

BY-LAWS OF THE URBAN COLLEGE OF BOSTON: A TWO-YEAR COLLEGE, INC.



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**BY-LAWS OF
THE URBAN COLLEGE OF BOSTON: A TWO-YEAR COLLEGE, INC.**

Section 1. ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR

- 1.1. Articles of Organization. The name and purposes of the corporation shall be as set forth in its Articles of Organization. These by-laws, the powers of the corporation" and of its members and trustees and officers, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.
- 1.2. Location. The principal office of the corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation.
- 1.3. Corporate Seal. The trustees may adopt and alter the seal of the corporation.
- 1.4. Fiscal Year. The fiscal year of the corporation shall end on August 31 in each year.
- 1.5. Gender. The pronoun "he" or "his", when appropriate, shall be construed to mean also "she" or "her" and the word "chairman" shall be construed to include a female.

Section 2. MEMBERS

- 2.1. Qualification. The trustees of the corporation from time to time in office shall constitute the members of the corporation. A person who becomes a trustee shall thereupon become a member, and a person who ceases for any reason to be a trustee shall thereupon cease to be a member.
- 2.2. Powers and Rights. In addition to the right to elect trustees as provided in Section 4.2 and such other powers and rights as are vested in the members by law, the Articles of Organization or these by-laws, the members shall have such other powers and rights as the trustees may designate.
- 2.3. Annual Meeting. The annual meeting of the members shall be held at the regularly scheduled October meeting in each year or at such other earlier or later date and time as shall be determined from time to time by the trustees or by the president.
- 2.4. Regular Meetings. Regular meetings of the members may be held at such times as the members may determine.
- 2.5. Special Meetings. Special meetings of the members may be held at any time when called by the president or by the trustees.

- 2.6. Place of Meetings. All *meetings* of the members shall be held at the principal office of the corporation in Massachusetts or at such other place within" the United States as shall be fixed by the trustees or the president.
- 2.7. Notice of Meetings. A written notice of each meeting of the members, stating the place, date and time and the purposes of the meeting, shall be given at least seven days before the meeting to the members by leaving such notice at the members' usual place of business, or by mailing it, postage prepaid, addressed to such members at the members'" addresses as they appear in the records of the corporation. Whenever notice of a *meeting* is required, such notice need not be given to the members if a written waiver of *notice*, executed by the members before or after the meeting, is filed with the records of the meeting.
- 2.8. Action by Vote. At any meeting of the members, the members shall decide any question by vote properly cast, including election to any office, unless otherwise provided by law, the Articles of Organization or these by-laws.
- 2.9. Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if each member consents to the action in writing and the written consent is filed with the records of the *meetings* of the member. Any such consent shall be treated for all purposes as a vote at a *meeting*.
- 2.10. Proxies. The members may vote either in person or by written proxy dated not more than six months before the meeting named therein, *which* proxies shall be filed before being voted *with* the secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically *limited* by *their* terms, such proxy shall entitle the holder thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such *meeting*.

Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The trustees may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the trustees shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 4. BOARD OF TRUSTEES

- 4.1. Powers. The trustees shall have general supervision and control over the affairs and administration of the corporation and shall have and exercise the following specific powers:
 - (a) To authorize the conferring of earned and honorary degrees and diplomas and persons to sign such degrees and diplomas;

- (b) To determine the general curriculum to be pursued and to establish the necessary academic policies, rules and regulations for the operation of the College;
- (c) To review and vote upon the academic recommendations of the president of the College;
- (d) To prepare and issue official reports of the College and regularly report to the member regarding the operations of the College;
- (e) To oversee the evaluation of the academic and administrative performance of the College Administration;
- (f) (i) To establish the mission, goals, and academic programs and services of the College; (ii) to appoint the president of the College; (iii) to review and vote upon personnel policies applicable to deans, salaried and non-salaried faculty, and staff of the College; and (iv) to review and vote upon the tuition and fee schedules of the College;
- (g) The authority to grant degrees on behalf of the College;
- (h) To appoint or remove members of the Board of Trustees;
- (i) To oversee and direct the disbursement, management, and investment of funds;
- (j) To authorize the purchase, lease, acquisition, sale, conveyance, encumbrance, transfer or other disposition of real or personal property; and
- (k) To ensure compliance with applicable academic licensing and accreditation standards.

4.2. Number and Election. The Board of Trustees shall consist of not less than seven (7) nor more than twenty-four (24) persons, including the chairman, vice chairman, president, treasurer, and secretary. The board shall be representative of the community, ethnically and racially diverse, and from such fields as education, labor, business, community service, government, law, medicine, and science. The Board of Trustees shall include a current Urban College student to be determined pursuant to election procedures approved by the Board of Trustees.

The trustees shall be divided into three classes of approximately equal size, the term of one class expiring each year. Prior to the annual meeting of the members of the Corporation, a nominating committee of the Board of Trustees shall present a written report to the Board stating its recommendations as to the individuals to be nominated for membership on the Board of Trustees. By an affirmative vote of a majority of the members of the corporation at the annual meeting, the members shall fix the number of trustees and shall elect for a term of three years, except the student trustee shall be elected for a term of one' year, the

appropriate number of successors to the class whose term is then expiring, and the members may also elect additional trustees to other classes to the extent necessary to maintain approximate equality in size among classes. At any special or regular meeting the members may increase the number of trustees and elect new trustees to complete the number so fixed by a vote of the members or the members may decrease the number of trustees, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more trustees.

- 4.3. Term of Office. Each trustee shall hold office for the term of the class to which he is elected and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.
- 4.4. Committees. The trustees may, by vote of a majority of the trustees then in office, elect or appoint one or more committees and assign to any such committee or committees such responsibilities as the trustees deem appropriate, except those which by committee any power specified in Section 55 of Chapter 156B of the General Laws of Massachusetts. Unless the trustees otherwise designate, committees shall conduct their affairs as nearly as may be in the same manner as is provided in these by-laws for the trustees. The members of any committee shall remain in office at the pleasure of the trustees.

In addition to such other committees as may be created by the trustees from time to time, there shall be six standing committees of the Board, as follows:

Finance Committee: The Finance Committee shall be responsible for considering and making recommendations to the trustees on matters pertaining to operating and capital budgets, tuition, fees, and such other matters as relate to the financial operation of the College, and for reviewing these concerns on an on-going basis.

Personnel Committee: The Personnel Committee shall have the responsibility to ensure, under the direction of the President and the trustees, the ongoing development and review of a system of job descriptions, job classifications, salary ranges, and performance reviews, and such other personnel systems as the Committee may deem appropriate. The Committee will also periodically review the salaries of employees who hold positions of significant management responsibility and consider changes proposed by the President.

Development Committee: The Development Committee shall have the responsibility of considering and advising the trustees and the President on current activities and future planning in the College's fund raising, public relations, government relations and alumni relations.

Nominating Committee: The Nominating Committee shall recommend to the trustees nominations for highly qualified and committed individuals to fill vacancies among the trustees. The Committee shall also consider and present to the trustees nominations for the officers to be elected from among the trustees.

Strategic Planning Committee: The Strategic Planning Committee shall recommend to the trustees a plan for the long-term strategic growth and enhancement of the College, and, in conjunction with the President, shall be responsible for reviewing and assessing the implementation and need for modification of such plans on an on-going basis.

Executive Committee: the Executive Committee shall consist of the Chairman and Vice Chairman of the Board, the President of the College, and such other members as shall be determined by the trustees. Subject to the General Laws of the Commonwealth, the Articles of Organization and these By-Laws, and the paramount legal authority of the trustees, the Executive Committee shall have, between meetings of the Board, all necessary and convenient powers to manage the ordinary business and affairs of the College.

- 4.5. Regular Meetings. The trustees shall meet annually immediately following the annual meeting of the members. Other regular meetings of the trustees must be held at least four (4) *times* a year and may be held at more frequent intervals at such places and at such times as the trustees may determine.
- 4.6. Special Meetings. Special meetings of the trustees may be held at any time and at any place when called by the chairman of the board of trustees (or if there be no such chairman, the vice-chairman) or by two or more trustees.
- 4.7. Notice of Meetings. Notice of the time and place of each meeting of the trustees shall be given to each trustee by mail at least five days or by telegram at least forty-eight hours before the meeting addressed to him at his usual or last known business or residence address or in person or by telephone at least twenty-four hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any trustee if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither such notice nor waiver of *notice* need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these by-laws.
- 4.8. Quorum. At any meeting of the trustees a majority of the trustees then in office shall *constitute* a quorum. Any *meeting* may be adjourned by a majority of the votes cast upon the question, whether or not a quorum *is* present, and the meeting may be held as adjourned without further *notice*.
- 4.9. Action by Vote. When a quorum is present at any meeting, a majority of the trustees present and voting shall decide any question, including election of officers, unless otherwise provided by law, the *Articles* of Organization, or these by-laws.
- 4.10. Action by Writing. Any action required or permitted to be taken at any meeting of the 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 trustees. Such consents shall be treated for all purposes as a vote at a meeting.

- 4.11. Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of trustees may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. Such a meeting and any action by vote taken therein must satisfy the quorum requirements contained in Sections 4.8 and 4.10 of these by-laws.
- 4.12. Attendance at Board of Trustees Meetings, either in Person or by Telephone or Video Conferencing. Because of the importance of trustee discussions and consistent with trustee fiduciary obligations, trustees are required to attend, either in person or by telephone or other electronic device, at least two-thirds (66%) of the regularly scheduled meetings of the Board of Trustees. Any trustee who fails to attend at least two-thirds (66%) of the regularly scheduled meetings of the Board of Trustees in a calendar year will be deemed to have resigned as a Trustee. In the event of illness or other unavoidable conflict, a trustee may ask the Chair of the Board of Trustees for an excused absence, which, if approved in the good faith judgment of the Chair, shall not be counted as a failure to attend for purposes of this Section 4.12.

Section 5. OFFICERS AND AGENTS

- 5.1. Number and Qualification. The officers of the corporation shall be a chairman, vice chairman, president, treasurer, secretary and such other officers, if any, as the trustees may determine. All of the above-mentioned officers of the corporation except the president shall also be a member of the corporation and a trustee. The corporation may also have such agents, if any, as the trustees may appoint. The secretary shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the trustees, any officer shall give the corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the trustees.
- 5.2. Election. The chairman, vice chairman, treasurer and secretary shall be elected annually by the trustees at their first meeting following the annual meeting of the members. Other officers, if any, may be elected by the trustees at any time.
- 5.3. Tenure. The chairman, vice chairman, treasurer and secretary shall each hold office until the first meeting of the trustees following the next annual meeting of the member and until their successors are chosen and qualified, and each other officer shall hold office until the first meeting of the trustees following the next annual meeting of the member unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each officer shall retain his authority at the pleasure of the trustees. Notwithstanding the foregoing, the trustees may elect the officers other than the chairman, vice chairman, treasurer and secretary for such term of office as the trustees may decide.

- 5.4. Chairman and Vice Chairman. The chairman of the board of trustees shall preside at all meetings of the member and trustees, except as the trustees shall otherwise determine, and shall serve as ex officio member of all standing committees and shall have such other powers and duties as may be determined by the trustees.

The vice chairman shall have and may exercise all the powers and duties of the chairman during the absence of the chairman or in the event of his inability to act. The vice chairman shall have such other duties and powers as the trustees shall determine.

- 5.5. President. Unless the trustees otherwise specify, the president shall be the chief executive officer of the corporation and, subject to the control of the trustees, shall have general charge and supervision of the affairs of the corporation. The President shall serve as an *ex officio* member of the Board of Trustees.
- 5.6. Treasurer. The treasurer shall serve as chairman of the Finance *Committee* of the Board of Trustees, if any, and otherwise serve as the Board's key leader on all financial management policy matters. The treasurer may, but need not be, the chief financial officer and the chief accounting officer of the corporation. He shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. The treasurer shall ensure that the trustees regularly receive financial statements from the administration, including comparisons of revenues and expenditures of the current and preceding fiscal year's annual budget. He shall work closely with the corporation's chief financial officer, auditor, and any committees of the trustees responsible for fiscal matters. He shall have such other duties and powers as designated by the trustees or the president.
- 5.7. Secretary. The secretary shall record and maintain records of all proceedings of the member and trustees in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its secretary or of its resident agent. Such book or books shall also contain records of all meetings of incorporators and the original and any amendments thereto, or attested copies, of the Articles of Organization and by-laws and name the members and of all trustees and the address of each. If the secretary is absent from any meeting of the members or trustees, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.

Section 6. RESIGNATIONS, REMOVALS AND VACANCIES

- 6.1. Resignations. Any member, trustee or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president or the secretary or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.
- 6.2. Removals. A trustee may be removed with or without cause by a two-thirds vote of the members. An officer may be removed with or without cause by the vote of a majority of the trustees then in office. A trustee or officer may be removed for cause only after reasonable

notice and opportunity to be heard before the body proposing to remove him. .

- 6.3. Vacancies. Any vacancy in the membership or in the board of trustees, including a vacancy resulting from the enlargement of the board, may be filled by the members or, in the absence of member action to fill such vacancy, by the trustees by vote of a majority of the trustees then in office. The trustees shall elect a successor if the office of the chairman, vice chairman, president, vice president, treasurer or secretary becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the chairman, vice chairman, president, treasurer and secretary until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified. The trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 7. EXECUTION OF PAPERS

Except as the trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the chairman, the president or the treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, by-laws, resolutions or votes of the corporation.

Section 8. COMPENSATION; PERSONAL LIABILITY

- 8.1. Compensation. The only compensation from the corporation which the trustees may receive is payment of reasonable expenses of attendance at meetings and of such other activities as necessary for the operation of the corporation and as approved by the Board of Trustees.
- 8.2. No Personal Liability. The members, trustees and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation, except if arising out of or related to intentional misconduct or gross negligence. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Section 9. CODE OF CONDUCT

A trustee 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 in writing his or her relationship or interest to the other

trustees acting upon or in reference to such contract or transaction. No trustee so interested shall vote on or otherwise participate with respect to such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested trustees shall be required before the corporation may enter such a 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 is a member, stockholder, trustee, director, officer, or employee, 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 that are or might be adverse the interests of the corporation. No trustee or trustees having disclosed in writing such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any person for any loss incurred by it under or by reason of any such contract or transaction, not shall any such trustee or trustees be accountable for any gains or profits to be realized thereon.

Section 10. INDEMNIFICATION

The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each person who may serve or who has served at any time as an officer, director, employee or agent of the corporation or who, at the request of the corporation serves or at any time has served as a fiduciary or trustee of an employee benefits plan of the corporation, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such a person in connection with any proceeding in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless such person is successful on the merits and the proceeding was authorized by a majority of the full Board of Trustees); provided that no indemnification shall be provided for any such person with respect to any matter as to which such person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. Such indemnification may, to the extent authorized by the Board of Trustees, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding, upon receipt of a written undertaking by the person indemnified to repay such payment if he or she shall not be entitled to indemnification under this Section, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the Board of Trustees under this Section, and members of the Board of Trustees approving such payment shall be wholly protected, if:

- (i) the payment has been approved or ratified by a majority vote of a quorum of the members of the Board of Trustees consisting of persons who are not at that

time parties to the proceeding; or

(ii) the action is taken in reliance upon the written opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the members of the Board of Trustees in the manner specified in subparagraph (i).

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an individual entitled to indemnification hereunder.

The right of indemnification under this Section shall be, in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Section shall affect any rights to indemnification to which corporation employees, agents, Board of Trustees members, officers and other persons may be entitled by contract or otherwise under law.

Section 11. AMENDMENTS

These by-laws may be altered, amended or repealed at any annual, regular or special meeting of the members, the notice of which contains a statement of the proposed alteration or amendment.