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Bylaws of Rollins College - Amended October 2023

Rollins College Trustees

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Bylaws of Rollins College

ARTICLE I

A. TRUSTEES

Section 1. Number. The Board of Trustees shall consist of not fewer than nineteen (19) and not more than forty (40) members, which shall always include the President of the College. The Board shall determine, from time to time, the number to actually serve, by an affirmative vote of three-quarters (3/4) of the members present.

Section 2. Alumni Nominations. A graduate of Rollins College may be nominated each year by the Alumni Advisory Board for election as a trustee for a term of three (3) years. If such nominee is satisfactory to the Board, the nominee shall be elected a trustee; however, the Board may call upon the Alumni Advisory Board for additional nominations until a nomination satisfactory to the Board is made. From time to time, at the sole discretion of the board, an Alumni Trustee may be invited to stand for election to the Board at the conclusion of the trustee's term, according to the terms defined in Article I. A. Section 4. (d).

Section 3. Election. The Board of Trustees shall elect their own successors and fill any vacancies. Voting in such cases shall be by written ballot at a regular or special meeting. An affirmative vote of three-quarters (3/4) of the trustees present at such meeting shall be necessary for election.

Section 4. Term of Office.

(a) The President shall serve as a member of the Board of Trustees so long as the incumbent holds the office of President.

(b) A trustee elected to fill a vacancy where an unexpired term exists shall serve for the balance of such unexpired term.

(c) A trustee elected by virtue of the trustee's status as a parent of a Rollins College student shall serve for a term of one (1) year and may be eligible for election to additional terms.

(d) All other trustees shall serve for three (3) years or until their successors shall be duly elected and qualified.

(e) Each trustee's term of office shall commence upon the adjournment of the meeting at which the election takes place and shall end upon the adjournment of the meeting at which the completion of the trustee's term takes place, set at the time of election.

Section 5. Removal of Trustees. Any trustee may be removed by a majority vote of the entire Board of Trustees, voting by written ballot, at a regular or special meeting.

Section 6. Meetings.

(a) There shall be three (3) regular meetings of the Board of Trustees each year to be held at the College. The Winter Meeting shall be held in February. The Annual Meeting shall be held in May preceding the College Commencement. The Fall Meeting shall be held in October or November. For all meetings, the date shall be established each year upon no less than twenty (20) days prior written notice as hereinafter provided.

(b) Special meetings of the Board may be called and held at any time within or outside the State of Florida upon twenty (20) days prior written notice mailed by United States first-class mail by the Secretary to each member of the Board at the trustee's last known address, or by electronic mail at an electronic mail address provided by the trustee for purposes of receiving notices, stating the time, place, and purpose or purposes of the meeting. Special meetings shall only be called: (a) by written request of the President, (b) by written request of the Chair of the Board, (c) by written request of the Executive Committee, or (d) by written request of any five (5) trustees. Every such request shall be addressed and delivered to the Secretary, and shall state the time, place, and purpose or purposes of the requested meeting.

(c) Emergency meetings of the Board may be called and held at any time within or outside the State of Florida upon a written determination by the Chair of the Board that an emergency meeting is necessary, which determination may be requested in writing by the President or the Executive Committee. Every such request shall be addressed and delivered to the Secretary, and shall state the nature of the emergency, and the time, place, and purpose or purposes of the requested meeting. The Chair of the Board may schedule an emergency meeting on as much notice as the Chair deems practical under the circumstances and shall declare the nature of the emergency at the time the meeting is scheduled. For purposes of this subsection, "emergency" shall include only such issues as require discussion and Board action in less than twenty (20) days so that a special meeting cannot be noticed in time to address said issues. Notice of an emergency meeting to each trustee shall be provided by the Secretary by electronic mail at an electronic mail address provided by the trustee for purposes of receiving notices, by facsimile, or by text message to the trustee.

(d) Any meeting may be adjourned to any place within or outside the State of Florida.

(e) No business shall be transacted at any special or emergency meeting except that set forth in the notice for said meeting.

(f) Trustees who are unable to attend a regular, special, or emergency meeting may participate in such meeting, and shall be considered present for determination of a quorum, through the use of any means of communication by which all trustees participating may simultaneously hear each other during the meeting. A written record shall be kept showing the persons participating and any action(s) taken. Without limitation of any other provision in these Bylaws, it is specifically provided that trustees may attend regular, special, or emergency meetings by telephone or by videoconference technology.

(g) Each trustee shall provide to the Secretary current contact information, including home and business addresses, electronic mail address, and telephone number or numbers, including mobile telephone numbers, and shall advise the Secretary promptly of any changes to that contact information. Notices of meetings as set forth in this Section shall be deemed sufficient if sent to the addresses or telephone numbers provided by the trustees.

Section 7. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business; a less number may adjourn from time to time. The board shall not be controlled by a minority of board members or by organizations or interests separate from it.

Section 8. Duties. The Board of Trustees shall have full authority as stated in the Charter and in these Bylaws to oversee, manage, and govern all of the affairs of the College; make and enforce such rules of procedure, operation, and management not inconsistent with law, the Constitution, Charter, or Bylaws, as it shall deem fit and proper; prescribe and regulate the course of studies to be pursued in all departments of the College; establish or eliminate degree programs; 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 of all College employees, including, without limitation, the administration, the faculty, and the staff; 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 only to the officers, to an Executive Committee elected from its membership, or to such other committee or committees as it shall from time to time deem fit and proper. It shall elect a Chair of the Board, a President, a Secretary, and a Treasurer of the College, and an Executive Committee, whose members shall include the Chair of the Board and the President, which committee shall carry on the business affairs of the College between meetings of the Board. It may elect one or more Vice Chairs of the Board and one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers of the College.

Section 9. 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 Bylaws, nor for action taken by the Board of Trustees in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions of or in the manner authorized by these Bylaws. The College attorney shall, at the expense of the College, conduct the defense of any legal, equitable, or other action, suit, or proceeding brought against a trustee, either individually or as trustee, because or as a result of any action taken by the Board of Trustees, unless the action, suit, or proceeding be brought by the College. All costs and expenses of the trustee in connection with any such action, suit, or proceeding not brought by the College, including but not limited to expenses in the course of attending trials, conferences, depositions, hearings, and meetings, shall be paid by the College, and in the event of judgment being rendered against the trustee, the College shall indemnify and save the trustee harmless. When any legal, equitable, or other action, suit, or proceeding brought by the College against a trustee, either individually or as trustee, shall result in a judgment, decree, or decision against the College or in favor of the trustee, the College

shall be liable to and shall reimburse the trustee for all costs, attorney's fees, and other expenses in connection with the defense of such action, suit, or proceeding, including but not limited to expenses in the course of attending trials, conferences, depositions, hearings, and meetings.

Section 10. Trustees' Expenses. The trustees may be reimbursed by the College for traveling expenses incurred by them in attending meetings of the Board of Trustees and of the Executive Committee.

Section 11. Absences from Meetings. Failure of a trustee to attend two successive regular meetings of the Board, without giving satisfactory reasons to the Board of Trustees for the successive absences, shall be considered as neglect to perform the duties of a trustee, and the trustee's office shall be deemed vacant, unless the trustee is reinstated by a majority vote of the Board of those present at the meeting at which the second absence occurs.

B. HONORARY TRUSTEES

Section 1. Number and Qualifications.

(a) Trustees who have served at least two consecutive three-year terms shall be eligible for election by the Board of Trustees as Honorary Trustees.

(b) The Board of Trustees shall have the power and authority to establish and from time to time change the qualifications of Honorary Trustees.

Section 2. Election. The Board of Trustees shall elect Honorary Trustees. Voting shall be by written ballot at a regular or special meeting. 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. An Honorary Trustee's term of office shall commence on the adjournment of the meeting at which the election takes place. An Honorary Trustee shall serve so long as eligible, unless removed.

Section 4. Removal of Honorary Trustees. Any Honorary Trustee may be removed by a majority vote of the Board of Trustees voting by written ballot at a regular or special meeting.

Section 5. Rights, Privileges, and Duties.

(a) Honorary Trustees shall be entitled to attend all meetings of the Board of Trustees and its committees by invitation, but Honorary Trustees shall not be entitled to vote at meetings of the Board or at meetings of any committee of the Board except as provided below.

(b) Honorary Trustees shall be eligible for appointment or election to any standing or special committee of the Board, and if appointed or elected, they shall be entitled to vote.

Section 6. Liability of Honorary Trustees. Honorary Trustees shall not be held personally liable or responsible for action taken by the Board of Trustees or any committee of the Board, and each Honorary Trustee shall be indemnified and held harmless by the College in accordance with the provisions of Article I, paragraph A, Section 9.

Section 7. Honorary Trustees Expenses. The Honorary Trustees shall not be eligible for reimbursement by the College for traveling expenses incurred by them in attending meetings of the Board of Trustees or its committees.

Section 8. Absences from Meetings. Honorary Trustees shall not be required to attend meetings of the Board of Trustees or any committee of the Board, but if an Honorary Trustee accepts appointment or is elected to a committee of the Board, such Honorary Trustee shall be subject to the attendance requirements of the committee.

ARTICLE II

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. The President's authority shall include appointment of such committees as the President 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. The President shall be a member of the Executive Committee, a member of other committees of the Board as prescribed in their charters, and a member of the Faculty (and the presiding officer thereof). The President shall be elected by a majority vote of the entire Board of Trustees at a regular or special meeting. The President shall be inaugurated with fitting public ceremonies as soon as may be convenient after the President's election. The President shall hold office at the will of the Board of Trustees and may be removed by a majority vote of the entire Board of Trustees at a regular or special meeting. The removal of the President shall terminate any employment contract, and the College shall not be liable to the former President thereafter for the payment of any compensation other than that expressly provided for in the employment contract, nor shall the College be liable in damages for the President's removal.

Section 2. Acting President. In the event of a vacancy in the office of President, the Board of Trustees, by a majority vote of the trustees present at a regular or special meeting, shall appoint an Acting President to serve at the will of the Board. Pending such appointment, a Vice President designated by the Executive Committee shall be Acting President. If there be no Vice President, the Executive Committee, by a majority vote of the members present at the meeting, shall appoint an Acting President to serve until the Board of Trustees appoints an Acting President. The Acting President shall be invested with all powers of the President, but shall not be an *ex officio* trustee.

Section 3. Vice Presidents.

(a) The Board of Trustees by a majority vote of the trustees present at a regular or special meeting may elect one or more Vice Presidents.

(b) The term of office of each Vice President shall be until the election of a successor at the next Annual Meeting of the Board, or if no successor is elected, until the adjournment of the Annual Meeting. In the event of a vacancy in the office of a Vice President, the Board of Trustees, by a majority vote of the trustees present at a regular or special meeting, may elect a successor, who shall serve for the balance of the unexpired term and until a successor is duly elected and qualified.

(c) Vice Presidents shall perform such duties as may from time to time be fixed by the President or by the Board of Trustees. Subject to the order of the Board of Trustees or the Executive Committee, each Vice President shall have the power and authority to assume and perform the duties of the President in the absence or inability of the President to act.

Section 4. Secretary. The Secretary and any Assistant Secretary or Assistant Secretaries shall be elected by a majority vote of the trustees present at the Annual Meeting of the Board and shall hold office for a term of one (1) year and until a successor or successors shall be duly elected and qualified. Any trustee shall be eligible for election as Secretary or an Assistant Secretary, but the Board, in its discretion, may elect a Secretary or an Assistant Secretary who is not a trustee. The Secretary or an Assistant Secretary 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 authorized by the Board of Trustees; and shall perform such duties as shall from time to time be fixed by the Board of Trustees. The Secretary or an Assistant Secretary shall send written notice of all meetings of the Board of Trustees, regular and special, to each trustee at the last known address by United States first-class mail or by electronic mail at least twenty (20) days prior to the date of the meeting. In the event of a vacancy in the office of Secretary, the Board of Trustees, by a majority vote of the trustees present at a regular or special meeting, shall elect a successor, who shall serve for the balance of the unexpired term and until a successor is duly elected and qualified. Pending such election of Secretary, the Assistant Secretary, or, if there be more than one Assistant Secretary, the one elected first, shall be Acting Secretary. If there be no Assistant Secretary, the Executive Committee, by a majority vote of the members present at the meeting, shall appoint an Acting Secretary to serve until the vacancy is filled by the Board of Trustees.

Section 5. Treasurer. The Treasurer shall be elected by a majority vote of the trustees present at the Annual Meeting of the Board and shall hold office for a term of one (1) year and until a successor is duly elected and qualified. The Treasurer shall be responsible directly to the President and through the President to the Board of Trustees. Under the authority and supervision of the President, the Treasurer shall take charge of and manage all of the finances of the College and disburse the same. The Treasurer shall have custody of and invest the permanent funds of the College under the direction of trustees appointed by the Chair for that purpose. Under the authority and supervision of the President, the Treasurer 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. In the event of a vacancy in the office of Treasurer, the Board of Trustees, by a majority vote of the trustees present at a regular or special meeting, shall elect a successor, who shall serve for the balance of the unexpired term and until a successor is duly elected and qualified. Pending such election, the Assistant Treasurer, or if there be more than one Assistant Treasurer, the one elected first, shall be Acting Treasurer. If there be no Assistant Treasurer, the Executive Committee, by a majority vote of the members present at the meeting, shall appoint an Acting Treasurer to serve until the vacancy is filled by the Board of Trustees.

Section 6. Assistant Treasurers. The Board of Trustees, by a majority vote of the trustees present at a regular or special meeting, may appoint one or more Assistant Treasurers, whose duties shall be defined by the Board. The Assistant Treasurer designated by the Board of Trustees shall be authorized to perform the functions of the Treasurer in the absence or inability of the Treasurer to act. If there be more than one Assistant Treasurer, the one elected first shall act for the Treasurer in such circumstance. The term of office of each Assistant Treasurer shall be until the election of a successor at the next Annual Meeting of the Board, or if no successor be elected, until the adjournment of that meeting.

Section 7. Chair of Board. The Board of Trustees, by a majority vote of the trustees present at the Annual Meeting of the Board, shall elect a Chair of the Board, who shall hold office for a term of two (2) years, with the option of election to a second term, and until a successor is duly elected and qualified. The Chair's term of office shall commence upon the conclusion of the College Commencement whose date establishes the date of the Annual Meeting at which the Chair is elected. The President of the College shall not be elected Chair of the Board. The Chair shall preside at all meetings of the Board. In the Chair's absence from any meeting a Vice Chair, in order of election, shall preside, or, if there be no Vice Chair, the Board as its first order of business at the meeting and by a majority vote of the trustees present, shall elect a Chair *pro tempore*, who shall not be the President of the College. The Chair, Vice Chair, or Chair *pro tempore*, as the case may be, presiding at any meeting, shall be entitled to vote as a trustee in the same manner and to the same extent and with the same effect as if the trustee were not the presiding officer. By virtue of the office, the Chair of the Board shall be a member of the Executive Committee and Chair thereof. The Chair shall also be a member of other committees of the Board as prescribed in their charters. In the event of a vacancy in the office of Chair, the Board of Trustees, by a majority vote of the trustees present at the regular or special meeting, shall elect a successor, who shall serve for the balance of the unexpired term and until a successor is duly elected and qualified. Pending such election, the Vice Chair, if any, shall serve as and be invested with all powers of the Chair; if there be more than one Vice Chair, the one elected first shall act as Chair.

Section 8. Vice Chair of Board. The Board of Trustees, by a majority vote of the trustees present at a regular or special meeting, may elect one or more Vice Chairs of the Board, who shall hold office until the election of their successor(s) at the next Annual Meeting, or if no successor(s) be elected, until the adjournment of that meeting. Any Vice Chair shall be a member of the Executive Committee. The President of the College shall not be elected Vice Chair of the Board. In the event of vacancy so that there is no one serving in the office of Vice Chair, the Board of Trustees, by a majority vote of the trustees present at the regular or special meeting, may elect at least one person who shall serve for the balance of the unexpired term and until a successor is duly elected and qualified.

Section 9. Removal of Officers Other Than the President. The Board of Trustees may remove from office, by a majority vote of the trustees present at a regular or special meeting, any officer of the Board of Trustees and any officer of the College other than the President. The officers subject to being removed under the provisions of this Bylaw shall include but not be limited to the Chair of the Board, any Vice Chair of the Board, the Acting President, any Vice President, the Secretary and any Assistant Secretary, and the Treasurer and any Assistant Treasurer of the College. The removal of an officer shall terminate any contract fixing the amount of such officer's compensation, and the College shall not thereafter be liable for the payment of any compensation as such to the officer other than that expressly provided for in the employment contract, nor shall the College be liable to such officer in damages for the officer's removal.

Section 10. Employment Contracts.

(a) Every employment contract of an officer of the College shall provide expressly that all provisions of the Charter and Bylaws of the College, as then in effect or thereafter amended, are made a part thereof by reference and that the contract is subject thereto and is controlled thereby. All employment contracts of officers of the College shall be deemed to have all provisions of the Charter and the Bylaws of the College incorporated in them by reference, even if that is not specifically stated in the contract.

(b) Termination or severance compensation, if any is intended or required, shall be expressly provided for in the employment contract and if none appears it shall be conclusively presumed none has been intended or required, and none shall be owed.

(c) Employment contracts of officers of the College shall be executed by the Chair of the Board, or by the Vice Chair of the Board, or by such other official as the Board of Trustees or the Executive Committee may from time to time designate, and shall be attested to by the Secretary or by an Assistant Secretary.

(d) No trustee, either individually or as trustee, shall be liable for payment of any compensation to any officer. No trustee, either individually or as trustee, shall be liable to any officer in damages for such officer's removal.

ARTICLE III

COMMITTEES

Section 1. The Board of Trustees shall establish such standing committees as it deems appropriate to discharge its responsibilities, including the business and financial affairs of the College, evaluation and compensation of the President, assurance of academic standards and quality of the student experience, and protection of academic freedom and freedom of inquiry and expression.

Section 2. Every committee of the Board of Trustees shall be governed by a committee charter defining the scope of the committee's responsibilities, manner of committee members' appointment, and other matters specific to the performance of the committee.

Committee charters shall be approved by the Board of Trustees and reviewed regularly by the committees and the Nominating and Governance Committee.

Section 3. Executive Committee.

(a) The Board of Trustees exercises its powers and duties between regularly scheduled meetings of the Board through its Executive Committee, with the exception of those powers and duties reserved to the Board by the Bylaws. The Executive Committee shall consist of the Chair and any Vice Chairs of the Board, the President, the Secretary, and such other trustees as are elected at the Annual Meeting of the Board.

(b) Unless such authority is specifically delegated to the Executive Committee by the Board of Trustees, the committee shall not take any action for which only the Board of Trustees has power, including, but not limited to:

(1) Appoint, renew the appointment of, suspend, dismiss, or place on leave the President of the College;

(2) Approve the compensation of the President of the College;

(3) Approve the creation or elimination of any academic degree offered or to be offered by the College;

(4) Approve any change in the College's mission;

(5) Approve the College's annual budget; or

(6) Amend or repeal the bylaws.

Section 4. Nominating and Governance Committee. The Board of Trustees ensures the quality of board governance through its Nominating and Governance Committee, whose members shall be elected at the Annual Meeting of the Board.

Section 5. Additional Committees.

(a) The Board of Trustees shall have authority to establish other committees necessary for the conduct of the business of the College as those needs arise, and the Chair of the Board shall have authority at any time to appoint such special committees of a temporary nature as shall from time to time be deemed advisable.

(b) The duties of additional committees shall be specifically defined at the time of appointment.

(c) The term of office or existence of any special, e.g., ad hoc or short-term, committee shall be defined at the time of appointment, and the Chair of the Board shall either appoint a committee chair or direct that the special committee choose one of its number to serve in that capacity.

Section 6. Meetings of Committees.

(a) All committees, including the Executive Committee, may act without a meeting by written consent of a majority of the voting members of the committee, and may act through correspondence, by telephone communication between the members, or by videoconference technology, as well as in meetings assembled; provided, however, that such written consents, correspondence, or other records of said action shall be preserved and made a part of the records of such committee and the permanent records of the College, and a written record of all conference telephone calls or videoconferences shall be kept showing the persons participating and the action taken.

ARTICLE IV

FACULTY

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. Subject to the duties, obligations, and powers of the Board of Trustees as set forth in the College Charter and in these Bylaws, the faculty shall be entrusted and charged with all matters pertaining to the order, instruction, and academic discipline of the College, and shall have primary responsibility for the content, quality, and effectiveness of the curriculum of the College. Subject to the regulations of the Board of Trustees the faculty shall prescribe the qualifications of admission, the textbooks 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; it 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 or Secretary; and shall fix the College calendar. The faculty shall make and preserve full records of its proceedings, and may adopt for its own government such principles and bylaws as shall seem desirable to promote efficiency and facilitate its work; provided, however, that all such bylaws 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 bylaws and principles set forth by the faculty shall not be in violation of the Constitution or Bylaws 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 approval or revision by the Board. Authority for appointment to tenure and promotion to the rank of full professor rests with the Board of Trustees on recommendation of the President, but all other teachers and employees may be appointed by the President, and their compensation fixed by the President subject to such limitations as may be imposed by the Board of Trustees.

ARTICLE V

MISCELLANEOUS PROVISIONS

Section 1. Execution of Instruments.

(a) Legal documents given in the name of, or to which the College is a party, shall be executed by the President or the Treasurer, whose name shall be attested to by the Secretary or any Assistant Secretary, or by such other College officials as may be designated from time to time by a duly adopted Resolution of the Board of Trustees or the Executive Committee.

(b) The College shall have a common seal that may be imprinted upon each legal document by the Secretary or any Assistant Secretary.

(c) The following legal documents shall be ratified or approved by the Board of Trustees or the Executive Committee and shall be executed pursuant to authority granted by a duly adopted Resolution of the Board of Trustees or the Executive Committee on behalf of the Board of Trustees:

(1) Instruments pertaining to the purchase, sale, or transfer of real property;

(2) Instruments of indebtedness of the College, such as but not limited to notes, bonds, guarantees, pledges, including loan agreements, mortgages, and other security instruments, but exclusive of operating leases;

(3) Legal documents relating to matters outside the normal course of the College's business.

(d) All other legal documents may be executed and delivered without the ratification or approval of the Board of Trustees or Executive Committee, and third parties may rely on the authority granted to officers under paragraph (a) without further inquiry.

Section 2. Amendments. These Bylaws, or any provision thereof, may be amended at any regular or special meeting of the Board of Trustees by a majority vote of the entire Board, provided that notice of the meeting shall contain a copy of the proposed amendment or amendments. The amendment ultimately made need not be in the exact form in which it was sent to each trustee as above provided, but must deal with the same subject matter.

Section 3. Precedence of Governing Documents.

(a) The Charter is the foundational document of the College and neither these Bylaws nor any subordinate governing document can supersede the Charter. In the event of any conflict between the Charter and a provision of these Bylaws, subordinate Bylaws, a policy, any subordinate governing document, or other written rule or regulation, the Charter will control.

(b) These Bylaws take precedence over all the College's governing documents except the Charter, including, without limitation, charters of committees of the Board of Trustees, the Bylaws of All the Faculty of Rollins College, the Bylaws of the Faculty of the College of Liberal Arts, the Bylaws of the Faculty of the Roy E. Crummer Graduate School of Business, and any other subordinate bylaws that may exist now or in the future. In the event of any conflict between a provision of these Bylaws and a provision of the subordinate Bylaws, a policy, any subordinate governing document, or other written rule or regulation, these Bylaws will control.

(c) The Bylaws of All the Faculty of Rollins College take precedence over all the College's governing documents except the Charter and these Bylaws, including, without limitation, the Bylaws of the Faculty of the College of Liberal Arts, the Bylaws of the Faculty of the Roy E. Crummer Graduate School of Business, and any other subordinate bylaws that may exist now or in the future. In the event of any conflict between a provision of the Bylaws of All the Faculty of Rollins College and a provision of the Bylaws subordinate to it, the Bylaws of All the Faculty of Rollins College will control.

(d) The Bylaws of the Faculty of the College of Liberal Arts and the Bylaws of the Faculty of the Roy E. Crummer Graduate School of Business are of co-equal status and neither supersedes the other.

Section 4. Interpretation. The Board of Trustees is the final authority on the interpretation of the provisions of the Charter, of these Bylaws, and of all subordinate governing documents of the College. The Board of Trustees shall pass on any issues of interpretation in its own sound discretion, taking into consideration such advice as it deems appropriate to consider.

Revised: October 27, 2023