all people regardless of any person's race, color, gender, religion, national origin, marital status, age, disability, sexual orientation, or veteran status and consistent with the Benedictine, Catholic principles that sustain the mission and heritage of Saint Anselm College.

ARTICLE XI

Membership of the Board of Trustees

1. The Chair of the Members and the President of Saint Anselm College shall be *ex-officio* voting members of the Board of Trustees.
2. Six members of the Board of Trustees shall be elected by the Members of the Corporation from among their number to three-year terms, with no limit on the number of terms to which they may be elected.

- 1 3. No more than thirty-two other persons shall serve on the Board of Trustees. Their term of
2 office shall be for three years and may be renewed twice. A trustee who has served three
3 consecutive three-year terms on the Board may be reappointed after one year off the Board.
4
- 5 4. Nominations for membership shall be presented to the Board of Trustees by a committee on
6 trusteeship designated by the Chair of the Board. All appointments to the Board of Trustees
7 shall be made by the Chair of the Members, and from those individuals approved by the
8 Board of Trustees. Within ten (10) days of the vote of the Board of Trustees approving such
9 nomination, the Chair of the Members shall make such appointment. Membership shall
10 become effective on the date the nominee accepts invitation to the Board. The nominee's first
11 three-year term shall commence on the date of the first meeting of the Board following
12 acceptance.
13
- 14 5. A trustee may be removed by a majority vote of the Board.
15
- 16 6. Trustee Overseers of Saint Anselm College. From among the Trustees, from time to time
17 and as requested by the Chair of the Members or the Chair of the Board of Trustees, the
18 Trustee Overseers of the College may be created. The Trustee Overseers shall include the
19 Chair of the Members and the Chair of the Board of Trustees. The Trustee Overseers shall
20 also include six additional Trustees: three selected by the Chair of the Members who shall
21 select Trustees who are Members of the Corporation and three selected by the Chair of the
22 Board who shall be non-Members. Three Members of the Corporation and three non-
23 Member trustees shall constitute a quorum for the transaction of business at any meeting of
24 the Trustee Overseers. Meetings of the Trustee Overseers may be held at the call of the
25 Chair of the Board of Trustees, the Chair of the Members, or two thirds (2/3rds) of the
26 Trustees who are Trustee Overseers.
27
28
- 29 a. The Trustee Overseers shall only be created and convened for a specific purpose as
30 specifically authorized hereunder and the composition of the Trustee Overseers may
31 change as determined by the Chair of the Board of Trustees and the Chair of the
32 Members. The Trustee Overseers are to consider and assess and make recommendations
33 to the Board of Trustees as set forth herein. The Trustees appointed as Trustee
34 Overseers shall serve for that purpose and as long as needed to fulfill the request of the
35 Chair of the Members or the Chair of the Board of Trustees. The Trustee Overseers are
36 authorized to assess and make recommendations in the following areas:
37
- 38 i) In the event of a vacancy for the President of the College, the Trustee Overseers shall
39 consider any member of Saint Anselm Abbey presented by the Chair of the Members
40 to the Chair of the Board of Trustees. If the Trustee Overseers determine by a
41 majority vote that the member of Saint Anselm Abbey is qualified to be President of
42 the College, the Trustee Overseers shall receive comments from the faculty and
43 administration in a manner determined appropriate by the Trustee Overseers and
44 thereafter make a recommendation to the Board of Trustees for consideration.
- 45 ii) The Trustee Overseers by a vote of at least five (5) Trustee Overseers shall make a
46 recommendation on the selection of an interim President, to the Board of Trustees.

1 iii) The Trustee Overseers shall meet and determine whether any reason to remove the
2 President, with or without cause, exists. Upon a determination by a vote of at least
3 five (5) Trustee Overseers that the President's employment should be terminated, the
4 Trustee Overseers shall make a recommendation to the Board of Trustees to terminate
5 the President's employment.
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9 ARTICLE XII

10 Officers of the College

- 11
12 1. The Officers of the College shall be the Chair, Vice-Chair, Secretary, and Treasurer of the
13 Board of Trustees, and the President of the College.
14
- 15 2. From those members mentioned in Article XI.3 the Board shall elect biennially a Chair,
16 Vice-Chair, a Secretary, and a Treasurer for a term of two (2) years. These officers may be
17 re-elected without limitation during their terms on the Board. The Board may create such
18 other officers or committees as it shall determine necessary in the conduct of its affairs,
19 appoint such committees and designate officers to fill such offices, fill vacancies in any
20 office or committee, delegate to one or more officers any of the duties of another officer or
21 officers, and prescribe the duties of any officer or committee. If neither the Chair nor the
22 Vice Chair have been appointed or are available to exercise their duties as set forth in
23 subsections (3) and (4) below or as otherwise conferred by these Bylaws, the President of the
24 College shall exercise such duties until such time as either the Chair and Vice-Chair are
25 appointed or available.
26
- 27 3. Authority and Responsibilities of the Chair of the Board. The Chair shall preside at all
28 meetings of the Board and Executive Committee. The Chair shall also appoint such
29 committees and perform such other duties as may be directed by the Board. The Chair will
30 serve as an *ex officio* voting member of all other committees of the Board and have other
31 duties as the Board may prescribe from time to time. The Chair of the Board may appoint
32 faculty members or other persons to serve on any Committees of the Board; provided,
33 however, that any person appointed by the Chair of the Board who is not a Trustee shall be a
34 non-voting member of the Committee.
35
- 36 4. Authority and Responsibilities of the Vice-Chair. The Vice-Chair shall perform such duties
37 as shall be assigned by the Board of Trustees. The Vice-Chair shall, in the case of the death,
38 disability or absence of the Chair, perform all the duties of the latter and be vested with
39 his/her powers.
40
- 41 5. Authority and Responsibilities of the Secretary. The Secretary shall ensure that the Board of
42 Trustees is acting in accordance with these Bylaws, that Bylaw amendments are promptly
43 published as necessary, that minutes of Board and Executive Committee meetings are
44 accurate and promptly distributed to all trustees, that meetings are properly scheduled and
45 trustees notified, and that Board policy statements and other official records are properly
46 maintained. The Secretary shall perform other duties as prescribed from time to time by the

1 Board and may be assisted in all duties by a staff member designated by the President. The
2 Secretary shall occupy the role of Parliamentarian of the Board.
3

- 4 6. Authority and Responsibilities of the Treasurer. The Treasurer shall ordinarily serve as Chair
5 of the Finance Committee of the Board of Trustees and otherwise serve as the key leader of
6 the Board on all financial management policy matters. He or she shall ensure that all
7 Trustees regularly receive appropriate and comprehensible financial reports from the
8 administration of the College that include comparisons of revenues and expenditures with
9 both the approved annual budget and the preceding fiscal year for the same time periods.
10 The Treasurer shall ensure that other financial reports, including those for special or major
11 board-approved expenditures, college investments, and annual or special audits, are provided
12 to all Trustees in a timely manner for review and discussion as appropriate. He or she shall
13 work closely with the chief financial officer of the College, the Board-approved auditor, and
14 the investment and audit committees of the Board as appropriate or necessary.
15
16
17

18 7. The President.
19

- 20 a. The Chair of the Members may present to the Chair of the Board of Trustees a
21 Benedictine of Saint Anselm Abbey to serve as President. The Chair of the
22 Board of Trustees may present the candidate to the Board of Trustees or convene
23 the Trustee Overseers for review of the candidate. If the Trustee Overseers agree
24 by a majority, the candidate shall be presented to the Board of Trustees for
25 consideration. A qualified Benedictine of Saint Anselm Abbey, upon nomination
26 by the Chair of the Members and presentment by the Trustee Overseers shall be
27 given due and substantial consideration in respect of the significance of the
28 mission. If no such candidate is presented by the Chair of the Members,
29 recommended by the Trustee Overseers, or if the Board of Trustees does not
30 approve the Benedictine of Saint Anselm Abbey, the President shall be selected as
31 set forth in 7.b.
32
33 b. A committee, selected by the Chair of the Board and the Chair of the Members,
34 shall work together to establish the process and qualifications under which a
35 President shall be selected, and thereafter presented to and approved by the Board
36 of Trustees and appointed by the Chair of the Members in accordance with Article
37 VII.1.f. The Committee shall include at least two members of the faculty
38 recommended by the faculty to the Chair of the Board and the Chair of the
39 Members. Once the final candidate or candidates for President are determined,
40 the Board of Trustees shall solicit and consider input provided by the faculty and
41 the Faculty Senate representatives about those candidates in a manner appropriate
42 to the search.
43
44 c. In the event of a Presidential vacancy and an Interim President is needed to serve,
45 the Chair of the Board of Trustees and Chair of the Members shall meet and
46 confer as to whether there is an internal candidate who can serve on an interim

1 basis, which candidate shall thereafter be presented to the Board of Trustees. If
2 the Chair of the Board of Trustees and Chair of the Members are not in
3 agreement, the Trustee Overseers shall make a recommendation to the Board of
4 Trustees as to whether an internal or external candidate should serve on an interim
5 basis.
6

- 7 d. The President of the College shall be the Chief Executive Officer of the College
8 and shall have the general powers and duties usually vested in the office of
9 president of a college and a chief executive officer. In the exercise of his office
10 the President reports directly to and is exclusively responsible to the Board of
11 Trustees. The President shall have the general and active management, control
12 and direction of the business operations, educational activities and all other affairs
13 of the College and shall exercise such powers and duties consistent with the
14 mission of the College. The President's authority includes responsibilities for all
15 College educational and managerial affairs, including the appointment and
16 continuing employment of the faculty. The President is responsible for leading
17 the College, overseeing, and with the faculty, developing, and implementing the
18 academic vision. The President is responsible for leading the College's future
19 initiatives consistent with its mission and identity. The President shall hire all
20 Vice-Presidents and Institutional Officers, subject to the approval of the Board of
21 Trustees set forth in Article X.3. Nothing in this paragraph shall in any way limit
22 the removal powers of the Board of Trustees, or the Chair of the Members as set
23 forth in Article XII.7.g.
24
- 25 e. In all events of hiring of Vice-Presidents or other Institutional Officers, the
26 President shall follow the procedures set forth in this subsection prior to
27 conducting a search process or proposing an internal candidate. The President
28 shall inform the Chair of the Members of a vacancy or any new position at this
29 level and if the Chair of the Members has a qualified Benedictine of Saint Anselm
30 Abbey for such a position, he shall propose that Benedictine to the President. If
31 such candidate is found satisfactory by the President for the position, which
32 determination is within the sole discretion of the President, he shall be proposed
33 to the Board of Trustees for consideration and, if approved, appointed by the
34 President and Chair of the Members.
35
- 36 f. All Vice-Presidents, Institutional Officers, members of the administration, faculty
37 and staff serve at the pleasure of the President; however, any Benedictine of Saint
38 Anselm Abbey may be removed from his position by either the Chair of the
39 Members or the President.
40
- 41 i. The President is responsible for implementing Board policies, keeping the
42 Board and the Members of the Corporation informed on appropriate
43 matters, consulting with the Board in a timely fashion on matters
44 appropriate to its governance, policy-making and fiduciary functions, and
45 serving as the key spokesperson for the College. The President shall have
46 authority on behalf of the Trustees to perform all acts. The President shall

1 be authorized to execute all documents of the College and the Board
2 consistent with Board policies and the best interests of the College not
3 otherwise reserved to the Chair of the Members. The President, or the
4 Chief Financial Officer and Vice President for Finance of the College,
5 shall prepare and present, upon advice of the Finance Committee of the
6 Board of Trustees, the annual budget for the operation of the college and
7 present a formal report on the condition of said college at each annual and
8 regular meeting of the Board of Trustees.
9

10 ii. Prior to recommending to the Board of Trustees any long-term (one (1)
11 year or longer) lease of any campus real property to an unrelated third
12 property, the President shall consult with the Chair of the Members. The
13 Chair of the Members thereafter shall notify the Members of the lease, its
14 terms and duration.
15

16
17 g. The President serves at the pleasure of the Board of Trustees to lead the College
18 in all facets including as the messenger of its Catholic and Benedictine identity
19 and nothing herein prevents the Board of Trustees from removing the President,
20 with or without cause, by a two-thirds (2/3rds) vote of the Trustees on its own
21 initiative. At the request of the Chair of the Members, the President may be
22 removed following a decision of the Trustee Overseers as set forth in Article XI.6
23 and a two-thirds (2/3rds) vote of the Board of Trustees. Alternatively, if the Chair
24 of the Members reasonably determines that the President has intentionally and
25 demonstrably violated the social, moral or doctrinal teachings of the Catholic
26 Church as interpreted by the Chair of the Members in his sole discretion on issues
27 of faith and practice, the Chair of the Members shall first present the facts
28 supporting such determination, to the Roman Catholic Bishop of Manchester, who
29 shall have three business days to determine whether the Bishop wishes to give his
30 opinion on the matter after which time the Chair of the Members shall present his
31 facts supporting such determination (with or without a response from the Bishop)
32 to the Members and the President may be removed by the Chair of the members
33 with the consent of two-thirds of the Members.
34

35
36 h. The President serves as an *ex officio* nonvoting member of all Board committees
37 except the Audit Committee.
38

39
40 ARTICLE XIII
41 Meetings of the Board
42

43 1. The Board of Trustees shall hold an annual meeting and other regular and special meetings as
44 determined by the Chair of the Board, the Board as set forth in XIII.4, or the President. At
45 annual meeting and at least two other regular meetings shall be held every year.
46

2. Written notice stating the place, date and hour of the annual and regular meetings of the Board shall be delivered to each member either personally, by mail, email, or by any other method of communication at least five (5) calendar days in advance of the meeting. In the case of meetings held without prior notice satisfying this provision, a written waiver of notice, executed by two-thirds majority of the Board of Trustees, before or after the meeting, shall be deemed equivalent to notice of the meeting.
3. A majority of members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. Except as otherwise provided by law or these Bylaws, a vote of the majority of those members of the Board of Trustees present shall be valid and sufficient to transact any business coming before the Board of Trustees.
4. Special meetings may be held at the call of the Chair of the Board, the President, or one third of the trustees. The Chair or Secretary of the Board of Trustees or such person as designated by the Chair or Secretary, shall send written notice via email of such special meetings to all trustees, along with a clear statement of purpose, at least three (3) calendar days in advance unless two-thirds of the Trustees indicate that an earlier date is preferable. Business at such special meetings shall be confined to the purpose stated in the notice. In the case of special meetings held without prior notice satisfying this provision, a written waiver of notice, executed by two-thirds majority of the Board of Trustees, before or after the meeting, shall be deemed equivalent to notice of the meeting.
5. A Member of the Corporation who is also a member of the Board of Trustees will recuse himself from voting on matters pertaining to the areas of the college in which he works, provided, however, that such Member Trustee may vote on the annual budget. In certain circumstances the Chair of the Board may determine that such a Member is ineligible to vote on certain resolutions related to the areas in which he works and upon the request by the Chair of the Board, the Member Trustee shall recuse himself. Any Member Trustee who is also an employee of the college shall recuse himself from any review of the President. At all times Member Trustees shall be permitted to vote on matters reserved to the Members pursuant to Article IX that also may be before the Board of Trustees.
6. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent is obtained in writing, setting forth the action so taken, and is signed by all trustees then in office. Such written consent may be obtained by facsimile signature, or a transmittal via email of a scanned or photographed signature page. When such action is taken in writing, execution is permitted in counterparts. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consents, or signed copies, shall be placed in the minute book.
7. Trustees may participate in, hold and vote at a meeting by means of telephonic conference call or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting at the commencement thereof shall constitute presence in person at the meeting.

1
2 ARTICLE XIV
3 Executive Committee
4

5 The Executive Committee shall include the Chair, Vice Chair, Secretary, and Treasurer of the
6 Board and the President of the College and other members, all of whom shall be voting trustees,
7 appointed by the Chair of the Board. The Chair of the Members shall ex officio be a member of
8 this committee. At least one other trustee who is a Member of the Corporation shall also be a
9 member of the Executive Committee. The purpose of the Executive Committee is threefold:
10

- 11 1. It shall have the authority to take action on matters that cannot or should not be deferred
12 to the Board's next scheduled meeting. The Executive Committee shall oversee the work
13 of Board committees, the College's planning process and progress on planning goals, the
14 Board's responsibility to advise and support the President and annually assess his/her
15 performance.
16
- 17 2. It shall serve as the Board's agent in helping the President to address business between
18 regular Board meetings.
19
- 20 3. It shall assist the Chair and the President with their joint responsibility to help the Board
21 function effectively and efficiently by suggesting Board meeting agenda items and by
22 periodically assessing the quality of committee work.
23

24 The committee shall meet monthly or as often as necessary to conduct its business as the Chair
25 and President determine, provided that the Executive Committee shall meet no fewer than four
26 (4) times a year. As to any action taken on matters that cannot or should not be deferred to the
27 Board's next scheduled meeting, the Chair shall ensure that minutes are taken and promptly
28 distributed to all trustees. At the next scheduled meeting of the Board of Trustees the action
29 shall be deemed ratified. A majority of voting trustee committee members shall constitute a
30 quorum.
31

32
33 ARTICLE XV
34 Board Committees
35

- 36 1. The Board shall establish such standing and ad hoc committees as it deems appropriate to the
37 discharge of its responsibilities. Each standing committee shall have a written statement of
38 purpose and primary responsibilities as approved by the Board, and such rules of procedure
39 or policy guidelines as it or the Board, as appropriate, approves. Each standing committee
40 shall annually review such statements for their appropriateness and adequacy.
41
- 42 2. The Chair of the Board shall have the responsibility to appoint the Chairs, Vice-Chairs, and
43 members of all Board committees including those members of the Executive Committee who
44 do not serve *ex officio*. All committee Chairs, Vice-Chairs, and committee members shall be
45 trustees unless otherwise set forth in these Bylaws. Only trustees may vote on any matter
46 before any committee.

- 1
2 3. Each standing committee shall have at least one administrative staff advisor, as designated by
3 the President, to assist it with its work. Each committee may also consult with one or more
4 members of the Faculty as designated by the Chair of the Board upon recommendation by the
5 President. Unless the member of the Faculty is a member of the Board of Trustees, the
6 Faculty member shall, at the Chair of the Board's invitation, serve in a consulting capacity
7 and shall not vote on any matters requiring a vote of the committee. Each committee shall
8 meet annually and as needed and report regularly on its work and recommendations to the
9 Board of Trustees. All committees shall keep minutes of their meetings.
10

11
12 **ARTICLE XVI**

13 **Composition, Purposes, and Responsibilities of Special Purpose Committees**
14

15 **1. Committee on Trusteeship**
16

- 17 a. The Committee on Trusteeship shall have at least five members, including the Chair of
18 the Members. The committee's Chair, Vice-Chair, and members shall be appointed for
19 renewable one-year terms by the Chair of the Board. The Committee on Trusteeship may
20 establish its own rules of procedure in consultation with the Chair of the Board, President
21 of the College, and the Board of Trustees.
22
- 23 b. The purpose of the committee on trusteeship is as follows:
24 i) Ensure that the Board's membership and leadership consists of highly qualified and
25 committed individuals.
26 ii) Ensure that regular programs of new trustee and in-service education are maintained.
27 iii) Periodically recommend initiatives by which the Board shall assess its performance.
28 iv) Review the performance of incumbent trustees and Board officers who are eligible for
29 reelection.
30 v) Maintain a list of qualified candidates for possible nomination and consider
31 cultivation strategies for promising trustee candidates.
32 vi) Consider and recommend to the Chair of the Board whether any person should serve
33 in an ex officio non-voting capacity on the Board of Trustees or on any Committees
34 of the Board.
35
- 36 c. The committee shall meet as often as necessary to conduct its business. It shall seek the
37 assistance of all trustees in the course of meeting its responsibilities in accordance with
38 these Bylaws and its own rules of procedure, as adopted by the Board of Trustees. A
39 majority of the committee's members shall constitute a quorum.
40

41 **2. Academic Affairs Committee.**

- 42 a. The Academic Affairs Committee shall have at least five trustee members and may
43 include other members, appointed by the Chair of the Board after consultation with the
44 President. The Academic Affairs Committee shall establish its own rules of procedure in
45 consultation with the Chair of the Board, President of the College, and the Board of
46 Trustees.

1
2 b. The academic affairs committee shall:

- 3 a. Upon consultation with the President, recommend to the Board of Trustees the
4 academic majors.
5 b. Review and recommend to the Board of Trustees promotion and tenure
6 recommendations from the President.
7 c. Perform all functions as may be set forth in the Faculty Handbook or the Rank &
8 Tenure Bylaws.
9 d. Recommend changes to the Faculty Handbook to be considered by the Faculty
10 Senate.
11 e. Perform such other functions as may be recommended by the Faculty Senate or
12 the President; provided, however, that the authority of the Academic Affairs
13 committee shall not be expanded beyond the authority conferred herein or as may
14 otherwise be approved by the Board of Trustees.
15

16 3. Committee on Catholic and Benedictine Mission.

17
18 a. The Catholic and Benedictine Mission Committee shall consist of at least five
19 Trustees, of which two shall be Members of the Corporation who are also Trustees. The
20 Committee may consult with other individuals from the campus community who are not
21 Trustees, who all shall be designated by the Chair of the Board after consultation with the
22 President and Chair of the Members. The Catholic and Benedictine Mission Committee
23 shall establish its own rules of procedure in consultation with the Chair of the Board,
24 President of the College, and the Board of Trustees.
25

26 b. The Catholic and Benedictine Mission Committee shall be concerned with the
27 preservation and enhancement of the distinctive educational mission of the College in all its
28 facets. The Committee shall provide an annual report to the Board of Trustees and shall be a
29 resource for the Board.
30

31 ARTICLE XVII
32 Indemnification
33

34 1. The Corporation shall indemnify and assume the defense of, to the fullest extent authorize
35 under New Hampshire law, its trustees, officers and committee members and its former trustees,
36 officers and committee members and their respective heirs, executors, and administrators
37 (individually referred to as "Indemnatee" and collectively referred to as "Indemnitees"), for any
38 and all claims, judgments and assessments and reasonable costs and expenses, including
39 attorney's fees, incurred by or imposed upon them in connection with any legal action, lawsuit or
40 regulatory proceedings ("Proceedings") to which they may be a party or with which they shall be
41 threatened by reason of their being or having been trustees, officers or committee members.
42 except in relation to matters to which it is finally adjudged in such proceeding or, in the case of a
43 settled matter an independent evaluation determines, such individual either: (a) intentionally and
44 knowingly breached his or her fiduciary responsibility to the College; (b) intentionally and
45 knowingly acted in a manner which was not in good faith, or failed to act in a manner which was
46 in good faith, or which involved intentional misconduct or a knowing violation of law or the

1 College's bylaws; or (c) derived an improper personal benefit from the conduct in question as
2 described in N.H. RSA 7:19.

3
4 2. To receive indemnification, the Indemnatee shall submit to the President of the College a
5 written request, including therein or therewith such documentation and information as is
6 reasonably available to such Indemnatee and reasonably necessary to determine such
7 Indemnatee's entitlement to indemnification. Upon receipt by the President of a written
8 request for indemnification, a determination with respect to an Indemnatee's request shall be
9 made: (1) by the College's Board of Trustees by a majority vote of a quorum consisting of
10 trustees who are not parties to such action, suit or proceeding, even though less than a
11 quorum of the full Board; or (2) by a committee of such trustees designated by majority vote
12 of such trustees, even though less than a quorum; or (3) if there are no such trustees, or if
13 such trustees so direct, by independent legal counsel (selected by a majority of trustees) in a
14 written opinion. The determination of a Indemnatee's entitlement to indemnification shall be
15 made within a reasonable time, and in any event within no more than 60 days, after receipt
16 by the College of a written request for indemnification, together with the supporting
17 documentation required hereby, and such determination shall specify whether the College
18 elects to assume the direct defense of the Indemnatee or to reimburse the Indemnatee for the
19 Indemnatee's reasonable expenses incurred in defending the Proceeding. The burden of
20 establishing that a Indemnatee is not entitled to be indemnified shall be on the College.

21
22 3. In assuming the defense of the Indemnatee, reasonable expenses incurred in defending a
23 Proceeding shall be paid by the College in such Proceeding within 30 days after receipt by
24 the College of a statement requesting payment of such expenses as submitted by the
25 Indemnatee from time to time. Each such statement shall evidence the expenses incurred by
26 the Indemnatee through the submission date and shall include an undertaking by or on behalf
27 of the Indemnatee to repay such expenses if it shall ultimately be determined, by final judicial
28 decision from which there is no further right to appeal, that the Indemnatee is not entitled to
29 be indemnified by the College as authorized by the College's bylaws and these resolutions.
30 The burden of establishing that a Indemnatee is not entitled to payment of expenses shall be
31 on the College. Any such payment shall not be deemed to be a loan or extension or
32 arrangement of credit by or on behalf of the College;

33
34 4. The College shall purchase and continue in full force and effect an insurance policy
35 providing Trustees and Officers liability insurance to which the Indemnitees shall be named
36 insureds. The Board shall adopt such policies and procedures to implement this Article
37 XVII, including, but not limited to, establishing Trustees and Officers liability insurance
38 policy limits.

39
40 5. The College's obligation, if any, to indemnify or pay expenses to any Indemnatee under the
41 Bylaws or any resolution adopted by the Board of Trustees shall be reduced to the extent
42 such Indemnatee has otherwise received payment (under any insurance policy, indemnity
43 clause, bylaw, agreement, vote or otherwise).

6. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any trustee, officer or committee member may otherwise be entitled as a matter of law or contract.

7. The right to be indemnified and defended by the College hereunder shall be defined as broadly as possible.

ARTICLE XVIII

Conflict of Interest

No trustee of the Board shall receive, directly or indirectly, any salary, compensation, or emolument from the Corporation in any capacity, except for Member trustees who are employees of the College, or unless authorized by the concurring vote of a majority (unless a greater percentage vote is required by New Hampshire law) of all trustees then in office. All contracts with the Corporation or compensation paid to any trustee shall be done in accordance with Board's Conflict of Interest Policy and in compliance with New Hampshire law.

Article XIX

Miscellaneous

1. Books and Records

Saint Anselm College shall maintain books and records of account and minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, executed consents evidencing all actions taken by the Board of Trustees without a meeting, and waivers of notice of all meetings of the Board of Trustees and its committees. In addition, Saint Anselm College shall keep copies of all records required to be kept under New Hampshire law.

2. Fiscal Year

The Board of Trustees is authorized to fix the fiscal year of Saint Anselm College and to change the year from time to time as it deems appropriate.

3. Tax Exempt Status

The affairs of Saint Anselm College shall at all times be conducted in such a manner as to assure the College's status as an organization qualifying for exemption from tax pursuant to Section 501(c)(3).

4. Dissolution

Upon the dissolution or other termination of existence of Saint Anselm College, the assets of the College shall be distributed to Saint Anselm Abbey, a New Hampshire 501(c)(3) corporation or,

1 if it is not in existence, or if it declines acceptance, to one or more other organizations qualified
2 as a tax exempt organization pursuant to Section 501(c)(3), as determined by the Board of
3 Trustees at the time. Nothing herein, however, shall permit the distribution of assets that is
4 otherwise not authorized by or in accordance with the laws of the State of New Hampshire.
5

6 5. Internal Revenue Code 7

8 All references in these Bylaws to sections of the Internal Revenue Code shall be considered
9 references to the Internal Revenue Code of 1986, as from time to time amended, and to the
10 corresponding provisions of any applicable future United States Internal Revenue Law.
11

12 7. Definitions 13

14 For purposes of these Bylaws, these definitions shall apply:
15

16 “Institutional Officers” shall mean Vice Presidents (including but not limited to any vice
17 president, senior vice president or executive vice president), Provosts and Deans.
18

19 “Major renovation” as used in Article X.10, shall mean any improvement to a building, structure
20 or facility that changes the existing use of such building, structure or facility or constitutes a
21 repair, modification or upgrade that has not otherwise been approved by the Board in the annual
22 budget.
23

24 “Major equipment” as used in Article X.10, shall mean the purchase, lease or installation of any
25 equipment or technology that has not been approved by the Board in the annual budget.
26

27 “Review and approve” shall mean to assess the recommended action, analyze and deliberate as
28 to the outcome and arrive at a conclusion, which may or may not be consistent with the
29 recommendation offered. The deliberation process may also entail seeking further consultation
30 or information from the individual(s) making the recommendation and/or feedback from other
31 affected stakeholders, as may be determined in the sole discretion of the decision maker.
32

33 “Significant new campus buildings” as used in Article IX.3 and Article X.10 shall mean any
34 new, permanent building, structure or facility that has not been previously approved as part of
35 the campus master plan.
36

37 8. These Bylaws shall take precedence over all other institutional documents and policy
38 statements. To the extent any document and policy statement approved by the Board of Trustees
39 (including but not limited to the Faculty Handbook) or any action taken by any Committee
40 established by the Board of Trustees hereunder conflicts with or is inconsistent with these
41 Bylaws or an ambiguity is otherwise created, these Bylaws shall take precedence and shall
42 control the governance of Saint Anselm College.
43

44 Article XX 45

46 Review and Amendment of Bylaws

- 1
2 1. These Bylaws shall be reviewed periodically by the Chair of the Board of Trustees with the
3 Executive Committee. The Chair of the Board of Trustees and Executive Committee shall
4 recommend proposed changes and amendments to the Board of Trustees for their
5 consideration.
6
- 7 2. The Board of Trustees may propose to the Members changes or amendments to these Bylaws
8 by a two-thirds vote of those present.
9
- 10 3. The Members may initiate changes to these Bylaws by first submitting them to the Board of
11 Trustees for consideration and recommended course of action. Having received the
12 recommended course of action from the Board of Trustees, the Members may amend the
13 Bylaws in accord with Article XX.4 below.
14
- 15 4. In keeping with Article IX.4 these Bylaws may be amended by an affirmative vote of two-
16 thirds of the Members present at any legitimately convened meeting of the Members. If the
17 amendments to the Bylaws are not approved by the Members, the Chair of the Board of
18 Trustees and the Chair of the Members may establish a committee comprised of six trustees,
19 three of which shall be Members and three of which shall be non-Benedictines to make
20 further recommendations to the Board and Members.
21
- 22 5. These Bylaws will be reviewed by the Members and the Board of Trustees every five years
23 from the adoption of any restated and amended Bylaws.
24
25

26 Article XXI

27 Non-Discrimination

28

29 Consistent with the Benedictine, Catholic principles that sustain the mission and heritage of Saint
30 Anselm College, no one acting on behalf of the College or in administering the affairs of the
31 College, shall discriminate against any student, faculty, staff, vendor, or contractor on the basis
32 of the individual's race, color, gender, religion, national origin, marital status, age, disability,
33 sexual orientation, or veteran status.
34

35 <End>
36