

## RESTATED

### BY-LAWS OF ST. NORBERT COLLEGE, INC.

#### ARTICLE I OBJECTIVES AND PURPOSES

Section 1. Precepts. St. Norbert College, Inc. (“Corporation”) shall exist and function pursuant to the precepts of civil law, the norms of the Roman Catholic Church, and the philosophy of the Order of Canons Regular of Premontre. The Corporation shall be managed and directed according to the doctrines, disciplines, laws and rules and regulations of the Roman Catholic Church.

Section 2. Purposes. The purposes of the Corporation shall be the operation and management of the affairs, property, business and activities of St. Norbert College and as such shall be duly benevolent, beneficial, educational, charitable, religious or scientific. Its operation shall be conducted within the context of the theology, philosophy, other teachings and doctrines of the Roman Catholic Church, and shall be in compliance with the objectives and philosophy of the Order of Canons Regular of Premontre, a religious order of the Roman Catholic Church. Within these stated purposes, St. Norbert College shall be committed to the moral, personal and intellectual development of its students; the maintenance of an environment in which such development may take place; and the presentation of a value-oriented academic program and campus ministry which best utilizes the college’s human and financial resources.

#### ARTICLE II PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1. Name. The name of the Corporation shall be St. Norbert College, Inc. Its principal place of business is located at 100 Grant Street, De Pere Wisconsin 54115.

Section 2. Registered Office. The address of the registered office of the Corporation is 100 Grant Street, De Pere, Wisconsin, 54115.

#### ARTICLE III MEMBERSHIP

Section 1. Membership. The sole Member of this Corporation shall be the nonprofit corporation organized and existing pursuant to the laws of Wisconsin under the name The Premonstratensian Fathers, which Member shall act through its appropriate officers and directors, pursuant to its articles of incorporation and by-laws.

Section 2. Powers, Duties and Rights. The business and property of St. Norbert College, Inc., shall be under the jurisdiction and control of its membership, except where delegated to the Board of Trustees. The determination of the scope of any powers set forth as reserved to the Member shall be determined by the Member alone, and in all

events. The powers, duties and rights reserved to the Member shall be, but not limited to, the following:

- a). To assure that the philosophy and mission of St. Norbert College Inc., is in agreement with the philosophy of the Order of Canons Regular of Premontre and the Roman Catholic Church, and to do any and all things deemed necessary by the Member to implement this assurance. In this light, the Member specifically makes reference to the Mission Statement and Core Values of St. Norbert College attached hereto and made a part of this section as if set forth in full herein.
- b). To make the final decision upon recommendation of the Board of Trustees on alienation, encumbrance, or disposition of real property or real property improvements (including fixtures), whenever such proposed alienation involves land or buildings of the College campus or utilized for College purposes and whenever such transaction involves a value of over \$1,000,000.00.
- c). To make the final decision upon recommendation of the Board of Trustees on alienation, encumbrance, or disposition of real property improvements (including fixtures), whenever such assets are held for investment or pursuant to donations for other than direct educational use and whenever such transaction involves a value of over \$1,000,000.00.
- d). To consult with and to approve or withhold approval of proposed appointments to the Board of Trustees as such proposals are submitted from time to time by the Board of Trustees.
- e). To remove members of the Board of Trustees, as deemed necessary by the Member.
- f). To approve the articles of incorporation and by-laws, and to make amendments to them, from time to time.
- g). To cause the dissolution of the Corporation.
- h). To designate appropriate accounting systems and audits for the Corporation.
- i). To provide insurance and to designate legal counsel, as part of its overall corporate pattern.
- j). To consider and approve the annual operating and capital expenditure budget for the Corporation, provided, however, that the trustees shall submit such budgets to the Member at least two weeks prior to the starting date of the budget period. Until the trustees are advised by the Member as

to the action of the Member in reference to a budget, the trustees may operate on the assumption that said budget has been approved, and any action taken by the trustees in reliance thereupon shall be deemed ratified by the Member. The Member, however, may request modifications of a budget during the term of the budget year, as such budget affects the remainder of the said budget year.

- k). To authorize all financial obligations maturing more than one year from the date of their creation, and to authorize all financial obligations maturing less than one year from the date of their creation which are in excess of \$2,000,000.00. This reservation shall not apply to equipment leases involving a total financial commitment of less than \$1,000,000.00.
- l). To approve the selection and removal by the Board of Trustees of the President of the College.

Section 3. Meetings. The annual meeting for action by the Member shall be held during the month of June each year. The date, time and place for said annual meeting shall be determined by the Member.

Special meetings of the Member may be held at such times and places as may be provided pursuant to the by-laws of the Member.

Section 4. Place of Meetings. Meetings, whether regular or special, may be held within or without the State of Wisconsin.

Section 5. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Member may be taken without a meeting if consent in writing, setting forth the action to be taken, and filed with the records of the Corporation, shall be signed by the President or Vice-President of the Premonstratensian Fathers, as the action of the Member, duly undertaken pursuant to its articles and by-laws.

#### ARTICLE IV BOARD OF TRUSTEES

Section 1. General Powers. Except as to authority reserved to the Member, the Board of Trustees shall constitute the policy-making body of the Corporation, shall have and exercise the corporate powers prescribed to a Board of Directors by law, and shall have and may exercise all of the following powers of the Corporation, together with all other powers necessary or beneficial in discharging such delegated responsibility to be exercised in a manner consistent with the College's mission:

- a). To define the Corporation's policies, goals and objectives.

- b). To establish such committees and reporting criteria as may be needed for the proper operation of the Corporation and the achievement of its goals.
- c). To recommend to the Member, and to adopt subject to the approval of the Member, the annual operating and capital expenditure budgets for the Corporation.
- d). To provide for adequate financing and operations by insuring sufficient revenues, and by enforcing businesslike controls over expenditures.
- e). To oversee the budget of the College and establish policy guidelines for the endowment and for all investments and major fund-raising efforts.
- f). To adopt a long-range strategic plan for the orderly development of the Corporation's programs and services.
- g). To approve the officers of the Corporation, other than the President, as provided by Article VI.
- h). To establish compensation for, designate the duties of, and evaluate the President of the Corporation.
- i). To seek candidates for positions on the Board of Trustees, and after approval by the Governance Committee, to submit said candidates for approval to the Member before such candidates are appointed. Upon receiving such approval, to appoint members of the Board of Trustees.
- j). To implement accounting systems and audits for the Corporation as directed by the Member; to authorize and implement additional accounting systems or audits as deemed necessary by the Board of Trustees.
- k). To select, evaluate, continue or remove the President of the College, in consultation with the Member or its designee, subject to the ultimate approval of the Member.
- l). To grant degrees.
- m). To approve or disapprove of the President's selections of vice presidents.
- n). To enact rules and regulations pertaining to the faculty, student life, curriculum and the establishment or discontinuance of majors or academic programs as the Board may from time to time determine.
- o). To seek, accept, or refuse conditional gifts, grants, subscriptions and bequests made to the College.
- p). To elect, evaluate, continue or remove the Chair of the Board of Trustees.

- q). To determine and periodically review the goals and objectives and the mission of the College, and consistent with said goals and objectives to establish, review and approve changes in the educational programs of the College.
- r). To establish procedures regarding appointment, promotion, tenure, sabbatical and other leaves, phased retirement and designation of Professor Emerita or Professor Emeritus and dismissal of faculty members. To approve or disapprove promotion and tenure.
- s). To authorize any changes in tuition and fees within the College.

Section 2. Number and Tenure. The Board shall be comprised of not less than five (5), nor more than forty-five (45) members. Not less than twenty (20%) percent nor more than thirty (30%) percent shall be members of the Norbertine Order, unless such provision would result in fewer than three (3) members of the Norbertine Order. There shall always be at least three (3) trustees who are members of the Norbertine Order. Beginning in 2013, trustees' terms shall be four (4) years, with a maximum of three (3) consecutive terms. Notwithstanding the foregoing to the contrary, trustees may be elected to a term of less than four (4) years. Trustees elected before 2002 are not subject to term limits.

Trustees who were initially elected to a five-year term prior to June 30, 2013 are subject to a limit of two five-year terms (the "10-Year Trustee"). Notwithstanding the foregoing to the contrary, a 10-Year Trustee may elect to continue to serve as a Trustee for an additional two years, upon completion of such Trustee's second five-year term.

If a member of the Board of Trustees is elected as an officer of the Corporation, his or her tenure on the Board shall be extended to a period co-extensive with the term of such office, notwithstanding the definition of tenure set forth above.

Notwithstanding anything herein to the contrary, upon the recommendation of the Chairman of the Board of Trustees, the Member may appoint an individual to serve on the Board of Trustees. Such appointed trustee shall serve for a term of one (1) year. No more than two individuals may serve one (1) year Board of Trustee appointments during any fiscal year.

The immediate past President of the St. Norbert College International Alumni Board shall serve as an ex officio member of the Board of Trustees.

Section 3. Methods of Appointment; Vacancies; Removal. The Governance Committee of the Board of Trustees shall recommend candidates for appointment to the Board of Trustees to the Member, which shall approve said candidates, or disapprove same, after which a majority of the Board of Trustees present at a meeting of the Board may appoint approved members to the Board. This procedure shall also be utilized for

removal of Board members. Vacancies shall be filled in the same manner as original appointments are made. Appointments of Norbertine members to the Board shall abide and follow the “Book of Customs” of St. Norbert Abbey. Students, faculty members, and administrative officers of the College shall not serve as trustees. Any member of the Board of Trustees, except members of the Norbertine Order, may be removed from office by the Board of Trustees, for cause, or as provided in the powers reserved to the Member. If the Board of Trustees wishes to remove a member, two-thirds (2/3) affirmative vote of the trustees in office for recommendation of removal shall be made to the Member, which shall act upon said vote.

Section 4. Meetings. There shall be at least three regular meetings of the Board of Trustees annually, which shall be held in the winter, spring and fall on such date and place as may be designated by the Chair of the Board. The annual meeting of the Board shall be the spring meeting each year.

Special meetings may be held at the call of any two (2) of the Chair, the Vice-Chair and the President; and it shall be the duty of the Chair or the Secretary to call such special meetings on the request of ten (10) trustees, setting forth the objects of the meeting.

Section 5. Notice of Meetings. Written or electronic notice of all meetings of the Board of Trustees shall be sent by the Secretary to each trustee at least five (5) days before the date of the meeting. In case of special meetings, the notice shall state the purposes of the meeting, and no business shall be transacted at such meeting that does not relate to the purposes stated.

Section 6. Waiver of Notice. Whenever notice is required to be given under provisions of the statutes or of the articles of incorporation or of these by-laws, a waiver in writing signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at any meeting by a trustee shall be conclusively deemed a waiver of notice of that meeting unless objection is made at the outset of such meeting to the failure to give proper notice.

Section 7. Quorum. A majority of the trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the trustees present and voting at the duly called meeting of the Board or any committee shall be the act of the Board of Trustees or that committee, except as may be provided by statute or by the articles of incorporation, or by these by-laws.

Section 8. Action Without Formal Meeting. Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting. A written consent setting forth the actions so taken and signed by two-thirds or more of the members of the Board or by all of the members a committee, as the case may be, must be filed with the minutes of the proceedings of the Board or the

committee. When the resolution has been adopted, all trustees or committee members, including those that did not vote, shall be notified of the approval.

Section 9. Meetings by Electronic Means of Communication. To the extent provided in these bylaws, the Board of Trustees, or any committee of the Board, may, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating trustees or committee members may simultaneously hear each other's communication during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating member, and each participating member is able to immediately communicate messages to all other participating members.

## ARTICLE V TRUSTEES EMERITI

Upon recommendation of the Governance Committee, a trustee who has served with exceptional distinction may be elected by a majority of the Board of Trustees for emeritus status. Emeritus status shall recognize exemplary service to St. Norbert College as a trustee. Exemplary service shall include full active participation at board meetings, involvement outside of regular board duties, consistent financial support, service in a leadership position as a committee or board chair, and anticipated ongoing interest in the success of the College after completing board service. A Trustee Emeritus shall not be counted as a member of the Board of Trustees for any purpose.

## ARTICLE VI OFFICERS OF THE CORPORATION

Section 1. Number. The officers of the College shall be the Chair, Vice-Chair, Secretary and Treasurer of the Board of Trustees, and the President. The Chair shall serve for a term of four (4) years or until his or her successor is elected and qualified. The Vice-Chair, Secretary and Treasurer shall serve for a term of one (1) year or until his or her successor is elected and qualified. The President shall serve such term as may be determined by the Board of Trustees at the time of his or her election. Unless a vacancy occurs at another time, elections of the Chair, Vice-Chair, Secretary and Treasurer shall be held at the annual meeting of the Board. In the event of a vacancy in the offices of both Chair and Vice-Chair, the Chair of the Governance Committee shall serve as interim Chair, until a Chair of the Board of Trustees is elected by the Board. A vacancy in any office may be filled at any time. One or more vice-presidents shall be appointed by the President with the approval of the Board of Trustees.

Section 2. Chair, Vice-Chair and other Officers. The Chair and Vice-Chair shall be members of the Board of Trustees. The President shall be ex officio, a member of the Board without power to vote and shall not be counted as a member of the Board or any committee for the purposes of determining a quorum. The other officers of the College

shall not be members of the Board of Trustees. If necessary, the terms of the Chair and Vice-Chair will be extended upon assuming their positions, so that the end of their Board term coincides with the end of their term as Chair or Vice-Chair. Thus their tenure on the Board of Trustees will end when their position as Chair, or Vice-Chair, has been completed.

Section 3. Additional Officers. The Board may approve the appointment of other officers (such as an assistant treasurer or an assistant secretary) upon recommendation of the President as it deems necessary. Such officers shall hold office at the discretion of the Board of Trustees and shall be subject to removal by affirmative vote of a majority of the entire membership of the Board of Trustees.

Section 4. Vacancy in Office of President. In the event of a vacancy in the office of the President, the Board shall appoint a special presidential search committee to submit nominations for candidates to the office pursuant to the standing board policy which is separate from these by-laws.

## ARTICLE VII POWERS AND DUTIES OF THE CHAIR AND VICE-CHAIR OF THE BOARD OF TRUSTEES

The Chair shall preside at all meetings of the Board of Trustees, shall have a right to vote on all questions, shall appoint members to all committees and shall have such other powers and duties as the Board from time to time may prescribe. In the absence of the Chair, the Vice-Chair shall perform the duties of the office of the Chair and have such other powers and duties as the Board may from time to time prescribe.

## ARTICLE VIII DUTIES OF THE PRESIDENT OF THE COLLEGE

The President of the College shall be the chief executive officer of the College and the official adviser to and executive agent of the Board of Trustees and its executive committee. The President shall, as educational administrative leader of the College, exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibilities. Furthermore, the President shall have power, on behalf of the trustees, to perform all acts and execute all documents to make effective the actions of the Board or its executive committee, and except as otherwise provided in these by-laws, shall be ex officio, a member of all committees of the Board without power to vote. The authority and duties of the President shall include, but shall not be limited to, the following:

- a). To direct the execution of all policies established by the Board of Trustees. This shall include, but not be limited to, fiscal and educational programs,



contractual activities, planning, negotiations, investigations and the maintenance of broad contracts and relationships with governmental and private agencies, to the extent consistent with furthering the objectives, policies and programs of the College.

- b). To develop and submit to the Board of Trustees for their approval a plan of corporate structure and organization for the officers and personnel of the Corporation.
- c). To present to the Board of Trustees and the Executive Committee periodic reports on the spiritual and educational affairs of the College and the financial activities of the Corporation, together with the preparation of such other special reports or information as may be required or requested by the Board of Trustees or one of its committees.
- d). To oversee the selection, employment, control, evaluation, continuation and discharge of employees, including the appointment of the delegation of duties to officers, agents and employees. The appointment of the vice-presidents and other members of the President's Cabinet shall be subject to approval by the Board of Trustees.
- e). To administer the maintenance of physical properties and other assets of the Corporation in a good state of repair and operating condition.
- f). To supervise the business affairs of the Corporation to insure that revenues are collected and received and thereafter expended to the best possible advantage and in the best interests of the Corporation.
- g). To cooperate with and act as a liaison with committees designated by the Board of Trustees, with other persons, agencies or entities having contact with the College, and with the public at large.
- h). To attend in person all meetings of the Board of Trustees and attend in person or through such officers, agents or employees as he may delegate or designate, all meetings of the committees appointed by the Board.
- i). To perform any and all duties or responsibilities as may be necessary or appropriate and in the best interest of furthering the objectives of the Corporation.
- j). To submit all proposed building plans and fund raising programs to the Board of Trustees.

ARTICLE IX  
POWERS AND DUTIES OF THE VICE-PRESIDENTS

Each vice-president shall have such powers and shall perform such duties as may be assigned by the President with approval of the Board of Trustees. In case of the death, absence, disability or inability of the President to carry out the duties of the President, the duties of that office shall be performed by the academic vice president, or (in the absence of the academic vice president) by the most senior vice-president available, which shall be the vice-president with the greatest length of service to the College. Such Vice-President shall assume the duties and responsibilities of the President until the Board of Trustees appoints an interim President.

ARTICLE X  
POWERS AND DUTIES OF THE SECRETARY

The Secretary shall have the custody of the Seal of the College and shall attest to and affix said Seal to such documents as required in the business of College, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts of resolutions, certificates, minutes, and by-laws issued pursuant to the authority of the College. 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. Furthermore, the Secretary shall keep or cause to be kept a record of the minutes of all meetings of the Board of Trustees and each of its committees.

ARTICLE XI  
POWERS AND DUTIES OF THE TREASURER

The Treasurer shall be responsible for carrying out the mandates of the Board of Trustees and its finance committee in overseeing 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 Corporation. The Treasurer shall assure that all books and accounts are accurately kept, and furthermore, shall present a full and detailed financial statement properly audited by an independent certified accountant, to the Board at its fall meeting and, if requested, at any other meeting of the Board of Trustees or any meeting of its finance or executive committees. The Treasurer shall cooperate with the member in establishing accounting procedures designed to cause this Corporation to coordinate its accounting and audit procedures with those of the member and its other affiliates.

The Treasurer shall monitor and manage the investments of the college corporation, including all funds and endowments, as recommended by the investment committee, and approved by the Board of Trustees. In addition, the Treasurer may be required to furnish a bond for the faithful performance and discharge of these duties, as

may be directed by the Board or required by state statute. The Treasurer shall be an ex officio member of the finance, and audit committees.

## ARTICLE XII COMMITTEES

Section 1. Special or Ad Hoc Committees. There may be such special or ad hoc committees as the Board of Trustees may from time to time establish for the discharge of particular duties. All Committees shall report regularly to the Board of Trustees.

Section 2. Committee Membership. There shall be an executive committee and the standing committees as specified in this article. Members of standing committees shall be appointed by the Chair annually, at or following the annual meeting of the Board of Trustees. Except as provided in these by-laws, the Chair of the Board and the President of the College shall be ex officio members of all standing committees, and each standing committee shall include at least three additional trustees. Except as the Board by resolution may otherwise provide, no Board member shall serve as Chair of the same committee for more than four (4) consecutive years. Except as otherwise provided in this article, additional members, including persons who are not on the Board of Trustees, may be appointed. The Chair of each standing committee and a majority of its members shall be trustees.

Section 3. Discontinuance of Committee. The Board of Trustees may at any time discontinue any of its standing committees for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by another committee of the Board.

Section 4. Committee Liaisons. The Chair of any committee, with the consent of the Chair of the Board, may request the President of the College to appoint an officer of the College or a member of the administrative staff to serve as a liaison between the committee and the office of the President, and the President shall designate such a person to perform that service. Such liaison person shall assist the committee in carrying out its duties.

Section 5. Committee Meetings. Except as otherwise provided in this article, all standing committees shall meet at least three (3) times annually.

Section 6. Executive Committee.

- a). The Executive Committee shall have a minimum of nine (9) members, all of whom shall be trustees. Three (3) members shall be members of the Norbertine Order. All committee chairs shall be members of the Executive Committee by virtue of the office. Trustees who are not currently serving as committee chairs can be added to the membership of the Executive

Committee at the discretion of the Board Chair and the College's President. The past Board Chair may serve as a voting member of the Executive Committee for two years after his or her tenure as Chair has ended. If fewer than three (3) members of the Norbertine Order are serving as committee chairs, the Member shall appoint one or more members of the Norbertine Order to increase the number of Executive Committee members from the Norbertine Order to three (3).

The Chair of the Board of Trustees shall be the Chair of the Executive Committee. The President shall be an ex officio member of the Executive Committee without power to vote and shall not be counted as a member of that committee for the purpose of determining a quorum.

- b). 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, it may not take any action inconsistent with a prior act of the Board of Trustees, approve the operating budget, award degrees, remove or appoint the President of the College, or any member of the Board of Trustees, or take any action which has been reserved for the Board to the exclusion of the Executive Committee.
- c). The Executive Committee shall meet periodically as dictated by business matters of the College which require Committee approval.
- d). A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.
- e). Minutes of the meetings of the Executive Committee shall be taken and shall be distributed promptly to each member of the Board following such Executive Committee meeting.

Section 7. Academic Committee. The Academic Committee shall have a minimum of five (5) members. It shall, in cooperation with the President, study and appraise the quality of the academic program, recommend the establishment or the disestablishment of all transcriptable academic programs, measure the program relative to other comparable institutions in terms of teaching load, class size, student-faculty ratios, instructional expenditures, research and other relevant factors; formulate desirable short and long-range enrollment goals; advise the financial committee on the specifications and requirements for financing the academic program; and make such reports and recommendations to the Board of Trustees relative to the foregoing as may be required. The committee shall also review matters affecting the faculty of the College, including those affecting the academic program, including salary, pension, tenure, promotion to full professor, sabbatical and other leaves, phased retirement, and designation of Professor Emerita or Professor Emeritus, and other personnel policies. The academic vice

president of the College shall be an ex officio member of the Committee, without power to vote.

Section 8. Student Affairs Committee. The Student Affairs Committee shall have a minimum of five (5) members. It shall review matters affecting all aspects of student life of the College, other than those relating to the academic program, including residential policies, health and wellness. The Vice President of Student Affairs shall be an ex officio member of the Committee, without power to vote.

Section 9. Finance Committee. The Finance Committee shall have a minimum of five (5) members. It shall review annual operating and capital budgets prepared and presented under the direction of the President and make recommendations with respect to the Board of Trustees. It shall review major financial transactions not provided for in the budget and submit proposed variances with recommendations to the Board of Trustees or the acting committees. It shall also approve and review financial aid strategies, and review the administration of the College's financial aid resources. The Committee will review and analyze maintenance and operations policy, recommend improvements, review and recommend approval of plans and cost estimates for new facilities and make recommendations to the Board of Trustees. The Committee shall review the administration of the investments of the College. The Committee shall also review the investment policy guidelines and recommend revisions to the Board of Trustees as needed. The Committee shall review the recommendations of the administration to employ investment counsel or to retain an investment manager or managers who shall operate within the policy. The Vice President of Business and Finance of the College shall be an ex officio member of the Finance Committee, without power to vote.

Section 10. Advancement Committee. The Advancement Committee shall have a minimum of five (5) members. It shall review and recommend fund raising which is necessary to enable the College to carry out its purpose and shall oversee Alumni and Parent Relations. The Vice President of College Advancement shall be an ex officio member of the Advancement Committee, without power to vote.

Section 11. Committee on Enrollment Management and Communications. The Committee on Enrollment Management and Communications shall have a minimum of five (5) members. It shall oversee the areas of communications, marketing, admissions, financial aid, and retention. The Vice President of Enrollment Management and Communications shall be an ex officio member of the Committee on Enrollment Management and Communications, without power to vote.

Section 12. Governance Committee. The Governance Committee shall have a minimum of five (5) members. This standing committee is charged with maintaining an active candidate list and it shall present candidates to be recommended as trustees to the Member and thereafter to be elected by the Board. The committee shall be responsible for: (i) preparing annually a slate of officers, namely: Chair, Vice-Chair, Secretary and

Treasurer as vacancies occur; (ii) monitoring the best practices in higher education governance; (iii) creating and carrying out a program of orientation for new trustees and a program of continuing education for all trustees concerning critical issues in higher education; (iv) assessing the performance of the Board and Trustee; (v) recommending honorary degree candidates; and (vi) periodically reviewing and ensuring compliance with these By-laws and other Board policies. The President and the Secretary will be ex officio members of the committee without the power to vote.

Section 13. Mission and Heritage Committee. The Mission and Heritage Committee shall have a minimum of five (5) members. It shall oversee the areas of Office of Mission and Heritage, Emmaus Center for Spiritual Life, Community Engagement, Center for Norbertine Studies, and St. Norbert College Parish. It shall monitor the Mission and Heritage of the College. The Special Assistant to the President for Mission Integration shall be an ex officio member of the committee without power to vote.

Section 14. Risk Management and Information Technology Committee. The Risk Management and Information Technology Committee will have a minimum of five (5) members. The Committee will oversee the Information Technology Services area of the College, ensuring that technology is deployed strategically to enhance teaching, learning, and scholarship, with a focus on reliability and security. In addition, the Committee is responsible for developing and maintaining an Enterprise Risk Management Plan that covers potential risks to the institution, including emergency preparedness, operational, regulatory, compliance, reputational and insurance risk assessment. The Vice President and CIO will be an ex officio member of the Committee without power to vote.

Section 15. Audit Committee. The Audit Committee shall have a minimum of three (3) members. It will annually appraise the financial control and accounting systems of the College and recommend any changes it deems appropriate. It shall recommend the designation of an independent auditor each year if it so chooses, in addition to the auditor chosen by the Member. It shall cause to be prepared and submitted to the Board of Trustees at least once a year, an audited statement of the financial condition of the College as of the close of the fiscal year, and the receipts and expenditures for each year either from the audit of the independent auditor or of the Member's auditor. The Committee may request any designated independent auditor, or any officer or employee of the College to appear before it to report on the financial condition of the College and answer any questions the Committee may have. The Vice President of Business and Finance shall be an ex officio member of the Committee without power to vote. The chair of the Committee shall not be a member of the Finance Committee.

ARTICLE XIII  
INDEMNIFICATION

Each trustee and officer of the College shall be indemnified against all expenses actually and necessarily incurred by such trustee or officer in connection with the defense of any action, suit, or proceeding in which he or she has been made a party by reason of being or having been such trustee or officer, except in relation to matters as to which such trustee or officer shall be adjudicated in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

ARTICLE XIV  
CONFLICTS OF INTEREST

A trustee shall be considered to have a conflict of interest if:

- a). Such trustee has existing or potential financial or other interest which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the College, or
- b). Such trustee is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parent, siblings, children and any other relative if the latter reside in the same household as the trustee), or any organization in which such trustee (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. All trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No trustee shall vote on any matter, under consideration at a Board or committee meeting in which such trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the trustee having a conflict of interest abstained from voting. Any trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the questions by a majority vote.

ARTICLE XV  
DISCRIMINATION PROHIBITED

In administering its affairs, the College shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, age or handicap.

ARTICLE XVI  
FISCAL YEAR

The fiscal year of the Corporation shall begin on 1<sup>st</sup> day of June, and end on the 31<sup>st</sup> day of May in each calendar year.

ARTICLE XVII  
REVIEW AND REVISION OF BY-LAWS

The Governance Committee shall review these by-laws annually and shall recommend desirable changes to the Board of Trustees and the Member. The Member wishes to have these by-laws kept current, and to have them provide an adequate and functional framework for the operation of St. Norbert College, Inc.

ARTICLE XVIII  
SEAL

The Board of Trustees shall provide a corporate seal upon which the name of the Corporation shall be embossed. The Secretary of the Corporation shall be in charge of the Seal and shall use the same by causing the Seal to be impressed or affixed or in any other manner reproduced in these by-laws or as may from time to time be directed by the Board of Trustees.

ARTICLE XIX  
AMENDMENTS

These by-laws may be altered, amended or repealed, and new by-laws may be adopted by action of the Member.

Adopted by Board – February 2021 and May 2021

Approved by Member – April 2021

Last By-Law Review:

Governance Committee – May 2021

Last Report to Member – February 2021