

BYLAWS

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ARTICLE I

Name and Purpose

The corporate name of the university, as provided for in its charter, is the Rochester Institute of Technology. The university is and shall be a charitable New York not-for-profit educational corporation with no members, organized and maintained for the cultivation and promotion of literature, science, technology, and the arts, and no part of the net earnings of the university shall inure to the benefit of any individual, nor shall any substantial part of the activities of the university be carrying on propaganda, or otherwise attempting to influence legislation, nor shall the university participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE II

The Board of Trustees

Section 1 – Power and Number of Trustees

The business, property, and affairs of the university shall be managed by its board of trustees composed of up to the maximum number permitted under the university's charter or any amendments thereof. Elected trustees or trustees shall mean the actual number of trustees elected to serve at any given time as determined by resolution of the entire board of trustees, provided that the maximum number of trustees is not exceeded and no decrease in the number of trustees shall shorten the term of any incumbent trustee. Each elected trustee shall be at least 18 years of age and may serve through the annual meeting after reaching the age of 75, except that the chair of the board may continue to serve beyond age 75 for the purpose of completing their term in office. A former trustee may be considered for membership as emeritus or honorary trustee in accordance with the provisions of these bylaws. Except for the president, no employee of the university may serve as a trustee. As used in these bylaws, "entire board of trustees" means the total number of elected and ex officio trustees. Entire board of trustees does not include emeriti or honorary trustees.

Section 2 – Election and Term of Office

Trustees are elected at the annual meeting by majority vote of the entire board of trustees, or at any duly called meeting of the board. The term of an elected trustee is 4 years, commencing at the close of the meeting at which the trustee is elected, and expiring at the close of the annual meeting in the last year of their term. The board of trustees shall elect trustees, or extend trustee terms, such that the term of office of approximately 1/4 of the trustees expires at the time of the annual meeting of the board each year. Trustees elected to fill a vacancy caused by a trustee's resignation, death, or other than by expiration of that trustee's term, shall serve for the remainder of the unexpired term.

Section 3 – Ex Officio Trustees

The president of the university shall serve as an ex officio trustee for a term of 1 year, and shall be renewed annually, for as long as they remain in that office.

The board may include various trustees serving ex officio, including the president of the university, a member of the National Advisory Group of the National Technical Institute for the

Deaf, and a member of the Rochester Institute of Technology Alumni Association Board of Directors.

A member of the National Advisory Group of the National Technical Institute for the Deaf shall serve as an ex officio trustee for a term of 1 year or until their successor is elected or appointed, provided that such member shall not serve as an ex officio trustee for more than 4 consecutive years on the board of trustees without standing for reelection.

A member of the Rochester Institute of Technology Alumni Association Board of Directors shall serve as an ex officio trustee for a term of 1 year or until their successor is elected or appointed, provided that such member shall not serve as an ex officio trustee for more than 4 consecutive years on the board of trustees without standing for reelection.

Unless specified otherwise, an ex officio trustee is entitled to all the rights and privileges of a trustee.

Section 4 – Resignation and Removal of Trustees

- a) Any trustee may resign at any time by giving written notice to the chair of the board, the president, the chair of the governance and membership committee, or the secretary of the university (or their designee). Unless specified otherwise in the notice, the resignation shall be effective 14 days from the date of receipt.
- b) The board may remove a trustee for cause upon a 2/3 vote of the entire board at any duly called meeting. Removal for cause may be based on a showing of misconduct, incapacity, or neglect of duty. No such vote may be held without first giving at least 7 days prior written notice to the trustee and the board, and affording the trustee an opportunity to be heard by the entire board.
- c) Upon death, a trustee is considered removed and the position vacant.
- d) The board may remove a trustee due to permanent disability upon a 2/3 vote of the entire board of trustees at any duly called meeting. Permanent disability is defined as a trustee's inability to perform the duties as specified in Article II, Section 1 of these bylaws for a minimum of 6 continuous months.

Section 5 – Leave of Absence

A leave of absence may be granted by the chair of the governance and membership committee, in consultation with the chair of the board, to a trustee for good cause. A granted leave of absence shall not exceed 1 year. While on a leave of absence, the elected trustee shall not be included for purposes of quorum at any board or committee meeting.

Section 6 – Vacancies

The board may elect a trustee to serve the unexpired term of any vacancy occurring on the board at any duly called meeting of the board.

Section 7 – Annual Meeting

The annual meeting of the board of trustees shall be held in the County of Monroe, New York, in person, via electronic means, or both, as determined by the chair of the board, at such time in the fourth quarter of each calendar year as may be fixed by resolution of the board of trustees for

the purposes of receiving the annual report, electing trustees and officers, and transacting such other business as may properly come before the board.

Section 8 – Regular Meeting

Regular meetings of the board of trustees may be held as the board of trustees shall determine. Except as otherwise provided for in these bylaws, the time, place, and manner of each meeting shall be determined by the chair of the board in consultation with the president.

Section 9 – Notice of Meeting

The board shall be given notice of the time and place of each of the annual and regular meetings of the board at least 5 days before such meeting. Any trustee may waive such notice.

Section 10 – Special Meeting

Special meetings of the board of trustees may be held as the board of trustees shall determine, upon reasonable notice. Special meetings may be called at any time by the chair of the board, the president, or any trustee upon written demand of not less than 1/5 of the entire board of trustees.

Section 11 – Quorum

Unless otherwise stated in these bylaws, for the transaction of all business, 1/3 of the entire board of trustees constitutes a quorum.

Section 12 – Manner of Acting

Except as otherwise provided in these bylaws, the charter, or applicable law, a majority vote of those elected trustees present at any meeting at which a quorum is achieved shall constitute an action of the board. Voting by proxy is not permitted.

Section 13 – Action by Electronic Means

As determined by the chair of the board, members of the board of trustees or any committee may participate in a meeting of such board or committee by electronic means allowing all persons participating in the meeting to hear, and when possible see, each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 14 – Action by Consent

Any action required or permitted to be taken by the board of trustees or any committee may be taken without a meeting, if all members of the entire board of trustees or all members of any committee, consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto shall be filed with the minutes of the proceedings of the board or the committee.

Section 15 – Order of Business

The order of business at each meeting of the board of trustees shall be determined by the chair of the board in consultation with the president.

Section 16 – Annual Report

The board of trustees shall direct the president and the vice president and chief financial officer to present at the annual meeting of the board an annual report certified by a firm of independent public accountants selected by the board, showing in appropriate detail the following:

- a) The assets and liabilities, including the trust funds, of the university as of the end of the fiscal year immediately preceding the date of the report.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report.
- c) The revenue or receipts of the university, both unrestricted and restricted to particular purpose, for the fiscal year immediately preceding the date of the report.
- d) The expenses of disbursements of the university, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report.

This report shall be filed with the minutes of the annual meeting of the board.

ARTICLE III

Emeriti and Honorary Trustees

Section 1 – Members and Term of Office

There may be emeriti and honorary trustees, elected by the board of trustees at any duly called meeting of the board. A trustee emeritus or honorary trustee may be elected for an indefinite term, may at any time resign as such, and may at any time be removed by vote of 2/3 of the trustees, with or without cause, at any duly called meeting of the board of trustees.

- a) Qualifications for trustee emeritus shall be service for at least 1 term as an elected trustee and a wish to continue a close relationship with the university. Members of the board of trustees who have reached 75 years of age may be considered for membership as a trustee emeritus at any duly called meeting of the board. Members of the board of trustees may also be considered for membership as a trustee emeritus prior to reaching 75 years of age at the discretion of the governance and membership committee.
- b) Qualifications for appointment as honorary trustee shall be unusual or outstanding service to, or interest in, the affairs of the university, leadership in the community in which the candidate resides or in the individual's particular field of endeavor, or high qualities of character and personal reputation.

Section 2 – Privileges and Responsibilities

Emeriti and honorary trustees shall be entitled to receive notices of all meetings of the entire board of trustees and any committee to which they are assigned, attend and speak at all such meetings, and receive minutes of meetings. They shall not have voting power or be counted toward a quorum in any meetings of the board of trustees or its committees.

The board of trustees and the president shall be at liberty to call upon emeriti and honorary trustees for such advice, counsel, or assistance as may be deemed appropriate.

ARTICLE IV

Officers of the Board of Trustees

Section 1 – Election and Term of Office

The officers of the board of trustees shall be the chair of the board of trustees, one or more vice chairs, the secretary of the university, and the general counsel. The chair and vice chairs shall be elected by resolution of the entire board of trustees at the annual meeting. The secretary and general counsel shall be appointed and serve at the pleasure of the president of the university, in consultation with the chair of the board of trustees, and shall not have voting power or be counted in determining quorum.

The term of the chair shall be 3 years. Upon expiration of that 3 year term, the board may elect the chair to an additional 1 year term, not more than twice.

The term of the vice chairs shall be 3 years, which may be extended to correspond with any extension of the chair's term. Upon expiration of their 3 year term, the vice chairs may be elected to a second 3 year term. Upon expiration of their second 3 year term, the vice chairs may be elected to a final 1 year term.

The board may by resolution appoint such other officers, managers, agents, employees, and committees as it shall deem necessary, who shall hold their offices or continue for such terms and shall have such powers and perform such duties as shall be prescribed from time to time by the board of trustees.

Section 2 – The Chair of the Board of Trustees

The chair of the board of trustees shall preside at all meetings of the board, and shall perform such other duties as the board may properly direct. A chair shall retain the title of chair emeritus upon completion of their term as chair, but such title confers no special rights or privileges.

Section 3 – The Vice Chairs of the Board of Trustees

The vice chairs of the board of trustees shall perform such duties as the board may properly direct. The number of vice chairs shall be determined from time to time by the board. The chair of the board may designate one of the vice chairs to act as a deputy in the absence or disability of the chair or at the request of the chair to preside at meetings or to perform such other of their duties as the chair may properly direct. If the chair of the board does not designate a deputy, during the absence or disability of the chair, the vice chair most senior in service shall act as chair of the board.

Section 4 – The Secretary of the University

The secretary (or their designee) shall keep a record of all transactions of the board of trustees and its committees. The secretary shall keep in safe custody the seal of the university and shall have authority to affix it to all instruments when its use is necessary and proper, and the secretary shall perform all such other duties as the chair of the board, the board of trustees, or the president may properly direct.

Section 5 – The General Counsel

The general counsel shall be the chief legal officer of the university, and shall perform such other duties as the chair of the board, the board of trustees, or the president may properly direct.

ARTICLE V

Officers of the University

Section 1 – The President

The president shall be the chief executive officer of the university with the powers and duties of supervision and management usually pertaining to this office. The president shall have authority and responsibility concerning the educational activities of the university, and its employees and students. The president (or their designee) shall have the authority to sign contracts and documents in the name of the university, except to the extent such authorization is restricted by the board of trustees or these bylaws. The president shall perform all such other duties as the board of trustees may properly direct and shall see that all orders and resolutions of the board are carried into effect. The president shall serve as an ex officio trustee.

Section 2 – The Vice Presidents

The vice presidents shall be the administrative officers of the university with such powers and duties as are delegated to them by the president. The vice presidents shall hold office at the pleasure of the president. They shall report to the president or other officer of the university, as the president may determine.

Section 3 – Removal from Office

Officers of the university serve at the pleasure of the president. They may be removed from office with or without cause at any time, subject only to their specific contractual rights, if any. The secretary and the general counsel may be removed from office by the president in consultation with the chair of the board of trustees.

ARTICLE VI

Committees of the Board

Section 1 – Standing Committees

Standing committees shall be created by a 2/3 vote of the entire board of trustees and shall be specified as such in these bylaws. The functions, duties and powers of each such committee shall be set forth more fully in, and subject to such limitations as may be described in, a committee charter approved from time to time by vote of a majority of the entire board of trustees. A majority of the elected and ex officio trustees appointed to the committee, or a minimum of 3, whichever is greater, shall constitute a quorum for committee meetings. Through vote of their majority and if stipulated by the committee charter, a standing committee may create ad hoc or permanent subcommittees through which the committee conducts its activities, with membership, a minimum of 3, drawn from the committee. Unless otherwise stated in the committee charters, standing committees shall make recommendations for consideration by the board of trustees.

The standing committees of the board shall include:

- a) Advancement and External Relations Committee
- b) Diversity, Equity, and Inclusion Committee
- c) Enrollment Management and Marketing Committee
- d) Executive Committee
- e) Executive Compensation Committee
- f) Finance and Infrastructure Committee
- g) Governance and Membership Committee
- h) Investment Committee
- i) Research, Graduate Education and Faculty Excellence Committee
- j) Risk and Audit Committee, and
- k) Undergraduate Education, Experience, and Success Committee.

Section 2 – Members and Term of Office

Each committee, except for the executive committee, shall consist of not less than 3 members (each of whom must be an elected trustee or ex officio trustee) and no more than 11 members, as dictated by the committee charter, appointed by the chair of the board and approved by majority vote of the entire board of trustees.

The executive committee of the board shall consist of not less than 12 members (each of whom must be an elected trustee or ex officio trustee) and no more than 18 members.

No trustee having an actual conflict of interest as set forth in the New York Not-for-Profit Corporation Law, as it may be amended from time to time, may serve on the risk and audit committee or the executive compensation committee.

Section 3 – Power and Duties of the Standing Committees

- a) Advancement and External Relations Committee shall advise the administration on the relationship between the university and alumni, government, donors, the community, and other external parties, and; to make recommendations to the administration and to the board concerning awards, honors, honorary degrees, memorials, and the naming of buildings and facilities.
- b) Diversity, Equity and Inclusion Committee shall advise and support the board and the administration in efforts to enhance diversity and inclusion throughout the university, and; to monitor progress toward established goals.
- c) Enrollment Management and Marketing Committee shall focus on the interdependency among academic program offerings, brand and market position, pricing and financial

aid, competitive threats, and consumer behavior in the pursuit of enrolling students to match the strategic and financial needs of the university.

- d) Executive Committee shall have and exercise the powers of the board between regularly scheduled meetings except those reserved to the full board by the bylaws. Under the auspices of the full board, it shall work with the administration to create RIT's strategic and/or master plans and monitor implementation of same. Any reference in these bylaws to the board of trustees shall include the executive committee unless the context or express provision otherwise provides.
- e) Executive Compensation Committee shall review and recommend to the executive committee the compensation of the president, officers of the university, and other designated employees during the annual approval process, and approve compensation of the president and officers upon hiring.
- f) Finance and Infrastructure Committee shall advise the administration and approve actions as to matters involving the university's fiscal health and physical plant.
- g) Governance and Membership Committee shall advise the board in matters pertaining to board governance and compliance with applicable law, RIT's bylaws and board-approved protocols and procedures; review and recommend board candidates to the full board; coordinate election by the board of its officers, and; periodically evaluate the performance of the board and its membership.
- h) Investment Committee shall provide oversight and formulate prudent and effective policies for the management of investments.
- i) Research, Graduate Education and Faculty Excellence Committee shall support and monitor the university's key strategic efforts, policies and procedures related to research and graduate education; review and recommend new Ph.D. programs for consideration by the full board, and; advise the administration on policies and practices related to the effective recruitment, retention and promotion of faculty.
- j) Risk and Audit Committee shall have authority to approve the audited financial statements and advise and support the administration relating to the: integrity of the university's financial statements; systems of internal control; performance of the university's independent auditors and internal audit function; qualifications and independence of the independent auditors; implementation of the board and officer conflict of interest policies and required approvals, and; university's enterprise risk management, and legal and regulatory compliance programs.
- k) Undergraduate Education, Experience, and Success Committee shall support and monitor the university's key strategic efforts related to the review of academic and student life programs, policies, and services to ensure that they are consistent with the university's mission, strategies, and priorities; lead the board's engagement on emerging issues relevant to its charge; provide input to university leadership on priorities, and; provide guidance and make recommendations to the board on matters related to undergraduate academic and student affairs.

Section 4 – Other Committees

The entire board of trustees may create ad hoc committees of the board. Each such ad hoc committee shall consist of not less than 5 members (each of whom must be an elected trustee or

ex officio trustee) and no more than 9 members, appointed by the chair of the board and approved by majority vote of the entire board of trustees. These ad hoc committees shall be created for special purposes and shall be subject to review on an annual basis by the entire board of trustees. The functions, duties and powers of each such committee shall be set forth more fully in, and subject to such limitations as may be described in, a committee charter approved from time to time by vote of a majority of the board of trustees.

Section 5 – Meetings of Committees

Meetings of committees may be held as the committee chair shall determine and in accordance with its charter. Except as otherwise provided for in these bylaws, the time, place, and manner of each committee meeting shall be determined by the chair of the committee.

ARTICLE VII

Authorization for Indemnity

To the fullest extent permitted by applicable law, as in effect from time to time, the university shall indemnify, defend, and hold harmless any person (“indemnified person”) made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative, or otherwise, including any action by or in the right of the university, by reason of the fact that they (or their testator or intestate), whether before or after adoption of this Article, (a) is or was a trustee or officer of the university, or (b) in addition is serving or served at the request of the university, any other corporation, or any partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity, or (c) are or were employees against whom claims have been brought against them as a result of their actions within the scope of their authority as employees and resulting from job-initiated activities.

ARTICLE VIII

Conflicts of Interest

It is the policy of the university to disclose actual or perceived conflicts of interest, as that term is defined in university policies, and applicable law. Policies in implementation of these bylaws, as approved from time to time by the entire board of trustees, shall provide that trustees, officers, and employees disclose perceived and actual conflicts of interests on a regular basis, but no less than annually.

ARTICLE IX

Trustee and Officer Compensation

It is the policy of the university to pay reasonable and competitive compensation for personal services rendered to the university by officers and employees. The trustees of the university, except for the president, shall not receive compensation for fulfilling their duties as trustees, although trustees, subject to approval by the university president, may be reimbursed for actual out-of-pocket expenses that they incur in order to fulfill their duties as trustees. Expenses of spouses will not be reimbursed by the university unless the expenses are necessary to achieve a university purpose.

ARTICLE X

Amendments

These bylaws may be amended or repealed, wholly or in part, by the affirmative vote of 2/3 of the entire board of trustees at the annual meeting or at any regular or special meeting, provided that any proposal for such amendment or repeal, or a summary thereof, shall have been provided to each member of the board of trustees not less than 10 days prior to such meeting.