

**BYLAWS  
OF  
HANOVER COLLEGE**

**ARTICLE I**

Organization of the Board of Trustees

**Section 1.1: CONSTITUTION OF THE BOARD**

- A. The Board of Trustees (the “Board”) of Hanover College (the “College”) shall be constituted as provided by the Articles of Incorporation and shall consist of no fewer than 30 nor more than 42 elected members. The elected members of the Board shall consist of those trustees elected pursuant to the provisions of Section 1.2 A. (the "Elected Trustees") and the Young Alumni Representatives elected pursuant to the provisions of Section 1.1 B.-(the “Elected Trustees”).
- B. Two voting members of the Board shall be Young Alumni Representatives to be selected from the prior ten graduating classes upon recommendation of the Committee on Trusteeship and the President and elected by the Board at the Annual Meeting. The Young Alumni Representatives shall serve a two (2) year term and thereafter may be eligible for one renewal term of two (2) years. Young Alumni Representatives may serve on committees of the Board of Trustees. Young Alumni Representatives may be removed, with or without cause, by a majority of the members of the Board. Any vacancy in the Young Alumni Representatives caused by death, resignation, removal, or otherwise may, but is not required to, be filled at any meeting of the Board by a majority vote of the remaining members of the Board. The term of office of a Young Alumni Representative chosen to fill a vacancy shall expire upon the expiration of the unexpired term which the Young Alumni Representative was chosen to fill.
- C. In addition to the Elected Trustees and Young Alumni Representatives, there shall also be the following members of the Board:
1. The President of the College shall be an ex-officio, non-voting member of the Board, and shall serve on the Board for so long as he or she holds the office of President of the College.
  2. Upon the recommendation of the Committee on Trusteeship, the Board may elect as Trustee Emeritus or as Trustee Emerita any former trustee who has retired from the Board after an extended and exceptionally valuable service to the College. Any Trustee Emeritus or Trustee Emerita shall have the privilege of attending all meetings of the Board and of taking part in the deliberations, but without the right to vote. Emeriti and Emerita Trustees

shall be listed in the official documents of the College but will not be assigned to designated classes in the composition of the Board.

3. Two non-voting faculty representatives to the Board shall be elected by the faculty according to the process and for such term as outlined in the Faculty Manual, or subsequent document describing the policies and procedures for the Faculty (the “Faculty Representatives”).
4. Two non-voting student representatives shall be elected each year through a process determined by the Student Senate (the “Student Representatives”). The Student Representatives shall serve a one-year term.
5. The current president of the Hanover College Alumni Leadership Council shall be an ex-officio, non-voting member of the Board during the term of office and have the privilege of attending all meetings of the Board.

#### **Section 1.2: ELECTION OF ELECTED TRUSTEES, TERMS**

- A. The Elected Trustees shall be elected by the Board at the annual meeting of the Board held in May from a slate presented to it by the Committee on Trusteeship. The Elected Trustees shall be elected by a majority of the votes cast by the trustees entitled to vote.
- B. Subject to Section 1.2E, each Elected Trustee shall serve for a term of four years. An Elected Trustee’s term shall begin on the first day of July following election and expire after four consecutive years on the last day of June. An Elected Trustee may serve no more than two consecutive four-year terms; provided, however that Elected Trustees who are elected to fill unexpired terms of four years or less will be eligible to serve two four-year terms in addition to the partial term. Each Elected Trustee shall hold office until a successor shall be duly elected and qualifies, or until resignation, removal or death.
- C. The term of office of Elected Trustees shall be staggered by dividing the total number of Elected Trustees into four groups. The groups shall be as near equal in size as possible. One group of Elected Trustees shall be elected at each annual meeting of trustees.
- D. After an absence from the Board of one year, a former Elected Trustee may be considered for nomination and re-election to the Board.
- E. The Chair of the Board shall not hold the position for more than two consecutive four-year terms, beginning with the election to the position of Chair even if the person is in mid-term as an Elected Trustee, thereby overriding the normal two-term limit of an Elected Trustee. In unusual circumstances or for compelling

reasons, the Chair's term limit may be extended one year at a time by a two-thirds vote of the Board.

When the Chair leaves the office prior to completion of the two terms, the person may serve as an Elected Trustee for the remainder of the two terms.

**Section 1.3: VACANCIES, RESIGNATION, ABSENCES, AND REMOVAL**

- A. Any vacancy among the Elected Trustees caused by death, resignation, removal, increase in the number of Elected Trustees or otherwise may be filled at any meeting of the Board by a majority vote of the remaining members of the Board. The term of office of an Elected Trustee chosen to fill a vacancy shall expire at the later of the expiration of the unexpired term which the Elected Trustee was chosen to fill, or at such time as a successor shall be duly elected and qualifies. A vacancy among the Faculty Representatives or the Student Representatives may be filled by the persons who have the authority to elect them and pursuant to the process set forth in Section 1.1 C. 3. or 4., as applicable.
- B. Any member of the Board who desires to resign shall submit a written resignation to the Chair of the Board, who shall notify the Chair of the Committee on Trusteeship of the vacancy.
- C. Any member of the Board who shall be absent from two successive regular meetings, without sufficient reason offered in writing to the Chair of the Board, shall be referred to the Committee on Trusteeship for review, and action, if the Committee, in consultation with the Chair and the President, so determine.
- D. Any Elected Trustee may be removed, with or without cause, by the remaining trustees entitled to vote whenever the number of votes cast to remove the Elected Trustee would be sufficient to elect the Elected Trustee at a meeting to elect trustees. A Faculty Representative or Student Representative may be removed, with or without cause, by the vote of the trustees.

**Section 1.4: MEETINGS, QUORUM, AGENDA, AND PROCEDURES**

- A. Regular meetings of the Board shall be held in February, May and October of each year. The May meeting shall be regarded as the annual meeting, unless some other date has been fixed by the trustees or by the Chair of the Board.
- B. Special meetings may be called by the Chair at any time and shall be called by the Chair upon petition by any sixteen members of the Board acting in concert.
- C. Notices of all regular meetings and the tentative agenda for the meetings shall be sent to all members at least ten days in advance of the meeting. In the event of calls for special meetings, the notices and agenda shall be forwarded to the membership at least five days in advance of the meeting, setting forth the particular business to be transacted.

- D. A majority of the trustees entitled to vote shall constitute a quorum.
- E. A trustee may participate in an annual, a regular or a special meeting of the Board by or through the use of any means of communication by which all trustees participating may simultaneously hear each other during the meeting. A trustee participating by this means is considered to be present in person at the meeting.
- F. Except as hereinafter provided or as otherwise required under the Articles of Incorporation or Indiana law, a majority of those trustees present and voting at any annual, regular or special meeting of the Board shall be sufficient to transact any business.
- G. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the action is taken by all trustees entitled to vote. The action must be evidenced by at least one written consent describing the action to be taken, signed by each trustee entitled to vote and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 1.4G is effective when the last trustee signs the consent, unless the consent specifies a prior or subsequent effective date.
- H. Subject to satisfying the requirements provided in Section 1.4G, the Board may take any action electronically as contemplated by the Indiana Uniform Electronic Transactions Act (“UETA”). For the sake of clarity and avoidance of doubt, subject to the requirements of the UETA, written consent by the Board can be undertaken via email, or other electronic record communication, if the written board consent setting forth the action to be taken is circulated to all Board members via email, or other electronic record communication, and the trustees entitled to vote indicate their approval unanimously by return email or other approved electronic record communication. The Board shall confirm with each trustee the electronic address or addresses, such as an email address or text message number, for that trustee to be used for purposes of sending and receiving email, text or other electronic record communications, and for the purpose of notices to and from the Board, and shall maintain such information as part of the Board’s current records, which may be maintained electronically. The Board shall provide its electronic address, and the electronic addresses of the other members of the Board, to be used for purposes of taking such action. The Board may provide for any particular requirements, method or means for taking action electronically and for notices to and from the Board and its trustees, in which case the action to be taken shall be taken in accordance with such requirements, method, or means.

**Section 1.5: POWERS AND RESPONSIBILITIES OF THE BOARD**

- A. The business and affairs of the College shall be managed by the Board, and the Board shall have all powers and responsibilities as provided in the Indiana Nonprofit Act of 1991, as amended, including those set forth in these Bylaws.

- B. The Board shall establish and approve the policies of the College by action taken at annual, regular or special meetings. The Board reserves to itself, unless otherwise specified, the compilation and approval of all policies related to the operation of the College. Henceforth, the final responsibility and authority on all matters of institutional policy, procedures, functions, operations, and programs shall rest with the Board.
- C. The Board shall award all undergraduate, graduate and honorary degrees on behalf of the College. As it exercises its academic function, the Board reserves the right to examine, approve, or alter the curriculum and instructional program and procedures of the College.
- D. The Board shall be vested with the power to acquire by purchase, gift, loan, grant, donation, lease, or otherwise, real estate, personal property or money, or any interest therein. The Board shall also be vested with the power to dispose of real estate, personal property or money, or any interest therein.

**Section 1.6: OFFICERS, DUTIES**

- A. The officers of the Board shall consist of a Chair, Vice-Chair, Secretary (the “Board Officers”), and the President.
- B. The Board Officers shall be elected by the Board at the annual meeting of the Board held in May from a slate presented to it by the Committee on Trusteeship.
- C. Each Board Officer shall serve for a term of one year. A Board Officer’s term shall begin on the first day of July following election and expire after one consecutive year on the last day of June. Each Board Officer shall hold office until a successor shall be duly elected and qualifies, or until resignation, removal or death.
- D. The President of the College shall be selected by, and serve at the pleasure of, the Board, and shall be an employee of the College.
- E. The duties of the Chair, Vice-Chair, and Secretary shall be as follows:
  - 1. The Chair shall call and preside at all meetings of the Board and shall perform the duties which ordinarily pertain to that office. The Chair shall sign the diplomas of the graduating class, and shall have such other signing authority as determined by the Board.
  - 2. In the absence or disability of the Chair, the Vice-Chair shall perform all the duties of and shall have all of the powers of the Chair.
  - 3. The Secretary shall keep a full and accurate record of all proceedings of the Board and of the Executive Committee. A copy of the minutes shall be signed by the Secretary of the Board and attested by the Chair, then sent to each member of the Board for full Board approval.

**Section 1.7: COMMITTEES, DUTIES**

- A. The Chair of the Board shall annually appoint members to the following standing committees of the Board: Academic and Institutional Affairs, Advancement, Buildings and Grounds, Enrollment Management, Finance and Investments, Strategic Planning, Student Life and Athletics, and Trusteeship. The Board may add to, delete, or change the names of the standing committees and subcommittees of the Board. Each of said committees shall have not less than three members. If the standing committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be trustees, and (b) the creation of the committee and the appointment of its members shall be by a majority of all trustees in office when the action is taken. The Chair of the Board and the President of the College shall be ex-officio, non-voting members of all committees. Each committee will keep minutes of all meetings and report its activities to the Board.
- B. There shall be, and by the adoption of these Bylaws the Board hereby creates, an Executive Committee of the College, which shall consist of the Chair, Vice-Chair, Secretary, President, and two additional trustees as nominated by the Chair and confirmed by the full Board. During intervals between meetings of the Board, the Executive Committee shall have and exercise all of the authority of the Board in the management of the College, except where prohibited by law and except as to the authority to hire, terminate or make compensation decisions with regard to the President of the College, in circumstances where the full Board is unable to act in a timely manner. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board, and shall make a report at each regular or special meeting of the Board of all acts of the Committee since the last meeting of the Board.

- C. The Board may from time to time create and appoint additional standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the College. Committees, to the extent specified by the Board, may exercise the powers, functions or authority of the Board, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be trustees, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all trustees in office when the action is taken.

## **ARTICLE II**

### **Operation of the College**

#### Section 2.1 GENERAL PURPOSES

Hanover College is an independent institution of higher education serving students seeking baccalaureate and graduate degrees. The College is chartered by the State of Indiana, accredited by the Higher Learning Commission, and affiliated with the Presbyterian Church (USA).

#### Section 2.1 THE PRESIDENT

The Board delegates the administration of the College to the President. The President shall be held responsible for the appropriate execution of all departments of the institution, including the Administrative, Academic, Advancement, Curricular, Business, Buildings and Grounds, Financial, Student Affairs, and all other institutional functions. The Board charges the President with such supervision and direction as will promote the efficiency and welfare of the College. Although the President may delegate certain duties and functions, within established policies, the President shall remain ultimately responsible for the overall operation of the total College, subject at all times to policies and authority limits established by the Board. In areas of delegated responsibility, the decision of the President shall be final and binding.

- A. The President shall be responsible for selection of the faculty and shall recommend to the Board faculty appointments to tenure and promotions.
- B. The President shall be responsible for the selection and appointment of all administrative officers and staff. Administrative officers and staff shall serve without tenure and at the pleasure of the President.
- C. The President shall be the official liaison between the faculty and the other administrative officers of the College, and between the faculty and the Board. In like manner, the President shall be the official channel of communication between students, staff, alumni, and other constituencies, both individually and collectively, and the Board.

- D. The President may assign administrative duties to members of the faculty and staff as the President may deem necessary for the effective operation of the programs of the College.
- E. The President shall be ultimately responsible for formulating the rules and regulations of the College which govern student conduct.
- F. The President shall make regular reports to the Board concerning the work and conditions of the College and, from time to time, shall give to the Board additional reports upon the condition of the College as the President deems necessary. The President shall also present to the Board or to any of its committees such information deemed necessary for the promotion of the welfare of the College.

## Section 2.2: THE FACULTY

- A. The faculty shall consist of members of the instructional staff and administrative officers designated by the President.
- B. Chaired by the Steering Committee, the faculty shall meet monthly during the academic year and shall elect a Secretary who shall keep a record of its proceedings. The minutes of faculty meetings will be signed by the Secretary of the Faculty.
- C. Special meetings of the faculty may be called by the President of the College or by signed petition to the President by fifty percent of the voting members of the faculty.
- D. The Faculty shall join with the Administration in determining and interpreting policies and procedures in the following areas, subject to the approval of the Board or its duly appointed agent:
  - 1. To determine the requirements for admission to the College;
  - 2. To determine and provide for the curriculum and instructional programs of the College;
  - 3. To fix requirements for degrees;
  - 4. To develop a grading system;
  - 5. To nominate candidates for degrees;
  - 6. To provide for the welfare and discipline of students;
  - 7. To make recommendations to the President concerning other matters of educational policy; and
  - 8. To support the mission, purposes and educational philosophy of the College.

### Section 2.3: ADDITIONAL OFFICERS OF THE COLLEGE

- A. In the event of a vacancy in the Office of the President of the College, or in the absence of the President or of the President's inability to so serve, the Board may appoint an interim or acting President of the College.
- B. The College shall employ such administrative officers as the President deems necessary, within the administrative salary budget approved by the Board.
- C. All administrative positions shall be without tenure and at the pleasure of the President. A list of the administrative positions will be maintained in the files of the Office of the President.

## ARTICLE III

### Indemnification

### Section 3.1: RIGHTS TO INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

- A. The College shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:
  - 1. a member of the Board of the College,
  - 2. an officer of the College, or
  - 3. while a trustee or officer of the College, serving at the College's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not (each an "Indemnitee"),

against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"). The College shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The College shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

- B. Upon demand by a person for indemnification or advancement of expenses, as the case may be, the College shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.
- C. The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

### Section 3.2: OTHER RIGHTS NOT AFFECTED

- A. It is the intent of this Article to provide indemnification to trustees and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a trustee, officer, employee or agent of the College, or the ability of the College to otherwise indemnify or advance expenses to any such individual.
- B. Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the College “to the benefit of any private shareholder or individual,” or an “excess benefit transaction” within the meaning of Sections 501(c)(3) or 4958 of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws.

### Section 3.3: DEFINITIONS

For purposes of this Article:

- A. A person is considered to be serving an employee benefit plan at the College’s request if the person’s duties to the College also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.
- B. The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.
- C. The term “expenses” includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

- D. The term “liability” means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.
- E. The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
- F. The term “proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

## **ARTICLE IV**

### Bylaw Provisions

#### Section 4.1: ALTERATION, AMENDMENT, OR REVOCATION

These Bylaws, or any part thereof, may be altered, amended or revoked at any meeting of the Board specifically called for such purpose by a two-thirds vote of the entire membership of the Board. Previous notice of the nature of any proposed amendment, or of the proposed repeal of any By-Law provision shall be given in writing at the meeting of the Board which next precedes the meeting at which action thereon is to be taken.

#### Section 4.2: PROPERTY RIGHTS

These Bylaws are the property of the Board and their publication, possession, and distribution shall be limited as the Board in its discretion shall determine.

## **ARTICLE V**

### Former Bylaws

#### Section 5.1: REPEAL

All former Bylaws are hereby repealed.

Approved by the Board of Trustees on June, 22, 2020.



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Christopher Welker, Secretary  
Hanover College Board of Trustees