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Organization and Governance

1. Description

1.1. Board of Trustees

Bentley University is a non-profit corporation organized under the statutory authority of the Commonwealth of Massachusetts. As such, the Board of Trustees is its legal governing authority. The by-laws of the corporation describe the board’s responsibilities and authority. They were most recently reviewed and amended in February 2012 and are presented in Appendix 3.1.

Currently there are 26 trustees with the by-laws stating a maximum of 35. The chair is Stephen P. Manfredi ’73 and the vice chair is Robert P. Badavas ’74. Both assumed office on July 1, 2012. Manfredi’s predecessor, J. Terence Carleton ’77, served for seven years. The board’s Executive Committee, consisting of the chair and vice chair of the board and the chairs of all the standing committees, may exercise all of the powers of the board (except as otherwise restricted by the by-laws) during the periods between board meetings.

The 11 standing committees of the Board of Trustees are: Academic Affairs; Audit; Business and Finance; Compensation and Benefits; University Advancement; Information Services and Operations; Investment; Marketing, Communications and Enrollment; Physical Facilities; Student Affairs; and Trustee Affairs and Governance. These committees meet before or at the time of the full board meetings in October, February and May, and additionally as necessary. The Investment Committee meets at least quarterly. The chairs of the standing committees are nominated by the chair and elected at the annual meeting in May. The board chair, in consultation with the chair of the Trustee Affairs and Governance Committee, appoints members of the committees. Generally, the chair of each standing committee reports on the work of its committee at each full board meeting.

Faculty members elected by General Faculty participate on the Academic Affairs, Information Services and Operations, Physical Facilities, and Student Affairs committees of the Board. Students participate on the Information Services and Operations, Physical Facilities, and Student Affairs committees.

The Trustee Affairs and Governance Committee oversee board self-assessment, with the most recent self-assessment conducted in 2011. Additionally, trustees are asked to respond to a survey periodically to identify interests, skills and areas of expertise, and to help determine the types of skills and talents that the committee should seek in prospective trustees.
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1.2. President’s Cabinet

The university is divided into seven operating divisions: Academic Affairs; Advancement; Business and Finance; Enrollment Management; Information Services and Operations; Marketing and Communications; and Student Life. Each division is led by an officer who reports directly to the president, as do the Executive Director of Human Resources, the Special Assistant to the President/Ombudsman, and the General Counsel. These individuals, along with the academic deans, comprise the President’s Cabinet.

Exhibit 3.1: President’s Cabinet and Divisional Structure

The president meets with the cabinet weekly with the chair of the Faculty Senate in attendance. In addition to this leadership meeting, the cabinet also meets for a second time each week to manage the university’s daily operations and assure that strategic directives are implemented effectively within and across divisions. Division heads develop and manage budgets for their particular areas with the support of the Business and Finance division. These budgets are developed during the late fall with the cabinet meeting to finalize the budget for the upcoming year and review the five-year financial plan in early January. The budget is presented to the board for approval at its February meeting. The university’s fiscal year runs from July 1 through June 30.

1 Four of the officers are vice presidents while the head of the Marketing and Communications division is a Chief Marketing Officer and the head of Student Life is a Dean. Business and Finance, and Information Services and Operations are separate operating divisions. The Vice President for Administration and Finance, who joined Bentley in December 2012, now has responsibility for both.

2 Usually this second meeting does not include the president.
1.3. **Academic Affairs Administration**

The administration of Bentley’s academic affairs reflects and supports the university’s mission to provide an integrated business and arts & sciences education at both the undergraduate and graduate level.

Provost and Vice President for Academic Affairs Dr. Michael Page is the chief academic officer of the university and is responsible for the overall strategy, administration, and management of its academic programs and services. The provost is responsible for (a) the employment of academic faculty members; (b) the teaching and research activities of faculty members; (c) the budgeting and allocation of resources; (d) academic program planning, development and evaluation; (e) the preparation and review of academic strategic plans, insuring coordination with the institution's overall mission; and (f) the operations of all departments within Academic Affairs.

Reporting directly to the provost are the dean of Arts and Sciences; the dean of Business and the McCallum Graduate School of Business; the Office of the Registrar; Academic Technology, Library and Online Learning; the Research Council; the Wilder Teaching and Learning Initiative; and Academic Integrity.

Bentley’s distinctive, integrated character is reflected in the structure of the academic administration. First, the provost and the two deans constitute the Office of the Provost. Through this office, the deans and the provost set the academic strategic direction and priorities, assure that they are fully aligned with university’s strategic plan, and supportive of the strategic priorities of other university divisions. The direction set within the Office of the Provost is administered by the Deans’ Council, which also implements academic strategy.

The Deans’ Council meets bi-weekly and assures that the faculties of business and arts & sciences work collaboratively. It is composed of the dean and associate dean of Arts and Sciences, the dean and associate dean of Business, the associate dean for Academic Affairs, and the executive director of External Relations. Under the provost’s direction, the Deans’ Council has responsibility for: academic planning and goal setting; faculty selection, retention, evaluation, support, and development; and fiscal planning and execution. Programs and centers that report into the Deans’ Council through its members include: the Honors Program, Academic Advising, the Cronin Office of International Education, Academic and Accreditation Services, undergraduate and graduate degree programs, and Executive Education. Each of these units is represented on the council through a council member. Though the Deans Council has significant responsibility for administering the Academic Affairs division, the academic departments retain responsibility for undergraduate majors and minors, and specialist masters programs.

The business dean, Dr. Roy (“Chip”) Wiggins III, is responsible for undergraduate, graduate, and executive education curricula and co-and extra-curricular business activities. The business dean works with the provost, the associate dean of business, the associate dean for academic affairs, the nine business department chairs, and business faculty members to develop and implement academic programs that balance academic rigor with relevance to the business community. He is responsible for the financial operations of the business departments, the McCallum Graduate School of Business, executive education, business related learning and research centers, and has ultimate responsibility for building, maintaining and overseeing the budgets for these units. The Beta Gamma Sigma Honors Society also reports directly to the dean of Business.

The arts and sciences dean, Dr. Daniel Everett, is responsible for undergraduate and co-curricular arts and sciences activities. The arts and sciences dean works with the provost, associate dean of arts and sciences, the associate dean for academic affairs, the eight arts and sciences department chairs, and arts and sciences faculty members, to
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develop and articulate a distinctive role for the arts and sciences that contributes fundamentally to undergraduate education; to foster curricular and co-curricular innovation at the intersection of business and the arts and sciences; and to significantly enhance the scholarly reputation of the institution. The associate dean of Arts and Sciences and the arts and sciences department chairs report directly to the arts and sciences dean.

A chair leads each of the 17 academic departments. The chairs are responsible for day-to-day departmental operations, including staff supervision, hiring activities, course development, informing faculty members about both strategic and operational decisions, and apprising deans of faculty concerns and interests. The chairs of business departments meet bi-weekly to discuss issues relevant to their departments as do the chairs of arts and sciences departments. All 17 chairs also meet monthly as the Joint Chairs group to assure that academic strategic and operational decisions reflect and reinforce the university’s integrated academic mission.

Academic affairs strategic planning retreats (AASPR) occur once or twice per annum. They are led by the provost and Deans’ Council, and include the department chairs, program and center heads, and the chair of Senate. One retreat is timed to allow for academic dialogue prior to the cabinet’s annual budget retreat.

The organization chart for Academic Affairs is presented in Appendix 3.2.

1.4. Faculty governance

The Faculty Senate is primary governance body of the faculty. It is composed of 23 full-time faculty members, one adjunct faculty member, one member of the professional staff, the president, the provost and both deans, all of whom are voting members, and a non-voting student representative. All full-time faculty senators also serve on one additional standing faculty or trustee committee. The Senate represents the faculty in all matters of faculty governance. Major changes to faculty governance structures or processes, to curriculum, and to promotion and tenure policies and procedures require approval by the general faculty in addition to the Senate. Faculty members are also elected separately to the various standing and special faculty committees, including Promotion and Tenure, Faculty Affairs, and Salary and Benefits.

Bentley’s academic leadership and Faculty Senate work in partnership. The current and past Senate chairs meet regularly with the president and with the provost. The Senate chair also has a seat on the Graduate Council, PhD Council, and in the President’s Monday leadership meeting.

The Faculty Manual describes the relationship between the faculty and the university, including the terms of employment, the manner of appointment, the duties of faculty members, the procedures and standards for tenure and promotion, and the procedures and standards for termination of employment. The manual delineates faculty organization and confirms the authority of the faculty in academic matters. Faculty Senate and academic administration generally approve amendments to the Faculty Manual before they are submitted to the Board of Trustees for final ratification.

The Faculty Manual is currently undergoing a major revision with the support and engagement of the Senate Planning Committee. Once completed, it will undergo the appropriate approval process.
1.5. Student governance

The student governance structure consists of two elected organizations. The Student Government Association (SGA) represents undergraduates, and the Graduate Student Association (GSA) represents graduate students. Both bodies are represented on various committees of the Board of Trustees, Faculty Senate, and the university calendar planning committee. Both associations enjoy good relations with the university administration and all student governance structures are open to continuous review and change. Last year, for example, the SGA restructured its board to broaden student representation. Association representatives constitute a broad cross section of students in terms of ethnicity, nationality, class year and gender.

In addition to these two main bodies, a separate group of students known as the Association of Bentley Activities (ABA) represent the collective concerns of the 109 recognized student organizations. In addition to the GSA, and under its auspices, fourteen recognized affiliated sister organizations provide programming and events open to all graduate students that serve the stated mission of the GSA. At the graduate level, over 75 events are offered per year supported by the GSA. The Inter-Fraternity Council and the Pan-Hellenic Council govern issues related to social Greek letter organizations.

2. Appraisal

Bentley University has strong and generally well-functioning governance and administrative structures and processes. These have contributed to the university’s continued stability over the last several years of significant challenge for higher education. Bentley continued to operate at a modest surplus throughout the financial crisis. Administrative and academic leadership have closely monitored and managed costs so that Bentley did not need to pursue layoffs during the recent economic downturn. In spite of its successes, the issue of dual governance has been challenging and the university’s board, administration and faculty leadership are in the midst of reviews of key aspects of the governance and administration that are described later in the Appraisal section.

Bentley’s stable financial and operating performance has been achieved during a time of significant turnover among senior executives that customarily accompanies a change in presidential leadership. Since President Larson’s appointment in 2007, the retirement or departure from positions among the senior executive or management team has resulted in externally recruited or internally appointed senior officers of Academic Affairs, Marketing and Communications, University Advancement, and leaders of Student Life and Human Resources. The vice president for Business and Finance retired in June 2012 and his successor joined Bentley in December 2012. The search was particularly important because the new vice president assumed overall leadership of both Business and Finance, and Information Services and Operations. The president and the Board of Trustees believed that appointing a single person to assume the roles of Vice President for Finance and Chief Administrative Officer would support Bentley in producing further operating improvements and directing its resources to mission achievement. The leadership changes, although predictable, have presented challenges as new leaders adapted to their roles.

Bentley’s unified faculty model is a unique feature of the university’s organization and governance that reinforces its commitment to an integrative education that prepares graduates for short-term employability and longer-term career development as ethical and socially responsible leaders. Three examples of this are the structure of the
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Senate and its sub-committees, the modus operandi of the Deans’ Council as the primary implementing body of Academic Administration, and Joint Chairs.

The Senate, its sub-committees, and associated faculty bodies collaborate closely and effectively on myriad issues. Key committees including Salary and Benefits, Curriculum Policy, Curriculum Implementation, and Promotion and Tenure actively represent both arts and sciences, and business faculty. Promotion and tenure decisions are made in a transparently consistent way by progressing from department level to the common promotion and tenure committee before being considered by the provost and the respective dean acting jointly. These policies and procedures are described in detail in Chapter 5 of the Faculty Manual. Compensation rates for adjunct faculty and off-load (summer) teaching are consistent across the two faculties as are annual merit increases.

The Deans’ Council was established in 2008 as the primary implementation arm of academic administration. The council formally united the two academic dean offices to jointly administer certain functions within academic affairs. These currently include office and programs such as the Office of Academic Services, the Cronin Office of International Education, academic and accreditation services; service learning; the first-year program; the honors program; international travel funds; and the allocation of internal summer research grant funding. Issues of specific importance to either arts and sciences or business faculty are also discussed at the Deans’ Council. The collaborative nature is such that the associate dean for Academic Affairs formally reports to both deans and supports them equally for faculty contracts, faculty annual appraisal, and merit increase discussions.

The Office of the Provost and the Deans’ Council regularly engage with faculty. For example, the deans and the Deans’ Council meet regularly with department chairs to foster greater communication with them and between them and their academic colleagues. These meetings result in such initiatives as a review of the existing process for the allocation of resources to support summer research and faculty travel. Members of the Deans’ Council also serve as ex-officio members of a number of Senate and program committees.

Joint Chairs meet monthly throughout the academic year to ensure that the department chairs across business and the arts and sciences engage fully with one another and with the Deans’ Council. This ensures that matters of common interest are comprehensively discussed and that issues of concern to chairs, such as the allocation of summer support or the faculty evaluation process, are addressed. Joint Chairs is currently chaired by the head of the Management department who develops the agenda for each meeting with the support of the associate dean for Academic Affairs.

Even with these significant strengths, continuous change and the transformation of Bentley over the decade has raised concerns among the faculty and staff that some of the historical community culture, values, and open exchange of information characteristic of Bentley have been eroded, and may even be in danger of being lost. The current economic and competitive environment of higher education has further exacerbated this dynamic. In Fall 2011, this concern led to the Senate asking, amongst other issues, that the administration engage and communicate more actively. While recognizing the roles and authorities of various internal stakeholders, Bentley’s short and longer-term financial viability is improved if the administration better consults and communicates when making resource allocation decisions, and if the faculty develop processes that allow for faster decision cycle times on academic or curricular matters without loss of quality. This is especially the case in an era of economic constraint. Progress toward these goals will enable the faculty and administration to mutually support one another to achieve what is in the best interests of all stakeholders, especially students.
The Board of Trustees, the president and her cabinet, and Senate, united by the common belief that Bentley’s future success depends on defining and communicating a clear strategy that is endorsed by and actively supported by all stakeholders, are responding actively to the dynamic described above. Several important initiatives have been launched in the last year to maintain the vigor of the university’s governance and organization structures.

The Board of Trustees, for example, revised the university by-laws and adopted new policies to identify new trustees and assess board performance. Trustee leadership has acknowledged the need to add one or more trustees with extensive academic backgrounds, and trustees will also identify ways to enhance the roles of faculty who serve on board committees and increase opportunities for them to interact with trustees.

President Larson, in consultation with the Board of Trustees and the Cabinet, made a major change in organizational structure in 2012 by establishing the new position of Vice President for Finance and Chief Administrative Officer, described above. She has also instituted a number of recent changes that are designed to improve communication and shared governance. These include issuing a standing invitation to the chair of the Faculty Senate to attend the president’s weekly leadership briefing, committing to more and more frequent public forums at which the president and cabinet will update the community and invite comment, and assuring that the university budget, after its approval by the Board of Trustees, is presented to the community.

In response to a recommendation by the Senate, the president convened a Shared Governance Task Force in 2011 to make recommendations about how dual governance could be strengthened. Co-chaired by the president and provost, its eight members include four senior faculty members, the executive director of Human Resources, and the dean of Students. The mandate of the Task Force is to explore the relationship of the faculty and the administration (President’s Cabinet as well as Board of Trustees) and look for ways to develop improved communication among those groups as well as develop means avenues for faculty to provide input into the key issues facing the institution. The Shared Governance Task Force completed its work during the early part of Fall 2012 and submitted its recommendations to President Larson and, thereafter, to the Senate Planning Committee for wider distribution and reflection. The report is attached as 3.2. Consistent with its mandate, the task force focused its efforts on three priorities: (1) creating a greater shared understanding of what is meant by governance; (2) reestablishing and reinvigorating communication and trust between the administration and the faculty; and (3) providing further input to the Board of Trustees as it reflects on its responsibilities, legal authority, and means of most productively engaging with the administration and faculty.

3. Projection

Bentley’s integrated academic administration structure and strong governance model have conferred stability and positioned the institution well to weather challenging times for higher education. However, the Board of Trustees, the president and her cabinet, and faculty leadership recognize that continued efforts are important to ensure that governance and organizational arrangements keep up with the demands of a transforming higher education landscape. Specifically:

The Board of Trustees has and will continue to increase the number of academic members and thereby enhance the quality of executive session discussions concerning the transforming nature of higher education and its impact on the university. The chair and Executive Committee also are reflecting upon how the meeting structures of the
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Board might be adjusted so that more time and attention can be devoted to monitor and advise the administration about its performance against stated strategic aspirations. These changes are considered important to Bentley successfully enacting its Strategic Plan 2013-2017. **Timeline:** Commencing Fall 2012: Board of Trustees

The Shared Governance Task Force completed its work and submitted its report to the Faculty Senate Planning Committee in November 2012. The document will serve as a basis for ongoing discussion about the meaning and implementation of shared governance. The discussions, building on the recommendations of the task force, will focus on how the trustees, administration and the faculty understand and carry out their respective roles, authorities and responsibilities, and improve avenues of communication and trust. **Timeline:** Commencing Fall 2012: President, Cabinet, and Faculty Senate.

Academic administration will engage in discussions with faculty and the Senate about organizational arrangements that can improve how Bentley delivers on its teacher-scholar model. The Research Council has been reconstituted and funded as part of these arrangements. Discussions are ongoing to establish a parallel teaching council by end of Academic year 2012-2013. **Timeline:** Spring 2013: Faculty Senate and Provost.

4. Institutional Effectiveness

Bentley reviews its governance systems and organization structures to improve institutional effectiveness. A recent example of this review process is the Shared Governance Task Force convened by the president in response to concerns raised by the faculty and staff. Its report is now under discussion by the Faculty Senate. A further example is the decision by the president, after a review of best practices and in consultation with the Board of Trustees and cabinet, to combine the responsibilities of the former vice president for Finance and chief operating officer under one position, the Vice President for Administration and Finance. In addition to such campus-wide reviews and adjustments, individual administrative and governance units routinely assess their effectiveness in light of their goals and the institutional strategy.
BY-LAWS
of
BENTLEY UNIVERSITY
Revised February 24, 2012

ARTICLE I
Board of Trustees

Section 1. Duties; Number: The activities and affairs of the University shall be governed, and the care and disposition of its property and funds shall be directed, by a Board of no more than thirty-five Trustees, as fixed by the Board of Trustees from time to time. The Board of Trustees shall have and exercise those corporate powers prescribed by law. These by-laws and other board policy statements shall take precedence over all other institutional documents.

Section 2. Powers; Delegation of Powers: The powers of the Board of Trustees shall include but shall not be limited to the following: appoint or remove the President and other Officers and administrative officials in accordance with these By-Laws; approve new degrees and honorary degrees; authorize and review the educational programs of the University; establish annually the budget of the University, and authorize any changes in tuition and fees; authorize the construction of new buildings and major renovations of existing buildings; authorize the sale and purchase of land, buildings, or major equipment for the use of the University; institute and promote major fund-raising efforts of the University; authorize Officers or agents of the University to accept gifts for the University; authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible. Except as may otherwise be required by law or these By-Laws, the Board of Trustees may from time to time delegate such powers and authority as it may deem advisable to any committee, officer, employee, agent or representative.

Section 3. Execution of Documents: All contracts, checks, instruments and every other document shall be signed on behalf of the University by such officials as are designated, and in such manner as is directed by the Board of Trustees from time to time.

Section 4. Election; Vacancies: Members of the Board of Trustees shall be elected and vacancies on the Board of Trustees shall be filled from time to time by the Board of Trustees from candidates put forward by the Trustee Affairs and Governance Committee as described in Article III-H. Trustees shall be elected to initial terms of three years, after which they shall be considered for terms of three years, beginning on July 1 of the next fiscal year following election. The President and other such officers as the Board may determine shall be elected to one year terms as Trustees. Not less than one-half of the Board’s members shall be alumni of the University. Not more than four members of the Board of Trustees shall be employed by this University, whether on the faculty or otherwise.

Section 5. Retirement, Resignation, Removal: A Trustee, elected after 2004, shall retire from the Board, automatically, at the close of the fiscal year during which he or she has attained the age of 75 years. Nothing in these By-Laws shall be construed as precluding the re-election of a member of the Board of Trustees upon the expiration of his term of office, except in the event that a Trustee has retired upon attaining the age of 75 years. Any Trustee may at any time resign his office as Trustee by notice in writing to the President or Secretary of the University, to be effective from the date of receipt of the notice. Any Trustee may be removed for or without cause, upon a motion from the Trustee Affairs and Governance Committee, after hearing, if requested, at any time by the affirmative vote of a majority of the remaining members of the Board of Trustees.
Appendices.

Section 6. Trustees of Counsel: The Board of Trustees may elect up to eight (8) individuals to serve as Trustees of Counsel. Trustees of Counsel are individuals who have special talents or abilities but who cannot undertake all of the responsibilities of board membership. Trustees of Counsel will receive notice of all meetings and may attend but will not be expected to attend and shall not have any right to vote. The office of Trustees of Counsel shall not be fiduciary in nature. Trustees of Counsel may be asked to serve on special ad hoc committees or to be members of committees or to undertake other efforts on behalf of the University.

Section 7. Trustees Emeriti: The Board of Trustees may elect a retiring Trustee a Trustee Emeritus. Trustees Emeriti shall be entitled to receive notice of all meetings of the Board and attend and participate in such meetings, but shall not have the right to vote. Trustees Emeriti shall be eligible for appointment as members of any Standing Committee other than the Executive Committee.

Section 8. Honorary Trustees: The Board of Trustees may elect as an Honorary Trustee any person who has contributed unusually meritorious services to the University. The Office of Honorary Trustee shall not be fiduciary in nature.

Section 9. Meetings: Unless otherwise ordered by the Board of Trustees, there shall be an Annual Meeting of the Board of Trustees in April or May of each year, and a regular meeting of the Board in the Autumn and the Winter on such date and at such time as is fixed by the Board of Trustees and such other additional meetings as the Chair shall deem appropriate. The Annual Meeting shall include the election and re-election of members of the Board and the election of the officers of the University. If for any reason the Annual Meeting is not held as herein provided, a special meeting may be held in its stead.

Section 10. Special Meetings: Special meetings of the Board of Trustees may be held at the call of the Chair of the Board of Trustees, the President, a majority of the Executive Committee or by any ten members of the Board of Trustees.

Section 11. Notice of Meetings: The Secretary shall give notice of all meetings of the Board of Trustees, stating the time and place of the meeting, to each Trustee not less than 15 days before the meeting. Any meeting may be held without formal call or notice if all the Trustees are present in person or if the absent Trustees in writing waive notice, either before or after the meeting. Except as otherwise provided by law or these By-Laws, notices of meetings of the Board of Trustees need not state the purpose of the meeting nor the business to be transacted. At all meetings of the Board of Trustees a majority of the Trustees at the time of the meeting shall constitute a quorum, but a lesser number may adjourn the meeting to a future time and the meeting may be held as adjourned without further notice. The Secretary shall endeavor to give notice of any such adjourned session to the Trustees who were not present at such meeting but the failure to give such notice shall not affect the validity of any action taken at any adjourned session of such meeting. The vote of a majority of a quorum of the Board of Trustees shall be sufficient to transact any business, except as a larger vote may be required or a lesser vote may be permitted by law, by these By-Laws or by the Articles of Organization. Any notice required under these by-laws shall be sufficient if provided by electronic means.

Section 12. Action by Written Consent: Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if all the Trustees consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

Section 13. Telephonic Meetings: Members of the Board of Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or other telecommunications equipment by which all persons participating in such meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.
Section 14. Order of Business: The order of business at the Annual Meeting of the Board of Trustees or special meeting held in its stead shall be as follows:

a. Call to order;
b. Approval of the minutes of the last meeting;
c. Reports of officers of the University and committees of the Board, the order of such reports to be determined by the Chair;
d. Election of officers and committee members;
e. Other business;
f. Adjournment.

Section 15. Reimbursement of Expenses: The members of the Board of Trustees may be reimbursed by the University for reasonable traveling and other expenses incurred at the request of the University in connection with the performance of their duties as Trustees.

ARTICLE II
Executive Committee

Section 1. Members: The Executive Committee of the Board of Trustees shall be composed of the President, the Chair of the Board of Trustees, the Vice Chair of the Board of Trustees and the Chairs of the Standing Committees of the Board. The Chair may designate the number of at-large members of the Executive Committee. The members of the Executive Committee shall be elected to one-year terms at each Annual Meeting of the Board of Trustees. The Board of Trustees may at any meeting remove one or more members of the Executive Committee and appoint another Trustee in place of any member so removed.

Section 2. Powers and Duties: The Executive Committee shall have and may exercise all the powers vested in the Board of Trustees during the intervals between meetings of the Board, except those powers which pursuant to law or these By-Laws may be exercised only by the Board of Trustees. Without limiting the generality of the foregoing, the Executive Committee, subject to the direction and control of the Board of Trustees, shall have power to determine educational and administrative policies and to call for and pass upon interim reports by officers and employees of the University and shall be responsible for the oversight governance of the University. The President shall make recommendations to the Executive Committee for the awarding of honorary degrees. Executive Committee will in turn make a recommendation to the Board of Trustees.

Section 3. Vacancies: If a vacancy in the Executive Committee occurs, the Executive Committee by a majority vote of the remaining members of the Executive Committee (even though fewer than a quorum) may appoint a Trustee to fill such vacancy. Subject to the provisions of Section 1 of this Article II, any Trustee so appointed to fill such vacancy shall hold office as a member of the Executive Committee only until the next Annual Meeting of the Board of Trustees or special meeting held in its stead.

Section 4. Meetings: Meetings of the Executive Committee shall be held from time to time upon the call of (i) the Secretary or (ii) at the request of any three members of the Executive Committee. The Secretary shall give notice of all meetings of the Executive Committee, stating the time and place of the meeting, to each Member of the Executive Committee not less than three days (exclusive of Sundays and holidays) before the meeting. Notice of such meetings may also be given by telephone call, facsimile message or any other electronic means at least 24 hours before the time of the meeting.

Section 5. Quorum: A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, but fewer than a quorum may adjourn or dissolve a meeting which has been called.

Section 6. Telephonic Meetings: Members of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference telephone or other telecommunications equipment by which all persons participating in such meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.
ARTICLE III
Standing Committees of the Board

Section 1. Enumeration: Standing Committees of the Board shall be:

a. The Academic Affairs Committee
b. The Audit Committee
c. The Business and Finance Committee
d. Compensation and Benefits Committee
e. The University Advancement Committee
f. The Information Services and Operations Committee
g. The Investment Committee
h. The Marketing, Communication and Enrollment Committee
i. The Physical Facilities Committee
j. The Student Affairs Committee
k. The Trustee Affairs and Governance Committee

The Board may establish other committees as it deems necessary.

Section 2. Powers and Duties: The Standing Committees of the Board shall have the powers and duties set forth in these By-Laws and such other powers and duties as the Board may delegate to them. They shall exercise their powers and perform their duties subject to the direction and approval of the Board. They may make recommendations to the Board for the establishment of new policies or any changes in existing policies, but without decision-making authority except pursuant to specific delegation by the Board or the Executive Committee. Only duly-appointed Trustee members of each Standing Committee shall have voting privileges. The Chair and Vice Chair of the Board shall be members of each Standing Committee and shall have voting privileges. Each Standing Committee shall meet at such times and places and upon such notice as it may determine, and shall decide whether written minutes are necessary and desirable and how they should be distributed to the trustees.

A majority of the Trustee members of a Standing Committee shall be a quorum for the transaction of business.

Section 3. Election of Chairs: The Chairs of each Standing Committee, who shall be Trustees, shall be nominated by the Board Chair elected by the Board of Trustees at each Annual Meeting.

Section 4. Membership: The Chair, in consultation with the Vice Chair, Chair of the Trustee Affairs and Governance Committee, President and other Trustees, shall appoint the Trustee members of the Standing Committees. On recommendation of Standing Committee Chairs, the Chair may authorize and appoint committee members at any meeting in addition to the Annual Meeting. Only Trustees shall be eligible for appointment as members of the Business and Finance Committee. Other Standing Committees may include faculty, students, alumni and other persons who are not Trustees.

Section 5. Telephonic Meetings: Members of Standing Committees may participate in meetings of those committees by means of a conference telephone or other telecommunications equipment by which all persons participating in such meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE III-A
Academic Affairs Committee

Section 1. Membership: The Academic Affairs Committee shall be composed of not fewer than (i) five Trustees, (ii) not fewer than four faculty members, as determined in accordance with Article III, Section 4, and (iv) as ex officio members the Vice President for Academic Affairs/Provost, the academic deans and the Chair of the Faculty Senate.
Section 2. Powers and Duties: The Academic Affairs Committee shall consider and advise the Board of Trustees on current matters and future planning relating to academic programs, faculty appointments requiring action of the Board of Trustees, emeritus appointments and relations with other educational institutions. The Committee shall also serve as the liaison with the faculty with respect to academic affairs.

The Academic Affairs Committee shall have such other powers and duties as may be delegated to it by the Board of Trustees from time to time.

ARTICLE III-B
Audit Committee

Section 1. Membership: The Audit Committee shall be composed of (i) not fewer than five (5) Trustees and (ii) as ex officio members, the Vice President for Business and Finance, the Treasurer, the Executive Director of Financial Operations and the internal and external auditor.

Section 2. Powers and Duties: The Audit Committee shall periodically appraise the financial control and accounting systems of the University and recommend any changes that it deems appropriate or necessary; maintain an ongoing analysis and review operating statements and internal audit reports; recommend annually the appointment of independent auditors and submit them to the Board of Trustees with recommendations for action; review the proposed scope of any internal audits; annually review and approve the audited financial statements of the University; annually review and approve the Management Letter provided by the independent auditors; review relationships among management and independent auditors; and make recommendations to the Board of Trustees with respect to each; review the responses to the annual conflict of interest disclosures; review the annual Form 990 filing; and review management’s actions relative to financial operations and controls risks.

ARTICLE III-C
Business and Finance Committee

Section 1. Membership: The Business and Finance Committee shall be composed of (i) not fewer than five Trustees and (ii) as ex officio members the Vice President for Business and Finance, the Treasurer, the Executive Director of Financial Operations, the Vice President for Academic Affairs/Provost, and the and the Chief Operating Officer.

Section 2. Powers and Duties: The Business and Finance Committee shall review the annual budget and recommend its approval or modification. Such review is to be made, with recommendations submitted, prior to compensation commitments to faculty and administrative staff applicable to the following academic year. The final budget for the succeeding fiscal year shall be presented to the Business and Finance Committee and the Board of Trustees for approval no later than the Winter meeting of the Board.

The Committee shall be kept informed of, consider proposals for, and make recommendations with regard to, the general business affairs and financial organization and operation of the University. The Committee shall report its findings and recommendations to the Board of Trustees or the Executive Committee.

The Business and Finance Committee shall have such other powers and duties as may be delegated to it by the Board of Trustees from time to time.

ARTICLE III-D
Compensation and Benefits Committee

The Committee on Compensation and Benefits shall be composed of not fewer than (i) five Trustees, The Compensation and Benefits Committee shall review and recommend to the Board executive compensation, assuring that such compensation is reasonable. The Committee shall also review employee retirement, pension, health and other benefit plans; monitor the options available to employees in retirement and pension plans; and assure that employees receive adequate education and advice regarding the options offered them.
ARTICLE III-E
University Advancement Committee

Section 1. Membership: The University Advancement Committee shall be composed of (i) not fewer than five Trustees, as determined in accordance with Article III, Section 4, and (iv) the Vice President for University Advancement ex-officio.

Section 2. Powers and Duties: The University Advancement Committee shall consider proposals for, and make recommendations with respect to, and assist the President in, the financial development, fund-raising, and alumni affairs of the University, and carry out other projects and assignments as directed by the Board. In consultation with the Physical Facilities Committee, the University Advancement Committee shall make recommendations for naming facilities and parts of facilities.

The University Advancement Committee shall have such other powers and duties as may be delegated to it by the Board of Trustees from time to time.

ARTICLE III-F
Information Services and Operations Committee

Section 1. Membership: The Information Services and Operations Committee shall be composed of (i) not fewer than five Trustees, (ii) not fewer than two faculty members, one of whom shall be a full-time member of the Computer Information Systems Department and the other a member of another academic department, (iii) students, as determined in accordance with Article III, Section 4, and (iv) as ex officio members the Vice President for Information Services, the Vice President for Academic Affairs/Provost, and the Vice President for Business and Finance.

Section 2. Powers and Duties: It shall be the responsibility of the Information Services and Operations Committee to review the long-range technology strategy of the University and plans for the Information Services Division, review the status of the division’s operations and services, and make recommendations regarding major technology capital projects and expenditures and such other responsibilities as fall within the purview of the Chief Operating Officer.

The Information Services and Operations Committee shall have such other powers and duties as may be delegated to it by the Board of Trustees from time to time.

ARTICLE III-G
Investment Committee

Section 1. Membership: The Investment Committee shall be composed of not fewer than (i) five Trustees and (ii) as ex officio members the Vice President for Business and Finance and the Treasurer and such outside advisory members as the Board shall determine.

Section 2. Powers and Duties: The Investment Committee shall, subject to the general direction and control of the Board of Trustees, manage the investments of the University; retain the services of professional consultants if in the Investment Committee’s judgment that should be desirable; submit a report at each Board and Executive Committee meeting on the performance of the University's endowment and deposited funds; designate such banks or trust companies in which the funds of the University shall in the name of the University from time to time be deposited or invested; keep the Executive Committee and the Board of Trustees informed on investment policy and of major changes made or recommended in such policy.

The Investment Committee shall have such other powers and duties as may be delegated to it by the Board of Trustees from time to time.

ARTICLE III-H
Marketing, Communication and Enrollment Committee

Section 1. Membership: The Committee shall be composed of (i) not fewer than five Trustees and as ex officio member the Vice President for Marketing, Communication and Public Affairs and the Vice President for Enrollment.
Section 2. Powers and Duties: The Marketing, Communication and Enrollment Committee shall consider proposals for, and make recommendations with respect to, the university's marketing, advertising, market research and media relations initiatives, and its external and internal publications and communications. The committee shall also consider the university's recruitment, admission and pricing strategies; and have general oversight of the financial assistance and registration functions.

The Marketing, Communication and Enrollment Committee shall have other such powers and duties as may be delegated to it from time to time.

ARTICLE III-1  
Physical Facilities Committee

Section 1. Membership: The Physical Facilities Committee shall be composed of (i) not fewer than five Trustees, (ii) not fewer than two faculty members, (iii) students, as determined in accordance with Article III, Section 4, and (iv) as ex officio members the Vice President for Student Affairs and the Vice President for Business and Finance.

Section 2. Powers and Duties: The Physical Facilities Committee shall consider proposals for, and make recommendations with respect to, the location of all buildings, facilities and related appurtenances such as utilities, roads and parking areas; care of and improvements of grounds; and major renovation work; commissioning of project architects and engineers, and approval of proposed contractors for construction and other projects.

The Committee shall have authority to accept and approve all new construction on behalf of the University, but shall not incur any expense not previously authorized by the Board of Trustees or the Executive Committee. The Committee shall report its findings and recommendations to the Board of Trustees or the Executive Committee.

The Physical Facilities Committee shall have other such powers and duties as may be delegated to it by the Board of Trustees from time to time.

ARTICLE III-J  
Student Affairs Committee

Section 1. Membership: The Student Affairs Committee shall be composed of (i) not fewer than five Trustees, (ii) not fewer than two faculty members and (iii) students, as determined in accordance with Article III, Section 4. The Vice President for Student Affairs shall be a member, ex officio.

Section 2. Powers and Duties: The Student Affairs Committee shall consider proposals for, and make recommendations with respect to, non-academic aspects of all matters affecting student life and shall serve as the evaluation and planning agency for Student Affairs and such related departments as Housing and Residence Life, Student Activities, and Counseling. The Committee shall also serve as the principal Trustee liaison with student government.

The Student and Administrative Services Committee shall have other such powers and duties as may be delegated to it by the Board of Trustees from time to time.

ARTICLE III-K  
Trustee Affairs and Governance Committee

Section 1. Membership: The Trustee Affairs and Governance Committee shall be composed of not fewer than five Trustees, and the General Counsel of the University shall serve ex officio.

Section 2. Powers and Duties: It shall be the duty of the Trustee Affairs and Governance Committee to oversee the governance processes for the Board. The Committee shall search out and secure qualified candidates for the position of Trustee who are persons of high integrity and good moral character, interested in furthering and advancing higher education generally and the purposes of the University and in providing the required leadership and guidance. The Committee shall also be responsible for orienting, developing motivating and assessing the performance of trustees and shall make recommendations for nominations.
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for additional terms. The Committee shall also make recommendations to the Board regarding the election of officers of the University. The Committee shall review the University by-laws and recommend revisions to the full board.

The Trustee Affairs and Governance Committee shall have such other powers and duties as may be delegated to it by the Board of Trustees from time to time.

Section 3. Liaison with the Secretary: The Secretary shall keep the Trustee Affairs and Governance Committee currently informed of the vacancies occurring on the Board, and shall inform the Board of Trustees of the Trustee Affairs and Governance Committee's recommendations at least 15 days prior to the meeting at which the election of new Trustees is to take place.

 ARTICLE IV
Officers

Section 1. Enumeration: The officers of the University shall consist of a Chair of the Board of Trustees, a Vice Chair of the Board of Trustees, a President, a Vice President for Academic Affairs/Provost, a Vice President for Business and Finance, a Vice President for University Advancement, a Chief Operating Officer, a Vice President for Information Services, a Vice President for Marketing, Communication and Public Affairs, a Vice President for Enrollment, a Vice President for Student Affairs one or more other Vice Presidents as the Board deems necessary, a Treasurer, a Secretary, and such other officers as the Board of Trustees may elect. The same person may simultaneously occupy more than one office, but no officer shall execute, acknowledge or verify an instrument in more than one capacity if such instrument is required by law to be executed, acknowledged or verified by two or more officers.

Section 2. Election; Vacancies: The officers enumerated in Article IV, Section 1 shall be presented to the Board by the Trustee Affairs Committee and shall be elected each year at the Annual Meeting. In case a vacancy shall occur from any cause in any of such offices, the Board of Trustees by majority vote may fill such a vacancy. An officer so elected or appointed shall hold office until the next Annual Meeting or until a successor is chosen.

Section 3. Removal: Any officer may be removed for or without cause at any time by a majority vote of the Board of Trustees.

Section 4. Bonding: The Board of Trustees or the Executive Committee may require from any one or more of the officers or agents of the University bond for the faithful performance of duties in such amount as the Board or the Executive Committee may determine. The premiums for all such bonds shall be paid by the University.

Section 5. Compensation: The Board of Trustees shall determine the compensation of the President. The President shall recommend the compensation, subject to approval by the Board of Trustees, of the officers of the University.

Section 6. Powers and Duties: In addition to the powers and duties enumerated in these By-Laws, the several officers of the University shall be charged with such other duties and shall have such other powers as may be delegated to them by the Board of Trustees, by the Executive Committee or may be imposed by law.

 ARTICLE V
Chair and Vice Chair of the Board of Trustees

The Chair of the Board of Trustees shall preside at all meetings of the Board of Trustees and of the Executive Committee. In the Chair’s absence, the Vice Chair shall preside at such meetings. In the absence of both the Chair and Vice Chair, a Chair Pro Tem shall be designated by a majority of the Trustees present.

 ARTICLE VI
President

Section 1. Powers and Duties: The President shall be the chief executive officer of the University subject to the direction and control of the Board of Trustees and of the Executive Committee; the President shall have general charge of all of the business of the University and shall exercise general supervision over its affairs.
Section 2. Committee Membership: The President shall be a member of the Executive Committee and all Standing Committees, ex officio.

Section 3. Reports: The President shall submit a report of the affairs and operation of the University at each meeting of the Executive Committee and of the Board of Trustees.

Section 4. Substitution: During the absence or incapacity of the President, the Vice President designated by the Executive Committee in writing shall perform the duties and exercise the powers of the President, unless and to the extent that the Board of Trustees shall have specifically designated another Vice President to perform such duties and exercise such powers.

ARTICLE VII
Vice Presidents

Section 1. Enumeration. The Board of Trustees shall elect a Vice President for Academic Affairs/Provost, a Vice President for Business and Finance, a Vice President for University Advancement, a Chief Operating Officer, a Vice President for Information Services, a Vice President for Marketing, Communication and Public Affairs, a Vice President for Enrollment, and a Vice President for Student Affairs as provided in Article IV, Section 1. Recommendations of suitable candidates for these offices shall be made by the President and the Trustee Affairs Committee.

The Board may elect from time to time such other Vice Presidents as it may deem necessary.

Section 2. Powers and Duties: Each Vice President shall perform such duties and exercise such powers as may from time to time be authorized by the Board of Trustees except as otherwise provided in these By-Laws.

ARTICLE VII-A
Vice President for Academic Affairs/Provost

Section 1. Powers and Duties: The Vice President for Academic Affairs/Provost is the chief academic officer of the University responsible for proposing and implementing the strategies, policies, administration and management of the academic and academic support programs of the University. In the absence of a sitting Provost, the President may appoint one or more persons to act in the role of Vice President of Academic Affairs.

ARTICLE VII-B
Vice President for Business and Finance

Section 1. Powers and Duties: The Vice President for Business and Finance is the chief financial officer of the University responsible for the business and financial functions of the University, including but not limited to; the control of the University’s financial resources.

Section 2. Custody of Records: The Vice President shall have custody of all contracts, agreements, deeds, and other documents of the University or relating to its operations or properties, except minutes of meetings.

Section 3. Reports: The Vice President for Business and Finance shall submit to each regular meeting of the Finance Committee a report on the finances of the University. The Vice President shall prepare the annual budget for presentation to the Board and shall report at each meeting the financial performance of the University against that budget.
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ARTICLE VII-C
Vice President for University Advancement

Section 1. Powers and Duties: The Vice President for University Advancement is the chief officer of the University responsible for fund-raising and fostering relations with external constituencies, including but not limited to alumni, parents, friends and other individuals, corporations, foundations and private entities. In that capacity, the Vice President for University Advancement leads and manages a comprehensive program to secure private philanthropy in support of capital programs and current needs, to increase alumni pride and involvement with the University, to promote the visibility of the University among its primary constituencies, and to acquire and maintain information about alumni and other constituencies to support University programs.

ARTICLE VII-D
Chief Operating Officer and Vice President for Information Services

Section 1. Powers and Duties: The Chief Operating Officer and Vice President for Information Services is the chief officer of the University responsible for the planning, development and delivery of information services to the University's academic and administrative departments. Specifically, the Vice President for Information Services shall be responsible for instructional, research, library and student computing support; management information systems; voice, data and video communications; and maintenance and management of the University's information technology infrastructure. Additionally, the Chief Operating Officer will be responsible for Human Resources, University Police, Purchasing and the Conference Center and Facilities.

ARTICLE VII-E
Vice President for Marketing, Communication and Public Affairs

Section 1. Powers and Duties: The Vice President for Marketing, Communication and Public Affairs is the chief officer of the University responsible for promoting the academic, academic support and general programs of the university to its internal and external constituencies through publications, advertising and media relations university.

ARTICLE VII-F
Vice President for Enrollment

Section 1. Powers and Duties: The Vice President for Enrollment is the chief officer of the university for planning and implementing student recruitment, admission, and pricing strategies; and for managing the university's financial assistance and registration functions.

ARTICLE VII-G
Vice President for Student Affairs

Section 1. Powers and Duties: The Vice President for Student Affairs is the chief officer of the University responsible for the non-academic programs and activities of students and with the general welfare and quality of student life on campus. The Vice President for Student Affairs is responsible for non-academic counseling services, including those related to career and personal development; the management of all residence halls and programs, student dining facilities and programs, and health services; student activities and extra-curricular endeavors that supplement the academic program, and the operation of the LaCava Campus Center.

ARTICLE VII-I
Treasurer

Section 1. Powers and Duties: The Treasurer shall have the custody of all certificates, securities, and monies belonging to the University and shall be responsible for their management and investment, under the direction of the Board of Trustees, except as management and investment of any such securities and monies shall be exercised by the Investment Committee acting pursuant to Article III-E. The Treasurer shall be responsible directly to the President and shall have such other duties as may be delegated by the President.
Section 2. Records: The Treasurer shall keep full accounts of investments and securities and cash and shall prepare and submit such reports as may be required of him by these By-Laws or by the Board of Trustees.

Section 3. Deposit Accounts: The funds of the University shall be deposited in the name of the University in such banks or trust companies or invested in such other manner as may from time to time be designated by the Board of Trustees or by the Investment Committee. Subject to ratification by the Investment Committee at its next following meeting, the President may, in conjunction with the Vice President for Business and Finance or Treasurer, authorize the opening of new deposit accounts in such banks or trust companies as they deem in the best interests of the University.

ARTICLE VII-H
Secretary

Section 1. Powers and Duties: The Secretary shall attend all meetings of the Board of Trustees, and keep its records. The Secretary shall give notice, when required by law, by these By-Laws or by direction of the Board of Trustees, the Executive Committee or the President, of all meetings of the Board of Trustees and the Executive Committee. The Secretary shall have custody of the seal and minutes of the Board's meetings.

Section 2. Residency: The Secretary shall be a resident of the Commonwealth of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.

Section 3. Assistant Secretary: The Assistant Secretary shall perform all duties enumerated in Article VIII, Section 1, in the event the Secretary is unable to do so.

ARTICLE IX
Conflict of Interest

Any Trustee, officer or employee who exercises significant discretion on behalf of the Corporation with respect to business transactions who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the Corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the Board of Trustees acting upon or in reference to such contract or transaction. No Trustee so interested shall vote on such contract or transaction, nor shall he or she be counted for purpose of determining a quorum for voting upon such contract or transaction. The affirmative vote of a majority of the disinterested Trustees, determining the contract or transaction to be in the best interests of the Corporation, shall be required before the Corporation may enter into such contract or transaction.

In case the Corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its Trustees, officers or employees is a member, stockholder, trustee, director, officer or employee thereof, such contract or transaction shall not be invalidated or in any way affected by the fact that such Trustee or Trustees have or may have interests therein which are or might be adverse to the interests of the Corporation. No Trustee or Trustees having disclosed such adverse interest shall be liable to the Corporation or to any creditor of the Corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Trustee or Trustees be accountable for any gains or profits to be realized thereon.

Trustees, officers and employees who exercise significant discretion on behalf of the Corporation with respect to business transactions shall file annually with the Corporation’s auditors a Declaration of Potential Conflicting Interests, and a copy of each such declaration shall be provided to the Board of Trustees. Each Trustee shall make an annual disclosure to the Board of Trustees of the total amount received, directly or indirectly, by such Trustee from the Corporation during the previous year for goods and services provided, directly or indirectly, to the Corporation. These disclosures shall be reviewed by the Audit Committee and reported on to the Board.
ARTICLE X
Miscellaneous

Section 1. Academic Degrees: The Board of Trustees shall have authority to grant degrees and to approve the establishment of degree programs consistent with the University's charter in the Commonwealth of Massachusetts.

Section 2. School of Accounting and Finance: For all purposes consistent with law, graduates of the educational programs conducted by the Bentley School of Accounting and Finance, Incorporated, a Massachusetts corporation organized on April 4, 1922, shall be treated as graduates of this University.

Section 3. Seal: The University seal shall be in such form as the Board of Trustees shall from time to time determine.

Section 4. Fiscal Year: The fiscal year of the University shall, unless otherwise fixed by the Board of Trustees, end on the last day of June in every year.

Section 5. Certificate of Action: Any action taken by the Board of Trustees or Executive Committee at any meeting may be certified by the officer whose duty it is to keep the minutes of such meeting or by the officer or Trustee keeping the records thereof or presiding thereat, and any such certificate shall be conclusive evidence for all purposes that the action so certified was taken.

Section 6. Amendment: Except as otherwise required by law or the Articles of Organization, these By-Laws, may be supplemented, amended or repealed only by a majority of the Board of Trustees voting in-person or by proxy, provided that written notice of the proposed amendment or amendments and of the time and place of the meeting shall have been served personally upon or mailed to each Trustee at least 15 days prior to the meeting. No notice shall be required as to any Trustee who waives notice in writing, either before or after the meeting.
ARTICLES OF ORGANIZATION
Restated October 3, 2008

Article I. The name by which the corporation shall be known is: Bentley University.

Article II. The purposes for which the corporation is formed are as follows:

To conduct an institution of higher education to provide instruction in business and liberal arts and sciences; to prepare, publish and circulate publications in the foregoing areas stipulated, but not for the purpose of carrying on propaganda or otherwise attempting to influence legislation; to grant to students properly accredited and recommended by the faculty the degrees of "Associate in Science," "Bachelor of Science," "Bachelor of Arts," "Master of Science in Taxation," and "Master of Science in Accounting," and other Masters degrees limited to business related disciplines, "Doctor of Philosophy in Business" and "Doctor of Philosophy in Accountancy," and to confer such honorary degrees as are usually conferred by Colleges in the Commonwealth of Massachusetts.

Article IV. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its trustees or members, or of any class of members, are as follows:

FIRST: The corporation shall not at any time carry on any activity which shall disqualify contributions to it for allowance as deductions in computing taxable income of contributors, nor which shall disqualify the corporation for exemption from taxation of its income under any law of the United States of America now or hereafter in effect. The corporation shall not pay or incur any expenditure to carry on propaganda, or otherwise to attempt to influence legislation, or to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive except as may be carried on without causing disqualifications as aforesaid.

SECOND: Upon any liquidation or dissolution of the corporation, whether voluntary or involuntary, all of its funds and property shall be transferred to The Massachusetts General Hospital or to such one or more corporations, trusts, institutions or funds having purposes cognate to the purposes for which this corporation or said The Massachusetts General Hospital is formed as shall be approved by the vote of the members and by the court, if any, exercising jurisdiction over such liquidation or dissolution but none of such funds or property nor any income or proceeds thereof whether upon liquidation or dissolution of the corporation or otherwise shall ever inure to the benefit of any member of the corporation.

THIRD: The corporation shall have and may exercise in furtherance of its corporate purposes the power to purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise to acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated; to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated; to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities; to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated; to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to do business, carry on its operations, and have offices and exercise the powers granted by said Chapter 180 in any jurisdiction within or without the United States; to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof; to pay pensions, establish and carry out pension, profit-sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its trustees, officers and employees, and for any or all of the directors, officers and employees of any
Appendices.

corporation, fifty percent or more of the shares of which outstanding and entitled to vote on the election of directors are owned, directly or indirectly, by it; to participate as a subscriber in the exchanging of insurance contracts specified in Section 94B of Chapter 175 of the General Laws of the Commonwealth; to be an incorporator of other corporations of any type or kind; to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with said Chapter 180 of the General Laws of the Commonwealth; to be a partner in any business enterprise which said corporation would have power to conduct by itself; and all other powers specified in Sections 9 and 9A of Chapter 156B of said General Laws as now in effect or hereafter amended and in any cognate provision or provisions of law enacted by The Commonwealth of Massachusetts to the fullest extent permitted by said Chapter 180 to corporations organized under it.

FOURTH: The corporation shall not have any members. Any action or vote required or permitted by law to be taken by members shall be taken by action or vote of the same percentage of Trustees of the corporation.

FIFTH: The corporation shall, to the extent legally permissible, indemnify each of its trustees and officers and persons who serve at its request as directors or officers of another organization in which it has an interest, against all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his acts or omissions as such trustee, or officer, unless in any proceeding he shall be finally adjudged not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that such indemnification shall not cover liabilities in connection with any matter which shall be disposed of through a compromise payment by such trustee or officer, pursuant to a consent decree or otherwise, unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, by a vote of the trustees in which no interested trustee participates. Such indemnification may include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under these provisions. The rights of indemnification hereby provided shall not be exclusive of or affect other rights to which any trustee or officer may be entitled. As used in this paragraph, the terms "trustee" and "officer" include their respective heirs, executors and administrators, and an "interested" trustee or officer is one against whom as such the proceeding in question or another proceeding on the same or similar grounds is then pending.

Like indemnification of employees and other agents of the corporation (including persons who serve at its request as employees or other agents of another organization in which it has an interest) may be provided by the corporation to whatever extent shall be authorized by the trustees before or after the occurrence of any event as to or in consequence of which indemnification may be sought. Any indemnification to which a person is entitled under these provisions may be provided although the person to be indemnified is no longer a trustee, officer, employee or agent of the corporation or of such other organization.
Appendix 3.2
Academic Affairs organization chart