The board approved amendments to the bylaws on Saturday, November 7, 2026. Please contact the Office of the Trustees for more information. An updated version will be posted.

BYLAWS OF TRUSTEES OF TUFTS COLLEGE

Amended by the Board of Trustees on November 4, 2023

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BYLAWS OF TRUSTEES OF TUFTS COLLEGE

Article I

THE CORPORATION

1.1 The legal corporate name of the Corporation is TRUSTEES OF TUFTS COLLEGE, under which name the management and execution of its business affairs are conducted. The name TUFTS UNIVERSITY is to be employed when referring to the institution in its entirety and inclusive of its undergraduate, graduate and professional schools and other activities of the institution as a whole.

Article II

THE TRUSTEES

2.1 AUTHORITY, RESPONSIBILITY AND NUMBER.

2.1.1.1 AUTHORITY AND RESPONSIBILITY. The Board of Trustees shall have the authority to carry out all lawful functions that are permitted by these Bylaws or by the Restated Articles of Organization. This authority shall include but shall not be limited to the following: (a) periodically review and approve the University's mission and purposes; (b) appoint the President who shall be the University's chief executive officer, and set appropriate conditions of employment, including compensation; (c) establish the conditions of employment of other key institutional officers; (d) support the President and assess his or her performance; (e) review and approve proposed major changes in the University's academic programs and other major enterprises consistent with the University's mission, plans and financial resources; (f) approve institutional policies bearing on faculty appointment, promotion, tenure and dismissal; (g) approve the annual budget and annual tuition/fees; (h) regularly monitor the University's financial condition, and establish policy guidelines affecting all institutional assets including investments and the physical plant; (i) contribute financially to the University's fundraising goals and participate actively in strategies to secure sources of support; (j) approve all earned and honorary degrees; (k) periodically undertake or authorize assessments of the Board's performance.

2.1.1.2 The Board of Trustees may delegate any of its authority or responsibility to any committee established by Article V, subject to the provisions of these Bylaws.

2.1.2 NUMBER. The Board of Trustees shall consist of no fewer than twenty-eight nor more than forty-one members.

2.2 CLASSES. The members of the Board shall be classified as follows:

2.2.1 CHARTER TRUSTEES. Up to thirty (30) in number, to be elected by the Board to serve for terms of five years that expire at the annual meeting of the Board. At any election of Trustees, there may be elected up to the maximum number of Charter Trustees permitted under the foregoing provision.

2.2.2 ALUMNI TRUSTEES. Up to ten (10) in number, to be elected by and from the alumni, to serve for terms of five years, such service to begin with the annual meeting of the Board of Trustees following the election. The term "alumni" as used in this Article II shall be deemed to include (a) each person who has received a degree from the University or from the Eliot-Pearson School or the Boston School of Occupational Therapy prior to the affiliation of said schools with the University and (b) each non degree- holding former student of the University who has pursued an approved course of study in the University for at least one academic year, provided that the prescribed period for completion of said course of study shall have passed.

2.2.3 TRUSTEE EX OFFICIO. The President of the University during such President's term of office shall serve *ex officio* with full voting rights.

2.3 ELECTION OF CHARTER TRUSTEES.

2.3.1 The Charter Trustees shall be elected by majority vote of the members of the Board of Trustees present and voting. Their election need not be by ballot but may be by ballot if requested by three or more Trustees present. If the election is by ballot, it shall be conducted in accordance with the following provisions. On the first ballot each Trustee voting shall enter on the ballot the name of no more than two nominees (or one if only one Charter Trustee of the class is to be elected) for election as Charter Trustees of the particular class and the name of any nominee no more than once on any ballot, and shall submit the ballot to one of the tellers appointed by the Chair. The tellers will tally and report to the Chair the total number of ballots cast and the number of votes cast for each nominee. A nominee receiving votes equal to or exceeding in number a majority of the ballots cast shall be declared elected. If no nominee, or only one nominee is elected, succeeding ballots shall be taken in the same manner as the first, except that voting shall be for only one nominee if the first ballot resulted in the election of one member. On the second and succeeding ballots, the nominee having the smallest number of votes in the next preceding ballot shall be excluded from consideration.

2.3.2 The Board of Trustees may by majority vote designate one or more persons as alternates to a person elected to the office of Charter Trustee, and in the event that the person so elected shall decline to accept his or her election, the first of such alternates in the order designated by the Board who is willing to act in such office shall, upon his or her acceptance thereof, be deemed to be elected to said office. Voting with respect to the designation of such alternates shall be conducted in a manner similar to that provided in section 2.3.1 for the election of Charter Trustees.

2.3.3 Any Charter Trustee who has served a ten- year term or consecutive terms totaling ten or more years shall not be eligible for reelection for a term commencing earlier than a year after the completion of such years of service. This subsection shall not apply in the case of a Chair or Vice Chairs in office, provided, however, that they shall only be eligible for reelection on a year-to-year basis. There shall be no more than three Vice Chairs in office. This subsection shall not apply in the case of a chair or co-chair of an ongoing major capital campaign in office, provided, however, that they shall only be eligible for reelection on a year-to-year basis.

2.3.4 Any vacancy in the office of Charter Trustee may be filled by vote of the Board at any annual, regular or special meeting of the Board.

2.4 ELECTION OF ALUMNI TRUSTEES. Alumni Trustees shall be elected by the alumni, such election to be conducted in accordance with rules and procedures adopted by the Alumni Council as the governing board of the Tufts University Alumni Association, Inc. and approved by the Board. Any vacancy in the office of Alumni Trustee shall be filled for the unexpired term by an election by the alumni conducted as aforesaid, provided, however, that if such vacancy occurs within one year prior to the expiration of the term, it need not be filled prior to such expiration.

2.5 TRUSTEES EMERITI.

2.5.1 Any Charter or Alumni Trustee may be elected by the Board as a Trustee Emeritus, subject to the following conditions: (a) not more than six years have elapsed since the expiration of his/her term or resignation; (b) he/she served as a Trustee for at least five years; and (c) he/she is nominated by the Executive Committee.

2.5.2 Each year the Executive Committee will consider those persons who meet the requirements of 2.5.1 (a) and (b). The Executive Committee will nominate those who, in its opinion, provided leadership and service to the University above and beyond that normally expected of a Trustee.

2.5.3 Trustees Emeriti shall be entitled to receive notice of each meeting of the Board and may attend and participate with the Trustees in the meetings of the Board and at public academic occasions, but shall not be members of the Board. They shall not be counted in determining the number of Trustees required to constitute a quorum or in determining the presence of a quorum and they shall not have the privilege of voting at Board meetings. They may serve, if duly elected, on sub-committees of the Board as voting members where status as a Trustee is not required by these Bylaws.

2.6 RESIGNATIONS. Any Charter Trustee, Alumni Trustee or Trustee Emeritus may resign from the Board of Trustees by notice in writing to the Secretary.

2.7 REMOVAL. The Board, by a two-thirds vote of all its members after giving the Trustee at least thirty days' notice and an opportunity to be heard, shall have the power to remove any Charter or Alumni Trustee who shall be, in the judgment of the Board, disqualified for cause or permanently incapacitated from performing duties as Trustee.

2.8 DISQUALIFICATION OF STAFF. An acceptance of the office of Trustee by any person other than the President of the University shall be deemed a resignation from any paid office or position held on the educational or administrative staff in any of the departments of the University. Acceptance by a Trustee, other than the President, of any office or position on the educational or administrative staff in any of the departments of the University shall be deemed to be a resignation as a Trustee. For the purposes of this Section 2.8, an unpaid member of the clinical faculty of any of the Tufts professional schools may retain such position while serving as a Trustee.

Article III

THE OFFICERS OF THE CORPORATION

3.1 THE OFFICERS. The Officers of the Corporation shall be the Chair of the Board of Trustees, up to three Vice Chairs, the President of the University, the Treasurer, the Secretary, the Provost, the Executive Vice President, and other officers, including without limitation those having titles that include the words "President," "Vice President," "Treasurer" or "Secretary," as the Board may from time to time elect or appoint, all of whom shall be elected at the annual meeting of the Trustees and shall hold office for one year or until their successors shall be duly elected and qualified and each of whom shall serve at the will of the Board of Trustees.

3.1.1 VACANCIES. Any vacancy in any such office may be filled by the Executive Committee upon the recommendation of the President, and the person so elected to fill the vacancy shall hold office until the next annual meeting or until his or her successor shall be duly elected and qualified.

3.1.2 NEW POSITIONS. In the intervals between meetings of the Board of Trustees, the Executive Committee may, upon the recommendation of the President, create and fill any position having a title that includes the words "Vice President", "Treasurer", or "Secretary". The person so elected shall hold office until the next annual meeting or until his or her successor shall be duly elected and qualified, and serve at the will of the Board of Trustees.

3.1.3 SIGNATORY AUTHORITY. The President shall have power to sign in the name and on behalf of the Corporation all duly authorized contracts, deeds and other instruments, including acceptances of gifts, bequests and devises to the University. Any such instrument may also be signed in the name and on behalf of the Corporation by the Chair of the Board or any other person designated for that purpose by the Board of Trustees or the Executive Committee.

3.2 THE CHAIR. The Chair of the Board of Trustees shall preside at the meetings of the Board. In the absence or disability of the Chair, a Vice Chair shall perform the Chair's

duties.

3.3 THE PRESIDENT.

3.3.1 The President of the University shall be both the leader of the educational policy and the chief executive officer of the University; the President shall exercise such leadership and supervision of its administrative officers, teachers, students, agents and employees as will promote the efficiency of each department and of the University as a whole, and the President shall exercise a general superintendence over all of its concerns.

3.3.2 The President shall act as the ordinary medium of communication between the Trustees and the faculties, student body and alumni organizations.

3.3.3 The President shall make an annual report to the Trustees on the general condition of the University.

3.3.4 The President shall be responsible for the management of current operating revenues and expenditures in connection with the educational, purchasing and plant activities of the Corporation, have charge of collection of income, insurance and taxes relating to institutional real estate and be responsible for the preparation of the annual budget and the establishment of an adequate system of budget control.

3.3.5 The President shall preside on public academic occasions; the President shall be President of the several Faculties.

3.3.6 Subject to such regulations, specific or general, as may be adopted from time to time by the Executive Committee, the President shall accept and give receipts for all gifts, devises and bequests to the Corporation, provided, however, that where a gift, devise or bequest is subject to a condition, the President may not bind the Corporation with respect to such condition without the approval of the Board of Trustees or the Executive Committee, unless such condition is (a) that principal shall be retained and only income or capital increment be expended, or (b) that such gift, devise or bequest be held by the University as trustee of a charitable remainder unitrust or annuity trust as defined in the Internal Revenue Code now in force or hereafter amended. Subject to such regulations as aforesaid, the President shall be responsible for all matters of probate and other legal matters in connection with gifts, devises, bequests, trust and annuity contracts and shall have the power to assent to accounts and other matters of probate in which the Corporation has an interest and to take any other action deemed by such President to be necessary to protect the interests of the Corporation in connection therewith.

3.3.7 Subject to the direction of the Executive Committee, the President may delegate any or all of the President's duties and powers to other officers or agents of the Corporation. The President shall perform such other duties and exercise such other powers as may be designated by the Trustees or the Executive Committee, and the President must live on the University premises unless excused by the Board of Trustees.

3.4 THE PROVOST. The Provost of the University shall be responsible to the President for the academic administration of the University, and shall have such other duties as the Board of Trustees or the Executive Committee may from time to time designate. Unless otherwise directed by the Board of Trustees or the Executive Committee, the Provost shall, in the absence of or incapacity of the President, or in the event of a vacancy in the office of President, serve as Acting President and exercise the

powers and duties of the President.

3.5 THE EXECUTIVE VICE PRESIDENT. The Executive Vice President of the University shall be responsible to the President for the administration of University operations, and shall have such other duties as the Board of Trustees or the Executive Committee may from time to time designate.

3.6 VICE PRESIDENTS. Each of the Vice Presidents shall have such titles, powers and duties as the Board of Trustees, or the Executive Committee on the recommendation of the President, shall from time to time determine.

3.7 THE TREASURER.

3.7.1 Subject to the control and supervision of the Executive Vice President, the Treasurer shall be responsible for the custody of the funds of the Corporation, and shall have available such records with respect to the assets of said funds as shall permit prompt and efficient management thereof. The Treasurer shall have the responsibility for the investment of all available uninvested cash and all other non-investment assets of the Corporation and shall make available as required the funds called for in the budget. The Treasurer shall purchase, manage, sell or otherwise dispose of bonds, stocks, notes, real estate and other evidences of property comprising non-investment assets. The Treasurer shall have power to impress the corporate seal on all authorized documents requiring such seal.

3.7.2 The Treasurer shall have the authority, with approval of the Trustees and the Executive Vice President or of the Administration and Finance Committee and the Executive Vice President, to borrow for and on behalf of the Corporation and to sign in the name and on behalf of the Corporation agreements, notes and other instruments in connection therewith.

3.7.3 Persons whose titles include the word Treasurer shall discharge such duties as the Treasurer shall from time to time direct, and in the absence or incapacity of the Treasurer, any of them may discharge, by direction of the Executive Vice President, any or all duties of the Treasurer.

3.8 THE SECRETARY.

3.8.1 The Secretary shall be sworn to the faithful and impartial discharge of the duties of Secretary and shall record in books kept for the purpose all votes and proceedings of the Board of Trustees, the Executive Committee and the standing committees and Subcommittees. The Secretary shall give notice of meetings of the Board, the Executive Committee and the standing committees; the Secretary shall keep and file all documents belonging to the Corporation committed to his or her custody. The Secretary shall have custody of the corporate seal and with it shall impress documents requiring a seal and attest them when necessary and shall perform such other duties as shall from time to time be directed by the President, the Board of Trustees or the Executive Committee.

3.8.2 Assistant Secretaries shall perform such duties as the President, the Executive Committee or the Secretary shall direct and in the absence or disability of the Secretary one of the Assistant Secretaries may, by direction of the President or the

Executive Committee, discharge any or all of the duties of the Secretary.

Article IV

MEETINGS OF THE BOARD OF TRUSTEES

4.1 REGULAR MEETINGS. The Board of Trustees shall hold an annual meeting for the election of officers and committees and the transaction of other business in October or November in each year, and two other regular meetings shall be held in each year, one in January or February and one in May or June, each on such day and at such time and place as may from time to time be determined by the Board or, if not so determined, by the President.

4.2 SPECIAL MEETINGS. Special meetings may be held at any time and at any place upon the call of the President, the Chair of the Board, the Executive Committee or upon the written application to the Secretary or to any of the foregoing by at least five Trustees.

4.3 NOTICE OF MEETINGS. A written notice of every meeting of the Board of Trustees shall be given by the Secretary or an Assistant Secretary, or in case of the death, absence, incapacity or refusal of the Secretary and Assistant Secretary by any other officer. The notice shall state the time, place and general purposes of the meeting, and shall be mailed to the address of each Trustee at least seven (7) days before the meeting. No notice of the time, place or purpose of any meeting shall be required if every Trustee who does not attend such meeting signs a written waiver of notice which is filed with the records of the meeting.

4.4 QUORUM. One-third of the Trustees then in office shall constitute a quorum at any meeting of the Board of Trustees, but a smaller number shall have power to adjourn from time to time.

4.5 SPECIAL ACTION. Any action required or permitted to be taken at a n y meeting of the Board of Trustees may be taken without a meeting if all the Trustees entitled to vote at such a meeting consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Trustees. A fax or email received by the Secretary of the Corporation shall be deemed valid exercise of written consent. Such consents shall be treated for all purposes as a vote at a meeting.

4.6 MEETINGS BY CONFERENCE TELEPHONE. The Trustees or the members of any committee may participate in a meeting of the Trustees or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Article V

COMMITTEES AND BOARDS OF ADVISORS

5.1 EXECUTIVE COMMITTEE.

5.1.1 There shall be an Executive Committee of not less than six nor more than ten Trustees, including the Chair of the Board of Trustees, the Vice Chairs, the President of the University and such other Trustees as shall be appointed at each annual meeting of the Board of Trustees by the Chair of the Board of Trustees, subject to ratification by vote of the Board of Trustees. The members of the Executive Committee shall serve for one year or until their successors shall be duly appointed. The number of Trustees to be appointed to the Executive Committee shall be fixed by the Board of Trustees at any annual meeting and when so fixed, shall continue until changed at a subsequent annual meeting. A majority of the number of Trustees so fixed as constituting the Executive Committee shall constitute a quorum and the committee shall adopt such rules for the conduct of its business as it shall deem advisable.

5.1.2 In the intervals between meetings of the Board of Trustees, the Executive Committee shall have and exercise the authority of the Board in the management and execution of the affairs of the Corporation in all matters except those with respect to which authority is given in these Bylaws to the Administration and Finance Committee and except those which pursuant to law or Sections 2.2.1, 2.3, 2.7, 5.6.4, 11.1 and 13.1 of these Bylaws require the vote of the Board of Trustees.

5.1.3 The Executive Committee shall have general oversight of the human resources policies of the University. The Executive Committee shall vote on behalf of the University all shares of capital stock owned by the University in subsidiary corporations of the University for the election of such persons as Directors of these corporations as the Executive Committee shall determine after receiving and considering the recommendations of the President of the University with respect thereto.

5.2 STANDING COMMITTEES AND SUBCOMMITTEES. There shall be seven standing committees as follows:

Administration and Finance Committee
Committee for University Advancement
Academic Affairs Committee
Committee on Trusteeship
Honorary Degree Committee
Compensation Committee
Audit, Risk and Compliance Committee

The Administration and Finance Committee shall have two standing subcommittees:
Investment Subcommittee
Buildings and Grounds Subcommittee

The Academic Affairs Committee shall have one standing subcommittee:
Student Affairs Subcommittee

5.2.1 Each standing committee and subcommittee shall be chaired by a Trustee, and shall consist of such number of Trustees, no fewer than three, including a Chair of such committee or subcommittee and excluding *ex officio* members, as shall be determined from time to time by the Board of Trustees, provided, however, that a retiring Trustee who becomes an Emeritus Trustee may continue to serve as Chair of a subcommittee until the next Annual Meeting occurring after such retirement. Trustees Emeriti and non-Trustees may be elected to any subcommittee as voting members by the Board of Trustees; provided, however, that (i) a majority of the members of each subcommittee shall be current Trustees and Emeritus Trustees and (ii) in no event shall a Trustee Emeritus (excluding those holding the title of board chair emeritus/a) or non-Trustee serve as a member of a subcommittee for more than ten years (excluding any period during which such person serves as a Trustee). The Chair and the members of each standing committee and subcommittee shall be elected at each annual meeting of the Board of Trustees and shall serve for one year or until their successors shall be duly elected and qualified. In addition to the Trustees so elected, the President of the University shall be a member *ex officio* of each standing committee, provided that the President shall not serve as a member of the Audit, Risk and Compliance Committee. With the exception of the President, *ex officio* members of committees shall not have the right to vote and shall not be counted for a quorum.

5.2.2 A majority of the members of any standing committee or subcommittee shall constitute a quorum. Meetings of any standing committee or subcommittee shall be called by the Secretary whenever he or she is requested to do so by the chair or vice chair of the committee or subcommittee, the chair of the Executive Committee or the President of the University, by giving notice of the time and place of meeting to each member of the committee or subcommittee.

5.2.3 Each standing committee may appoint from among its own number a vice chair of such committee and may appoint from time to time one or more subcommittees with such powers within the scope of the powers of such standing committee as are designated in the votes appointing them.

5.2.4 Records of the proceedings of each standing committee and subcommittee shall be kept by the Secretary and such proceedings shall be reported to the Board of Trustees. Each standing committee and subcommittee may adopt rules, procedures or charter for the conduct of its business as it shall deem advisable, provided that no such rules, procedures or charter may conflict with these Bylaws.

5.3 ADMINISTRATION AND FINANCE COMMITTEE

5.3.1 The Administration and Finance Committee shall be responsible for considering and making recommendations to the Board of Trustees on matters pertaining to operating and capital budgets; tuitions, fees, and enrollments; and, upon the recommendation of the President, the appointment of the Executive Vice President. The Committee shall have the authority to approve the construction, renovation and maintenance of buildings and grounds; investment, reinvestment and management of all investment assets of the Corporation; and financing transactions.

5.3.2 **BUDGETS.** The Administration and Finance Committee shall be responsible for the review and oversight of University operating and capital budgets. The

Committee shall annually review and consider the University operating and capital budgets submitted by the President or his designate, and make recommendations to the Board of Trustees.

5.3.3 INVESTMENT AUTHORITY. The Administration and Finance Committee, in accordance with such investment policies and regulations as may be established from time to time by the Board of Trustees and, subject to the general direction of the Board, shall oversee the operations of the Investment Subcommittee, review the Investment Subcommittee's reports on investment results, and review (not less frequently than annually) the University's investment and asset allocation policy. The Committee shall report any investment-related issues to the full Board of Trustees, shall periodically review the University's investment and asset allocation policy with the full Board of Trustees and shall report the performance of the University endowment annually to the Board of Trustees. Purchases, sales, exchanges or other dispositions of bonds, stocks, and other property and investment assets and evidences of investment property and assets may be made or caused to be made by either the Administration and Finance Committee or the Investment Subcommittee.

5.3.3.1 INVESTMENT SUBCOMMITTEE. The Investment Subcommittee shall be responsible for the investment, reinvestment and management of all investment assets of the Corporation, and for the appointment of independent investment advisors or managers authorized to invest and reinvest funds of the Corporation. The Investment Subcommittee shall develop the University's investment and asset allocation policy for approval by the Administration and Finance Committee and the Board of Trustees and shall periodically review all investment results and report such results from time to time to the Administration and Finance Committee. The Chief Investment Officer shall report to the Investment Subcommittee, and to the Executive Vice President for administrative purposes. With review by the Investment Subcommittee, the Chief Investment Officer shall select and appoint or terminate external investment managers and may take all steps necessary to effectuate such transactions, including signing contracts with investment managers and consultants on behalf of the University. The Chief Investment Officer shall also be responsible for managing the relationships with external investment managers and appointing and supervising internal investment staff.

5.3.4 BUILDINGS AND GROUNDS. The Administration and Finance Committee, in accordance with such policies and regulations as may be established from time to time by the Board of Trustees and subject to the general direction of the Board, shall oversee the operations of the Buildings and Grounds Subcommittee, consisting of two or more persons from among its members.

5.3.4.1 BUILDINGS AND GROUNDS SUBCOMMITTEE. The Buildings and Grounds Subcommittee shall be responsible for considering and advising the Administration and Finance Committee with respect to the planning, expansion or development of buildings and grounds and the maintenance of such existing facilities.

5.4 COMMITTEE FOR UNIVERSITY ADVANCEMENT. The Committee for University Advancement shall have the responsibility of considering and advising the Board of Trustees and the Executive Committee on current activities and future planning in the University's fund raising, public relations, federal, state, city and community relations, publications, and alumni relations. It shall report its activities and recommendations to either the Board of Trustees or the Executive Committee. All capital fund raising plans shall be submitted to it for its consideration and advice.

5.5 ACADEMIC AFFAIRS COMMITTEE. The Academic Affairs Committee shall be responsible for considering and making recommendations to the Board of Trustees and the Executive Committee on appointments of Deans of the Schools specified in Section 8.1 and, upon recommendation of the President, the Provost. The Committee shall have authority to approve, on behalf of the Board of Trustees, new degree programs offered by individual Schools, jointly by two or more Schools within the University, and degree programs offered jointly with other institutions. The Committee shall also make academic appointments as provided in Section 9.2 hereof.

5.5.1. STUDENT AFFAIRS. The Academic Affairs Committee, in accordance with such policies and regulations as may be established from time to time by the Board of Trustees and subject to the general direction of the Board, shall oversee the operations of the Student Affairs Subcommittee, consisting of two or more persons from among its members.

5.5.1.1. STUDENT AFFAIRS SUBCOMMITTEE. The Student Affairs Subcommittee shall consider and make recommendations to the Academic Affairs Committee on matters that promote an integrated and vital co-curricular experience for undergraduate, graduate, and professional students.

5.6 COMMITTEE ON TRUSTEESHIP.

5.6.1 There shall be a Committee on Trusteeship consisting of no fewer than five Trustees, including the Chair of the Board of Trustees. Any Trustee, except the Chair of the Board and the President, who has served on this Committee for three consecutive years, shall not be eligible for reelection to it for one year following the completion of said three consecutive years.

5.6.2 The Committee on Trusteeship shall nominate highly qualified and committed individuals to fill vacancies among the Charter Trustees and shall invite recommendations from the entire University community. The Committee's nominations will be made in a confidential report to the Board of Trustees submitted at least three weeks prior to the date of the meeting at which such Trustees are to be elected. The identity of such nominees shall not be disclosed until and unless authorized by the Board of Trustees.

5.6.3 The Committee on Trusteeship shall have the responsibility for ensuring that a program for the orientation of new Trustees is maintained and implemented. It shall periodically recommend to the Executive Committee initiatives by which the performance of the Board of Trustees shall be enhanced and assessed.

5.6.4 The Committee on Trusteeship shall consider and present to the Board of Trustees nominations for the officers, a chair and other members of the Executive Committee, a chair and other members of each standing committee and subcommittee, to be elected at the annual meeting of the Trustees. All nominations for the officers other than the Chair of the Board of Trustees, any Vice Chairs of the Board, and President shall be made by the Committee on Trusteeship after receiving and considering the recommendations of the President of the University with respect thereto.

5.6.5 The Chair of the Board of Trustees shall present to the Board of Trustees nominations of members of the Committee on Trusteeship.

5.7 HONORARY DEGREE COMMITTEE. The Honorary Degree Committee shall consider and present to the Board of Trustees recommendations of persons deemed worthy of being awarded an Honorary Degree from Tufts University. The Committee will invite nominations from the general Tufts community.

5.8 COMPENSATION COMMITTEE

5.8.1 The Chair of the Board shall serve on the Compensation Committee.

5.8.2 The Compensation Committee shall have the responsibility to ensure, under the direction of the President, the ongoing development and review of a system of job descriptions, job classifications, salary ranges, and performance reviews. The Compensation Committee shall have the responsibility for considering and advising the Board of Trustees on the University's systems and procedures for executive development. In the case of the President, he/she and the Chair of the Board will jointly agree upon his/her goals and objectives, and the Chair will annually review the results with the President, then with the Compensation Committee, and finally with the Board of Trustees.

5.8.3 The Compensation Committee will periodically review the salary of the President and recommend changes to the Board of Trustees. The President will not participate as a member of the Compensation Committee with respect to discussions or votes relating to the President's compensation. The Compensation Committee will also periodically review the salary of employees who hold positions of significant management responsibility and consider changes proposed by the President.

5.9 AUDIT, RISK and COMPLIANCE COMMITTEE. The Audit, Risk and Compliance Committee shall be responsible for assisting the Board of Trustees in monitoring the integrity of the financial statements of the University, compliance by the University with legal and regulatory requirements, and the independence and performance of the University's internal and external auditors. The Audit, Risk and Compliance Committee shall have authority to appoint the external auditors and retain special legal, accounting or other consultants to advise the Committee, oversee the Corporation's internal audit procedures, accept and approve the annual audited financial statements of the University, approve the appointment of a n d oversee the duties of the executive director of the internal audit and compliance functions, and oversee appropriate matters in connection with independent audits. The Audit, Risk and Compliance Committee shall be responsible for the formulation of policies and procedures for the avoidance of Trustee conflicts of interest, and shall monitor potential conflicts of interest

and periodically provide a report to the Board of Trustees, pursuant to Article XII. The Committee shall make regular reports to the Board on matters requiring its attention. The Audit, Risk and Compliance Committee also monitors (1) the effectiveness of the institution's internal control framework and risk management activities, (2) the institution's management of compliance with laws and regulations, and (3) significant legal matters that could affect the financial condition of the University.

5.10 SPECIAL COMMITTEES. Special Committees may be appointed by t h e Board of Trustees or the Executive Committee, to serve for specific purposes and with powers and subject to such rules and procedures as designated in the votes appointing them (provided that no such rules or procedures may conflict with these Bylaws). Membership on such special committees shall not necessarily be limited to the Board of Trustees.

5.11 RESIGNATIONS; VACANCIES. Any Trustee may resign from a committee by notice in writing to the Secretary. Any vacancy at any time existing in the offices of chair or member of a committee or subcommittee elected by the Board of Trustees may be filled by the Executive Committee and the person so elected to fill the vacancy shall hold office until the next annual meeting of the Board of Trustees or until such person's successor shall be duly elected and qualified.

5.12 MEETING REPRESENTATIVES. Pursuant to vote of the Board of Trustees, non- voting representatives from the faculty, staff, student body and alumni may be invited to attend and participate in meetings of the Executive Committee and of the standing committees and subcommittees under procedures and regulations adopted from time to time by the Board of Trustees.

5.13 SPECIAL ACTION. Any action required or permitted to be taken at a n y meeting of a committee or subcommittee may be taken without a meeting if all the members of the committee or subcommittee entitled to vote at such a meeting consent to the action in writing and the written consents are filed with the records of the meetings of the committee or subcommittee. Such consents shall be treated for all purposes as a vote at a meeting.

5.14 BOARDS OF ADVISORS. Boards of Advisors may be appointed for t h e various schools, departments and programs of the University. Members of any such Boards of Advisors shall be appointed by the Board of Trustees or the Executive Committee, except that a majority of the members of the Board of Advisors to the Cummings School of Veterinary Medicine shall be appointed by Cummings Foundation, Inc. (and such appointees shall not be employees of Tufts University). The Trustee Executive Committee shall accept the minutes of Boards of Advisors meetings. It shall be the duty of each such Board of Advisors to advise, assist and act as an ambassador for the school, department or program to which its appointment relates. Membership on such Boards of Advisors shall not necessarily be limited to members of the Board of Trustees.

Article VI

THE UNIVERSITY

6.1 The University shall include the following: School of Arts and Sciences, School of Engineering, School of Medicine, School of Dental Medicine, the Fletcher School of Law and Diplomacy, University College, the Jonathan M. Tisch College of Civic Life, Cummings School of Veterinary Medicine, the Graduate School of Biomedical Sciences, and The Gerald J. and Dorothy R. Friedman School of Nutrition Science and Policy. The School of Arts and Sciences shall consist of the College of Liberal Arts, Jackson College for Women, and the Graduate School of Arts and Sciences. The University shall include such other bodies as the Trustees may from time to time create, establish or rearrange.

Article VII

THE FACULTIES

7.1 **MEMBERSHIP**. Each college and school shall be under the immediate charge of its respective Faculty. Each such Faculty shall consist of such persons as shall be designated in the Bylaws of the Faculty of such college or school. There shall also be a Faculty of Arts, Sciences, and Engineering, composed of the Faculties of the School of Arts and Sciences and the School of Engineering; all members of said Faculties shall be voting members of the Faculty of Arts, Sciences, and Engineering. The President of the University shall be the head of each Faculty.

7.2 **SECRETARIES OF FACULTIES**. The various Faculties shall annually elect their own Secretaries, except that the Secretary of the Faculty of Arts, Sciences, and Engineering shall be the *ex officio* Secretary of several Faculties comprised in the Faculty of Arts, Sciences, and Engineering.

7.3 **RESPONSIBILITY**. The respective faculties shall, subject to the limitations set forth in the Charter, have the oversight and control of the student body. The Faculties of Arts, Sciences, and Engineering, University College, the Jonathan M. Tisch College of Civic Life, the School of Medicine, the School of Dental Medicine, the Fletcher School of Law and Diplomacy, the Cummings School of Veterinary Medicine, the Graduate School of Biomedical Sciences, the Gerald J. and Dorothy R. Friedman School of Nutrition Science and Policy and other colleges and schools heretofore or hereafter established, may accept or reject the application for admission of any student, may impose fines, inflict at their discretion the penalties of admonition, suspension and dismissal, and may use all other appropriate means of discipline. These powers may be exercised in the name and behalf of any of said Faculties by appropriate committees duly appointed and authorized by them, provided, however, that Faculty members always constitute a majority of any such committee.

7.4 **BYLAWS**. The provision of the bylaws of the respective Faculties concerning their membership, powers, duties and voting rights and the participation of students on their committees shall be subject to the approval of the Board of Trustees.

Article VIII

THE DEANS

8.1 The Board of Trustees shall, upon recommendation from the President, appoint a Dean of the School of Arts and Sciences, a Dean of the College of Liberal Arts and Jackson College, a Dean of the School of Engineering, a Dean of the Graduate School of Arts and Sciences, a Dean of the School of Medicine, a Dean of the School of Dental Medicine, a Dean of the Fletcher School of Law and Diplomacy, a Dean of University College, a Dean of the Jonathan M. Tisch College of Civic Life, a Dean of the Cummings School of Veterinary Medicine, a Dean of the Graduate School of Biomedical Sciences and a Dean of the Gerald J. and Dorothy R. Friedman School of Nutrition Science and Policy.

8.2 The Dean of the School of Arts and Sciences shall be responsible to the Provost for the oversight of the School of Arts and Sciences and Jackson College. The Dean of the School of Engineering, the Dean of the School of Medicine, the Dean of the School of Dental Medicine, the Dean of the Fletcher School of Law and Diplomacy, the Dean of the Cummings School of Veterinary Medicine, the Dean of the Graduate School of Biomedical Sciences, the Dean of the Jonathan M. Tisch College of Civic Life, the Dean of the Gerald J. and Dorothy R. Friedman School of Nutrition Science and Policy, and the Dean of University College shall be responsible to the Provost for the oversight of the school of which he or she is Dean. Each such Dean shall make recommendations to the Provost for appointments to the Faculty of each school or college of which he or she is responsible, prepare the business for the meetings of each such Faculty, execute its orders and regulations, preside at its meetings in the absence of the President and the Provost, make an annual report to the President, and shall have such other duties, responsibilities and authority as may be delegated to such Dean from time to time by the President. The Deans of the School of Arts and Sciences and the School of Engineering shall also prepare the business for the meetings of the Faculty of Arts, Sciences, and Engineering, execute its orders and regulations, and preside at its meetings in the absence of the President and the Provost.

Article IX

APPOINTMENTS

9.1 **APPOINTMENTS BY BOARD OF TRUSTEES**. The Board of Trustees shall appoint the Deans specified in Section 8.1 of these Bylaws.

9.2 **APPOINTMENTS BY THE ACADEMIC AFFAIRS COMMITTEE**. The Academic Affairs Committee shall consider and make recommendations to the Board of Trustees and the Executive Committee regarding appointments of the Deans specified in Section 8.1 of these Bylaws, and, upon the recommendation of the President, appointment of the Provost. The Academic Affairs Committee shall have the authority to make all appointments involving tenure, full time appointments at the rank of Professor, and appointments of University Professors, the University Chaplain, and the University Archivist. The Committee shall have authority regarding the establishment of endowed professorships and the appointment of individuals as holders of such professorships.

9.3 OTHER APPOINTMENTS. All academic appointments without tenure of the rank of Associate Professor and below shall be made by the President of the University or such other persons as the President may designate. The President of the University shall also make all appointments of Associate and Assistant Provosts, Deans other than those specified in Section 8.1 of these Bylaws, Associate and Assistant Deans, full-time research faculty, emeritus professors, and department chairs and report such appointments to the Academic Affairs Committee.

Article X

ACADEMIC DEGREES

10.1 REQUIREMENTS. All degrees shall be conferred by vote of the Board of Trustees. The ordinary degrees shall be conferred after recommendation of the appropriate Faculties, namely, of Arts, Sciences, and Engineering, of University College, of the School of Medicine, of the School of Dental Medicine, of the Fletcher School of Law and Diplomacy, of the Cummings School of Veterinary Medicine, of the Graduate School of Biomedical Sciences, of the Gerald J. and Dorothy R. Friedman School of Nutrition Science and Policy and of all other colleges and schools heretofore or hereafter established. No candidate of these degrees shall be recommended except after thorough examination, and academic residence at the University of at least one year. The requirement of residence may be waived f o r candidates for all degrees by vote of the appropriate Faculty and approved by the President of the University. All degrees conferred by the University shall be announced at Commencement.

10.2 HONORARY DEGREES. Honorary degrees may be conferred by a majority vote of the Board of Trustees upon such persons as may be recommended by the Honorary Degree Committee, or by unanimous vote of the Board of Trustees upon persons nominated by any Trustee.

Article XI

INDEMNIFICATION

11.1 TRUSTEES AND OFFICERS.

(a) The Corporation shall indemnify to the maximum extent legally permissible, but not to the extent that the status of the Corporation as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code will be affected thereby, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether external or internal to the Corporation, by reason of the fact that he or she is or was a Trustee or Officer of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee or other agent for another organization or in a capacity with respect to any employee benefit plan, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such suit, action or proceeding except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best

interests of the participants or beneficiaries of such employee benefit plan. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

(b) As to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification under this Section 11.1 (unless required by law or ordered by a court) shall be made by the Corporation unless authorized in the specific case (i) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, then by a majority vote of a committee of the Trustees consisting of all of the disinterested Trustees or (iii) if there are not two or more disinterested Trustees in office, then by a majority of the Trustees then in office provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Trustees to the effect that, based upon a reasonable investigation of the facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

(c) Notwithstanding anything in this Section 11.1 to the contrary, no indemnification shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

(d) Expenses incurred by a Trustee or Officer in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Trustee or Officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Section 11.1. Such undertaking shall be accepted by the Corporation without reference to the financial ability of the person giving the undertaking to make repayment. Any advance under this subsection (d) shall be made promptly, and in any event within ninety (90) days, upon the written request of the person seeking the advance.

(e) The indemnification and advancement of expenses provided by, or granted to, the other subsections of this Section 11.1 shall not be deemed exclusive of or affect any other rights to which any person may be entitled by contract or otherwise under law. Each person who is or becomes a Trustee or Officer shall be deemed to have served or have continued to serve in such capacity and in such other capacity at the request of the Corporation as described in subsection (a) in reliance upon the indemnity provided for in this Section 11.1. All rights to indemnification under this Section 11.1 shall be deemed to be provided by a contract between the Corporation and the person who serves as Trustee or Officer of the Corporation. Any repeal or modification of this

Section 11.1 shall not affect any rights or obligations then existing.

(f) To the extent that a Trustee or Officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

(g) The indemnification and advancement of expenses provided by, or granted pursuant to, this Section 11.1 shall continue as to a person who has ceased to be a Trustee or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

(h) If any term or provision of this Section 11.1 or the application thereof to any person, property or circumstance shall to any extent be invalid or unenforceable, the remainder of this Section 11.1 or the application of such term or provision to the persons, property or circumstances other than those as to which it is invalid or unenforceable shall not be affected thereby, and each term and provision of this Section 11.1 shall be valid and enforced to the fullest extent permitted by law.

11.2 **FACULTY MEMBERS AND OTHER EMPLOYEES**. Individuals who are members of the Faculties of the several colleges and schools and other employees and agents of the Corporation who are not Trustees or Officers shall be indemnified by the Corporation to the extent from time to time authorized by the Board of Trustees.

Article XII

CONFLICTS OF INTEREST

12.1 In keeping with the University's high ethical standards, Trustees shall exercise care that no detriment to the University results from conflicts between their interests and those of the University. Trustees shall be sensitive to potential conflicts of interest or the appearance of conflicts of interest even if no actual conflicts exist.

12.2 But for the exceptions described below, the University will not enter into any transaction in which a Trustee, or persons or entities closely associated (as hereinafter defined) to that Trustee, have a material financial interest, direct or indirect, or with respect to which a Trustee's independence of judgment might be impaired. Exceptions to this principle are transactions:

(a) approved by a majority of the Audit, Risk and Compliance Committee. If a majority of the Audit, Risk and Compliance Committee is disqualified from acting or if a majority of the Audit, Risk and Compliance Committee elects to refer the matter to the Executive Committee, then approval by a majority of the Executive Committee shall be required; or

(b) involving competitive bids or standard rates and terms offered to businesses generally.

As used in this Article XII, the term "closely associated" means:

(i) A spouse, parent, sibling, child, person living in the household or business

associate of the Trustee;

(ii) Any entity which is directly or indirectly owned or controlled individually or collectively by the Trustee and/or by one or more of the persons described in (i) above. For this purpose, "owned" means holding more than 35 percent of voting membership rights or voting stock in the entity; "controlled" means comprising over 35 percent of the directors, trustees or other members of the governing body of the entity.

(iii) A law firm, accounting firm or other partnership of which the Trustee or any person described in (i) above is a partner.

12.3 Trustees who believe a potential transaction with the University may involve a conflict must report that transaction and all material facts in writing to the Audit, Risk and Compliance Committee in sufficient time for the Audit, Risk and Compliance Committee to approve or disapprove.

12.4 When a conflict is under consideration pursuant to paragraph 12.2 (a) above, no interested Trustee may be present for the discussion or vote; however, an interested Trustee may be counted in determining the presence of a quorum at a meeting of the Audit, Risk and Compliance Committee or the Board of Trustees. Approval shall be based on a finding that the transaction is fair to the University, that it appears that the University cannot obtain a more advantageous arrangement with reasonable effort, and that the transaction will not constitute an excess benefit under Section 4958 of the Internal Revenue Code.

12.5 Annually, each Trustee will sign a statement provided by the University that he/she has read and understands this policy and agrees to comply with it, and discloses information relating to potential conflicts of interest. The Audit, Risk and Compliance Committee shall review all such statements with a view to minimizing the potential for any detrimental effects from conflicts and excess benefits under Section 4958 of the Internal Revenue Code.

12.6 A report of all conflicts voted on during the preceding year or reported by Trustees shall be forwarded to the Board of Trustees by the Audit, Risk and Compliance Committee with a statement of applicable exceptions for each conflict or of a finding of no conflict.

12.7 Each of the provisions of this Article XII shall apply equally to any Trustee Emeritus or non-Trustee who is a member of any committee or subcommittee of the Board of Trustees.

Article XIII

AMENDMENTS OF BYLAWS

13.1 These Bylaws may be amended by a vote of two-thirds of the Trustees present at any meeting of the Board of Trustees, provided that notice of the substance of the intended amendment is given no fewer than thirty (30) days prior to the meeting.