

CONSTITUTION OF ROLLINS COLLEGE

ARTICLE I

THE COLLEGE

AN ACT to Incorporate an Institution of Learning, located at Winter Park, Florida, under the name of Rollins College.

WHEREAS, Rollins College, an educational institution duly incorporated under the statute of the State, April 28, 1885, and located at Winter Park, Florida, desires to obtain ampler powers and an extended field of usefulness by means of a special charter from the State, therefore, be it enacted by the Legislature of the State of Florida:

SEC. 1. That Charles G. Fairchild, W. R. O'Neal, F. W. Lyman, Franklin Fairbanks, Rev. M.C. Welch, Rev. C. M. Bingham, F. E. Nettleton, Rev. S. F. Gale, Rev. E. P. Herrick, Rev. Mason Noble, W. G. Peck, Rev. E. P. Hooker, D.D., E. P. Branch, J.B. Clough, Capt. H.B. Shaw, Charles H. Smith, Rev. W. D. Brown, Warren F. Walworth and their associates and successors in office, as trustees, are hereby constituted a body corporate with perpetual succession, by and under the name of Rollins College, located at Winter Park, in the County of Orange and State of Florida.

SEC. 2. That the object of said college shall be to establish and forever maintain an institution of Christian learning; to promote the general interests of education; to qualify its students to engage in the learned professions or other employments of society, and to discharge honorably and usefully the various duties of life.

(from 11th annual meeting February 19, 1896)

ARTICLE II

THE TRUSTEES

SECTION 1. NUMBER AND AUTHORITY. All affairs of Rollins College shall be governed by a Board of Trustees, consisting of not less than nineteen (19) nor more than twentyfour (24), three-quarters of whom shall be members of some evangelical Church and in good standing in their several Churches and three at least shall be graduates of Rollins College. This number shall always include the President of the College for the time being as ex-officio trustee, who shall be a member of some evangelical Church. Nine (9) Trustees shall constitute a quorum for the transaction of business; and a less number may adjourn from time to time.

SECTION 2. ELECTION. The Board of Trustees shall have the power to elect their own successors and fill any vacancies. Voting in such case shall be by written ballot at a duly notified meeting, at which a quorum, as defined herein, shall be present. An affirmative vote of three-quarters (3/4) of the Trustees present at such meeting shall be necessary for election.

SECTION 3. TERM OF OFFICE. All Trustees shall hold office for three (3) years and until their successors are duly elected and qualified, EXCEPT, that a Trustee elected to fill the unexpired term of a Trustee shall only serve for the balance of such unexpired term.

SECTION 4. REMOVAL OF TRUSTEES. Any Trustee may be removed, for any reason, by a majority vote of the entire Board of Trustees, voting by written ballot, at any duly notified meeting.

SECTION 5. MEETINGS. The annual meeting of the Board of Trustees shall be held at the College on the Saturday in February nearest to Washington's Birthday, and there shall also be a meeting held at the College on the Tuesday next preceding Commencement of each Year. Special meetings of the Board may be called and held at any time, within or without the State of Florida, upon twenty (20) days prior written notice mailed by the Secretary to

each member of the Board at his last known address. Special meetings shall only be called: (a) By written request of the President, (b) By written request of the Executive Committee, or (c) By written Petition of any five (5) Trustees, addressed and delivered to the Secretary, and stating the time, place and purpose of such requested meeting.

SECTION 6. DUTIES. The Board of Trustees shall have the primary authority to manage all of the affairs of the College; make and enforce such rules of procedure, operation and management not inconsistent with law, the Constitution or By-laws, as it shall deem fit and proper; prescribe and regulate the course of studies to be pursued in all departments of the College; fix the rate of tuition, room rent and other charges of every nature and description; make and enforce rules of conduct of all officers, committees and employees; determine all rates of compensation and method of payments; employ and terminate employment; purchase or authorize the purchase of all manner of equipment, property or securities for the use or benefit of the College; and generally to operate and manage Rollins College, and each department thereof as the main governing body thereof. It shall have the power to delegate such authority as shall be allowed by law to the officers, an Executive Committee elected from its membership, or such other committee or committees as it shall from time to time deem fit and proper. It shall elect a President, a Secretary and a Treasurer. It may elect one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. It shall elect an Executive Committee consisting of the President and four (4) members, which committee shall carry on the business and affairs of the College between meetings of the Board. It shall elect a Finance Committee consisting of the President and four (4) members of the Board of Trustees.

SECTION 7. LIABILITY OF TRUSTEES. No individual Trustee shall be held liable or responsible for action taken by the Board of Trustees acting under the provisions or in the manner authorized by these By-laws.

### ARTICLE III

#### OFFICERS

SECTION 1. PRESIDENT. Under the authority and supervision of the Board of Trustees, the President shall be the official head of the College and shall have the general administration and authority over all its affairs. He may appoint such committees as he may consider necessary for the welfare of and to facilitate the business of, the College, subject to such regulations as the Trustees may from time to time prescribe. By virtue of his office he shall be a member of the Executive Committee and chairman thereof, a member of the Finance Committee and a member of the faculty and the presiding officer thereof. He shall be elected by a ballot at any regular or special meeting of the Board of Trustees at which twenty (20) days prior notice shall have been given. He shall be inaugurated with fitting public ceremonies as soon as may be convenient after his election. He shall be appointed for such period as may be mutually agreed upon. He may be removed by an affirmative vote of three-quarters of the entire Board of Trustees at a meeting of which prior notice shall have been given.

(Amended at meeting of Board of Trustees held February 21, 1950, as follows: "That the President shall be elected by the affirmative vote of the entire Board of Trustees and that he may be removed by the affirmative vote of a majority of the entire Board of Trustees at a meeting of which prior notice shall have been given.")

SECTION 2. VICE PRESIDENT. There may be elected by the Board of Trustees one or more Vice Presidents. The first Vice-President, subject to the orders of the Trustees or Executive Committee, shall assume and perform the duties of the President during the absence or inability of the President to act. The term of office of a Vice President shall be one year. In case of the death, resignation or removal of the President, the Board of Trustees or the Executive Committee shall appoint an Acting President to serve until the President assumes office.

SECTION 3. SECRETARY. The Secretary shall be elected by a ballot at the annual meeting of the Board of Trustees and shall serve for one (1) year or until his successor is duly elected and qualified, unless sooner removed by death, resignation or majority vote of the entire Board of Trustees at a meeting duly called for such purpose. He shall have charge of the books and records of the College, shall keep a complete record of the minutes of all meetings of the Board of Trustees and the Executive Committee; shall sign such instruments

with the President or Vice President as shall be approved by the Board of Trustees and shall perform such further duties as shall from time to time be fixed by said Board of Trustees. He shall mail notices of all meetings, regular and special, to each Trustee at the last known address in conformity with the provisions of these By-laws, such notice to be given at least ten (10) days before the date of the meeting, except as herein otherwise provided.

SECTION 4. ASSISTANT SECRETARIES. The Board of Trustees may appoint one or more Assistant Secretaries whose duties shall be defined by said Board and who shall serve in the performance of routine matters during the absence or inability to act of the Secretary.

SECTION 5. TREASURER. The Treasurer shall be elected by the Trustees and shall serve for a term of three (3) years or until his successor shall have been duly elected and qualified, unless sooner removed by death, resignation or a majority vote of the entire Board of Trustees. He shall be responsible directly to the President and through the President to the Board of Trustees. He shall not enter upon his duties until he shall have given bond in such amount and in such form as shall be satisfactory to and approved by the Board of Trustees. Under the authority and supervision of the President, he shall take charge of and manage all of the finances of the College and disburse the same. He shall have custody of and invest the permanent funds of the College under the direction of the Finance Committee. He shall pay out all funds only upon the order of the Board or the Executive Committee or the Finance Committee, attested by the President and Secretary, except for such annual appropriations as may be made by the Board of Trustees, and except for such ordinary and usual expenses as shall be incurred in the operation and daily routine of the College. He shall present at the annual meeting of the Board an audited account of the condition of the treasury, make a statement of the amount of permanent funds and the manner of investment, and hold his books open for inspection by the Trustees at all times. Under the authority and supervision of the President, he shall be charged with the protection and maintenance of the property of the College and shall have general supervision of the College buildings and grounds unless, upon recommendation by the President, another officer is appointed for this purpose by the Trustees.

SECTION 6. ASSISTANT TREASURERS. The Board of Trustees shall have authority to elect or employ such assistant Treasurers, one or more, as shall from time to time be deemed advisable. Any assistant Treasurer charged with the handling of funds of the College shall be bonded in such manner and for such amount as shall be satisfactory to said Board of Trustees. The assistant Treasurer designated by the Board of Trustees shall be authorized to perform the routine functions of the Treasurer in his absence or inability to act.

#### ARTICLE IV

#### COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE. An executive committee consisting of the President and four (4) members of the Board of Trustees shall be elected at the annual meeting of said Board to serve for a term of one (1) year or until their successors are duly elected and qualified. In case of death, resignation or removal of one or more members of the Executive Committee between annual meetings of the Board of Trustees, the remaining members of said Committee shall constitute the entire Committee and shall serve in such manner until the next annual meeting of the Board, provided that if three or more members of said committee become incapable, for any reason, of acting, then a special meeting of the Board of Trustees shall be called by the President, for the purpose of electing such members of the Executive Committee as shall be necessary. Three (3) members of the Executive Committee shall be necessary to constitute a quorum and a majority vote at any meeting at which a quorum is present shall be sufficient to transact any business. The Executive Committee shall carry out the functions of the Board of Trustees between meetings of said Board. The President of the College shall be an ex-officio member of said Committee and the Chairman thereof. The Secretary of the Board of Trustees shall be the Secretary of said Committee and shall keep a full record of all of its transactions and proceedings. Such Committee shall perform such further functions as shall be specifically designated by the Board of Trustees at any regular or special meeting.

SECTION 2. FINANCE COMMITTEE. The Board of Trustees may elect a Finance Committee consisting of the President, who shall be a member ex-officio, and four (4) additional members to hold office for one (1) year, or until their successors are duly elected and qualified. Vacancies may be filled by the Board of Trustees at any regular or special meeting thereof. The Finance Committee shall elect its own secretary and he shall keep a full record of all of its transactions and proceedings and file copies with the Secretary of the Board of Trustees. The Finance Committee shall direct the investment of all College funds and moneys and finances under the authority and direction of the Board of Trustees.

SECTION 3. GENERAL COMMITTEES. The Board of Trustees, or the Executive Committee or the President shall have authority at any time to appoint such special committees of temporary nature as shall from time to time be deemed advisable, the duties of any such committees being specifically defined by the said Board or Executive Committee or President at the time of appointment. The term of office or existence of any such special committees shall likewise be defined at the time of appointment. All committees, except the Executive Committee, may act through correspondence between the committeemen as well as in meetings assembled, which correspondence shall be preserved and made a part of the records of such committee and the permanent records of the College.

#### ARTICLE V

#### FACULTY

SECTION 1. APPOINTMENT, POWERS AND DUTIES. The faculty of Rollins College shall consist of the President, the professors and such other employees as may from time to time be designated by the Board of Trustees or the Executive Committee. It shall be entrusted and charged with all matters pertaining to the order, instruction, discipline and curriculum of the College and shall have immediate government and discipline of the students, and shall make and enforce all needful rules and regulations therefor with a view to promoting in the highest degree the students' health and decorum, and mental, moral and spiritual welfare and giving the College, as far as possible, a parental influence and the atmosphere of a Christian home. Subject to the regulations of the Board of Trustees the faculty shall prescribe the qualifications of admission, the text books to be used, the hours for study, recreation and attendance upon the exercises of the College, the standard of scholarship, and the attainments requisite for graduation; they shall nominate and recommend to the Board of Trustees candidates for all degrees in course, and for all other diplomas to be issued upon the honorable completion of courses of study, and all such diplomas or certificates of degrees shall be signed by the President and Secretary, and shall fix the College calendar, except that commencement day or the day of conferring degrees shall be the last Thursday in May or the first Thursday in June, which date of commencement may be changed from time to time by the Executive Committee upon recommendation of the faculty. The faculty shall elect a Secretary to make and preserve a full record of its proceedings, and may adopt for its own government such principles and by-laws as shall seem desirable to promote efficiency and facilitate its work, provided, however, that all such by-laws and principles shall be subject to the rules and regulations and requirements set out by the Board of Trustees or from time to time changed by such Board and provided further that such by-laws and principles set forth by the faculty shall not be in violation of the constitution or by-laws of this corporation or any law of the State of Florida. The records of the faculty and its meetings shall always be open for the inspection of any Trustee and all of its acts shall be subject to the approval or revision of the Board. Full professors and faculty officers shall be appointed by the Board of Trustees on recommendation of the President but all other teachers and employees may be elected and their compensation fixed subject to such limitations as may be imposed by the Board of Trustees.

(All above from By-laws amended and adopted Feb. 19, 1949)

SECTION 2. ACADEMIC FREEDOM AND TENURE. The purpose of this statement is to promote public understanding and support of academic freedom and tenure and agreement upon procedures to assure them in colleges and universities. Institutions of higher education are conducted for the common good and not to further the interest of either the individual teacher (the word "teacher" as used in this document is understood to include the investigator who is attached to an academic institution without teaching duties.) or the institution as a whole. The common good depends upon the free search for truth and its free exposition.

Academic freedom is essential to these purposes and applies to both teaching and research. Freedom in research is fundamental to the advancement of truth. Academic freedom in its teaching aspect is fundamental for the protection of the rights of the teacher in teaching and of the student to freedom in learning. It carries with it duties correlative with rights.

Tenure is a means to certain ends; specifically: (1) Freedom of teaching and research and of extra-mural activities, and (2) a sufficient degree of economic security to make the profession attractive to men and women of ability. Upon freedom and economic security, and hence upon tenure, depends the success of an institution in fulfilling its obligations to its students and to society. [This statement of the AAUP was revised in 1940 to read: "Freedom and economic security, hence tenure, are indispensable to the success of an institution in fulfilling its obligations to its students and to society."]

#### ACADEMIC FREEDOM

(a) The teacher is entitled to full freedom in research and in the publication of the results, subject to the adequate performance of his other academic duties; but research for pecuniary return should be based upon an understanding with the authorities of the institution.

(b) The teacher is entitled to freedom in the classroom in discussing his subject, but he should be careful not to introduce into his teaching controversial matter which has no relation to his subject. Limitations of Academic freedom because of religious or other aims of the institution should be clearly stated in writing at the time of the appointment.

(c) The college or university teacher is a citizen, a member of a learned profession, and an officer of an educational institution. When he speaks or writes as a citizen, he should be free from institutional censorship or discipline, but his special position in the community imposes special obligations. As a man of learning and an educational officer, he should remember that the public may judge his profession and his institution by his utterances. Hence he should at all times be accurate, should exercise appropriate restraint, should show respect for the opinions of others, and should make every effort to indicate that he is not an institutional spokesman. The judgment of what constitutes fulfillment of these obligations should rest with the individual. [This last sentence was omitted from the 1940 AAUP revision].

#### ACADEMIC TENURE

(a) After the expiration of a probationary period teachers or investigators should have permanent or continuous tenure, and their services should be terminated only for adequate cause, except in the case of retirement for age, or under extra-ordinary circumstances because of financial exigencies.

In the interpretation of this principle it is understood that the following represents acceptable academic practice:

(1) The precise terms and conditions of every appointment should be stated in writing and be in the possession of both institution and teacher before the appointment is consummated.

(2) Beginning with appointment to the rank of full-time instructor or a higher rank, the probationary period should not exceed six [1940 AAUP version: seven] years, including within this period full-time service in all institutions of higher education; but subject to the proviso that when, after a term of probationary service of more than three years in one or more institutions, a teacher is called to another institution it may be agreed in writing that his new appointment is for a probationary period of not more than three [1940: four] years, even though thereby the person's total probationary period in the academic profession is extended beyond the normal maximum of six [1940: seven] years. Notice should be given at least one year prior to the expiration of the probationary period, if the teacher is not to be continued in service after the expiration of that period.

(3) During the probationary period a teacher should have the academic freedom that all other members of the faculty have.

(4) Termination for cause of a continuous appointment, or the dismissal for cause of a teacher previous to the expiration of a term appointment, should, if possible, be considered by both a faculty committee and the governing board of the institution. In all

cases where the facts are in dispute, the accused teacher should be informed before the hearing in writing of the charges against him and should have the opportunity to be heard in his own defense by all bodies that pass judgment upon his case. He should be permitted to have with him an adviser of his own choosing who may act as counsel. There should be a full stenographic record of the hearing available to the parties concerned. In the hearing of charges of incompetence the testimony should include that of teachers and other scholars, either from his own or from other institutions. Teachers on continuous appointment who are dismissed for reasons not involving moral turpitude should receive their salaries for at least a year from the date of notification of dismissal whether or not they are continued in their duties at the institution.

(5) Termination of a continuous appointment because of financial exigency should be demonstrably bona fide.

(Statement of freedom and tenure adopted by Board of Trustees and published to Faculty March 25, 1939)