Preamble

In 1870, as a result of a petition from Henry Fowle Durant and others, the Massachusetts legislature passed an act of incorporation establishing the Wellesley Female Seminary. According to that act, the purpose of the corporation was “to establish and maintain an institution for the education of youth.”

In 1873, Henry Durant granted various parcels of land to the institution, by then renamed Wellesley College. The indenture states that the land was "conveyed for the purpose of maintaining thereon forever a college for the education of females.” The new College opened its doors in 1875.

From the beginning, Mr. Durant sought to overturn conventional notions about womanhood, and to express his faith in the capacities and talents of women. The “unfolding of every power and faculty” was intrinsic to Wellesley’s design. In addition, the founder brought a strong religious conviction to his commitment to the development of the female intellect. These aims were reflected in the Statutes (Bylaws) of 1885 which stated that “the College was founded for the glory of God and the service of the Lord Jesus Christ by the education and culture of women.”

Over the years since its founding, Wellesley has become a nonsectarian institution, steadfastly dedicated to scholarly excellence and the pursuit of knowledge. The founder’s belief in the talents and capacities of women, and his commitment to educating women for “lives of noblest usefulness,” continue to inform the purpose of College.

Article I

The Corporation

SECTION 1. Name. The name of this Corporation is Wellesley College. This Corporation is hereinafter referred to as the “College.”

SECTION 2. Design. The College exists for the education of women. The Trustees shall be in manifest sympathy with this purpose, and members of the faculty shall be selected with a view to maintaining the highest ideals of education.
SECTION 3. Charter and Purposes. The articles of organization consist of certain statutes of The Commonwealth of Massachusetts and any actions taken from time to time by the College as may be deemed under applicable provisions of Massachusetts law to constitute a part of the articles of organization. The purposes of the College shall be as set forth in its articles of organization, as from time to time amended.

SECTION 4. Location. The principal office of the College shall be at Wellesley, Massachusetts.

SECTION 5. Fiscal Year. Except as otherwise set by the Trustees, the fiscal year of the College shall end on June 30 in each year.

SECTION 6. Seal. The Trustees may adopt and from time to time alter the seal of the College.

Article II

The Trustees

SECTION 1. Members: Number and Qualification. The College shall be governed by its Trustees who shall also be its members and who shall elect the Trustees as hereinafter provided. The President and the President of the Alumnae Association shall serve as Trustees ex officiis with voting power. There shall not be fewer than twenty nor more than thirty-five other Trustees, including five alumnae Trustees, and one faculty Trustee. The Trustees shall fix their number from time to time.

Alumnae Trustees shall be elected and vacancies in their number shall be filled, as follows: four from alumnae nominated by the Alumnae Association; one from young alumnae nominated by the Alumnae Association. The faculty Trustee shall be elected and vacancies in that position filled from persons who hold an academic appointment at a college or university other than Wellesley College and are nominated by the members of the Academic Council holding teaching appointments.

The Trustees shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

SECTION 2. Election and Term of Office. The Trustees shall from time to time fix their terms of office which need not be uniform and shall not exceed six years, except with respect to the Young Alumnae Trustee and the President of the Alumnae Association who shall each serve for a term which shall not exceed three years. Trustees shall be classified with respect to
term of office into such number of groups as the Trustees may from time to
time determine.

Election of Trustees may be held at any regular or special meeting
called for the purpose. Trustees who are required to be elected from
persons nominated by the Alumnae Association or by the Academic Council
may be elected at the same meeting at which their nominations are
presented to the Trustees. Other Trustees shall be elected from persons
nominated by the committee of the Trustees charged with the duty of
nominating Trustees or by any three Trustees, such nomination to be filed
with the Clerk and notice thereof given to all Trustees at least four weeks
prior to such election.

It is important to the College that the selection of its Trustees be
broadly based and that qualified people be encouraged to serve as Trustees.
To this end the Trustees regard the usual period of service as a Trustee to
be six years. No Trustee shall be eligible to serve more than twelve years in
the aggregate.

SECTION 3. Trustees Emeriti/Emeritae. The designation of Trustee
Emeritus/Emerita may be awarded by the Trustees in appreciation of past
distinguished service to the College as Trustee. At the invitation of the
Trustees, Trustees Emeriti/Emeritae may attend meetings of the Trustees
but may not vote or otherwise be considered as Trustees or members.

SECTION 4. Resignation and Removal. A Trustee may resign by delivering
a signed resignation in writing or electronically to the Chair of the Trustees
or the Clerk, such resignation to be effective upon receipt or at such time as
may be specified therein.

Any Trustee, other than a Trustee ex officio, may be removed as a
Trustee with or without cause either (i) by vote of three-fourths of the
Trustees present at any meeting of the Trustees, provided that notice of the
proposed action has been given at a previously held regular meeting of the
Trustees and given in writing to all Trustees not present at such previously
held meeting, or (ii) by vote of three-fourths of the Trustees then in office at
any meeting called for the purpose.

SECTION 5. Sponsors, Benefactors, Contributors, Advisors, Friends of the
College. The Trustees may designate certain persons or groups of persons as
sponsors, benefactors, contributors, advisors or friends of the College or
such other title as they deem appropriate. Such persons shall serve in an
honorary capacity and, except as the Trustees shall otherwise designate,
shall in such capacity have no right to notice of or to vote at any meeting,
shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

SECTION 6. Meetings of Trustees.

6.1 Annual Meeting. An annual meeting of the Trustees shall be held in April each year on such date and at such time as determined by the Trustees at least thirty days in advance of the meeting and as is stated in the notice of the meeting. If no annual meeting has been held in accordance with the foregoing provisions, a special meeting may be held in place thereof, and any action taken at such meeting shall have the same force and effect as if taken at the annual meeting, and in such case all references in these bylaws to the annual meeting shall be deemed to refer to such meeting.

6.2 Regular Meetings. Regular meetings of the Trustees shall be at such times as the Trustees may from time to time determine. No notice of regular meetings shall be required, if the time and places thereof shall have been previously furnished in writing to all Trustees, and any notice of a regular meeting which is given need not state the purpose or purposes thereof unless otherwise required by law or these bylaws.

6.3 Special Meetings. Special meetings may be called by the Chair of the Trustees and shall be called by the Chair of the Trustees whenever requested to do so by the President, and shall be called by the Clerk, or in the case of death, absence, incapacity or refusal of the Clerk, by any other officer of the College, upon written application of three or more Trustees. Notice stating the time and purposes of such meeting shall be given to each Trustee, and no business shall be done except that stated in the notice.

6.4 Place. All meetings shall be held in the Commonwealth of Massachusetts at the principal office of the College unless some other place is stated in the notice of the meeting, or in the case of regular meetings, if some other place shall have been previously stated in writing furnished to all Trustees.

6.5 Notice. Except as otherwise expressly provided, it shall be sufficient notice to a Trustee to send notice by mail at least four days or electronically at least twenty-four hours before the meeting addressed to such Trustee at her/his usual or last known business or residence address or to give notice to such Trustee in person or by telephone at least twenty-four hours before the meeting. Whenever notice of a meeting is otherwise required, a written waiver of notice executed before or after the meeting by a Trustee and filed with the records of the meeting shall be deemed equivalent to such notice.
A notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

6.6 *Action by Written Consent.* Any action required or permitted to be taken at any meeting of Trustees may be taken without a meeting if all Trustees entitled to vote on the matter consent to the action in writing and deliver such consent in writing or by electronic means to the extent permitted by Massachusetts law. The written consents shall be filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as votes at meetings.

6.7 *Quorum, Voting and Proxies.* Except as otherwise specifically required by law, the articles of organization or these bylaws, twelve Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees except that a majority of the Trustees then in office shall be the necessary quorum if votes are to be passed involving the title to or transfer of real estate, election of Trustees, election of the President, or the conferring of degrees including honorary degrees, diplomas, or certificates. A majority of those present, although less than a quorum, may adjourn the meeting from time to time, and such meeting may be held as adjourned without further notice.

Except as otherwise specifically required by law, the articles of organization or these bylaws, a majority vote of the Trustees present in person or duly represented, a quorum being present, shall be sufficient to authorize any action of the College.

Any Trustee may vote by proxy on the conferring of degrees, including honorary degrees, diplomas or certificates for completion of prescribed courses of study. Such proxy must be written, dated not more than six months before the meeting named therein, and filed with the Clerk or other person responsible for recording the proceedings of the meetings.

6.8 *Trustee Presence Through Communications Equipment.* With the approval of the Committee Chair, unless otherwise provided by law or the articles of organization, Trustees may participate in committee meetings and meetings called upon notice of forty-eight hours or less by means of a conference telephone or other communications equipment which would allow all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
SECTION 7. Powers and Duties. The Trustees shall have and may exercise, subject to law and the articles of organization of the College, all the powers of members of and all the powers of the College. Without limiting the generality of the foregoing, the Trustees shall have all the powers of directors and have general supervision and control of the College and of all its property, and of the investment and appropriation of its funds, and shall have final responsibility in all matters of policy; all in conformity with the design and purpose of its establishment and with the articles of organization. They shall have the power to amend these bylaws and make and execute such rules as they may consider necessary or desirable for the best administration of the College, to appoint committees, to prescribe their duties and powers, and to supervise and review the actions of all committees and officers. The Trustees shall appoint all officers of the College and all members of the faculty and shall determine their duties and salaries, and, with the advice and counsel of the President, shall appoint such officers of administration as they may determine from time to time. They shall have the power to remove any person whom they have appointed or caused to have appointed, subject to any applicable tenure policy of the College. The Trustees shall confer appropriate degrees and certificates for completion of prescribed courses of study upon such students as are severally recommended by the Academic Council and such other degrees, including honorary degrees, as the Trustees may from time to time determine, the diplomas and certificates to be signed by the Chair of the Trustees and the President.

SECTION 8. Chair and Vice Chair(s) of the Trustees. There shall be a Chair of the Trustees and one or more Vice Chair(s) of the Trustees, each of whom shall be a Trustee and shall serve at the pleasure of the Trustees. The Chair of the Trustees and the Vice Chair(s) of the Trustees shall be elected at the annual meeting, or in case of vacancy, at any meeting, provided that notice of such election is stated in the call. The Chair of the Trustees shall preside at all meetings of the Trustees and the Executive Committee and shall perform such other duties and functions as may be delegated to that person from time to time by these bylaws or by the Trustees. In the absence of the Chair of the Trustees, the Vice Chair of the Trustees shall perform the duties of the Chair of the Trustees or if there is more than one Vice Chair, the Vice Chairs will perform the duties of the Chair in the order designated by the Chair, and if neither is present, a Chair pro tempore shall be chosen.

SECTION 9. Standing and Other Committees.

9.1 Executive Committee.
9.1.1 **Members.** The Executive Committee shall consist of four or more Trustees elected annually for one-year terms by the Trustees, the Chair and Vice Chair(s) of the Trustees, and the President, who shall be *ex officio*, with voting power, members of the Executive Committee. Each member of the Executive Committee shall serve until the expiration of that person’s term as a member of such committee or until that person earlier dies, resigns, is removed or becomes disqualified. The Chair of the Board shall chair the Executive Committee.

9.1.2 **Powers.** The Executive Committee shall have responsibility over the general management of the College to the extent permitted by law and the articles of organization of the College during the intervals between the meetings of the Trustees, including, without limitation, the power to fill any vacancy in the Executive Committee, the faculty, the administration or the officers of the College except for vacancies in the positions of President and Treasurer.

9.1.3 **Reports.** Minutes of all proceedings of the Executive Committee shall be maintained and shall be available for inspection at the office of the Clerk by all Trustees and copies thereof shall be distributed to each Trustee after such minutes have been approved by the Chair of the Trustees or other presiding member of the Committee.

9.2 **Governance Committee.** The Governance Committee shall consist of the Chair and Vice Chair(s) of the Trustees, the President, a Trustee Chair of the Governance Committee and other Trustees who are nominated annually by the Chair of the Trustees and approved by the Trustees. The Governance Committee shall be responsible for making recommendation to the Board regarding any changes, additions, or deletions to Board Committees and other responsibilities as defined in its charter.

9.3 **Other Standing Committees** The Trustees may, by vote of a majority of Trustees then in office, elect or appoint one or more committees and delegate to any such committee or committees any or all the power of Trustees, except those which by law, by the Articles of Organization or by these Bylaws they are prohibited from delegating. The Chair and Vice Chair(s) of the Trustees shall be *ex officis* members, with voting power, of all standing committees. The President shall be an *ex officio* member, with voting power, of all standing committees with the exception of the committees responsible for appointing the independent auditor and setting the compensation of officers. A majority of the members of all such standing committees shall at all times be Trustees and, except as otherwise provided in this Section 8, the constituency of such standing committees (and any subcommittees thereof) shall be determined from time to time by the
Trustees. Unless the Trustees otherwise designate, committees shall conduct their affairs as nearly as may be in the same manner as is provided in these Bylaws for the Trustees. The members of any committee shall remain in office at the pleasure of the Trustees.

Each committee shall have a written charter and primary responsibilities as approved initially by the Board and subsequently by the Governance Committee, and such rules of procedure or policy guidelines as it or the Board, as appropriate, approves. Each committee shall review such statements for their appropriateness and adequacy regularly.

9.4 Other Committees. The Trustees or the Executive Committee may from time to time appoint, or authorize the Chair of the Trustees to appoint, such other committees with such terms, duties and authority as the Trustees or the Executive Committee may determine.

9.5 Quorum; Voting. At any meeting of any standing committee or any other committee (or any subcommittee thereof), a majority of the members of that committee (or subcommittee) then in office shall constitute a quorum for the transaction of business and, at any meeting at which a quorum is present, a majority of those present shall determine all matters brought before the meeting. If action is to be taken, a majority of the members of the committee (or subcommittee) must be present. Such committees may make appropriate rules with respect to call, notice and conduct of their meetings.

9.6 Action by Written Consent. Any action required or permitted to be taken at any meeting of any standing committee (or any subcommittee) may be taken without a meeting if all the then members of such committee (or subcommittee) consent to the action in writing and deliver such consent in writing or by electronic means to the extent permitted by Massachusetts law. The written consents shall be filed with the records of the meetings of the committee (or subcommittee). Such consents shall be treated for all purposes as votes at meetings.

9.7 Minutes. Minutes of all proceedings of standing committees shall be available for inspection at the office of the Clerk by members of such committees and by all Trustees after such minutes have been approved by the presiding member of the committee. Copies thereof shall be distributed to each Trustee after such minutes have been approved.

ARTICLE III

Officers of the College
SECTION 1. Officers of the College: Term of Office. The Officers of the College shall include: the President who shall be appointed by the Trustees and shall hold office for such time as the Trustees may determine; the Provost and Dean of the College and one or more Vice Presidents who shall be appointed by the Trustees upon the recommendation of the President and who shall hold office for such time as the Trustees may determine; the Vice President for Finance and Treasurer, the Chief Investment Officer and one or more Associate or Assistant Treasurers, who shall be appointed by the Trustees and shall hold office for such time as the Trustees may determine; the Clerk and one or more Assistant Clerks who shall be appointed by the Trustees and who shall serve for such time as the Trustees may determine; and such other officers, if any, as the Trustees from time to time, may in their discretion appoint and who shall serve for such time as the Trustees may determine.

SECTION 2. President. The President shall be the chief executive officer of the College, shall have the general and active management, control and direction of the educational activities, business operations and other affairs of the College and shall have the general powers and duties usually vested in the office of president of a college. The President shall preside at meetings of the Academic Council, act as the medium of communication between the Trustees and the Council and the faculty and all other persons in the service of the College. The President shall recommend to the Trustees the appointment and removal of senior administrative staff, determine their duties and salaries consistent with the policies and guidelines recommended by the committee responsible for setting compensation, notify all persons appointed or reappointed by the Trustees or by the Executive Committee, keep acquainted with all the affairs and interests of the College, and exercise such superintendence over all its departments as its prosperity may demand. The President shall present regularly to the Trustees reports upon the condition of the College and any recommendations which may seem expedient. In the absence or disability of the President, the Trustees shall designate an individual to assume the duties and responsibilities of the President.

SECTION 3. Dean of the College and/or Provost. The Dean of the College and/or Provost shall perform such duties and have such powers as the Trustees, with the advice of the President, may from time to time prescribe.

SECTION 4. Vice President for Finance and Treasurer. The Vice President for Finance and Treasurer shall be the chief financial and accounting officer of the College, shall set up and control the books, accounts, systems and procedures necessary to manage the financial affairs of the institution, shall
furnish such financial statements and reports as may, from time to time, be required by the Trustees, and shall annually present to the Trustees an audit of the books and accounts of the College. The Vice President for Finance and Treasurer shall have responsibility for the money, financial assets, securities, real property and other commercial assets belonging to the College or held by the College as trustee.

SECTION 5.  **Chief Investment Officer.** The Chief Investment Officer shall, subject to such controls and policies as the committee responsible for investing institutional funds and the Vice President for Finance and Treasurer may from time to time establish, have responsibility for the investment of the financial assets belonging to the College or held by the College as trustee, and shall have such other duties and powers as the Trustees and the Vice President for Finance and Treasurer may from time to time determine. The Chief Investment Officer shall furnish such investment reports as may, from time to time, be required by the Trustees. Subject to the approval of the committee responsible for investing institutional funds or one of its duly authorized subcommittees, the Chief Investment Officer shall retain (and discharge) investment advisors and other agents to assist in the execution of the Chief Investment Officer’s responsibilities.

SECTION 6.  **Associate and Assistant Treasurer.** The Associate and Assistant Treasurers, if any, shall perform the duties and exercise the powers of the Treasurer in the absence of the Treasurer, and shall perform such other duties and have such other powers as the Trustees, the Investment Committee, or the Treasurer may from time to time prescribe.

SECTION 7.  **Clerk.** The Clerk, who shall be a resident of the Commonwealth of Massachusetts, shall record all proceedings of the Trustees in books to be kept for that purpose, which books, together with the original, or attested copies of the articles of organization, these bylaws, and a complete list of all Trustees and their residences shall be kept at the principal office of the College for the inspection of the Trustees. The Clerk shall serve as custodian of the minutes of the proceedings of all committees of the Trustees, and shall keep in safe custody the seal of the College and, when authorized by the Trustees, affix the seal to any instrument requiring the same, and shall perform such other duties as the Chair of the Trustees or the Trustees may from time to time prescribe.

SECTION 8.  **Assistant Clerks.** The Assistant Clerk, or, if there shall be more than one, the Assistant Clerks, in the order determined by the Trustees, in the absence or disability of the Clerk, shall perform the duties and exercise the powers of the Clerk and shall perform such other duties and have such
other powers as the Trustees, the Chair of the Trustees, or the Clerk may from time to time prescribe.

SECTION 9. *Powers.* Each of the officers of the College shall have, in addition to the powers and duties specified herein, all other powers and duties ordinarily incidental to that person’s office and such other powers and duties as the Trustees may from time to time determine.

SECTION 10. *Resignation and Removal.* Any officer of the College may resign at any time delivering his signed resignation in writing or electronically to the Chair of the Trustees, the President or the Clerk, such resignation to be effective upon receipt or at such time as may be specified therein. Any officer of the College may for any reason be removed as officer either by vote of three-fourths of the Trustees present at any meeting of the Trustees, provided that notice of the proposed action has been given at a previously held regular meeting of the Trustees and written notice sent to every Trustee or by vote of three-fourths of the Trustees then in office at any meeting called for the purpose.

**Article IV**

*Academic Council*

SECTION 1. *Academic Council.* The Academic Council shall consist of the President, all members of the faculty, such officers of the College, administrative officers and members of the administrative staff as are specified from time to time by the Trustees, and such numbers of students as may be given this responsibility by the Trustees. Membership in the Academic Council may be voting or nonvoting, as determined by the Trustees.

The Academic Council shall establish general policies for the organization and operation of academic departments. Revisions of Academic Council legislation on departmental organization shall become effective upon approval of the President.

SECTION 2. *Organization of Instruction.* The College shall provide instruction in such departments and extra-departmental programs as shall be approved by the Trustees after consultation with the Academic Council.

Changes in the membership of the Academic Council and in voting status in that body are made upon recommendation of the Academic Council or the Committee on Faculty Appointments through the President to the Trustees.
Within the limits set by these bylaws, the Academic Council shall have general concern for the educational experience of students and shall make rules for its own government. It shall determine policy relating to academic life, shall fix requirements for admission and for degrees in cooperation with and subject to approval of the Trustees as set forth in these bylaws, and shall approve the courses of instruction. It shall hold meetings during each academic year and whenever called together by the President or at the request of any three of its members.

SECTION 3. Faculty Appointments. Members of the faculty shall be appointed for such periods as the Trustees may determine. Tenure policy will be determined from time to time by the Trustees after consultation with the Academic Council.

Article V

Student College Government

The Trustees, upon recommendation of the President, may from time to time delegate authority to the Wellesley College Government Association for administration of specified aspects of student life. Any such delegation shall at all times be subject to the authority of the President as chief executive officer of the College.

Article VI

Religious Life

The College shall foster the religious and spiritual lives of community members.

Article VII

Indemnification

SECTION 1. The College shall, to the extent legally permissible, indemnify each person serving or who has served as Trustee, or as one of the following: the President, the Provost and Dean of the College, the Treasurer, or any vice president, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred by such person, in connection with the defense or disposition of any action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which
such person may be involved or with which such person may be threatened, while in office or thereafter, by reason of such person’s being or having been such a member or officer or, when requested by the Trustees, by reason of such person’s serving or having served the College in any capacity referred to in the next paragraph.

Indemnification of persons serving or who have served as officers, employees or other agents of the College or, at its request, as members, directors, trustees, officers, employees, fiduciaries or other agents of a corporation, trust or other organization in which the College has an interest may be provided by the College whenever and to the extent authorized by a majority of the disinterested members of the Trustees.

Any such indemnification may include payment by the Corporation of expenses incurred in defending any such action, suit or other proceeding in advance of the final disposition thereof, upon receipt of an undertaking by the person indemnified to employ counsel satisfactory to the College and to repay such payment if it shall ultimately be determined that such person is not entitled to indemnification under this Article.

SECTION 2. Notwithstanding the foregoing provisions of the Article, no indemnification shall be provided for any person with respect to any matter (a) as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person’s action was in the best interests of the College, or (b) disposed of by a compromise payment, pursuant to a consent decree or otherwise, unless such person shall have been determined to have acted in good faith in the reasonable belief that such person’s action was in the best interests of the College, such determination to be made by a majority of the disinterested Trustees and, if such a person is a Trustee, after receipt of a favorable opinion of counsel

The College may purchase and maintain insurance on behalf of any person who is or was a Trustee, or an officer, employee or other agent of the College, or who is or was serving at the request of the College as a member, director, trustee, officer, employee, fiduciary or other agent of a corporation, trust or other organization in which the College has an interest, against any liability incurred by such person in any such capacity, or arising out of that person’s status as such, whether or not the College would have the power to indemnify such person against such liability.

This Article shall not limit any right of indemnification existing independently of this Article.
As used in this Article, the terms “member,” “director,” “trustee,” “officer,” “employee” and “agent” shall include their respective heirs, executors and administrators, and a “disinterested” person is one against whom the proceedings in question, or another proceeding on the same or similar grounds, are not then and had not been pending or threatened.

Article VIII

Amendments

These bylaws may be amended by vote of two-thirds of the Trustees present at a meeting, provided that a majority of the Trustees then in office are present, and provided further that not less than two weeks notice of the substance of the proposed change has been given to the Trustees.