

WILLIAMS COLLEGE
COLLEGE LAWS
ADOPTED BY THE PRESIDENT AND TRUSTEES OF WILLIAMS
COLLEGE ON APRIL 12, 1997

Amended October 17, 1998; June 5, 1999; October 5, 2001;
October 17, 2003; January 16, 2004; April 17, 2004; October 14, 2006;
October 6, 2007; May 31, 2008; October 24, 2009; June 5, 2010; June 3, 2011;
April 13, 2012; June 2, 2012; and January 26, 2013

1. Governance. In accordance with the provisions of the charter, the government and direction of Williams College are vested in the President and Trustees.

2. Number of Trustees. The number of the Trustees, including the President of the College, shall be fixed from time to time by the Trustees and shall not be more than twenty-five or less than eleven.

3. Election of Trustees. There shall be two classes of Trustees, other than the President (who shall be a Trustee during the term of office):

a. Alumni Trustees. Five Alumni Trustees shall be elected by the Trustees, one each year upon nomination of the Society of Alumni. Subject to Article 3.d below, (i) each Alumni Trustee shall serve for a term of five years; (ii) in case of a vacancy in the position of Alumni Trustee, upon nomination by the Society of Alumni the Trustees may elect a successor to serve as an Alumni Trustee for a term equal in length to the unexpired term of the vacating Alumni Trustee; and (iii) a successor who has served as an Alumni Trustee shall thereafter be eligible for election for a full five-year term as an Alumni Trustee upon nomination of the Society of Alumni. Any person who has served a full term of five years as an Alumni Trustee shall not thereafter be eligible for reelection as an Alumni Trustee.

b. Term Trustees. All other Trustees shall be Term Trustees. Term Trustees shall be elected by the Trustees to terms set by the Trustees in accordance with the following. Subject to Article 3.d. below:

- (i) each Term Trustee shall serve for an initial term not to exceed five years;
- (ii) after the conclusion of a Term Trustee's initial term, he or she may be reelected to serve one additional term of up to seven years; and
- (iii) past or current Alumni Trustees who have served as such for (A) less than five years shall be eligible to be elected for an initial Term Trustee term not to exceed the difference between five years and his or her time of service as an Alumni Trustee and (B) five years or more shall be eligible to be elected for one term as a Term Trustee of up to seven years; provided, however that this Article 3.b.(iii) shall not apply to a past or current Alumni Trustee who also has served as a Term Trustee.

In case of a vacancy, the Trustees may elect a successor to fill either the unexpired term or a full term.

c. Board Chair Election; Term. A Trustee shall be elected by the Trustees as Board Chair upon the nomination of the Executive Committee. The term of the Board Chair shall be set by the Trustees and, subject to Article 3.d., shall not be more than seven years.

d. Maximum Length of Trustee Service. No Trustee's term may result in service by such Trustee totaling more than twelve years; provided, however, that the term of a Trustee serving as Board Chair may be extended by up to three years beyond the twelve year limit in order to allow such Trustee to complete a term as Board Chair of not more than five years.

e. Transitional provision. A Trustee serving on July 1, 2008, who was elected to a term longer than five years: (i) shall serve for the full term for which he or she was elected, subject to the provisions of Article 4, below; and (ii) shall not be eligible for election to an additional term after completion of his or her initial term.

4. Resignation and Removal of Trustees. A Trustee may resign by filing with the Secretary a letter of resignation to take effect upon receipt thereof. A Trustee may be removed if, upon the vote of three-fourths of all Trustees, it is determined that he or she is incapable of, or has neglected, the performance of the duties of a Trustee. It is expected that each Trustee will attend every meeting of the Board.

5. Regular Meetings. The Trustees shall have at least four regular meetings a year, one of which shall be at Commencement and shall be the annual meeting. The regular meetings shall be scheduled as the Trustees shall by vote from time to time determine or, in the absence of such vote, as the Board Chair may direct. Any and all business may be transacted at regular meetings. The Board Chair is the presiding officer of the Board of Trustees. At any meeting, in the absence of the Board Chair the President shall preside. Notice of a regular meeting shall be provided (including by electronic transmission) to each Trustee not less than ten days before the meeting. Trustee meetings shall be opened with a moment of reflection. The President of the Society of Alumni may attend regular meetings and will report to the Trustees on behalf of the Society.

6. Special Meetings. Special meetings of the Trustees shall be held as scheduled by vote of the Trustees or, in the absence of such vote, as directed by the President or by the Board Chair. Notice of a special meeting shall be provided (including by electronic transmission) to each Trustee not less than seven days before the meeting, unless notice is waived or the President or the Board Chair determines that circumstances require meeting on shorter notice, which in no event shall be less than twelve hours. Notice of a special meeting shall be given by the form of communication, including expedited mail or like service, facsimile or other electronic transmission or telephone, which is deemed most likely to provide the earliest possible notice to the Trustees (telephone notice shall in all events be confirmed by written or electronic notice). Trustees may participate in special meetings by conference telephone or similar communications equipment pursuant to which all Trustees participating in the meeting can hear each other at the same time and participation in this manner shall constitute presence in person at the special meeting.

7. Quorum/notice. A majority of the Trustees shall constitute a quorum for the transaction of business. Any Trustee who attends a meeting shall be deemed to have received adequate notice of such meeting.

8. Trustees Emeriti. A Trustee who ceases to serve as Trustee after completing not less than twelve years of service as a Trustee of any class shall be a Trustee Emerita/us. A Trustee who ceases to serve as Trustee after completing less than twelve years of service may be elected by the Trustees as a Trustee Emerita/us upon nomination of the Executive Committee. A Trustee Emerita/us shall have all the privileges of a Trustee (except that of voting, of serving as a member of the Executive Committee and of receiving privileged or other sensitive materials available to Trustees); provided, however, a Trustee Emerita/us who becomes such after July 1, 2012 shall be entitled to attend Trustee meetings only upon the invitation of the Trustees. In addition, Trustees Emeriti shall be invited as a group to meet with Trustees periodically. The Trustees Emeriti shall receive designation of processional order approximating that which they held at the time of their retirement.

9. Officers. The officers of the College are the President, the Secretary, the Treasurer and one or more Vice Presidents (including a Chief Investment Officer) as may be determined, and with such duties as may be assigned, from time to time by the Trustees. Each shall be elected to serve at the pleasure of the Trustees, and may be removed by a vote of three-fourths of all Trustees. These officers, together with the Dean of the Faculty, the Dean of the College, and the Provost, shall be the executive officers of the College. All executive officers other than the President shall report to the President or to such other executive officer as designated by the President, and the President shall report to the Trustees.

10. President. The President is the chief executive officer of the College. The President shall keep the Trustees informed of the condition of the College and shall submit recommendations for the improvement of the College as the President may deem desirable. The President shall have general oversight and direction of administration, instruction and discipline, and shall be the presiding officer of the faculty. The President is authorized to make rules for the proper conduct of students and to establish penalties for misbehavior or neglect of duties. If in the judgment of the President the best interests of the College so require, a student may be immediately removed from College.

11. Absence of President. In case of a prolonged absence or disability of the President, or of a vacancy in the office, the Dean of the Faculty shall have the duties, powers and responsibilities of the President until the Trustees designate an interim President or elect a new President.

12. Secretary. The Secretary shall record the meetings of the Trustees. The Secretary shall have charge of the Trustee records and take measures to preserve them, and shall issue all notices of meetings of the Board.

13. Treasurer. The Treasurer, subject to the oversight of the Budget and Financial Planning and Audit Committees, shall have charge of the funds of the College. The Treasurer shall make an annual report of the finances of the College, which report shall be audited by independent auditors.

14. Standing Committees. There shall be standing committees of the Trustees, as follows: Executive Committee, Investment Committee, Committee on Faculty and Instruction, Operations and Planning Committee, Budget and Financial Planning Committee, Committee on College Relations and Public Affairs, Committee on Student Experience, Audit Committee, and such other standing committees as the Trustees shall from time to time establish. The membership and chair or co-chairs of each committee shall be designated annually by the President and Board Chair; provided that (i) the Executive Committee shall include the President and the Board Chair and not less than five or more than seven additional Trustees; (ii) the Board Chair shall serve as the Chair of the Executive Committee; (iii) the President shall be an *ex officio* member of each other committee; (iv) subject to a twelve year non-Trustee service limit, persons who are not Trustees may be appointed to serve with the regular Trustee members of any committee (except the Executive Committee) to assist in the conduct of its business; (v) the membership of each Committee shall consist of at least a majority of Trustee members; (vi) the chair or co-chair of each Committee shall be a Trustee when first appointed as such; (vii) the membership of the Investment Committee shall be determined in consultation with the chair or co-chairs of the Investment Committee; (viii) the President and the Board Chair may appoint a member of the Investment Committee who is becoming a Trustee Emerita/us to be an Emerita/us member of the Investment Committee with full voting rights for a single three year term; and (ix) committee members may be removed from a committee by the President and the Board Chair. Each committee shall make its own rules and may appoint sub-committees. In addition to the standing committees, the Trustees may from time to time constitute ad hoc committees.

15. Executive Committee. Except as otherwise expressly provided by the laws of the Corporation or by specific resolution of the Trustees, the Executive Committee shall have the powers of the Trustees in the intervals between the meetings of the Trustees, except those of amending these laws and removal of the President or of any Trustee, and shall report to the Trustees at their next meeting any action taken by it on behalf of the Board. The Executive Committee shall also identify and make recommendations to the full Board on persons to be considered for election as Trustees. The Executive Committee shall also make recommendations to the full Board on the compensation of the President, and supervise the process for nomination to the full Board of a candidate for the position of President. The Executive Committee shall also oversee the orientation of new Trustees and shall periodically review the performance of the Board and make recommendations to the Trustees for improvement. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

There shall be other committees of the Trustees that report to the Executive Committee as follows: Nominating Committee, Governance Committee, Evaluation and Compensation Committee, and a Committee on Degrees:

(a) Nominating Committee supports the Executive Committee in assessing the composition of the Board, and based on that assessment, recommends candidates for nomination and election as members of the Board;

(b) Governance Committee supports the Executive Committee in assessing the functions of the Board (including its committee structure) and making recommendations to enhance the Board's effectiveness;

(c) Evaluation and Compensation Committee shall support the Executive Committee in providing an annual evaluation of the President and a recommendation for Presidential compensation;

(d) Committee on Degrees shall receive and consider all nominations from the faculty as to candidates for degrees in course, and shall recommend to the Trustees such candidates as it determines have satisfied the requirements for attainment of degrees. It shall also make nominations to the Trustees as to candidates for honorary degrees.

16. Investment Committee; Chief Investment Officer. The Investment Committee shall periodically review and make recommendations to the Trustees with respect to the general policies governing the investment of the funds of the College. In consultation with the President, the Investment Committee at all times shall have supervision over the investment and reinvestment of the funds of the College and shall have the authority to approve or to disapprove investments, and the retention of investment managers and investment consultants, recommended to it by the Chief Investment Officer. The Investment Committee from time to time shall submit to the Trustees such matters of general financial policy as the Investment Committee may desire to have considered. The Investment Committee is authorized to appoint subcommittees, which will serve in an advisory capacity to the Investment Committee and the Chief Investment Officer. The Chief Investment Officer (or such other officer as the Trustees may designate for such purpose from time to time) shall have responsibility for management of the College's investments, including the selection of investments, investment managers and consultants, subject to the approval of the Investment Committee pursuant to such policies and procedures as the Investment Committee may establish from time to time.

17. Committee on Faculty and Instruction. The Committee on Faculty and Instruction shall periodically review and make recommendations to the Trustees with respect to three general areas: first, all matters relating to the faculty of the College; second, all matters relating to the instruction and academic advising of students; and third, the arrangement of the curriculum. The Committee shall also consider and report to the Trustees upon all nominations by the President of faculty appointments and promotions, and may authorize the President to make temporary appointments until the next meeting of the Trustees.

18. Operations and Planning Committee. The Operations and Planning Committee shall periodically review and make recommendations to the Trustees with respect to general policies governing the grounds, buildings, roads and walks of the College, including all questions of construction, maintenance, repair, and insurance connected therewith, as well as capital projects, designs for projects and environmental sustainability and policies related thereto.

19. Budget and Financial Planning Committee. The Budget and Financial Planning Committee shall periodically review and make recommendations to the Trustees with respect to general policies governing budgets and financial planning, shall present an annual budget for the following year ordinarily at the winter meeting of the Trustees, and shall periodically review and report to the Trustees on changes to and variances from approved budgets. The Committee shall make recommendations to the Trustees as to tuition and other charges. The Committee shall have responsibility for recommending to the Trustees debt financings, including bond offerings, by the College.

20. Committee on College Relations and Public Affairs. The Committee on College Relations and Public Affairs shall periodically review and make recommendations to the Trustees with respect to the fundraising and development programs, public affairs, government relations, community activities, philanthropic giving, communications and media activities, and the alumni relations programs of the College.

21. Committee on Student Experience. The Student Experience Committee has as its focus the full spectrum of student life beyond the curriculum and classroom. This includes not only aspects of student life, such as residential life and extra- and co-curricular activities and programs, but also those policies and practices that shape the student body, particularly diversity and inclusion, admission, and financial aid. The Committee shall also periodically receive reports from the Office of Admission and the Office of Financial Aid and make recommendations to the Trustees with respect to admissions and financial aid policies and practices of the College.

22. Audit Committee. The Audit Committee shall annually recommend to the Trustees the appointment of an independent auditing firm to examine the financial records of the College and certify the results thereof. The Committee shall confer at least annually with a representative of the firm performing the audit and report the results of such conference to the Trustees.

23. Indemnification. The College shall indemnify each of its Trustees and executive officers (including those Trustees and executive officers who serve at its request as Trustees, directors or officers of another organization in which it has any interest as a shareholder, creditor or otherwise or who serve at its request in a capacity with respect to any employee benefit plan) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or settlement, or as fines and penalties, and for counsel fees reasonably incurred by such Trustee or executive officer in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Trustee or executive officer may be involved or with which such Trustee or executive officer may be threatened, while in office or thereafter, by reasons of being or having been such Trustee or executive officer, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the College; provided, however, that as to any matter disposed of by a payment in compromise or settlement made by such Trustee or executive officer such indemnification shall be limited to matters covered by the compromise or settlement as to which the College is advised by independent counsel (who may be the counsel regularly employed by the College) that such Trustee or executive officer, in the opinion of such counsel, acted in good faith in the reasonable belief that his or her action was in the best interests of the College. Such indemnification may include payment by the College 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 the amount so paid if such person shall be adjudicated to be not entitled to indemnification under this section. The College may purchase and maintain insurance on behalf of any person who is or was a Trustee or executive officer of the College (or is or was serving at the request of the College as a Trustee, director or officer of another organization in which the College has an interest or who serve at its request in a capacity with respect to any employee benefit plan), against any liability incurred by such person in any such capacity or arising out of such status, whether or not the College would have the power to

indemnify such person against such liability. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Trustee or executive officer may be entitled. As used in this section, the terms “Trustee” and “executive officer” include their respective heirs, executors, and administrators. Nothing contained in this section shall affect any rights to indemnification to which College personnel other than Trustees and executive officers may be entitled by contract or by resolution of the Trustees or otherwise under law.

24. Seal. The seal of the College shall be circular in form and shall show representations of a globe, a telescope, a book, and pen and inkstand, and underneath a wreath of laurel, and above the rays of the sun. On the perimeter shall be the words:

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The seal shall be in the custody of the Secretary.

25. Faculty. Except as otherwise assigned, the Faculty, which shall consist of the President, the Professors, the Associate Professors, the Assistant Professors, and those Lecturers, Instructors and Senior Lecturers who hold full-time appointments, shall have primary responsibility for the areas of curriculum, subject matters and methods of instruction, requirements for degrees in course, those aspects of student life which relate to the educational process, and matters relating to faculty status.

26. Faculty Governance. The President shall convene the Faculty at stated times and whenever the President deems it expedient, and when present shall preside at such meetings. The Faculty may establish, and determine the duties of, such standing committees as it may deem advisable or as the President may direct. The rules for governance of the Faculty shall be approved by the Faculty and will be set forth in a Faculty Handbook.

27. Deans and Provost. The President shall recommend to the Trustees members of the Faculty to serve as Dean of the Faculty, Provost, and Dean of the College. The Deans and Provost shall have such authority and shall perform such duties as assigned from time to time by the President and Trustees, including such authority and duties as specified in the Faculty and Student Handbooks.

28. Degrees. The requirements for the attainment of the degree of Bachelor of Arts and the degree of Master of Arts shall be established by the Trustees upon recommendation of the Faculty and the Committee on Instruction. No academic degree shall be conferred except by vote of the Trustees upon certification by the Faculty that the candidates have completed the established requirements and upon recommendation by the Committee on Degrees.

29. Honorary Degrees. The Trustees may also confer honorary degrees, but unless otherwise ordered by the vote of three-fourths of the Trustees present at a meeting, no such degree shall be so conferred except upon the recommendation of the Committee on Degrees.

30. Amendment. Any of the foregoing laws may be suspended, amended or repealed by a vote of three-fourths of the Trustees present at any meeting.