

Adopted: April 23, 2016
Amended: April 13, 2019
Amended: September 25, 2020
Amended: February 25, 2021

Sweet Briar Institute Bylaws

Duly Adopted April 23, 2016.

PREAMBLE

Sweet Briar Institute, established in 1901, pursuant to the Last Will and Testament of Indiana Fletcher Williams (“Williams Will”), is dedicated to providing an exceptional education in the liberal arts and sciences for future generations of women.

The Board of Directors of Sweet Briar Institute is an engaged policy-making body and is responsible for ensuring that the financial resources of the institution are adequate to provide Sweet Briar’s exceptional educational program in perpetuity.

The Bylaws of the Board of Directors are designed to enable it and the Sweet Briar community to engage in ongoing and integrated planning and evaluation processes that (1) incorporate a systematic review of institutional mission, goals, and outcomes;

(2) result in continuing improvement and innovation in institutional quality; and (3) ensure the institution is meeting the requirements of Virginia law and the Williams Will.

ARTICLE I

THE CORPORATION

SECTION 1. Name and Status. The name of this Corporation is Sweet Briar Institute (sometimes hereinafter “Sweet Briar College” or “College”). The Corporation is the legal embodiment of a perpetual Trust created by the Williams Will, and, thus is both a corporation and a trust and is determined to comport itself as both. The Williams Will required the creation of Sweet Briar Institute to educate women. In furtherance of the requirement, an Act of the General Assembly of Virginia, February 9, 1901, incorporated Sweet Briar Institute as a non-stock corporation and incorporated into said charter the language of the Williams Will devising certain of her estate in trust to establish the Sweet Briar Institute. Sweet Briar Institute is subject to the Virginia Uniform Code of Trusts, VA Code Ann. § 64.2-766.

This Corporation adopted the fictitious name Sweet Briar College and may be referred to as the “College”.

SECTION 2. Design. The design of the Corporation is to conduct, maintain and operate a college or university or institution under the name of Sweet Briar Institute d/b/a Sweet Briar College for the higher education of women, and for their instruction and training in the liberal arts, languages, literature, sciences and other branches of learning usually taught in institutions of like character.

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SECTION 3. Charter and Purposes. The Articles of Incorporation consist of documents required by certain statutes of The Commonwealth of Virginia and on file with the State Corporation Commission. Said Articles may be amended from time to time by the College as may be deemed appropriate or necessary. The purposes of the College shall be set as forth in its Articles of Incorporation, and from time to time may be amended.

SECTION 4. Location. The Corporation shall have, and continuously maintain, in the Commonwealth of Virginia a registered office and a registered agent whose business office is identical with such registered office and who is an officer or director of the Corporation or a member of the Virginia State Bar. The registered office may be, but need not be, identical with the principal office in the State of Virginia and the Board of Directors may change the address of the registered office from time to time.

The principal office of the Corporation in the Commonwealth of Virginia shall be located at Sweet Briar, Virginia in Amherst County, Virginia. The Corporation may have such other offices, either within or outside the Commonwealth of Virginia, as the Board of Directors may determine to be necessary or desirable.

SECTION 5. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July in each year and end on the last day of the following June.

SECTION 6. Corporate Seal. The seal of the Corporation shall consist of the arms of the Fletcher family quartered with those of Lord Jeffrey Amherst, with three Tudor roses in chief, the escutcheon to be blazoned as follows:

Quarterly 1 and 4, Fletcher; sable, a cross engrailed, argent, between four plates each charged with an arrow, pale wise, of the first; 2 and 3, Amherst; gules, three tilting spears erect, in fesse, or points argent. In Chief; or, three Tudor roses in fesse, gules, banded and seeded proper. Motto: ROSAM QUAE MERUIT FERAT. The escutcheon to be placed upon an oval shield bearing the name of Sweet Briar Institute and the date of its charter, 1901; and the scroll bearing the motto is to be twined about a vine of the sweet briar rose.

The seal shall be used on all diplomas of the College.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. Numbers and Qualification. The College's Board of Directors, who also shall be its Trustees, shall govern the College, and shall elect Directors as hereinafter provided. In addition,

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the President of the College shall be an ex officio, non-voting member of the Board. There shall be no fewer than seventeen or more than thirty Directors.

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

SECTION 2. Election and Term of Office.

2.1. Except as set forth in Section 2.2, the Directors shall be elected by the Board of Directors at the Annual Meeting of Directors and shall hold office for a term of three (3) years or until their successors shall be elected.

2.2 In the case of a vacancy on the board (including those arising from an increase of the size of the board, the departure of a directors, or otherwise), the Board may elect a Director to fill the vacancy at any meeting of the Board of Directors, provided that notice of such election is stated in the meeting notice. If a Director is first elected at a meeting other than an Annual Meeting, such Director's term shall expire at the second Annual Meeting following the meeting at which such Director was initially elected.

2.3 After the expiration of a Director's own first three-year term, she/he shall be eligible for re-election for a second term of three years. At the discretion of the Governance Committee, individual Directors may be elected to additional terms of service. However, any Director who serves three consecutive terms shall be ineligible for reelection for an additional term until one year after such Director's previous term expires. The Governance Committee shall be empowered to determine the maximum number of terms any Director may serve.

2.4 A Director serving by virtue of being President of the College shall cease being a Director immediately at such time as such Director no longer serves as President of the College.

2.5 The Chair of the Governance Committee shall provide the names and credentials of the Committee's nominees to all Directors at least two weeks prior to such election. The selection process for Directors shall identify diverse individuals with broad-based expertise, as the Board may require, and who are devoted to the Trust and the successful operation of the College. The Directors shall actively promote the mission of the College and have as their primary objective its well-being and good standing. All Directors shall carry out their duties of Care, Loyalty and Obedience, consistent with non-profit best practices.

2.6 Nothing contained in these Amended and Restated Bylaws shall shorten the term of any Director who is in office on the date of adoption.

SECTION 3. Directors Emeritae/Emeriti. The Directors may award the designation of Director or President Emerita/Emeritus to former Directors or Presidents in appreciation of their distinguished

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service to the College as a Director or as a President. Upon special invitation of the Chair of the Board of Directors, the Directors Emeritae/Emeriti may attend meetings or Executive Sessions of the Directors but may not vote or otherwise be considered as Directors.

SECTION 4. Resignation and Removal. A Director may resign by causing a written communication of resignation to be delivered in writing, by email or other recordable written electronic means to the Chair of the Board.

Any Director may be removed as a Director for cause by vote of three-fourths of the Directors then in office at any meeting called for the purpose of removing the Director. Notice of meeting for the purpose of removing a Director shall be given in writing to all Directors no fewer than 30 calendar days prior to the scheduled vote.

SECTION 5. Meetings of Directors.

5.1 Regular Meeting. Regular meetings of the Directors, including an annual meeting, shall be at such times as the Directors may from time to time determine, but there shall be no fewer than two meetings a year at the College campus. The Board shall fix the date of the Annual Meeting. No notice of the Annual or regular meetings shall be required if the time and places thereof shall have been previously furnished in writing to all Directors and published on the College website. Any notice of a regular meeting which is given need not state the purpose or purposes thereof unless otherwise required by law or these Bylaws. The Governance Committee shall provide rules of decision and process not otherwise provided by these Bylaws.

Any meeting of the Board or Board Committee may include an Executive Session.

5.2 Special Meetings. Special meetings may be called by the Chair of the Board of Directors and shall be called by the Chair of the Board of Directors whenever requested to do so by the President, or upon the request of three other Directors.

5.3 Place. All special and regular meetings of the Board of Directors shall be held in the Commonwealth of Virginia at the principal office of the College unless some other place is stated in the notice of the meeting, or in the case of regular meetings, if some other place shall have been previously stated in writing furnished to all Directors.

5.4 Notice. Except as otherwise expressly provided, it shall be sufficient notice to a Director to send notice by mail at least four business days before the meeting addressed to such Director at her/his usual or last known business or residence address, or electronically by email or other electronic means at least twenty-four hours before the meeting to such Director at her/his last known email or other electronic address, or to give notice to such Directors in person or by telephone at least twenty-four hours before the meeting. Whenever notice of a meeting is otherwise required, a written waiver of notice executed before or after the meeting by a Director and filed

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with the records of the meeting shall be deemed equivalent to such notice. A notice need not specify the purposes of the meeting unless such purposes were required by these Bylaws to be specified in the notice of such meeting.

5.5 Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of Directors may be taken without a meeting if all Directors entitled to vote on the matter consent to the action in writing, by email or other recordable written electronic means, and such consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as votes at meetings.

5.6 Quorum, Voting and Proxies. Except as otherwise specifically required by law, the Articles of Incorporation or these Bylaws, a simple majority of the number of voting Directors shall constitute a quorum for the transaction of business, except that a three-quarters majority of voting Directors then in office shall be deemed a necessary quorum if there is a proposed Board action that would violate the terms of the Trust, thus requiring court approval, or for the election of a President.

A proposed Board action that would violate the terms of the Trust shall be specified in written notice to each Director no less than 30 calendar days prior to the meeting wherein said action is to be discussed and voted on. Any such proposed action must be approved by a three-quarters majority of the Directors then in office. In the event this supermajority of the Board of Directors passes such proposal, the Board shall proceed to seek court approval to modify the Trust prior to implementation of any such proposal.

A majority of those present, although less than the quorum present at the commencement of the meeting, may adjourn the meeting, and such meeting may be held as adjourned without further notice.

Proxy voting shall be prohibited.

5.7 Conflict of Interest Policy. Directors, officers, and others with significant responsibilities for the College have a duty of loyalty to the College. At all times they should act in a manner consistent with this obligation and shall exercise particular care that no detriment to the interests of the College may result from a conflict between those interests and any personal interests that the individual may have. All Directors must review annually and sign a conflict of interest statement, disclosing any such conflicts or the appearance of any such conflicts that reasonably may exist. All conflict of interest statements will be reviewed and reported upon to the Board of Directors by the Audit Committee.

5.8 Director Presence Through Communications Equipment. With the approval of the Chair of the Board of Directors or a committee chair, unless otherwise provided by law or the Articles of Incorporation, Directors may participate in Board and committee meetings by means of a

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telephone conference or audio-visual communications means which would allow all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.9 Minutes. The Secretary of the Board of Directors shall prepare and obtain approval by the Board of Directors of the minutes of all Regular and Special Board meetings. The Chair of each committee shall prepare and obtain approval of its members of the minutes of all committee meetings. Electronic or block signatures may be used to sign approved Board or committee minutes upon final review of the minutes as signed by the Chair and Secretary of the Board for Board meeting minutes, or by the committee chair for committee meeting minutes. All minutes shall be kept in Board books in the office of the President and shall be made available to any Director upon request to the Chair of the Board of Directors and/or the Secretary of the Board of Directors.

Minutes of Executive Sessions of the Board and board committees must be prepared to reflect any votes taken at such meetings,

A Statement of Board Activities will be published promptly after each meeting of the Board of Directors.

SECTION 6. Power and Duties. The Directors shall have and may exercise, subject to law and the Articles of Incorporation of the College, all the powers of the College. Without limiting the foregoing, the Directors shall exercise oversight of the College and of all its property, and of the investment and appropriation of its funds, and shall have the final responsibility in all matters of policy. Directors act as members of the Trustee body and have authority only when the body is in a duly called meeting. Directors may not direct any employee of Sweet Briar College without the authorization of the Board or the President. Under the direction and supervision of the Board of Directors, the President of the College shall implement the policies of the Board of Directors and manage the operations, property, affairs, and business of the Corporation.

The Directors shall have the power to amend these Bylaws, pursuant to Article VI of these Bylaws, and make and execute such rules as they may consider necessary or desirable for the best administration of the College; to ratify the membership of committees at the Annual Meeting; to prescribe the duties and powers of committees; and to supervise and review the actions of all committees and officers of the Board. The Directors shall have the power to hire, terminate and set the terms of employment for the President, and appoint all officers of the Board.

The Directors shall confer appropriate degrees, including honorary degrees, and certificates for completion of prescribed courses of study upon such students as are recommended by the Faculty. The diplomas and certificates shall be signed by the Chair of the Board of Directors and the President.

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SECTION 7. Officers of the Board of Directors. There shall be a Chair of the Board of Directors, a Vice Chair of the Board of Directors, and a Secretary of the Board of Directors, each of whom shall be a Director. The Chair of the Board of Directors, the Vice Chair of the Board of Directors, and the Secretary of the Board of Directors shall be elected by the Board of Directors at the annual meeting, or in the case of vacancy, at any meeting, provided that notice of such election is stated in the meeting notice. Officers may be elected for a one or two-year term. The Chair of the Board of Directors shall preside at all meetings of the Board of Directors and of the Executive Committee and shall perform such other duties and functions as may be delegated to that person from time to time by these Bylaws or by the Board of Directors. In the absence of the Chair of the Board of Directors, the Vice Chair of the Board of Directors shall perform the duties of the Chair of the Board of Directors. In the absence of both the Chair and the Vice Chair of the Board of Directors, the Secretary of the Board of Directors will perform the duties of the Chair, and if none of the above is present, a Chair pro tempore shall be chosen by the Directors present.

SECTION 8. Standing and Other Committees.

8.1 Committee Membership.

8.11 The Chair of the Board of Directors shall select the members of all board committees, in consultation with the Governance Committee and the chair of each respective committee, except as otherwise provided by these Bylaws.

8.12 The Chair of the Board of Directors shall select the chair of all board committees, in consultation with the Governance Committee, except as otherwise provided by these Bylaws.

8.13 Faculty, Student and At-Large Alumnae Participation on Board Committees. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, faculty, students and At-Large participants, both voting and non-voting, in any Standing or Other Committees shall be chosen as follows: Faculty shall be chosen by the Chair of the Board in consultation with the Faculty Senate or other faculty designated body to identify a faculty member with relevant experience; Students shall be chosen by a process adopted by the Student Government Association; and At-Large Alumnae shall be chosen by a process adopted by the Alumnae Alliance.

8.14 Other Committee Participants. Other members of the Administration, Faculty, Student Body, Staff and Alumnae may be invited by the Chair of the Board or a Committee Chair to participate in Committee meetings or consulted as needed, but shall be non-voting guests of such Committee.

8.2 Executive Committee.

8.21 Composition of the Executive Committee. The Executive Committee shall consist of the Chair of the Board, Vice Chair of the Board, Secretary of the Board, the Chair of each of the

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Standing Committees, and one At-Large Director. Other Directors may serve, ex officio, non-voting on the Executive Committee as invited by the Committee. The President shall serve on the Executive Committee, ex officio, non-voting. The Chair of the Board shall serve as the Chair of the Executive Committee.

822 Powers. The Executive Committee shall have the responsibility to provide strategic guidance to the College and to propose policy and action items for Board consideration. The Executive Committee shall have the power to make decisions when the board is not in session if an emergency or other unusual circumstance arises that requires immediate action. The Executive Committee shall immediately report such decisions to the Board in writing.

The Executive Committee shall (a) evaluate the performance of the President annually and report such evaluation to the Board of Directors, and (b) make recommendations as to the President's compensation and benefits to the Board of Directors.

The Executive Committee may not (a) fill vacancies on the Board of Directors, (b) amend the Articles of Incorporation of the Corporation, (c) adopt, amend or repeal these Bylaws; (d) approve a plan of merger of the Corporation or any other action in violation of the Trust; (e) remove or appoint the President of the College; or (f) any other matter as determined by the Board.

823 Reports. Minutes of all action taken by the Executive Committee shall be prepared and maintained. The Secretary of the Board shall distribute copies of the minutes to each Director after the Chair of the Board of Directors or other presiding member of the Board of Directors has approved such minutes.

8.3 Governance Committee.

831 Composition of Governance Committee. The Governance Committee shall consist of the Chair of the Board of Directors, the President, ex officio, non-voting, at least four other Directors who are nominated annually by the Chair of the Board of Directors and approved by the Board of Directors, and one member of the faculty. Other members of the administration, faculty, student body and alumnae will be consulted as needed, but shall be non-voting consultants of the Committee.

The Board of Directors shall elect the Chair of the Governance Committee at its Annual Meeting, or in the case of vacancy, at any meeting, provided that notice of such election is stated in the meeting notice. The Chair of the Board of Directors will solicit nominations for the position of Chair of the Governance Committee, and present the nominations to the Board for a vote.

832 Purpose. The Governance Committee shall ensure that the Board is able to exercise its fiduciary duties to the College effectively through a process for election of Directors, and creation of governance policies and procedures. The Committee shall establish and maintain standards of

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Board conduct, propose Board Bylaws, and the College's Articles of Incorporation for Board approval, all reflecting best practices. The Governance Committee shall annually review these Bylaws and the College's statements of Mission and Purpose, and make recommendations to the Board.

833 Election of Board Members. The Governance Committee shall identify, recruit, and recommend nominees for the Board to the Directors, pursuant to the criteria set forth in Art. II, § 2, above. The Governance Committee shall accept nominations from Directors, alumnae, faculty, and other members of the Sweet Briar community and its friends.

To ensure that the membership and leadership of the Board of Directors continues to be qualified and effective, the Governance Committee shall provide orientation programs for new Directors, shall review the composition, structure and functioning of the Board of Directors and its committees. It shall review the performance of incumbent Directors, particularly those who are eligible for reelection, It shall (a) evaluate the performance of the Board of Directors annually and report such evaluation to the Board of Directors, and (b) make recommendations for improvements to its performance as necessary. It shall periodically recommend and oversee initiatives by which the Board of Directors and its committees shall assess and improve their performance.

834 Election of Officers and Executive Committee At-Large Director. The Governance Committee shall solicit nominations for the Chair of the Board of Directors, Vice Chair of the Board of Directors, Secretary of the Board of Directors, and the Executive Committee At-Large Director. The Governance Committee shall disseminate in writing a proposed slate of officers and the nominees for the Executive Committee At-Large Director to the Board at least one month prior to the Annual Meeting. Any Director may propose nominations for officers to the Governance Committee and Executive Committee At-Large Director.

At the Annual Meeting, in Executive Session, the Governance Committee shall present the slate of officer nominees and the Executive Committee At-Large Director nominees. The Governance Committee shall also accept alternative nominations for officers of the Board and Executive Committee At-Large Director no later than two weeks before the Annual Meeting. Any such nominations must be provided to the Board at least one week before the Annual Meeting. The Governance Committee shall coordinate the election of the Board officers and Executive Committee At-Large Director. The Governance Committee shall nominate Directors or Presidents Emeritae/Emeriti and present such nominees to the Board for election.

8.4 Finance Committee.

841 Composition. The Finance Committee shall consist of the Chair of the Board of Directors, the Secretary of the Board of Directors, the President, ex officio, non-voting, at least four other Directors who are nominated annually by the Chair of the Board of Directors and approved by the

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Board of Directors, and two members of the faculty. Other members of the administration, faculty, student body and alumnae will be consulted as needed but shall be non-voting consultants of the Committee.

The Board of Directors shall elect the Chair of the Finance Committee at its Annual Meeting, or in the case of a vacancy, at any meeting, provided that notice of such election is stated in the meeting notice. The Chair of the Board will solicit nominations for the position of Chair of the Finance Committee, and present the nominations to the Board for a vote.

The Vice President of Finance or Chief Financial Officer will serve as ex officio, non-voting member of the Finance Committee and act as Secretary for the Committee. The Vice President of Alumnae Relations & Development or Chief Development Officer, and any other relevant officer as designated by the President, will serve as ex officio, non-voting members of the Committee.

842 Powers. The Finance Committee shall advise the Board of Directors with respect to financial matters and shall recommend appropriate policies and actions to the Board for the maintenance of the short and long-term financial health of the College. The Finance Committee will oversee all aspects of the College's financial operations including: a) budgeting and financial planning; b) investment of financial assets, c) issuance of any debt obligations; and d) ongoing reporting on the financial performance and position of the College.

8.5 The Board shall develop and maintain Financial Policies detailing specific responsibilities and tasks for the Finance Committee in each of the areas of responsibility enumerated in § 8.4.2, ¶1 above, and recommend subcommittees as appropriate.

8.5.1 Subcommittees.

8.5.1.1 Audit Committee.

851.1.1 Composition. The Finance Committee shall nominate and the Board shall annually appoint an Audit Subcommittee of the Finance Committee at its Annual meeting that shall review the financial statements of the College as prepared by outside auditors. The Audit Committee shall be comprised of the Vice Chair of the Board of Directors, at least one other Director who is not a member of the Finance Committee, and at least two additional qualified independent members who are not Directors. The Chair of the Board will appoint the Chair of the Audit Committee. The Vice President of Finance or Chief Financial Officer will serve as an ex officio, non-voting member.

851.1.2 Powers. The Audit Committee is responsible for assuring that the scope of the audit performed is appropriate and is discussed with the auditors, and that the College meets regulatory and accreditation standards. The committee shall meet at least annually in concert with the audit cycle and present the audit findings to the Board of Directors.

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The committee shall also make recommendations to the Board of Directors regarding the selection and retention of outside auditing firms. The Audit Committee shall develop appropriate risk management and insurance policies. The Audit Committee shall also be responsible for the initial review of the Board of Directors' reports on conflicts of interest and shall report thereon to the Board.

8.5.1.2 Other Subcommittees of the Finance Committee. The Finance Committee may establish such other subcommittees as necessary to carry out its functions in each area enumerated above. The Finance Committee may recommend to the Board that non-board members be appointed to such subcommittees as voting or non-voting members.

8.6 Other Board Committees. The Board of Directors shall have a Committee on Buildings, Grounds, and Technology; a Committee on Academic and Student Excellence; a Committee on Alumnae Affairs, Communications and Advancement; and such other working committees or task forces as they may from time to time determine pursuant to § 8.6. The Chair of the Board of Directors, and the President ex officio, non-voting, may attend all Board committee and subcommittee meetings. The Chair of the Board shall appoint the Chair of any committee constituted under this § 8.5, unless otherwise provided by these Bylaws. Such committees may include Faculty, Students, Alumnae, Staff, experts and other members of the Sweet Briar community, as non-voting members.

8.6.1 Committee on Buildings, Grounds, and Technology.

8.6.1.1 Composition. The Committee shall be comprised of at least four Directors, one faculty member, and one student. The Committee also shall include the Vice President of Finance or the Chief Financial Officer, the Vice President of Alumnae Relations & Development or Chief Development Officer, the Chief Information Technology Officer, any other relevant officer as designated by the President, and an At-Large Member of the Alumnae, all ex officio, non-voting. Other members of the administration, faculty, alumnae, student body, experts and residents of the Sweet Briar community or Amherst County will be consulted as needed, but shall be non-voting consultants/guests of the Committee.

8.6.1.2 Purpose. The Committee on Buildings, Grounds and Technology shall advise the Board of Directors regarding future planning, care and preservation of the buildings, grounds, and technology-related capacity of the College. It shall make recommendations to the Board of Directors with respect to major questions relating to landscaping, use of land owned or possessed by the Trust or the College, and proposals for substantial renovations, construction of new structures, or razing of existing structures. The Committee shall also have the responsibility, which may be delegated by the Committee, of approving works of art and other gifts of tangible personal property offered to the College, and shall consider such matters as to the placing of objects to commemorate donors.

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8.62 Committee on Academic and Student Excellence.

8.6.2.1 Composition. The Committee shall be comprised of least four Directors, two faculty members, including a member of the Faculty Senate, and one student. The Dean of the College, the Vice President of Enrollment and Communications, and the Dean of Student Life, shall serve as ex officio, non-voting members of the Committee.

8.6.2.2 Purpose. The Committee on Academic and Student Excellence is dedicated to working with the administration and the Board to provide an exceptional education in the liberal arts and sciences for future generations of women leaders.

The Committee makes recommendations to the Board for the approval of the College's enrollment polices, and assists the Board by reviewing proposals with the administration regarding enrollment initiatives and programs that will increase and enhance student enrollment. The Committee makes policy recommendations to the Board of Directors regarding the quality of student life on the Sweet Briar College campus to enhance student experience and retention of our students.

It is the policy of the Board that the President shall determine the educational policy of the College in collaboration with the faculty, subject to the approval of the Board, and that the faculty has the responsibility for developing and ensuring the content, quality, and effectiveness of the curriculum. The Committee will make recommendations to the Board regarding such policy to assist the Board in ensuring the excellence of the College's academic program.

8.63 Committee on Alumnae Affairs, Communications, and Advancement.

8.6.3.1 Composition. The Committee on Alumnae Affairs, Communications and Advancement shall be composed of at least four Directors, one faculty member, the Chair or a Co-chair of the Alumnae Alliance, and an At-Large Member of the Alumnae. A Co-Chair of both the Alumnae Alliance Enrollment and Communications Working Groups, the Vice President of Alumnae Relations and Development or Chief Development Officer, the Vice President of Finance or Chief Financial Officer, and the Director of Communications and Enrollment shall serve as ex officio, non-voting members of the Committee.

8.6.3.2 Purpose. The Committee on Alumnae Affairs, Communications and Advancement shall support alumnae, encourage and facilitate alumnae engagement through the Alumnae Alliance; shall oversee the work of the Alumnae Alliance and its working relationship with the College; shall advise the College on strategies for effective communication to the College's constituencies and outreach to friends of the College, the higher education community and the general public; and shall oversee the College's fund-raising activities as directed by the Board, including advising the Board and the President of the College on matters relating to fund-raising policies, priorities and strategies. The Board as a body remains responsible for the financial

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stability of the College.

8.7 Other Committees and Task Forces. The Board of Directors or the Executive Committee may from time to time appoint, or authorize the Chair of the Board of Directors to appoint, such other committees, subcommittees or task forces, with such terms, duties and authority as the Board of Directors, the Executive Committee or the Chair of the Board may determine is warranted.

8.8 Committee Quorum; Voting. At any meeting of any standing committee or any other committee (or any subcommittee thereof), a simple majority of the voting members of that committee (or subcommittee thereof) then in office shall constitute a quorum for the transaction of business and, at any meeting at which a quorum is present, a majority of those voting members present, or attending by phone or other electronic means, shall determine all matters brought before the meeting. Such committees may make appropriate rules with respect to call, notice and conduct of their meetings.

8.9 Action by Written Unanimous Consent. Any action required or permitted to be taken at any meeting of any standing or other committee (or any subcommittee) may be taken without a meeting if all the then voting members of such committee (or subcommittee) consent to the action in writing or by email or other recordable electronic means, and such consents are filed with the records of the meetings of the Directors, of the committee, and subcommittee. Such consents shall be treated for all purposes as votes at meetings.

ARTICLE III

OFFICERS OF THE COLLEGE

SECTION 1. Officers of the College: Term of Office. The Officers of the College shall be the President, who shall be appointed by the Board of Directors and shall hold office for such time as the Board of Directors may determine, and any other officers that the President from time to time, in the President's discretion, may appoint. The President may appoint a Dean of the College, a Vice President of Finance, and one or more Vice Presidents or any other officers who shall serve for such time as the President may determine. The President shall have the power to determine the appropriate title of any officer, and compensation of such officers in consultation with the board.

SECTION 2. President. The President shall be the chief executive officer of the College, shall engage in the general and active management, control and direction of the education activities, business operations and other affairs of the college and shall have the general powers and duties usually vested in the office of president of a college.

2.1. The President has the authority to enter into any and all contracts required for the ordinary management of the College. However, the President, with the Vice President of Finance as co-signer, may sign contracts that materially affect the financial stability of the college, bonds, deeds,

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mortgages and other such instruments only if the Board of Directors has authorized such to be executed. The President shall act as the medium of communication between the Board of Directors and the faculty and all other persons in the service of the College.

2.2. The President shall report to the Board of Directors about the need for the appointment and removal of senior administrative staff, their duties and salaries, consistent with the policies and guidelines recommended by the Board or the Executive Committee, keep acquainted with all the affairs and interests of the College, and exercise such superintendence over all its departments as its prosperity may demand.

2.3. The President shall present regularly to the Board of Directors reports upon the condition of the College and any recommendations that may seem expedient for its stability, growth, and well-being. In the absence or disability of the President, the Board of Directors shall designate an individual to assume the duties and responsibilities of the President.

SECTION 3. Powers of Other Officers of the College. Each of the officers of the College shall have all powers and duties ordinarily incidental to that person's office subject to such other powers and duties as the President may from time to time determine.

ARTICLE IV

ALUMNAE ALLIANCE

SECTION 1. Alumnae Alliance. The Alumnae Alliance shall consist of Sweet Briar College Alumnae, those who completed at least one semester of coursework, and holders of honorary degrees. Its leadership shall be chosen by said members pursuant to guidelines set forth by it. The Alumnae Alliance, through its leadership, shall formally propose to the Board and the President general policies for the continuation and betterment of Sweet Briar College. The Alumnae Alliance leadership shall present at least annually to the Board a report of its activities and proposed policies. Alumnae Alliance Council members shall be invited to attend said presentation. Alumnae Alliance members may be invited to attend regularly scheduled or special meetings of the Board upon invitation of the Chair of the Board of Directors. The Chair or one of the Co-Chair(s) of the Alumnae Alliance Council shall serve as a voting member of the Board of Directors' Committee on Alumnae Affairs, Communications and Advancement, which oversees alumnae affairs, and shall serve as such Committee's liaison to the Alumnae Alliance.

ARTICLE V

INDEMNIFICATION

SECTION 1. The College shall, to the extent legally permissible, indemnify each person serving or who has served as Director, or as one of the following: the President, the Dean of the College, the

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Treasurer, or any Vice President, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred by such person, in connection with the defense or disposition of any action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may be involved or with which such person may be threatened, while in office or thereafter, by reason of such person's being or having been such a member or officer or, when requested by the Board of Directors, by reason of such person's serving or having served the College in any capacity referred to in the next paragraph.

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

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

SECTION 2. Notwithstanding the foregoing provisions of this Article, no indemnification shall be provided for any person with respect to any matter (a) as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interest of the College, or (b) disposed of by a compromise payment, pursuant to a consent decree or otherwise, unless such person shall have been determined to have acted in good faith in the reasonable belief that such person's action was made in the best interests of the college, such determination to be made by a majority of the disinterested Board of Directors.

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

This Article shall not limit any right of indemnification existing independently of this Article. It is intended that all Directors of the College shall have any and all immunities, protections, privileges and liability limitations allowed by law.

As used in this Article, the terms "member", "director", "trustee", "officer", "employee", and

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“agent” shall include their respective heirs, executors and administrators, and a “disinterested” person is one against whom the proceedings in question, or another proceeding on the same or similar grounds, are not then and had not been pending or threatened.

ARTICLE VI

AMENDMENTS

These Bylaws may be amended by a simple majority vote of the quorum of the voting Directors present at a meeting, except for those provisions requiring a supermajority of the voting Directors then in office. At least two weeks’ notice of the substance of any proposed amendments to the Bylaws must be provided to the Board of Directors.