

AMENDED AND RESTATED
BYLAWS
OF
COLORADO COLLEGE
COLORADO SPRINGS, COLORADO
EFFECTIVE JULY 2026

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AMENDED AND RESTATED BYLAWS OF
THE COLORADO COLLEGE
(revised and approved July 2026)

ARTICLE I BOARD OF TRUSTEES

Section 1.1 Authority and Responsibilities

- A. The Colorado College (the “College”) shall be governed by the Board of Trustees (the “Board”) which is vested with all powers and authority to set policy for the institution in accordance with the laws of Colorado.

- B. The Board shall establish, disseminate and keep current the institution's mission; preserve and protect institutional autonomy; select a President to serve as chief executive officer of the institution; support and periodically assess the performance of the President; charge the President with the task of leading a strategic planning process; and use its best efforts to ensure both the fiscal integrity of the institution and the quality and nature of its educational programs.

Section 1.2 Number, Classification, Election and Term of Office.

- A. The number of Board Members shall be no fewer than fifteen (15) and no more than thirty-five (35), including the President of the College and the President of the Alumni Association Council (AAC), who shall both be ex-officio voting members of the Board. The President of the AAC shall be designated as a “Charter Trustee”. At least one member of the Board shall be designated as the “Student Trustee”. The Board shall consist of a simple majority of alumni, two of whom shall have graduated within ten years prior to election.

- B. Charter Trustees and the Student Trustee shall be elected as follows:
 - (1) Charter Trustees shall be elected for terms of four years by an affirmative vote of a majority of the Trustees then in office. Trustees shall be eligible for re-election, provided they have attended three-quarters of the regularly scheduled meetings of the full Board and has satisfied the giving requirements as set by resolution of the Board. After eight years of service, the Trustee shall step off of the Board for a minimum of one year before being reconsidered for additional terms.
 - (2) One Student Trustee shall be elected by the Board for a one-year term. The Student Trustee shall be elected in accordance with such nomination procedures and conditions as the Board of Trustees Governance Committee from time to time may adopt.

- C. Upon recommendation of the Governance Committee and approval of the Executive Committee, any Board Member who has served with exceptional distinction may be elected by the majority of the Board as Emeritus Trustee. Any Charter Trustee is

eligible for recommendation a minimum of one year after their Board service term has expired. Trustee Emeriti shall not have voting privileges or be counted as part of quorum determinations. Trustee Emeriti shall be appointed for a term of four years, renewable without limit, and are subject to removal as outlined in Section 1.2.E. Trustee Emeriti are invited to attend the annual Board retreat.

- D. Upon recommendation of the Governance Committee, approval of the Executive Committee, and election by the full Board of Trustees, the title of Honorary Trustee may be conferred upon any individual who has rendered exceptional service to the College through distinguished leadership, philanthropy, or other extraordinary contributions to the advancement of its mission. Honorary Trustees shall not have voting privileges and shall not be counted for purposes of quorum determinations. Honorary Trustees shall be appointed for life and may be removed as outlined in Section 1.2.E. of these bylaws. Honorary Trustees are invited to attend the annual Board retreat.
- E. Any Trustee may be removed at any time, with or without cause, by a vote of two-thirds of the other Trustees then in office.
- F. Any Trustee may resign at any time by giving written notice to the Chair of the Board or to the President of the College. Such resignation shall take effect at the time specified therein, or, if not specified therein, then upon receipt of such notice.

Section 1.3 Meetings; Quorum; Voting.

- A. The Board shall have three regular meetings each year, including the annual meeting, on such dates and at such places as it shall determine. At such meetings, any business related to the authority of the Board may be discussed and transacted.
- B. Special meetings of the Board may be held upon call of the Board, the Chair of the Board, the President, the Executive Committee, or by any five Trustees, at such times and places as may be designated by Timely Notice. The business to be transacted and the purpose of a special meeting shall be specified in the notice.
- C. "Timely Notice" as used in the bylaws shall mean notice of a meeting stating the place, day, and hour of the meeting given to each Trustee at least five days prior thereto by written notice, or at least two days prior thereto by regular mail, personal delivery or private carrier of written notice or by facsimile, or electronic mail notice. (The method of notice need not be the same for each Trustee). Any Trustee may waive notice of any meeting before, at, or after such meeting.
- D. A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees held pursuant to timely notice, and the vote of a majority of the Trustees present at a meeting at

which a quorum is present shall be the act of the Board of Trustees, unless otherwise required by these bylaws or by statute. If less than a quorum is present at a meeting, the meeting shall be adjourned. No Trustee may vote or act by proxy.

- E. A Trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be presumed to have assented to the action taken unless the Trustee's dissent shall be entered in the minutes of the meeting or unless the Trustee causes written notice of the Trustee's dissent or abstention as to any specific action to be received by the Secretary of the Board before the adjournment thereof or by the Secretary or Chair promptly after the adjournment of the meeting. The right to dissent shall not apply to a Trustee who voted in favor of an action.

- F. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Trustees, or any committee thereof, may be taken without a meeting if taken in accordance with Sections 1.3(F)(1) or 1.3(F)(2). Any action taken without a meeting shall have the same effect as action taken with a meeting. All signed written instruments necessary for any action taken without a meeting shall be filed with the minutes of the meetings of the Board of Trustees.

(1) Action may be taken without a meeting if each and every member of the Board of Trustees, or any committee thereof, in writing votes for, votes against or abstains from voting on such action, and the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Trustees then in office were present and voted.

(2) Action may be taken without a meeting pursuant to Colorado Revised Statutes Title 7 § 128-202 (the "Act") as follows:

(i) Required Notice to Trustees. An action without a meeting under this Section 1.3(F)(2) may only be taken if an Officer of the Board or the President transmits notice in writing to each Trustee stating the action to be taken, the time within which a Trustee must respond, and that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting. The notice may also include any other matters the College determines to include.

(ii) Action by Trustees. Action may be taken without a meeting only if notice as described in 1.3(F)(2)(i) above is transmitted in writing to each Trustee, and each Trustee, by the time stated in the notice (a) votes in writing for such action, or (b) votes in writing against such action, abstains in writing from voting, or fails to respond or vote, and fails to demand in writing that such action only be taken with a meeting. A Trustee's right to demand that action not be taken without a meeting

shall be deemed to have been waived unless the Secretary of the Board receives such demand from the Trustee in writing by the time stated in the notice and such demand has not been revoked by the time stated in the notice. Any Trustee who in writing has voted, abstained, or demanded action not be taken without a meeting pursuant to this Section 1.3(F)(2) may revoke such vote, abstention, or demand in a writing received by the Secretary of the Board by the time stated in the notice.

(iii) Contents and Form of Writing. A writing by a Trustee under this Section 1.3(F)(2) shall be in a form sufficient to inform the Secretary of the Board of the identity of the Trustee, the vote, abstention, demand, or revocation of the Trustee, and the proposed action to which such vote, abstention, demand, or revocation relates. Unless otherwise provided by the bylaws, all communications under this Section 1.3(F)(2) may be transmitted or received by the Secretary of the Board by electronically transmitted facsimile, email, or other form of wire or wireless communication. For purposes of this section, communications to the Secretary of the Board are not effective until received.

(iv) Vote Required and Effective Date. Action is taken under this Section 1.3(F)(2) only if, at the end of the time stated in the notice transmitted pursuant to 1.3(F)(2)(i) above: (a) the affirmative votes in writing for such action received by the Secretary of the Board and not revoked equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Trustees then in office were present and voted; and (b) the Secretary of the Board has not received a written demand by a Trustee that such action not be taken without a meeting other than a demand that has been revoked. Unless the notice states a different effective date, action taken pursuant to this Section 1.3(F)(2) shall be effective at the end of the time stated in the notice.

- G. Members of the Board of Trustees may participate in the business meetings of the Board, and meetings of Board committees of which they are members, by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Holding a meeting in such fashion shall be the same as holding a meeting at which Trustees are personally present.

Section 1.4

Trustee Officers and Their Duties

- A. The Officers of the Board shall be the Chair, Vice Chair, and Secretary. The Board may establish additional Officers of the Board as it deems necessary. All Officers of the Board shall be non-ex-officio voting Board Members and serve at the pleasure of the Board. Board Officers are not subject to the Board membership term limit as long as they hold office. The President may appoint college staff to assist the Officers in carrying out their duties.

- B. The immediate Past Chair shall be entitled to continue service as a Charter Trustee for one year following the conclusion of their tenure as Chair, or the remainder of their Charter Trustee term, whichever is longer.
- C. The Chair shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, and serve as a spokesperson for the Board when authorized to do so by a vote of the majority of the Board. The Board Chair shall serve as chair of the Executive Committee and as an ex-officio voting member of all other committees of the Board.
- D. In the absence of the Chair, the Vice Chair shall perform the duties of the Office of the Chair, including presiding at Board and Executive Committee meetings. The Vice Chair shall serve on the Governance Committee and have other duties as may be assigned by the Board or Chair from time to time.
- E. The Secretary shall be appointed by the Chair, subject to Board approval. The Secretary works closely with the Office of the President to maintain a current roster of members and records of attendance. The Secretary shall be responsible for ensuring proper notice of meetings and for maintaining minutes and records of Board actions. The Secretary shall serve as parliamentarian for the Board. In addition to the President, the Secretary is authorized to affix the seal of the College on documents as may require such official recognition.
- F. The Board shall elect the Officers of the Board at its annual meeting. Each Board Officer shall serve for a two-year term with the possibility of re-election for a maximum of two full consecutive terms in the same office. Any Board Officer whose term in office has ended may serve until a new appointment is made.
- G. Any Board Officer may resign at any time by submitting a written notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified therein or within thirty (30) days of the date of receipt.
- H. Any Board Officer may be removed from such office by a two-thirds vote of the Board Members at any regular meeting or special meeting of the Board called expressly for that purpose.
- I. Board Officer vacancies may be filled through a special election at any regular or special meeting of the Board, but election or re-election shall normally take place at the Board's annual meeting.

Section 1.5

Committees.

- A. The Board of Trustees shall ordinarily have the following Standing Committees, whose members shall be appointed annually before, at, or following each Annual Meeting of the Board of Trustees. Matters relating to the primary missions of the College, Student Life and Academic Policy will be considered by the Board of Trustees as a whole.

- (1) An Executive Committee consisting of the Chair, Vice Chair, and Secretary of the Board, plus the chairperson of each other Standing Committee, who shall each be ex-officio members,
- (2) An Investment Committee with a minimum of five Trustee members.
- (3) A Budget and Finance Committee with a minimum of seven Trustee members.
 - (a) A subcommittee of the Budget and Finance Committee will be the Audit Subcommittee with a minimum of three Trustee members. Members of the Audit Subcommittee may not include the President or any other officer or employee of the College.
- (4) A Governance Committee with a minimum of five Trustee members. Any Trustee in the final year of a renewable term may not serve on the Governance Committee.
- (5) A Buildings, Grounds, and Infrastructure Committee with a minimum of five Trustee members.
- (6) A Student Success Committee with a minimum of five Trustee members.
- (7) An Advancement and Alumni Engagement Committee with a minimum of five Trustee members.

- B. With the exception of actions of the Executive Committee, the actions of all Standing Committees of the Board shall be subject to ratification by the Board, unless specifically authorized by prior action of the Board. The delegation of authority to any committee shall not operate to relieve the Board of Trustees or any Member of the Board from any such responsibility as may be imposed by law. Committee charters and rules governing procedures for meetings of any committee of the Board may be as established or approved by the Board of Trustees annually.
- C. The President of the College shall be an ex-officio member of each Standing Committee except for the Audit Subcommittee. The President's membership in any Standing Committee shall be in addition to the numbers set forth in Section 1.5(A).
- D. The Chair of the Board, upon a recommendation from the Faculty Executive Committee, shall appoint a faculty representative to serve on the following Standing Committees: the Investment Committee; the Budget and Finance Committee (excluding the Audit Subcommittee); the Buildings, Grounds, and Infrastructure Committee; the Student Success Committee; and the Advancement and Alumni Engagement Committee. Each appointed faculty member shall serve a

two-year term and shall be entitled to act as a full member of the committee with a voice and vote on all committee matters. In the event there becomes a vacancy in the faculty member position on a committee, the Faculty Executive Committee shall recommend to the Chair of the Board a replacement faculty member.

- E. At any time that a faculty member has any reason to believe he or she may have a potential conflict of interest regarding any committee matter, the faculty member has a duty to disclose the potential conflict of interest. After examining the matter and discussing it with the committee (without the faculty member present), the Chair of the Committee will then determine whether an actual conflict of interest exists and the appropriate remedy, which may include excluding the faculty member from that particular matter or excusing the faculty member from the remainder of his or her term on the committee.

The Chair of the Board, after consultation with the President, shall appoint Strategic Project Teams (SPTs) as needed or required. The SPTs are designed to help the College confront its most serious and urgent priorities and will be given estimated dates of completion for their business.

- F. The Chair of the Board, after consultation with the President, may appoint non-trustee member(s) with special competence to any Standing or other Committee of the Board or Strategic Project Teams. Such non-trustee members shall not have the right to vote at committee or Board meetings but shall be entitled to attend relevant Board meetings and to speak before the Board.
- G. Standing Committee Chairs will generally rotate every two years.
- H. Duties of the Committees: The duties of the Standing Committees are as follows, plus other duties and responsibilities set forth in their charters or as may be assigned from time to time by the Board or the Chair. The Committees are expected to review their charters annually.

- (1) The Executive Committee shall govern the College during any period between meetings of the Board of Trustees, but only when urgent circumstances require prompt action and it is not feasible to convene a meeting of the full Board by acceptable means as provided in these bylaws. It shall meet on call by the Chair of the Board or by the President. Subject to such further instructions and limitation as the Board, from time to time, may impose, the Executive Committee may exercise all the powers of the Board, except that such Committee shall not elect the President of the College or remove him or her from office; change the fixed policy of the Board; amend or suspend the bylaws; approve the annual budget; approve the annual audit; sell, mortgage or otherwise hypothecate the assets of the College except in the normal course of business (which is defined as
 - (i) in accordance with the previously approved annual operating budget,
 - (ii) any capital projects which have been authorized and approved

- by the Board or
- (iii) which have value of \$50,000.00 or less); or overrule any action of the Board without the express approval of the Board.

The Executive Committee shall also be responsible for periodic review of the President's performance of his or her responsibilities. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of such business as the Executive Committee is authorized to transact, and the vote of a majority of the Members present shall be the act of the Executive Committee. The Executive Committee shall keep and maintain minutes of its meetings when the Committee takes action on behalf of the Board, showing all such action taken by the Committee and shall provide copies of its minutes to each Member of the Board prior to the next meeting of the Board. The Executive Committee shall also provide a report to each Member of the Board of all actions taken by the Executive Committee at such a meeting within five business days after such meeting and present such actions to the Board at the Board's next meeting.

- (2) The Investment Committee, in accordance with investment policies established from time to time by the Board, shall have general responsibility for the prudent investment and reinvestment of the endowment and other investments of the College. Full reports of all sales and purchases related to the College's investments shall be made in writing to the Board at the next meeting of the Board. The provisions of this paragraph shall be subject to the terms of Article II of these bylaws.
- (3) The Budget and Finance Committee shall be responsible for reviewing and recommending proposed operating budgets of the College to the Board of Trustees; monitoring revenues and expenditures during the fiscal year in relation to the budgets approved by the Board; and long-range financial plans for the College.
 - (a) The Audit Subcommittee shall be responsible for reviewing the annual audit, reporting the results of the audit to the Board, and reviewing the Form 990 submission. The Audit Subcommittee also is responsible for recommending to the Board an auditing firm to undertake the annual College audit. The Audit Subcommittee shall also periodically review the legal and risk assessment activities of the College.
- (4) The Governance Committee shall be responsible for matters of governance of the Board of Trustees, recommending to the Board candidates for the positions of Charter Trustees, the Student Trustees and Trustee Emeriti. Trustee Emeriti shall be appointed as prescribed in Section 1.2.C.

All recommendations shall be forwarded in writing to the full Board at least fourteen days in advance of the meeting at which Board action on the recommendation will be taken. The Governance Committee is also responsible for appointing certain members of the Special Nominating Committee and monitoring and making recommendations regarding the bylaws.

- (5) The Buildings, Grounds, and Infrastructure Committee shall be responsible for reviewing major capital spending projects; annually reviewing the condition of every major building on campus; and reviewing the condition of all major campus infrastructures. The Committee is also responsible for reviewing and recommending any proposed changes to the campus master plan and the Committee Chair shall annually meet with the campus Design Review Board to monitor implementation of the campus master plan.
- (6) The Student Success Committee shall be responsible for monitoring evidence of student success and educational quality, including appropriate student surveys and metrics, assessment and program review activities, and accreditation reports. The committee shall be responsible for understanding the roles, responsibilities, relationships and expectations among the Board, the President, the Dean of Students and the faculty to foster and sustain a culture of continuous quality improvement in student outcomes throughout the institution. The committee will provide annually an update on student success to the Board.
- (7) The Advancement and Alumni Engagement Committee shall be responsible for supporting the Board of Trustees and the President in strengthening lifelong alumni relationships and advancing the College's philanthropic priorities. The committee will provide strategic guidance and assurance related to advancement and alumni engagement priorities, ensure alignment with institutional strategy, and activate the Board's role as ambassadors and supporters of the College for philanthropic, reputational and strategic priorities.

ARTICLE II THE COLLEGE ENDOWMENT

Section 2.1 Endowment Funds. Endowment assets provide the College with productive capital property and funds in trust. True endowment funds are created when donors specify that their gifts are to be placed in perpetual trust. Quasi-endowment funds are created when the Board of Trustees places undesignated gifts or other assets of the College in the endowment assets.

Section 2.2 Principal. The principal of all endowment and quasi-endowment funds and assets, whether restricted or unrestricted in prescribed purpose or use, shall be invested only in the types of investments approved by the Board of Trustees.

Section 2.3

Endowment Fund Spending. From year to year, the Board of Trustees may apply some portion or all of the income from the endowment and quasi-endowment funds toward the operation, advancement and maintenance of the College. The Board of Trustees may also apply capital gains derived from the endowment and quasi-endowment toward the operation, advancement and maintenance of the College, unless such use has been explicitly prohibited by a specific donor. Income and capital gains on restricted endowment or quasi-endowment shall be applied only to the prescribed purpose or purposes of such endowment.

"Income" as used in this Article II normally includes cash dividends, interest, cash royalties and rents from real estate. "Capital gains" as used in this Article includes realized and unrealized appreciation in real and personal property values, stock splits, stock dividends, dividends payable in shares of a different corporation, rights issued to the College as a security holder to purchase corporate shares or debentures, or profits resulting from the sale or exchange of endowment assets. Capital gains not applied to the operation, advancement and maintenance of the College, as set forth in this Section 2.3, shall be and remain part of the endowment or quasi-endowment account which generated the gain.

The Board of Trustees shall determine and approve an endowment spending policy to govern the endowment fund spending under this Section 2.3.

Section 2.4

Undesignated Gifts. Any gift acquired by the College of \$1 million or more, the disposition or use of which being unspecified at the time of its acquisition or concerning which the intent of the donor may not be clear, by formal action of the Board, shall be allocated and set apart as quasi-endowment, restricted or unrestricted, or for the physical plant and buildings, or for general expenses of operations and administrations, or otherwise, for the specific and direct benefit of the College. Such funds shall be and remain as quasi-endowment of the College until subsequent action by the Board of Trustees shall make the funds available for other uses.

The foregoing shall not be construed to apply to those gifts made on an annual basis by alumni, friends and organizations for the benefit of the general operation of the College. In such cases, the appropriate Administrative Officers of the College shall be and are authorized to allocate such gifts to operating funds.

Section 2.5

Records/Recordkeeping. Such bookkeeping methods and records and such separation of portfolios, including all related records, files and correspondence, identifying the purposes and conditions of endowment investments and funds, and the sale and reinvestment thereof, shall be maintained clearly and adequately, to make fully effective all provisions of these bylaws relating to endowment assets and funds and the income and profits thereof.

ARTICLE III THE PRESIDENT OF THE COLLEGE

Section 3.1 Appointment. A majority of the Trustees then in office shall appoint the President of the College on such terms, conditions, and tenure as they deem to be in the best interests of the College.

Section 3.2 Removal. A majority of the Trustees then in office may remove the President of the College, but no such action shall be taken unless timely notice of such purpose of the meeting has been given to each Trustee.

Section 3.3 General Authority. The President shall be the Chief Executive Officer and administrative head of the College and, as such, subject to and as directed by the Board, shall have general authority over and supervision of the operations of all departments of the College, all members of the faculty, all Administrative Officers and other employees of the College, as well as the student body. The President shall exercise and perform such other powers, functions, and duties as the Board of Trustees from time to time may direct.

Section 3.4 Specific Responsibilities. Without restriction of or prejudice to the general power and authority conferred upon the President in these bylaws, the President shall have, and may exercise, the following enumerated powers and functions:

- (1) The President shall convene the faculty at regular dates fixed by him/her/they and may by notice convene special meetings of the faculty as he/she/they deems necessary. If present, the President shall preside at all faculty meetings. If not, the Dean of the College shall preside.
- (2) The President shall appoint all administrators (with the exception of Administrative Officers who shall be appointed by the Board upon the recommendation of the President), faculty members, agents and employees of the College, for such terms and upon such conditions as the President may deem to be in the best interests of the College.
- (3) The President shall exercise such disciplinary powers as they may deem to be in the best interest of the College, consistent with the College's legal obligations. With respect to students, the President's disciplinary powers shall include the power to expel or to suspend; with respect to faculty members and administrators, all staff and agents, the President's disciplinary powers shall include the power to dismiss from employment with the College.
- (4) The President shall periodically present to the Board a report on the work, operations, and state of the College with such comments and recommendations as he or she deems essential.

ARTICLE IV ADMINISTRATIVE OFFICERS

Section 4.1 Appointment and Authority. In addition to the President, the College shall have

such Administrative Officers as the President, with the approval of the Board of Trustees, may from time to time designate. The President shall maintain and provide to the Board a current list of Administrative Officer positions and their incumbents. Administrative Officers are employed at will and serve at the President's discretion upon such terms and conditions as the President deems to be in the best interest of the College.

Administrative Officers shall have the authority and responsibility to perform the usual functions and duties of their respective offices and any additional functions and duties as the Board or the President may direct from time to time, provided that the President shall keep the Board informed of any material changes to such duties. The President shall provide prompt written notice to the Board of the appointment or dismissal of any Administrative Officer. The Board must approve the elimination or addition of an Administrative Officer position.

Section 4.2 Line of Authority. In the absence or disability of the President, the duties of that office shall be performed by the Chief Operating Officer until such time as the Board of Trustees is able to convene and appoint an alternate to perform the President's duties. In the event of the resignation, removal, incapacity, or death of the President, the Board shall appoint an Interim President to manage operations during the transition period and shall promptly initiate a search for a successor.

Section 4.3 The Treasurer of the College. The Vice President for Finance and Administration and Chief Financial Officer is also the Treasurer of the College. The Treasurer shall be responsible for carrying out the mandates of the Board of Trustees in managing the financial resources of the College, including but not limited to, cash, securities, stocks, bonds, and all other property, personal or real, owned by the College. The Treasurer shall ensure that all books and accounts are accurately kept and, furthermore, shall present to the Board a full and detailed financial statement properly audited by an independent certified accountant.

ARTICLE V ACADEMIC FREEDOM

Section 5.1 The General College Community. Academic institutions exist for the transmission of knowledge, the quest for truth, the development of students, and the general well-being of society. In the pursuit of these ends, all members of the College community have such basic rights as freedom of speech, freedom of press, freedom of peaceful assembly and association, freedom of personal beliefs, and freedom from personal force and violence, threats of violence and personal abuse. The exercise of such rights is subject to the College's obligation to maintain an atmosphere consistent with the purposes of academic freedom, social responsibility, and civil order.

Section 5.2 The Faculty. Colorado College affirms the principle that an academic

environment is necessarily an arena in which controversial points of view may be freely expressed. Institutions of higher education exist not only to transmit existing knowledge but, also, to expand that knowledge by testing the old and proposing the new. This mission often inspires vigorous debate on precisely those social, religious, economic, and political issues that arouse the strongest passions. In keeping with this principle all members of the faculty, as scholars, have the right to academic freedom in study, research, and publication. As teachers, they have the right to discuss the subject of instruction in such manner as they deem most effective.

ARTICLE VI THE FACULTY

Section 6.1 Members. The faculty of the College shall consist of all Professors, Associate Professors, Assistant Professors, Instructors, Senior Lecturers, Lecturers, and Visiting Professors.

Section 6.2 Appointments and Termination of Appointments.

- A. Recommendations for tenure, promotions, and emeritus status shall be made by the President for action by the Board of Trustees. In making such recommendations, the President shall consider the recommendations of the Dean of the Faculty, appropriate committees, and the candidate's department or program chair.
- B. The Board of Trustees delegate to the President the authority to terminate a tenured appointment at Colorado College. Financial exigency of the College, in all cases, shall constitute sufficient cause for termination of a tenured appointment. The President may also dismiss tenured faculty members from employment with the College based on violence or threats of violence, professional incompetence, repeated neglect of College responsibilities after notice and a reasonable time to cure, serious or repeated violation of College policies, flagrantly immoral conduct, or illegal conduct that brings the College into disrepute, or other serious misconduct (including findings by the College, court, or government agency of discrimination or harassment including sexual harassment or assault). In making a decision for termination of any tenured appointment, the President shall consider recommendations from the Dean of the Faculty, faculty members, appropriate committees, and any other available information concerning the matter.

ARTICLE VII THE STUDENT BODY

Section 7.1 Discipline. All students in the College at all times shall be subject to the disciplinary powers of the College, including suspension or expulsion, exercised in such a manner as the President may authorize or direct.

Section 7.2 Student Organizations.

- A. The purposes and activities of all student organizations shall be consistent with the educational, cultural, social, and recreational purposes of the College.
- B. The President, in his or her discretion, may disband any student organization formed within the College. All the rules and regulations adopted by any student organization shall be subject to review and revocation by the President.

ARTICLE VIII DEGREES

Section 8.1 Academic Degrees. The degrees of Bachelor of Arts or Master of Arts in Teaching will be conferred by vote of the Board of Trustees upon recommendation of the faculty and at such times and subject to such conditions as the Board may impose.

Section 8.2 Honorary Degrees. Honorary degrees of appropriate rank may be granted by the Board upon recommendation of the Advancement & Alumni Engagement Committee. Unless deceased or incapacitated after being nominated, the recipient of an honorary degree must accept the award in person.

ARTICLE IX EQUAL OPPORTUNITY STATEMENT

The College does not discriminate on the basis of race, color, age, religion, sex, sexual orientation, gender identity, gender expression, national origin, or disability in its educational programs, activities, or employment practices.

ARTICLE X INDEMNIFICATION

Section 10.1 Right to Indemnification. The College shall indemnify each Trustee and Officer of the College as the College may appoint from time to time to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section

The College shall have the right, but shall not be obligated, to indemnify any employee, volunteer or agent of the College not otherwise covered by this Section 10.1 to the fullest extent permissible under the laws of the State of Colorado.

Section 10.2 Savings Clause. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the College shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any

applicable provision of the Act or these bylaws that shall not have been invalidated.

Section 10.3 Limitation. Notwithstanding any other provision of these bylaws, the College shall not indemnify any person in any manner that would jeopardize or be inconsistent with the qualification of the College as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either Section 4941 or Section 4958 of the Internal Revenue Code.

ARTICLE XI MISCELLANEOUS

Section 11.1 No Members. The College shall have no members, as such term is referred to in the Act.

Section 11.2 The College's Fiscal Year. The fiscal year of the College shall be from July first of each year to June thirtieth of the following year.

Section 11.3 Amendment of Bylaws. These bylaws, in whole or in part, may be altered, amended, supplemented, or rescinded in the following manner:

- A. Any proposed change shall be submitted to the Board of Trustees in writing in advance of or at any regular meeting of the Board signed by at least two members of the Board.
- B. No action shall be taken by the Board to adopt proposed changes to the bylaws for at least thirty days after receipt of the proposed bylaw change. The majority of the Trustees then in office may adopt the proposed change at the next regular Board meeting or, in the absence of action at a meeting; the Board may adopt such change by unanimous approval using electronic signature, electronic receipt of vote or written consent of the Trustees.

Section 11.4 Conveyances and Encumbrances. Except as otherwise provided by Board resolution, the property of the College may be assigned, conveyed, encumbered or otherwise disposed of in the usual and regular course of business (which is defined as (i) in accordance with the previously approved annual operating budget, (ii) any capital projects which have been authorized and approved by the Board or (iii) which have value of \$50,000.00 or less) by the President or the Vice President of Finance and Administration/Treasurer of the College. Such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance, encumbrance or disposition. However, the assignment, conveyance, encumbrance or other disposition of any, all, or substantially all, of the property and assets of the College other than in the regular course of business shall be authorized only in the manner prescribed by applicable statute.

Section 11.5 Compensation. Trustees shall not receive compensation for their service as

Trustees, although the reasonable expenses of Trustees for attendance at Board meetings may be paid or reimbursed by the College. Trustees shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the College in any other capacity than as Trustees.

- Section 11.6 Conflicts of Interest. Trustees, Administrative Officers, and certain other employees of the College designated by the President shall be subject to and obligated to abide by any conflict of interest policy adopted from time to time by the Board of Trustees.
- Section 11.7 Loans to Trustees Prohibited. No loans shall be made by the College to any of its Trustees. Any Trustee who assents to or participates in the making of such a loan shall be liable to the College for the amount of the loan until it is repaid.
- Section 11.8 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.
- Section 11.9 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.
- Section 11.10 Governing Law. These bylaws shall be construed and enforced under, and in accordance with, and be governed by, the laws of the State of Colorado.

END

APPENDIX I RECORD OF AMENDMENTS

June 2023, as amended
March 2021, as amended
April 2020, as amended
April 2019, as amended
June 2015, as amended
August 2014, as amended
July 2011, as amended
September 2008, as amended