

[Approved by the Board of Trustees November 9, 2013; amended March 2, 2024]

BYLAWS OF DARTMOUTH COLLEGE

PREAMBLE

The Board of Trustees of Dartmouth College, being entrusted with the final responsibility for the conduct of the affairs of the College and being vested with full authority to discharge that responsibility as the governing body of the College, hereby adopts the following Bylaws under which the business of the College shall be conducted.

ARTICLE I. BOARD AUTHORITY AND RESPONSIBILITIES.

Section 1. General Powers of the Board. The Board of Trustees shall have and exercise those powers prescribed by law and by the Charter of Dartmouth College. The Board shall exercise ultimate institutional authority as set forth in these Bylaws and in such other policy documents as it deems to be appropriate. These Bylaws and other Board policy statements shall take precedence over all other institutional statements, documents, and policies.

Section 2. Delineated Powers. The Board shall have the authority to carry out all lawful functions that are permitted by the Charter of Dartmouth College or these Bylaws. This authority, which the Board may delegate to other institutional officers, shall include but shall not be limited to the following illustrative functions:

- (a) Adopt amendments to the Dartmouth College Charter and these Bylaws.
- (b) Determine and periodically review the College's mission and purposes.
- (c) Elect trustees and Board officers.
- (d) Appoint the president, determine the president's term of service, and set other appropriate terms of employment, including compensation, for the president.
- (e) Annually assess the president's performance.
- (f) Make appointments to the faculty, including appointments with tenure.
- (g) Review and approve recommendations for the establishment and termination of degree programs.
- (h) Approve policies on governance, trustee responsibilities, conflict of interest, human resources, and related matters.
- (i) Approve the annual budget and tuition and fees, set endowment distribution policy, regularly monitor the College's financial condition, establish policy guidelines affecting all institutional assets, including investments and the physical plant, and authorize debt financing.
- (j) Authorize the construction of new buildings, capitalization of deferred maintenance backlogs, and major renovations of existing buildings.
- (k) Authorize the purchase, sale, and management of land, buildings, or major equipment.
- (l) Approve all earned and honorary degrees as the academic administrators and president, respectively, may recommend.

**ARTICLE II.
MEMBERSHIP OF THE BOARD.**

Section 1. Composition of the Board. The Board shall consist of not more than 26 trustees, all of whom shall serve as voting members of the Board.

- (a) Trustees Ex Officio. The Governor of the State of New Hampshire and the president of Dartmouth College shall serve as Trustees Ex Officio for so long as they hold their respective offices.
- (b) Charter Trustees. Sixteen trustees shall be elected by the Board, upon nomination by the Governance/Nominating Committee, to serve as Charter Trustees.
- (c) Alumni Trustees. Eight trustees shall be elected by the Board to serve as Alumni Trustees. The process for nomination of candidates for Alumni Trustee shall be prescribed by Board resolution. Each of the persons so nominated shall be a person who has been granted an academic degree by the College.
- (d) Trustee Terms.
 - (i) The standard term of service for all trustees except Trustees Ex Officio and Trustees Emeriti shall be four years, although Trustees may be elected to terms of less than four years. However, there may be occasions when the interests of the College would be best served if a trustee, having completed two four-year terms, remained on the Board for an additional period. In such cases, the Board may extend the trustee's second term for up to two more years.
 - (ii) The Board shall determine whether a trustee who has completed one term of service shall be nominated and elected by the Board for a second term.
 - (iii) In determining the length and number of terms served consecutively by a trustee, the Board may consider the objective of achieving a more even staggering of trustee terms.
 - (iv) A person who has served a total of two terms as a trustee, whether or not consecutive, shall be eligible to serve a single additional four-year term as a trustee following a four-year absence from the Board.

Section 2. Election of Trustees. New trustees and incumbent members of the Board who are eligible for reelection shall be elected by majority vote of those trustees present and voting with a proper quorum.

Section 3. Removal. A trustee may be removed from office during his or her term when, by a majority vote of those trustees present and voting with a proper quorum, the Board determines, according to its judgment, that the trustee has become unfit or incapable to serve the interests of the College.

Section 4. Vacancies. If a vacancy is created by the death, resignation or removal of a trustee during his or her term,

- (a) in the case of a Charter Trustee vacancy, the Board shall elect a person to fill the vacancy and the person so elected as a trustee shall be eligible to serve terms as set forth in Article II, Section 1(d).
- (b) in the case of an Alumni Trustee vacancy, nomination for election of a person to fill the vacancy shall be made through the usual Alumni Trustee nomination process and the person elected as a trustee shall be eligible to serve terms as set forth in Article II, Section 1(d).

Section 5. Trustees Emeriti. The Board, upon nomination by the Governance/Nominating Committee, may elect persons who have completed or will soon complete at least one term of service as a trustee to the honorary position of Trustee Emeritus. The term of a Trustee Emeritus shall be for life.

Section 6. Charter Trustees-Elect. The Board, upon nomination by the Governance/Nominating Committee, may elect persons as Charter Trustees-Elect, to assume office as Charter Trustees on such dates and for such terms as the Board may determine. Charter Trustees-Elect may attend and participate in discussion at Board meetings, including committee meetings, but may not vote.

ARTICLE III. BOARD MEETINGS.

Section 1. Regular Meetings. The Board shall have at least four regular meetings annually on such dates and at such places as it shall determine. Notices of each such meeting shall be communicated by the secretary to each trustee at least seven days before the meeting, but failure of any trustee to receive such notice shall not invalidate any meeting.

Section 2. Special Meetings. A special meeting may be held at the call of (a) the Board chair or, in the event of the Board chair's incapacity, the vice chair; or (b) any ten trustees. The secretary of the Board shall send written notice of such special meeting to all trustees, along with a clear statement of purpose, at least three days in advance of the scheduled meeting date, but failure of any trustee to receive such notice shall not invalidate the meeting. In the event of an emergency, as determined by the Board chair, the chair may call a special meeting on less than three days notice. Except upon a unanimous vote of the trustees who attend such special meeting, business at such special meeting shall be confined to the stated purpose or related purposes.

Section 3. Notice of Meetings. Notices of meetings of the Board or its committees shall be delivered or sent by personal delivery, mail, electronic mail or telecopy to the trustees at their addresses as shown in the records of the College. Each notice shall state the place, date, and hour of the meeting. Anything to be done at any meeting may be done at any continuation of the meeting after adjournment thereof. There shall be no requirement for further notice of the

meeting provided that the date, time and place of the continuation is announced at the meeting before adjournment.

Section 4. Quorum; Vote Required for Action.

- (a) Except as otherwise provided in these Bylaws or required by law:
 - (i) A quorum for the transaction of business by the Board shall consist of a majority of the number of trustees in office.
 - (ii) A majority vote of those trustees present and voting with a proper quorum shall constitute proper action. When votes are taken other than in a meeting, the vote required for action shall be a majority of the trustees casting votes with a proper quorum voting.
 - (iii) Trustees who are recused pursuant to Article VII, Section 3 (“Conflict of Interest”) shall not be considered present for purposes of determining the existence of a quorum or for purposes of voting.
 - (iv) Trustees who, voluntarily, abstain from voting or recuse themselves from consideration of a matter shall be considered present for purposes of determining the existence of a quorum but shall not be counted in voting.
- (b) As required by the New Hampshire Pecuniary Benefit Law (RSA Chapter 7:19-a), approval of a pecuniary benefit transaction shall require the affirmative vote of at least a two-thirds majority of all the disinterested trustees in office.

Section 5. Conduct of Meetings and Votes. Meetings may be conducted in person or by conference telephone call or video conference. A trustee may participate without being physically present so long as the mode of participation allows for all participants simultaneously to hear each other; such trustee shall be deemed to be present in person at the meeting. Votes may be taken by the Board or by any committee thereof without a formal meeting but only if all the members of the Board or the Board committee who are entitled to vote consent to the vote in writing, by mail, fax, or e-mail. Secret ballot votes may be taken only at in-person meetings. The Board chair or the Board committee chair, as applicable, shall determine whether to hold a meeting and the form of meeting, or whether to seek a unanimous written consent in lieu of a formal meeting.

Section 6. Voting by Proxy and in Absentia. Voting by proxy shall not be permitted. Voting in absentia shall not be permitted with respect to matters voted upon in meetings.

**ARTICLE IV.
OFFICERS OF THE BOARD.**

Section 1. Board Officers; Terms; Vacancies.

- (a) The officers of the Board shall be the chair, vice chair(s), and secretary. Officers serve at the pleasure of the Board and may be removed from office by majority

vote of those trustees present and voting with a proper quorum. Except for the secretary, officers shall be trustees.

- (b) The chair shall be elected by the Board upon nomination by the Governance/Nominating Committee. The standard term of service for the chair shall be four years, and the general policy of the Board shall be to elect the chair to serve for one term. However, there may be occasions when the interests of the College would be best served if a chair continued to serve for a longer period. In such cases, the Board may elect a chair to serve a maximum additional term of three years. If a trustee with less than four years remaining in his or her term as a trustee is elected chair, that trustee's Board term will be extended to the extent necessary to serve a four-year term as chair.
- (c) One or more vice chairs shall be elected by the Board upon nomination by the chair. Election as vice chair is not intended to create any presumption of succession to the position of chair. A vice chair shall serve for a term determined by the chair, but not to exceed the term of the chair by whom he or she was nominated.
- (d) The secretary shall be nominated by the president and elected by the Board and shall serve at the pleasure of the president.
- (e) Any vacancy created by the death, resignation or removal of any officer shall be filled in the same manner as the original appointment. Any officer elected or appointed to fill a vacancy shall serve for a term ending at the conclusion of the term of the officer whom he or she replaced.

Section 2. Duties of the Board Chair. The board chair shall preside at all Board and Executive Committee meetings; shall chair the Executive Committee; shall nominate the vice chair(s); shall in consultation with the Governance/Nominating Committee appoint the committee chairs, committee members (except the members of the Executive Committee) and Board representatives to Dartmouth boards of overseers and other bodies on which the Board is represented; shall lead a process for the annual review of the president's performance; shall affix his or her signature to undergraduate and graduate diplomas; and shall serve as spokesperson for the Board. The chair shall be a voting member of the Executive and Governance/Nominating Committees and an ex officio non-voting member of all other standing committees of the Board. The chair shall perform such other duties as the Board may prescribe from time to time.

Section 3. Duties of the Vice Chair(s). In the absence of the chair, a vice chair designated by the chair shall perform the duties of the chair, including presiding at Board and

Executive Committee meetings. He or she shall assist the chair in the management and coordination of Board business and have such other duties as the Board chair may from time-to-time assign.

Section 4. Duties of the Secretary. The secretary shall be responsible for supporting the Board and its committees, including notifying board and committee members of meetings, maintaining minutes and records of board actions, and performing such other duties as the Board may from time to time prescribe. The secretary shall also have custody of the corporate seal and affix it to such documents as may require such official recognition. The secretary may be assisted in all duties by one or more staff members designated by the president.

ARTICLE V. COMMITTEES OF THE BOARD.

Section 1. Committees, Defined. As used in these Bylaws, the term “committee” shall include standing committees of the Board as well as advisory committees, ad hoc committees, task forces, working groups, and other Board-created bodies. Except for the Executive Committee, committees may include Trustees Emeriti and other qualified individuals as voting members, in addition to members of the Board.

Section 2. Committee Chairs and Members; Vacancies. Except with respect to the Executive Committee, chairs and members of committees shall be appointed by the Board chair in consultation with the Governance/Nominating Committee. Appointments shall be announced at the beginning of the academic year. Chairs and members of committees shall serve terms of one year and may be appointed to successive terms. Any vacancy created by the death, resignation or removal of an incumbent chair or member of a committee shall be filled through appointment by the chair, and any person so appointed shall serve for a term ending at the conclusion of the term of the person whom he or she replaced. When the chair of any committee is not in attendance at a meeting, the other members shall elect an acting chair for that meeting only, except as may otherwise be specifically required by these Bylaws or by law. Committees may adopt such rules for the conduct of their affairs, including rules concerning the place, time, and notice of meetings, as to them shall seem advisable.

Section 3. Quorum. A quorum for the transaction of business at meetings of a committee shall consist of a majority of all voting members of the committee. Except as otherwise provided in these Bylaws, a majority vote of those committee members present with a proper quorum shall constitute proper action by the committee. When votes are taken other than in a meeting, the vote required for action shall be a majority of the trustees casting votes with a proper quorum voting.

Section 4. Standing Board Committees.

(a) Executive Committee.

- (i) The Executive Committee shall be composed of the chair and vice chair(s) of the Board, the president, and the chair of each standing Board committee. The secretary shall be permitted to attend Executive Committee meetings and shall be responsible for preparing minutes. In addition to the duties set forth in subsection (ii), the Executive Committee shall be responsible for managing the Board’s agenda and workflow.

- (ii) Between meetings of the Board, the Executive Committee shall have general charge of the affairs of the College; shall carry out any directions or resolutions of the Board; and shall have and shall exercise all the powers of the Board not herein especially reserved to the Board, except as provided in subsection (iii) of this section. The Executive Committee shall not, however, between meetings of the Board reverse the action of the Board upon any matter that has been presented to and acted upon by the Board. The Executive Committee shall transmit copies of the minutes of its meetings to each trustee with the materials for the next full Board meeting.
 - (iii) The provisions of subsection (ii) notwithstanding, the Executive Committee shall not exercise the powers of the Board when precluded by law from doing so; when otherwise provided by resolution adopted by the Board; or with respect to the following powers of the Board, which shall be reserved for the Board:
 - A. presidential selection and termination;
 - B. trustee and Board officer election;
 - C. changes in institutional mission and purposes;
 - D. establishment or termination of degree programs;
 - E. approval of policies on governance, trustee responsibilities, conflict of interest, human resources, and related matters;
 - F. amendments to the Dartmouth College Charter or these Bylaws;
 - G. incurring of major institutional indebtedness;
 - H. sale of major College assets or tangible property; and
 - I. adoption of the annual budget.
 - (iv) The Executive Committee shall hold meetings at such times and places as it shall determine and may hold special meetings on the call of its chair.
- (b) ***Other Standing Committees; Committee Charters.*** The Board may establish such other standing committees as it may from time to time consider to be useful. Each standing committee, other than the Executive Committee, shall propose for approval by the Board, and review periodically, a charter describing the committee's composition and responsibilities. To the extent set forth in a committee charter approved by the Board, standing committees may be authorized to act on behalf of the Board.
- (c) ***Other Bodies.*** The Board may establish, or authorize the president to establish, such subcommittees, visiting committees, ad hoc committees, task forces, and other bodies as the Board may from time to time consider to be useful. Members shall be appointed as provided in Section 2 of this Article.

**ARTICLE VI.
OFFICERS OF THE COLLEGE.**

Section 1. Officers of the College. The officers of the College shall be the president and such other officers as the president, in consultation with the Board, shall appoint to carry on the work of the College; provided, that the president shall nominate for approval by the Board all faculty members recommended for continuous appointment. Officers of the College shall report to, and serve at the pleasure of, the president. Except as provided in these Bylaws, officers may delegate their duties and authority to subordinate administrators and faculty members of the College but shall remain responsible for the duties and responsibilities assigned to them by the president.

Section 2. The President.

- (a) The president serves at the pleasure of the Board for such term, with such compensation, and with such other terms of employment as the Board shall determine. The president is responsible and reports directly to the Board.
- (b) The president shall be the College's chief executive officer and the chief adviser to the Board. The president, with the aid of the faculty and the administrative staff of the College, shall be responsible for all educational, financial, operational, and managerial affairs of the College; implementing Board policies; keeping the Board informed on significant matters; consulting with the Board in a timely manner on matters related to its policymaking and fiduciary functions; and serving as the College's spokesperson and public representative. The president has the authority to execute all documents on behalf of the College, subject to any limitations imposed by Board resolution and consistent with Board policies and the best interests of the College. The president serves as an ex officio and non-voting member of all Board committees except the Executive Committee on which the president shall be a voting member, provided, however, that the president shall recuse himself or herself from participation in the deliberations of any committee considering the president's compensation or performance except as allowed by the committee.
- (c) The president shall represent the College on public occasions and shall confer all properly authorized degrees. It shall be the president's duty, in consultation with the faculty and academic administrators, to organize the faculties of the College. The president is charged with responsibility for the internal order and discipline of the College, and to this end shall hold all administrators and members of the faculty to the faithful and efficient discharge of their duties.
- (d) The president shall cause accurate reports of the fiscal and other affairs of the College to be prepared and submitted to the Board and to its committees. It shall be the president's duty to bring to the attention of the Board all matters within the president's knowledge that affect the interest of the College and require consideration by the Board.

- (e) In case of the death or extended absence or disability of the president, the Board shall as promptly as possible designate an interim president to serve until a president shall have been elected and shall have assumed office.

**ARTICLE VII.
INDEMNIFICATION; TRUSTEE DUTIES; MISCELLANEOUS PROVISIONS.**

Section 1. Indemnification.

- (a) Each person who at any time has served as a member of the Board or of any committee of the Board or as an employee, appointee or agent of the College or who has served at the request of the College as an officer, trustee, director or member of any organization with respect to which the College has interests shall, to the extent permitted by law, be indemnified by the College for all amounts paid or payable by that person as a judgment, penalty or fine, as reasonable amounts paid in settlement, and as reasonable expenses, including legal fees and disbursements, incurred as a result of any claim or proceeding in which that person may be involved or with which that person may be threatened, by reason of any action taken or omitted or alleged to have been taken or omitted by that person in any such capacity. However, such indemnification shall not be provided with respect to:
 - (i) Any breach of the person's duty of loyalty to the College;
 - (ii) Any action not taken in the reasonable belief that the action was in the best interests of the College;
 - (iii) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
 - (iv) Any transaction from which the person derived an improper personal benefit;
 - (v) Any action brought by the person against the College or any employee, appointee, or agent of the College.

Notwithstanding the foregoing, no person shall be indemnified for amounts paid or payable by that person to the College itself or for reasonable expenses, including legal fees and disbursements, incurred in connection with any claim or proceeding by or in the right of the College, except for such reasonable expenses incurred in connection with any such claim or proceeding in which that person is wholly successful, on the merits or otherwise.

- (b) The determination of whether a person has met the relevant standard of conduct described in subsection (a) of this section, or is otherwise eligible for indemnification hereunder, shall be made by a majority vote of the disinterested members of the Executive Committee.
- (c) Notwithstanding any other provision of this section, indemnification shall be provided only to the extent permitted by law and to the extent that the status of the

College as an organization exempt from Federal income taxation or to which contributions are deductible under the Internal Revenue Code is not adversely affected by such indemnification.

Section 2. *Fiduciary Duty; Other Duties.* Trustees shall perform their duties in accordance with the Statement of Governance and Trustee Responsibilities. Trustees and officers shall stand in a fiduciary relation to the College and shall perform their duties in good faith, in a manner they reasonably believe to be in the best interests of the College, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, trustees and officers shall be entitled to rely in good faith on information or opinions, including financial statements and other financial data, prepared or presented by one or more officers or employees of the College whom the trustees or officers reasonably believe to be reliable and competent with respect to the matters presented, legal counsel, accountants or other persons as to matters that the trustees or officers reasonably believe to be within the professional or expert competence of such person, or a committee of the Board as to matters within its designated authority, which committee the trustees or officers reasonably believe to merit confidence. Trustees or officers may, in considering the best interests of the College, consider the effects of any action upon employees, students, and the community in which the College is located, as well as all other pertinent factors.

Section 3. *Conflict of Interest.* Trustees and officers shall comply with the Conflict of Interest Policy of Dartmouth College and the Policy on Pecuniary Benefit Transactions and Related Party Investments. All trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. A trustee shall absent himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the trustee with a conflict or possible conflict abstained from voting. Any trustee who is uncertain as to whether a conflict of interest may exist in any matter may request that the Board or the Executive Committee resolve the question in his or her absence by majority vote.

Section 4. *Other Policies.* The Board may supplement the policies set forth herein with such further standards or policies as it may adopt from time to time, and such standards or policies shall have the same force and effect as these Bylaws. In the event of a conflict between these Bylaws and any other standard or policy adopted by the Board, the last measure adopted shall prevail.

Section 5. *Fiscal Year.* The fiscal year of the College shall be the twelve months ending June 30 annually.

ARTICLE VIII. REVIEW AND AMENDMENT OF BYLAWS.

Section 1. *Amendments to Bylaws.* These Bylaws may be amended by a majority vote of those trustees present and voting with a proper quorum.

Section 2. Review of Bylaws. These Bylaws shall be reviewed periodically by the secretary and the committee with jurisdiction of governance matters and that committee shall recommend to the Board any necessary changes.

**ARTICLE IX
NONDISCRIMINATION.**

Dartmouth College does not discriminate in its educational and employment policies against any person based on race, color, religion, age, disability, sex, sexual orientation, gender identity and expression, marital status, military or veteran status, national or ethnic origin, or on any other basis proscribed by law.

APPENDICES:

1. *Statement on Governance and Trustee Responsibilities.*
2. *Dartmouth College Conflict of Interest Policy.*
3. *Policy on Pecuniary Benefit Transactions and Related Party Investments.*