

*Adopted by the Board of Trustees and effective May 2, 2009*

*Amended October 2, 2010 by Board of Trustees. Sections: 4.1, 5.1, 5.2, 5.4*

*Amended February 26, 2011 by Board of Trustees. Sections: 5.4, 5.5, 5.6, 5.7*

*Amended October 26, 2013 by Board of Trustees. Sections: 2.2.5, 4.2*

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*Amended June 2, 2016 by Board of Trustees. Sections: 2.2.2, 2.2.3, 2.3.4, 2.3.6*

*Amended June 1, 2017 by Board of Trustees. Section: 2.2.2*

*Amended May 31, 2018 by Board of Trustees. Sections: 2.2.1(d), 2.2.2, 2.2.3, 2.2.4*

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## **BYLAWS OF RHODE ISLAND SCHOOL OF DESIGN**

### **ARTICLE I. THE CORPORATION**

- 1.1 Name.** The name of the corporation is Rhode Island School of Design (the “College”).
- 1.2 Purposes.** The purposes of the College shall be as set forth in the enabling statutes and articles of amendment that collectively comprise the College’s articles of incorporation.
- 1.3 Powers.** The College shall have the power, either directly or indirectly and either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary or convenient to effect any or all of the purposes for which the College is organized, provided that the College shall not do any acts or things or engage in any activities that are not permitted for corporations that are (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the “Code”), or (b) entitled to receive deductible contributions under Section 170(c)(2) of the Code.
- 1.4 Non-Profit Status.** The College is and shall operate as a non-profit corporation. No part of the net income, profit, or earnings of the College shall inure to the benefit of or be distributable to its Trustees or Officers or to other private individuals, except that the College shall be authorized and empowered to pay reasonable compensation for services rendered to or for the College and to make payments and distributions in furtherance of the purposes set forth above. In the event of any liquidation or dissolution of the College, the Board shall, after payment of all liabilities, distribute all of the remaining assets of the College for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government or a state or local government for exclusively public purposes.

### **ARTICLE II. THE BOARD OF TRUSTEES**

- 2.1 General Powers.** The affairs of the College shall be governed and overseen by its Board of Trustees (the “Board”), which shall have and may exercise all of the powers of the College. The day-to-day leadership and management of the College shall be vested with the President and his/her staff.
- 2.2 Composition.** The Board shall consist of Term Trustees, *Ex Officio* Trustees, and *Emeriti* Trustees.
  - 2.2.1. Term Trustees.** The Board shall from time to time fix the number of Term Trustees, who shall be elected by the Board. The term of a Term Trustee shall commence upon the adjournment of the meeting at which s/he is elected and shall end upon the adjournment

of the third Annual Meeting thereafter. No Term Trustee may serve as such for a total of more than 15 years, provided that:

(a) this limit will be extended until the end of any term to which a Term Trustee may be elected as a Board Officer prior to the completion of such Term Trustee's 15th year of service;

(b) this limit will be extended until the adjournment of the next Annual Meeting following a Term Trustee's 15th year of service in the case of a Term Trustee whose limit would otherwise be reached between Annual Meetings; and

(c) this limit may be extended by the Chair upon recommendation of such Board committee as may from time to time be charged with overseeing Trustee nominations and elections whenever in its judgment the best interests of the College will be served thereby.

**2.2.2 Ex Officio Trustees.** The President of the College shall serve as an *Ex Officio* Trustee for so long as s/he holds office as President of the College. The President of the RISD Alumni Association, the Chair of the Parents Council (or, in the case of Co-Chairs, the Co-Chair having the longest service as such), and the Chair of the *Emeriti* Trustees shall each serve as an *Ex Officio* Trustee for so long as s/he holds office as such, plus one additional meeting. The Board may designate such additional *Ex Officio* Trustees for such terms as it deems appropriate.

**2.2.3 Emeriti Trustees.** The Board may elect such number of *Emeriti* Trustees as it deems appropriate. The title of *Emeritus* Trustee will be granted in recognition of outstanding service to the College over an extended period of time, consistent and/or significant philanthropic support, and demonstrated interest in continuing to participate in the life of the College; may be granted only after a waiting period of one year from the end of a Trustee's service as such; and is a lifetime designation. The Board shall elect a member of the *Emeriti* Trustees to serve as Chair of the *Emeriti* Trustees. The term of Chair of the *Emeriti* Trustees shall commence upon the adjournment of the meeting at which s/he is elected and shall end upon the adjournment of the meeting following the second Annual Meeting thereafter.

**2.2.4 Disqualification for Conflict of Interest.** In furtherance of the Board's policy on conflicts of interest, no current faculty member, staff member, or student may serve as a Term Trustee or (with the exception of the President) *Ex Officio* Trustee.

## **2.3 Meetings**

**2.3.1 Annual Meeting.** The Annual Meeting of the Board shall be held each year on such date as the Board may determine.

**2.3.2 Other Regular Meetings.** Each fiscal year of the College, the Board shall hold at least two additional regular meetings on such dates as the Board may determine.

- 2.3.3 Special Meetings.** A special meeting of the Board may be called by or at the request of the Chair, the President, or any five or more Voting Trustees, on such date as such person(s) may determine.
- 2.3.4 Attendance and Voting Rights.** Term Trustees and *Ex Officio* Trustees may attend and participate in all meetings of the Board. Term Trustees and the President (collectively, "Voting Trustees") shall each have one vote on all matters presented at any meeting of the Board at which they are present, provided that the President may not vote on any matter directly relating to his/her employment and shall be excused from any meeting of the Board at which his/her employment is to be discussed or for any other reason deemed appropriate by the Chair of the Board. *Emeriti* Trustees may attend the public portion of any meeting of the Board, but shall not have the right to vote on any matter before the Board.
- 2.3.5 Quorum.** One third (but in no event fewer than two) of the Voting Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, and an act of a majority of the Voting Trustees present at a meeting at which a quorum is present shall constitute an act of the Board. If less than a quorum of Voting Trustees is present at any meeting of the Board, a majority of the Voting Trustees who are present may temporarily adjourn the meeting, for a period of no more than 72 hours, without further notice.
- 2.3.6 Notice.** Notice of any meeting of the Board shall be sent to all Term and *Ex Officio* Trustees at least 72 hours in advance of the meeting. Notice may be given by any reasonable means, including telephonic or electronic means, and shall be directed to each Term and *Ex Officio* Trustee at his/her usual or last known business or residence physical address, electronic mail address, or telephone number. Neither the business to be transacted at, nor the purpose of, the meeting need be specified in the notice, except for notices of special meetings called by five or more Voting Trustees. A waiver of notice signed by a Voting Trustee, whether signed before or after the meeting to which it pertains, shall be deemed equivalent to the giving of notice to such Voting Trustee. Such a waiver may be signed and given by any legally permissible means, including electronic means.
- 2.3.7 Location.** Meetings of the Board shall take place at the principal offices of the College or at such other location, either within or without of the State of Rhode Island, as the Board may determine and specify in the notice of meeting. Trustees may participate in meetings of the Board by means of a conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time, and participation by such means shall be deemed presence in person.
- 2.3.8 Action Without a Meeting.** Any action required by law or permitted to be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all Trustees entitled to vote on such action. Such a consent may be signed in counterparts and may be signed and given by any legally permissible means, including electronic means.
- 2.3.9 Removal of Trustees.** On the recommendation of the Chair and majority vote of such Board committee as may from time to time be charged with overseeing Trustee nominations and elections, a Trustee may be removed from office as such for lack of

attendance, misconduct, conflict of interest, or other cause whenever in their judgment the best interests of the College will be served thereby.

### **ARTICLE III. OFFICERS OF THE BOARD AND OF THE COLLEGE**

**3.1 Officers of the Board.** The Officers of the Board shall be the Chair and two or more Vice Chairs.

**3.1.1 Chair.** The Chair shall preside over the activities and meetings of the Board and of the Executive Committee and shall perform all other duties commonly incident to the office of the Chair or assigned by the Board. The term of the Chair shall be three years, commencing upon the adjournment of the Annual Meeting at which s/he is elected and ending upon the adjournment of the third Annual Meeting thereafter. Effective as of the date of first adoption of these bylaws, no Chair may serve more than two terms as such.

**3.1.2 Vice Chairs.** The Vice Chair having the longest service on the Board shall preside over the activities and meetings of the Board and of the Executive Committee in the absence of the Chair, and the Vice Chairs shall perform any other duties delegated by the Chair or assigned by the Board. The term of a Vice Chair shall be three years, commencing upon the adjournment of the Annual Meeting at which s/he is elected and ending upon the adjournment of the third Annual Meeting thereafter. There shall be no limit to the number of terms a Vice Chair may serve as such.

**3.1.3 Election of Board Officers.** The election of a Board Officer shall take place at the Annual Meeting at which the term of the Board Officer then holding the office is to end. In the event of a vacancy in any Board Officer position, an election to fill the vacancy shall be held at the next meeting of the Board following the vacancy, and the person elected to the vacated position shall fill the remainder of the vacated term. Board Officers shall be elected from among the Term Trustees and shall continue to serve as such, but shall not have terms as such separate from their terms as Board Officers.

**3.1.4 Removal of Board Officers.** A Board Officer may be removed from office as such by the Board whenever in its judgment the best interests of the College will be served thereby.

**3.2 Officers of the College.** The Officers of the College shall be the Board Officers, the President, the Treasurer, and the Secretary.

**3.2.1 President.** The President shall be the chief executive officer of the College, shall manage all the business and affairs of the College, and shall perform all other duties commonly incident to the office of President or assigned by the Board. The President shall appoint such administrative staff as may be necessary to operate the College. The President shall be a member of the faculty of the College without rank.

The President shall be appointed by the Board and may be removed by the Board whenever in its judgment the best interests of the College will be served thereby, but such removal shall be without prejudice to the President's contract rights, if any. In the event of the President's absence or inability to act, the duties and powers of the President shall be vested in a person designated by the President and approved by the Chair. If the President

is unable to make such a recommendation, the Chair shall make such designation him/herself.

**3.2.2 Treasurer.** The Board shall from time to time designate a member of the College's staff to serve as the Treasurer of the College. The Treasurer shall perform all duties that are commonly incident to the office of Treasurer or assigned by the Board or the President. The Treasurer may be removed from office as such by the Board whenever in its judgment the best interests of the College will be served thereby, but such removal shall not have the effect of removing such person from his/her staff position and shall be without prejudice to such incumbent's contract rights, if any.

**3.2.3 Secretary.** The Board shall from time to time designate a member of the College's staff to serve as the Secretary of the College. The Secretary shall see that the minutes are kept of the meetings of the Board and of the Executive Committee; shall see that notices are given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records and seal of the College; shall affix the seal to any instrument requiring the same; shall see that a register of the address of each Trustee is kept; and shall perform all other duties commonly incident to the office of Secretary or assigned by the Board or the President. The Secretary may be removed from office as such by the Board whenever in its judgment the best interests of the College will be served thereby, but such removal shall not have the effect of removing such person from his/her staff position and shall be without prejudice to such incumbent's contract rights, if any.

#### **ARTICLE IV. EXECUTIVE COMMITTEE**

**4.1. Authority.** The Executive Committee shall have and exercise all the authority of the Board between meetings of the Board, except for the authority to amend, alter, or repeal these bylaws; elect, appoint, or remove any Officer of the Board or of the College or any member of any committee of the Board; amend or restate the College's articles of incorporation; adopt a plan of merger or a plan of consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the College; authorize the voluntary dissolution of the College or revoke proceedings for such dissolution; adopt a plan for the distribution of the assets of the College; or amend, alter, or repeal any resolution of the Board that by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee.

**4.2 Composition and Voting Rights.** The Executive Committee shall consist of the Chair, the Vice Chairs, the President, and such other Voting Trustees as the Chair may from time to time appoint subject to confirmation by the Board. Each member of the Executive Committee shall have one vote on all matters presented at any meeting of the Executive Committee at which s/he is present, provided that the President may not vote on any matter directly relating to his/her employment and shall be excused from any meeting of the Executive Committee at which his/her employment is to be discussed or for any other reason deemed appropriate by the Chair.

**4.3 Quorum.** One third (but in no event fewer than two) of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, and an act of a majority of the members present at a meeting at which a quorum is present shall constitute an act of the Executive Committee.

- 4.4 Notice.** Notice of any meeting of the Executive Committee shall be sent to all members of the Executive Committee at least 24 hours in advance of the meeting. Notice may be given by any reasonable means, including telephonic or electronic means, and shall be directed to each member of the Executive Committee at his/her usual or last known business or residence physical address, electronic mail address, or telephone number. Neither the business to be transacted at, nor the purpose of, the meeting need be specified in the notice. A waiver of notice signed by a member of the Executive Committee, whether signed before or after the meeting to which it pertains, shall be deemed equivalent to the giving of notice to such member of the Executive Committee. Such a waiver may be signed and given by any legally permissible means, including electronic means.
- 4.5 Location.** Meetings of the Executive Committee shall take place at the principal offices of the College or at such other location, either within or without of the State of Rhode Island, as the Chair may determine and specify in the notice of meeting. Members of the Executive Committee may participate in meetings of the Executive Committee by means of a conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time, and participation by such means shall be deemed presence in person.
- 4.6 Action Without a Meeting.** Any action required by law or permitted to be taken at a meeting of the Executive Committee may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all members of the Executive Committee entitled to vote on such action. Such a consent may be signed in counterparts and may be signed and given by any legally permissible means, including electronic means.
- 4.7 Compensation Subcommittee.** A subcommittee of the Executive Committee consisting of the Chair, the Vice Chairs, and the chair of such Board committee as may from time to time be charged with overseeing the College's finances shall annually review and approve the compensation and benefits of all officers and key employees of the College as those terms are used in IRS Form 990 or any future replacement for such form and all other disqualified persons as that term is used in Section 4958 of the Code. The Compensation Subcommittee shall obtain and rely upon appropriate comparability data in making its determination and shall contemporaneously substantiate the basis and reasons for its determination in writing. Any member of the Compensation Subcommittee who has a conflict of interest with respect to the compensation under consideration shall recuse him/herself from the determination.

## **ARTICLE V. OTHER COMMITTEES**

- 5.1 Creation and Scope.** The Board may from time to time create such other standing or ad hoc committees of Trustees, Officers, College staff, and other persons designated by it for the purpose of advising with the Board, Officers, and College Staff on all such matters as the Board shall deem appropriate and with such functions and duties as the Board shall prescribe. The Board shall have the power to change or remove the members of any such committee at any time, to fill vacancies, and to discharge any such committee for any reason and at any time.
- 5.2 Appointment.** Each year, the Chair, with the advice of the President and the approval of the Board, shall appoint a Term Trustee to serve as the chair of each such committee and shall appoint the vice chair and, except as may otherwise be provided in such a committee's charter, the members of each such committee. The President shall assign one or more members of the administrative staff to serve as staff liaison to each such committee.



- 5.3 Membership.** Membership on any such committee may be comprised of both Trustees and non-Trustees, as specified in such committee's charter, provided that at least two of the voting members of each such committee must be Voting Trustees. The Chair and the Vice Chairs shall be non-voting *ex officio* members of all committees. The President shall be a non-voting *ex officio* member of all committees except for such Board committee as may from time to time be charged with overseeing audit matters.
- 5.4 Meetings.** Meetings of any such committee may be called as needed by its chair by notice given at least 24 hours in advance of the meeting. Such notice may be given by any reasonable means, including telephonic or electronic means, and shall be directed to each committee member at his/her usual or last known business or residence physical address, electronic mail address, or telephone number. Any such committee may, at the discretion of its chair, meet in executive session with only voting members present. Each such committee shall keep adequate minutes of its meetings and records of its other activities.
- 5.5 Voting.** One third (but in no event fewer than two) of the voting members of such a committee, as defined in such committee's charter, shall constitute a quorum for the transaction of business at any committee meeting, provided that at least one Voting Trustee member of such committee is present at such meeting. Each voting member of such a committee shall have the right to vote on any matter brought before the committee. An act of a majority of the voting committee members present at a meeting at which a quorum is present shall constitute an act of the committee.
- 5.6 General Purpose.** It shall be the general purpose of all such committees to identify issues and recommend actions in their designated areas for consideration by the Board. Whenever possible or appropriate, the Executive Committee shall assist such committees in this purpose by referring relevant issues to the appropriate committee. Such committees shall have no independent decision-making authority, unless and only to the extent such authority is expressly delegated by these bylaws or by the Board. The chair of each such committee shall report regularly to the Board on the committee's activities.
- 5.7 Subcommittees.** Any such committee may from time to time establish, charge, and appoint such temporary subcommittees and task groups as it deems appropriate on matters within the committee's scope, and may delegate authority to such temporary subcommittees or task groups or to one or more designated members of the committee.

## **ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

- 6.1 Contracts and Similar Instruments.** Unless otherwise determined or restricted by the Board, the President or the Treasurer, or such persons to whom they may specifically delegate such authority, may enter into, execute, and deliver any contract or other instrument in the name and on behalf of the College.
- 6.2 Payment Orders and Evidence of Indebtedness.** All checks, drafts, other orders for the payment of money, obligations, notes, and other evidence of indebtedness issued in the name of the College shall be signed by such Officer or Officers or employee or employees of the College, and in such manner, as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, checks, drafts, and other orders for payment of money may be

signed by the President, the Treasurer, and/or their designees, who may use such mechanical or facsimile means of affixing their signatures as they deem appropriate.

#### **ARTICLE VII. INDEMNIFICATION**

- 7.1 Scope.** The College shall indemnify, pay expenses to, and purchase and maintain insurance for its Trustees, Officers, faculty, staff, committee members, and agents to the fullest extent permitted, and in accordance with the procedures provided, by Section 7-6-6 of the Rhode Island Non-Profit Corporation Act or any successor indemnification provision, but only to the extent that the status of the College as a corporation exempt under Section 501(c)(3) of the Code is not affected thereby. The rights of indemnification provided by these bylaws shall not be exclusive of any other rights to which any Trustee, Officer, faculty member, staff member, committee member, or agent of the College may now or hereafter be entitled by law, agreement, vote of disinterested Trustees, or otherwise.
- 7.2 Procedure.** Any person seeking indemnification under this Article must notify the College of the threatened or pending action, suit, or proceeding at the earliest practicable opportunity, formally request indemnification, and cooperate fully with the College in the defense of such action, suit, or proceeding. As a further condition of indemnification, the College shall have the right to select defense counsel and to direct the defense and/or settlement of such action, suit, or proceeding.

#### **ARTICLE VIII. FISCAL YEAR**

The fiscal year of the College shall begin on the first day of July and end on the last day of June.

#### **ARTICLE IX. SEAL**

The seal of the College shall be in the form of a circle and shall bear the name of the College.

#### **ARTICLE X. AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two thirds majority vote of the Voting Trustees present at any meeting of the Board at which a quorum is present, provided that notice of the proposed action is included in the notice of such meeting.