



Foundation Hall

WAGNER COLLEGE

Constitution and Bylaws

2011

CONSTITUTION WAGNER COLLEGE

ARTICLE I. NAME AND LOCATION

Section 1. The name of this corporation is Wagner College.

Section 2. The principal place of business of this corporation is:
Wagner College, One Campus Road, Staten Island, New York, 10301.

ARTICLE II. MEMBERSHIP OF THE CORPORATION

Section 1. The membership of the corporation shall consist of voting members of the Board of Trustees.

ARTICLE III. PURPOSE

Section 1. The purpose of Wagner College shall be to provide higher education for men and women without regard to race, sex, color, religion, age, handicap, sexual orientation, marital status, or national and ethnic origin.

Section 2. The Trustees, or the Faculty, by and with consent of a duly convened quorum of the Trustees, may award such degrees or certificates as are properly granted by institutions of higher learning in accordance with the Constitution and Bylaws of Wagner College and the laws of the State of New York.

ARTICLE IV. ASSETS AND OWNERSHIP

Section 1. The property of Wagner College shall be forever held by the Board of Trustees of Wagner College as a sacred trust. Nothing in this Constitution shall prevent this Board of Trustees from having and exercising full power to receive, hold, control, buy, sell, mortgage, rent or deed real and personal property as it shall see fit, provided such actions are in accordance with the Constitution and Bylaws of Wagner College and the laws of the State of New York.

ARTICLE V. GOVERNANCE

Section 1. Wagner College shall be under the management, direction, dominion and control of a Board of Trustees, which shall not exceed thirty-five in number. Thirty-four of these member Trustees shall be elected as provided in the Bylaws. The President of Wagner College, shall, by reason of his/her office, be a Trustee during his/her respective term of office.

Section 2. Additional honorary, non-voting trusteeships or non-voting Advisory Board memberships may from time to time be established and filled in such manner as the Bylaws may provide.

Section 3. The Board of Trustees shall possess and exercise all powers bestowed upon it by the Wagner College Constitution and Bylaws and the laws of the State of New York.

Section 4. The elected members of the Board of Trustees shall be determined in such manner as the Bylaws provide.

Section 5. The Board of Trustees shall appoint the President of the College in such manner as the Bylaws provide.

Section 6. All meetings of the Board of Trustees shall be called and conducted at such times and in such manner as the Bylaws provide.

ARTICLE VI. FACULTY

The President, all academic officers, the Professors, the Associate Professors, Assistant Professors, Instructors; and temporary full-time members of the instructional staff holding such respective positions shall constitute the Faculty of Wagner College and shall be subject to such rules and regulations as may be enacted by the Board of Trustees and shall assume such duties and powers as enumerated in the Wagner College Constitution and Bylaws.

ARTICLE VII. REQUIREMENTS FOR ADMISSION AND COURSES OF STUDY

The requirements for admission to and the course of study to be offered by Wagner College shall be as stated in the most recent catalogue issued by the College and shall be consistent with the consent, the requirements, and the approval of the Board of Regents, the Education Department and/or the laws of the State of New York.

ARTICLE VIII. AMENDMENTS

Amendments to this Constitution may be undertaken at any regular meeting of the Board of Trustees by a two-thirds vote of the members present, provided that such members present shall not be less than one-half of the membership of the Board, and provided that notice of such proposed amendment has been given at a previous meeting, and further provided, that such proposed amendment is stated in the call of the meeting at which action on the proposed amendment is to be taken.

THE BYLAWS OF WAGNER COLLEGE

ARTICLE 1. BOARD OF TRUSTEES

Section 1. The Board of Trustees represents the founders, alumni, benefactors and the public in selecting policies which are consistent with the purposes for which this institution was founded.

Section 2. The Board of Trustees formulate and determine policies, seek to strengthen support and development of the College, control the finances, select and advise the President and oversee the business and affairs of the College.

Section 3. The Board of Trustees shall elect its members and officers at the May meeting of the Board, who, in turn shall take office at the beginning of the next fiscal year of the College. No administrator of the College, excepting the President, shall be eligible for membership on this Board.

Section 4. Members of the Board of Trustees shall be elected to serve for three years, or for an unexpired portion of such a term. No individual except the President of the College may serve for more than four consecutive three-year terms. A Board member who has served four consecutive terms shall be eligible for reelection after twelve months.

Section 5. The Board may in its discretion create and elect a non-voting Advisory Board to assist the Chairperson, the Board and the President of the College in increasing support and development of the College. Members of the Advisory Board shall be elected for a term of one year.

Section 6. Vacancies in the Board of Trustees or Advisory Board by reason of death, resignation or otherwise, shall be filled by election at any regular or special meeting of the Board provided that notice of such election has been given in the call of the meeting. Each Trustee or Advisory Board member so elected shall serve the unexpired portion of the term of the Trustee or member he/she shall succeed.

Section 7. The Board may in its discretion elect as an Honorary Life Trustee any former Board member who has served Wagner College with distinction. An Honorary Life Trustee shall receive notices of Board meetings, have the privilege of attending Board meetings, but without the privileges of making motions or of voting and shall have the privilege of full participation in all formal occasions of the College. The Chairperson of the Board may appoint Honorary Life Trustees as voting members to standing and subcommittees of the Board.

Section 8. The membership of the Board of Trustees shall include a minimum of three alumni of Wagner College.

ARTICLE II. MEETINGS OF THE BOARD OF TRUSTEES

Section 1. The Board of Trustees shall hold at least four regular meetings during each fiscal year. The Annual Meeting shall be held in May.

Section 2. Special meetings of the Board shall be called at any time by the Secretary of the Board on request of the Chairperson, or in their absence, of the Vice Chairperson, the President, or at the request of any six Trustees.

Section 3. The Secretary of the Board shall give notice of each meeting at least seven days prior to the date of the meeting. In the case of a special meeting the notice shall specify in general terms the business to be transacted.

Section 4. At all meetings of the Board, a majority of the voting trustees shall constitute a quorum.

Section 5. Meetings shall be conducted in person or by electronic communication, where by means of which, all persons participating at the meeting can hear each other. Participation in a meeting by this means shall constitute presence in person at the meeting.

ARTICLE III. OFFICERS OF THE BOARD OF TRUSTEES

Section 1. The officers of the Board of Trustees of Wagner College shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and any such officers or assistants as the Board may deem necessary and proper. The duties of the Board officers shall be those usually pertaining to their respective offices.

These officers shall be elected by ballot at the Annual Meeting for a term of one year.

Section 2. Powers and Duties of the Chairperson.

The chairperson shall: preside at all meetings of the board, shall decide all questions of order, is authorized and empowered, in the name of the college, to execute and sign deeds or other instruments and to affix the college seal, shall in consultation with the executive committee, appoint the chairpersons of the standing committees and shall appoint the members of the standing committees, act as the board's spokesperson or representative and, perform such other additional duties, which may be imposed upon the office or by statute or by direction of the board.

The chairperson shall serve as the chair of the Executive Committee and shall be an *ex-officio* member of all committees of the board.

Section 3. In the absence of the Chairperson, or in his/her inability to perform the duties of that office, the Vice Chairperson shall assume all powers, prerogatives, and duties of the office of Chairperson.

Section 4. The order of succession is the Chairperson, the Vice Chairperson, the Secretary and the Treasurer. In the absence of all four officers, the Board of Trustees may select a Chairperson pro-tem who shall assume all the power, prerogatives, and duties of the office of Chairperson.

Section 5. The Secretary to the Board of Trustees is authorized to attest to the name of the corporation after the name has been signed and executed by the President of the College and to attest to all instruments of writing ordered by the Board, or required by the Constitution, or necessary in carrying on the business of the corporation which have been signed and sealed by the Chairperson. The Secretary shall give due notice of meetings in accordance with these Bylaws; keep minutes and records of proceedings of the Board and the Executive Committee; preserve important documents of the College; be custodian of all Board records and papers; be responsible for the corporate seal and arrange for its safekeeping at the College.

Section 6. The Treasurer shall be the Financial Officer of the Board and as such shall exercise general oversight over the financial operations of the College and shall report on the financial condition of the College at each meeting of the Executive Committee and the Board. The Treasurer shall meet at least twice annually with representatives of the corporation's independent accountants. The Treasurer, together with the Audit Committee, shall present an annual report at the mid-year meeting, review at least once a year the securities and other investments of the College, and report to the Board as to their condition and value. The Treasurer shall be bonded in such amount as the Board shall require.

ARTICLE IV. COMMITTEES OF THE BOARD

Section 1. The Committees of the Board of Trustees shall be the following:

- (a) The Executive Committee
 - 1) Subcommittees
- (b) The Standing Committees
 - 1) Academic Affairs and Student Life Committee
 - 1) Audit Committee
 - 2) Business and Finance Committee
 - 3) Investment Committee
 - 4) Institutional Advancement Committee

Section 2. The creation and continuation of committees is discretionary with the Board of Trustees. The Board may create or abolish additional or existing committees. If the Board determines that any one (1) or more of such committees should not exist, it shall assign the functions of such committees to a new or existing committee of the Board, to the Executive Committee or to the full Board acting as a committee of the whole.

Section 3. Except as otherwise provided, the Chairperson of the Board shall appoint, after consultation with the Executive Committee, members to the standing committees. Each chairperson of a standing committee shall serve as chair for one academic year, or until the first meeting of the academic year meeting of the Board of Trustees. Vacancies in any committee may

be filled at any time by the Chairperson of the Board. Honorary Lifetime Trustees may be appointed as a voting member of a Standing Committee.

Section 4. All standing committees shall meet at least four times annually. In special cases of necessity or emergency, the Chairperson may convene a meeting of the Executive Committee upon such notice as is reasonably available and necessary to advise the Committee membership.

Section 5. All Standing Committees, Sub-committees and Special Committees thereof shall keep regular minutes, copies of which shall be furnished to the members of the Board of Trustees upon request.

Section 6. The standing committees of the Board may from time to time have such subcommittees as may be authorized by the Board. Membership to the subcommittees shall be appointed by the Standing Committee. Subcommittees may be composed of committee members, Trustees (including Lifetime Trustees), College administration, faculty, staff, alumni, parents, students, and/or friends of the college. A member of a standing committee will serve as the chair of a subcommittee. Subcommittee meetings will be at the appointed date, place and time as designated by the chairperson.

Section 7. Special committees may be appointed by the Chairperson of the Board as needed. The special committees may be composed of committee members, Trustees (including Lifetime Trustees), College administration, faculty, staff, alumni, parents, students, and/or friends of the college. Each member of a special committee shall be a member thereof until the Board determines that the work of the special committee has been completed.

ARTICLE V. DUTIES, RESPONSIBILITIES AND OPERATION OF THE EXECUTIVE COMMITTEE AND STANDING COMMITTEES

Section 1. THE EXECUTIVE COMMITTEE

(a.) Composition. The Executive Committee shall be composed of the Chairperson, Vice Chairperson, Secretary and Treasurer of the Board of Trustees, the Chairpersons of each Standing Committee, two members-at-large, and the President of the College.

The Chairperson of the Board of Trustees shall be Chairperson of the Executive Committee.

(b.) Functions. The Executive Committee shall be charged with the general supervision of the Institution's policies, financial resources, investments and presidential relations. The Executive Committee shall have and exercise all of the powers of the Board during the interim between meetings of the Board of Trustees except to elect members of the Board, amend the Constitution and Bylaws, or convey real property of the College.

The Executive Committee shall meet at least five times per year. The regular meetings of the Executive Committee shall be scheduled by the Chairperson of the Board in consultation with the President of the College.

In special cases of necessity or emergency, the Chairperson may convene a meeting of the Executive Committee upon such notice as is reasonably available and necessary to advise the Committee membership.

The Executive Committee shall open such bank accounts as that Committee deems advisable. All checks of the College in excess of \$10,000, except those normally and regularly issued as payroll compensation, shall bear two manual signatures. All checks of the College, including those with controlled facsimile signatures, shall be signed by two of the following: President or Treasurer or elected Board member and by either the Controller or Vice President for Administration and Finance.

The Minutes of the Executive Committee shall be provided to the Board of Trustees prior to the next meeting of the full Board of Trustees.

Established Subcommittees in this category are the Subcommittee on: Athletics; Buildings and Grounds; By Laws; Strategic Planning; and Trustee Affairs. Subcommittees may be composed of committee members, Trustees (including Lifetime Trustees), College administration, faculty, staff, alumni, parents, students, and/or friends of the college. The subcommittees will report to the Executive Committee unless otherwise specified.

Athletics - The Committee on Athletics shall maintain a continuing and ongoing study of athletic standards, athletic facilities, equipment, NCAA rules and regulations, Title IX issues, and other such matters that affect the athletic character and standards of the College.

Buildings and Grounds – The Committee on Buildings and Grounds shall evaluate the projected needs of grounds, equipment, buildings and infrastructure and shall with the administration of the College form and maintain an institutional Master Plan consonant with the needs and goals of the College. Reports to the Business & Finance Committee.

Bylaws – The Committee on Bylaws shall be organized to review the Wagner College Constitution and By Laws and update them as necessary on a three-year rotation.

Enrollment and Strategic Planning – The Committee on Enrollment and Strategic Planning shall review the progress and revise as necessary, the strategic plan on a two-year rotation and as part of the certification process. The function is to review progress on all phases of the college: academics, enrollment, athletics, endowment and facilities and grounds.

Trustee Affairs – The Committee on Trustee Affairs shall examine the emerging needs and objectives of the College and identify candidates for trusteeship who possess qualities and/or expertise consonant with these needs and objectives.

Subcommittees shall be established on an as needed basis.

Section 2. STANDING COMMITTEES

THE ACADEMIC AFFAIRS AND STUDENT LIFE COMMITTEE

(a.) Composition. The Academic Affairs and Student Life Committee shall be composed of not less than five members of the Board. The Provost and the Vice President for Enrollment and Planning shall serve as a non-voting member of this committee.

(b.) Functions. The Academic Affairs Committee shall review and assess the academic and enrollment programs and student life of the College. Specifically, the committee shall:

1. Maintain a continuing and ongoing study of curriculum, academic and admissions standards and other such matters that affect the academic enrollment and standards of the College.
2. Recommend policies on such matters as, but not limited to, counseling, placement, extracurricular student activities, student services, student living, dining hall facilities, dormitory regulation and student health and medical affairs.
3. Review the Student Handbook and recommend updating as appropriate.
4. Review the faculty workload, quality of life, and professional aspirations.

(c.) The Committee shall from time to time make recommendations to the Executive Committee of the Board of Trustees on academic and enrollment and student policies.

(d.) The Committee shall have other duties as may be delegated by the Board of Trustees from time to time.

THE AUDIT COMMITTEE

(a.) Composition. The Audit Committee shall be composed of not less than three members of the Board. No member shall serve for more than three consecutive terms on this committee. At least one new member shall be elected each year.

(b.) Functions. The responsibilities and functions of this committee shall be set forth in an Audit charter to be approved by the Board of Trustees.

THE BUSINESS AND FINANCE COMMITTEE

(a.) Composition. The Business and Finance Committee shall be composed of not less than five members of the Board. The Chairperson of the Committee on Business and Finance shall be the Treasurer of the Board of Trustees. The Vice President of Finance and Administration shall serve as a non-voting member of this committee.

(b.) Functions. The Chairperson of the Committee on Business and Finance shall present a current financial report at each regular meeting of the Board of Trustees.

1. The Committee on Business and Finance shall review the annual budgets prepared and presented under the direction of the President and make recommendations to the Executive Committee and to the Board of Trustees. It shall review all major financial

transactions not provided for in the budget and submit proposed variances with recommendations to the Executive Committee and to the Board of Trustees. It shall review proposals for changes in student fees, tuition, and room and board charges, and forward its recommendations to the Executive Committee and the Board.

2. The Committee shall establish the policy for wage and salary adjustments for employees for the ensuing fiscal year in sufficient time for budget preparation.
3. An annual budget shall be prepared for the ensuing year by the President in cooperation with the Treasurer of the Board which shall set forth all proposed expenditures and an estimate of receipts for the same period.
4. The Annual budget shall be presented by the Business and Finance Committee to the Executive Committee not later than the May meeting. After Fall registration, the budget, as revised, shall be presented by the Executive Committee to the Board for adoption at the October meeting with revisions at the February meeting as necessary.
5. After adoption of the budget, any amendments additional thereto shall be by specific action of the Board, upon recommendation of the Executive Committee, except that necessary emergency expenditures may be made by the President and by the Executive Committee up to \$100,000 provided that such action is reported to the next meeting of the Board of Trustees.
6. Transfers of budget amounts may be made within departmental items upon approval by the President and the Controller. Such transfers shall be reported to the Executive Committee for inclusion in its minutes.
7. The Committee shall recommend that a certain percentage of the estimated annual revenues from unrestricted fund donations be deposited into the Endowment Fund on an annual basis.
8. Such recommendations shall be forwarded to the Executive Committee and Board for vote.
9. The Committee shall oversee the bonding of and the maintenance of necessary liability insurance for appropriate officers, board members, and staff of the College.

(c.) The Business and Finance Committee shall from time to time make policy recommendations to the Executive Committee on business matters.

THE INVESTMENT COMMITTEE

(a.) Composition. The Investment Committee shall be composed of at least three members of the Board. The Vice President of Finance and Administration shall serve as a non-voting member of this committee.

(b.) Functions. The Committee shall establish and periodically review the investment goals and policies of the College. The Investment Committee, consistent with the statement of investment guidelines and objectives, shall oversee and manage the endowment, trust, and annuity funds held by the College, develop policies to guide investment strategies, monitor the performance of investments, recommend investment policies, recommend employment of portfolio managers, investment counselors, trustees, custodians, and advisors and recommend the extent of delegation of management powers to invest, reinvest, exercise security rights, and distribution of income and capital gains.

A copy of the Endowment Portfolio and a status report of investments shall be provided to the Board of Trustees at the October Board meeting.

(c.) The Investment Committee shall from time to time make policy recommendations to the Executive Committee on investment matters.

THE INSTITUTIONAL ADVANCEMENT COMMITTEE

(a.) Composition. The Institutional Advancement Committee shall be composed of not less than five members of the Board, including the liaison between the Board of Trustees and the National Alumni Association Board of Directors (NAABD). Additionally, the Committee may include non-Trustee alumni, parents and friends at the discretion of the Chair and the Vice President for Institutional Advancement. The Vice President for Institutional Advancement and President of the Alumni Association or the Association's designee shall be non-voting members of the Committee.

(b.) Functions. The Institutional Advancement Committee shall meet at least four times per year to review and evaluate the performance and operation of the College's development activities and alumni affairs programs.

1. The Committee shall, in consultation with the Vice President for Institutional Advancement, review and make policy regarding fund raising programs, goals and objectives and methods of implementing such.
2. The Committee shall periodically review "Board Giving" responsibilities and goals.
3. The Committee shall assist the Wagner College Alumni Association in the recognition of outstanding achievement of alumni and shall give counsel and advice to the officers of the National Alumni Association Board in policy and governance.
4. The committee shall assist the Vice President for Institutional Advancement in identifying potential non-Trustee members of the Committee, and shall assist in the identification, cultivation and solicitation of prospective donors, as appropriate.

(c.) The Institutional Advancement Committee shall from time to time make policy recommendations to the Executive Committee on Institutional Advancement matters.

ARTICLE VI. PRESIDENT OF THE COLLEGE

Section 1. The President of the College shall be elected by and serve at the pleasure of the Board of Trustees.

Section 2. The President of the College shall preside at all public exercises of the College, shall confer degrees authorized by the Board upon persons fulfilling the requirements thereof and shall be the official representative of the College.

Section 3. The President of the College shall be the Chief Executive and Administrative Officer of the College and Chairperson of the Faculty. The President shall be an ex-officio voting member of all trustee committees, except the committees engaged in presidential search and

selection, and shall be the official medium of communication between members of the Board, the Faculty, the student body and staff.

Section 4. The President shall appoint, subject to the approval of the Executive Committee, all administrative officers of the College including, but not limited to, the Provost, the Vice Presidents, the Chief of Staff, the Dean of the College, Controller, Registrar, Chaplain, various Deans and Assistant Deans, and the Director of Campus Operations.

In consultation with the Executive Committee of the Board, the President shall have the authority and power to dismiss any such administrative officer and all non-academic employees on one month's written notice if, in his/her judgment, the best interests of the College deem such action necessary.

Section 5. The President shall sign all documents on behalf of the College when they do not involve the sale, rental, purchase, or mortgaging of real estate, stocks or bonds.

Section 6. The President, in cooperation with the Treasurer of the Board, shall prepare an annual budget and present it to the Executive Committee for recommendation to the Board and adoption by the Board.

Section 7. In matters of Academic Affairs the President shall:

(a.) Serve as the sole officer through whom the Board of Trustees exercises its control. He shall be the official head of all instructional departments of the College, exercising such supervision and direction as shall best promote their efficiency. The President shall be a voting member at Faculty meetings and a non-voting ex-officio member of all Faculty committees. He/she or his/her designee shall chair the Faculty meetings.

(b.) Have authority to appoint members to the teaching staff in any rank for a term of one year.

(c.) Have authority to appoint members to the teaching staff on a temporary full-time or part-time basis in any rank as in his/her judgment shall be desirable for the College.

(d.) Have the power not to reappoint any member of the educational staff not on tenure, provided he/she gives the minimum periods of notice specified.

(e.) Have the power to suspend or terminate any member of the educational staff on tenure for adequate cause or on account of extraordinary financial emergencies or the discontinuance of a department or curriculum, provided written notice is given.

(f.) Have the power to veto the action of the Faculty, provided, however, that he/she shall, within one week of his/her action, file the veto and his/her reasons therefore in writing with the Secretary of the Faculty and the Secretary of the Board.

The right of appeal from the President's veto to the Board is granted to the Faculty, upon two thirds vote of the Faculty, provided such a vote is taken within one week of the filing of the veto.

The Faculty may request the President or the Board to reconsider the action and may transmit to the President or to the Board its views on the matter under consideration.

If requested by the Faculty, the President or the Board shall reconsider the action and shall inform the Faculty of its decision on reconsideration in writing within thirty days of receipt of the Faculty's request for review.

(g.) In acting upon a recommendation of the Faculty Personnel Committee for reappointment with tenure, the decision of the President and the Board to accept or reject such recommendation shall be final and binding.

Section 8. The President shall report on the affairs of the College at every regular and Executive Committee meeting of the Board of Trustees.

ARTICLE VII. OTHER ADMINISTRATIVE OFFICERS OF THE COLLEGE

Section 1. Provost/Vice President for Academic Affairs. A Provost/Vice President for Academic Affairs shall be appointed by the President with the approval of the Executive Committee. He/she shall serve under the President and perform such duties as may be assigned to him/her by the President.

In case of the absence or disability of the President, the duties of the office shall be performed by the Provost until such time as the Executive Committee can convene to designate an interim President.

Section 2. Vice Presidents. One or more Vice Presidents may be appointed by the President with the approval of the Executive Committee. They shall serve under the President and perform such duties as may be assigned to them by the President.

Section 3. Chief of Staff. A Chief of Staff may be appointed by the President with the approval of the Executive Committee. He/she shall serve under the President and perform such duties as may be assigned to him/her by the President.

Section 4. Controller. There shall be a Controller of the College who shall be appointed by the President, with the approval of the Executive Committee, to serve at his/her pleasure. He/she shall serve under the President and perform such duties as may be assigned by the President.

Section 5. Other Administrative Officers. Other administrative officers may be appointed by the President with the approval of the Board of Trustees, or the Executive Committee.

Section 6. Tenure. Tenure applies only to faculty appointment.

ARTICLE VIII. FACULTY

Section 1. Membership. The Faculty shall consist of the President, the full-time members of the instructional staff classified as Professors, Associate Professors, Assistant Professors, and Instructors; all temporary full-time members of the instructional staff, and all academic officers.

Members of the full-time Faculty become eligible to vote at meetings of the Faculty following their initial appointment to full-time status and after they have assumed their duties.

Section 2. Powers. The Faculty shall have primary responsibility for decisions in the areas of students' admissions requirements, curriculum, subject matter and methods of instruction, research and those aspects of student life, which relate to the academic process. The Faculty shall establish the requirement for degrees offered in courses, determine when the requirements have been met, and recommend to the President and the Board that degrees be granted.

Although changes in the curricula and other components of the College's educational program shall not require Board action, the Board shall retain final authority over all such changes and may, at its discretion, overrule the faculty or administration.

Section 3. Faculty Structure. There shall be committees elected by the Faculty.

Section 4. Academic Freedom. All members of the Faculty shall be entitled to academic freedom and tenure as defined in the 1940 Statement of Principles of Academic Freedom and Tenure formulated by the Association of American Colleges and the American Association of University Professors.

Section 5. Faculty Handbook. The rights and responsibilities of Faculty members together with procedures and policies for all matters pertaining to the Faculty's participation in the shared governance of Wagner College shall be stated in the Faculty Handbook approved by the Board of Trustees.

ARTICLE IX. STUDENT REGULATIONS

Section 1. Students are required to adhere to the rules and regulations of Wagner College and to conduct themselves at all times and in all places with decorum and propriety.

Section 2. Whenever it is demonstrated that a student is not making satisfactory academic progress that student may be placed on academic probation, suspended, or dismissed from the College.

Section 3. If for any non-academic cause a student is alleged to be an unfit member of the College, the Dean of the College may counsel withdrawal or refer the alleged violation of College rules to either the College Disciplinary Board or the Residence Hall Hearing Board, whichever is appropriate.

Section 4. The Residence Hall Hearing Board is responsible solely for cases alleging infraction of College rules and regulations.

Section 5. Decisions of the Residence Hall Hearing Board or the College Disciplinary Board may be appealed to the Dean of the College only if: (a) procedural irregularities are charged within five (5) school days after the original decision. The Dean of the College may decide that it would be inappropriate for either the Disciplinary Board or the Residence Hall Hearing Board to decide the matter. In this situation the student shall be granted a hearing arranged by the Dean of the College. If the result of such a hearing is unsatisfactory to the student, the student may appeal the decision to the College Provost whose decision shall be final.

ARTICLE X. DEGREES

Section 1. Such degrees may be awarded by the College as are authorized by the Board of Trustees and approved by the State of New York.

Section 2. Honorary degrees may from time-to-time be awarded by the Board of Trustees.

ARTICLE XI. NONDISCRIMINATION

Wagner College does not discriminate on the basis of race, sex, color, religion, age, handicap, sexual orientation, marital status, or national and ethnic origin in admission, employment, participation in, or administration of any educational program or activity of the College.

ARTICLE XII. INDEMNIFICATION

Each Trustee and Officer of the College shall be indemnified for and held harmless from all judgments or liabilities, as well as all expenses actually and necessarily incurred by such Trustee or Officer resulting or arising from the defense of any action, suit, or proceeding to which such Trustee or Officer has been made a party, by reason of being or having been such Trustee or Officer, except in relation to matters to which such Trustee or Officer shall be, adjudicated in such action, suit, or proceeding, to be liable for gross negligence or willful misconduct in the performance of duty.

ARTICLE XIII. CONFLICT OF INTEREST

All Trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. A conflict of interest statement will be completed by each member of the board on an annual basis. A Trustee shall be considered to have a conflict of interest if (i) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of such Trustee's responsibilities to the College.

ARTICLE XIV. AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part, at any regular meeting of the Board of Trustees provided that a written notice of such action, together with the draft of

the proposed revision, amendment repeal or alteration shall be mailed to each trustee thirty days prior to such meeting. Adoption of such proposal shall be by a two-thirds vote of Trustees present.

ARTICLE XV. PROCEDURAL RULES

Robert's Rules Of Order shall govern any procedure not covered in these Bylaws.