



AMERICAN UNIVERSITY

**BYLAWS
AND
ACT OF INCORPORATION**

November 2004

American University Bylaws and Act of Incorporation

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American University

BYLAWS

ARTICLE I: Name

Section 1. The name of this Corporation is “The American University” (University). It exists by virtue of a Special Act of the Congress of the United States, approved February 24, 1893 (27 Stat. 476); as amended by the following Acts of Congress: March 3, 1895 (28 Stat. 1814); June 30, 1951 (65 Stat. 107); August 1, 1953 (67 Stat. 359); October 31, 1990 (104 Stat. 1160); September 9, 1996 (Pub. L. No. 104–194).

ARTICLE II: Purpose

Section 1. The purpose of the Corporation is to establish and maintain in the District of Columbia a university to promote education, with the power to confer earned academic degrees and certificates and honorary degrees.

ARTICLE III: Board of Trustees

Section 1. Corporation business shall be transacted by a Board of Trustees of not less than twenty-five (25) nor more than fifty (50) persons, eleven (11) of whom shall constitute a quorum.

Section 2. Board members hold office for a term of three (3) years or for a shorter term specified by the Board at the time of election. Three-year terms terminate at the end of the Spring meeting of the third year after election. Shorter terms terminate at the end of the Spring meeting of the year specified at the time of election. Trustees shall be divided into three approximately equal classes. Each year, one of the classes shall go out of office and successors be elected.

Section 3. Subject to their acceptance, the Bishop of the Washington Episcopal Area of the United Methodist Church and the General Secretary of the General Board of Higher Education and Ministry of the United Methodist Church shall be *ex officio* members of the Board. The election of any person to the Board requires the approval of the General Board of Higher Education and Ministry of The United Methodist Church.

Section 4. Except for the University President, who is a member of the Board, no paid full-time or part-time University employee or anyone enrolled full-time in the University shall be eligible for Board membership.

Section 5. The Board shall hold elections at its Winter meeting for trustees to take office at the next Spring meeting. Trustee vacancies may be filled at any regular Board meeting, provided written notice of the election has been sent to each trustee with notice of the meeting. The Trusteeship Committee shall nominate persons to be elected by the Board. Election may be by written ballot upon the request of any two (2) trustees present at the election.

Section 6. At least seven (7) trustees shall be elected to the Board from University alumni, distributed among the schools and colleges.

Section 7. A trustee may be removed from office, for adequate cause shown, at any regular Board meeting by a vote of two-thirds of the trustees then in office present at the meeting.

Section 8. Exercising its powers of responsibility for the University, the Board

- a. elects the President of the University and approves the appointments of the Provost, Vice Presidents, and Secretary;
- b. establishes University policies, to be executed by the President;
- c. assists, guides, and evaluates the progress of the University and receives reports from the President in this regard;
- d. elects Board members and officers;
- e. approves full-time and tenured faculty appointments recommended by the President;
- f. confers degrees;
- g. appoints committees it deems necessary;
- h. assists in raising funds to support the University; and
- i. preserves and protects University operations and properties.

ARTICLE IV: Board Meetings

Section 1. Three (3) regular meetings shall be held during each fiscal year: Fall, Winter, and Spring. The Spring meeting is the annual meeting. The Executive Committee determines the date, time, and place of regular meetings. Written notice shall be sent to each trustee at least thirty (30) days prior to the meeting.

Section 2. Special meetings may be held at the call of the Chair or upon written request of seven (7) trustees. Written notice of the time and place shall be sent to each trustee at least ten (10) days prior to the meeting.

Section 3. The date, time, and place of any regular or special meeting may be changed by the Board or Executive Committee.

Section 4. Trustees may participate in Board meetings by teleconference, which shall constitute presence in person at the meeting.

ARTICLE V: Board Officers

Section 1. Board officers shall be a Chair and a Vice Chair, elected at the Winter meeting for two-year terms beginning at the next Spring meeting.

Section 2. The Chair presides at Board and Executive Committee meetings; in the absence of the Chair, the Vice Chair presides.

Section 3. The Executive Committee fills unexpired terms of officers at any regular or special meeting.

ARTICLE VI: Executive Committee

Section 1. The Executive Committee consists of seven (7) trustees: the Board Chair, Board Vice Chair, University President, Academic Affairs Committee Chair, Finance and Investment Committee Chair, and two (2) at-large trustees. Four (4) trustees constitute a quorum.

Section 2. The Executive Committee meets at the call of the Chair or, in the Chair's absence, at the call of the Vice Chair, or upon written request of at least four (4) Committee members. The Board Chair is the Committee Chair and the Board Vice Chair is Committee Vice Chair.

Section 3. Executive Committee members will serve two-year terms and can be re-elected to successive terms. At-large appointments will be made by the current Board chair.

Section 4. The Executive Committee can exercise all the powers of the Board during periods between Board meetings except to elect the President or adopt, amend, or repeal these Bylaws.

ARTICLE VII: Standing Committees

Section 1. The Standing Committees shall be as follows: Academic Affairs Committee; Audit Committee; Campus Life Committee; Compensation Committee; Development Committee; Finance and Investment Committee; and Trusteeship Committee.

Section 2. Nominations of Standing Committee officers and members for two-year terms shall be made by the Trusteeship Committee at the Spring Board meeting. The Vice Chair of the Board shall be the Trusteeship Committee Chair, and Trusteeship Committee members shall be appointed by the Board or Executive Committee. Vacancies on Standing Committees shall be nominated by the Trusteeship Committee and approved by the Board or Executive Committee for any unexpired term. Vacancies on the Trusteeship Committee shall be filled by the Board or Executive Committee.

Section 3. The Academic Affairs Committee consists of at least four (4) trustees and is concerned with University policies and issues related to academic affairs.

Section 4. The Audit Committee consists of at least four (4) trustees and is concerned with University policies and issues related to audits of financial affairs and management operations. At the end of each fiscal year, it reviews the annual audit made by a Certified Public Accountant and reports to the Board or Executive Committee.

Section 5. The Campus Life Committee consists of at least four (4) trustees and is concerned with University policies and issues related to student and campus life.

Section 6. The Compensation Committee consists of at least four (4) trustees, including the Board Chair, Board Vice Chair, Finance and Investment Committee Chair, and other trustees appointed by the Board Chair. The Board Chair is the Committee Chair and the Board Vice Chair is Committee Vice Chair. The Committee is concerned with University policies and issues related to the compensation of University executives.

Section 7. The Development Committee consists of at least four (4) trustees and is concerned with University policies and issues related to development, alumni affairs, and fund raising.

Section 8. The Finance and Investment Committee consists of at least four (4) trustees and is concerned with University policies and issues related to financial affairs and the investment of University funds. It reviews the President's proposed annual budget and recommends a final budget for adoption by the Board no later than the Spring meeting, and it reviews University business affairs and the upkeep of University buildings, grounds, and properties.

Section 9. The Trusteeship Committee consists of at least five (5) trustees with seniority and is concerned with policies and issues related to Board governance. The Board Vice Chair is the Trusteeship Committee Chair. The Committee

- a. recommends criteria for Board membership;
- b. identifies, cultivates, screens, and nominates Board and Trustee Emeriti candidates;
- c. nominates Standing Committee chairs and members, except for the Trusteeship and Compensation Committees;
- d. supervises new trustee orientation and Board retreats; and
- e. reviews Board operations and procedures.

Section 10. A majority of members of any Committee constitutes a quorum. Committee members may participate in Committee meetings by teleconference, which shall constitute presence in person at the meeting.

ARTICLE VIII: Fiscal Year

Section 1. The fiscal year of the University begins on May 1st of each year and ends on April 30th of the succeeding year.

ARTICLE IX: University Officers

Section 1. University officers shall be a President, a Provost, a Vice President of Finance and Treasurer, other Vice Presidents, and a Secretary. The President can appoint additional officers with the approval of the Board.

Section 2. President. The President of the University is elected by the Board, continues in office at the pleasure of the Board, and receives such compensation as the Board may direct. The President:

- a. is the Chief Executive Officer of the University and an *ex officio* member of the Board;
- b. executes Board policies to operate, develop, and promote the University's mission and purpose;
- c. performs such acts, duties, and responsibilities that in his/her judgment promote the interests of the University consistent with the Act of Incorporation, the Bylaws, and Board policies;
- d. represents the University to the public and presides at public academic occasions, or designates a trustee or University officer to preside;
- e. keeps the Board and Executive Committee informed of University operations and activities; and
- f. has other powers and duties as assigned by the Board or Executive Committee and as usually attend the office.

Section 3. Provost. The Provost is appointed by the President with the approval of the Board, continues in office at the pleasure of the President, and receives such compensation as the President may direct. The Provost:

- a. is the Chief Academic Officer of the University, second in responsibility only to the President;
- b. reports to the President, and has other powers and duties assigned by the President;
- c. is a member of the University faculty and of each department, school, and college, and an *ex officio* member of each academic committee of the University;
- d. receives recommendations from the faculty and academic administrators for consideration and recommendation to the President;
- e. exercises the powers and duties of the President during the President's absence or incapacity or in case of a vacancy in that office;
- f. may attend meetings of faculties, schools, colleges, departments, and academic committees; and
- g. at least once during each academic year, calls a meeting of all persons with faculty rank to discuss matters affecting the academic policies and educational offerings of the University.

Section 4. Vice President of Finance and Treasurer. The Vice President of Finance and Treasurer is appointed by the President with the approval of the Board, continues in office at the pleasure of the President, and receives such compensation as the President may direct. The Vice President of Finance and Treasurer:

- a. is the Chief Financial Officer of the University;
- b. reports to the President, and has other powers and duties assigned by the President;
- c. supervises Corporation funds and properties;
- d. keeps full and accurate accounts of all receipts and disbursements of the Corporation and, upon request, presents them to the Finance and Investment Committee, Executive Committee, or Board; and
- e. at the end of each fiscal year, causes an audit to be conducted by a Certified Public Accountant, which reports directly to the President and the Audit Committee.

Section 5. Vice Presidents. Vice Presidents are appointed by the President with the approval of the Board, continue in office at the pleasure of the President, receive such compensation as the President may direct, and have powers and duties assigned by the President.

Section 6. Secretary. The Secretary is appointed by the President with the approval of the Board, continues in office at the pleasure of the President, and receives such compensation as the President may direct. The Secretary:

- a. keeps Board and Executive Committee meeting minutes;
- b. serves notice of all Board and Executive Committee meetings;
- c. has custody of the corporate seal and is authorized to attest and affix it to legal instruments;
- d. has such assistance in the performance of his/her duties (e.g., an Assistant Secretary), as approved by the President or Executive Committee;
- e. has such duties as usually attend the office; and
- f. performs other duties assigned by the President, Board, or Executive Committee.

ARTICLE X: University Faculty

Section 1. University faculty are appointed by the Provost with the advice and consent of the appropriate college or school faculty, department head, and dean, and with the approval of the President and Board.

Section 2. The Provost is the Chair of the faculty. Each school or college dean is the Chair of that school or college faculty. The Provost appoints school and college deans with the advice and consent of the appropriate college or school faculty and with the approval of the President and Board.

Section 3. Subject to the powers vested in the Board, President, and Provost, the faculty, functioning through its duly constituted entities, has primary responsibility for:

- a. instruction and academic standards;
- b. curriculum and course approvals;
- c. recommendations of faculty appointments, promotions, and faculty personnel concerns;
- d. recommendations for the instructional budget; and
- e. recommendations of policies affecting student affairs.

ARTICLE XI: Execution of Legal Documents

Section 1. The President and other University officers and employees designated by the President and approved by the Board have authority to execute and acknowledge on behalf of the University any contracts, legal documents, and instruments in connection with University operations as authorized by the Board.

ARTICLE XII: General Powers of the Corporation

Section 1. The Corporation has authority to exercise all necessary or convenient powers to accomplish the purposes for which the Corporation exists.

ARTICLE XIII: Indemnification

Section 1. With the approval of the Board or Executive Committee, the Corporation has the power to indemnify any current or former trustee, officer, agent, or employee of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against judgments and expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being or having been such trustee, officer, agent, or employee, except in relation to matters that he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty.

ARTICLE XIV: Tax Exemption

Section 1. The Corporation shall not engage in activities not permitted by a corporation exempt from federal income tax and that receives contributions deductible under the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its trustees, officers, or other private persons, except that the Corporation is authorized to pay reasonable compensation and retirement for services rendered and to make payments and distributions in furtherance of Corporate purposes.

ARTICLE XV: Corporate Seal and Offices

Section 1. The Corporation shall have a seal inscribed with its name and the words “Washington, DC 1893.” The Board may change the seal’s form or inscription at its pleasure.

Section 2. The principal office of the Corporation shall be in the District of Columbia, with offices in other places determined by the Board.

ARTICLE XVI: Amendments

Section 1. These Bylaws may be amended at any Board meeting by a two-thirds vote of Board members present, a quorum being present and voting throughout, provided that notice of the substance of the proposed amendment has been sent to trustees with the regular notice of meeting.

ARTICLE XVII: Conflict of Interest

Section 1. Any conflict or appearance of conflict of private or business interest by any trustee shall be disclosed to the Board and made a matter of written record.

Section 2. Trustees with such conflicts cannot vote on any such matter or be counted in determining the quorum for the meeting, even when permitted by law. The trustee can state his/her position on the matter or answer questions from other trustees. Meeting minutes shall reflect the disclosure, quorum, and voting abstention.

Section 3. New Board members shall be advised of this policy upon taking office.

BYLAWS AMENDMENTS AND REVISIONS

Effective October 31, 1942. Amended: January 12, 1945; June 2, 1947; April 17, 1948; May 28, 1949; October 29, 1949; April 18, 1953; October 31, 1953; January 12, 1957; June 4, 1960; November 25, 1963; June 12, 1965; April 30, 1966; and revised effective April 29, 1972; and amended, April 24, 1976; October 26, 1979; October 24, 1980; October 23, 1981; May 7, 1982; March 4, 1983; October 25, 1985; May 8, 1987; March 2, 1990; March 1, 1991; February 28, 1992; October 29, 1993; May 5, 1995; November 17, 1995; March 8, 1996; February 28, 1997; October 31, 1997; May 15, 1998; September 18, 1998; February 23, 2001; November 16, 2001; May 17, 2002; May 14, 2004.



AMERICAN UNIVERSITY

**ACT OF
INCORPORATION**

American University Act of Incorporation

H.R. No. 10304

***Fifty-Second
Congress of the United States, At the Second Session,
Begun and held in the City of Washington, in the District of Columbia,
on Monday, the fifth day of December, eighteen hundred and ninety-two,***

AN ACT To incorporate the American University

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,
That John H. Vincent, John E. Andrus, James M. Buckley, Mark Hoyt, Jesse L. Hurlburt, James M. King, Charles C. McCabe, Charles H. Payne, John E. Searles, junior, John S. Huyler, of New York; Charles W. Buoy, J.A.M. Chapman, G.P. Hukill, Robert E. Pattison, Charles Scott, Mrs. Matthew Simpson of Pennsylvania; Julian S. Carr, of North Carolina; David H. Carroll, Jacob Tome, Alpheus W. Wilson, of Maryland; Charles H. Fowler, of Minnesota; William M. Springer, J.B. Hobbs, of Illinois; John P. Newman, of Nebraska; Job H. Jackson, of Delaware; Redfield Proctor, of Vermont; W.W. Smith, of Virginia; D.B. Wesson, M. Burnham, of Massachusetts; Thomas Bowman, of Missouri; and John F. Hurst, Louis E. McComas, Benjamin Charlton, Andrew B. Duvall, Matthew G. Emery, Charles C. Glover, S.S. Henkle, Benjamin F. Leighton, John E. Beall, Aldis B. Browne, Mrs. John A. Logan, H.B. Moulton, Hiram Price, Mrs. Elizabeth J. Somers, Brainard H. Warner, and S.W. Woodward of the District of Columbia, their associates and successors, two thirds of whom shall at all times be members of the Methodist Episcopal Church, are hereby constituted a body politic and corporate by the name The American University, with power to sue and be sued, plead and be impleaded, and have perpetual succession; to acquire, take by devise, bequest or otherwise, hold, purchase, encumber, and convey such real and personal estate as shall be required for the purpose of its incorporation; to make and use a common seal, and the same to alter at pleasure; to choose a board of trustees consisting of not more than fifty, of whom fifteen shall constitute a quorum to do business, and which board shall be authorized to fill any vacancies in their number, to appoint such officers and agents as the business of the corporation shall require, and to make by-laws for the accomplishment of its purposes, for the management of its property, and for the regulation of its affairs. Said corporation is hereby empowered to establish and maintain within the District of Columbia a university for the promotion of education. The said corporation shall have power to grant and confer diplomas and the usual college and university degrees, and honorary degrees, and also such other powers as may be necessary fully to carry out and execute the general purposes of the said corporation as herein appearing.

Sec. 2 That this act may be amended or repealed at any time by the Congress in its pleasure.

Charles F. Crisp (D-Ga)
Speaker of the House of Representatives

Levi P. Morton
Vice President of the United States and President
of the Senate

Approved February 24th, 1893

Benjamin Harrison

Approved by virtue of a Special Act of Congress of the United States, February 24, 1893
(27 Stat. 476).

AN ACT To incorporate the American University

Section 1.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled,

That John H. Vincent, John E. Andrus, James M. Buckley, Mark Hoyt, Jesse L. Hurlburt, James M. King, Charles C. McCabe, Charles H. Payne, John E. Searles, junior, John S. Huyler, of New York; Charles W. Buoy, J.A.M. Chapman, G.P. Hukill, Robert E. Pattison, Charles Scott, Mrs. Matthew Simpson of Pennsylvania; Julian S. Carr, of North Carolina; David H. Carroll, Jacob Tome, Alpheus W. Wilson, of Maryland; Charles H. Fowler, of Minnesota; William M. Springer, J.B. Hobbs, of Illinois; John P. Newman, of Nebraska; Job H. Jackson, of Delaware; Redfield Proctor, of Vermont; W.W. Smith, of Virginia; D.B. Wesson, M. Burnham, of Massachusetts; Thomas Bowman, of Missouri; and John F. Hurst, Louis E. McComas, Benjamin Charlton, Andrew B. Duvall, Matthew G. Emery, Charles C. Glover, S.S. Henkle, Benjamin F. Leighton, John E. Beall, Aldis B. Browne, Mrs. John A. Logan, H.B. Moulton, Hiram Price, Mrs. Elizabeth J. Somers, Brainard H. Warner, and S.W. Woodward of the District of Columbia, their associates and successors, including individuals who are members of the United Methodist Church, including (subject to their acceptance) the Bishop of the Washington Episcopal Area and General Secretary of the General Board of Higher Education and Ministry of the United Methodist Church, are hereby constituted a body politic and corporate by the name The American University, with power to sue and be sued, plead and be impleaded, and have perpetual succession; to acquire, take by devise, bequest or otherwise, hold, purchase, encumber, and convey such real and personal estate as shall be required for the purpose of its incorporation; to make and use a common seal, and the same to alter at pleasure; and incorporators aforesaid, their associates and successors, who shall possess the qualifications herein required, shall constitute a board of trustees, by which the business of said corporation shall be transacted, which board shall hereafter consist of not less than twenty-five or more than fifty persons, eleven of whom shall constitute a quorum to do business, and which board shall be authorized to fill any vacancies in their number, to appoint such officers and agents as the business of the corporation shall require; and to make by-laws for the accomplishments of its purposes, for the management of its property, and for the regulation of its affairs. Said corporation is hereby empowered to establish and maintain within the District of Columbia a university for the promotion of education. The said corporation shall have power to grant and confer diplomas and the usual college and university degrees, and honorary degrees, and also such other powers as may be necessary fully to carry out and execute the general purposes of the said corporation as herein appearing.

Section 2.

- a. After the date of enactment of this section –
 - 1. no person shall be elected to the board of trustees of the corporation unless the election of such person has been approved by the General Board of Higher Education and Ministry of the United Methodist Church; members of the board of trustees shall hold office until their successors are elected;
 - 2. all property, both real and personal, of the corporation shall be held in perpetuity for educational purposes under the auspices of the United Methodist Church;
 - 3. the board of trustees of the corporation shall not propose any amendment by the Congress to this Act unless the proposal of such amendment has been previously approved by the General Board of Higher Education and Ministry of the United Methodist Church.
- b. In the case of any violation by the corporation or the board of trustees of any provisions of subsection (a) of this section, all right, title, and interest of the corporation shall vest in the General Board of Higher Education and Ministry of the United Methodist Church, a corporation organized under the laws of the State of Tennessee, or its successor.

Section 3.

That this act may be amended or repealed at any time by the Congress in its pleasure.

Approved by virtue of a Special Act of Congress of the United States, February 24, 1893 (27 Stat. 476), as amended by the following Acts of Congress: March 3, 1895 (28 Stat. 1814); June 30, 1951 (65 Stat. 107); August 1, 1953 (67 Stat. 359); October 31, 1990 (104 Stat. 1160); September 9, 1996 (110 Stat. 2378).