

**BYLAWS OF
RANDOLPH COLLEGE,
INCORPORATED

A VIRGINIA NONSTOCK
CORPORATION**

**AS AMENDED AND RESTATED
DECEMBER 16, 2020**

**BYLAWS OF
RANDOLPH COLLEGE, INCORPORATED
A VIRGINIA NONSTOCK CORPORATION**

Table of Contents

Article I	Trustees	3
Article II	Officers	8
Article III	Meetings	11
Article IV	Executive Committee	13
Article V	Committees of the Board of Trustees	14
Article VI	Prohibition of Discrimination	15
Article VII	Fiscal Year	15
Article VIII	Review and Amendment of Bylaws	15

This document constitutes the Bylaws of Randolph College, Incorporated, a Virginia nonstock corporation, which operates a college and related educational programs in Lynchburg, Virginia (hereinafter referred to as the “College”).

ARTICLE I

TRUSTEES

Section 1. Authority and Duties of Trustees.

The affairs of the College shall be managed and controlled by a Board of Trustees (the members of which are hereinafter referred to as the “Trustees”) in accordance with the College’s Articles of Incorporation, these Bylaws, and applicable law. The Board of Trustees shall have the authority and duty to manage the property and business of the College and to do all things necessary or convenient to carry out the business and purposes of the College, as stated in the Articles of Incorporation.

Section 2. Number and Qualifications.

The Board of Trustees shall consist of no fewer than twenty-one and no more than thirty individuals and shall include the President of the recognized Randolph-Macon Woman’s College Alumnae and Randolph College Alumni Association of the College (The Association). The President of the College shall not be eligible for election to the Board of Trustees and shall not be counted against the permitted number of Trustees, but as specified in Article II, Section 4.c. shall serve as an *ex officio* member of the Board of Trustees without vote. No person younger than eighteen years shall be eligible for election to the Board of Trustees.

Section 3. Election, Appointment and Terms; Removal; Vacancies; Leaves of Absence.

- a. Election and Terms. Except as provided below with respect to the President of The Association, new members of the Board of Trustees shall be elected by a majority of the Trustees then in office at any regular or special meeting of the Board. Except as provided below with respect to the President of The Association, or as may be otherwise provided in these Bylaws, Trustees shall serve for a term of four years. A Trustee may serve two consecutive terms, if duly elected for each separate term, and thereafter shall not be eligible to serve as a Trustee until he or she has not served as a Trustee for one year or more. Notwithstanding the foregoing, the term of a Trustee who is serving as Chair or

Vice Chair of the Board at the time of expiration of his or her term as a Trustee (or any extension of such term under this provision) may be extended for an additional year to permit such Trustee to continue his or her service as Chair or Vice Chair when the Board determines that such extension is in the best interests of the College.

- b. Appointment of the President of The Association. The President of The Association shall be a member of the Board of Trustees and shall serve *ex officio* for a term that equals her or his tenure in that office, except as otherwise provided in these Bylaws.
- c. Removal. Notwithstanding Article III, Section 4.b below, any Trustee, including the President of The Association, may be removed, with or without cause, by the affirmative vote of two-thirds of the Trustees then in office, after due notice to such Trustee and an opportunity to be heard by the Board.
- d. Vacancies. Except as provided above with respect to the President of The Association, any vacancy on the Board of Trustees may be filled at any regular or special meeting of the Board by a majority of the Trustees then in office. A Trustee elected to fill an unexpired term on the Board shall be eligible at the end of that term for reelection to two consecutive four-year terms.
- e. Leaves of Absence. A Trustee may request a Leave of Absence. Approval is at the discretion of the Chair of the Board. A Trustee on a Leave of Absence will be counted toward the total number of Trustees as specified in Article I, Section 2 and remain subject to all provisions of Article I, Section 7. A Leave of Absence not to exceed one year will be counted toward the Trustee's term, but a Leaves of Absence exceeding one year will not be counted toward the Trustee's term, as specified in Article I, Section 3.a. A Trustee on a Leave of Absence will receive all communications to Trustees; a Trustee on a Leave of Absence will not, however, be counted when determining a quorum according to Article III, Section 4.a., nor be permitted to vote on any action of the Board as specified in Article III, Section 4.b.

Section 4. Compensation.

Trustees shall not be compensated for their services as Trustees.

Section 5. Representatives to the Board.

The Board of Trustees may create or discontinue at its discretion one or more categories of representatives to the Board. Such representatives shall have the purpose of presenting information to the Board of Trustees that is relevant to the College and to those whom they represent. They shall have the privilege of attending and participating in regular meetings of the Board, subject to being excluded if the Chair in his or her discretion so decides, but will have no vote nor be counted as members of the Board of Trustees for any purpose. Subject to the foregoing, the categories of representatives to the Board shall include the following:

- a. Alumni Representative. The Association shall have the right to appoint one representative to the Board, on such terms as The Association may decide.
- b. Faculty Representative. The chair of the Faculty Representative Committee shall serve as the faculty representative to the Board during her or his term of office.
- c. Student Representative. The president of Student Government shall serve as the student representative to the Board during her or his term of office.
- d. Parents Committee Representative. The standing committee charged with Board composition may nominate a parent or parents of a currently enrolled student to serve as the Parents Committee representative/s to the Board.

Section 6. Trustees *Emeritae/i* and Honorary Trustees.

- a. *Emeritae/i.* A former Trustee who has served the equivalent of two full terms and who is deemed to have exhibited exemplary service on behalf of the Board may, upon recommendation of the standing committee charged with Board composition, be elected by a majority of the Trustees then in office as a Trustee *Emerita/us*, such election to take place following the conclusion of her or his term as a Trustee. Trustees *Emeritae/i* shall be entitled to receive notices of specified meetings of the Board of Trustees and to attend and speak at all such meetings as specified in the agenda, subject to being excluded if the Chair in her or his discretion so decides. A Trustee *Emerita/us* shall have no vote nor be counted as a member of the Board of Trustees for any purpose.
- b. Honorary. A former Trustee, as well as any other individual, may be nominated and elected as an Honorary Trustee by a majority of the Trustees then in office. Any privileges accorded to such Honorary Trustee shall be awarded at the discretion of the

Board of Trustees, but in no case shall an Honorary Trustee have a vote or be counted as a member of the Board of Trustees.

- c. Removal. The status of Trustee *Emerita/us* or Honorary Trustee may be withdrawn by the Board of Trustees by the affirmative vote of a majority of Trustees then in office.

Section 7. General Standards of Conduct; Conflicts of Interest; Disclosure; Confidentiality.

- a. General Standards of Conduct. All Trustees and officers shall discharge their duties in accordance with their good faith judgment of the best interests of the College and in accordance with the requirements of Virginia law. In their dealings with and on behalf of the College, they shall be held to a strict role of honest and sincere dealing between themselves and the College. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the College's interest and that of any Trustee or officer.
- b. Conflicts of Interest. A Trustee or officer shall be considered to have a conflict of interest if such Trustee or officer:
 - (1) has any existing or potential financial or other interest which impairs or might reasonably appear to impair such Trustee's or officer's independent, unbiased judgment; or
 - (2) is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the Trustee or officer), or any organization in which such Trustee or officer (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interest.
- c. Disclosure. Each Trustee and officer shall annually complete and sign a disclosure form disclosing his or her known conflicts of interest and acknowledging the conflict of interest policy. Any Trustee or officer having an interest in a contract, transaction, or arrangement presented to the Board of Trustees or a committee thereof for consideration, authorization, approval, discussion, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board of Trustees at its first meeting after the conflict occurs and, in any case before the Board or committee takes action on such contract, transaction, or arrangement.

- d. Standards and Procedures. A Trustee or officer who is uncertain whether there is a conflict of interest in any matter may request that the Executive Committee determine whether a conflict of interest exists, provided that the Executive Committee may in its discretion refer the question to the Board of Trustees for determination, and
- (1) the Committee or Board shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists, or can reasonably be construed to exist;
 - (2) the Committee or Board may request the Trustee or officer to provide factual information regarding the potential or actual conflict of interest and such proposed contract, transaction, or arrangement; and
 - (3) the Committee or Board may request that the Trustee or officer recuse herself or himself from any discussion or vote regarding the potential or actual conflict of interest and such proposed contract, transaction, or arrangement; and
 - (4) if deemed appropriate, the Board of Trustees may appoint a non-interested person, committee, or subcommittee to investigate alternatives to such proposed contract, transaction, or arrangement.

At any meeting of the Board of Trustees where such contract, transaction, arrangement, or related matter is under discussion or are being voted upon, a quorum is present if a majority of Trustees who have no direct or indirect personal interest in such contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify such contract, transaction, or arrangement. In order to approve such contract, transaction, or arrangement, the Board must first find, by majority vote without counting the vote of the interested Trustee or Trustees, that:

- (1) the proposed contract, transaction, or arrangement is in the College's best interest and for its own benefit; and
- (2) the proposed contract, transaction, or arrangement is fair and reasonable to the College.

The minutes of any such meeting shall reflect the disclosure made, the persons present for the discussion and vote, the contents of the discussion, the vote thereon (including any roll call) and, where applicable, the abstention or recusal from voting and/or participation, and that a quorum was present.

- e. Confidentiality. All Trustees, officers, and representatives shall respect the confidentiality of Board of Trustees and committee discussions and of any materials presented to the

Board of Trustees or any committee. Each Trustee, officer, and representative shall annually complete and sign a form acknowledging the duty of confidentiality.

- f. Corrective and Disciplinary Action. The violation of the above conflict of interest policy or the duty of confidentiality is a serious matter and may constitute “cause” for removal or termination of a Trustee, an officer, or, in the case of the duty of confidentiality, a representative.

ARTICLE II

OFFICERS

Section 1. Officers.

The officers of the College will consist of a Chair, a Vice Chair, a President, a Treasurer, a Secretary, and a Chair-Elect and a Vice Chair-Elect when applicable. The Chair, Vice Chair, Chair-Elect, and Vice Chair-Elect must be Trustees, but no other officer need be a member of the Board of Trustees. The officers shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be lawfully provided in these Bylaws or by resolution of the Board of Trustees consistent with these Bylaws.

Section 2. Election; Terms; and Removal.

- a. Election. The Board of Trustees shall elect the Chair, Vice Chair, Treasurer, Secretary, (and Chair-Elect and Vice Chair-Elect, if any) at each annual meeting from a slate prepared by the standing committee charged with Board composition or from nominations from the floor. The Board of Trustees shall appoint the President, whenever any vacancy occurs in such office, upon such procedures as the Board shall determine appropriate. The President shall appoint all administrative officers of the College, whenever any vacancy occurs in any such office.
- b. Terms. The officers, other than the President and administrative officers appointed by the President, shall serve for one year or until their successors shall have been elected. The Chair and the Vice Chair may serve for a maximum of four consecutive years. The Chair or Vice Chair may be elected for up to eighteen months prior to the commencement of his or her term, and during such period will hold the office of Chair-Elect or Vice Chair-Elect. The Secretary and Treasurer may serve an unlimited number of consecutive one-year terms.

- c. Removal. Officers may be subject to removal by affirmative vote of a majority of the entire membership of the Board of Trustees, without prejudice to any contract rights such officer may have against the College.

Section 3. Vacancies.

A vacancy among the offices elected by the Board of Trustees may be filled upon nominations from the floor or a recommendation from the standing committee charged with Board composition at any regular or special meeting by majority vote of the Trustees then serving.

Section 4. Duties.

- a. Chair. The Chair shall act as Chair of the Board of Trustees and shall preside at all meetings of the Board of Trustees, with vote on all questions; shall act as Chair of the Executive Committee; shall propose for Board approval all standing committee members and chairs in consultation with the chair of the standing committee charged with Board composition; shall be an *ex officio* member of all standing committees, to the extent not otherwise a member of such committee, without vote; and shall have such other powers and duties as the Board of Trustees may prescribe.
- b. Vice Chair. The Vice Chair shall act as Vice Chair of the Board of Trustees, shall perform the duties of the office of Chair of the Board in the absence of the Chair and shall have such other powers and duties as the Board of Trustees may prescribe.
- c. President. The President, whose primary responsibility is to the College, shall be the Chief Executive Officer of the College and shall act as official advisor to and executive agent of the Board of Trustees and its Executive Committee. He or she serves at the pleasure of the Board, and, as educational and administrative head of the College shall exercise general supervision over all of the affairs of the College; shall attend all faculty meetings; shall recommend for action to the Board of Trustees the creation of any new senior administrative officers or positions and to the committee charged with evaluating the President and recommending her or his compensation and proposed salary increases for all senior administrative officers; shall be responsible for the hiring, evaluation, and retention, or termination of all administrative officers; and shall bring such matters to the attention of the Board of Trustees as are appropriate to keep the Board informed to meet its policy-making responsibilities. He or she shall have power, on behalf of the Board of

Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee; shall be an *ex officio* member, without vote, of the Board of Trustees and of all standing committees of the Board with the exception of the committee charged with evaluating the President and recommending her or his compensation, or unless otherwise provided in these Bylaws; and shall be entitled to notice of all meetings but shall not be counted as a member of the Board of Trustees or of its committees in determining a quorum.

- d. Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts, disbursements, and funds of every kind, by such accounting system as the Trustees may direct and shall keep a record of all appointments of members of the administrative and teaching staffs. The Treasurer shall make reports to the Board of Trustees and the standing committee assigned fiscal oversight of the College at such times and in such forms as the Board or its committees may require.
- e. Secretary. The Secretary shall give proper notice of all meetings of the Board of Trustees and shall keep a record of the appointment of all committees of the Board of Trustees; shall keep or cause to be kept the minutes of each meeting of the Board of Trustees and the Executive Committee; and shall be the custodian of the minutes, records, disclosure forms, and all documents committed to the Secretary's care. The Secretary shall attest all documents and instruments that are properly authorized by the Board of Trustees, shall keep and affix the Seal of the College, and in general shall perform all duties incident to the office and such other duties as may be assigned by the Board of Trustees.

Section 5. Bonds.

All officers of the College having custody of or responsibility for funds or securities shall be covered by fidelity bonds issued by corporate sureties and in such amounts as shall be fixed by the standing committee assigned fiscal oversight of the College or the Board of Trustees. The bond premiums shall be paid by the College.

ARTICLE III

MEETINGS

Section 1. Regular Meetings.

There shall be at least three regular meetings of the Board of Trustees every fiscal year. The dates and places of these meetings may be designated by the Board or by any two of the Chair of

the Board, the President, and the Secretary. The annual meeting of the Board of Trustees shall be held on the last regular meeting of the fiscal year.

Section 2. Special Meetings.

Special meetings of the Board of Trustees may be held at the request of any two of the Chair of the Board, the President, or the Secretary, or at the request of any five Trustees.

Section 3. Notice of Meetings; Waiver of Notice.

- a. Notice. Written notice of regular meetings of the Board of Trustees shall be sent by the Secretary to each Trustee at least ten days before the meeting. Written notice of special meetings of the Board of Trustees shall be sent by the Secretary to each Trustee at least seventy-two hours before the meeting, and shall include the purpose for which the meeting is called. Notice of meetings may be accomplished by electronic communication. The Board of Trustees reserves the right to prescribe shorter and different notice requirements in the case of emergency.
- b. Waiver. Whenever notice is required by these Bylaws, by the Articles of Incorporation, or by law, a written waiver of notice from the Trustee, which may be accomplished by electronic communication, whether before or after the time stated therein, shall be deemed proper notice when executed. Attendance at any meeting by a Trustee shall be deemed a waiver of notice of that meeting, unless the Trustee objects in writing to lack of proper notice of that meeting.

Section 4. Quorum; Actions of the Board.

- a. Quorum. The presence of a majority of the number of Trustees in office shall constitute a quorum for the transaction of business by the Board of Trustees, unless otherwise provided by these Bylaws or statute. Trustees may participate in regular, committee, or special meetings of the Board using any means of communication by which all participants 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.
- b. Actions of the Board. The acts of the Trustees constituting a majority of those present at any meeting of the Board at which a quorum is present shall be the acts of the Board of

Trustees with the exception of Removal of Trustee (Article I) and Bylaws changes (Article VIII).

Section 5. Action Without A Formal Meeting.

Action required or permitted to be taken at a Board of Trustees' meeting may be taken without a meeting if the action is taken by all Trustees. The action shall be evidenced by one or more written consents stating the action taken, signed by each Trustee either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Trustee signs the consent unless the consent specifies a different date and states the date of execution by each Trustee, in which event it shall be effective according to the terms of the consent.

Section 6. Committee Meetings; Miscellaneous.

The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Trustees shall apply to committees and their members as well; provided, however, that a quorum for a committee shall be one-third of the members of the committee, and the Executive Committee of the Board may meet on twenty-four hours' notice

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. Composition.

The Executive Committee, all of whose members shall be Trustees, shall include the Chair of the Board, the Vice Chair, the Chair-Elect and Vice Chair-Elect when applicable, and the chair and vice chair of each of the standing committees. Up to two at-large members may be recommended by the Chair of the Board for appointment by the Board of Trustees to the Executive Committee.

Section 2. Functions.

Between meetings of the Board of Trustees, the Executive Committee shall have general supervision of the administration and property of the College, except that, unless specifically empowered by the Board of Trustees to do so, the Executive Committee may not take any action

inconsistent with a prior act of the Board of Trustees, award degrees, alter bylaws, locate permanent buildings on tax-exempt property held for College purposes, remove or appoint the President, or take any action which has been reserved to the Board of Trustees by applicable law or otherwise.

The Executive Committee shall oversee the work of Board committees, support the President, and take action annually on recommendations with respect to the President's compensation and conditions of employment. The Executive Committee ensures that the Board engages in a review and reaffirmation or revision of the College mission statement and performs a Board of Trustees' self-evaluation on no less than a biennial basis.

Section 3. Minutes.

The minutes of the meetings of the Executive Committee shall be distributed prior to the next regular meeting to each member of the Board of Trustees. At each regular meeting of the Board of Trustees, the proceedings and actions taken by the Executive Committee since the last regular meeting of the Board shall be reported to and ratified by the Board of Trustees.

Section 4. Chair.

The Chair of the Board shall serve as the Chair of the Executive Committee.

ARTICLE V

COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Establishment and Charge.

The Board of Trustees shall establish such standing and special committees as it deems appropriate to the discharge of its responsibilities. Each committee shall have a written statement of purpose, role, and scope consistent with the goals and objectives of the strategic plan, and rules of procedure or policy guidelines, as appropriate. Such statements shall be reviewed annually by each committee.

Section 2. Appointment of Standing Committees.

The Chair of the Board, in consultation with the chair of the standing committee charged with Board composition, shall propose the chairs, vice chairs, and members of all standing

committees of the Board of Trustees. All standing committee members shall be Trustees and shall be appointed for a term of one year. The Chair of the Board, to the extent not otherwise a member of such committee, and the President of the College shall be *ex officio* members, without vote, of all such committees (except that the President of the College shall not serve on the committee charged with evaluating the President and recommending her or his compensation), but shall not be counted in determining the size of the committee or the presence of a quorum. Each standing committee shall have at least three members.

Section 3. Appointment of Other Special Committees.

The Chair of the Board shall, from time to time, have the discretion to appoint any special committee as deemed necessary for the business of the College. The Board shall be notified promptly of any such committee established by the Chair of the Board and shall be apprised of its membership and purpose.

Section 4. Presidential Search Committee.

When it is determined that a vacancy will occur in the Office of President, the Board of Trustees shall appoint a Presidential Search Committee to nominate candidates for that office.

Section 5. Committee Membership.

The membership of any committee established pursuant to this Article, with the exceptions of standing committees and the Executive Committee, may include one or more individuals who are not Trustees. Such individuals may vote on any matter to be presented to the Board of Trustees as a recommendation of such committee, but may not vote on any matter in which the committee is exercising the authority of the Board. The attendance of any committee member who is not a Trustee at any meeting of the committee shall not count towards the establishment of a quorum.

ARTICLE VI

PROHIBITION OF DISCRIMINATION

In administering its affairs, the College does not discriminate on the basis of race, color, sex, religion, ethnic origin, disability, sexual orientation, gender identity, or age in the administration of its educational and employment policies and maintains such nondiscriminatory policies in all aspects of operation.

ARTICLE VII

FISCAL YEAR

The fiscal year of the College shall begin on the first day of the month of July of each year and end on the last day of the month of June of each succeeding year.

ARTICLE VIII

REVIEW AND AMENDMENT OF BYLAWS

The Executive Committee shall ensure the periodic review of these Bylaws and shall propose any necessary amendment(s) thereto to the Board of Trustees at any regular meeting. The proposed amendment(s) shall be sent to the Trustees then serving at least ten days prior to the meeting at which they are to be considered. These Bylaws may be amended by a vote of two-thirds of the Trustees serving at the time; except that the provisions of Article I, Section 3 (a) and (c) that specify the minimum number of votes required to elect or remove a Trustee shall not be amended except by a vote of Trustees constituting the minimum number specified.