

BY-LAWS  
OF  
THE BOARD OF TRUSTEES OF HANOVER COLLEGE

**ARTICLE I**

**Organization of the Board of Trustees**

**Section 1.1: CONSTITUTION OF THE BOARD**

The Board of Trustees (hereinafter referred to as the Board) shall be constituted as provided by the Articles of Incorporation and shall consist of no fewer than 30 nor more than 40 elected members, divided into four classes each of which shall be for a four-year term (more if a partial term is added), beginning on the first day of July following election, expiring after four consecutive years on the last day of June. In addition, the President of the College, by virtue of office, shall be a voting member of the Board, but is not assigned to a specific class.

In addition to the active trustees, upon the recommendation of the Committee on Trusteeship, the Board may by vote to 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.

Two non-voting faculty representatives to the Board will be elected by the faculty according to a predetermined process by the faculty; and two non-voting student representatives shall be elected by the students each year through a process determined by the Student Senate.

The current president of the Hanover College Alumni Association shall be an ex-officio, non-voting member of the Board during the term of office and have the privilege of attending all regular meetings of the Board.

**Section 1.2: ELECTION OF MEMBERS**

Members of the Board shall be elected by the Board at regularly scheduled meetings, or by mail vote, upon nominations submitted by the Committee on Trusteeship.

- A. Each Trustee's tenure in office will be for not more than two four-year consecutive terms with the exception that 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.
- B. After an absence from the Board of one year, a former trustee can be considered for nomination and re-election to the Board.
- C. This policy does not apply to trustees who are administrative officers of the College nor to the Chair of the Board.

**Election of Members continued**

- D. The term of Chair of the Board shall be for no more than two consecutive four year terms, beginning with the election to the position even if the person is in mid-term as a Trustee, thereby overriding the normal two term limit of a Trustee. In unusual circumstances or for compelling reasons, the Chair's term limit may be extended one year at a time by two-third vote of the Board.

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

**Section 1.3: VACANCIES**

- A. Vacancies occurring between annual meetings of the Board may be filled at any regular meeting or by mail vote of the Board.
- B. 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. 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.

**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 and shall be held at Hanover College on the Saturday preceding Commencement, 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 current membership of the Board shall constitute a quorum. A trustee shall be deemed present at a committee meeting of the Board if the trustee participates in the meeting through the use of a conference telephone or similar communication equipment by means of which all persons participating in the committee meeting can hear each other.

**MEETINGS, QUORUM, AGENDA, AND PROCEDURES continued**

- E. Any action required or permitted to be taken by the Board of Trustees or a meeting by a committee of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a majority of trustees or by a majority of committee members and filed in the Minutes of the proceedings of the Board.
- F. Except as hereinafter provided, a majority of those trustees present and voting at any regular or special meeting of the Board shall be sufficient to transact any business.

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

- A. The Board shall elect its own members and officers. The Board shall be the self-perpetuating governing body of Hanover College as outlined in ARTICLE I, Section 1.2.
- B. The Board shall establish and approve the policies of the College by action taken at 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 elect a President for the College when a vacancy occurs. It also has the power to remove the President.
- D. The President shall be responsible for selection of the faculty. Faculty election to tenure, advancements in professorial rank, and faculty salary increases in the aggregate shall be subject to approval by the Board.
- E. The President shall be responsible for the selection and appointment of administrative officers who shall serve as the staff of the President. Administrative salary increases, in the aggregate shall be subject to the approval of the Board.
- F. The Board shall award all undergraduate and honorary degrees. 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.
- G. The Board shall hold title to and be responsible for all property (real, personal, or mixed), endowments and funds of the College.

**POWERS AND RESPONSIBILITIES OF THE BOARD continued**

- H. The Board shall be vested with the power to acquire by purchase, gift, loan, grant, donation, lease, or otherwise for the use and benefit of the College, 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.
- I. The Board shall delegate all matters of administration and the day-to-day operation of the College to the President, who is held responsible for the appropriate execution of all departments of the institution, including the Administrative, Academic, 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. The President is granted the necessary responsibility and authority to exercise the right of decision on behalf of the Board. 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 direction from the Board.
- J. The Board, acting by and through a majority of the membership of the Board, shall have unlimited rights of access to all official minutes and other documents of the College.

**Section 1.6: OFFICERS AND THEIR DUTIES**

- A. The officers of the Board shall consist of a Chair, Vice-Chair, Secretary, and the President. All officers shall be elected at the annual meeting of the Board in May or at other meetings as vacancies occur.
- B. The duties of the officers 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. On behalf of the College, the Chair shall execute, and the Secretary shall attest, all legal documents authorized by the Board, including, but not limited to, deeds, contracts, leases, and trust indentures. The Chair shall also sign the diplomas of the graduating class.
  - 2. In the absence or disability of the Chair, the Vice-Chair shall perform all the duties 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 mailed to each member for full Board approval.

**Section 1.7: COMMITTEES, DUTIES**

- A. The Chair of the Board shall annually appoint the following Standing Committees: 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 Standing Committees and Subcommittees. Each of said committees shall have not less than three members. The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary, President, and two additional trustees as nominated by the Chair and confirmed by the full Board.
- B. The Chair of the Board and the President of the College shall be *ex officio* members of all committees with power to vote. Each committee shall make written reports of its actions to the Board.
- C. The duties of the committees shall be as follows:

1. The Executive Committee may act as an interim on behalf of the Board in circumstances where the full Board is unable to act in a timely manner. Decisions taken by the Executive Committee on behalf of the full Board shall be ratified by the full Board at its next official meeting or by mail or electronic means.

The Chair of the Board shall preside at all meetings of the Executive Committee and three members thereof shall constitute a quorum for the transaction of business. It shall be the duty of the Executive Committee to review periodically the performance of the President of the College and to determine the annual compensation to be paid to the President.

2. The Committee on Academic and Institutional Affairs shall be empowered:
  - a. To consider and act upon all changes in the instructional staff, tenure recommendations, and recommendations for changes in professorial rank as proposed by the President of the College.
  - b. To examine the academic and total educational program of the College and to act for the Board in these matters, subject to ratification by the Board.
  - c. To consider policies and procedures in academically related areas and in areas which relate to the total educational program and to act for the Board in these matters, subject to ratification by the Board of Trustees.

**COMMITTEES, DUTIES continued**

3. The Committee on Advancement shall be empowered:
  - a. To plan, organize and implement programs related to the current and future financial development of the College.
  - b. To review and provide counsel on College-wide policies and practices concerning philanthropic giving, fund raising initiatives, alumni programming, communications, marketing, public relations and external community affairs.
  - c. To work with other Committees of the Board and with institutional representatives in effecting the financial improvement and viability of the College.
  
4. The Committee on Buildings and Grounds shall be empowered to exercise policy supervision over the construction, use, maintenance, and repair of all buildings, grounds, and equipment of the College, with direct administration, operation, and control assigned to the President of the College and to staff members designated by the President. The Committee shall be empowered with the following additional responsibilities.
  - a. To inspect and review all College buildings, grounds, and equipment when appropriate and to report to the Board the condition of campus property.
  - b. To investigate the type and amount of insurance carried by the College and to make recommendations to the Board with respect thereto and, in emergencies, to procure such insurance as it deems necessary, subject to ratification by the Board.
  - c. To adjust with insurers any losses which may have occurred.
  - d. To investigate and report to the Board the need for new buildings and recommend sites.
  - e. To buy and sell real estate, as authorized by the Committee on Finance and Investments and the Board.
  - f. To order the preparation of plans and specifications for new buildings or for those buildings to be remodeled when authorized by the Board.

**COMMITTEES, DUTIES continued**

- g. To issue calls for bids upon all such construction work and make its recommendations to the Board based upon bids received as to the execution of the work and the persons, firms or corporations who, in the opinion of the committee, should be employed as contractors for such work. The employment of agency contracts are permitted as authorized by the Board or the Executive Committee.
5. The Committee on Enrollment Management shall be empowered:
- a. To review and provide counsel on the College's policies and practices pertaining to the recruitment of future students and retention of students currently enrolled.
  - b. To examine and provide advice regarding internal and external marketing initiatives.
  - c. To coordinate with other Committees of the Board to ensure continued progress toward the attainment of the College's strategic and financial objectives.
6. The Committee on Finance and Investment shall be empowered to have the supervision of all securities owned by the College and funds available for investment. Acting in accordance with the general policies of, or as instructed by the Board, the Committee shall have the full power to invest and reinvest, at any time, and from time to time, funds representing proceeds from the sale of securities or otherwise available, without any limitation, except such as:
- a. May be imposed by the applicable statute and case law of the State of Indiana, or
  - b. May have been specified by any donor and to which the Board shall have agreed.

At or before each regular meeting of the Board, the Committee on Finance and Investment shall make a written report to the Board of Trustees of investment performance. The Committee on Finance and Investment may employ an Investment Counselor, or Counselors, if, in its judgment, such action is appropriate.

The Committee on Finance and Investment shall also present to the Board the proposed annual budget, including the assessment of comprehensive costs to students and their families, and setting faculty and staff salary guidelines, and any other recommendations related to the financial operations of the College.

**COMMITTEES, DUTIES continued**

7. The Committee on Strategic Planning shall be empowered:
  - a. To monitor, re-examine, and develop comprehensive plans for the College.
  - b. To insure that the planning process is examined, reviewed, and updated periodically.
  - c. Focus on enrollment management strategy to support the strategic plan.
  
8. The Committee on Student Life and Athletics shall be empowered to:
  - a. To monitor the co-curricular student experience at Hanover.
  - b. To review issues involving residential life and to recommend improvements, upgrades, or alternatives to the student housing inventory.
  - c. To ensure that the Greek Life experience is conducted in a manner that exemplifies the Principles of the Greek experience.
  - c. To review the athletic program and to recommend options that will ensure a competitive program.
  - d. To monitor NCAA requirements for institutional compliance.
  - e. To monitor the student social experience and general campus morale.
  
9. The Committee on Trusteeship shall be empowered:
  - a. To nominate Trustees to serve regular terms and to fill vacancies.
  - b. To nominate Officers of the Board.
 

Other nominations for trustees and officers may be made from the floor during the annual meeting. The Committee on Trusteeship shall also identify and process all candidates for membership on the Board.
  - c. To determine qualifications for Trustee Emeritus/Emerita status.



**COMMITTEES, DUTIES continued**

- d. To educate the Board including new Board member orientation and assisting the President with education programs for the Board on issues relevant to higher education generally and the college specifically.
  - e. To review and recommend changes to the Board By-Laws. The Chair of the Board may appoint additional trustees to assist the Committee on Trusteeship in carrying out this duty.
- A. It shall be the duty of the Executive Committee to establish the amount of and to provide for such fidelity bond or bonds as are deemed necessary to cover adequately all persons connected with the College who handle or come in contact with monies, securities, or other properties of, or in the possession of, the College. The fidelity bonds so purchased shall be paid for by the College and issued by a surety company of good standing and repute.
- B. No restricted endowment funds shall be expended or hypothecated for current expenses.

## ARTICLE II

### Operation of the College

#### Section 2.1: THE PRESIDENT

- A. The Board delegates the administration of the College to the President.
- B. The President of the College shall be an *ex officio* voting member of the Board of Trustees and of all committees of the Board.
- C. The President shall be the head of, and responsible executive for, all departments of the institution, including the Administrative, Academic, Advancement, Curricular, Business, Buildings and Grounds, Financial, Student Affairs, and other institutional functions. The President shall be charged with such supervision and direction as will promote the greatest efficiency in the administration of the affairs of the College. In areas of delegated responsibility, the decision of the President shall be final and binding.
- D. The Faculty Steering Committee shall preside at faculty meetings. 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, alumni, and other constituencies, both individually and collectively, and the Board.
- E. The President may assign administrative duties to members of the faculty as the President may deem necessary for the effective operation of the programs of the College. These assignments shall be reported annually to the Board.
- F. The President shall appoint the committees of the faculty or shall designate which committees of the faculty shall be elected by the faculty. Staffing of faculty committees shall be the determination of the President which may be delegated. Faculty committees will be advisory in capacity unless otherwise designated by the President.
- G. The President may nominate faculty members or appoint external persons as administrative officers, assigning them specific responsibilities, subject to the approval of the Board. All administrative positions, which are not full-time teaching positions, shall be without tenure and subject to the pleasure of the President and the Board.
- H. The President recommends to the Board appointments to tenure and promotion.
- I. The President shall report to the Board appointments to the faculty, terminations from the faculty, the range of salaries for faculty by professorial rank, and similar employment and personnel matters which relate to the effective administrative operation of the College.

**THE PRESIDENT continued**

- J. The President shall be ultimately responsible for formulating the rules and regulations of the College which govern student conduct. However, other administrative officers, faculty members, and students may participate in such governing processes when requested by the President. In these relationships, the President shall exercise final authority.
- K. The President shall be responsible for implementing the approved financial policies of the Board through the President's direction of the Vice President for Business Affairs of the College. The Vice President for Business Affairs shall report through the President to the Committee on Finance and Investments upon the status and availability of all funds eligible for investment and, in relation thereto, shall see that all instructions and orders of the Committee on Finance and Investment are carried into action.
- L. The President shall make an annual report, or periodic 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. Only the following shall be entitled to vote at meetings of the faculty: (1) full-time faculty with the rank of Instructor or above, (2) designated full-time administrative officers, and (3) faculty on joint contracts which explicitly specify voting status, and (4) faculty with emeritus status or who had previously held tenure at Hanover during any term when they are employed by the College. The President shall designate those members of the staff who are eligible for membership on the faculty.
- B. 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 and the President of the College.
- 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.

**THE FACULTY continued**

- 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 the baccalaureate degree;
  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 and educational philosophy of Hanover College where students will be challenged and exposed to a liberal arts education in a church-related 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 of Trustees.
- C. All administrative positions shall be without tenure and at the pleasure of the President and the Board. A list of the administrative positions will be maintained in the files of the Office of the President.

**Section 2.4: GENERAL PROVISIONS CONCERNING THE OPERATION OF THE COLLEGE**

- A. The College shall strive to employ or elect those persons as faculty, administrative officers, and Trustees who will support the mission and educational philosophy of Hanover College in its role as a church-related college with a Christian tradition.
- B. Off-campus study, including international and domestic experiences, should be widely available and affordable for all Hanover College students. It shall be the policy of Hanover College to plan such programs and experiences.

### **ARTICLE III**

#### **By-Law Provisions**

##### **Section 3.1: ALTERATION, AMENDMENT, OR REVOCATION**

These By-Laws, 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 3.2: PROPERTY RIGHTS**

These By-Laws are the property of the Board of Hanover College and their publication, possession, and distribution shall be limited as the Board in its discretion shall determine.

### **ARTICLE IV**

#### **Former By-Laws**

##### **Section 4.1: REPEAL**

All former By-Laws are hereby repealed.

(approved by the Board of Trustees on May 9, 2015 plus one minor change on October 14, 2017)