

CONSTITUTION
of
AUGUSTANA COLLEGE, ROCK ISLAND, ILLINOIS
as revised October 2019

PREAMBLE

Augustana College was founded in 1860 by Lutheran pastors and laypersons to provide an education in the arts and sciences for young people of their church as well as for all other qualified persons. Augustana College is affiliated with the Evangelical Lutheran Church in America and is committed to ensuring its students grow in mind, body and spirit.

ARTICLE I

Name, Purpose and Relationship

Section 1

The name of this corporation shall be Augustana College.

Section 2

The purpose of this corporation is to afford an opportunity for a higher education in the liberal arts that provides for the development of all dimensions of human existence, in a manner consistent with the higher education values of the Evangelical Lutheran Church in America. As a community dedicated to diversity, equity and inclusion, Augustana prizes interfaith engagement, commitment to justice, spiritual exploration, reasoned examination and vocational discernment. In carrying out this purpose, the corporation shall assure freedom of academic inquiry and expression.

Section 3

This corporation shall be maintained in relationship with the Evangelical Lutheran Church in America (“ELCA”).

ARTICLE II

Board of Trustees

Section 1

a. The governance and trusteeship of the corporation shall be vested in a Board of Trustees consisting of at least 21 and no more than 40 trustees selected from categories in the following manner:

(1) Category I: Six trustees shall be members of congregations of the ELCA. Two trustees shall be pastors, one of whom shall be the Bishop of the Synod in which the College is located. One trustee shall be the Director of the Network of ELCA Colleges and Universities (or similar office responsible for ELCA church-related higher education) or such designee as said Director shall nominate if approved by the Board. Nominees for the pastor positions, with the exception of the Bishop of the Synod in which the College is located, shall be reviewed by said Bishop prior to election by the Board of Trustees of the College. Each nominee, with the exception of the Bishop of the Synod and Director of the ELCA office concerned with church-related higher education or such designee, shall be subject to election by the Board of Trustees of the College. All members of the Board of Trustees, regardless of category, shall be committed to advancing the mission of the College.

(2) Category II: A minimum of ten trustees and a maximum of twenty-nine trustees shall be elected at large by the Board of Trustees of the College.

(3) Category III: The President of the College shall be a trustee of the Board.

b. In the nomination and election of persons to the Board, the trustees shall be sensitive to the need for racial and gender representation.

c. With the exception of ex-officio trustees each nomination for trustee shall originate from the Trusteeship Committee of the Board of Trustees of the College. After nomination as specified, for election each such nominee must receive an affirmative vote by a majority of the members of the Board then in office.

d. The term of office for elected members of the Board of Trustees shall be four (4) years with the term commencing at the Annual Meeting of the Board following election or as the Board otherwise determines and provided the Board of Trustees may designate an initial term of less than four (4) years for members elected to fill vacancies created by death, resignation, removal or increase in number and which such initial term shall not be deemed a full term for

purposes of Article II, Section 2; the term of office for *ex officio* members shall be indefinite in length for so long as holding the particular *ex officio* office.

e. Each trustee, including each *ex officio* trustee, shall have one (1) vote on all matters to come before the Board of Trustees.

Section 2

a. Elected members of the Board of Trustees shall not serve more than two (2) full consecutive terms, with the following exceptions:

(1) a member may be elected for up to an additional two (2) years, if necessary to maintain requisite expertise or to balance the number of trustees whose terms expire in any one year;

(2) a member serving as a Committee Chair upon the expiration of his or her term may be elected for up to an additional three (3) years to continue to serve as Committee Chair;

(3) a member serving as the Chairperson of the Board upon the expiration of his or her term may be elected for up to an additional four (4) years to continue to serve as Chairperson of the Board, and an additional one (1) year of service upon the expiration of the member's service as Chairperson of the Board.

b. All of the above term extensions must be approved following the voting protocol set forth in Article II, Section 1, Subsection c.

Section 3

The Board of Trustees shall hold no less than two (2) regular meetings each year. A majority of the Board shall constitute a quorum. At the Annual Meeting of the Board each year, the Board of Trustees shall elect a chairperson, a vice-chairperson, a secretary and a treasurer. These officers shall hold office until their successors are elected and have qualified. The Treasurer need not be a member of the Board of Trustees.

Section 4

The Board of Trustees shall have power:

a. To govern the corporation in accordance with the constitution, to manage the financial affairs and to have charge of all funds and property.

b. To elect a President of the College and all other officers of administration and the members of the faculty.

- c. To elect annually a vice president of the College, who shall act in the absence of the President, and in general perform such duties as may be assigned by the President or the Board.
- d. To discipline, suspend or discharge incompetent or unworthy officers, professors, or instructors as hereinafter prescribed or in the Operating Bylaws of the College.
- e. To authorize the granting of degrees in course and honorary degrees as recommended by the faculty.
- f. To adopt and enforce rules, regulations and by-laws governing the affairs of the College not in conflict with its charter, constitution and the laws of the United States and the laws of the State of Illinois.
- g. To authorize courses of study as recommended by the faculty, and to determine the teaching load of the faculty as recommended by the President.
- h. To fill vacancies in the Board of Trustees in accordance with the procedures set forth in Section 1a-c hereof. The terms of office for a trustee appointed to a vacancy shall be the balance of the unexpired term.
- i. To establish an Executive Committee to act in the interim between meetings of the Board and may establish such other committees as it determines. All committees shall have such powers and authority as set forth in the Bylaws or as otherwise determined by the Board.

Section 5

The duties of the Chairperson of the Board shall be:

- a. To preside at the meetings of the Board and its Executive Committee.
- b. To call special meetings when requested to do so by at least one-fourth (1/4) of the members of the Board.
- c. To exercise such disciplinary power as is hereinafter prescribed or in the Operating Bylaws of the College.

Section 6

The duties of the Secretary shall be such as usually pertain to that office.

Section 7

The duties of the Treasurer shall be:

- a. To give corporate surety and fidelity bond in such amount as shall be fixed by the Board.
- b. To receive and have charge of all funds, current, endowment, and contingent, belonging to the corporation, and to invest and disburse the same according to such regulations as the Board may prescribe.
- c. To keep full and systematic accounts of all finances of the corporation.
- d. To present to the Board at the end of the fiscal year, or when so requested by the Board, a full statement of the financial condition of the corporation.
- e. To be responsible for the business management of the corporation and to have charge of its property.
- f. To be the purchasing agent of the corporation.
- g. To assist the President in the preparation of the budget.
- h. To function in cooperation with the President and be responsive to the Board of Trustees.

Section 8

In the event of dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, transfer all of the assets of the corporation to the Evangelical Lutheran Church in America (or designated unit thereof) or successor thereto.

ARTICLE III

The President of the College

Section 1

The President of the College shall demonstrate a firm commitment to advancing the welcoming Lutheran tradition of higher education as expressed in the College's mission statement and Five Faith Commitments (2015). The President, together with the Trustees, shall actively affirm and nurture the College's relationship with the ELCA, including through active participation and leadership with the Network of ELCA Colleges and Universities. A two-thirds (2/3) vote of the Members of the Board is required for election.

Section 2

The duties of the President shall be:

- a. To be the chief executive officer of the College.
- b. To be responsible for all matters pertaining to instruction and discipline.
- c. To present an annual written report to the Board of Trustees, covering the work of the College.
- d. To recommend to the Board of Trustees new tenure candidates and faculty promotions.
- e. To preside at the meetings of the faculty of the College.
- f. To promote the purpose of the College and its ideals of scholarship both in the faculty and among the students and to seek the realization of the mission and faith commitments of the College.
- g. To function in cooperation with the Chairperson and be responsive to the Board of Trustees.

Section 3

The President shall give personal attention to the mission, goals and institutional vocation of the College.

Section 4

The President shall hold office at the pleasure of the Board of Trustees.

ARTICLE IV

Faculty

Section 1

- a. The faculty shall consist of the instructional staff. Members of the faculty are regularly called professors, associate professors, assistant professors, and instructors. The faculty shall determine time, place and manner of holding its meetings, elect its own secretary, and keep proper record. A majority shall constitute a quorum.
- b. The faculty shall, by majority vote:
 - (1) Determine regulations for admission, promotion and graduation of students.
 - (2) Adopt aims and policies of instruction, and recommend courses of study to the Board.
 - (3) Agree on standards, time and manner of examinations.
 - (4) Recommend candidates for degrees.
 - (5) Consider measures whereby the intellectual, social and spiritual life of the campus may be enriched and ennobled, and the cultural aims of the College be achieved.
 - (6) Establish such committees as it deems necessary for its various functions.
- c. The length of the academic year shall be recommended by the faculty and shall be determined by the Board of Trustees.

Section 2

a. The College welcomes faculty and staff who will advance the mission of the College and the College celebrates the diverse contributions they make to our mission. The College has long recognized that faculty and staff from all religious, secular and non-religious traditions are important to advancing the mission of the College.

b. If definite charges against any member of the faculty of neglect of duty be presented in writing to the President by two or more credible persons, the President shall bring a copy of the charges to the party concerned privately. If the President shall deem the charges sufficiently serious, the charges shall be brought to the Chairperson of the Board. If the President and the Chair cannot adjudicate the matter with the faculty member in question, they shall have the authority to suspend the faculty member, referring the matter to the Board, to whom the suspended faculty member may appeal. The Board may cite the faculty member to appear, and, after reasonable notice has been given in writing, proceed to hear evidence upon the preferred charge in the faculty member's presence. If the faculty member shall refuse to appear or unnecessarily delay appearance, the Board may proceed to hear the evidence and come to a final decision by a two-thirds (2/3) vote of the members of the Board.

c. A faculty member thus discharged shall be entitled to serve to the end of the current academic term on full pay, or to retire on three (3) months' salary, unless such discharge was based on a criminal act or an act of moral turpitude.

ARTICLE V

Students

Section 1

The College shall be open to students who meet the qualifications for entrance and agree to conduct themselves in a way consistent with the purpose of the College.

Section 2

A student may be expelled:

- 1) For violation of rules of student conduct.
- 2) For any conduct indicating unworthiness to remain in the College.

- 3) For failure to maintain the required academic standards or failure to comply with rules of academic conduct.

ARTICLE VI

This constitution may be amended, provided that the amendment has been introduced at a regular meeting of the Board and adopted at the next regular meeting of the Board by a two-thirds (2/3) vote of the members of the Board present and voting.

ARTICLE VII

By-laws may be adopted or modified by the Board of Trustees upon a majority vote of a quorum present at any regular or duly-called special meeting of the Board.