

BYLAWS Office of

the Clerk

A Massachusetts Educational Corporation

Last Revision of Bylaws, September
2012

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BYLAWS
 STONEHILL COLLEGE, INC.
 (a Massachusetts Educational Corporation)

ARTICLE I - The Corporation

Section 1.1 Business. The business of the Corporation shall be the maintenance and operation of a College in the Judeo-Christian tradition in accordance with the provisions of its Articles of Organization and of these Bylaws, as amended from time to time. The principal place of business of Stonehill College shall be in Easton, Massachusetts. The purposes of the College shall be as follows:

- a. To provide the opportunities under which properly prepared persons may develop their intellectual and moral capabilities.
- b. To provide an atmosphere in which religious values are fostered and other contemporary values are examined;
- c. To establish, maintain and conduct curricula generally established, as maintained and conducted in institutions of higher learning;
- d. To provide such courses of instruction as the Board of Trustees and the officers shall from time to time determine;
- e. To grant and confer such degrees and academic honors as are usually granted and conferred by colleges and universities in the Commonwealth of Massachusetts, except medical degrees.

ARTICLE II- Mem hers

Section 2.1 Class of Members. The members of the Corporation shall consist of two classes called, respectively, Incorporators and Fellows.

Section 2.2 Incorporators. The Incorporators shall consist of the Provincial of the Congregation of Holy Cross, United States Province of Priests and Brothers, ex officio, all perpetually professed religious of the Congregation of Holy Cross serving from time to time as salaried members of the staff of Stonehill

College, including those on sabbatical or other leaves of absence, and the local superior of the Holy Cross Community in Easton. The Clerk of the Corporation shall file with the President at the time of the annual meeting a list of incorporators, and from time to time throughout each year any additions thereto or reductions therefrom.

Section 2.3 Annual Meeting of the Incorporators. The Incorporators shall hold their annual meeting in the fall term at a time and place selected by the Chair person of the Incorporators, or in the absence or incapacity of such Chairperson, by the President, who shall call such meeting (or any special meeting thereof) by giving written notice thereof by mailing the same, postage prepaid or by electronic mail, to each Incorporator, at his latest address appearing on the records of the Corporation, seven days at least before the date of such meeting. In the event of the absence or inability of the Chairperson to act, the President, on his own motion or upon written request signed by three Incorporators, may call a special meeting of the Incorporators by mailing written notice of the same, postage prepaid or by electronic mail, addressed to each Incorporator, seven days at least before the date of such special meeting.

The Incorporators shall elect a Chairperson for a term of three years who shall preside at subsequent meetings of the Incorporators. The Incorporators shall also elect or designate an Incorporator to serve as secretary thereof to record the minutes thereof and to file a copy of such minutes with the President and the Clerk of the Corporation.

Section 2.4 Meetings of Incorporators; Quorum; Voting. A majority of all the Incorporators then holding membership present in person shall constitute a quorum.

If a quorum is present, a majority of the Incorporators present in person or by proxy may take action on any matter, except as otherwise provided by law. Any meeting of the Incorporators or adjourned meeting may be adjourned by final adjournment or to a day certain by action of a majority of the Incorporators present, whether or not constituting a quorum.

Voting by members may be either in person or by proxy. No proxy dated more than three months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed on behalf of an Incorporator shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 2.5. Fellows. Except as otherwise provided herein, the sole power and authority of the Fellows shall be to elect the Board of Trustees, and all other powers and authority of the members shall be vested in and exercised by the Incorporators only. The Fellows shall consist of nineteen persons, eighteen of whom shall be elected members, for a term of three years, seven from among the Incorporators by vote of the Incorporators, three from among the lay faculty of Stonehill College by vote of the faculty other than priests and brothers of the Congregation of Holy Cross, three from among the President's Council by vote of said Council, three from among the lay members of the alumni body of Stonehill College by vote of said alumni body, and two from among the student body of Stonehill College by vote of said student body. In the case of student Fellows, the terms shall expire at the end of three years or upon graduation, whichever shall occur first. The President shall also be a Fellow, ex officio, with full voting rights.

Section 2.6 Election of Fellows. Each election of Fellows by the respective electing bodies shall take place as determined by such electing bodies. The term of office of each Fellow shall begin on July 1 following such election. Election shall be by plurality and in accordance with procedures for nomination and voting approved by each electing body.

Section 2.7. Meetings of Fellows; Quorum. A majority of the Fellows then holding membership shall constitute a quorum. At the annual meeting thereof, the Fellows shall elect a Chairperson for a term of one year, who shall preside at subsequent meetings of the Fellows. The Clerk of the Corporation shall keep the records thereof and shall perform such other duties as may be assigned by the Chairperson. Two-thirds of the majority of the Fellows present in person may take action on behalf of the Fellows. Any meeting of the Fellows or any adjourned meeting may be adjourned by final adjournment or to a day certain by action of a majority of the Fellows present, whether or not constituting a quorum.

Section 2.8. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Incorporators or the Fellows may be taken without a meeting if all of the Incorporators or all of the Fellows entitled to vote on the matter consent to the action in writing, and such consent shall be treated for all purposes as a vote at a meeting thereof duly called and held.

Section 2.9 Meetings of the Corporation; Quorum; Voting. As used in these Bylaws, a meeting of the Corporation shall mean a combined meeting of the Fellows and the Incorporators. There shall be an annual meeting of the Corporation in December of each year at a time and place selected by the President, or in his absence or incapacity, by the chair of the Board of Fellows, who shall call such meeting (or any special meeting thereof) by instructing the Clerk to give written notice thereof by mailing the same, postage prepaid, or by electronic mail, to each member of the Corporation, at his/her latest address appearing on the records of the Corporation, seven days at least before the date of such meeting. The President or, in his absence or inability to act, the chair of the Board of Fellows shall preside at all annual and special meetings of the Corporation.

In the event of the absence or inability of the President to act, the Clerk (or in the case of death, absence, incapacity or refusal of the Clerk, any other officer) upon written request signed by a majority of the members of the Board of Trustees then in office or of the Incorporators then holding membership, may call a special meeting of the Corporation by mailing written notice of the same, postage prepaid, or by electronic mail, addressed to each member of the Corporation, seven days at least before the date of such special meeting.

A majority of all Members (Fellows and Incorporators) then holding membership present in person shall constitute a quorum. If a quorum is present in person, a majority of the Members present in person or by proxy may take action on behalf of the Corporation, except as otherwise provided by law. Any meeting of the Corporation or adjourned meeting may be adjourned by final adjournment or to a day certain by action of a majority of the Members whether or not constituting a quorum.

Voting by members may be either in person or by proxy. No proxy dated more than three months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy purporting to be executed on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

ARTICLE III - Board of Trustees

Section 3.1 Powers. Except as reserved to the Members of the Corporation by law, by the Articles of Organization or by these Bylaws, the business of the College shall be managed under the direction of the Board of Trustees, who shall have and may exercise all of the powers of the Corporation. The Board shall also have final authority to appoint and remove all officials, professors, instructors, agents and employees upon the recommendation of the President and where appropriate may delegate such authority to the

President. The Board may likewise prescribe and direct the course of studies to be adopted and pursued in the different educational departments of the College and may oversee and direct the conduct of student affairs.

Section 3.2 Number and Election of Trustees, Qualifications. The Board of Trustees shall consist of not less than fifteen and not more than thirty-three persons elected by the Fellows for a term of three years ordinarily commencing on July 1 following the date of their election, and until their successors have been duly elected and qualified. The number of Trustees to be elected shall be fixed each year by the Members of the Corporation at the annual meeting thereof. In addition to the Trustees elected by the Fellows, there shall be three ex officio members of the Board of Trustees with full voting rights, as follows: Provincial of the Congregation of Holy Cross, United States Province of Priests and Brothers; the President; and a member elected by and from the President's Council. No less than ten of the elected Trustees shall be priests or brothers of the Congregation of Holy Cross. None of the Trustees shall be from the teaching faculty, staff or student body of Stonehill College except as elsewhere provided in these Bylaws. No elected Trustee shall serve more than two consecutive three-year terms, except by three-quarters vote of those Fellows present and voting. Each election of members to the Board of Trustees shall be held at a meeting of the Fellows called by the Clerk before the end of the fiscal year of the Corporation.

Section 3.3 Removal. A trustee may be removed from office with cause at any annual or special meeting of Fellows by vote of a majority of the Fellows provided, however, that a Trustee may be removed for cause only after reasonable notice and opportunity to be heard.

Section 3.4. Vacancies. A vacancy on the Board of Trustees arising from any cause may be filled for the unexpired portion of the term by the Fellows at a special meeting thereof called by the Clerk of the Corporation. Such successor Trustee shall be eligible to serve two consecutive three-year terms after completion of the unexpired term.

Section 3.5. Meetings. Regular meetings of the Board of Trustees may be held at such times and such places within or without the Commonwealth of Massachusetts as the Board may, from time to time, determine. Special meetings of the Board of Trustees may be held at any time and at any place designated in the call of the meeting when called by the President, or by a majority of the Trustees. Members of the Board of Trustees (or any subcommittee thereof) may participate in a meeting of such board or subcommittee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute in person at the meeting.

Section 3.6. Notice of Meeting. It shall be sufficient notice to a Trustee to send notice by mail at least seven days before the meeting addressed to such person at his/her usual or last known business or residence address or to give notice to such person in person or by telephone or by electronic mail at least seven days before the meeting. Notice shall be given by the Clerk, Assistant Clerk if any, or by the President. The requirement of notice to any Trustee may be waived by written waiver of notice, executed by such Trustee before or after the meeting or meetings, and filed with the records of the meeting, or by attendance at the meeting without protesting prior thereto or at its commencement the lack of notice. A notice or waiver of notice of a Trustee's meeting need not specify the purposes of the meeting.

Section 3.7. Agenda. Any lawful business may be transacted at a meeting of the Board of Trustees, notwithstanding the fact that the nature of the business may not have been specified in the notice or waiver of notice of the meeting.

Section 3.8. Quorum. At any meeting of the Board of Trustees, a majority of the Trustees then in office shall constitute a quorum for the transaction of business. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 3.9. Action at Meeting. Any motion adopted by vote of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where a different vote is required by law, by the Articles of Organization or by these Bylaws. The assent in writing by any Trustee to any vote or action of the Trustees taken at any meeting, whether or not a quorum was present and whether or not the Trustee had or waived notice of the meeting, shall have the same effect as if the Trustee so assenting was present at such meeting and voted in favor of such vote or action.

Section 3.10. Annual Meeting of Trustees. The Board of Trustees shall convene for their annual meeting not later than June 30th of each year. At such annual meeting, the Board shall elect a Chairperson and Vice-Chairperson of the Board each of whom shall serve for a term of one year, to commence on July 1 following such meeting. The Chairperson of the Board shall preside at all meetings of the Board and otherwise serve as its administrative head. In the event of the absence of the Chairperson, the Vice-Chairperson shall preside at such meetings. At such annual meeting, the Board also shall elect the officers of the Corporation. At least once each year, the President shall present a report covering the affairs and operations of the Corporation during the preceding year, and the Vice President for Finance shall present a report detailing the financial status of the Corporation during the same period.

Section 3.11. Committees. The Board of Trustees may appoint an Executive Committee or other committees consisting of one or more Trustees and may delegate to any such committee some or all of their powers except those which by law, the Articles of Organization or these Bylaws they may not delegate. Unless the Board of Trustees shall otherwise provide, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Trustees or such rules, its meetings shall be called, notice given or waived, its business conducted or its action taken as nearly as may be in the same manner as is provided in these Bylaws with respect to meetings or for the conduct of business or the taking of actions by the Board of Trustees. The Board of Trustees shall have power at any time to fill vacancies in, change the membership of, or discharge any such committee at any time. The Board of Trustees shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect.

Section 3.12 Trustee Emeriti. Upon expiration of their term(s) or any time thereafter, a member of the Board of Trustees, whether an elected member, a member serving ex officio, or a member of the Congregation of Holy Cross serving in the equivalent role of a trustee under the previous corporate structures, may be appointed to the position of Trustee Emeritus pursuant to the action requirements of Article III, Section 3.9, as amended from time to time. Once elected, Trustee Emeriti shall perform the duties and have the rights and obligations defined by the Board of Trustees. The position of Trustee Emeritus shall be nonvoting and shall not affect the number of Trustees or Officers of the Corporation.

ARTICLE IV -Officers

Section 4.1. Enumeration. The Officers of the Corporation shall consist of the following: A President, Vice President for Finance and Treasurer, Clerk and such other officers and agents with such duties and powers as the Board of Trustees may, in its discretion, determine.

Section 4.2. Election. The President, Vice President for Finance and Treasurer, and Clerk shall be elected annually by the Trustees. Other officers may be chosen by the Trustees from time to time.

Section 4.3. Tenure. The term of office of each officer shall be for one year or until his or her successor is duly elected and qualified or until his or her earlier resignation or removal.

Section 4.4. Removal. Any officer may be removed from office prior to the expiration of the annual term of office, with cause, by the affirmative vote of a majority of the Trustees then in office, provided, however that an officer may be removed for cause during such annual term only after reasonable notice and opportunity to be heard by the Board of Trustees prior to action thereon.

Section 4.5. Resignation. Any officer may resign by delivering or mailing postage prepaid written resignation to the Corporation at its principal office or to the President, Clerk, or Assistant Clerk, if any, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some event.

Section 4.6. Vacancies. A vacancy in any office arising from any cause may be filled for the unexpired portion of the term by the Board of Trustees provided, however, that any vacancy in the office of the President shall be filled by the Board of Trustees after consultation with appropriate members of the College community.

Section 4.7. The President, Qualifications. The President shall be appointed by the Board of Trustees. The President shall be an appropriate priest of the Congregation of Holy Cross unless no such priest in the discretion of the Board is available. The President shall be the chief executive officer of the Corporation and shall have the authority to direct and implement all programs and policies relating to corporate and academic affairs, administration, financial matters, development, and planning; all within the framework of policy established from time to time by the Board of Trustees. The President shall also perform such other duties as are assigned to the President by the Board of Trustees, by these Bylaws or by the Ordinances of the College. The President shall be an ex officio member of the Board of Trustees and the Board of Fellows with full voting rights.

Section 4.8. Powers and Duties of the President. In addition to the general powers set forth in Section 4.7 and conferred by law, the President shall have the following additional specific powers.

- a. To confer all degrees.
- b. To appoint all faculty members, set their initial rank, fix their duties, fix their salary and, whenever necessary, order their dismissal.
- c. To make recommendations to the Board of Trustees with respect to tenure and promotion of faculty members.
- d. To appoint and oversee members of the staff, define their duties, fix their salary and, whenever necessary, order their dismissal.
- e. To preside over official meetings of the College, i.e., meetings of the Corporation, and the President's Council; commencement and similar official or ceremonial occasions.
- f. The President shall make a report at least once a year to the Board of Trustees;
- g. The President shall assist in the raising of funds for the support of the College and for endowment;

and the President shall foster amity and unity of purpose among members of the faculty and administration, the alumni and the College constituency.

Section 4.9. The Vice President for Finance and Treasurer. The Vice President for Finance and Treasurer shall be recommended by the President and appointed by the Board of Trustees. The Vice President for Finance and Treasurer, subject to the direction and under the supervision and control of the Board of Trustees, shall have general charge of the financial affairs of the Corporation. The Vice President for Finance and Treasurer shall be responsible directly to the President and shall be the advisor to the President for all business and financial affairs. The Vice President for Finance and Treasurer shall oversee the activities of such subordinate personnel as the President shall from time to time determine. The Vice President for Finance and Treasurer shall be responsible for the management of all funds and shall administer the investments of the College in accordance with policies established by the Board of Trustees from time to time. The Vice President for Finance and Treasurer shall be responsible for the collection of all College funds and have custody of all bankbooks and other evidences of deposit. The Vice President for Finance and Treasurer shall be responsible for the placing of every kind of insurance, the supervision of retirement funds, and for compliance with all state and federal laws pertaining to employment and compensation of employees. The Vice President for Finance and Treasurer shall keep or cause to be kept full and accurate records and accounts which shall be the property of the Corporation, and shall be responsible for the payment of all bills. The Vice President for Finance and Treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts, and other negotiable instruments payable to the Corporation and shall be responsible for the payment of all bills. The Vice President for Finance and Treasurer shall have the power to borrow money and enter into and execute arrangements as to advances, loans and credits to the Corporation as determined by the Board of Trustees from time to time. The Vice President for Finance and Treasurer shall submit periodic financial reports as well as an annual financial report to the President. The Vice President for Finance and Treasurer shall prepare an annual budget for the operation of the College, shall submit it to the President and after its adoption by the Trustees shall supervise the execution thereof. The Vice President for Finance and Treasurer shall engage an independent auditor and arrange for the annual audit of the College's financial records. The Vice President for Finance and Treasurer shall be a member of the Strategic Planning Committee and be Chairperson of the Budget Committee. The Vice President for Finance and Treasurer shall perform such other duties as are incidental to the office and such other duties as may be assigned by the Board of Trustees.

Section 4.10. Clerk and Assistant Clerks. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. The Clerk shall record, or cause to be recorded, all proceedings of the meetings of the Trustees, Corporation, Incorporators and Fellows in the books of records of the Corporation. The record books shall be open at reasonable times to the inspection of any Trustee or officer. The Clerk shall notify the Fellows, Members of the Corporation and Trustees when required by law or by these Bylaws of their respective meetings, and shall perform such other duties as the Trustees or President may from time to time prescribe. In the absence of the Clerk at any such meeting, a temporary clerk shall be chosen who shall record the proceedings of the meeting in the aforesaid books. The Clerk shall have the custody and charge of the corporate seal, and shall affix the seal of the Corporation to all instruments requiring such seal, and shall certify under corporate seal the proceedings of the Trustees and the Corporation when required.

Assistant Clerks, if any, shall have such powers and perform such duties as the Board of Trustees may from time to time prescribe.

Section 4.11. Other Powers and Duties. Subject to the Bylaws and to such limitations as the Board of Trustees may from time to time prescribe, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Trustees.

ARTICLE V- President's Council

Section 5.1. Number and Appointment. The President's Council shall consist of not more than thirty-five members. They are nominated by the President's Council and appointed by the President to serve as members for three years.

Section 5.2. Duties. The duties of the Council shall be to advise the President regarding College affairs, especially public relations, planning, development and financing. Meetings of the Council shall be held on call of the President or the Chair of the Council by written notice given by the Clerk of the Corporation.

Section 5.3. Chairpersons. The Council annually shall elect a Chairperson who shall preside at meetings of the Council and otherwise serve as its administrative head. No Chairperson shall serve for more than three consecutive years.

ARTICLE VI - Indemnification

Section 6.1. Definitions. For purposes of this Article VI:

- a. "Covered Person" means an individual: (i) who is a present or former Trustee, Officer, Fellow, Incorporator, agent or employee of the Corporation or who serves or served another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in one of those capacities or as Trustee, partner or fiduciary at the request of the Corporation; and (ii) who by reason of his/her position was, is, or is threatened to be made a party to a Proceeding. It shall also include such person's heirs, executors and administrators.
- b. "Proceeding" includes any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and any claim which could be the subject of such a proceeding.
- c. "Disinterested Director" means a director who is not a party to the Proceeding(s) in question.
- d. "Expenses" means liabilities, including but not limited to amounts paid in satisfaction of judgments, m compromises or as fines or penalties, and expenses, including reasonable legal and accounting fees.

Section 6.2 Action in Name of the Corporation. The Corporation may indemnify any Covered Person to the extent legally permissible against all Expenses incurred in connection with the defense or disposition of any Proceeding brought by or in the name of the Corporation or by any member in his or her capacity as such if a reasonable determination is made, based on a review of the readily available facts but without special investigation, that the Covered Person acted in good faith, and in the reasonable belief that his or her action was in, or not opposed to, the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. Such determination shall be made by:

- a. the vote of a majority of a quorum of Disinterested Trustees;
- b. a special litigation/indemnification committee of the Board of Trustees appointed by the Board;
- c. independent legal counsel in a written opinion; or
- d. the vote of the holders of a majority of a quorum of Disinterested Incorporators.

No indemnification shall be made with respect to any matter as to which such Covered Person has been adjudicated liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that, the court deciding the action determines that such Covered Person is entitled to indemnification.

Such indemnification may be provided in connection with a Proceeding in which it is claimed that an Officer or Trustee received an improper personal benefit by reason of his or her position, regardless of whether the claim involves his or her service in such capacity, subject to the foregoing limitations and to the additional limitation that it shall not have been finally determined that an improper personal benefit was received by the Trustee or Officer.

Section 6.3. Other Actions. The Corporation may indemnify any Covered Person against any Expenses incurred in connection with the defense or disposition of any Proceeding other than a Proceeding of the type described in Section 6.2, except with respect to any matter as to which the Covered Person shall have been finally adjudicated in the Proceeding (i) not to have acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation or, (ii) with respect to any criminal proceeding, to have had reasonable cause to believe his/her conduct was unlawful.

Section 6.4. Presumptions upon Termination of Proceeding. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal Proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 6.5. Indemnification Not Exclusive. The right of indemnification provided by this Article VI shall not be exclusive of or affect any other rights to which any such Covered Person may be entitled.

Section 6.6. Insurance. The Corporation may purchase and maintain insurance on its behalf and on behalf of any Covered Person against any liability asserted against such Covered Person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article VI.

Section 6.7. Employee Benefit Plans. If the Corporation or any of its subsidiaries or affiliates sponsors any employee benefit plan, and any Covered Person undertakes or incurs any responsibility as a fiduciary with respect thereto then, for purposes of indemnification of such Covered Person under this Article VI, (i) such Covered Person shall be deemed not to have failed to have acted in good faith and in the reasonable belief that such action was in or not opposed to the best interests of the Corporation if he or she acted in good faith and in the reasonable belief that his or her action was in or not opposed to the best interests of the participants or beneficiaries of said plan, and (ii) "Expenses" shall be deemed to include any taxes or penalties assessed on such Covered Person with respect to said plan under applicable law.

ARTICLE VII- Capital Stock-Earnings

Section 7.1. No Capital Stock. The Corporation shall have no capital stock and shall not be conducted for pecuniary profit but all of the property, funds, proceeds and emoluments acquired or enjoyed by

the Corporation from any source whatsoever shall be reinvested by the Corporation for the purpose of furthering, improving and developing the Corporation and its purposes as the Board of Trustees may from time to time determine in accordance with the law and the Corporation's Articles of Organization and Bylaws. No portion of the assets or of the earnings of the Corporation shall inure to the benefit of or be divided among any Incorporator, Fellow, Officer or Trustee of the Corporation or any private individual, or be appropriated for any purposes other than the purposes of the Corporation as set forth in the Articles of Organization of these Bylaws.

ARTICLE VIII -Dissolution

Section 8.1. Dissolution. In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to the Congregation of Holy Cross, United States Province, Inc., an Indiana nonprofit corporation, which shall continue the general religious and charitable purposes of the Corporation, or if that shall not be practicable, to the Congregation of Holy Cross of the Roman Catholic Church, or other religious and charitable entities of the Congregation of Holy Cross organized for such purposes if such entities would qualify as organizations described in Internal Revenue Code Section 501(c)(3) at that time, or if that shall not be practicable, as otherwise provided in a plan of dissolution adopted and approved by the members of the Corporation for one or more exempt purposes within the meaning of Code Section 501(c)(3), provided such purposes are consistent with purposes stated in the Articles of Amendment of Stonehill College, Inc. filed with the Massachusetts Secretary of State February 24, 1972, and the Canon Law of the Roman Catholic Church, including to such organization or organizations organized and operated exclusively for religious, charitable or educational purposes as shall at the time qualify as an organization described in Code Section 501(c)(3). In no event shall any of such assets or property be distributed to any trustee, officer, member, or any private individual for other than a charitable purpose.

ARTICLE IX -Amendments

Section 9.1. Amendment by the Corporation. So far as not inconsistent with law, these Bylaws may be amended, altered or repealed at any meeting of the Incorporators at which a quorum is present by a vote of a majority of the Incorporators present in person or by proxy, except that no change with respect to Fellows or the Board of Trustees may be made except by three-quarters vote in person or by proxy of all Members of the Corporation.

ARTICLE X - Miscellaneous Provisions

Section 10.1. Articles of Organization. All references in these Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

Section 10.2. Fiscal Year. The fiscal year of the Corporation shall end on June 30, unless otherwise fixed by the Board of Trustees.

Section 10.3. Corporate Seal. The Board of Trustees shall have the power to adopt and alter the seal of the Corporation.

Section 10.4. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes, and other obligations authorized to be executed by an officer of the Corporation on its behalf shall be signed by the

President, or Vice President for Finance, acting singly, except as the Board of Trustees may generally or in particular cases otherwise determine.

Section 10.5. Voting of Securities. Unless the Board of Trustees otherwise provides, the President or the Vice President for Finance may waive notice of and act on behalf of this Corporation, or appoint another person or persons to act as proxy or attorney in fact for this Corporation with or without discretionary power or power of substitution, at any meeting of stockholders or shareholders of any other corporation or organization, any of whose securities are held by this Corporation.

Section 10.6. Transition. The tenure of the existing Trustees, Officers, Fellows and Incorporators at the date of adoption of these amended Bylaws shall continue until successor Trustees, Officers, Fellows and Incorporators are duly elected (or designated) and qualified.

Section 10.7. Evidence of Authority. A certificate by the Clerk or any Assistant Clerk as to any action taken by the Members of the Corporation, Trustees or any officer or representative of the Corporation shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action.

Section 10.8. Corporate Record. The original, or attested, copies of the Articles of Organization, Bylaws, records of all meetings of the Members of the Corporation, Trustees, Fellows and Incorporators, as well as Membership rolls (which shall contain the names of all Fellows, Trustees, and Incorporators and the record address of each) shall be kept in Massachusetts at the principal office of the Corporation, or at an office of its resident agent, transfer agent or of the Clerk or of the Assistant Clerk, if any. Said copies and records need not all be kept in the same office.

Section 10.9. Charitable Contributions. The Board of Trustees from time to time may authorize contributions to be made by the Corporation in such amounts as it may determine to be reasonable to corporations, trusts, funds and foundations organized and operated exclusively for charitable, scientific or educational purposes, no part of the net earnings of which inures the private benefit of any stockholder or individual.

Section 10.10. Prohibited Activity. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

STONEHILL COLLEGE, INC.

ORDINANCES

Revised and Updated September 1, 2008

To Be Effective September 1, 2008

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SECTION I - College Governance

Preamble:

These ordinances have been promulgated under the provisions of the corporate charter of the Foundation of Our Lady of Holy Cross, Incorporated, under the General Laws of the Commonwealth of Massachusetts on August 13, 1934, as amended on June 30, 1948, by a Certificate of Change of Purpose approved by the Board of Collegiate Authority and the Commissioner of Corporations and Taxation, as further amended in 1972 to effect a change in the corporate title of Stonehill College, Inc. Authority for the adoption and promulgation of these Ordinances is exercised by virtue of the power contained in the Certificate of Change of Purpose aforesaid, authorizing the establishment, conduct and maintenance of Stonehill College at Easton, Massachusetts.

The terms, power, duties and obligations of the Fellows, Incorporators, Trustees and Officers of the Corporation are set forth in the Bylaws of the College of which these Ordinances shall at all times be subject and subordinate.

ARTICLE I - Faculty Senate

A. Duties, Powers, Responsibilities

1. The Faculty Senate shall consist of a number of full-time faculty to be determined by the President of the College.
Said number shall not be less than ten percent (10%) of the full-time faculty. The senators shall be elected from and by the full-time faculty. The Senators shall serve a three (3) year term.
2. The election, procedure, and terms of office of Senators will be set by the President of the Senate in accordance with the Rules established by the Senate. In order to create the Senate, the initial election, procedure and terms of office of Senators will be set by the Vice President for Academic Affairs.
3. A President of the Senate shall be elected by the Senators; the Senate President shall attend regular meetings called by the Vice President for Academic Affairs and represent the faculty before the Academic Affairs Committee of the Board of Trustees. The Senate President shall conduct elections of faculty to committees and serve (either in person or by representative) as a member of the Strategic Planning Committee.
4. A Vice President of the Senate shall be elected by the Senators and shall serve in the absence of the Senate President. In the event the Senate President is unable to continue his or her service than the Vice President shall assume the Presidency.
5. Upon the initial formation of the Senate, the then existing sub-committees of the former Academic Council shall be reconstituted under the Senate. The Senate shall have the power to establish or suppress sub-committees of the Senate. The Vice President for Academic Affairs or the President of the College shall also have the ability to recommend the formation of committees.
6. The compensation of the Faculty Senate President shall be set by the Vice President for Academic Affairs subject to the approval of the President of the College.
7. Subject to these Bylaws and Ordinances, the Senate shall have legislative powers concerning academic policies and procedures including curriculum, faculty governance, and promotion and tenure criteria. After the Senate approves or rejects policies and/or procedures, said action(s) shall be presented to the Vice President for Academic Affairs and the President of the College for ratification. If the Vice President for Academic Affairs and/or the President of the College do not ratify the proposed action(s), they must give written notice of the basis of their decision within sixty (60) days of the submission for ratification.
8. The Senate shall have advisory powers concerning College-wide issues.
9. The Senate shall meet regularly and be open to the College community.

10. The Senate may meet in both open and executive sessions.
11. The President of the College or the Vice President for Academic Affairs may request to participate in a meeting of the Senate.
12. The Senate shall promulgate or adopt rules and procedures to effectively operate as a legislative body. Said rules shall be published by the Senate and shall be subject to and consistent with these Bylaws and Ordinances.

ARTICLE III – Provost and Vice President For Academic Affairs

A. Duties, Powers, Responsibilities

1. The Provost and Vice President for Academic Affairs shall be recommended by the President and appointed by the Board of Trustees.
2. The Provost and Vice President for Academic Affairs is immediately responsible to the President.
3. The Provost and Vice President for Academic Affairs functions in concert with the Financial Vice President and Treasurer on behalf of the President in the President's absence.
4. The Provost and Vice President for Academic Affairs shall oversee the activities of such subordinate positions, as the President shall determine.
5. The Provost and Vice President for Academic Affairs is responsible for all academic activities of the College. A continuing study of the curriculum and its effectiveness in meeting the objective of the College is the Vice President for Academic Affairs's primary function.
6. The Provost and Vice President for Academic Affairs shall submit to the Financial Vice President and Treasurer the Budget of his or her division.
7. The Provost and Vice President for Academic Affairs is responsible for all material appearing in the academic catalog.
8. The Provost and Vice President for Academic Affairs identifies students for honors and awards, and for probation, separation, and dismissal from the College for academic deficiencies.
9. The Provost and Vice President for Academic Affairs certifies to the President the names and candidates for degrees and programs where the candidates have met all requirements.
10. The Vice President for Academic Affairs submits an annual report to the President.
11. The Provost and Vice President for Academic Affairs, from time to time is delegated the leadership of College-wide initiatives by the President.
12. The Provost and Vice President for Academic Affairs shall be responsible for the Office of Career Services.

ARTICLE III – Vice President For Student Affairs

A. Duties, Powers, Responsibilities

1. The Vice President for Student Affairs shall be recommended by the President and appointed by the Board of Trustees.
2. The Vice President for Student Affairs shall be immediately responsible to the President.
3. The Vice President for Student Affairs shall oversee such subordinate positions as the President shall determine.
4. The Vice President for Student Affairs shall be responsible for the administration of discipline in non-academic matters regarding students in accordance with College policy.
5. The Vice President for Student Affairs shall be responsible for the administration of all varsity, intramural, and recreational athletic programs.
6. The Vice President for Student Affairs shall supervise undergraduate non-academic student activities.

7. The Vice President for Student Affairs shall administer the testing, educational, and psychological counseling programs.
8. The Vice President for Student Affairs shall be responsible for resident food service, the snack bar and approved special parties as requested by the students, faculty and administration.
9. The Vice President for Student Affairs shall be responsible for the Office of Health Services.
10. The Vice President for Student Affairs shall administer all regulations and procedures for the orderly operation of campus housing facilities.
11. The Vice President for Student Affairs shall provide students with multi-purpose organization that will increase their knowledge in educational, social and personal areas.
12. The Vice President for Student Affairs shall submit to the Vice President for Finance the Budget of his or her division.
13. The Vice President for Student Affairs shall be Chairperson of the Student Affairs Committee, a member of the Intercollegiate Athletic Committee, the Budget Committee, and the Strategic Planning Committee, and an ex-officio member of all committees within the Student Affairs Division.
14. The Vice President for Student Affairs shall be responsible for the Office of Intercultural Affairs.

ARTICLE IV- Vice President for Advancement

A. Duties, Powers, Responsibilities

1. The Vice President for Advancement shall be recommended by the President and appointed by the Board of Trustees.
2. The Vice President for Advancement shall be immediately responsible to the President.
3. The Vice President for Advancement shall be responsible for directing a campaign of continuous fund raising and shall solicit funds for the College.
4. The Vice President for Advancement shall arrange appointments for the President to solicit funds from person, corporations and foundations.
5. The Vice President for Advancement shall oversee such subordinate positions as the President shall determine.
6. The Vice President for Advancement shall submit an annual report to the President.
7. The Vice President for Advancement shall submit to the Vice President for Finance the Budget of his or her division.

ARTICLE V- Vice President For Mission

A. Duties, Powers, Responsibilities

1. The Vice President for Mission shall be recommended by the President and appointed by the Board of Trustees.
2. The Vice President for Mission shall be immediately responsible to the President.
3. The Vice President for Mission shall be responsible for the administration of the Office of Campus Ministry.
4. The Vice President for Mission shall oversee such subordinate positions, as the President shall determine.
5. The Vice President for Mission shall be responsible for the identification and development of policies and procedures which strengthen Catholic identity and Holy Cross sponsorship. The Vice President for Mission shall also be responsible for the coordination and implementation of the College's Mission Statement.

6. The Vice President for Mission shall be responsible for the coordination of the College's institutional and volunteer service to the larger community.
7. The Vice President for Mission shall be responsible for the provision of support to the other divisions in articulation of the College's Mission at events including, but not limited to, faculty, staff, and student orientations and Strategic Planning.
8. The Vice President for Mission shall submit to the Vice President for Finance the Budget of his or her division.
9. The Vice President for Mission shall be a member of the Budget Committee and the Strategic

ARTICLE VI - Assistants and Counselors To The President

1. Assistants and Counselors to the President shall be appointed by the President.
2. The responsibilities of Assistants and Counselors to the President shall be delegated by the President.
3. The Assistants and Counselors to the President shall be immediately responsible to the President.

ARTICLE VII- Vice President for Enrollment Management and Marketing

A. Duties, Powers, Responsibilities

1. The Vice President for Enrollment Management and Marketing shall be recommended by the president and appointed by the Board of Trustees.
2. The Vice President for Enrollment Management and Marketing shall be immediately responsible to the President.
3. The Vice President for Enrollment Management and Marketing shall be responsible for the administration of the Office of Admission and Enrollment.
4. The Vice President for Enrollment Management and Marketing shall be responsible for the administration of the Office of Financial Aid & Student Financial Services.
5. The Vice President for Enrollment Management and Marketing shall be responsible for the administration of the Office of Marketing.
6. The Vice President for Enrollment Management and Marketing shall be responsible for the administration of the College's Web Site.
7. The Vice President for Enrollment Management and Marketing, along with the Vice President for Advancement, shall guide the College's media relations efforts.
8. The Vice President for Enrollment Management and Marketing shall oversee such subordinate positions, as the President shall determine.
9. The Vice President for Enrollment Management and Marketing shall submit to the Financial Vice President the divisional budget for his or her division.
10. The Vice President for Enrollment Management and Marketing shall serve as Chair of College Committees as appointed by the President.

ARTICLE VIII - Amendments

1. Articles in Section I of these Ordinances may be amended only by the Board of Trustees, after appropriate consultation within the College community.
2. Amendments to Section II of the Ordinances are submitted to the President after consultation with the affected committee(s) and Division Head(s).
3. So far as not inconsistent with the College Bylaws, Sections III and IV of these Ordinances may be amended only by the President of the College.

SECTION II -Committee Organization

The following section on Committee Organization is an attempt to associate all the College constituencies as they participate in the decision-making process, while preserving in the structure a visible authority able to act.

None of the committees can or should operate in isolation. They are dependent upon input both for the formulation and the resolution of their appropriate agenda. Within such a framework different approaches may be advanced, discussed and resolved.

Moreover, within the structure the Faculty Senate and Student Government bear a primary responsibility to recommend agenda items to the appropriate committees and to ascertain and to express the views of the faculty and the students upon pending agenda items.

It is envisioned that once decisions have been reached within a framework designed to represent all the College constituencies, groups and individuals will respect and abide by the decisions. No structure can succeed unless it receives the acceptance and cooperation of those whom it affects.

It is the prerogative of the Board of Trustees within the jurisdiction granted it by the Bylaws to consult with College committees as necessary or desirable in the exercise of Board responsibilities.

All standing committees of the College employ standard parliamentary procedures in accordance with Robert's Rules of Order. As such, it is understood that, in the counting of committee votes, an abstention is not a vote; voting tabulations are based on the number of committee members present and voting, excluding blanks and abstentions.

ARTICLE I- Reporting to the Board of Trustees

No committees shall report directly to the Board of Trustees.

ARTICLE II -Reporting to the Executive Division

A. Faculty Grievance Committee

1. Membership

Five (5) faculty members (three (3) tenured or tenurable faculty and two (2) non-tenured faculty) selected by the Faculty Senate by a process determined by the Faculty Senate

2. Description and function

The Faculty Grievance Committee is established to hear faculty grievances. The Committee shall convene as needed to address grievances submitted by a faculty member. It shall provide notice of meeting to the grieving party and shall conduct a hearing under established policies and procedures. It shall provide a written notice of its decision to the grieving party within a reasonable time after the hearing is concluded and shall report its findings and decision to the Vice President for Academic Affairs.

A grieving party who is not satisfied with the decision of the Committee shall have the right to appeal in writing to the Vice President for Academic Affairs within five (5) days of receiving the decision from the Committee. The Vice President for Academic Affairs shall review the findings and decision of the

Committee and may "confirm", "reverse" or "return for further clarification and review" the decision of the Committee and shall provide his/her decision in writing to the Committee and the grieving party. A grieving party may make a final appeal to the President of the College in writing within five (5) days of the written decision of the Vice President for Academic Affairs. The President may either review the findings and decisions of the Committee and the Vice President for Academic Affairs or conduct a de novo review before providing a written decision to the grieving party.

A subcommittee of the Grievance Committee hears appeals of tenure or promotion decisions based on alleged violations of procedure. The members of the Grievance Committee who hold tenure or are tenurable compose the subcommittee for these appeals. The subcommittee shall submit its findings directly to the President who will either: (a) establish a new review process in consultation with the Vice President for Academic Affairs and the President of the Faculty Senate; or (b) submit the findings to the Chairperson of the Academic Affairs Committee of the Board of Trustees.

B. Rank & Tenure Committee

1. Membership

Dean of Faculty, Chair (non-voting)

Six (6) tenured faculty (four (4) full professors and two (2) associate professors) members selected by the Faculty Senate by a process determined by the Faculty Senate

2. Description and Function

Upon application by the faculty member, the Rank and Tenure Committee shall recommend to the President those full-time faculty members whom it feels warrant a promotion in rank. It shall also vote on the tenure status of members of the faculty. The Committee shall, from time to time, make recommendations to the Faculty Senate and the President as to the basic tests (criteria) that should be applied in the appointment of members of the Faculty and the criteria for promotion and tenure. The Committee shall meet at the request of the Chairperson and make its recommendations based on the approved procedures.

C. Human Resources Advisory Committee (HRAC)

1. Membership

Director of Human Resources, Chair

One (1) appointee of the Vice President for Finance

One (1) appointee of the Vice President for Enrollment Management and Marketing

One (1) appointee of the Vice President for Advancement

One (1) appointee of the Vice President for Academic Affairs

One (1) appointee of the Vice President for Student Affairs

One (1) appointee of the Vice President for Mission

Two (2) faculty representatives selected by the Faculty Senate by a process determined by the Faculty Senate

2. Description and Function

The HR Advisory Committee provides a venue for employee input and feedback regarding employee benefits and HR policies. This group surfaces feedback from employees regarding benefit and compensation strategies in use and under consideration by the College.

HR will consult with this group to get the employees' points of view regarding the communication of

important employment matters, including health and welfare benefits, compensation, and professional development and training.

ARTICLE III -Reporting to the Mission Division

A. Catholic Identity

1. Membership

Vice President for Mission, Chair

Director of Campus Ministry or designee

One (1) Incorporator

One (1) non-exempt or bargaining unit employee appointed by the Vice President for Finance

One (1) appointee of the Vice President for Academic Affairs

One (1) appointee of the Vice President for Finance

One (1) appointee of the Vice President for Student Affairs

One (1) appointee of the Vice President for Mission

One (1) appointee of the Vice President for Advancement

One appointee of the President

One (1) representative of the alumni selected by a process determined by the President

Four (4) faculty representatives (one (1) of whom must be from the religious studies department) selected by the Faculty Senate by a process determined by the Faculty Senate

Two (2) student representatives selected by the Executive Board of SGA by a process determined by the SGA

2. Description and Function

The purpose of this Committee is to articulate and clarify issues of Catholic identity and Holy Cross sponsorship as it relates to the mission of the College. It also provides a forum for the constituencies of the College to offer input into these questions.

B. Employee Orientation

1. Membership

Vice President for Mission, Chair

Director of Human Resources

One (1) appointee of Vice President for Academic Affairs

One (1) appointee of Vice President for Finance

One (1) appointee of Vice President for Student Affairs

One (1) appointee of Vice President for Advancement

One (1) appointee of the President

2. Description and Function

The Employee Orientation Committee is charged with creating and maintaining a comprehensive introduction to the College for new employees. The purpose of the orientation is to inform new employees of all aspects of the College from larger issues such as Catholic Identity and Mission to practical and procedural issues such as enrolling in health coverage options.

ARTICLE IV- Reporting to the Academic Division

A. The Faculty Senate (not a committee, but a legislative body, see Section I of the Ordinances for full description)

1. Sub-committees of the Faculty Senate. The Sub-committees of the Faculty Senate shall report to the Faculty Senate.

a. Faculty Assembly

1. Membership

Membership in the Faculty Assembly is given to all faculty members teaching at least six (6) hours during the semester in which they are teaching the six (6) hours; to all faculty members on sabbatical leave; to all members with a one-year contract whose work consists of at least six (6) hours of teaching or research; librarians and department chairpersons with faculty status, even though they may not be teaching; and to Laboratory Instructors with faculty status. Faculty members on a leave of absence retain their membership in the Faculty Assembly.

2. Description and Function

The Faculty Assembly will function as a means of surfacing issues and providing discussion time for issues of concern to the faculty. The Faculty Senate or the appropriate Senate committee will then take up such issues.

b. Academic Policies and Programs

1. Membership

One (1) Senator who will serve as an ex officio member and will not chair the committee
Five (5) full-time faculty (three (3) from Liberal Arts, one (1) from Business, and one (1) from Science) selected by the Faculty Senate by a process determined by the Faculty Senate

2. Description and Function

The Academic Policies and Programs Committee proposes and reviews academic policies and programs (e.g., criteria for Honors Programs in Academic Departments, approval of new majors/minors).

c. General Education

1. Membership

One (1) Senator who will serve as an ex officio member and will not chair the committee
Three (3) full-time faculty (one (1) from Liberal Arts, one (1) from Business, and one (1) from Science) selected by the Faculty Senate by a process determined by the Faculty Senate.

2. Description and Function

This Committee shall be in place until the new General Education Program is established. At that time the Senate will determine if this Committee's responsibilities can be absorbed by the Academic Policies and Programs Committee. The General Education Committee proposes and reviews the General Studies Program. The Committee sets criteria for General Education courses, evaluates courses submitted to fulfill General Education requirements, and approves methods of evaluation of General Education programs and courses.

d. Standards and Evaluations

1. Membership

One (1) Senator who will serve as an ex officio member and will not chair the committee

Six (6) full-time faculty selected by the Faculty Senate by a process determined by the Faculty Senate

2. Description and Function

The Standards and Evaluation Committee proposes and reviews policies for pre- and post-tenure review, bonuses, sabbaticals, summer grants, and small grants. The members of the Committee will divide into two or more sub-groups to rank applicants for sabbatical leaves, bonuses, summer grants, and small grants.

B. Academic Appeals

1. Membership

Dean of Faculty, Chair

One (1) faculty representative selected by the Faculty Senate by a process determined by the Faculty Senate

One (1) student representative selected by the Executive Board of SGA by a process determined by the SGA.

2. Description and Function

The Academic Appeals Board (AAB) is charged with hearing all requests for appeals resulting from an AIB hearing. A quorum of three AAB members must be present to conduct a hearing. The AAB is comprised of one faculty member and one student representative, chaired by the Dean of Faculty or designee. Members of the College community may nominate student members for the AAB. From these nominations the Student Government Association will appoint students to serve on the AAB for the following academic year. The Faculty Senate will appoint one faculty from each division and fill any vacancies during the year by appointment. Members of the AAB may not serve on the Academic Integrity Board.

C. Academic Review

1. Membership

Director of Academic Services, Chair

Associate Registrar

Three (3) appointees of the Vice President for Academic Affairs

2. Description and Function

The purpose of the Committee is to evaluate the progress of those students who are performing poorly academically, in order to recommend the appropriate measures; e.g., restriction of course load, academic separation, or permanent academic dismissal. The Committee reports its findings and recommendations to the Vice President for Academic Affairs or his/her designee. All decisions are made by the Vice President for Academic Affairs or his/her designee. The Board has the responsibility to review faculty members' reports of infractions of the Academic Honesty Policy, to maintain records of such reports, and to separate or dismiss students in accordance with the provisions of the Policy.

D. Disability Services

1. Membership

Director of Academic Services, Chair

Disabilities Compliance Officer

One (1) faculty representative selected by the Faculty Senate by a process determined by the Faculty Senate

One (1) student representative selected by the Executive Board of SGA by a process determined by the SGA

One (1) appointee of the Vice President for Academic Affairs

One (1) appointee of the Vice President for Finance

One (1) appointee of the Vice President for Student Affairs

One (1) appointee of the Vice President for Mission

One (1) appointee of the Vice President for Advancement

One (1) appointee of the Vice President for Enrollment Management and Marketing

2. Description and Function

The Committee advises the College on all matters relating to the accommodation of individuals with disabilities. The Committee consults with administrators directly impacted by compliance issues to determine effective procedures and policies to ensure compliance with federal, state, and municipal statutes and regulations.

E. Teaching Excellence Award

1. Membership

Dean of Faculty, Chair

President of the Alumni Council

President of the Lambda Epsilon Sigma Honor Society

Two (2) faculty representatives selected by the Faculty Senate by a process determined by the Faculty Senate

2. Description

The Teaching Excellence Award Committee will meet annually in the spring. **It** has responsibility for the solicitation of nominees from the respective constituencies, and for selection of the outstanding faculty member in accordance with criteria approved by the Faculty Senate.

ARTICLE V- Reporting to the Student Affairs Division

A. Student Affairs

1. Membership

Vice President for Student Affairs, Chair

Associate Vice President for Student Affairs

Director of Student Activities or designee

Director of Campus Ministry or designee

Director of Intercultural Affairs or designee

Two (2) faculty representatives selected by the Faculty Senate by a process determined by the Faculty Senate

President of the Student Government Association
Vice President of the Student Government Association
Four (4) student representatives (one of whom must be a commuting student) selected by the Executive Board of SGA by a process determined by the SGA
Non-voting members:
Dean Admissions and Enrollment Management or designee
Director of the Counseling and Testing Center or designee
One (1) Resident Assistant, elected by the Resident Assistant Council

2. Description and Function

The Committee shall be responsible for policies concerning student life and their implementation. The Committee shall make a continuing study of student responsibilities and student privileges. It shall be cognizant of the living conditions of the students on campus and the opportunities for student participation in a variety of co-curricular activities and college-sponsored activities and athletics.

B. Crisis Management

1. Membership

Vice President for Student Affairs, Chair
Director of Facilities Management
Director of Campus Ministry
Director of Student Activities
Assistant Dean of Academic Services
Director of Information Technology
Dean of Academic Administration
Director of Communications and Media Relations
Telecommunications Coordinator
Director of Counseling and Testing Center
Director of Campus Police and Safety
Sports Information Director
Director of Health Services
Assistant Director of Res. Life

2. Description and Function

The committee will develop policies and procedures for bomb scares, building evacuations, emergencies, community health issues, critical incident follow-up, large-scale student protests, risk management and natural disasters. While the primary function of the Committee is to prepare proactively for crisis situations, it is critical that the committee be ready to respond and assist in the management when such situations occur.

C. Housing Selection

1. Membership

Asst. Dir. of Res. Life, Co-chair
One (1) student representative selected by the Executive Board of SGA by a process determined by the SGA, co-chair
Residence Director
Two (2) students from each residence area appointed by the Residence Director of each area in

consultation with the Director of Residence Life

2. Description and Function

This Committee will discuss and establish guidelines related to the Housing Selection Process each spring. This Committee will review and make decisions regarding merit programs and the allocation of merit points.

D. F.A.B.L.E. (For A Better Living Environment)

1. Membership

Associate Vice President of Student Affairs, Chair
Director of Campus Ministry or designee
Director of Residence Life
Director of Student Activities
Director of Skilled Trades and Construction
Director of Maintenance and Operations
Director of Custodial Services and Special Events
Director of Campus Police and Safety
Assistant Director of Residence Life
Assistant Director of Student Activities
Assistant Director of Campus Police and Safety
Area Coordinators
Residence Directors
AOD Coordinator

2. Description and Function

The Committee will facilitate communication and collaboration amongst diverse campus departments charged with life and services in the residence halls and large-scale student activities events outside the residence halls. The Committee will develop reactive responses to current problems and proactive responses to situations that have the potential to present problems. The Committee will review residence life regulations, develop safety standards and operating procedures for major events, address student damage and other second hand effects of alcohol abuse, and consider residence hall and campus life facility improvements.

E. Student and Parent Orientation

1. Membership

Director of Student Activities, Chair
Dean of General Education and Interdisciplinary Programs
Director of Student Activities or designee
Director of Residence Life or designee
Director of the Counseling and Testing Center or designee
Director of Intercultural Affairs or designee
Dean of Admissions and Enrollment or designee
Representative from Academic Services (appointed by the Vice President for Academic Affairs)
One (1) faculty representative selected by the Faculty Senate by a process determined by the Faculty Senate
One (1) appointee of the Vice President for Academic Affairs

- One (1) appointee of the Vice President for Mission
- One (1) appointee of the Vice President for Advancement
- Director of Conference and Events or designee
- Two (2) Student Coordinators, selected by Director of Student Activities

2. Description and Function:

The Committee will be responsible for the planning and implementation of a comprehensive first year student orientation and parent orientation program. The Committee will work to coordinate the efforts of all divisions of the College to achieve this goal.

F. Intercollegiate Athletics

1. Membership

Director of Athletics, Chair

The most senior (in addition to the Director of Athletics if said Director is a female) female administrator in the Athletics Department

Director of Recreational Sports

- One (1) appointee of the Vice President for Mission
- One (1) appointee of the Vice President for Student Affairs
- One (1) appointee of the Vice President for Academic Affairs
- One (1) appointee of the Vice President for Finance
- One (1) appointee of the Vice President for Advancement

One (1) appointee of the Vice President for Enrollment Management and Marketing

Two (2) faculty representatives selected by the Faculty Senate by a process determined by the Faculty Senate

One (1) student representative selected by the Executive Board of SGA by a process determined by the SGA

One (1) student representative selected by the SAC in consultation with the Director of Athletics, by a process determined by the Director of Athletics

One (1) representative of the alumni selected by the Alumni Council by a process determined by the Alumni Council

One (1) non-exempt or bargaining unit employee appointed by the Vice President for Finance

2. Description and Function

The Intercollegiate Athletic Committee advises the President about intercollegiate athletic policy as it relates to budget and other physical College resources, e.g., land or buildings, the coordination of athletics and academics, the College's membership in athletic conferences and associations, and Title IX and gender equity issues.

ARTICLE VI -Reporting to the Advancement Division

A. Town-Gown

1. Membership

College administrators and local Easton officials invited to participate by the Vice President for Advancement in consultation with the President

2. Description and Function

The function of the Committee is to promote strong College/local community

relations; keep each group informed about events and activities, and address concerns and issues impacting the various constituencies.

B. Executive Committee for Development

1. Membership

Vice President for Advancement, Chair

Thirty (30) representatives from the local business and professional community invited to participate by the Vice President for Advancement in consultation with the President

2. Description and Function

The function of the Committee is to promote strong College/local community relations with its primary function being the planning of annual President's Dinner.

ARTICLE VII -Reporting to the Finance Division

A. Safety

1. Membership

Director of Campus Police and Safety, Chair

Director of Facilities Management

Director of Human Resources or designee

Chemical Hygiene Safety Officer

One (1) appointee of the Vice President for Academic Affairs

Two (2) appointees of the Vice President for Student Affairs

Five (5) student representatives (one of whom must be a full-time commuting student, and one of whom must be a part-time student) selected by the Executive Board of SGA by a process determined by the SGA

2. Description and Function

The Committee will assist in the maintenance of a workplace and campus environment that is as free as possible from recognized hazards that could cause injury or death. The Committee will monitor safety performance and safety inspections, promote safety issues on campus and review the College's level of compliance with local, state and federal regulations.

The Committee will meet at least twice each semester, with additional meetings as necessary, to review accident and injury reports, and the results of safety inspections, and recommend corrective measures when necessary.

B. Strategic Planning

1. Membership

Director of Planning and Institutional Research, Chair

Assistant Vice President for Planning

Associate Vice President for Finance

Associate Vice President for Student Affairs

Dean of General Education

Associate Vice President for Operations

Associate Director for Planning and Institutional Research

Assistant Vice President for Advancement

Student Government Association Representative

Associate Director of Campus Ministry

Dean of Admissions and Enrollment

Director of Intercultural Affairs

Three (3) faculty representatives selected by the Faculty Senate by a process determined by the Faculty Senate

2. Description and Function

The Committee will provide advice and counsel to the President in the areas of strategic and operational planning. In fulfilling this role, it will ensure that an effective college-wide planning system exists in which all major academic and administrative units participate. It will ensure that there are mechanisms in place to review and coordinate plans and monitor programs in agreement with agreed upon goals and objectives.

3. Sub-committees of Strategic Planning. The Sub-committees of Strategic Planning shall all report to Strategic Planning.

a. Enrollment Management

1. Membership

Dean of Enrollment, Chair

Associate Vice President and Director of Student Aid & Finance

Director of Residence Life

One (1) appointee of Vice President for Finance

One (1) appointee of Vice President for Executive Division

One (1) appointee of Vice President for Academic Affairs

One (1) appointee of Vice President for Advancement

One (1) faculty appointee of Vice President for Academic Affairs

One (1) appointee of Vice President for Mission

Intercultural Affairs Representative

2. Description and Function

The Subcommittee advises the Strategic Planning Committee and senior management on matters related to enrollment. The Subcommittee assists the Strategic Planning Committee and senior management in formulating strategic direction in the area of enrollment (including the enrollment of new students and the retention of existing students). The Subcommittee supports the Strategic Planning Committee and senior management in the prioritization of the College's enrollment objectives and the development of enrollment initiatives for inclusion in the College's strategic plan. The Subcommittee monitors the implementation of the strategic plan's enrollment initiatives, and advises the Strategic Planning Committee and senior management on enrollment management matters on an ongoing basis.

b. Financial Planning

1. Membership

Associate Vice President for Planning, Chair

Associate Vice President for Finance

Director of Facilities Management

One (1) appointee of Vice President for Advancement

One (1) faculty appointee of Vice President for Academic Affairs

One (1) appointee of Vice President for Executive Division

Budget Analyst

2. Description and Function

The Subcommittee provides financial expertise to the Strategic Planning Committee in support of the development and implementation of the strategic plan. More specifically, the Subcommittee engages in formulating the strategic plan's underlying five-year financial plan and monitors its implementation, ensuring that resources are allocated in a manner that is consistent with the College's strategic priorities. The Subcommittee conducts long-range financial forecasting in support of long-range planning, and determines the financial implications of matters referred to it by the Strategic Planning Committee and advises the Strategic Planning Committee accordingly. The Subcommittee coordinates efforts with the other Strategic Planning Committee subcommittees (example: partnering with the Campus Master Planning Subcommittee in developing cost estimates and timelines associated with capital project proposals). The Subcommittee raises the Stonehill community's awareness of the College's financial position and performance.

d. Intercultural Affairs

1. Membership

Chair, Director of Intercultural Affairs

Director of Campus Police

Director of Human Resources

Two (2) appointees of Vice President for Academic Affairs

One (1) appointee of Vice President for Finance

One (1) appointee of Vice President for Student Affairs

One (1) appointee of Vice President for Mission

One (1) appointee of Vice President for Advancement

Two (2) student representatives selected by SGA Executive Board

Two (2) faculty representatives elected by Faculty Senate

2. Description and Function

The Intercultural Affairs Subcommittee advises the Strategic Planning Committee and senior management on matters related to diversity. The Subcommittee assists the Strategic Planning Committee and senior management in the formulation of the College's strategic direction in the area of diversity.

The Subcommittee receives reports from all divisions detailing their efforts towards enhancing diversity and in promoting intercultural understanding on campus. The Subcommittee analyzes these reports and submits a summary of its findings to the Strategic Planning Committee, and supports the Strategic Planning Committee in developing diversity initiatives for inclusion in the College's strategic plan. The Subcommittee monitors the implementation of the strategic plan's diversity initiatives, and advises the Strategic Planning Committee on matters of diversity on an ongoing basis.

e. Campus Master Planning

1. Membership

Associate Vice President for Operations, Chair

Director of Conference and Events Services
 Director of Facilities Management
 Registrar
 Director of Residence Life or Dir of Recreational Sports
 Director of Planning and Design
 Director of Athletics
 One (1) student appointee of Vice President for Student Affairs
 One (1) faculty appointee of Vice President for Academic Affairs
 One (1) appointee of Vice President for Advancement
 One (1) appointee of Vice President for Mission

2. Description and Function

The Campus Master Planning Subcommittee advises the Strategic Planning Committee and senior management on matters related to master planning on campus. The Subcommittee assists the Strategic Planning Committee and senior management in formulating strategic direction in the area of master planning on campus including collaboration with other committees. The Subcommittee presents or recommends projects in the master plan for inclusion in the strategic plan, and activates or utilizes work groups as needed; prioritizes and estimates costs of such projects, and ensures that the use of new and existing space meets the space initiative requirements reflected in the strategic plan, manages the space growth outlined in the strategic plan, and provides oversight of the approved procedure for requesting space additions and changes. The Subcommittee in conjunction with the Financial Planning Subcommittee, provides input and oversees coordination of the capital budget.

f. Information Technology

1. Membership

Chief Information Officer, Chair
 One (1) administrative appointee of Vice President for Academic Affairs
 Director of Instructional Technology
 One (1) faculty appointee of Vice President for Academic Affairs
 One (1) appointee of the Vice President for Executive Division
 One (1) appointee of Vice President for Finance
 One (1) appointee of Vice President for Student Affairs
 One (1) appointee of Vice President for Mission
 One (1) appointee of Vice President for Advancement
 One (1) representative from Student Technology Advisory Committee

2. Description and Function

The Information Technology Subcommittee advises the Strategic Planning Committee, Chief Information Officer and Division Heads in the planning for and use of information technology in support of the academic and administrative functions of the College. The Subcommittee will assist in developing and maintaining the IT strategic plan and will recommend priorities to achieve the objectives of the College's overall strategic plan. The Subcommittee will facilitate broad participation in project identification and implementation, as well as assessment of opportunities and outcomes. The Subcommittee creates a vision for campus administrative technology within the context of the College's current strategic plan, Beginning the Ascent, including objectives to be achieved and approaches to pursue. The Subcommittee gathers input from and communicates with members of the College community about the vision and priorities for administrative uses of information technology, including the evaluation of the College's business

processes, as well as the integration of new technology. The Subcommittee educates, informs, and advises faculty, staff, administrators, and the division heads on information technology policy affecting the Stonehill community, and recommends resource allocation levels, though the annual budget process and on other occasions as necessary. The Subcommittee advises the Strategic Planning Committee on information technology matters on an ongoing basis.

g. Institutional Assessment

1. Membership

Director of Planning and Institutional Research, Chair
Two (2) administrative appointees of Vice President for Academic Affairs
One (1) faculty appointee of Vice President for Academic Affairs
Two (2) appointees of Vice President for Student Affairs
One (1) appointee of Vice President for Mission
One (1) appointee of Vice President for Advancement
One (1) appointee of Vice President for Executive Division
One (1) appointee of Vice President for Finance
Associate Director of OPIR (ex officio)
Institutional Research & Planning Analyst (ex officio)

2. Description and Function

The mission of the Institutional Assessment Subcommittee is to assist the Strategic Planning Committee and College in identifying and evaluating key performance indicators, both internally and externally generated, against established targets as defined in the strategic plan. The Subcommittee reviews proposed surveys and other non-academic assessment instruments to ensure that they are timely, relevant, and compatible with the College's strategic priorities. The Subcommittee oversees the design, administration, and analysis of key institution level surveys and other assessment instruments, and serves as a liaison to the Strategic Planning Committee for groups conducting academic assessment (e.g. academic administration, academic departments, etc). The Subcommittee serves in an advisory capacity for members of the College community who wish to conduct non-academic assessment. The Subcommittee advises and informs the Strategic Planning Committee and senior management on assessment matters on an ongoing basis.

Article VIII - Reporting to the Dean of Admission

a. Enrollment Management Committee

1. Membership

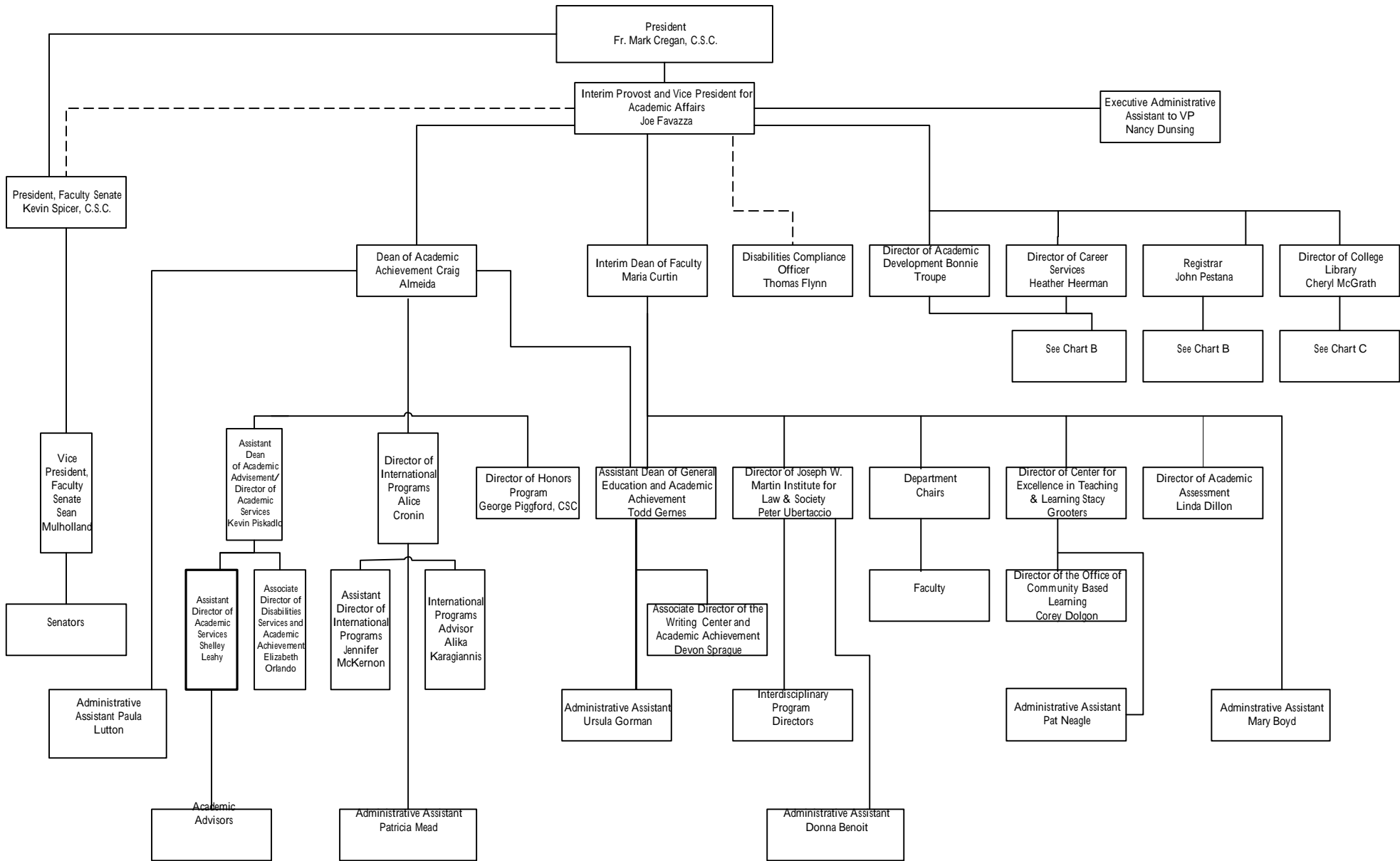
Dean of Admission (Chair)	Assistant VP, Director of SFS
Director of Marketing	Director of Residence Life
AVP, Planning & Budgeting	Institutional Advancement Representative
Enrollment Division Research Analyst	Director of Career Services
Director of Academic Assessment	Registrar
Director of Intercultural Affairs	Mission Division Representative
Faculty Representative (appointed by Provost)	Assistant Dean, Academic Services &
Faculty Representative (appointed by Faculty Senate)	Advising

2. Description and Function

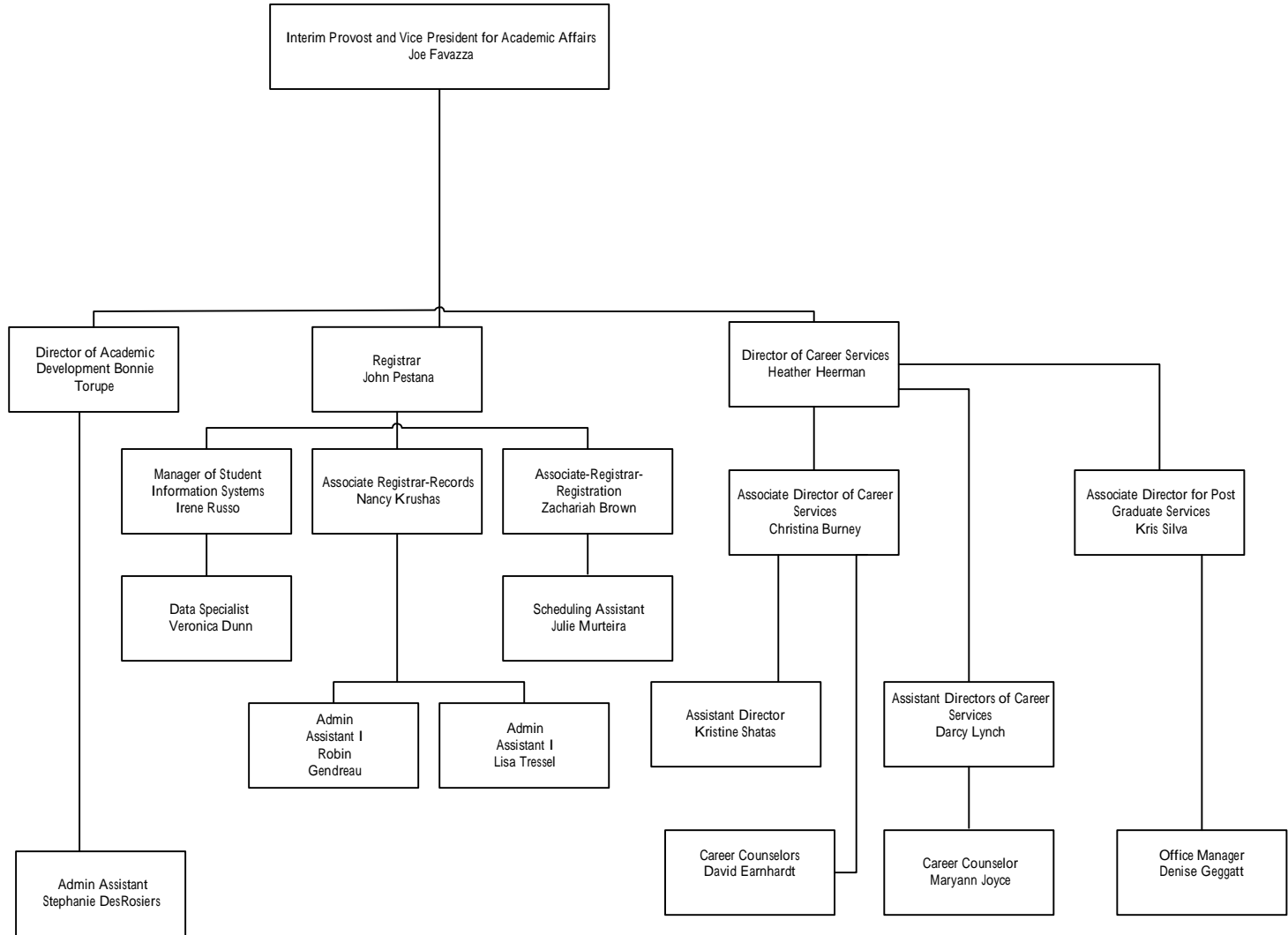
The Enrollment Management Committee advises the Vice-President for Enrollment Management and Marketing, and also senior management on all matters relating to enrollment. Specifically, the Enrollment Management Committee will provide feedback and assessment for the established student recruitment plan, including freshman and transfer enrollment targets and ongoing strategic initiatives, as well as develop reliable metrics for the advanced study of retention and graduation rates for the overall population and for subcategories including ALANA students and students with "at-risk" academic qualifications. The Committee will also create an assessment plan to better understand why students withdraw before the completion of their degree and make recommendations for improvement, while also studying the impact of test-optional admission on the composition of the student body and assess the differences in classroom performance, retention and post-graduate outcomes between submitters and non-submitters. Members of the Committee will provide feedback to the Strategic Planning Committee on progress toward the established enrollment goals and assist with the creation and prioritization of future enrollment goals, and share feedback from the larger Stonehill community on issues relating to enrollment management and the College's efforts at marketing and branding.

SECTION III- Organizational Charts

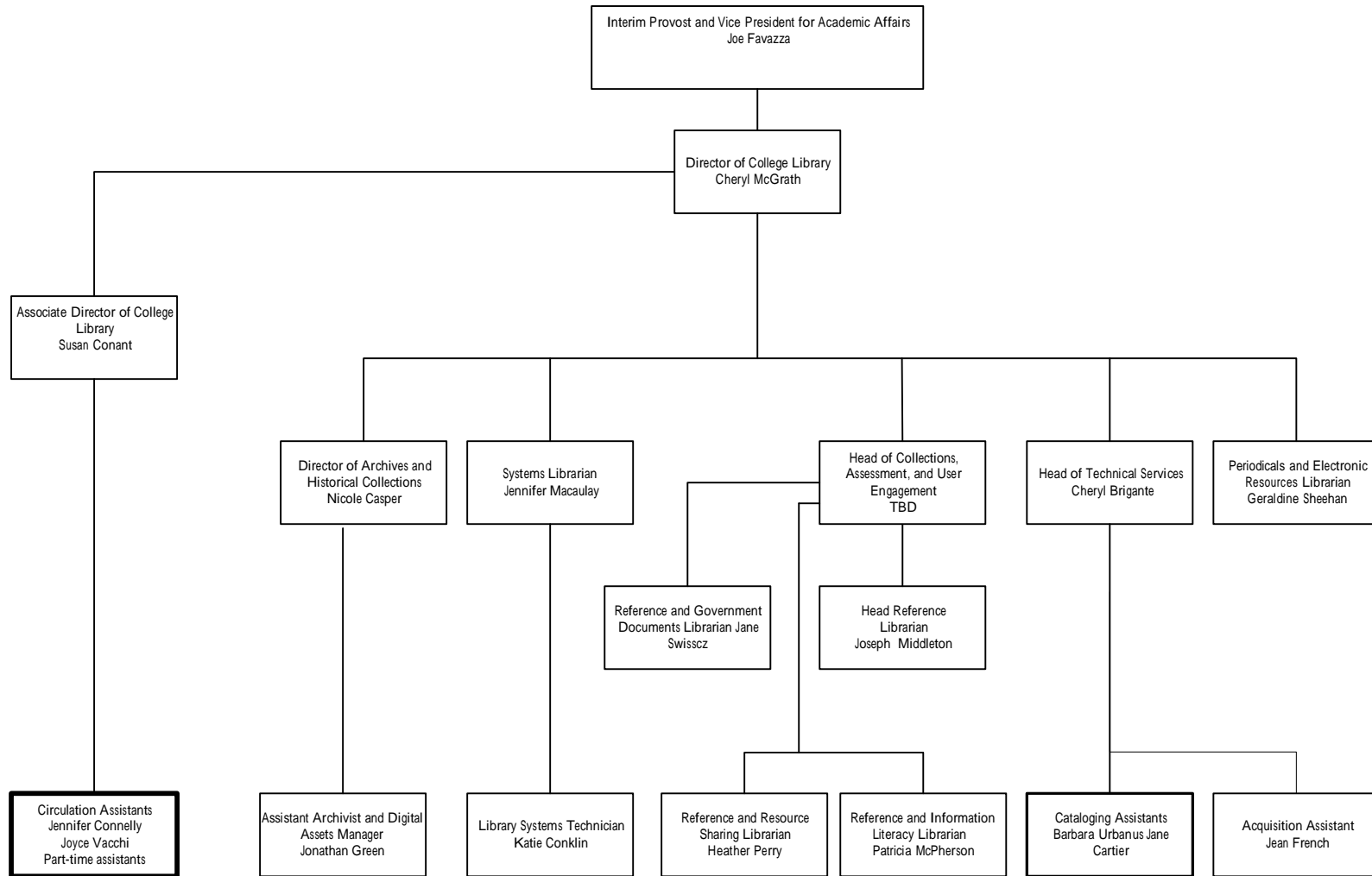
Academic Affairs Chart A



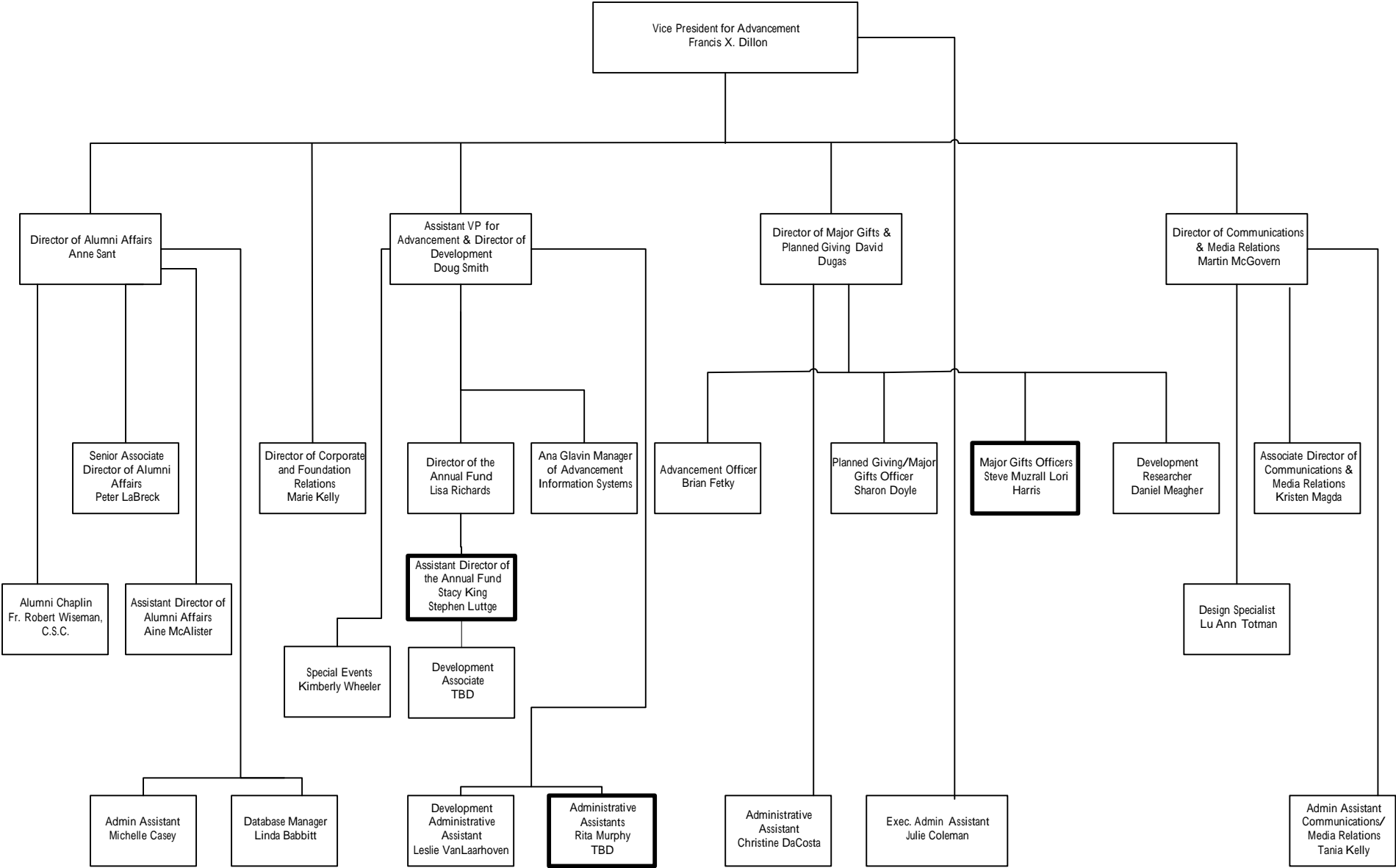
Academic Affairs Chart B



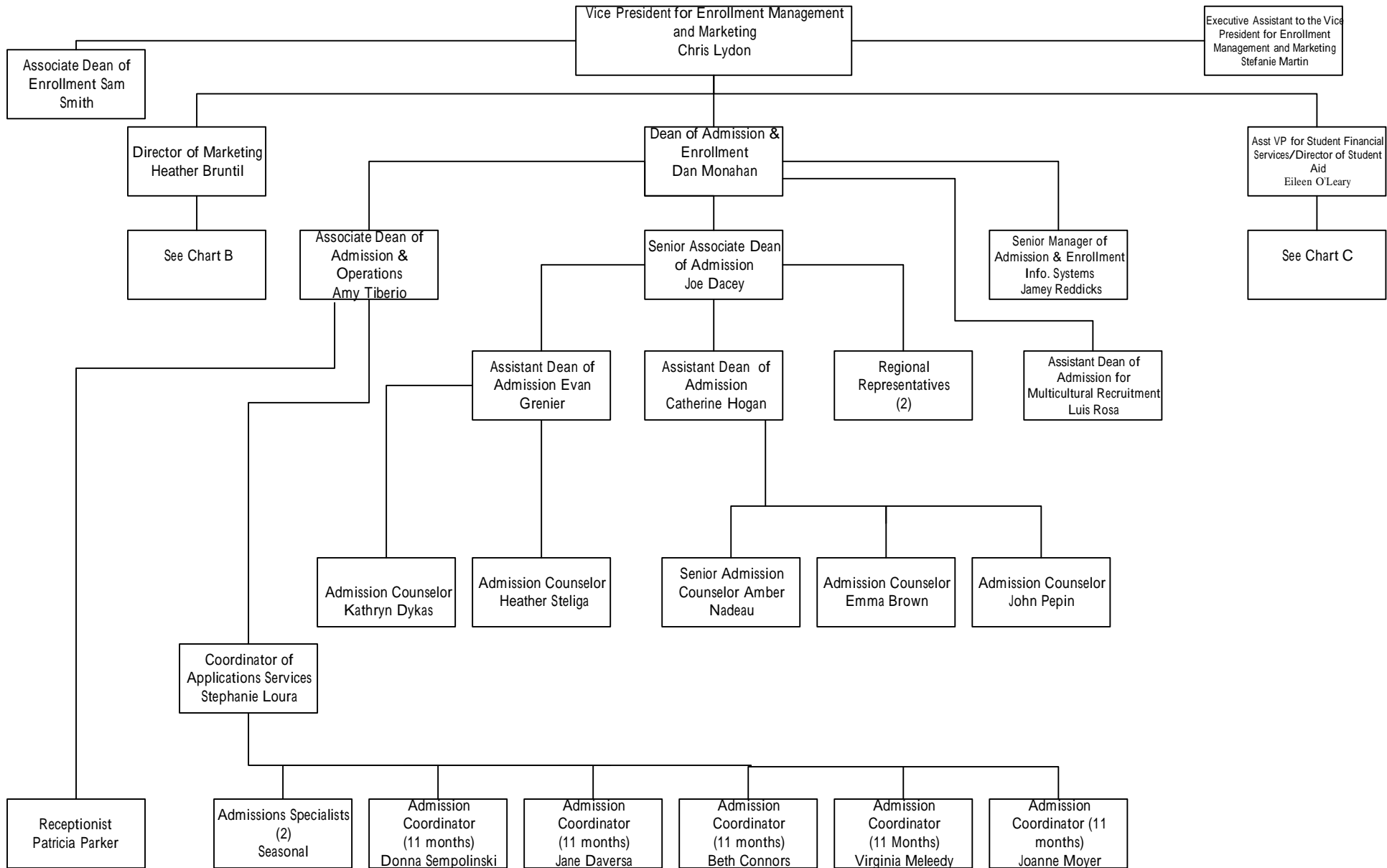
Academic Affairs Chart C



Advancement Division



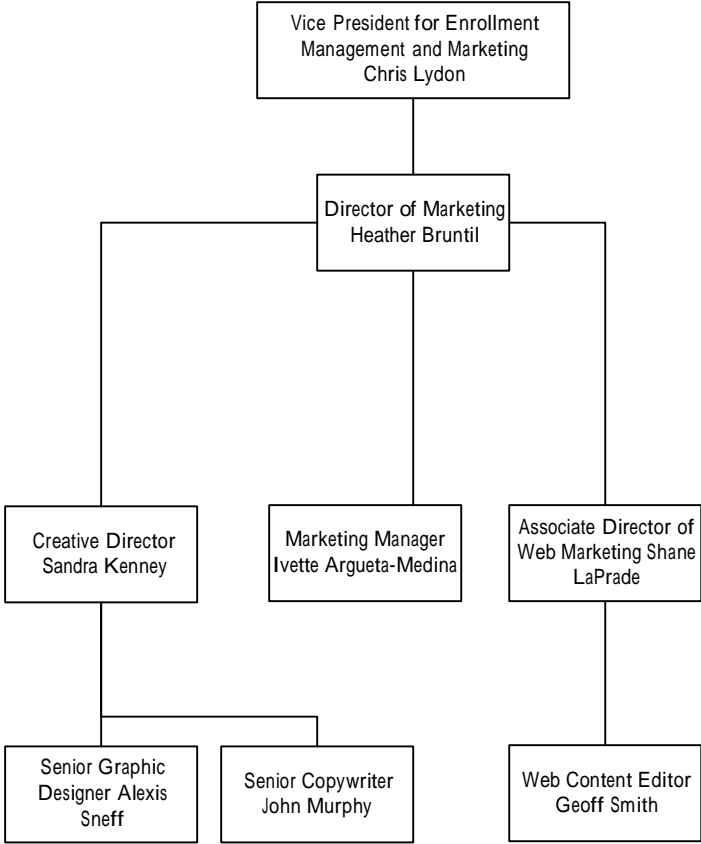
Enrollment Management and Marketing Chart A



Updated:
9/4/2012

Enrollment Management and Marketing Chart B

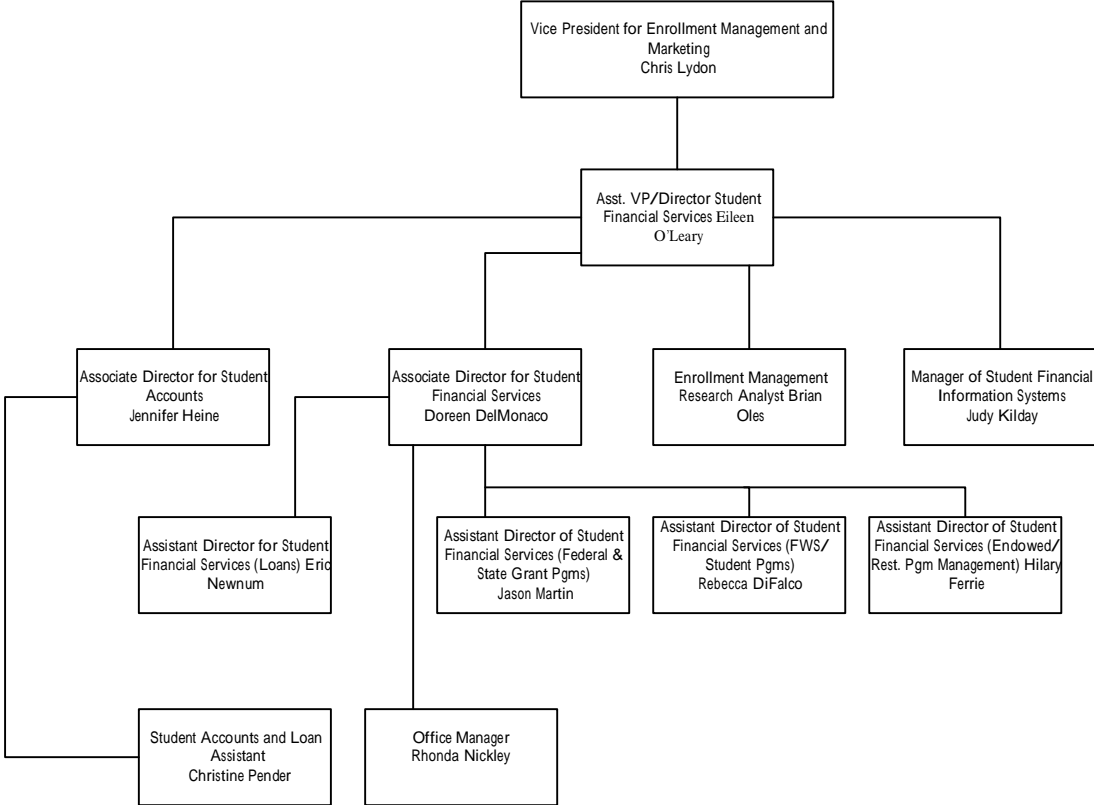
Marketing



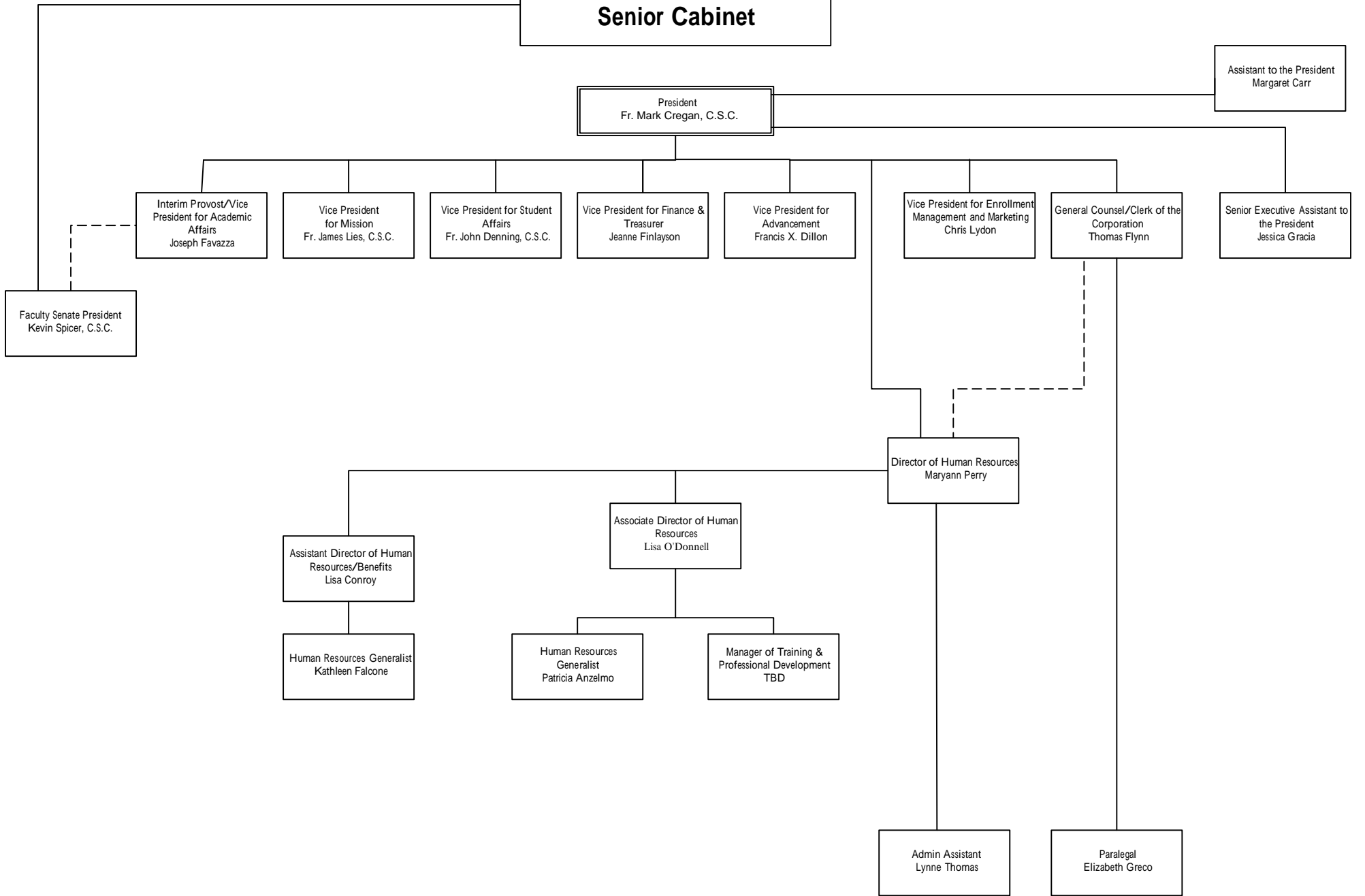
Updated: 9/4/2012

Enrollment Management and Marketing Chart C

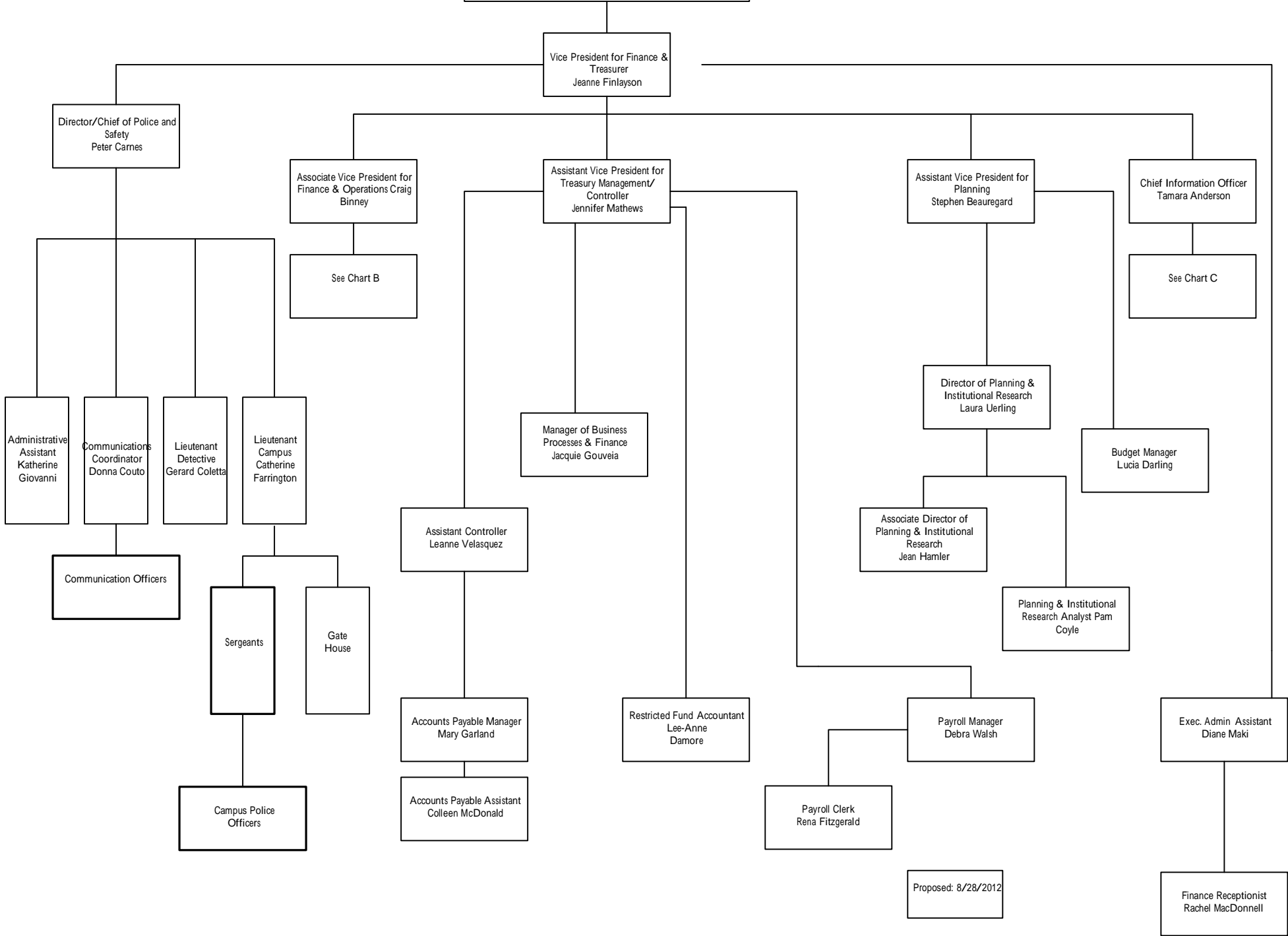
Student Financial Services



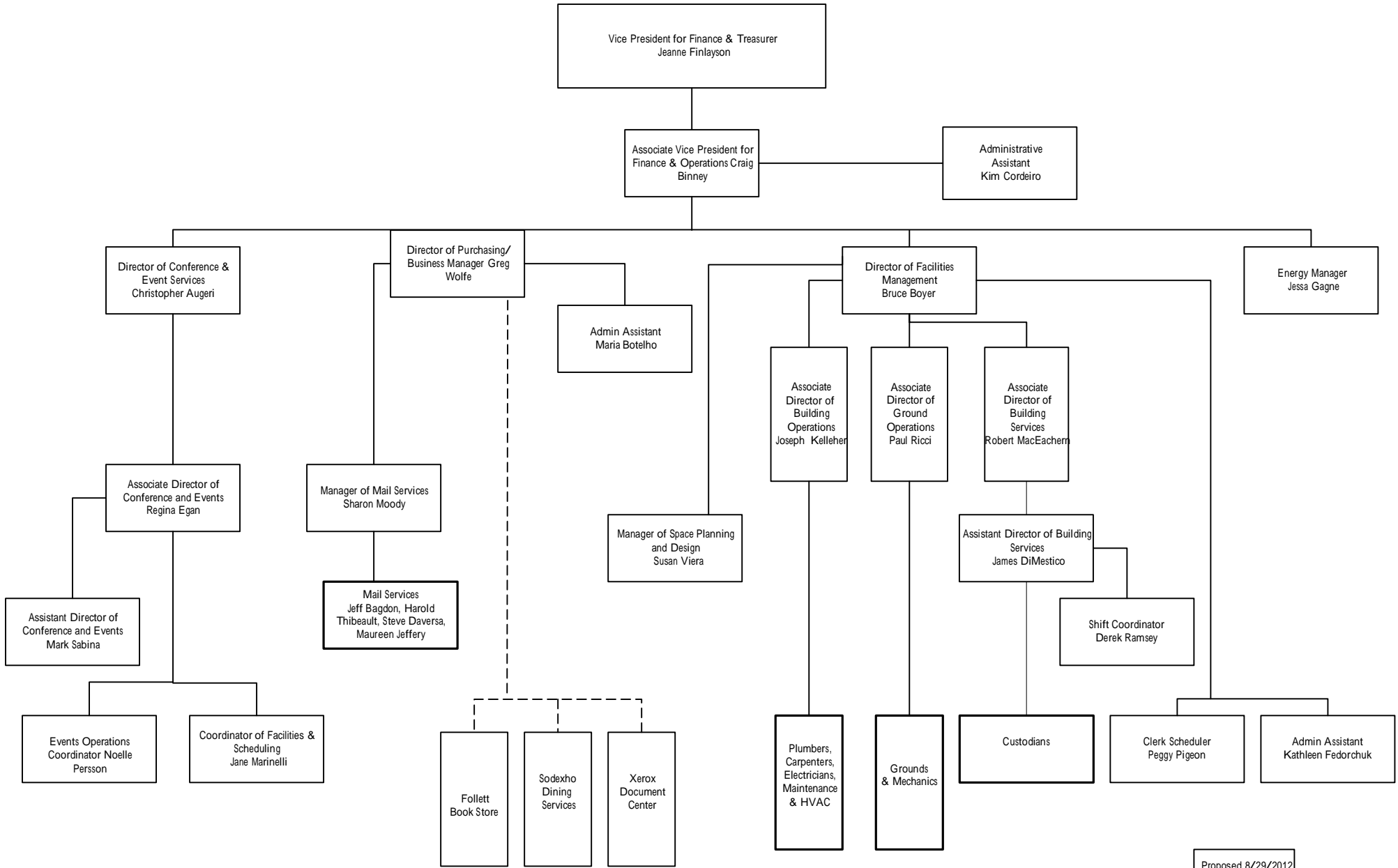
Executive Division and Senior Cabinet



Finance Division Chart A



Finance Division Chart B



Proposed 8/29/2012

Finance Division Chart C

Vice President for Finance & Treasurer
Jeanne Finlayson

Chief Information Officer
Tamara Anderson

Office Manager
Maureen Glynn

Director of Network Services
Mark Tufts

Director of Enterprise
Application Services
David Doherty

Director of Enterprise
Infrastructure Services
Thomas McGrath

Director of IT User Support
Services
Ferayi Karakaya

Manager Voice
Communication Services
Virginia Murphy

Senior Network
Administrator
Peppino Muraca

Manager Application Services
Timothy Campbell

Manager Help
Desk Services
Christopher
Banwarth

Director of
Media
Technology
Services
Michael
Pietrowski

Manager of
Instructional
Technology
Jan Harrison

Manager of
Desktop
Computing
Services
Luke Newman

Senior Systems
Analyst Vivian
Senatore

Manager of
Database
Services
Robert
Morgan

Senior Systems
Analyst Linda
McNeilly

Application
Programmer
Janet
Carpenter,
Theresa
Mackey

Programmer
Analyst
Maura
McConahay

Senior Systems
Administrator
Scott McNeilly

Senior Systems
Administrator
Carl
MacDonald

Systems
Administrator
Joseph Gracia

User Support
Specialist
Susan Wall

Senior User
Support
Specialist
Joshua Rapoza

Assistant
Director
of Media
Technology
Services
George Tyrrell

Senior Media
Support
Specialist
Peter George

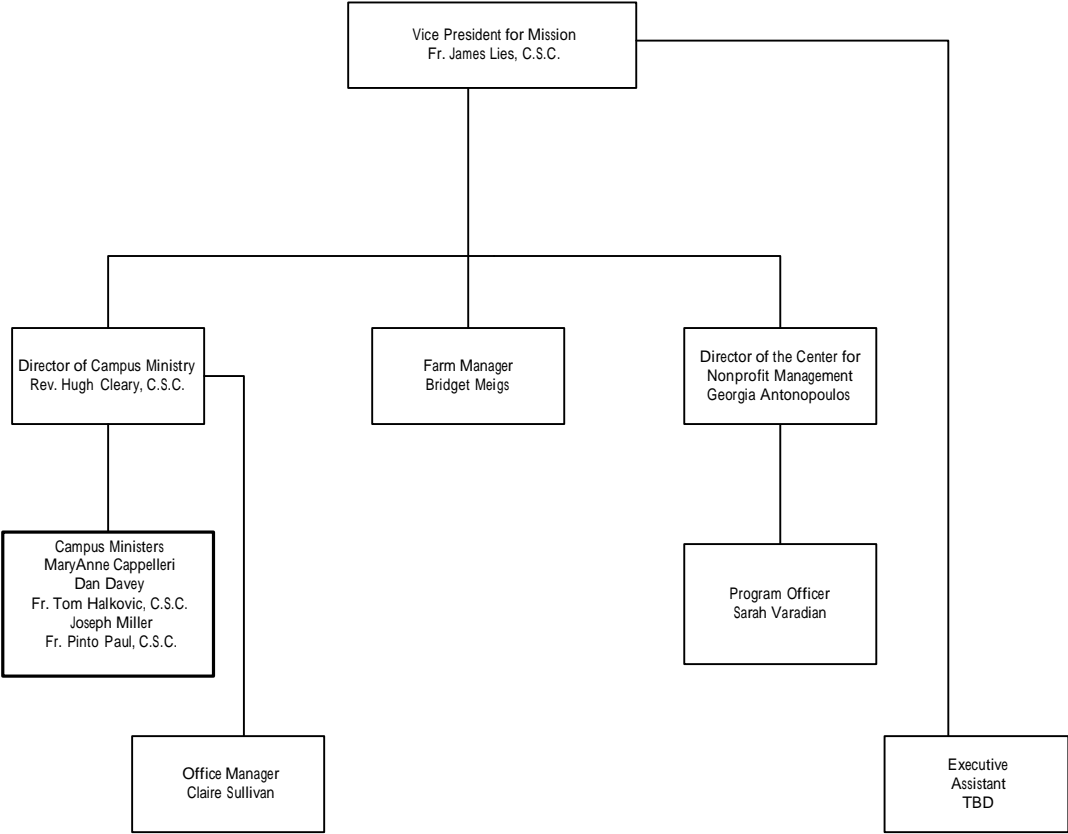
Media Support
Specialist/
Video
Production
Specialist John
Kitson

Desktop
Support
Specialist
Robert Miquel
Ryan Miranda

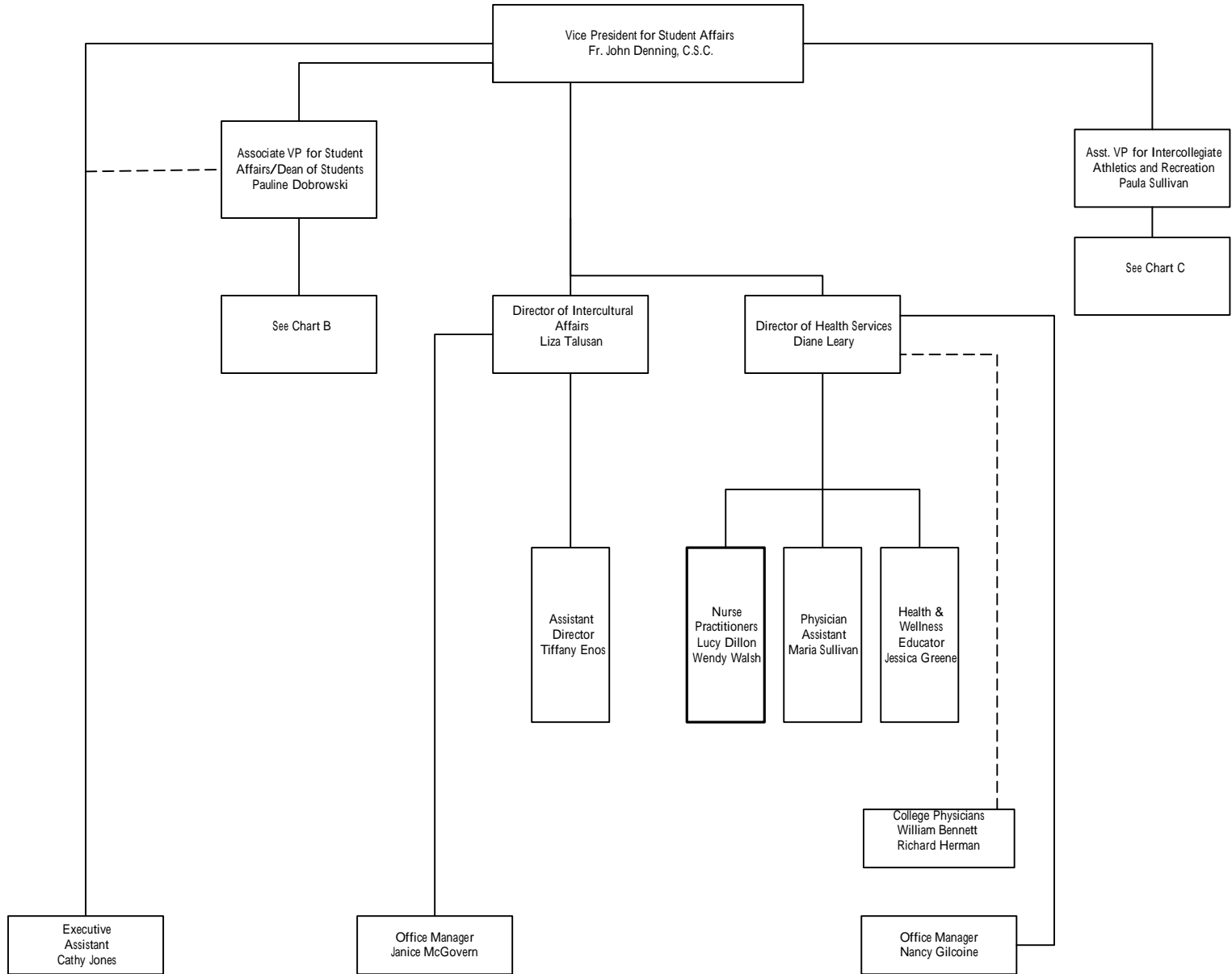
Senior
Desktop
Support
Specialist
John
O'Donnell

Updated: 8/30/2012

Mission Division



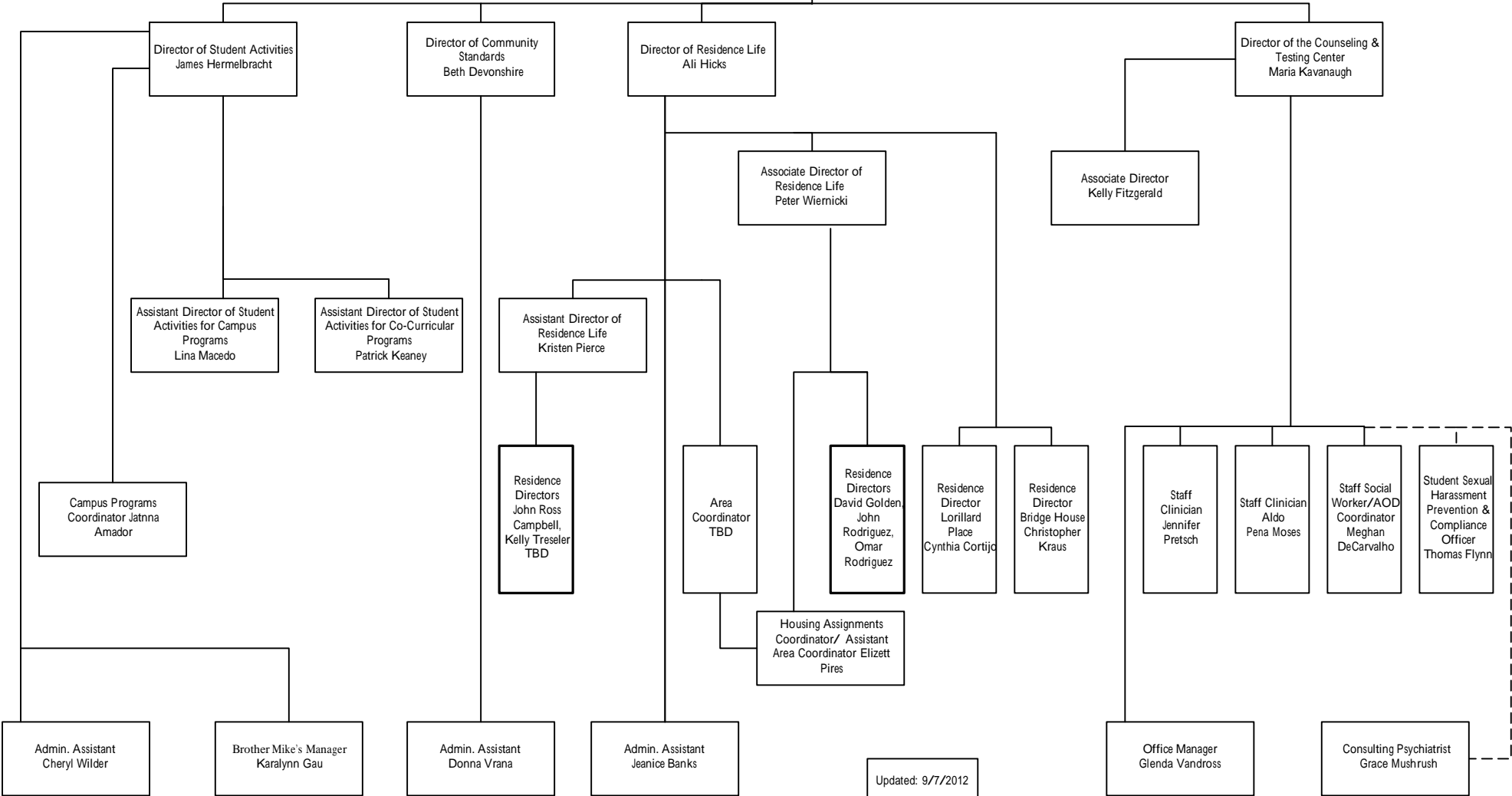
Student Affairs Chart A



Student Affairs Chart B

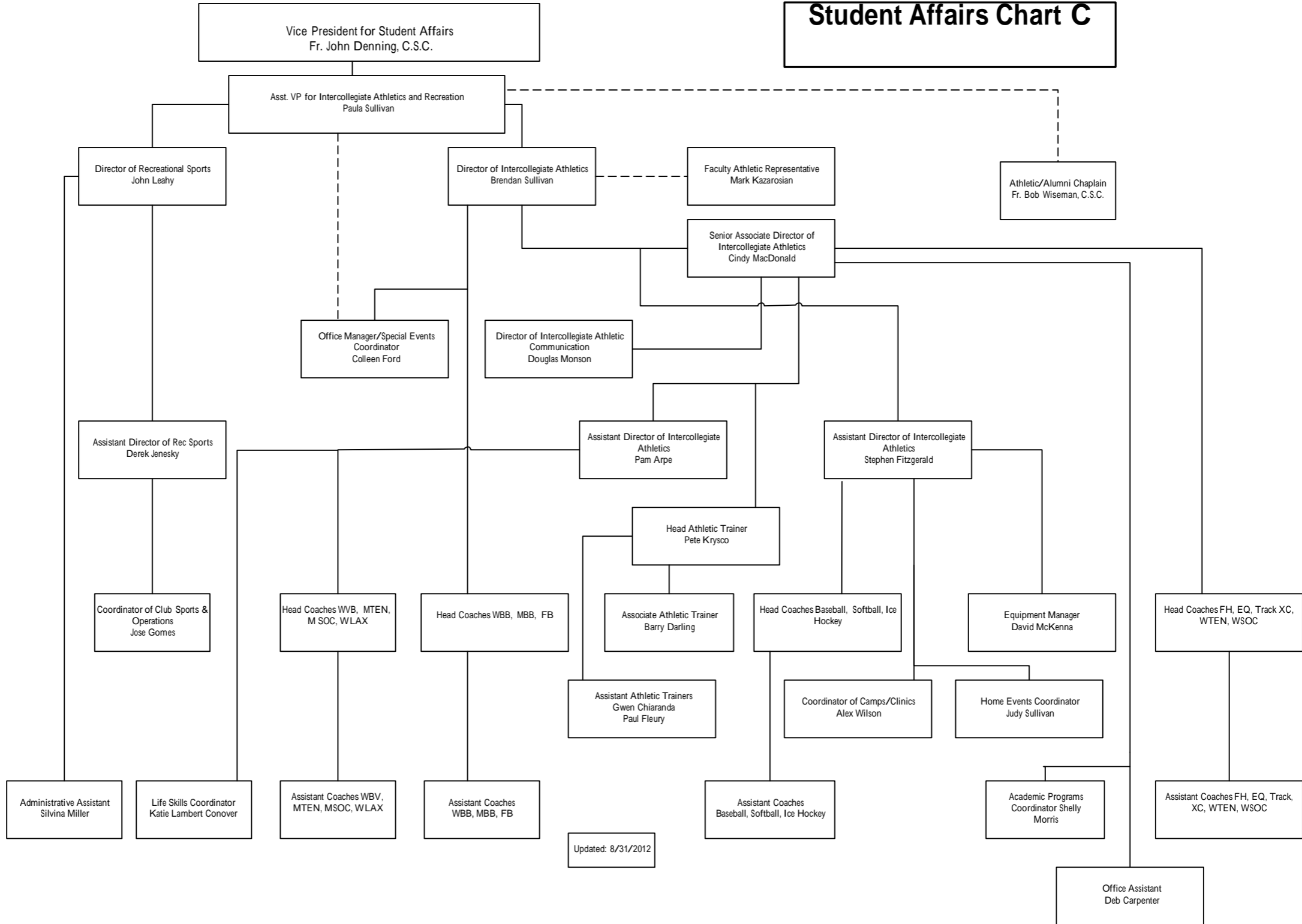
Vice President for Student Affairs
Fr. John Denning, C.S.C.

Associate VP for Student Affairs/Dean of Students
Pauline Dobrowski



Updated: 9/7/2012

Student Affairs Chart C



Updated: 8/31/2012

SECTION IV- The Alumni

ARTICLE I - The Stonehill College Alumni Association

A. Preamble

1. Purpose

The purpose of this section is to establish a viable structure for the continuing relationship between Stonehill College and its alumni. The maturity which Stonehill College has attained and the increased number of alumni indicate a need for a well developed alumni program within a framework which provides flexibility, a variety of inputs, and a dependable means of communication with all segments of the alumni body.

2. Mission

The mission of Stonehill College Alumni Association is to support the College in preparing men and women to achieve academic and professional goals, to foster a spirit of fellowship among its members for the betterment of the College, to strengthen the relationship between the Stonehill community and its alumni, and to encourage the intellectual, social and spiritual development of its members.

3. Structure

The following structure is hereby promulgated for Stonehill College alumni affairs, superseding any and all previous structures, organizations, precepts, by-laws, or constitutions which may have been heretofore prescribed and adopted concerning the Stonehill College alumni. Any questions concerning the interpretation of these bylaws will be answered by a simple majority voted of the Executive Committee.

B. Membership

1. Alumni

Membership in the Stonehill College Alumni Association is automatically conferred upon all persons who receive an academic or honorary degree from Stonehill College. Anyone who has satisfactorily completed one year of study may be considered for membership in the Alumni Association upon application to and approval of the Director of Alumni Affairs.

C. Reunions And Class Organizations

1. Reunions

The Director of Alumni Affairs, in cooperation with all interested members of each graduated class, shall have primary responsibility for the planning and organizing of reunions, normally during each fifth anniversary year of the graduation of the class. Upon reaching their 50th reunion, alumni will automatically become members of the Pillar Society.

2. Awards

The Alumni Council Awards Committee, in consultation with the Director of Alumni Affairs, will select recipients for all Alumni Council sponsored awards.

D. The Alumni Council

1. Duties

The Stonehill College Alumni Council is an advisory body to the College. The Alumni Council shall represent the interests of the alumni and of the College. It shall be concerned with maintaining appropriate communications with alumni, with formulating programs of alumni activities, with raising funds to be used for Alumni Council scholarship awards and other approved Alumni Council initiatives, with assisting the Office of Alumni Affairs with class reunions, with supporting the Development Office in their efforts relating to the Alumni Fund, with student recruiting, with career and employment opportunities for Stonehill graduates and students, and with other matters which require alumni involvement for the betterment of Stonehill College.

2. Membership

The Stonehill College Alumni Council shall consist of:

The President, Vice President, and Treasurer.

Six Alumni Fund Representatives.

Three alumni representatives to the Stonehill College Board of Fellows.

One member to be elected from each of the Alumni Fund Divisions, with the exception of those complete Divisions which are members of the Pillar Society.

Alumni to be elected at large consistent with the number of Divisions defined above.

Members to be nominated by the Alumni Council Executive Committee and appointed by the President of the Alumni Council consistent with the number of Divisions defined above.

One member of the Pillar Society.

The immediate Past President, for one year after his/her term expires, as a non-voting member and as a member Emeritus every year thereafter. All past presidents serve as non-voting members Emeriti.

The General Chairperson of the Alumni Fund as a non-voting ex-officio member.

The President of the Stonehill College Student Alumni Association as a non-voting ex officio member.

3. Method of Election

a. Officers:

At the second meeting every third year, the Alumni Council shall elect, by simple majority of those present, a President, Vice President, and Treasurer from among its members, to serve for a three-year term. Nominations will begin at the first Alumni Council Meeting of the year and will close ten days prior to the Alumni Council Meeting at which the elections will occur. All nominees must accept their nominations prior to the Alumni Council Meeting at which elections will be held. One slate of candidates will be presented for election. The President, Vice President, and Treasurer shall automatically be members of the Council, each to serve a three-year term, No individual shall serve two consecutive terms in the same officer designation.

b. Alumni Fund Representatives:

The Development Office, in consultation with the Director of Alumni Affairs, shall select, from among the volunteers of the Alumni Fund, six representatives to serve on the Alumni Council. Such appointments will be for a three-year term. No Alumni Fund Representative may serve more than two consecutive three-year terms on the Alumni Council, unless such person is elected as an officer of the Alumni Council.

c. Alumni Elected at Large:

The Alumni Council, prior to its second annual meeting, shall recommend to its Executive Committee members of the Stonehill College Alumni Association to run for Alumni Council membership positions and for Alumni Council representative to the Board of Fellows. Only those members who hold an academic degree from Stonehill College can be recommended for nomination.

One position for an Alumni Council representative to the Board of Fellows will be elected in conjunction with the election at large. The Executive Committee shall give due consideration to those members elected by the Alumni Council and nominate candidates for placement on the ballot.

Election will be held by simple plurality. Elected members will serve for three years. No member may serve more than two consecutive three-year terms, unless such member is elected as an officer of the Alumni Council.

Council and nominate fourteen candidates for placement on the ballot for the election at large.

When there is an election at large there will be no divisional election.

d. Alumni Elected by Division:

The Alumni Council, prior to its second annual meeting, shall recommend to its Executive Committee members of the Stonehill College Alumni Association to run for Alumni Council membership positions and for Alumni Council representative to the Board of Fellows. Only those members who hold an academic degree from Stonehill College can be recommended for nomination.

One position for an Alumni Council representative to the Board of Fellows will be elected in conjunction with the divisional election. The Executive Committee shall give due consideration to those members recommended by the Alumni Council and nominate candidates from each division (as stipulated in Section D.2. Membership) and the Pillar Society for placement on the ballot.

Election will be held by simple plurality. Elected members will serve for three years. No member may serve more than two consecutive three-year terms, unless such member is elected as an officer of the Alumni Council.

When there is a divisional election there will be no at large election.

e. Elections:

For both at large and divisional elections, the Director of Alumni Affairs shall direct the preparation and mailing of ballots to all members of the Alumni Association within ninety days following the second annual meeting to elect the number of the candidates as designated on the ballot. Ballots returned or postmarked within forty-five days after the mailing date will be considered valid and counted. The Alumni Council candidates receiving the highest number of votes shall be elected to take office effective January 1st closest to the date of the election. The Board of Fellows candidate receiving the highest number of votes shall be elected to take office effective June 1st closest to the date of election.

f. Appointed Members:

The Executive Committee, at their first meeting following January 1st closest to the date of the election of Alumni Council officers, will nominate up to such number of candidates as stipulated in Section D.2. Membership, for approval by the President of the Alumni Council for appointment to the Alumni Council. These candidates are not required to hold academic degrees from Stonehill College. The President and Executive Committee are not required to fill all appointed positions at the beginning of the term of the new President. At any subsequent time during his or her term in office, the President can fill any open appointed position upon nomination by the Executive Committee.

Appointed members shall assume office immediately upon acceptance of the appointment. For the

purpose of these bylaws, an appointed member will hold the same status as an elected member. Such appointment will be deemed a full term for consideration of future membership on the Alumni Council. No member may serve more than two consecutive terms unless such person is elected as an officer of the Alumni Council.

One position for an Alumni Council representative of the Stonehill College Board of Fellows will be elected to a three-year term effective June 1st following the election of the Alumni Council officers. The Executive Committee shall nominate candidates for consideration of such position. After due consideration, the Executive Committee will elect, by simple majority, the representative to the Board of Fellows. No member may serve more than two consecutive terms.

For the year in which the Alumni Council officers begin a new term and members are appointed to the Alumni Council, there will be no at large or divisional elections.

4. Meetings

The Stonehill College Alumni Council shall meet semi-annually upon the call of the President of the Alumni Council in consultation with the Director of Alumni Affairs. Special meetings in addition to the semi-annual meetings may be convened at the discretion of the President, Executive Committee and/or the Director of Alumni Affairs. Members shall be given notice fourteen days prior to any such meeting which discloses the location and time of the meeting.

At the Fall meeting every third year, the Council shall elect a President, Vice President, and Treasurer from among its members, by simple majority of those members present, to serve for three years. The President, Vice President, and Treasurer shall automatically be members of the Council, each to serve a three-year term.

5. Rules of Order

The President, or in his/her absence, the Vice President, of the Alumni Council shall preside at all meetings of the Alumni Council. A quorum, which shall consist of 50% of the members of the Alumni Council, will be required to hold any meeting of the Alumni Council. A meeting at which a quorum is initially present may continue to transact business if any action taken is approved by at least a majority of the required quorum for that meeting. Approval of any matter brought before the Alumni Council will be by a simple majority vote of those members in attendance at the meeting, providing that a quorum exists, except in the case of a bylaw amendment which will require a two-thirds affirmative vote. No absentee voting is permitted on any matter brought before the Alumni Council including the election of officers. The President will not vote unless there is a tie.

The President of the Alumni Council, in consultation with the Director of Alumni Affairs, shall prepare the agenda for each meeting, which will be distributed by the Director of Alumni Affairs to Alumni Council members at least fourteen days prior to the meeting. The Director, or a designee, shall serve as executive secretary to the Alumni Council. The Director, or a designee, shall record the minutes of the meeting which will be distributed to the Alumni Council and to the Stonehill College Board of Trustees.

6. Unexpired Terms

An unexpired term of any member of the Alumni Council, whether elected or appointed, shall be filled by a simple majority vote of the Executive Committee.

E. Officers And Executive Committee

1. Officers

The officers of the Alumni Council shall consist of a President, Vice President and Treasurer.

a. President:

The President shall preside at all meetings of the Alumni Council and Executive Committee. In consultation with the Director of Alumni Affairs, the President shall call all meetings of the Alumni Council and Executive Committee and establish the agenda for each meeting. He/She shall exercise general supervision of the activities of the Stonehill College Alumni Council and may appoint, with the concurrence of the Director of Alumni Affairs, non-voting members to the Executive Committee whose appointment shall be coterminous with the President. The President shall approve the appointment of all committee chairpersons. The President will not vote unless there is a tie.

b. Vice President:

In the absence of the President, the Vice President shall perform all the duties of the President. The Vice President will assist the President in carrying on the business of the Alumni Council. The Vice President shall be an ex officio member of all committees of the Alumni Council and counsel committee chairpersons. When a vacancy occurs, the Vice President shall nominate an Alumni Council member to serve as Committee Chair. In the event the President cannot fulfill his/her term, the

Vice President will complete the unexpired term as President. In the event the Vice President is unable to fulfill his/her term, nominations from among the members of the Alumni Council will be made by the Executive Committee and one candidate will be approved by the President.

c. Treasurer:

The Treasurer shall prepare a financial report to be submitted at each of the semi-annual Alumni Council meetings. The report shall indicate the balances in the various Alumni Council funds as of the most recent date available from the College's Controller. The Treasurer shall confer with the Director of Alumni Affairs who shall keep the financial records of the Alumni Council. In the event the Treasurer is unable to fulfill his/her term, nominations from members of the Alumni Council will be made by the Executive Committee and one candidate will be approved by the President.

d. College Employees

While employees of Stonehill College are members of the Alumni Association may serve as members of the Alumni Council, they shall not be eligible for officer positions.

e. Executive Committee:

The Executive Committee shall consist of all the officers of the Alumni Council, the Immediate Past President of the Alumni Council (who will serve as advisor to the President), and the Chairpersons of the each Alumni Council committee. Non-voting members may serve at the discretion of the President and the Director of Alumni Affairs. The Executive Committee will be chaired by the President and will meet at the discretion of the President in consultation with the Director of Alumni Affairs. The Executive Committee will also serve as the Nominating Committee for the Alumni Council.

F. Committees

1. Establishment

Committees of the Alumni Council will be established on an as-needed basis by the Executive Committee

in consultation with the Director of Alumni Affairs to support the mission of the Alumni Council. Committee membership is open to any member of the Stonehill College Alumni Association. At the first Alumni Council meeting each year a listing of all current committees will be distributed to each member of the Alumni Council with a description of the purpose of each committee.

2. Chairperson

All Committee Chairpersons must be current members of the Alumni Council. Chairs are nominated by the Vice President for the approval of the President. Alumni Council officers may not concurrently serve as Committee chairs. Committees will meet at the discretion of the chairperson. The Director of Alumni Affairs shall be informed of the meeting dates in advance of each meeting.

G. Amendments

These by-laws entitled "The Stonehill College Alumni Association" can be amended or altered by a two-thirds affirmative vote of the quorum at any meeting of the Alumni Council, provided that a quorum exists, and shall become effective upon the approval of the President of Stonehill College. The proposed amendment or alteration must be provided to each member of the Alumni Council at least fourteen days prior to the meeting at which such amendment will be acted upon. No proposed amendment shall be contrary, in nature and/or in intent, to the mission of Stonehill College.

NOTES