THE CONSTITUTION

Last amended February 2021

Preamble

Carthage College is a church-related institution of higher education. Voluntarily associated by desire and by history with the Evangelical Lutheran Church in America, the College places sovereign, governing responsibility in a self-perpetuating Board of Trustees.

Article I

The Name, Purpose and Control

Section 1

The name of the corporation shall be Carthage College, incorporated on January 10, 1870, under the laws of the State of Illinois.

Section 2

The purpose of this institution is to provide opportunity through higher education for men and women to serve others in the world and the church.

Section 3

In the event of the dissolution of Carthage College, any remaining assets, both real and personal, shall be distributed by the Board of Trustees to the Synods of Wisconsin, and Illinois of the Evangelical Lutheran Church in America, or their successors, in equal shares, provided that each such organization is a charitable organization which is exempt from income tax under Section 501 (c) (3) of the Internal Revenue Code as amended. If any of these organization is not a charitable organization which is exempt from income tax under Section 501 (c) (3) of the Internal Revenue Code at the time provided for distribution, that amount which would otherwise be distributable to such organizations shall be distributed to the other organizations. If none of said organizations are exempt from income tax under Section 501 (c) (3) of the Internal Revenue Code, then all assets both real and personal, shall be distributed to one or more organizations exempt from tax under such provisions, and in such shares as the Board of Trustees in its sole discretion shall determine.

Nothing in this constitution shall prevent the Board of Trustees of said institution from having full power to receive, hold, control, buy, sell, mortgage, and deed real and personal property as said Board of Trustees shall see fit.

Article II

Board of Trustees

Section 1

A. The government of the corporation shall be vested in a Board of Trustees who shall have the general supervision, control, and the power to direct all the affairs of the institution. The Board of Trustees shall consist of a number which shall be not more than thirty-three (33), which number may be fixed from time to time by the Board of Trustees.

B. It is the responsibility of the Board to preserve and nurture the Lutheran heritage of the College. Trustees shall promote the values of holistic education deriving from the College's Lutheran tradition.

Therefore, the Governance Committee shall attempt to identify individuals who are members of a congregation of the Evangelical Lutheran Church in America. A majority of the Trustees shall be members of a Lutheran congregation or another church body with which the Evangelical Lutheran Church in America either has established full communion or has entered into bilateral conversations. Conformance to this requirement will be monitored at each annual meeting of the Board.

C. The Board shall be self-perpetuating. The term of office of a Trustee shall be four years, except for the *ex officio* members. A majority of ballots cast shall elect.

D. The normal term of office of all Trustees shall begin July 1, after the annual meeting of the Board. The term of office of new Trustees shall begin immediately upon election.

E. The President of the College shall be an *ex officio* member of the Board.

F. Carthage historically maintains a formal relationship with the Lutheran Church. To safeguard that relationship, the Board will consult with the Bishops of the Milwaukee and the Chicago synods of the Evangelical Lutheran Church in America, and may, at its discretion, elect a Trustee from each synod.

G. A Trustee may, at age 70, be elected a Trustee Emerita/Emeritus, upon recommendation of the Governance Committee, by a majority vote of the Board of Trustees present and voting. This position shall be one of honor in recognition of Trustees with records of distinguished service. Trustees Emeriti will receive notice and all business materials for all Board meetings, may attend and speak at Board meetings, and will receive the minutes. Trustees Emeriti will be seated at the meetings of the Board with voice but not vote. In addition, a Trustee Emerita/Emeritus may be seated at any Committee meeting of the Board with voting privileges. Trustee Emeriti/Emeritus status may also be awarded at the discretion of the Board to those of those of any age departing the Board with at least one full term of distinguished service.

H. From time to time, deserving individuals who have provided extraordinarily distinguished service to Carthage may be elected by the Board of Trustees as Honorary Trustees of the College. Honorary Trustees may be seated at the regular meetings of the Board with voice only.

Section 2

Any faculty member or duly authorized representative or representatives of the faculty may appear before the Board of Trustees as follows:

A. By invitation of the President of the College.
B. By invitation of the Chair of the Board of Trustees.
C. By invitation of the Board of Trustees itself as the result of a petition submitted by a faculty member or the faculty itself. The Board of Trustees may also, by its own action, invite any faculty member to appear before it for the giving of information or for conference.

Section 3

The Officers of the Board shall be Chair, First Vice Chair, Second Vice Chair, Secretary, and Treasurer. They shall be elected at the annual meeting of the Board. The term of office for the Chair, First Vice Chair, and Second Vice Chair is three years. A person may be re-elected to one of those same offices one time, for a maximum of six consecutive years in any one of those offices. The Secretary and Treasurer shall be elected annually, and those offices shall not be subject to term limits.

The normal term of office for all Officers of the Board shall begin July 1. The Officers of the Board shall hold their respective offices until their successors are elected and qualified. If the Secretary or Treasurer of the Board are not Trustees of the College, those persons shall serve on the Executive Committee as advisory members to the Board of Trustees, with voice only.

From time to time, the Board may elect a chair emeritus. This person shall be a member *ex officio* of the Executive Committee, and also of all standing committees of the Board.

Section 4

The Officers of Carthage College shall function as representatives of the Board in accordance with the provisions of Article III.

Section 5

Three regular meetings shall be held each year. The annual meeting shall be held in the Spring and the others in the Fall and Winter.

Section 6

If any member shall be absent from three consecutive regular meetings without excuse, the Board may declare the member's place vacant.

Section 7

Both the Board and the President shall have the authority to seek whatever legal counsel they deem appropriate.

Article III

Officers of Administration

Section 1

The Administrative Officers of the College shall be the president, one or more vice presidents, the provost, the chief financial officer, and such other Officers as the President may deem necessary to establish.

Section 2

The President of the College shall be elected by the Board of Trustees on nomination by the Executive Committee from the membership of a Lutheran congregation or another church body with which the Evangelical Lutheran Church in America either has established full communion or has entered into bilateral conversations.

Section 3

The President of the College shall be head of administrative divisions and all instructional departments of the College, exercising such supervision and direction as will promote their effective service. The President shall seek proper assistance in maintaining programs and activities aimed at encouraging the spiritual growth of the College community.

Section 4

The Administrative Officers shall be selected by the President of the College. In the case of the Provost, the President shall consult with the faculty before filling a vacancy and, in the case of the Chief Financial Officer, the Finance Committee of the Board.

Section 5

A. If definite charges against the President of neglect of duty, failure to uphold the basic purposes of the College, or unethical conduct be presented by two or more persons in writing to the Chair of the Board, the Chair shall bring a copy of the charges to the President privately. If the Chair shall deem the charges sufficiently serious, the Chair shall bring the charges to the Board. The Board may cite the President to appear, and after reasonable notice has been given to the President in writing, proceed to hear evidence upon the preferred charges in the President's presence. If the President shall refuse to appear or unnecessarily delay appearing, the Board may proceed to hear evidence and come to a decision. A two-thirds vote of the members of the Board shall be necessary to sustain the charges.

B. If the charges are sustained, the Board of Trustees shall have the power to suspend or dismiss the President.

Article IV

The Faculty

Section 1

The faculty shall consist of the officers of instruction, the President of the College, the Provost, and such other members of the administration as may be granted status by the President.

Section 2

All officers of instruction shall be selected by the President, who shall involve the Provost and appropriate members of the faculty in seeking candidates and making a final selection.

Section 3

The faculty shall govern and control the educational affairs of the institution under the supervision of the President and subject to approval by the Board.

Section 4

The faculty may be represented at the meetings of the Board of Trustees according to Article II, Section 2 of this Constitution.

Article V

Amendments and Bylaws

Section 1

This Constitution may be amended in the following manner:

1. Passage of the first reading of the amendment by two-thirds (2/3) vote of the Board members present at the regular Board meeting.

2. Passage of the second reading of the amendment by two-thirds (2/3) vote of the Board members present at their next regular Board meeting.

Section 2

The Board of Trustees may adopt Bylaws not in conflict with this Constitution. Such Bylaws may be suspended or amended at any regular meeting of the Board of Trustees by a majority vote of Trustees present and voting.

Section 3

All former acts, rules, and regulations in conflict with this Constitution are hereby repealed.