

CHARTER
OF
LAFAYETTE COLLEGE
AND
AMENDMENTS THERETO



STATUTES
OF
LAFAYETTE COLLEGE
AS AMENDED

**CHARTER OF LAFAYETTE COLLEGE
AND AMENDMENTS THERETO**

I

*An Act for the Establishment of a College at Easton, in the
County of Northampton*

SECTION 1. Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the Authority of the same, That there be and hereby is erected and established, at or near the Borough of Easton, in the County of Northampton, in this Commonwealth, a College for the education of youth in the various branches of Science and Literature, the useful Arts, Military Science, Tactics and Engineering and the learned and foreign Languages, the name, style and title of which College, and the Constitution thereof, shall be and are as follows:

ARTICLE I.

In memory and out of respect for the signal services rendered by General Lafayette in the great cause of freedom, the said College shall be forever hereafter called and known by the name of LAFAYETTE COLLEGE.

ARTICLE II.

The said College shall be under the management, direction and government of a number of Trustees not exceeding thirty-five, or a quorum or a Board thereof, as hereinafter mentioned.

ARTICLE III.

That the trustees of said College shall consist of the following persons, to wit: Robert Patterson, John Hare Powel, Peter A. Browne, Andrew M. Prevost, Benjamin Tilghman, Silas E. Wier and John M. Scott, of the City of Philadelphia; Samuel Sitgreaves, Thomas McKeen, Peter Miller, Philip Mixsell, Jacob Wegandt, Jr., John Bowes, James M. Porter, Christian J. Hutter, Jacob Wagener, George Barnett, M. John Carey, William Shouse, Peter Ihrie, Jr., J. Worman, Joel Jones, J. R. Lattimore, Thomas J. Rogers, Joseph K. Swift, George G. Howell, Peter S. Michler, Jesse M. Howell, Philip H. Mattes, George Hess, Jr., Jacob Kern, George Weber and Anthony

McCoy, of the County of Northampton; Walter C. Livingston, of the County of Lehigh; and William Long, of the County of Bucks; which said trustees and their successors, to be elected as hereinafter mentioned, shall be forever hereafter, and they are hereby erected, established and declared to be a body politic and corporate, with perpetual succession, and with all the incidents of a corporation in deed and in law to all intents and purposes whatsoever, by the name, style and title of "The Trustees of Lafayette College," by which name and title the said trustees and their successors shall be able and capable at law and in equity, to take to themselves and their successors, for the use of the said College, any estate in any messuages, lands, tenements, hereditaments, goods, chattels, moneys or other effects, by gift, grant, bargain, sale, conveyance, assurance, will, devise or bequest of any person or persons whatsoever, provided the same do not exceed in the whole the yearly value of forty thousand dollars. And the same messuages, lands, tenements, hereditaments and estates, real and personal, to grant, bargain, sell, convey, assure, demise and to farm, let, and place out on interest, or otherwise dispose of or invest for the use of the said College, in such manner as to them, or at least seven of them, shall seem most beneficial to the institution; and to receive the rents, issues, profits, income and interest of the same, and to apply the same to the proper use of the said College; and by the same name to sue, commence, prosecute and defend, implead and be impleaded, in any courts of law or equity, and in all manner of suits and actions whatsoever, and generally, by and in the same name to do and transact all and every the business touching or concerning the premises, or which shall be incidentally necessary thereto, as fully and effectually as any natural persons or body politic or corporate have power to manage their own concerns; and to hold, enjoy and exercise all such powers, authorities and jurisdictions as are customary in other colleges within this Commonwealth.

ARTICLE IV.

That the said trustees shall cause to be made for their use, one common seal, with such devices and inscriptions thereon as they shall think proper, and by and with which all deeds, diplomas, certificates and acts of the said corporation, shall pass and be authenticated, and the same seal at their pleasure to break, and alter, and devise a new one.

ARTICLE V.

That the said trustees or seven of them shall meet at the Borough of Easton, on the third Monday of May next, for the purpose of concerting and agreeing to such measures as in consequence of this act shall be proper to be laid before them at the commencement of the works they have undertaken, and shall have power to adjourn from time to time as they shall see cause, to any other times and places, for the purposes of perfecting the same.

ARTICLE VI.

That there shall be a meeting of the said trustees held once in every year at least, at the Borough of Easton, at such a time as the said trustees or a quorum thereof shall appoint, of which notice shall be given after the first meeting, either by public advertisement published in at least one of the newspapers printed in the Borough of Easton, and in at least one of the newspapers printed in the City of Philadelphia, two weeks before the time, or by notice signed by the President or Secretary of the Board, and sent to the said trustees through the medium of the Post Office, or otherwise, at least ten days before the time of such intended meeting; and if at such meeting seven of the said trustees shall not be present, those of them who shall be present shall have power to adjourn to any other day as fully and effectually as if the whole number of trustees for the time being were present; but if seven or more of the said trustees shall meet at the appointed times, or at any other time of adjournment, then such seven or more of the trustees shall be a board or quorum, and a majority of the votes of them shall be capable of doing and transacting all the business and concerns of the said College not otherwise provided for by this act, and particularly of making and enacting ordinances for the Government of the said College, of electing trustees in the place and stead of those who shall resign their places or die, of electing or appointing the principal and professors of the said College, or agreeing with them for their salaries and stipends and removing them for misconduct, breaches of the ordinances of the institution or other cause which shall be deemed sufficient, of appointing committees of their own body to carry into execution all and every the resolutions of the Board, of appointing a President, Secretary, Treasurer and other officers whom they may find necessary for managing the concerns of the Corporation, of providing for the maintenance and observance of military discipline in the said College and among the students thereof, and the punishment of all violations of the rules, regulations or ordinances of the College or other misconduct committed by the students, or other persons thereat, and generally a majority of voices of the board or quorum of the said trustees, consisting of seven persons at least, at any annual, adjourned or extra meeting shall determine all matters and things (although the same are not herein particularly mentioned), which shall occasionally arise and be incidentally necessary to be determined by the said trustees. Provided, that no ordinances shall be of force which shall be repugnant to the Constitution or laws of the United States, or of this Commonwealth.

ARTICLE VII.

The principal and professors of said College, or a majority of them for the time being, shall constitute the Faculty of the College, which Faculty shall have the power of enforcing the rules and regulations adopted by the Trustees for the government of the students, and to grant and confirm, by the order and direction of a quorum of the Board of Trustees, such degrees in the liberal Arts and Sciences, or such branches thereof, to such students of the College or others, who by their

proficiency in learning or other meritorious distinction they shall think entitled to them, as have been usually granted in other colleges or universities, or which the said trustees or a quorum thereof shall think right and proper, and to grant to such graduates, diplomas or certificates, under their common Seal, to authenticate and perpetuate the memory of such graduation.

ARTICLE VIII.

That persons of every religious denomination shall be capable of being elected trustees, nor shall any person, either as principal, professor, tutor or pupil be refused admittance into said College, or denied any of the privileges, immunities or advantages thereof for or on account of his sentiments in matters of religion.

ARTICLE IX.

No misnomer of the said corporation shall defeat or annul any gift, grant, devise or bequest to or from the said corporation, provided the intent of the parties shall sufficiently appear upon the face of the gift, grant, will or other writing, whereby any estate or interest was intended to pass, to or from the said corporation.

ARTICLE X.

That there shall be forever maintained in the said College a Professorship of the German Language, and in addition to the usual course of collegiate studies, there shall be taught in and at the said institution, military science and tactics, and civil and military engineering.

SECTION 2. And be it further enacted by the authority aforesaid, that so soon as the said College shall be organized and ready for the reception of students, the Adjutant General of this Commonwealth shall cause to be delivered to the said corporation one hundred muskets and bayonets, with belts, bayonet scabbards and cartouch boxes complete, for the use of the said College, and to be used therein and kept in good order until the same shall be required for the use of this Commonwealth.

SECTION 3. And be it further enacted by the authority aforesaid, that it shall be lawful for the Governor of this Commonwealth from time to time as often as he shall deem necessary, to appoint visitors to inspect the books, concerns and transactions of the said corporation, who shall make detailed reports to him of the state of the institution and such other matters connected therewith as shall be thought fit, which reports shall be by the Governor laid before the Legislature as often as they may require.

SECTION 4. And be it further enacted by the authority aforesaid, that the Legislature reserve the right to revoke, alter or annul the charter hereby granted, at any time they may think proper.

JOSEPH RITNER,
Speaker of the House of Representatives

ALEXANDER MAHON,
Speaker of the Senate

Approved, the ninth day of March, one thousand eight hundred and twenty-six.

J. ANDREW SHULZE,
Governor

II

A Supplement to the Act entitled "An Act for the establishment of a College at Easton, in the County of Northampton," passed 9th of March, 1826.

SECTION 1. Be it enacted, etc., That it shall and may be lawful to and for the trustees of Lafayette College, if they shall deem it advisable, to dispense with the maintenance and observance of military discipline and with the teaching of military science and tactics and civil and military engineering at the said Institution, as required by the act to which this is a Supplement.

JOHN LAPORTE,
Speaker of the House of Representatives

WILLIAM G. HAWKINS,
Speaker of the Senate

Approved, the seventh day of April, one thousand eight hundred and thirty-two.

GEORGE WOLF,
Governor

III*An Act Relative to Lafayette College.*

SECTION 1. Be it enacted by the Senate and House of Representatives, That it shall and may be lawful for the trustees of Lafayette College, whenever they shall deem it necessary, to supply the places of any members of their Board residing in the vicinity of the Institution, who shall for twelve months or more, fail to attend the meetings of the Board of Trustees of which meetings they shall have been notified.

JAMES THOMPSON,
Speaker of the House of Representatives

THOMAS CONNINGHAM,
Speaker of the Senate

Approved, the fifteenth day of April, one thousand eight hundred and thirty-five.

GEORGE WOLF,
Governor

IV

A Supplement to an Act entitled "An Act for the establishment of a College at Easton, in the County of Northampton," approved the ninth day of March, one thousand eight hundred and twenty-six.

SECTION 1. Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania, in General Assembly met, and it is hereby enacted by the authority of the same, that whenever a vacancy shall occur by death, resignation or otherwise, in the Board of Trustees or Faculty of Lafayette College, it shall be lawful for the Synod of Philadelphia of the Presbyterian Church, upon being notified of the same, to nominate two persons for each vacancy so occurring, and that it shall be the duty of the remaining trustees to elect from such nominees one person to fill each of said vacancies, and that it shall not be lawful for them to elect other than upon such nomination by the said Synod, except in case of a vacancy or vacancies occurring in the Faculty, when it shall be lawful for the said trustees to fill such vacancy until nominations shall be made by the Synod, and also except in case or cases where the said Synod shall fail to nominate for the space of one year after being notified of the occurrence of a vacancy or vacancies in said Board of Trustees.

SECTION 2. That it shall be lawful for the Synod of Philadelphia of the Presbyterian Church, to appoint annually five visitors for the said College and that the said visitors shall have power to inquire into the state of the said College as to education, morals and all other matters, involving the interests of the same, and that it shall be lawful for the said Board of Trustees, by a vote of a majority of a quorum of the same, to dismiss any officer of the said College whether principal, professor, or tutor, upon a request made to them in writing to that effect by a majority of the said Board of Visitors.

SECTION 3. That the said trustees shall make an annual report to the said Synod of the state of the finances and general condition of the College.

SECTION 4. That any and every section of the Act to which this is a supplement and inconsistent with these amendments, be and the same is hereby repealed.

E. B. CHASE,
Speaker of the House of Representatives

M. McCASLIN,
Speaker of the Senate

Approved, the twenty-third day of March, one thousand eight hundred and fifty-four.

WM. BIGLER,
Governor

V

Amendment to Charter by decree of the Court of Common Pleas of Northampton County made November 23rd, 1885, duly entered and recorded, amending Sections 1-2 of the Supplement of March 23rd, 1854, so as to read as follows:

“That whenever a vacancy shall occur by death, resignation or otherwise in the Board of Trustees or Faculty of Lafayette College, it shall be lawful for the Trustees to fill such vacancy and report the same to the next meeting of the Synod of Pennsylvania, of the Presbyterian Church of the United States, who shall have power to confirm all elections to office in the College, whether of Trustees or members of the Faculty and whether original elections or elections to fill vacancies. In case any elections by the Trustees shall not be confirmed by the said Synod, the office shall be considered vacant and shall be again filled by the Trustees; and in case the election by the Trustees shall be rejected by the Synod, the office shall be considered vacant and shall not be filled by an election by the Trustees of the same person who has been rejected.”

“That the power given in the Second Section of said last above mentioned act to the Synod of Philadelphia of the Presbyterian Church, shall hereafter be exercised by the Synod of Pennsylvania of the Presbyterian Church of the United States, and the said Trustees shall make the annual report required by the third section of said act to the said Synod of Pennsylvania.”

VI

Amendment to Charter by Decree of the Court of Common Pleas of Northampton County made June 9th, 1908, duly entered and recorded, amending Article III of the Act of the General Assembly, approved March 9th, 1826, entitled “An Act for the Establishment of a College at Easton, in the County of Northampton,” so as to read as follows:

“That the trustees of said College shall consist of the following persons, to wit: Robert Patterson, John Hare Powel, Peter A. Browne, Andrew M. Prevost, Benjamin Tilghman, Silas E. Wier and John M. Scott, of the City of Philadelphia; Samuel Sitgreaves, Thomas McKeen, Peter Miller, Philip Mixsell, Jacob Weygandt, Jr., John Bowes, James M. Porter, Christian J. Hutter, Jacob Wagener, George Barnet, M. John Carey, William Shouse, Peter Ihrie, Jr., J. Worman, Joel Jones, J. R. Lattimore, Thomas J. Rogers, Joseph K. Swift, George G. Howell, Peter S. Michler, Jesse M. Howell, Philip H. Mattes, George Hess, Jr., Jacob Kern, George Weber and Anthony McCoy, of the County of Northampton; Walter C. Livingston, of the County of Lehigh; and William Long, of the County of Bucks; which said trustees and their successors, to be elected as hereinafter mentioned shall be forever hereafter, and they are hereby erected, established and declared to be a body politic and corporate, with perpetual succession, and with all the incidents of a corporation in deed and in law to all intents and purposes whatsoever, by the name, style and title of “Lafayette College,” by which name and title the said trustees and their successors shall be able and capable at law and in equity to take to themselves and their successors, for the use of the said College, any estate in any messuages, lands, tenements, hereditaments, goods, chattels, moneys or other effects, by gift, grant, bargain, sale, conveyance, assurance, will, devise or bequest of any person or persons whatsoever. And the same messuages, lands, tenements, hereditaments and estates, real and personal to grant, bargain, sell, convey, assure, demise and to farm, let, and place on interest, or otherwise dispose of or invest for the use of the said College, in such manner as to them, or at least seven of them, shall seem most beneficial to the institution; and to receive the rents, issues, profits, income and interest of the same, and to apply the same to the proper use of the said College; and by the same name to sue, commence, prosecute and defend, implead and be impleaded, in any courts of law and equity and in all manner or suits and actions whatsoever, and generally, by and in the same name to do and transact all and every the business touching or concerning the premises, or which shall be incidentally necessary thereto, as fully and effectually as any natural person or body politic or corporate have power to manage their own concerns; and to hold, enjoy and exercise all such powers, authorities and jurisdictions as are customary in other colleges within this Commonwealth.”

VII

Amendment to Charter by Decree of the Court of Common Pleas of Northampton County made on February 6, 1967 (No. 9 January Term, 1967, Court Minutes) amending the amendment to the Charter entered by decree of the same Court made on November 23, 1885:

That the amendment to the Charter of Lafayette College by decree of the Court of Common Pleas of Northampton County entered on November 23, 1885, which in turn amended the statutory amendment to the Charter which was adopted on March 23, 1854, be repealed in its entirety, to the end that the said amendment as well as the statutory amendment of March 23, 1854 be henceforth null and void and of no force and effect.

VIII

Amendment to Charter, duly filed by the Commonwealth of Pennsylvania on October 20, 1999.

SECTION 1. Purposes and Operation. The College is incorporated exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the "Code").

No part of the net earnings of the College shall inure to the benefit of, or be distributable to, its trustees, officers, or other private persons, except that the College shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the College shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The College shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these articles, the College shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

SECTION 2. Dissolution. Upon the dissolution of the College, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the College, dispose of all the assets of the College exclusively for the exempt purposes of the College in such manner, or to such organization or

organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Trustees shall determine. Any assets not so distributed by the Board of Trustees shall be distributed by the Court of Common Pleas of the county in which the College's principal office is then located exclusively for the College's exempt purposes. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the College is expressly prohibited.

STATUTES

as Amended

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PREAMBLE ORGANIZATION AND GOVERNMENT OF LAFAYETTE COLLEGE

Lafayette College is an independent, self-perpetuating corporation created by the Commonwealth of Pennsylvania by Charter given March 9, 1826, “for the education of youth in the various branches of science and literature, the useful arts, military science, tactics, and engineering, and the learned and foreign languages.” The powers of the corporation are defined in Article III of the Charter as amended June 9, 1908, and in the supplements to the Charter approved April 7, 1832; April 15, 1835; March 23, 1854; November 23, 1885; June 9, 1908; February 6, 1967; and October 20, 1999.

The management, direction and government of the corporation is vested in a Board of Trustees not exceeding thirty-five in number or a quorum thereof.

The Board of Trustees has the power to appoint its own officers, to make and enact ordinances for the government of the College, to elect Trustees and elect or appoint the President, officers of instruction, administrative officers and other employees of the College and to remove them for such cause as they shall deem sufficient, subject however to the provisions of Article VIII of the Charter, “that persons of every religious denomination shall be capable of being elected trustees, nor shall any person either as principal, professor, tutor or pupil be refused admittance into said College or denied any of the privileges, immunities, or advantages thereof for or on account of his sentiments in matters of religion.”

The corporate name of the College is LAFAYETTE COLLEGE.

Pursuant to the powers granted by the Commonwealth in the Charter, the Board of Trustees has adopted the following ordinances or general statutes:

CHAPTER I - THE BOARD OF TRUSTEES

ARTICLE I - MEETINGS

SECTION 1. The Board shall hold such stated meetings each year as shall be determined by the Chair of the Board after consultation with the President of the College.

SECTION 2. The Chair of the Board or the President of the College may, and at the written request of five voting Trustees shall, call a special meeting upon at least five days notice to all Trustees; the call shall state the time and place of meeting and the nature of the business to be transacted.

SECTION 3. All meetings shall be held on the College campus unless otherwise directed by the Chair of the Board and signified in the notice.

SECTION 4. At all meetings of the Board, seven voting Trustees shall constitute a quorum for the transaction of business.

SECTION 5. The Board shall invite such officers or representatives of the Alumni Association, the Faculty, and the Student Government as it in its discretion deems advisable to attend meetings of the Board to participate in discussion but not to vote. The Board reserves the right to call a closed meeting or enter into executive session.

SECTION 6. At each stated meeting of the Board, a report shall be made by the President of the College and by the Treasurer. Reports may also be made by such officers of the College or others as the President of the College or the Chair of the Board may designate.

SECTION 7. The usual order of business at stated meetings shall be as follows:

- (1) Prayer
- (2) Roll Call
- (3) Approval of the Minutes
- (4) Reports of Officers
- (5) Reports of Committees, (a) Standing, (b) Special
- (6) Unfinished Business
- (7) New Business
- (8) Announcements
- (9) Adjournment

ARTICLE II - MEMBERSHIP, TENURE, AND NOMINATION

SECTION 20. The Board shall be composed of not more than thirty-five voting Trustees classified as follows:

- A. The Board shall elect the President of the College to membership on the Board for the term of his or her incumbency of that office.
- B. Trustees heretofore elected for life or to fixed terms of more than five years shall retain their status. No additions to these classifications shall be made.
- C. Five Trustees shall be known as Alumni Trustees, and each shall be elected to serve for five years or, in the discretion of the Board, for a lesser term, one being elected every year, upon nomination by the Executive Committee of the Board selected from candidates submitted by the Alumni Council Executive Committee in accordance with the provisions of such plan of election as may from time to time be agreed upon by the Board and the Alumni Association.
- D. Each remaining Trustee shall serve for five years, or in the discretion of the Board, for a lesser term. He or she shall be eligible for a further term or terms.
- E. Except for Life Trustees and the President of the College, the term of each Trustee shall commence on July 1 following his or her election to the Board and expire on June 30 of the last year of his or her term.
- F. With the exception of Life Trustees and the President of the College, each voting Trustee, whether previously or hereafter elected, shall be assigned to a class, with each class to be identified by the year in which the terms of members of that class shall expire. No class shall exceed seven voting Trustees.
- G. Anything herein to the contrary notwithstanding, no voting Trustee except a Life Trustee shall remain on the Board beyond the end of the fiscal year in which he or she attains the age of seventy-five. Any voting Trustee who shall not attend at least one meeting of the Board for any period of twelve consecutive months, unless excused by a vote of the Board, shall forfeit his or her membership on the Board.

SECTION 21. Nominations for the office to voting Trustee shall be made only by the Executive Committee of the Board. At any meeting of the Board at which the Committee shall make nominations, a majority of those Trustees present and voting by individual ballot may elect voting Trustees from among those nominated or may decline to elect any or all nominees. At a meeting of the Board prior to the meeting at which nominations shall be made, the Executive Committee shall notify the Board of the names of the nominees the Executive Committee intends to nominate, and at the conclusion of said prior meeting all Trustees shall be sent written notice of the names of said proposed nominees with a biographical resume of each.

SECTION 22. The Board in its discretion may designate retired Trustees to Emeritus status as acknowledgement for exceptional service while members of the Board. Emeritus Trustees shall not be counted in the number of voting Trustees nor in the composition of a quorum, and they shall have no vote, nor be appointed to any Standing Committee of the Board, although they may attend meetings of the Board and participate in discussion.

ARTICLE III - OFFICERS

SECTION 30. The officers of the Board shall be a Chair, Vice Chair, Secretary and such other officers as shall from time to time be deemed necessary, who shall be elected by ballot at the Commencement Day meeting of the Board in each even-numbered year and shall hold office for the term of two years next ensuing or until their successors are elected.

SECTION 31. The Chair, or in his or her absence the Vice Chair, shall preside over the meetings of the Board. He or she shall decide all questions of order, subject to an appeal to the Board, and shall perform the usual duties of the presiding officer. The Vice Chair, in the absence of the Chair, shall, during that absence, be invested with the powers and discharge the duties of the Chair.

SECTION 32. In the absence of both the Chair and Vice Chair, a Chair pro tem may be appointed by the Secretary from among the voting Trustees present who shall possess the powers and perform the duties of the Chair during those absences.

SECTION 33. The Secretary shall keep a full and correct record of the proceedings of the Board and give all notices of the meetings of the same. He or she shall give notice to the several officers and committees of all acts of the Board affecting them and perform such other duties as pertain to the office of the Secretary. The minutes shall at all times be subject to the inspection of any Trustee.

ARTICLE IV - COMMITTEES

SECTION 40. All Standing Committees, including the Executive Committee, shall be appointed by the Board at the Commencement Day meeting of each year upon the nomination of the Chair of the Board, and shall hold office for one year or until their successors are appointed.

SECTION 41. The Executive Committee of the Board shall consist of the Chair, Vice Chair, and Secretary of the Board, the Chairs of the Standing Committees of the Board, the President of the College, and the immediate past Chair of the Board for the period of one year next ensuing the termination of his or her incumbency in that office in the event he or she continues to serve during that period as a member of the Board of Trustees. Five members of the Executive Committee shall constitute a quorum. When the Chair of a Standing Committee is unable to attend an Executive Committee meeting, the Vice Chair of that Standing Committee, who may attend in the Chair's place, shall have, for that meeting, all the powers of an Executive Committee member and shall be counted for the purpose of establishing a quorum. The Chair of the Board shall be Chair of the Executive Committee. The Vice Chair of the Board shall be Vice Chair of the Executive Committee.

SECTION 42. The Executive Committee shall transact such business as may be committed to it by the Board, and, when the business of the College requires, it may act for the Board in all matters not especially reserved, subject to approval by the Board at its first meeting thereafter. It shall be responsible for the development of a long-range master plan for the College subject to periodic review and revision. It shall have the responsibility to consider and recommend policies for financial long-range planning, budgeting, pricing and fees. As provided in Article II of this Chapter, it also shall nominate candidates for the Board. Copies of the minutes of its transactions shall be circulated among the members of the Board prior to the next ensuing meeting of the Board, and, when approved, reported as transactions of the Board.

SECTION 43. The Steering Committee of the Board shall consist of the Chair, Vice Chair, and Secretary of the Board, and the President of the College. The Chair of the Board shall be Chair of the Steering Committee. The Vice Chair of the Board shall be Vice Chair of the Steering Committee.

SECTION 44. The Steering Committee shall deal with the administration of the work of the Board; select Trustee candidates for consideration by the Executive Committee; and exercise power for the Executive Committee or the Board when emergency conditions require, subject to later ratification by the Executive Committee and/or the Board.

SECTION 45. The Board shall appoint the following Standing Committees in addition to the Executive Committee and the Steering Committee:

- Educational Policy
- Financial Policy
- Grounds and Buildings
- Student Life
- Development and Alumni Affairs
- External Affairs
- Investments
- Audit

and such other committees as the Board may from time to time determine.

SECTION 46. Each Standing Committee, except the Executive Committee, the Steering Committee, the Committee on Investments, and the Committee on Audit, shall consist of the Chair of the Board ex officio and the President of the College ex officio, normally five but not more than seven Trustees and such number of non-trustees as the Board may determine, provided however that the non-trustee members, if any, of the Committee on Financial Policy and the Committee on Investments may participate in discussion and may vote on matters generally but not on those where the Committee specifically acts for the Board of Trustees in financial matters. Vacancies in the Standing Committees and other committees may be filled by the Board upon nomination by the Chair of the Board at any meeting of the Board. The Chair of the Board shall designate a Chair and a Vice Chair for each Standing Committee, both of whom shall be Trustees. The Chair of the Board shall also designate a secretary for such committees as he or she deems desirable, who need not be a member of the committee nor a member of the Board. A quorum for each Standing Committee, except the Executive Committee, shall be three Trustee members which must include either the Chair or in his or her absence the Vice Chair of the committee, provided however that, subject to later ratification by the Board, the Chair of the Board may fix a different quorum for a particular meeting of a Standing Committee when, in his or her opinion, circumstances require such action for the effective conduct of business. Subcommittees of Standing Committees may be appointed from time to time by the Chair of a Standing Committee with the approval and concurrence of the Chair of the Board.

SECTION 47. The Committee on Educational Policy shall have the responsibility to consider and recommend policies for the long-range academic plan of the College and its various academic units; for faculty development, and staffing levels including compensation, recruitment, research and awards; for student admissions, financial aid and placement; and in general for the coordination of the educational activities of the College. The Committee shall have the responsibility to consider policies concerning the administration and supervision of the library and all literary, historical, art and other collections owned by the College.

SECTION 48. The Committee on Financial Policy shall have the responsibility to consider and recommend policies for asset management of funds other than the endowment and similar funds, including custody and control, debt management, financial accounting, financial reporting, control of financial operation, purchasing and insurance, and, as requested by the Executive Committee or the Board, shall advise on matters dealing with financial long-range planning, budgeting, pricing and fees. The Committee shall have the responsibility for establishing the distribution method of endowment and similar funds of the College, subject to the applicable terms and conditions attaching to funds held by the College in a fiduciary capacity, and to the applicable terms and conditions attaching to endowment and restricted funds of the College.

SECTION 49. The Committee on Grounds and Buildings shall have the responsibility for developing and recommending a comprehensive campus plan in accordance with the defined long-range master plan of the College including new buildings, structures, roads, walks and utility service systems; for considering and recommending specifications, plans and contracts for new construction or alterations in existing buildings; for considering and recommending policies necessary to keeping the grounds and buildings in proper condition and repair; and for providing guidance in the acquisition, operation and disposition of real estate.

SECTION 50. The Committee on Student Life shall have the responsibility to consider and recommend policies governing matters related to the comprehensive student experience, including cocurricular student learning, residential living, health, intercollegiate athletics and recreation, intercultural development, social and religious life, student organizations, and student conduct.

SECTION 51. The Committee on Development and Alumni Affairs shall have the responsibility to consider and recommend policies for the fund raising activities of the College and to define and recommend methods to obtain the highest possible effectiveness in various forms of this activity in terms of long-range needs as well as particular times or periods and shall finally in this regard be responsible for assisting in the carrying through of the fund raising program as appropriate for voluntary leadership; it shall have the responsibility to consider and recommend policies which will make for a close working relationship between the College and the alumni and the Alumni Association and to coordinate the activities of the College in relation to the alumni and the Alumni Association.

SECTION 52. The Committee on External Affairs shall have the responsibility to consider and recommend the policies related to the general public affairs programs of the College including publications and periodicals, press and other media relations, major promotional events, admissions, marketing and communications, and other general communications of the College which pertain primarily to external constituencies.

SECTION 53. The Committee on Investments shall have the responsibility to consider and recommend policies for overall financial asset management of all endowment and similar funds of the College. The Committee shall have the responsibility for investment management of endowment and similar funds of the College, subject to the applicable terms and conditions attaching to funds held by the College in a fiduciary capacity, and to the applicable terms and conditions attaching to the endowment and restricted funds of the College.

The Committee shall consist of the Chair of the Board ex officio, the President of the College ex officio, at least four Trustees and such number of non-Trustees as the Board may determine.

SECTION 54. The Committee on Audit shall assess the College's compliance with applicable financial principles and legal requirements. The Committee shall oversee financial accounting, financial reporting including reporting on investments, and legal and regulatory compliance, and shall make recommendations and report to the Board periodically on these matters. The Committee shall cause an examination by independent auditors to be made each year of the financial accounts and records of the College and shall report the findings to the Board together with a recommendation regarding acceptance of the audit.

The Committee shall consist of the Chair of the Board ex-officio, at least four Trustees, at least one of whom is a member of the Committee on Financial Policy. Neither the chair nor the vice chair will be a member of the Committee on Financial Policy or the Committee on Investments.

ARTICLE V - INDEMNIFICATION

SECTION 55. Pursuant to the Pennsylvania Non-Profit Corporation Law of 1988 as amended, any person who shall be or who has been involved in or who has been made a party to any claim, action, suit or proceeding by reason of the fact that he or she, his or her testator or intestate is or was a Trustee, officer, committee member or employee of Lafayette College, whether or not then in office, and his or her executor, administrator, and heirs shall be indemnified by the College against all costs and expenses, including attorney's fees reasonably incurred by or imposed upon him or her in connection with or arising out of such claim, action, suit or proceeding or in connection with or arising out of any appeal therein (such expenses to include the cost of reasonable settlements made with a view to curtailment of costs of litigation). No person shall have the right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the College if he or she was derelict in the performance of his or her duty as Trustee, officer, committee member or employee by reason of willful misconduct, bad faith or reckless disregard of the duties of his or her office or employment. Such right of indemnification shall not be exclusive of any other right or rights to which such Trustee, officer, committee member or employee may be entitled as a matter of law.

SECTION 56. To the extent that the defense of the Trustee, officer, committee member or employee is not otherwise provided by insurance coverage, the Board of Trustees shall make provision to provide for such a defense. Any Trustee, officer, committee member or employee who is adjudged derelict in the performance of his or her duty by reason of willful misconduct, bad faith, or reckless disregard of the duties of his or her office or employment shall be required to reimburse the College for the cost of defense.

SECTION 57. The Board of Trustees may, at its discretion, authorize the purchase of a policy of insurance against any liability of the College to indemnify any person pursuant to these Statutes containing such terms and conditions as the Board may deem appropriate. Such policy or policies may include provisions for the direct indemnification of directors, officers, committee members or other persons, for expenses of a kind not subject to indemnification hereunder, provided premiums on such a combined policy are, in the judgment of the Board, fairly allocated between the College and the insured persons.

SECTION 59. A trustee shall not be personally liable as a trustee for monetary damages, for any action taken, or any failure to take any action, unless the trustee has breached or failed to perform the duties of his or her office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct or recklessness. This section shall not apply to the responsibility or liability of a trustee pursuant to any criminal statute, or the liability of a trustee for the payment of taxes pursuant to local, State or Federal law, nor shall this section apply to any actions filed prior to the date of the amendment adding this section to the Statutes, nor to any breach or performance of duty or any failure of performance of duty by a trustee prior to such date. No amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any trustee for, or with respect to, any acts or omissions of such trustee occurring prior to such amendment or repeal.

CHAPTER II - THE PRESIDENT

ARTICLE I

SECTION 60. The President shall be the executive head of the College, exercising such supervision and direction as will promote its usefulness and growth. He or she shall be the official medium of communication between the Faculty and the Board and also between the students and the Board. He or she shall recommend to the Board or to the Board's Committee on Educational Policy candidates for appointment as members of the Faculty, and shall recommend to the Board, after such consultation as he or she deems appropriate with officers and committees of the Board, candidates for appointment as members of the administrative staff. He or she shall have the general oversight and direction of the instruction, discipline, extracurricular interests and management of the College. He or she shall be the representative of the Board and administer the laws of the College. In all matters not committed to the Faculty, he or she shall be responsible to the Board.

SECTION 61. He or she shall preside at the public exercises of the College, shall announce and confer degrees authorized by the Board and, unless some other person shall be officially designated by the Board or by the President, shall be the official representative of the College on all public occasions at home and at other places at which the College is invited to be personally represented.

SECTION 62. He or she shall preside at the stated meetings of the Faculty and have power to call the Faculty together whenever he or she deems it necessary or upon the request of five Professors. He or she shall publish and carry into effect the proper decisions of the Faculty, except when that duty is especially assigned to another. He or she shall lay before the Faculty such matters as he or she deems necessary for their attention, and may at any time take a vote upon any proposition submitted to the Faculty by him or her, and may call for the ayes and nays. He or she shall be entitled to serve as ex officio member of all Faculty committees, except as otherwise provided in the *Faculty Handbook* and approved by the Board of Trustees.

SECTION 63. When in his or her judgment immediate action is required in the area of Faculty responsibility, he or she may decide any question which may arise and his or her decision shall be regarded as the decision of the Faculty unless revised at its next meeting at which the President is present, by a majority vote of the members of the Faculty.

SECTION 64. He or she shall prepare an annual report upon the work of the year and the needs of the College and present the same at an autumn meeting of the Board. He or she shall make such other reports to the Board from time to time as may be required.

SECTION 65. Appeals by any member of the College community from adverse decisions by any College agency must follow the pertinent appeal or grievance procedures where such procedures have been established. No appeal may be addressed to the Board except as specifically permitted in a Board-approved policy, and then only through the President of the College and only after the appeal process below the level of the Board has been exhausted. At his/her discretion, the President may hear appeals not covered by established appeal or grievance procedures.

CHAPTER III - THE FACULTY**ARTICLE I - OFFICERS OF INSTRUCTION**

SECTION 70. Officers of instruction shall be classified and ranked according to the following titles: (1) Professors, (2) Associate Professors, (3) Assistant Professors, (4) Instructors, (5) Lecturers, (6) Associates and Assistants.

- A. Appointment. The terms of all appointments to the Lafayette College Faculty shall be in writing.
- B. Tenure. Tenure as described in the following paragraphs is defined as continuity of service, the institution having relinquished the freedom it normally possesses to terminate appointment, except for cause and subject to provision of the College with respect to retirement.
 1. The initial appointment of Professors to the Lafayette College Faculty may be with tenure or for a probationary period not to exceed three years. This probationary period may be extended if the candidate uses the parental option or the catastrophe option outlined in the Faculty Handbook. The probationary period shall be followed by appointment with tenure or termination of employment.
 2. The initial appointment of Associate Professors to the Lafayette College Faculty may be with tenure or for term appointments not exceeding five years in total. This five-year probationary period may be extended if the candidate uses the parental option or the catastrophe option outlined in the Faculty Handbook. The probationary period shall be followed by appointment with tenure or termination of employment.
 3. Assistant Professors shall not have tenure except under unusual circumstances. The provisional period is seven years of full-time service with the rank of instructor or above at Lafayette College. However, a maximum of two years teaching in the rank of Assistant Professor or above at other institutions of higher learning will be counted toward the seven-year period. The provisional period for Assistant Professors shall be followed by appointment with tenure or by termination of employment.
 4. Instructors, Lecturers, Associates and Assistants shall not have tenure. They are appointed on an annual or shorter basis. Their total period of employment shall normally not exceed five years.

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5. Notification about Tenure Status. For those not on tenure a decision must be reached by September 1 of the last probationary year as to whether or not tenure will be granted, and the individual must be notified of this decision. In no case, however, will tenure be granted by default. It is the responsibility of the individual concerned to notify his or her Department Head of a failure to receive written notification with regard to his or her continued employment.
 6. Notification about Decision not to Reappoint. If it is decided not to recommend a Faculty member for reappointment upon expiration of his or her current term, the Department Head, the Provost or the President notifies him or her in writing at the earliest opportunity. Notice is given (1) no later than March 1 if an appointment is to be terminated after one year of service, (2) no later than December 15 of the second year if an appointment is to be terminated after two years of service, and (3) no later than September 1 of the terminal year if the appointment is to be terminated after three or more years of service.
 7. Notification about Intent to Resign. A Faculty member may terminate his or her appointment effective at the end of academic year provided that he or she gives notice in writing at the earliest opportunity, but not later than May 15. The Faculty member may request a waiver of this requirement of notice in case of hardship or in a situation where he or she would otherwise be denied substantial professional advancement or other opportunity.
- C. Termination of a Tenured Member of the Faculty. Termination of a tenured member of the Faculty may be effected by the institution only for adequate cause pursuant to the procedures approved by the Board of Trustees and set forth in the relevant appendices of the Faculty Handbook.

SECTION 71. The yearly salary assigned to each officer of instruction who shall be appointed, or who shall return from leave of absence, after June 30, 1945, shall begin with July 1 and be paid in monthly installments. In case of removal by the Board for cause, the College shall not be liable for salary beyond the salary earned through the month in which the removal occurs.

SECTION 72. All officers of instruction are expected to be present for duty throughout the academic year. Applications for leave of absence of not more than seven days shall be made to the Provost or the President; for more than seven days to the Board or its Executive Committee through the Provost or the President. An officer of instruction, in accepting an appointment from the College, thereby contracts to conform to all regulations adopted by the Faculty and approved by the Board.

SECTION 73. Officers of instruction who shall have received appointments as heads of departments shall, before July 1 of each year, furnish such report of the work in his or her department as may be requested by the President.

SECTION 74. It shall be the duty of each officer of instruction to bear an active part in the immediate government of the College and to discharge the particular duties of the chair or rank which he or she occupies in accordance with the regulations of the Faculty and the Board. Each officer of instruction is enjoined to maintain an attitude of loyalty to the fundamental principles and the government of the College, to bear a share of the general work of this institution, to attend the public exercises and to render such exceptional services as may be assigned to him or her by the Faculty or the Board. The welfare and government of the students are especially commended to the officers of instruction as individuals and to the Faculty as a body. The President of the College and the Faculty shall have supervisory authority over the students and over matters affecting the general welfare of the student body and shall do all that is necessary in meeting this responsibility in ways consistent with the Charter, Statutes, and policies of the Board. Each officer of instruction is required to take part in the discipline of the College, to report delinquencies and violations of the rules and regulations of the College and is urged to promote, by precept and example, honesty, integrity, and commitment to the high purposes of the College.

SECTION 75. No officer of instruction shall, without the express permission of the Board, engage in any pursuit or occupation, with or without compensation, which shall interfere with the faithful discharge of his or her duties as a teacher, or with his or her punctual attendance upon the meetings of the Faculty and the public exercises of the College, or with such miscellaneous duties as are involved in his or her relations to the students as an officer of instruction.

ARTICLE II - THE FACULTY

SECTION 90. The Faculty shall consist of the President, Professors, Associate Professors, Assistant Professors, Instructors, and such other Officers as the Board or the Faculty may assign seats therein.

SECTION 91. Subject to the approval of the Board, the Faculty shall determine the courses of study, with the requirements for admission thereto, arrange the order of studies, the time to be devoted to each subject and appoint the hours of recitation, lectures and other College exercises. They shall examine applicants for admission, judge their qualifications, assign their exercises and, at such times as they may appoint, determine their promotion to higher standing, and at the termination of their course recommend such as they deem worthy to the Board for appropriate degrees.

SECTION 92. The Faculty shall make such rules for its organization and conduct of business as it may deem best, provided they are not inconsistent with the Charter, Statutes, and policies of the Board. It shall be the duty of every member of the Faculty to attend the stated meetings unless formally excused from attendance. Fifty percent plus one of the members of the Faculty entitled to vote at Faculty meetings shall constitute a quorum for the transaction of business. No change in the policy of the College in respect to the requirements for admission, the course of study, the conditions of graduation or the religious exercises shall be made without the concurrence of the President, unless the proposed changes shall be adopted at two stated meetings of the Faculty by a majority vote of the Faculty members entitled to vote. In the absence of the President, the Provost shall preside at Faculty meetings; and in the absence of the Provost, a Professor appointed by the President of the College, or, if this is impossible, then a Professor appointed by the Provost.

SECTION 93. The President and Faculty shall publish periodically such catalogs and other publications as they deem appropriate which may contain the names of the officers and students, the courses of study, the requirements for admission, the College charges, the annual calendar and/or such other information as they see fit. They shall also make such arrangements for the keeping of the records, the making of reports and the carrying on of other College business related to the educational program as may be necessary and proper.

SECTION 94. The Faculty shall appoint, with the concurrence of the President, a Clerk who shall keep a record of the minutes of the Faculty and such other records as the Faculty shall determine and perform such other duties appropriate to the office as the Faculty shall from time to time designate and appoint; the Clerk shall be an active member of the Faculty and shall receive such salary for his or her services as the Board shall provide.

SECTION 95. The Faculty may organize such councils and committees as it may deem wise and delegate to such councils or to standing committees such part of the powers committed to the Faculty by the Board as the Faculty and the President may determine.

**CHAPTER IV - OTHER OFFICERS AND PROFESSIONAL
PERSONNEL****ARTICLE I**

SECTION 100. The Board, upon the recommendation of the President, may appoint such other officers and professional personnel for the administrative, academic, and other affairs of the College as it deems necessary and useful. Such personnel shall, as appropriate, serve at the pleasure of the President of the College and/or of the Board.

CHAPTER V - THE STUDENTS

ARTICLE I

SECTION 110. The primary responsibilities of each student are to pursue diligently the programs he or she has chosen or been assigned from among the academic course, curricular and degree offerings of the College and to foster conditions in the classrooms and residences and on the campus which permit all other students the opportunity to do likewise.

SECTION 111. Recognizing that basic student freedoms require attention also to student responsibility and conduct, the Board shall enact from time to time such basic policy statements governing the rights, responsibilities and conduct of students as the Board deems appropriate, and otherwise shall delegate to the President and the Faculty, on a continuing basis the responsibility for supervising student affairs.

SECTION 112. The student body may establish for itself a government which is representative of at least all full-time students and is responsible to the Faculty and thereafter to the President. With the approval of the Board, the President and Faculty may delegate to the Student Government a share of the authority and responsibility for matters related to the general welfare of students. The duties of the Student Government may include:

- A. The allocation of funds made available by the Board to the student body for student activities;
- B. Those duties specifically delegated to Student Government through resolutions of the Board, the Faculty, and the President;
- C. The representation of the students of Lafayette College to the community outside the College;
- D. Any other duties agreed upon by the student body or the Student Government not inconsistent with the Charter, Statutes of the Board, or other controlling policy statements of the College.

SECTION 113. The formal governance structure of the College requires that students, acting through their Student Government representatives, should petition the Faculty or the President of the College, as appropriate to the subject, on matters related to the general welfare of students or of the College generally and which, in the opinion of Student Government, should receive attention by the Faculty, the Administration, or the Board. Similarly, in matters affecting the general welfare of the College community, and specifically of the student body, the Board, Administration and Faculty, as they deem appropriate, shall endeavor to seek the counsel and guidance of student representatives.

CHAPTER VI - DEGREES

ARTICLE I

SECTION 120. The Board shall authorize the awarding of such honorary degrees and Bachelor's degrees in course as the Board from time to time shall determine. In exceptional circumstances the Board may also authorize the awarding of such Master's degrees in course as the Board may determine.

SECTION 121. The President of the College is authorized to confer at the annual Commencement or at such other times as the Board may determine, appropriate degrees in course on all candidates who shall be certified by the Clerk of the Faculty as having completed the requirements for the respective degrees and approved by the Board.

CHAPTER VII - AMENDMENTS

ARTICLE I

SECTION 130. These Statutes may be amended by a majority vote of those Trustees present at any stated meeting of the Board, provided notice of the proposed amendment shall have been given at the preceding stated meeting, and a copy thereof sent to all Trustees.

This is to certify that the foregoing constitutes a true and correct reproduction of the Charter of Lafayette College and amendments thereto and of the Statutes of Lafayette College and amendments thereto as of June 22, 2009.

Secretary of the Board of Trustees

Note: The Statutes are the corporate bylaws of the College and were recodified and adopted by the Board of Trustees on November 19, 1971. The only amendments adopted by the Board since that date are as follows:

SECTIONS 40, 45, 46, 48 and 53: Amended on May 21, 1999.

SECTION 41: Amended on April 16, 1977.

SECTION 45: Amended on January 28, 1995.

SECTION 45, 46, and 48: Amended on March 31, 2007.

SECTION 45, 50: Amended on May 18, 2007.

SECTION 46: Amended on April 12, 1975.

SECTION 52: Added on January 28, 1995.

SECTION 54: Added on March 31, 2007.

SECTIONS 55, 56, and 57: Amended on January 25, 1986.

SECTION 55: Amended on March 30, 1996.

SECTIONS 55 and 56: Amended on May 18, 1996.

SECTION 56: Amended on September 28, 1996.

SECTION 59: Amended on April 4, 1987.

SECTION 62: Amended on March 28, 2009.

SECTION 65: Amended on May 21, 2004.

SECTION 70: Amended on March 31, 1990, January 31, 2004, and
January 29, 2005.

SECTION 71: Amended on May 20, 2005.

On June 2, 1990, the Board of Trustees approved editorial changes throughout the Statutes to make the wording neutral with respect to gender.

June 2009