

**Kalamazoo College  
By-Laws**

(Revised June 9, 2012)

**ARTICLE I**  
**GOVERNANCE**

The general government and direction of Kalamazoo College are vested in the Board of Trustees.

**ARTICLE II**  
**MEMBERSHIP OF THE BOARD**

**SECTION 1: NUMBER AND TERMS OF TRUSTEES**

(a) Number

The number of Trustees shall from time to time be determined by the Board of Trustees in accordance with the Charter of the College. The Charter of April 29, 1955 authorizes a minimum of fifteen (15) and a maximum of fifty-four (54) trustees. In keeping with the College's strong and proud historic ties to the American Baptist Churches, USA, membership on the board of trustees should include, as appropriate, members in good standing of churches affiliated with the American Baptist Churches, USA.

(b) Alumni Trustees

Six members of the Board of Trustees shall be recommended by the Alumni Association to the Committee on Trustees for election to the Board of Trustees. Two candidates will be nominated every other year. Alumni Trustees may serve two (2) three-year terms. Among the nominees will be the President and Vice President of the Alumni Association Executive Board, who will receive nominations by virtue of office. Re-nomination or re-election is not automatic.

(c) Emeriti Trustees

Trustees who have completed six (6) three-year terms shall be considered for election as non-voting Emeriti Trustees. A Trustee who has served less than six (6) three-year terms may also be elected a Trustee Emeritus/a at the discretion of the Board. Emeriti Trustees may hold office for life and shall be privileged to attend all regular and special meetings of the Board. Emeriti Trustees shall not be included in determining the number of Trustees required or authorized by the Charter of the College.

(d) Terms of Trustees

All Trustees, including Alumni Trustees and Emeriti Trustees, are elected by the Board of Trustees at the annual meeting in June and begin their terms immediately thereafter. Trustees, except Emeriti Trustees, the President, and the Alumni Association Executive Board President and Vice President serve terms of three (3) years, and one-third of the Trustees are elected each year. Trustees may serve more than one (1) term. Re-nomination or reelection is not automatic. Emeriti Trustees may hold office for life. The President's term as a Trustee shall continue as long as the President holds that office. The terms of the Alumni Association Executive Board President and Vice President, if elected

as Alumni Trustees after nomination by virtue of office, shall continue as long as they hold office.

(e) Attendance

Regular Board attendance of all Trustees is expected and exceptions should only be made under special circumstances.

(f) Removal of Trustees

Any Trustee may be removed by vote of a majority of the Trustees whenever in their judgment the best interests of the Board or College will be served thereby. No Trustee shall be removed, however, without advance notice in writing of the reasons for which the Board of Trustees is considering the removal and the Trustee has been given the opportunity to appear before the Board of Trustees to present information and argument and opposition thereto.

(g) Resignation of Trustees

Any Trustee may at any time resign by submitting to the Chair of the Board a signed letter of resignation.

**ARTICLE III**  
**MEETINGS OF THE BOARD OF TRUSTEES**

**SECTION 1: REGULAR MEETINGS**

There shall be at least three meetings annually set by the Chair of the Board, one of which shall occur at or about the time of Commencement. The Commencement meeting shall be the annual meeting.

**SECTION 2: SPECIAL MEETINGS**

Special meetings shall be called by the Secretary at the request of either the Chair of the Board, the Executive Committee, or at the written request of any five (5) members of the Board of Trustees.

**SECTION 3: NOTICE**

Notice of each meeting shall be transmitted to each Trustee at least seven (7) days before the date of the meeting. In case of a special meeting, the notice shall state the nature of the business to be considered, and no business except that stated in the notice may be transacted at the special meeting. Members may waive the seven day notice requirement of any regular or special meeting by simple majority through written or electronic vote.

#### SECTION 4: VOTE BY WRITTEN OR ELECTRONIC COMMUNICATION

At the discretion of the Chair of the Board and with appropriate notice, a vote of the Board on any subject, except the removal of the President, an officer of the Board or a Trustee, may be taken by vote by written or electronic communication and any action so approved by a majority of the Board shall be effective for all purposes as though taken in open meeting, duly called and held, and appropriate minutes thereof shall be made upon the records of the Board.

#### SECTION 5: QUORUM

While participation of all Trustees is expected, a quorum of the Board, nine (9) members, as required by the Charter, present either physically or by electronic means shall be necessary for action. At any meeting, however, attended by less than a quorum, those attending may adjourn the meeting to a specified date.

#### SECTION 6: PARLIAMENTARY PROCEDURE

General parliamentary rules as modified by the rules and regulations of the Board shall be observed in conducting the business of the Board.

#### SECTION 7: ORDER OF BUSINESS

The order of business at all regular Board meetings shall be set by the Chair and the President upon due notice to the members of the Board provided that at each meeting there shall be an opportunity to comment on and approve any minutes of Executive Committee meetings, a report of the President of the College and a financial report.

#### SECTION 8: PRIORITY OF BUSINESS

Any question of priority of business shall be decided by the Chair without debate.

### **ARTICLE IV OFFICERS OF THE BOARD**

#### SECTION 1: ELECTION OF OFFICERS AND TERM OF OFFICE

The officers of the Board shall be a Chair, one or more Vice Chairs, President, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer, all of whom shall be elected by the Board of Trustees at its annual meeting. Assistant officers need not be trustees. The term of office shall be for one (1) year commencing with the first day of July following their election and continuing thereafter until their successors are chosen.

## SECTION 2: VACANCIES

Vacancies in any of the above designated offices occurring between annual meetings shall be filled at the next regular meeting of the Board or a special meeting called for such a purpose. Such elections shall be for the unexpired term of the vacant office. Officers elected under this Section shall take office immediately. Until such election, the Board may delegate the powers and duties of such officer to any other officer or any Trustee or any person whom they may select.

## SECTION 3: OTHER OFFICERS

The Board may appoint such other officers and agents as it shall deem necessary at any regular or special meeting.

# ARTICLE V DUTIES OF OFFICERS

## SECTION 1: CHAIR OF THE BOARD OF TRUSTEES

The Chair of the Board shall preside at all meetings of the Board and of the Executive Committee and shall perform such duties as customarily pertain to this office and such duties as are specified by the By-Laws or specially requested by the Board. The Chair shall be an ex-officio member of Standing Committees of the Board of Trustees.

## SECTION 2: VICE CHAIR

In the absence of the Chair, the duties described for that office will be performed by the Vice Chair most senior in service present or by any other officer designated by the Chair of the Board.

## SECTION 3: PRESIDENT

The President shall be the executive head of all departments of the College with duties as defined under Article IX of the By-Laws.

## SECTION 4: SECRETARY OF THE BOARD

The Secretary shall issue notices of all regular and special meetings of the Board and shall keep complete and accurate minutes of the proceedings of all meetings of the Board of Trustees and of the Executive Committee and cause copies of such minutes to be transmitted promptly to all members of the Board of Trustees. The Secretary shall perform such other duties as are incident to the office or are properly requested by the Board of Trustees.

An Assistant Secretary may perform such duties of the Secretary of the Board as requested.

## SECTION 5: TREASURER OF THE BOARD

The Treasurer shall have general supervision over all of the accounting of the College, the preparation of financial reports and shall be a member of the Investment Committee and the Finance Committee. At each annual meeting and at such other times as the Board may request, the Treasurer shall submit a full report of the financial condition of the College. The Treasurer shall perform such other duties as are incident to the office or are properly requested by the Board of Trustees.

An Assistant Treasurer may perform such duties of the Treasurer as requested.

## SECTION 6: REMOVAL OF OFFICERS

Any officer elected by the Board of Trustees may be removed at any meeting of the Board, with or without cause, by the affirmative vote of the majority of the whole Board of Trustees.

## SECTION 7: TERMINATION OF AN OFFICER'S TERM

Upon the termination of an officer's term, the officer will surrender up to the College all books, papers, vouchers, money, and other property of whatsoever kind in the officer's possession or control belonging to the College.

## SECTION 8: BONDS

Each officer shall give the College a bond, if required by the Board, in such sum as may be fixed by the Board and with surety or sureties to be approved by the Board, for the faithful performance of the duties of the office and for the restitution to the College in the case of the officer's death, resignation, or removal from office of all papers, books, vouchers or money of whatsoever kind in the officer's possession or control belonging to the College.

## **ARTICLE VI** **EXECUTIVE COMMITTEE**

There shall be an Executive Committee consisting of the Chair, Vice Chairs, President, Secretary and Treasurer of the Board and Chairs of Standing Committees of the Board of Trustees, and such other Trustees who shall be appointed by the Chair to hold office commencing with their appointment and continuing until their successors are appointed. The Chair and Secretary of the Board shall act as Chair and Secretary of the Executive Committee. This Committee shall:

- (a) Except as otherwise restricted by the Charter or statutes exercise the powers of the Board in the interval between the meetings of the Board except that of removal of any Trustee, or of the President, and that of amendments to the By-Laws. The Committee shall also perform such other duties as are prescribed by the Board of Trustees.

- (b) Keep a permanent record of its proceedings, which shall be either forwarded to the members of the Board or read at the next regular meeting of the Board.
- (c) A majority of the membership of the Committee shall constitute a quorum. Less than a quorum may adjourn the meeting to a specified date. The existence of this Committee shall be subject to the right of the Board to abolish the Committee or change the membership thereof.

## **ARTICLE VII**

### **STANDING COMMITTEES**

The Standing Committees shall be appointed from members of the Board of Trustees by the Chair prior to the October meeting of the Board to serve for a term of one (1) year commencing upon appointment and continuing until their successors are appointed. One member of each Committee shall be designated by the Board Chair as Chair of the Committee. The Chair of the Board and the President of the College shall serve as members of each Committee ex officio, without vote. Committees shall consult with the President and shall recommend action to the Board on the area of concern to which they are assigned unless otherwise empowered to act by the Board. Pursuant to Article 16 the Board may abolish any Standing Committee or add other Standing Committees or modify the number of members or the duties of the Committee. In addition, the Chair of the Board may assign additional responsibilities to each Committee as appropriate.

#### **SECTION 1: INVESTMENT COMMITTEE**

This Committee shall consist of no fewer than five (5) members of the Board and may include non-trustees appointed by the Committee Chair with the concurrence of the Chair of the Board. The Treasurer shall be a member of the Committee and the Chief Financial Officer or the Assistant Treasurer shall be a member ex officio without vote. The Committee shall approve and periodically review the general policies governing the investments of the College. The Committee shall oversee the activities of such investment firms as are chosen by the Board to manage the funds of the College. The Committee shall be authorized to arrange with one or more financial institutions for the safekeeping of the securities belonging to the College. The Committee shall summarize to the Board at each stated meeting actions taken by it since the previous meeting, and from time to time shall submit to the Trustees such matters of general financial policy as the Trustees may desire to have considered.

- (a) The Committee shall meet at least once a year with investment advisors or managers to consider general policies of investment and to review and plan the activities of the Committee.
- (b) No loan shall be made to any Trustee of the College or to any religious, charitable or fraternal organization.

## SECTION 2: FINANCE COMMITTEE

This Committee shall consist of no fewer than five (5) members of the Board. The Treasurer shall be a member of the Committee and the Chief Financial Officer or the Assistant Treasurer shall be a member ex officio without vote. This Committee shall prepare and present to the Board of Trustees for its approval an itemized annual budget of the anticipated revenues, operating expenses and proposed capital expenditures, accompanied by the assumptions underlying the budget. The Committee shall at each regularly scheduled meeting of the Board of Trustees inform the Board of Trustees of any significant changes in the budget assumptions and make recommendations with respect to any changes to be adopted relating thereto. The Committee shall also review and present to the Board of Trustees for its approval, future planning programs as they relate to the financial integrity of the College.

## SECTION 3: ACADEMIC AFFAIRS COMMITTEE

This Committee shall consist of no fewer than five (5) members and shall be concerned with the area of academic affairs including, but not limited to, faculty appointments, tenure, conferring of degrees, promotions, dismissals, major changes in the curriculum or degree requirements and the academic organization and structure of the faculty. The Committee will also, where appropriate, coordinate its activities and recommendations with those of the appropriate faculty committee.

## SECTION 4: AUDIT COMMITTEE

The Committee shall consist of three Trustees and may be supplemented by a non-trustee. Members of the Committee and the Committee's Chairperson shall be selected by the President of the College and the Chair of the Board of Trustees, as is the normal practice with all committee assignments. Members will serve for staggered terms so that in no year will all members of the Committee be new to the group. The primary function of the Committee is to assist the full Board of Trustees in reviewing the audited financial statements, the College's systems of internal control, the performance of the College's external auditors and their qualifications and independence. The Committee shall recommend to the Board the appointment of an independent auditing firm to conduct an annual audit. It shall meet annually with the firm to hear its report and shall review that report with the Board.

## SECTION 5: COMMITTEE ON TRUSTEES

This Committee shall consist of no fewer than five (5) members. Its duties shall be:

- (a) To assist with the identification and recruitment of new Trustees.
- (b) To propose new members of the Board.
- (c) To present candidates for officers of the Board.

- (d) To review those Trustees being considered for re-election each year and report to the Chair the performance of those Trustees with regard to their participation in the affairs of the College. The Committee will consult with the President of the Alumni Association in the evaluation of Alumni Trustees.
- (e) To review those Trustees being considered for Emeritus status and bring recommendations to the full Board.
- (f) To assist in the orientation of new Trustees.
- (g) To examine issues related to the governance of the College.

**SECTION 6: ADVANCEMENT COMMITTEE**

This Committee shall consist of no fewer than seven (7) trustees, at least three (3) of whom shall be alumni of the College. The Committee's duties will include three principal responsibilities:

- (a) To ensure that alumni are regularly informed of and, where appropriate, involved in the College's plans and programs.
- (b) To review and recommend the development of fund raising strategies for the College and to monitor their execution.
- (c) To review public relations policies and activities to assure dissemination of pertinent information to the public and other constituencies of the College.

**ARTICLE VIII  
SPECIAL COMMITTEES**

The Chair may appoint such other special committees as the Board of Trustees may from time to time deem necessary or expedient for the effective operation of the College.

**ARTICLE IX  
OFFICERS OF THE COLLEGE AND THEIR DUTIES**

The Board of Trustees shall appoint or elect a President and other officers of the College as shall be considered by the Board necessary for the efficient administration of the College. Such officers shall serve at the pleasure of the Board.

**SECTION 1: THE PRESIDENT OF THE COLLEGE**

The President of the College shall be a member of the Board of Trustees and shall attend all sessions of the Board and all sessions of the Executive Committee, except when The Board or Executive Committee meets to consider matters relating to the President. The President shall be the executive head of all departments of the College, exercising such supervision and direction as will promote their efficiency and without limitation in that regard, shall:

- (a) Be the chief administrator of the affairs of the College.
- (b) Be Chair of the Faculty and in cooperation with it formulate additional policies for recommendation to the Board of Trustees.
- (c) Be responsible for the ideals and academic standards of the College and improve its status among institutions of higher learning.
- (d) Appoint the administrative officers and faculty members of the College; provided, however, that all tenure appointments shall be made only with recommendation of the Academic Affairs Committee and action of the Board of Trustees.
- (e) Execute such measures, including discipline of the College, as the Board may enact concerning the internal administration of the College.
- (f) Present a formal report on the condition of the College at each regular meeting of the Board of Trustees.
- (g) Direct the preparation and presentation to the Board of Trustees through the Finance Committee the annual budget for the operation of the College.
- (h) Sign and deliver diplomas for academic and emeriti degrees conferred by the Board of Trustees and perform such other duties as pertain to the office of President or as shall be specifically directed by the Board of Trustees.

## **ARTICLE X THE FACULTY**

### **SECTION 1: COMPOSITION OF THE FACULTY**

The faculty of the College shall consist of the President of the College, the Provost, the deans, all regular members of the teaching staff consisting of professors, associate professors, assistant professors, instructors, and all members of the administrative staff whose duties require participation in the faculty meeting, and also all academic officers given ranking as members of the faculty by these By-Laws of the Board of Trustees.

### **SECTION 2: APPOINTMENTS**

The President shall make all faculty appointments and promotions, provided all tenure appointments shall be made only after recommendation of the Academic Affairs Committee and action by the Board of Trustees.

### **SECTION 3: MEETINGS AND ORGANIZATIONS**

The faculty shall meet regularly during the college year and shall adopt By-Laws and rules of procedures for its organizations and functioning. It shall keep a written record of

its proceedings that shall be made available to the Board of Trustees, if requested. The By-Laws and rules of procedure shall not be inconsistent with the College Charter and the By-Laws of the Board of Trustees as they shall from time to time exist.

#### **SECTION 4: PLAN OF EMPLOYMENT**

The Board shall adopt and may from time to time amend rules and regulations governing appointments, length of service, and termination of the same, all of which shall be known as "The Plan of Employment for the Teaching Faculty of Kalamazoo College."

#### **SECTION 5: FACULTY RESPONSIBILITIES**

Subject to approval of the President and the Board of Trustees, the faculty shall be charged with the responsibility and shall be given the authority to (1) determine the academic criteria for admission of students, (2) determine the academic curriculum of the College, (3) determine the requirements for earned degrees, (4) recommend to the Academic Affairs Committee candidates for earned degrees, (5) determine the nature of the system to be used in grading students in courses, (6) participate in the establishment and implementation of disciplinary policies as exemplified by the Honor System, (7) make recommendations to the President concerning any other matters of educational policy, (8) participate in fostering an inclusive learning environment centered on student intellectual and personal development.

### **ARTICLE XI FISCAL YEAR**

The fiscal year of the College shall be from July 1 of each year through June 30 of the following year.

### **ARTICLE XII CONTRACTS AND CONVEYANCES**

Any contracts, conveyance or any other instrument may be executed in the name of and in behalf of the College and the College seal may be affixed thereto by the Chair of the Board, or Vice Chair of the Board, or the President of the College and the Secretary, or Treasurer, or Assistant Secretary, or Assistant Treasurer of the Board of Trustees. The Board of Trustees shall have the power to designate other officers and agents who shall have the power and authority to execute and seal any instruments in behalf of the College.

### **ARTICLE XIII CONFLICTS OF INTEREST**

I(a) A Trustee shall be considered to have a conflict of interest if such Trustee's family or an organization of which such Trustee is a member has existing or potential financial or other interests, which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the College. Further clarification of this definition

is contained in the Policy on Conflict of Interest found in the Appendix to these By-Laws.

I (b) All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No trustees shall vote on any matter, under consideration at a Board or committee meeting, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the questions by majority vote.

I (c) Trustees will be requested on a regular yearly basis to individually execute the Annual Disclosure Form, a copy of which is appended to these By-Laws.

**ARTICLE XIV**  
**DISCRIMINATION PROHIBITED**

An equal opportunity employer, Kalamazoo College is committed to equal rights, equal opportunities, and equal protection under the law. The College administers its programs, activities, and services without regard to race, color, religion, age, sex, national origin, height, weight, marital status, familial status, physical disability as protected by law, or sexual orientation. The College's definition of sexual orientation proscribes discrimination based on a person's heterosexuality, homosexuality, bisexuality, or gender identity, actual or presumed.

**ARTICLE XV**  
**REPEAL**

All former By-Laws are hereby repealed.

**ARTICLE XVI**  
**AMENDMENTS**

These By-Laws may be amended at any meeting of the Board by a majority vote of those present, provided that there shall have been seven (7) days prior written notice of the meeting and of the text of the proposed amendment. Each amendment shall state its effective date.

**ARTICLE XVII**  
**INDEMNIFICATION**

(a) The College shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the College) by reason of the fact that the person is or was a Trustee, officer, employee or agent of the College, or is or was serving at the request of the College as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation,

business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interest of the College or its members, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the College or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

- (b) The College shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the College to procure a judgment in its favor by reason of the fact the person is or was a Trustee, officer, employee or agent of the College, or is or was serving at the request of the College as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses, including actual and reasonable attorneys' fees and amounts paid in settlement incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the College or its members. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the College, unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper.
- (c) To the extent that a Trustee, officer, employee or agent of the College has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraph (a) or (b) above or in defense of any claim, issue or matter in the action, suit or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred in connection with the action, suit or proceeding and in any action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Article XVII.
- (d) Any indemnification under paragraph (a) or (b) (unless ordered by a court) shall be made by the College only as authorized in the specific case, upon a determination that indemnification of the Trustee, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in paragraph (a) or (b). Such determination shall be made (i) by

the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, then by a majority vote of a committee of Trustees who are not parties to the action, which committee shall consist of no fewer than two disinterested Trustees, or (iii) by independent legal counsel in a written opinion, or (iv) by a majority vote of the Trustees who were not parties to such action, suit or proceeding. If a person is entitled to indemnification under paragraph (a) or (b) for a portion of expenses, including attorneys' fees, judgment, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the College shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

- (e) Expenses incurred in defending a civil or criminal action, suit or proceeding described in paragraph (a) or (b) may be paid by the College in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Trustee, officer, employee or agent to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified as authorized in this Article XVII. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.
- (f) The indemnification provided by this Article XVII shall continue as to a person who has ceased to be a Trustee, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.
- (g) The College may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the College, or who is or was serving at the request of the College as a director, officer, partner, Trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise whether for profit or not for profit, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the College would have the power or duty to indemnify the person against such liability under the provisions of this Article XVII.
- (h) For purposes of this Article XVII, reference to the College includes all constituent corporations absorbed in a consolidation or merger and the resulting or surviving corporation or business corporation, so that a person who was or is a Trustee, officer, employee or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, shall stand in the same position under the provisions of this Article XVII with respect to the resulting or surviving corporation or business corporation as the person would if the person had served the resulting or surviving corporation in the same capacity.

- (i) Nothing contained in this Article XVII shall affect any rights to indemnification or advancement of expenses to which persons may be entitled by contract or otherwise by law. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
  
- (j) Notwithstanding anything herein to the contrary, it is intended that the College permit and provide indemnification of Trustees and officers to the maximum extent permissible under the law which exists at the time of adoption of these By-Laws or as the law and/or these By-Laws may hereafter be amended.