

# **TRUSTEES OF TOUGALOO COLLEGE**

## **BYLAWS**

**Adopted February 1992**

**Amended May 19, 2000**

**Amended February 2002**

**Amended May 2002**

**Amended February 2003**

**Amended February 2007**

**Amended October 2012**

Purpose. The general purpose of the corporation as set forth in the “Act to Incorporate the Trustees of Tougaloo University,” Laws of Mississippi, 1871, Chapter CCCXVIII, is “for the instruction of students in the arts and sciences, in the learned professions, and in all the branches of liberal and professional education, as taught in the best colleges and universities of our country.”

## **ARTICLE I. OFFICES**

Section 1. Principal Office. The principal office of the corporation in the State of Mississippi shall be located in Tougaloo, City of Jackson. The corporation may have such other offices, either within or without the State of Mississippi, as the Board of Trustees, may designate or as the business of the corporation may require from time to time.

Section 2. Registered Office. The registered office of the corporation, required by the Mississippi Non-Profit Corporation Act to be maintained in the State of Mississippi, may be, but need not be, identical with the principal office in the State of Mississippi, and the address of the registered office may be changed from time to time by the Board of Trustees.

Section 3. Seal. The corporation shall have a seal substantially in the following form:



## **ARTICLES II. BOARD OF TRUSTEES**

Section 1. General Powers. The business and affairs of the corporation shall be managed under the authority and direction of its board of directors, which shall be called its Board of Trustees; and the directors or members of the Board of Trustees shall be called Trustees. In these Bylaws, “Board of Trustees” and “Trustees” shall have the same definition as “board of directors” and “director”, respectively, in the Mississippi Non-Profit Corporation Act.

The Board of Trustees has the authority and responsibility for adopting policies which govern the operation of the institution. Neither the collective Board, nor individual members of the Board may participate in the implementation of policy. The president and the administration of the College have the responsibility for operation of the College in accordance with Board adopted policy. The faculty, under the leadership of the Provost, has the responsibility for oversight of the academic program and recommending policy to the President and the Trustees. The faculty conducts its business through committees, commissions, and councils.

Section 2. Number, Tenure and Qualifications. The Board of Trustees of the corporation shall consist of not more than thirty active Trustees, each of whom, with the exception of the appointed Trustees, shall be elected by action of the Board of Trustees. Trustees may be nominated by the United Church of Christ (UCC), formerly known as the American Missionary Association, the Division of Higher Education of the Christian Church ((Disciples of Christ), and appointed by the Tougaloo College National Alumni Association, one of whom shall be the President of the Association and shall serve until the end of the term of office of such president. The UCC, the Division of Higher Education of the Christian Church (Disciples of Christ), and the Tougaloo National Alumni Association, shall notify the Board of Trustees in writing by May 1 of each calendar year, of the name of each person nominated for or appointed to fill appropriate vacancies or terms expiring within the next twelve months. If notice of nomination or appointment is not so made by any organization, any existing vacancy or vacancies occurring by terms expiring within the next twelve-month period may be elected solely by the Board of Trustees. Except as otherwise provided in these bylaws, the term of office of each Trustee, except those elected or appointed to fill a vacancy, shall be three years. The Board of Trustees shall provide that the terms of office of the Trustees be staggered so that at least one-third of the Trustees shall be elected each year.

Section 3. Meetings. A regular annual meeting of the Board of Trustees shall be held at Tougaloo College each year between July 1 and December 31, on a date to be set by the Board of Trustees. The Board of Trustees may provide the time and place, either within or without the State of Mississippi, for the holding of additional regular meetings. Special meetings of the Board of Trustees may be called by or at the request of the chair or any three Trustees. Regular or special meetings may be conducted through the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4. Notice. Notice of each regular meeting and any special meeting shall be given at least ten (10) days previous thereto to each Trustee by written notice delivered to the Trustee, or mailed to the Trustee's business address, or sent by facsimile to the regular or designated facsimile telephone number of the Trustee or sent electronically by mail (email). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile is sent. Any Trustee may waive notice of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business and does not thereafter, vote for or assent to action taken at the meeting. Neither the business to be transacted, nor the purpose of any regular meeting of the Board of Trustees, need to be specified in the notice or waiver of notice or such meeting, except as otherwise provided by the Act or these Bylaws. Notice and waiver of notice of any special meeting shall specify the purpose of the meeting, and no other business shall be transacted or action taken at the meeting, except as included in the notice.

4a. Trustees are expected to attend two meetings annually. Absence at two (2) consecutive meetings may be cause for removal from the Board.

Section 5. Quorum. Unless otherwise provided in the Articles of Incorporation or Act under which the corporation was organized, one-third (1/3) of the number of Trustees then holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If less than a quorum is present at any meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. Except as otherwise provided herein, the act 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.

Section 7. Action without a Meeting. Any action required or permitted to be taken by the Board of Trustees at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees and included in the minutes or filed with the corporate records.

Section 8. Vacancies. Any vacancy occurring on the Board of Trustees shall be filled by the election of an individual by the affirmative vote of the Board of Trustees. If the vacancy is in one of the Trustee positions that may be nominated or appointed by either the UCC or the Division of Higher Education of the Christian Church (Disciples of Christ) or the Tougaloo College National Alumni Association, then the vacancy shall be filled by election of an individual nominated or appointed by the respective organization or in the absence of a nominee or appointee, by the Board of Trustees as set forth in Article II, Section 2. A Trustee filling a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 9. Resignation. A Trustee may resign at any time by delivering written notice to the Board of Trustees or to the chair or secretary of the corporation.

Section 10. Removal. The Board of Trustees may remove one or more Trustees elected by the Board of Trustees by the vote of two-thirds (2/3) of the Trustees then in office; provided however, a Trustee may be removed only at a regular or special meeting, the notice for which must state the purpose or one of the purposes of the meeting is the removal of the Trustee. An appointed Trustee may also be removed without cause, by the organization appointing the Trustee, by giving written notice of the removal to the Trustee and to either the chair or secretary of the Board of Trustees.

Section 11. Conflicts of Interest. Officers and Trustees are fiduciaries and have an obligation of loyalty to act in the best interest of the corporation. Officers and Trustees have an affirmative duty to disclose conflicts of interest including, but not limited to, fiduciary relationships with other individuals, partnerships, corporations, and other entities engaged in business similar to that of the corporation. Officers and Trustees also have an obligation to disclose to the Board of Trustees, any business opportunity which comes to the attention of the officer or Trustee which is relevant to the corporation's present or future activities.

Section 12. Committees. Standing committees of the Board of Trustees shall be an Executive Committee, a Finance Committee, an Investment Committee, an Audit Committee, a Student Life Committee, an Educational Policy and Planning Committee, an Institutional Advancement Committee, a Physical Resources Committee, a Governance Committee, a Tougaloo Economic Development Committee, and a Brown-Tougaloo Committee. Members of the Standing Committees shall be elected each year by the Board of Trustees at its Annual Meeting. The Board of Trustees may, as allowed by statute, create one or more additional committees as it deems appropriate, and appoint to these committees, two (2) or more Trustees to serve at the pleasure of the Board of Trustees.

Section 12.10. Executive Committee. The Executive Committee shall be composed of the following Trustees: the chair, vice chair, secretary, treasurer, and the chairs of each standing committee and no more than five (5) at-large members.

Section 12.10.1. The Executive Committee shall, during the interval between the meetings of the Board of Trustees, possess and may exercise all of the powers of the Board of Trustees in the management of the business and affairs of the corporation, except such matters which the Board shall expressly reserve to the Board of Trustees. However, the Executive Committee may not authorize any distribution, approve dissolution, merger or sale, pledge or transfer of all or substantially all of the corporation's assets; elect, appoint or remove trustees or fill vacancies on the Board or on any of the committees; or adopt, amend or repeal the articles or bylaws. The Executive Committee shall keep full records and accounts of its proceedings and transactions and shall, within ten days following the close of any meeting thereof, send copies of the minutes of such meeting to all members of the Board of Trustees.

Section 12.10.2. A majority of the members of the Executive Committee shall be required to affirm an action of the Executive Committee. The Executive Committee has the responsibility for the annual evaluation of the President.

Section 12.10.3. The filling of any vacancy occurring in the Executive Committee must be approved by a majority of all the Trustees in office when the action is taken.

Section 12.11. Finance Committee. The duty of the Finance Committee shall be to exercise careful oversight of the corporation's finances and to study and promote the financial prosperity of the corporation. It will provide for the audit of the accounts of the corporation and will recommend to the Board of Trustees, the annual budget of the corporation.

Section 12.12. Investment Committee. This committee shall study, report and make recommendations to the Board of Trustees, on matters related to the investment and management of the corporation's endowment and other investment assets.

Section 12.13. Student Life Committee. This committee shall study, report and make recommendations to the Board of Trustees, on matters concerning all non-academic aspects of student life at Tougaloo College, including matters relating to student enrollment and retention, recruitment, housing, health services, counseling, social activities and general student welfare.

Section 12.14. Educational Policy and Planning Committee. All major policies pertaining to the educational program, originated in the Board or presented by the College administration to the Board, will be referred to this committee for study and recommendation to the Board of Trustees. The Brown-Tougaloo relationship is a sub-committee of EPC.

Section 12.15. Governance Committee. This committee shall review recommendations of candidates for election to the Board of Trustees, and shall make recommendations for the filling of vacancies on the Board of Trustees, for the election of officers of the corporation, and for the election of members of the standing committees. The committee shall prepare a program for orientation of new trustees.

Section 12.16. Institutional Advancement Committee. This committee shall study, report and make recommendations to the Board of Trustees on matters relating to the general public reputation and image of Tougaloo College, throughout the national academic and business community and on matters relating to fund-raising strategies for the corporation.

Section 12.17. Physical Resources Committee. The committee on physical resources is charged with the broad responsibilities for overseeing the institution's physical assets: its land, buildings and equipment. The committee's specific tasks include ensuring the adequacy and conditions of capital assets, developing periodically reviewing policies, advocating new structures as directed by general board policies, controlling plant debt and ensuring adequate levels of funding for

plant maintenance. The committee is obligated to ensure that the administration commit full attention to the aforementioned tasks.

Section 12.18. Tougaloo Economic Development Committee. This committee shall study, report, and make recommendations to the Board of Trustees on matters relating to making use of the College's real estate portfolio for economic gain. However, the legal structure is the Tougaloo College Economic Development Corporation, an organization that is exempt from federal income tax under Section 501 (c) 3 of the Internal Revenue Code, and has the authority to operate programs, or prepare proposals to develop the land, or in other ways support the economic development mission of Tougaloo College.

Section 12.19. Brown/Tougaloo Committee. This committee serves as a mechanism for discussion of the relationship of Tougaloo College and Brown University. The goal of the relationship is to expand inter-institutional, educational opportunities for both Tougaloo and Brown students and faculty; promote research, disciplinary and inter-disciplinary studies; and provide an enlarged and different context for exploring and experiencing American Culture and life.

Section 12.20. Audit Committee. The responsibilities of the Audit Committee include the following: (a) provides oversight and advisory support to the CFO as it relates to internal and external audits and controls; (b) serves as the primary committee for identifying, reviewing and making recommendations to the President and Board on External Auditors Selection; (c) provides advisory assistance to the CFO in planning and executing the External Audit; (d) provides advisory assistance to the CFO in monitoring the performance of auditors relative to timeliness, quality and billings; (e) provides advisory assistance to the CFO in areas of effective internal controls as appropriate; and (f) interfaces with the Finance Committee as appropriate in matters related to the audit.

Section 13. Rules and Regulations. The Board of Trustees may adopt and amend as necessary, operating rules and regulations which do not conflict with these Bylaws or the Articles of Incorporation.

Section 14. Trustee Emeriti. Upon recommendation of the Governance Committee, trustees who have served with distinction for at least two terms may be elected by the majority of trustees as Trustee Emeriti. Terms shall be for life. Except for the Executive Committee, they shall be eligible to serve on board committees, with vote, and shall speak freely at all board and committee meetings. They shall not have voting privileges at board meetings and shall not be counted as part of quorum determinations. Trustee Emeriti shall be sent notices and minutes of all board meetings and are encouraged to attend board meetings or otherwise accept special assignments that are helpful to the Board of Trustees and the College.

### **ARTICLE III. OFFICERS**

Section 1. Number. The officers of the corporation shall be a chair, a vice chair, a president,

a secretary, and a treasurer, each of whom shall be elected by the Board of Trustees. Each officer, except the president, shall be a Trustee. The president may be, but is not required to be, a Trustee. Such other officers and assistant officers, as may be deemed necessary, may be elected or appointed by the Board of Trustees. Any two or more offices, except the office of the president, may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Trustees at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until a successor shall have been duly elected, and shall have qualified, or until the officer's death or until the officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Resignation; Removal. Any officers or agent may resign at any time by delivering written notice to the corporation. An officer or agent may be removed only by the Board of Trustees at any time.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. Chair. The chair shall, when present, preside at all meetings of the Board of Trustees and shall have the duties with regard to the Board of Trustees authorized in these bylaws.

Section 6. President. The president shall be the President of Tougaloo College and the chief executive officer of the corporation and, subject to the control of the Board of Trustees, shall in general supervise and control all of the business and affairs of the corporation. The president may sign, with the secretary or any other proper officer of the corporation thereunto authorized by the Board of Trustees, contracts or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees, or by these Bylaws, to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the Office of the President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 7. The Vice Chair. During the absence and inability of the chair to render and perform the duties of the office, or to exercise the powers of the office as set forth in these Bylaws, or in the Act under which this corporation is organized, the same shall be performed and exercised by the vice chair; and when so acting, the vice chair shall have all the powers and be subject to all responsibilities given to or imposed upon the chair.

Section 8. The Secretary. The secretary shall (a) keep the minutes of the proceedings of the members and of the Board of Trustees in one or more books provided for that purpose; (b) see that

all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) be responsible for preparing minutes of the Trustees' meetings and for authenticating records of the corporation; and (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the chair or by the Board of Trustees.

Section 9. The Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) have oversight of the receipts for money due and payable to the corporation from any source whatsoever, and the deposit of all such monies in the name of the corporation in such banks, trust companies or other depositories, as shall be selected in accordance with the provisions of Article VI of these Bylaws; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the chair or by the Board of Trustees.

#### **ARTICLE IV. INDEMNIFICATION OF TRUSTEES AND OFFICERS**

Section 1. Each Trustee and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which the Trustee or officer has or shall become subject, by reason of serving or having served as such Trustee or officer, or by reason of any action alleged to have been taken, omitted, or neglected by such Trustee or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of the failure of the Trustee or officer to discharge the duties in accordance with a good faith belief that the Trustee or officer is acting in the best interest of the corporation.

Section 2. The right of indemnification hereinabove provided for shall not be exclusive of any right to which any Trustee or officer of the corporation may otherwise be entitled by law.

#### **ARTICLE V. CONTRACT, LOAN, CHECK, AND DEPOSITS**

Section 1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or others for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner, as shall from time to time be determined by resolution of the Board of Trustees.



Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time, to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

## **ARTICLE VI. MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth day of June in each year.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any Trustee of the corporation under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Mississippi Non-Profit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to the corporation for inclusion in the minutes or filing with the corporate records, shall be deemed equivalent to the giving of such notice.

Section 3. Amendments. These Bylaws or any of them may be amended, revised, or repealed at any regular or special meeting of the Board of Trustees at which a quorum is present, by the affirmative vote of a majority of the Trustees in office at the time the amendment is adopted. Notice of such meeting shall contain a statement that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall be accompanied by a copy of or shall contain a summary of the proposed amendment.

Section 4. Distribution of Assets on Dissolution. Upon dissolution of this corporation, all assets of this corporation remaining after payment of all costs and expenses of such dissolution, shall be distributed to educational, scientific, literary, charitable, benevolent and other organizations which have qualified for exemption under Section 501(c)(3), or other pertinent sections, of the Internal Revenue Code or any amendment thereof, or to the federal government, or to a state or local government for public purposes only, and none of the assets upon dissolution shall be distributed to any member, officer or Trustee of this corporation.

### Section 5. Tougaloo Economic Development Corporation

There are issues in the area of economic development, planning and implementation that can be more appropriately handled by a department of the College, reporting to the Trustees through the President. There are other programs and opportunities that can be more appropriately handled by a semi-independent, separate 501 (c) 3 tax exempt organization. As such, EDC will continue to exist and can develop plans and proposals to the College to operate programs or prepare proposals to develop the land, or in other ways support the economic development mission of Tougaloo College. Tougaloo College will continue to file the necessary state and federal reports to keep the Tougaloo Economic Development Corporation current as a Mississippi Nonprofit Corporation that is in good standing with the Mississippi Secretary of State's Office and as an organization that is exempt from federal income tax under Section 501 (c) 3 of the Internal Revenue Code.