ARTICLE I. CORPORATION

Section 1. Name. The name of this corporation is Kettering University (the “University” or the “Corporation”).

Section 2. Places of Business. The Corporation shall have its principal place of business in Flint, Michigan and may have such other places of business as the Board of Trustees (as defined in ARTICLE II) may from time to time determine.

Section 3. Purposes. The objects and purposes of the Corporation are as follows:

A. To establish and conduct an educational institution where students may be taught such branches of useful knowledge as shall fit them for occupations requiring applied knowledge of the Arts and Sciences.

B. To impart instruction in scientific, engineering, and cultural subjects, as well as business administration, economics, finance, marketing, organization management, and all other branches and fields of human knowledge.

C. To conduct research in scientific, engineering, management and other branches of knowledge.

D. To award, grant and confer academic certificates, diplomas, degrees and honors.

E. To receive and administer funds to acquire or otherwise purchase, mortgage, lease or rent real estate and personal property for the purposes of the corporation.

F. To take and hold, in full, qualified or conditional ownership or subject to encumbrance or charge, by bequest, devise, gift, purchase, or lease, either absolutely or in trust, for the objects and purposes set forth in paragraphs a through e above or any of them, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal and income thereof, and deal with and expend the principal and income there from for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, to receive any property, real, personal, or mixed, in trust under the terms of any will, deed of trust, or other trust instrument for therefore going purposes of any of them (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditures of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, leases, obligations or other securities of any Corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them.
G. To do all and every lawful thing necessary, suitable or convenient for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers, aforesaid which are tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or comparable provisions of subsequent legislation.

H. Notwithstanding the generality of the above powers the Corporation shall exercise all such powers without discrimination on the basis of religion, race, color, sex, handicap and national or ethnic origin.

ARTICLE II. ORGANIZATION

The Corporation shall be organized on a non-stock directorship basis. Pursuant to Michigan statute, all directors of the Corporation shall be referred to as Trustees. All rights conferred by Michigan statute on directors of a non-profit Corporation shall be conferred upon the Trustees of this Corporation. The Corporation shall be governed solely by its Board of Trustees in accordance with Article III. The Corporation shall have no members.

ARTICLE III. BOARD OF TRUSTEES

Section 1. Members. The government of the Corporation shall be by a Board of Trustees (the “Board”). All powers of the Corporation shall be vested in the Board. The number of Trustees, which shall constitute the whole Board, shall not be less than five (5) or more than fifty (50). Within the limits above specified, the number of Trustees shall be determined by resolution of the Board of Trustees at the Annual Meeting.

Section 2. Selection and Term of Trustees. Members of the Board of Trustees shall be elected by the current Trustees at the Annual Meeting. Members of the Board of Trustees shall serve for three (3) years or until their successors are duly elected. Trustees may be eligible for re-election.

Section 3. Vacancies. When, and as often as a vacancy may occur on the Board of Trustees, either through death, resignation, or disqualification, said vacancy and newly-created Trusteeships resulting from any increase in the authorized number of Trustees shall be filled by the Board of Trustees at any regular or special meeting. Until the vacancy so occurring is filled, or when any trustee is unable to perform his duties by reason of illness or otherwise, the other Trustees shall have all the powers hereunder and the certificate of the other Trustees as to such vacancies, absences or incapacity shall be conclusive. Any such new trustee shall have the same powers and term as the trustee in whose place he or she is appointed, including the right to fill and join in filling the vacancies among the Trustees arising after his or her appointment.

Section 4. Annual Meeting. The Board of Trustees shall meet at such time and place in the fall of each year as may be designated by the Board of Trustees. The purposes of each such annual meeting shall be the election of officers, election of members of the Board of Trustees, and consideration of such business as may properly be brought before the meeting. If less than a quorum of the Trustees appear for an annual meeting of the Board of Trustees, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution, as provided herein.

Section 5. Regular and Special Meetings. Regular meetings of the Board of Trustees may be held at such times and places as the Trustees may from time to time determine at a prior meeting or as
shall be directed or approved by the written consent of all the Trustees. A Special Meeting of the Trustees may be called at anytime by the Secretary of the Corporation whenever he or she shall be directed to do so by the President, the Chairperson of the Board of Trustees, or by resolution of the Board of Trustees or by written request signed by not less than two-thirds (2/3) of the Trustees and filed with the Secretary.

Section 6. **Emergency Meetings.** Emergency meetings of the Board or Committees shall be called by the Secretary at the direction of the Chair of the Board or of the President of the University, at any time, and notice of the time, place, and purpose thereof shall be given by letter or electronic transmission addressed to each Trustee at the last known place of business or residence. Emergency meetings may be held only in the event of or to consider: (a) work stoppage or other activity which severely impairs public health, safety, or both; (b) crippling disaster which severely impairs public health, safety, or both; (c) administrative disciplinary matters, including, but not limited to, consideration of proposed stipulations, and pending litigation, which require immediate attention.

Section 7. **Notice of Meetings.** Written notice stating the place, day and hour of any meeting of Trustees shall be delivered either personally, by mail, or by electronic mail to each trustee entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or Trustees calling the meeting. In case of a Special Meeting or when required by a statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the trustee at his or her address as it appears on the records of the corporation, with postage thereon prepaid. If sent by electronic mail, the notice of meeting shall be deemed to be delivered when sent, unless a delivery failure notice is returned to the sender.

Section 8. **Informal Action by Trustees; Action without a Meeting.** Any action required by law to be taken at a meeting of the Trustees, or any action which may be taken at a meeting of Trustees, may be taken without a meeting if they consent in writing, setting forth the action so taken. Such written consents shall be signed by all the members entitled to vote with respect to the subject matter thereof. Further, meetings of the Trustees may be held without other formality or notice, at any place, at any time, by unanimous consent of all the Trustees. This consent may be given at the meeting by Trustees present or may be given by other Trustees whether or not present at the meeting in writing by telephone, memorandum, email, telefacsimile, telegram, radiogram or cablegram, to be reported in the minute book.

Section 9. **Quorum.** Except as required by law, the Trustees holding one-half (1/2) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Trustees, a majority of Trustees present may adjourn the meeting from time to time without further notice.

Section 10. **Proxies.** At any meeting of Trustees, a trustee entitled to vote may vote by proxy executed in writing by the trustee. Proxies may not be given to individuals who are not Trustees of the corporation. No proxy shall be valid after thirty (30) days from the date of its execution, unless otherwise provided in the proxy.

Section 11. **Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by the Trustees present or represented by proxy at the meeting of which a quorum is present shall be necessary for the adoption thereof unless a greater number of votes is required by law or by these Bylaws.
ARTICLE IV. OFFICERS OF THE BOARD OF TRUSTEES

Section 1. Officers of the Board. The Officers of the Board shall be a Chair, a Vice Chair, and a Secretary.

Section 2. Election and Term of Office. The Officers of the Board shall be elected at the regular annual meeting of the Board of Trustees. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The term of office of Officers of the Board shall normally be two years. Officers may be eligible for re-election. New offices may be created and filled at any meeting by the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Duties. The Chair shall preside at all meetings of the Board, shall represent the Trustees at public meetings of the University, and shall be a member of and Chair of the Executive Committee. The Vice Chair shall perform the duties of the Chair in the absence or disability of the Chair, or in the event of a vacancy in that office. The Secretary shall record the minutes of all meetings of the Board and its Executive Committee and shall have custody of the University’s Charter, Bylaws, minutes, records, and other documents of the Board and its Committees. The Secretary shall send a copy of the minutes to each member of the Board promptly after each meeting of the Board and of the Executive Committee.

Section 4. Vacancies. A vacancy in any office of the Board of Trustees may be filled for the unexpired term by the Board of Trustees.

ARTICLE V. COMMITTEES OF THE BOARD

Section 1. Standing Committees. The standing committees of the Board shall be:

(a) Executive Committee
(b) Committee on Audit and Compliance
(c) Committee on Academic Affairs
(d) Committee on Administration & Finance
(e) Committee on Institutional Advancement and Alumni Affairs
(f) Committee on Investment

Section 2. Committees of Trustees. The Trustees may designate one or more other committee of the Trustees, to consist of one or more Trustees, and such other persons as ex officio members of such committee, and may delegate to any such committee such authority of the Trustees as the Trustees deem advisable. Any act or authorization of an act by a committee within the authority delegated to it shall be effective for all purposes as the act or authorization of the Trustees. Each committee shall serve at the pleasure of the Trustees, shall act only in the intervals between meetings of the Trustees, and shall be subject to control and direction of the Trustees.

Section 3. Special Committees. Special Committees shall be appointed by the President or Chairperson of the Board upon authority of the Board with such powers and duties as the Board may determine, provided that no Special Committee shall be created to act upon any matter appropriate to be acted upon by a Standing Committee. A Special Committee shall act for no more than one year from the date of appointment and shall be considered discharged upon the expiration of said year, unless specifically authorized by the Board at the time of its appointment, or from year to year, to act for a longer
period. No Special Committee, other than a Special Committee to consider the selection of a President, shall have more than seven members in addition to ex officio members.

Section 4. **Subcommittees.** Each Committee shall have such Subcommittees as may be required for the effective conduct of the business of the Committee, provided, however, that Subcommittees shall be created only in response to need and to serve a specific purpose. Members of each Subcommittee shall be appointed by the Chairperson of the Committee of which it is a part, and each Subcommittee not specifically defined as standing in these bylaws shall serve for no more than one year from the date of its appointment and shall be considered discharged upon the expiration of said year, unless specifically authorized by the Board at the time of its appointment, or from year to year, to act for a longer period. No Subcommittee shall have more than five members in addition to ex officio members.

Section 5. **Term of Office.** Excepting the Executive Committee, each member of a committee shall continue as such until the next annual meeting of the Trustees of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 6. **Committee Membership.**

A. The Board of Trustees shall elect the chairs (who shall be Trustees) and other Trustee members of the committees at the annual meeting on the recommendation of the Executive Committee. A Trustee shall normally serve two years on a committee before being considered for election to the Chair of that committee. Insofar as practical, Trustee membership on the committees shall be rotated. Each committee chairperson's term of office shall, unless earlier terminated through resignation or removal, be one year. No person shall serve as a chair of a standing committee, with the exception of the Executive Committee, for more than four consecutive years.

B. The Board of Trustees, in its discretion, may select representatives of the faculty and student body from lists of nominations developed by the President in consultation with representative student and faculty groups. The term of any faculty and student committee member who may be selected shall be one year. The election of other committee members shall be effected by the Board of Trustees in accordance with the membership requirements of each committee.

C. Student and faculty representatives shall report to the Trustees on behalf of the student body and the faculty respectively. The Board or any Committee Chair may, in their sole discretion, exclude a Student or Faculty Representative from any of their proceedings as they may deem necessary or proper from time to time.

D. Subject to specific limitations set forth herein, the number of Trustee members and non-Trustee members of any standing committee shall be determined by the Board of Trustees, and the Trustees may authorize and elect such committee members at any meeting.

E. The Chair of the Board, the Vice-Chair of the Board, and the President shall be ex-officio members of all standing committees, of all special committees, and of all subcommittees in addition to the membership number stated for each committee, and with the power to vote, except for the Committee on Audit and Compliance or any special committees concerned with the selection of a President, where the President will not be a member.
F. The Chairperson of each Committee shall be an ex officio member of each subcommittee of that Committee.

Section 7. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.

Section 8. **Quorum.** Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

Section 10. **Powers and Duties.** The committees of the Board shall have the powers and duties set forth in these Bylaws and such other powers and duties as the Board may delegate to them and as may be set forth in each committee charter.

Section 11. **Meetings.** Each committee shall meet at such times and places and upon such notice as it may determine, and shall file a copy of the minutes of each meeting with the University Secretary.

Section 12. **Reports.** All standing committees, except the Executive Committee, shall file written reports with the Board at least annually, such reports being circulated to Board members at least ten days prior to the meeting at which they will appear on the agenda for discussion. The Executive Committee shall report at every regular meeting of the Board.

Section 13. **Committee Charters.** Each standing committee shall have a charter describing in detail its purposes, authority, responsibilities, membership, and operating procedures.

**ARTICLE VI. EXECUTIVE COMMITTEE**

Section 1. **Membership.** The Chair of the Board (to serve as Chair), the Vice Chair of the Board (to serve as Vice Chair), the Secretary of the Board, the President of the University, the Chair of each standing committee, any Past Chairs of the Board who remain active members of the Board shall constitute the Executive Committee of the Board.

Section 2. **Powers and Duties.** The Executive Committee shall:

A. Subject to the provisions of these Bylaws, exercise all powers of the Board of Trustees in the interim between meetings of the Board.

B. Monitor the performance of the President and determine all elements of compensation and other financial benefits for the President.

C. Recommend candidates for the Board of Trustees in accordance with Article III, above.

D. Exercise oversight of the management of the investment assets of the University and its affiliated entities, including without limitation the Employees’ Retirement Plan.

E. Appoint such other committees, subcommittees, task forces, and similar groups which may be made up of members selected from Trustees, officers, alumni, students, and friends of
the University, which shall include at least one Trustee, and with appropriate powers and duties as may be deemed necessary and proper by the Executive Committee.

F. Coordinate the activities of the other standing committees and serve as a forum for the consideration of significant institutional issues and priorities that transcend the jurisdiction of the other standing committees of the Board.

G. Serve as a conflict of interest committee to review potential conflicts of interest of the Trustees.

H. Make recommendations to the Board for the appointment or reappointment of members under Article III.

I. Make recommendations to the Board for appointment to the rank of Trustee Emeritus.

J. Make recommendations to the Board for appointment to the rank of President Emeritus.

K. Establish and amend guidelines with respect to the goals of the Trustee appointment process.

L. Develop and implement a systematic, open and proactive process for seeking nominations for Trustee.

M. Provide recommendations to the administration regarding promotion of awareness of Board activities to members of the University community.

N. Recommend to the Board the appointment of members to standing committees of the Board.

O. Recommend to the Board the appointment of representatives to non-Board bodies and committees.

P. Recommend to the Board the appointments of the chair and vice-chairs of Board committees, with the exception of the Audit and the Executive Committees.

Q. Ensure, where possible, that all Board members are members of at least one committee, and that committee memberships and chairs are rotated regularly, Board members from the internal constituencies of the University are included as appropriate, and committee memberships are balanced as appropriate.

R. Annually review the terms of reference of ad hoc committees of the Board and recommend to the Board the creation or abolition of standing and ad hoc Board committees.

S. Review the Board's governance structure and activities at least every three years, including Board Committee Regulations and the Board of Trustees Code of Ethics.

T. Monitor compliance with the Board of Trustees Conflict of Interest and Code of Ethics policies.

U. Establish and amend guidelines relating to the goals of the nomination process.

Section 3. Action Without a Meeting. Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting by unanimous consent of all members represented by one or more written consents describing the action so taken, signed by each member, and filed with the University Secretary and included in the corporate minutes or filed with the corporate records.
Section 4. **Required Board Approval.** Notwithstanding the provisions set out in this Article, the Executive Committee shall bring to the Board for final approval:

A. Changes to the Bylaws.
B. Appointments to Board committees.
C. Appointment of Board members to non-Board committees and bodies.
D. Appointment of new Board members.
E. Appointment of committee chairs and vice-chairs; and conferral of the status of Trustee Emeritus or President Emeritus.
F. All matters precluded by law or which under the bylaws require the vote of a majority of Trustees, except as otherwise provided by resolution adopted by a majority of Trustees.

**ARTICLE VII. COMMITTEE ON AUDIT AND COMPLIANCE**

Section 1. **Membership.** The Committee on Audit and Compliance shall be composed of not less than three Trustees. The Vice Chair of the Board of Trustees shall serve *ex officio* as the Chair of the Committee on Audit and Compliance. Individuals who are not Trustees but who have relevant audit experience may be appointed to the Committee on Audit and Compliance without the power to vote, for a fixed term not to exceed two years, upon nomination by the President and unanimous approval of the Committee. Members of the Committee on Audit and Compliance must be free from any compensatory relationship that would interfere with the member’s exercise of independent judgment in performing the work of the Committee.

Section 2. **Powers and Duties.** The Committee on Audit and Compliance oversees all internal and external audit processes, as well as all regulatory compliance, institutional ethics, and conflicts of interest functions. The Committee on Audit and Compliance is responsible for assuring that the University’s organizational culture, capabilities, systems and processes are appropriate to protect the financial health and reputation of the University in audit-related areas, including financial reporting, systems of internal controls and risk management, audit, and compliance with applicable laws and regulations. The Committee on Audit and Compliance provides an avenue of communication between the independent auditor, the Office of Administration and Finance, and the Board of Trustees.

**ARTICLE VIII. COMMITTEE ON ACADEMIC AFFAIRS**

Section 1. **Membership.** The Committee on Academic Affairs shall be composed of not less than five Trustees. At least two faculty members, and at least two students (at least one of whom shall be a graduate or professional student) shall serve as representatives to the Committee without the power to vote. The Provost shall serve, *ex officio*, as a non-voting member of the Committee, and the President may appoint other non-voting members as required to properly exercise the duties of the Committee.

Section 2. **Powers and Duties.** The Committee on Academic Affairs oversees all activities that support the academic mission of the University, including:

A. The articulation of the academic mission of the University,
B. Enhancing the quality of the academic program,
C. Considering new academic programs and significant modifications in existing academic programs
D. Fostering faculty development and other faculty priorities,
E. All matters relating to the student experience (including academic, extra-curricular, and co-curricular affairs), promoting scholarly research, enhancing the quality of the experiential learning program,
F. Strategic planning for the University.

The Committee on Academic Affairs also:

G. Reviews, discusses, and, when appropriate and necessary, recommends action on important and substantive issues and proposals regarding goals, strategies, issues and accomplishments in university activities relating to enrollment, scholarship and financial aid; and,
H. Oversees all aspects of the undergraduate, graduate and professional student experience outside of the classroom and advises the full Board on matters affecting the rights and responsibilities of students and the programs and services necessary to support student development and student success outside the classroom (consistent with the University’s academic programs).

ARTICLE IX. COMMITTEE ON ADMINISTRATION AND FINANCE

Section 1. Membership. The Committee on Administration and Finance shall be composed of not less than five Trustees. The Vice President for Administration and Finance shall serve, \textit{ex officio}, as a non-voting member of the Committee, and the President may appoint other non-voting members as required to properly exercise the duties of the Committee.

Section 2. Powers and Duties. The Committee on Administration and Finance oversees the University’s operating budgets and capital expenditures; construction, renovation and maintenance of buildings and grounds; and non-operating financing transactions. The committee also considers and advises the Board of Trustees on matters pertaining to setting tuitions, fees, and budgeted enrollment targets. The Committee serves as the Board’s principal forum for the consideration of matters relating to the University’s business operations, administration, budgeting, financing, financial reporting, and financial reserves. On a regular basis the Committee provides the Board with complete financial overviews of the University and recommends policies governing the funding of yearly operational plans and the financing of long-term capital needs.

ARTICLE X. COMMITTEE ON INSTITUTIONAL ADVANCEMENT AND ALUMNI AFFAIRS

Section 1. Membership. The Committee on Institutional Advancement and Alumni Affairs shall be composed of not less than four Trustees. At least one faculty member, and at least one student shall serve as representatives to the Committee without the power to vote. The Vice President for University Advancement and External Relations shall serve, \textit{ex officio}, as a non-voting member of the Committee, and the President may appoint other non-voting members as required to properly exercise the duties of the Committee.
Section 2. **Powers and Duties.** The Committee on Institutional Advancement and Alumni Affairs reviews, discusses, and, when appropriate and necessary, recommends action on important and substantive issues and proposals involving development, public affairs and government relations, community affairs, and alumni affairs. The Committee reviews and recommends University-wide policies and practices concerning philanthropic giving, fundraising initiatives, alumni programming, communications and media, government and public relations, and community affairs. All capital fund raising plans shall be submitted to the Committee on Institutional Advancement and Alumni Affairs for its consideration and advice.

**ARTICLE XI. COMMITTEE ON INVESTMENTS**

Section 1. **Membership.** The Committee on Investments shall be composed of not less than three Trustees. The Chair of the Committee on Administration and Finance shall serve *ex officio* as a member of the Committee on Investments. The Vice President for Administration and Finance shall serve, *ex officio*, as a non-voting member of the Committee, and the President may appoint other non-voting members as required to properly exercise the duties of the Committee.

Section 2. **Powers and Duties.** The Committee on Investments oversees the investment, reinvestment and management of all long-term investment assets of the Corporation, and the appointment of independent investment advisors or managers authorized to invest and reinvest funds of the Corporation. The Committee on Investments shall report 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. The Committee on Investments may make or cause to be made purchases, sales, exchanges or other dispositions of investment assets and evidences of investment property and assets. The Committee on Investments shall develop the University’s investment policy guidelines (including asset allocation strategy) for approval by the Board of Trustees and shall periodically review all investment results and report such results from time to time to the Committee on Administration and Finance.

**ARTICLE XII. OFFICERS OF THE UNIVERSITY**

Section 1. **Officers of the University.** The Officers of the University shall be a President, a Provost, a Vice President for Administration and Finance, a University Counsel, a University Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the office of President and Secretary.

Section 2. **Election.** All Officers of the University shall be elected by the Board of Trustees and shall serve until removed or their successors are elected and have taken office.

Section 3. **Bond.** The Officers of the University and the personnel reporting to them shall be bonded to the extent periodically determined to be appropriate by the Executive Committee.

Section 4. **Removal.** Any officer elected by the Board may be removed by the Board whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any of the officers so removed. Removal of an officer requires an affirming vote of at least one-half (1/2) of the members of the whole of the Board.
Section 5. **President.** The President shall be the Chief Executive Officer of the Corporation and shall be responsible to the Board of Trustees for the supervision, management, and government of the University, and for interpreting and carrying out the policies of the Board of Trustees. The President shall serve at the pleasure of the Board. The President shall be a member of the Board of Trustees. The President shall have the powers and duties set forth in the Bylaws, and such other powers and duties as the Board of Trustees shall delegate.

He or she may sign, with the University Secretary or any other proper officer of the University authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the corporation; and, in general:

A. The President, or someone designated by the President, shall preside at all academic functions and represent the University before the public.

B. The President shall be a member and also the chairperson and presiding officer of every faculty and every separate academic unit of the University.

C. The President shall preside at all meetings of the University Faculty. The President may veto any action taken by the University Faculty or any action taken by the faculty in the University and state the reasons for such action.

D. All University personnel, whether academic or nonacademic, shall be subject to the administrative authority of the President as chief executive and educational officer. The President shall define the duties of all officers and other members of the staff whose duties are not prescribed by these Bylaws or by action of the Board of Trustees.

E. The President shall submit a proposed annual budget for the University to the Board of Trustees prior to the beginning of the fiscal year covered by the budget.

F. The President shall submit to the Board of Trustees an annual report on the condition, operation, and needs of the University.

G. The President shall recommend to the Board of Trustees persons to be Officers of the University other than the President.

H. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

The President shall act as the official medium of communication between the faculties and the Board and between the students and the Board. The President shall be the representative of the Trustees and faculties of the University at all University Commencements and on other public occasions and shall confer upon the candidates the academic degrees that have been voted by the Trustees.

In case of the President’s death, resignation or inability to act, the Executive Committee may appoint an Acting President of the University, who shall perform all the duties of the President until the next meeting of the Board or until the disability of the President ceases. In case the Executive Committee shall appoint an Acting President, the Board at any time thereafter may elect a President or an Acting President.

Section 6. **Provost.** The Provost shall be the executive officer, under the President, responsible for all educational affairs and activities of the University, including research and the libraries of the University. The Provost shall have the powers and duties assigned by the President which shall
include appointments and promotions of faculty subject, and strategic, academic, and budgetary oversight and authority for all academic departments. The Provost shall report to the President.

The Provost shall be a member of the faculty of each academic unit, and an ex officio member of each committee (other than Committees of the Board of Trustees) or other body concerned with matters for which the Provost is responsible. The Provost shall receive recommendations developed by the faculty and educational officers for consideration and recommendation to the President.

In the absence of the President or in the event of his or her inability or refusal to act, the Provost shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 7. The Vice President for Administration and Finance. The Vice President for Administration and Finance shall be the executive officer, under the President, responsible for all business and finance, including accounting and auditing, preparation of budgets, fiscal planning, human resources, and operating of services of the University. The Vice President for Administration and Finance shall have the powers and duties assigned by the President and shall report to the President.

The Vice President for Administration and Finance shall have custody of all funds, records, contracts, agreements, deeds, and other documents of the University or relating to its operations or properties, except minutes of meetings.

The Vice President for Administration and Finance shall submit to each regular meeting of the Board of Trustees a report on the finances of the University and shall submit to the Board of Trustees at the end of each fiscal year an account of all receipts and disbursements for the preceding fiscal year and a statement in such detail as the Board of Trustees may require of the financial condition of the University at the end of such fiscal year.

In the absence of both the President and Provost or in the event of their mutual inability or refusal to act, the Vice President for Administration and Finance shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 8. University Counsel. The University Counsel shall represent the University in all legal matters. This representation shall include the provision of legal service and advice to the Board of Trustees, the President and all duly authorized representatives of the University. The University Counsel is authorized to retain outside counsel, as necessary, and shall supervise all such professional services. The University Counsel shall report to the President and the Board of Trustees as necessary.

Section 9. Treasurer. The Treasurer shall prepare, or cause to be prepared, a true statement of the corporation’s assets, liabilities, and operating results as of the close of each fiscal year in accordance with generally accepted accounting principles for colleges and universities. The Treasurer shall coordinate the work of the external auditors employed by the University in the audit of those financial statements.

The Treasurer shall manage the Corporation’s external debt and the related reporting and payment requirements associated with external debt compliance matters. In this capacity, the Treasurer shall function as the University’s primary liaison with external debt rating agencies.

The Treasurer shall be responsible for the University’s banking relations including, but not limited to, debt-related investment banking relationships and other depository banking account functions.
The Treasurer shall in general perform all of the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Trustees, or by these Bylaws.

The Treasurer shall report to the President or such officer of the University as the President may direct.

If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sums and with such sureties as the Board of Trustees shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for the monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as may be selected in accordance with the provisions of these Bylaws.

Section 10. **University Secretary.** The University Secretary shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation records, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each trustee which shall be furnished to the University Secretary by such Trustee; and in general perform all duties incident to the office of University Secretary; and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees. The University Secretary shall report to the President or such officer of the University as the President may direct.

**ARTICLE XIII. FACULTY**

Section 1. **The University Faculty shall be composed of the Officers of the University as elected by the Board of Trustees, all professors, associate professors, and assistant professors, and all other full-time members of the instructional staff, Registrar, and the University Librarian, and such other persons as may be designated by the President and approved by the Executive Committee or the Board of Trustees.**

Section 2. **The University Faculty shall be responsible for the conduct of instruction and research in the University. It may also consider and make recommendations to the President regarding any and all phases of education at the University.**

Section 3. **The University Faculty shall approve and recommend, to the Board of Trustees, with the concurrence of the Provost and President, the persons it deems fit to receive degrees or other marks of distinction, and the establishment of any new degree or diploma.**

Section 4. **The University Faculty may organize and exercise its functions through appropriate councils, committees, or other bodies.**

Section 5. **Each academic unit in the University may have a faculty of its own, which shall be composed of the President, the Provost, appropriate University administrators, and all members of the University Faculty in the academic unit. Each such faculty shall function under the President and other officers of educational administration and be subject to the regulations of the University Faculty.**
ARTICLE XIV. TENURE AND DISTINGUISHED PROFESSORSHIPS

Section 1. Approvals. Members of the University Faculty shall be granted tenure or elected to a distinguished professorship by the Board of Trustees upon the recommendation of the Provost, with the approval of and nomination by the President.

Section 2. Tenure. Appointment to a full-time position on the faculty is made by the department head with the concurrence of the Provost and President. Continuing appointment with tenure is made by the Provost and requires the approval of the President and the Board. Promotion to the rank of Assistant Professor, Associate Professor, Professor, or Emeritus(a) Professor, is made by the Provost and requires the approval of the President and the Board.

ARTICLE XV. FACULTY SENATE

Section 1. Membership. There shall be a Faculty Senate. The following shall be members of the Senate ex officio: the President, the Provost, and additional members named by the President for a total not to exceed the number specified by the Faculty Senate Bylaws. In addition, the presidents of the Student Government Association, and the Graduate Student Organization shall be student members ex officio. Additional members not to exceed the number specified by the Faculty Senate Bylaws, shall consist of staff, faculties and students elected as provided by the Bylaws of the Faculty Senate.

Section 2. Powers and Duties. Subject to the direction of the President and of the Board, the Faculty Senate shall have general supervision over all educational matters concerning the University as a whole, and over such matters as may be referred to it by the President or the Board. The Faculty Senate shall have power to adopt and to amend Bylaws governing its composition, organization procedures and committees. The decisions of the Faculty Senate, when validated by the concurrence of the President, shall be deemed conclusive unless and until the Board shall take action thereon.

ARTICLE XVI. HONORARY DEGREES

The Board shall have the exclusive power to confer honorary degrees. The Faculty Senate shall consider all recommendations and suggestions for honorary degrees and report its recommendations, made by two-thirds vote of those members of the Faculty Senate present and voting, to the President. The Board shall not vote to confer an honorary degree without first requesting a recommendation from the Faculty Senate. Candidates are expected to be present in person to receive honorary degrees. Honorary degrees shall not be awarded to members of the Board or to active employees of the University.

ARTICLE XVII. STUDENT BODY

The student body of the University shall be composed of all full-time and part-time students regularly enrolled in the University. The student body may consider and make recommendations to the President regarding any and all phases of education and student life at the University. The student body may organize and conduct its affairs under elected representative government or governments and through appropriate councils, committees, or other bodies.
ARTICLE XVIII.  ALUMNI

The Alumni of the University shall be composed of persons who were enrolled for at least two semesters at the University in programs that lead toward degrees. Individual components of the University may adopt policies which recognize, as alumni of that component, individuals who attended courses of study or training programs not leading to degrees.

The Alumni may consider and make recommendations to the President and to the Board of Trustees regarding any and all phases of education and alumni affairs of the University.

The Alumni shall organize and conduct its affairs through The Kettering University Alumni Association and elected representatives to appropriate boards, councils, committees, and other bodies which are a part of that Association.

ARTICLE XIX.  CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1.  Contracts.  The Board of Trustees is expressly authorized to borrow or raise money for any of the purposes of the Corporation and from time to time, without limit as to amount, and whether or not as evidence of and security for monies so borrowed or raised or as payment for the purchase price of any assets acquired by the Corporation or other lawful engagements of the corporation, to draw, make or accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non negotiable instruments and evidences of indebtedness and secure the payment thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust or otherwise of the whole or any part of the property of the corporation, real or personal, including contract rights or rights to interest or dividends, whether at that time owned or thereafter acquired and to sell, pledge, or otherwise dispose of such bonds or other obligations of the Corporation for its purposes.

Section 2.  Checks, Drafts, Etc.  All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or President and countersigned by another officer of the Corporation.

Section 3.  Deposits.  All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4.  Gifts. The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE XX.  BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep a record giving the names and addresses of the Trustees entitled to vote. All the books and records of the Corporation may be inspected by any Trustee, or his or her agent or attorney, for any proper purpose at any reasonable time.
ARTICLE XXI.  FISCAL YEAR, ACADEMIC YEAR, AND ACADEMIC CALENDAR

Section 1.  Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July in each year and shall end on the last day of June.

Section 2.  Academic Year. The academic year of the University shall commence on or about July 1 and end one calendar year later.

Section 3.  Academic Calendar. The President shall establish the academic calendar for each academic year, and designate the day(s) on which graduation exercises shall take place.

ARTICLE XXII.  PROCEDURE

Section 1.  Waiver of Notice. Whenever any notice is required to be given under the provisions of the Supervision of the Trustees for Charitable Purposes Act or Charitable Trustees Powers Act of the State of Michigan or under the provisions of the Articles of Incorporation or Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 1.  Rules of Order. Robert’s Rules of Order as last revised shall govern the proceedings of all meetings of the Board of Trustees.

ARTICLE XXIII.  INDEMNIFICATION

Each person who is or was a member of the Board of Trustees or an officer of the University, and each person who serves or has served at the request of the Corporation as an employee, agent, non-trustee volunteer or committee member of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by the Corporation laws of the State of Michigan as they may be in effect from time to time, including without limitation the indemnification permitted pursuant to MCLA §§ 450.2561-450.2565 and any successor legislation. The Corporation shall purchase and maintain insurance on behalf of persons entitled to indemnification hereunder, whether or not the Corporation would have the power to indemnify him or her against such liability under the laws of the State of Michigan.

ARTICLE XXIV.  CONFLICTS OF INTEREST

It is the policy of the University to disclose conflicts of interest that may adversely affect the performance of duty by its Trustees, officers, faculty and other employees. Policies and procedures in implementation of this bylaw, as approved by the Board of Trustees from time to time, shall provide that all Trustees, and officers of the Corporation, Vice Presidents, and other personnel so designated, shall file disclosure statements with the University Secretary on a regular basis.

Each Trustee (which term shall include Emeritus Trustees for purposes of this Article) and each officer of the University shall perform the responsibilities of his or her position solely on the basis of what is in the best interests of the University. This shall include, but not necessarily be limited to, being wholly free from the influence of personal considerations or relationships and from any other factors that might, or would reasonably appear to, prevent him or her from acting solely on the basis of what is in the best interests of the University. This duty of each Trustee and officer shall extend, but not be limited to, negotiating contracts, transactions, and business relationships for the University; making
recommendations with respect to such contracts, transactions, and business relationships; and passing judgment on such contracts, transactions, and business relationships.

In furtherance of the foregoing, the University has established the following requirements and conditions:

As used in this Article of these Bylaws:

(a) "Confidential Information" means any information not generally available to the public regarding the University or its students, employees, alumni, or donors, including without limitation information regarding actual or potential activities of the University, trade secrets, business methods and processes, admissions or fundraising data, financial statements, projections, other financial information, and any other information that should by its nature or context be recognized as proprietary and/or confidential.

(b) "Conflict of Interest" includes any circumstance that might impair, or reasonably appear to impair, a Trustee's or officer's independent unbiased judgment in the discharge of his or her responsibilities to the University. Without limiting the preceding sentence, a "Conflict of Interest" shall be deemed to exist whenever (i) a Trustee or officer, (ii) any Immediate Family Member of a Trustee or officer, or (iii) any organization of which a Trustee, officer, or Immediate Family Member of a Trustee or officer is an officer, director, member, partner, trustee, shareholder having a Material Investment Interest in the organization, or creditor having $100,000 or more at risk with the organization, or over which he or she otherwise exercises control, has, or reasonably expects to have, a financial interest in any Transaction.

(c) "Immediate Family Member" means (i) a spouse, domestic partner, or fiancé(e); (ii) a child, grandchild, parent, grandparent, sibling, uncle, aunt, nephew, or niece, or the spouse, domestic partner, or fiancé(e) of any such person; (iii) a person having a step-relationship described in (ii) above; (iv) a parent-in-law or a brother- or sister-in-law; (v) any other person who resides in the same household as the Trustee or officer; or (vi) any other person as to whom it would reasonably appear that the Trustee or officer has a relationship involving an interest in such person comparable to the preceding.

(d) "Material Investment Interest" means an investment interest equal to or exceeding (i) in the case of a publicly held company required to file periodic reports with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, 5% of the ownership of the organization or the outstanding equity securities of any class issued by the organization, and (ii) in the case of all other organizations, 10% of the outstanding equity securities of any class issued by the organization or $100,000, whichever is lesser.

(e) "Transaction" includes any contract, transaction or relationship to which the University is a party or has a substantial interest, including without limitation (i) the acquisition or sale of goods, property, or services; (ii) the commitment of resources to a common venture; or (iii) in the case of an Immediate Family Member, an employment relationship. It does not include attendance at the University as a student, or attendance at University events upon terms and conditions identical to those applicable to the general public.

A. A Trustee or officer shall not actively seek Transactions with respect to which he or she would reasonably be expected to have a Conflict of Interest. The preceding sentence shall not preclude responses to public advertisements, requests for proposals, or similar solicitations initiated by or on behalf of the University.

B. A Trustee or officer shall not become involved in or promote a Transaction with respect to which he or she would reasonably be expected to have a Conflict of Interest unless he or she reasonably
believes that the resulting benefit to the University will be better than that which could be obtained by the University in a comparable Transaction with a person or entity not having a Conflict of Interest.

C. A Trustee or officer shall disclose a Conflict of Interest prior to voting on or otherwise discharging his or her duties with respect to any matter where a Conflict of Interest exists, and shall provide complete and accurate information regarding the Conflict of Interest (including, without limitation, the nature and magnitude of his or her interest in the matter) to any group or person(s) considering the matter including, as may be applicable, to the Board, or any committee, or any other person(s) who may have duties with respect to the matter. After providing the information, the Trustee or officer shall leave any meeting and shall not participate in any further consideration of the conflicted matter and (in the case of a Trustee) any vote on it. (A Trustee may, however, be counted prior to his or her departure from a meeting for the purpose of determining the presence of a quorum at the meeting.) The Board, committee, and/or other person(s) shall approve the Transaction only if it or they determine(s) that any Trustee or officer with a Conflict of Interest has made a full disclosure about it as required by this Article and that the Transaction is fair and reasonable to the University and is consistent with the best interests of the University.

D. Any initial disclosure of a Conflict of Interest required by this Article of these Bylaws shall be made in writing if reasonably possible. The disclosure shall be submitted to the Chair of the Board and to the President. If the person making the disclosure is either the Chair of the Board or the President, then the chair of the Committee on Audit and Compliance shall be substituted for, as the case may be, the Chair of the Board or the President. The Chair of the Board and the President shall then be responsible for informing the other person(s) having responsibilities with respect to the matter as to which the Conflict of Interest exists and for arranging for any further disclosures as may be necessary or appropriate with respect to it. The President shall be responsible for retention of all such disclosures pursuant to this Article.

E. In the event that a Trustee or officer does not comply with the procedures set forth in this Article, the Transaction shall be voidable at the sole discretion of the University even if the Trustee or officer did not have actual knowledge of the Conflict of Interest at the time the transaction was being considered and approved.

F. Each Trustee and each officer shall complete and submit to the President a conflict of interest disclosure questionnaire, in a form approved by the Committee on Audit and Compliance, upon assuming his or her position and thereafter at least annually and whenever requested by the Chair of the Board or the President. The President shall retain a record of all conflict of interest disclosure questionnaires submitted. Such questionnaires shall be retained for seven years after receipt of the questionnaire, or four years after the Trustee or officer completes his service to the University, whichever is longer. The Committee on Audit and Compliance shall be responsible for overseeing these procedures, and the Committee on Audit and Compliance and the Chair of the Board shall have reasonable access to all questionnaires and other disclosures being retained by the President.

G. The duty to disclose Conflicts of Interest as provided in this Article of these Bylaws shall be a continuing duty, and each Trustee or officer shall disclose any Conflict of Interest involving him or her as soon as possible after he or she learns of it in any context whether or not described in this Article. Without limiting the preceding sentence, (a) a Trustee or officer shall be obligated to disclose a Conflict of Interest with respect to a Transaction even if the Conflict of Interest did not exist when the Transaction was originally approved on behalf of the University and (b) a Trustee or officer shall promptly advise the President in writing of any changes to the information provided in his or her last completed conflict of interest disclosure questionnaire by submitting a new questionnaire containing the new or additional information.
H. A Trustee or officer shall use Confidential Information received in the course of his or her service to the University only for the purpose of fulfilling his or her duties to the University, and shall refrain from using Confidential Information for any other purpose whatsoever. Moreover, regardless of the existence or use of Confidential Information, a Trustee or officer shall refrain from diverting or otherwise using, whether for personal gain or otherwise, any opportunity in which the University has a reasonable expectancy. Without limiting the preceding sentence, a Trustee or officer shall not acquire, in opposition to the University, real, personal, or intangible property in which the University has an interest or which is reasonably useful to the University's purpose, or appropriate for himself or herself the benefit of an opportunity intended for or extended to the University. A violation of this paragraph shall constitute a breach of the Trustee or officer's fiduciary duty of loyalty to the University, and shall entitle the University to any and all remedies available at law or in equity.

ARTICLE XXV. EQUAL EDUCATIONAL AND EMPLOYMENT OPPORTUNITY

It is the policy of the University actively to support equality of educational and employment opportunity. Explicit policy statements to this effect, as approved by the Board of Trustees from time to time, shall be publicized widely for the information of present and future students, faculty, staff and other employees. They shall be binding on all University personnel.

ARTICLE XXVI. SEAL

The corporate seal of the Corporation shall consist of the seal, which is represented in the space below, and which is hereby adopted as the corporate seal of the Corporation.

ARTICLE XXVII. AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Trustees present at any regular meeting or any special meeting, if at least ten (10) days written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

ARTICLE XXVIII. NON-PROFIT OPERATION

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to Trustees, officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, distributions, and investments in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, lobbying, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or
Notwithstanding any of the other provisions of these articles, the Corporation will not carry on any other activities which may:

A. Revoke the corporation's exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or

B. Threaten the deductibility of contributions to the Corporation under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).