Bylaws of Hellenic College, Inc.

Adopted by the Board of Trustees
October 10, 2014

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Preamble

An institution of higher learning of the Greek Orthodox Archdiocese of America founded in 1937, Hellenic College, Inc. is comprised of an undergraduate college, *Hellenic* College, (the College) and a graduate school of theology, *Holy Cross Greek Orthodox School* of Theology (the School of Theology).

The mission of Hellenic College, Inc. is the formation and the education of the person within the life of an Orthodox Christian community. To that end, it educates men for the holy priesthood of the Greek Orthodox Archdiocese and other Orthodox Christian entities, as well as men and women for leadership roles in Church, chosen professions, and society. Hellenic College, Inc., collaborates with the Orthodox Church, affiliated institutions and ministries, and offers opportunities for lifelong learning.

The College and the School of Theology fulfill the corporate mission through the teaching, scholarship and service of their respective faculties, the efforts of the administration and staff, and by providing an institutional culture that embodies the values and spirit of Greek Orthodox Christianity and Hellenism. The educational experience is rooted in study of the arts and sciences, theology, and the theories and practices of selected professions, and includes prayer, worship and a full range of extracurricular activities.

The ultimate goal of the College and the School of Theology is to nurture and form generations of educated men and women whose daily decisions and actions will reflect the values of Orthodox Christianity and Hellenism, In addition, the School of Theology serves as the theological center of the Greek Orthodox Archdiocese of America and is concerned with the advancement of Orthodox Christianity in the world.

Students and scholars of every race and creed are welcome at the College and the School of Theology. Hellenic College, Inc. invites to its community people who share a concern for value-oriented areas of learning and for education of conscience. In keeping with its Greek Orthodox culture, heritage and historic roots, Hellenic College, Inc. aims to provide to all of its members an opportunity for freely achieving religious, moral, intellectual and psychological maturity.

In furtherance of the foregoing, the Archbishop of the Greek Orthodox Archdiocese of America, by virtue of his archiepiscopal office is Chairman of the Board of Trustees of Hellenic College, Inc. The Board of Trustees shall govern Hellenic College, Inc. in accordance with these Bylaws.

Article I, Name, Location, and Purpose

Section 1: Name. The legal name of the corporation is Hellenic College, Inc. (the Corporation), under which its business and affairs are conducted, The Institution is comprised of an undergraduate school, Hellenic College (the College), and a graduate school, Holy Cross Greek Orthodox School of Theology (the School of Theology).

Section 2: Location. The location of the principal office of the Corporation is 50 Goddard Avenue, Brookline, Massachusetts, USA.

Section 3: Purpose. The purpose of the Corporation shall be to establish, maintain and conduct an educational institution of higher learning, by establishing and conducting a non-sectarian college with power and authority to confer the degree of Bachelor of Arts (B.A.) in various fields of concentration, to confer the honorary degrees of Doctor of Letters and Doctor of Humanities, and to confer any other degrees approved by the Board of Trustees; and by establishing and conducting a graduate school of theology, with power and authority to grant the degrees of Master of Divinity (M. Div.), Master of Theological Studies (M.T.S.), Master of Theology (Th. M.), Doctor of Divinity (D.D.), Doctor of Humane Letters, and any other degrees approved by the Board of Trustees.

Article II: The Board of Trustees

Section 1: Members. The Board of Trustees shall be comprised of not more than forty-eight (48) voting members among who are the Archbishop of the Greek Orthodox Archdiocese of America (the Archbishop), the members of the Holy Eparchial Synod of the Greek Orthodox Archdiocese of America (the Eparchial Synod) and the President of the Corporation. he following are ex-officio and non-voting members of the Board of Trustees: the Deans of the Faculties of the College and of the School of Theology, one full time faculty member of the College elected by the faculty of the College, one faculty member of the School of Theology elected by the faculty of the School of Theology, the President of the Student Government Association and the Legal Counsel of the Corporation.

Members of the Corporate Board in existence prior to the adoption of these Bylaws will continue serving as voting members of the Board of Trustees until September 2006 when the term of office of the current Board of Trustees expires.

Section 2: The Archbishop. The Archbishop shall serve on the Board of Trustees as Chairman of the Board of Trustees as long as he serves as Archbishop of the Greek Orthodox Archdiocese of America. The Archbishop, acting in accordance with these Bylaws, shall act in all respects in his capacity as an individual.

Section 3: The Eparchial Symod. The Metropolitans of the Eparchial Symod of the Greek Orthodox Archdiocese of America shall serve as members of the Board of Trustees. Each Metropolitan, acting in accordance with these Bylaws, shall act in all respects in his capacity as an individual.

Section 4: Election. Trustees shall be elected during the annual May meeting by a vote of the majority of the entire Board of Trustees from a list of candidates nominated by the Archbishop. Each Trustee selected after the adoption of these Bylaws shall serve for a term of two (2) years commencing with the beginning of the next

academic year in September. Each Trustee shall serve no more than four (4) consecutive terms with the exception of the members of the Holy Eparchial Synod.

Section 5: Resignation. Any Trustee may resign his or her office at anytime by mailing or otherwise delivering a written resignation to the Archbishop or the Secretary of the Corporation.

Section 6: Removal. Any Trustee may be removed from office by a vote of two-thirds of the entire Board of Trustees whenever, in their judgment, such person shall have become unable to discharge the duties of his or her office or shall have neglected or refused to perform those duties.

Section 7: Vacancies. If any membership of the Board of Trustees is vacated by a resignation, removal, or for any other cause, the vacancy shall be filled by appointment by the Archbishop to complete the un-expired term for the balance of the original term as soon as possible. The Executive Committee may recommend candidates to complete an un-expired term.

Section 8: Officers. The officers of the Board of Trustees shall be a Chairman, a Vice-Chairman, the President, the Treasurer, and the Secretary of the Corporation. The Chairman shall be the Archbishop. The President shall be appointed in accordance with these Bylaws. The other officers shall be elected by a vote of the majority of the entire Board of Trustees from a list of candidates nominated by the Archbishop at the September meeting of the Board. The Chairman shall preside over all meetings at which he is present. In the absence of the Chairman, the Vice-Chairman shall preside. The Treasurer and the Secretary shall reside in the Commonwealth of Massachusetts. The Secretary shall provide written notice of all meetings to all members of the Board of Trustees as hereinafter provided; and he shall keep minutes of all business transacted at each meeting, which minutes, after approval by the Trustees present, shall be transcribed in a permanent record.

Section 9: Regular Meetings. In addition to the Annual Meeting of the Board of Trustees, which shall be held in May, regular meetings shall be held in the month of September, or on such other dates as shall be determined by the Archbishop. Other regular meetings shall be held with such frequency and at such times and places, as may be determined from time to time by resolution of the Executive Committee. Any business may be transacted at the annual or any other regular meeting of the Board of Trustees.

Section 10: Special Meetings. Special meetings of the Board of Trustees may be called at any time by the Archbishop upon his own initiative and shall be called by him upon written request of a majority of the Executive Committee of the Board of Trustees or of a majority of the entire Board of Trustees. Such written request shall state the purpose or purposes of the special meeting. Business transacted at any special meeting of the Board of Trustees shall be limited to the purpose or purposes stated in the notice of the meeting; provided, however, that, if two-thirds of the entire Board of Trustees are present, other matters may be taken up by unanimous consent of those present.

Section 11: Notice of Meetings. Notice of each regular and special meeting of the Board of Trustees shall be given by the secretary of the Corporation to each Trustee at his or her post office address or email address, as

it appears upon the books or other records of the Corporation, or otherwise delivered to each Trustee as per the address listed with the Secretary, at least two (2) weeks before such meeting, except in the case of emergency or need for a special meeting. Every such notice shall state the place, date and hours at which the meeting is to be held. Such notice, where practical shall also include an agenda and such documents associated with any agenda items. Notice of the annual or other regular meeting need not, but notice of any special meeting shall, state the purpose or purposes of the meeting. Any un-notified Trustee who is personally present at the meeting in question may waive these provisions for notice.

Section 12: Quorum. The personal presence or virtual presence through telephone or video conferencing of forty (40%) percent of the voting members of the entire Board of Trustees shall constitute a quorum for the transactions of business at all meetings of the Board of Trustees. There shall be no presence or voting by proxy. If fewer than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by a vote of the majority of the Trustees present, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting, at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 13: Powers of the Board of Trustees. Subject to the General Laws of the Commonwealth of Massachusetts and the Articles of organization of the Corporation, and in accordance with these Bylaws of the Corporation, the Board of Trustees and its Executive Committee shall exercise ultimate authority over and ultimate responsibility for all acts of the Corporation. The Board of Trustees by a majority vote unless otherwise noted shall have all necessary and convenient powers to direct and manage the business and affairs of the Corporation. These powers shall include, but shall not be limited to, the following:

- a) Subject to approval by the Archbishop, the Trustees elect the President of the Corporation, voted by a two-thirds vote of the entire Board of Trustees from a list of candidates nominated by the Search Committee. This Search Committee shall consist of six (6) members, i.e., one full time faculty member of the School of Theology elected by the faculty of the School of Theology, one full time faculty member of the College elected by the faculty of the College, two members of the Board of Trustees appointed by the Board of Trustees and two members appointed by the Archbishop. Removal of the President before the expiration of his term requires two-thirds of the majority of the entire Board of Trustees and the approval of the Archbishop;
- b) From a list of nominations submitted by the Archbishop, appoint by a vote of the majority of the entire Board of Trustees, the Vice-Chairman, Treasurer, and Secretary of the Corporation and remove these individuals from their position by a two-thirds vote of the entire Board of Trustees;
- Approve by a two-thirds vote of the entire Board of Trustees, the establishment or disestablishment of a school or college or major institute or program of the Corporation;
- d) Grant tenure to faculty;

- e) Authorize by a two-thirds vote of the entire Board of Trustees, the sale and purchase or lease of land or buildings for the use of the Corporation;
- f) Approve by a two-thirds vote of the entire Board of Trustees, the construction of new buildings and major renovations of existing buildings of the Corporation;
- g) Approve by a two-thirds vote of the entire Board of Trustees, the incurring of debts by the Corporation and the securing thereof by mortgage and pledge of real and personal property, tangible and intangible, presently owned or to be after-acquired by the Corporation;
- h) Approve by a majority the granting of all degrees in course and of all honorary degrees;
- i) Appoint all auditors for the Corporation;
- j) Approve administrative and educational policies for the Corporation;
- Authorize the establishment of and approve the constitution of official senates, councils, boards or other organizations of administrative officials or members of the faculty or student body of the Corporation in accordance with the Policies and Procedures manual of the Corporation;
- I) Make the initial appointment by the two-thirds of the members of the Board of Trustees present at the time of vote, of the Academic Dean of the School of Theology or of the Academic Dean of the College upon the recommendation of the President from among candidates nominated by a search committee of five (5) members consisting of the President or his/her designated representative, two faculty members of the School of Theology elected by the faculty of the School of Theology (in the case of the Dean of the School of Theology) or two faculty members of the College elected by the faculty of the College (in the case of the Dean of the College), two members of the Board of Trustees as designated by the Archbishop. The President designates the chair of the search committee;
- m) Review and take appropriate action respecting the budget of the Corporation, and approve the budget by a majority vote (including changes in tuition, room and board), which shall be submitted to the Board of Trustees upon the recommendation of the President; and
- n) Constitute within the membership of the Board of Trustees the following standing committees: academic affairs, finance, institutional advancement, facilities & technologies, strategic planning, accreditation, student life, enrollment management, legal committee, trusteeship and any other standing committee appointed by the Board of Trustees. Ad hoc committees may be constituted by the Board of Trustees as may deem necessary or convenient to the efficient exercise of its powers and functions.

Article III: The Executive Committee of the Board of Trustees

Section 1: *Members*. The membership of the Executive Committee of the Board of Trustees shall consist of the Archbishop, the Vice-Chairman of the Board of Trustees, the President, the Treasurer, the Secretary of the Corporation, and not more than twelve (12) or less than six (6) other voting Trustees including two Metropolitans, appointed by the Archbishop at the September meeting of the Board of Trustees. The chairs of

the standing committees shall be appointed from among the members of the Executive Committee. The Deans of the Faculties of the College and of the School of Theology, senior administrators, and the Legal Counsel of the Corporation shall be non-voting members of the Executive Committee. The members appointed to the Executive Committee shall serve for a two (2) year period. They shall be eligible to be appointed for three (3) more consecutive two (2) year terms, subject to Article II, Section 4.

Section 2: Officers. The Archbishop, as Chairman of the Board of Trustees, shall be the Chairman of the Executive Committee and shall preside at each meeting that he attends. In the absence of the Archbishop, the Vice-Chairman of Board of Trustees shall preside at each meeting of the Executive Committee. The Secretary of the Corporation shall give such notice of meetings to the members of the Executive Committee as the rules adopted by the Executive Committee shall require; and he or she shall keep minutes of all business transacted at each meeting, which minutes, after approval by the members of the Executive Committee present, shall be transcribed in a permanent record, and a copy shall be mailed or emailed to each member of the Board of Trustees.

Section 3: Meetings. The Executive Committee shall ordinarily meet once a month, except during July and August, at such times and places as may be determined from time to time by resolution of the Executive Committee. Special meetings may be called by the Archbishop or the President, upon the initiative of either, and shall be called by either upon written request of any three (3) members of the Executive Committee. Such written request shall state the purpose or purposes of the special meeting. The personal presence or virtual presence by telephone or video conferencing of a majority of the entire Executive Committee shall constitute a quorum for the transaction of business at all meetings of the Executive Committee. Executive Committee members may not be represented at a meeting by proxy, however, a member may vote by proxy, provided that the member voting by proxy confirms his or her vote in writing. Unless otherwise specifically stipulated by the Board of Trustees, the business of the Executive Committee may be transacted by a vote of the majority of the members of the Committee present at any meeting. The Executive Committee may adopt specific rules, not inconsistent with these Bylaws, respecting the calling, notice and conduct of its own meetings.

Section 4: Powers of the Executive Committee. Subject to the General Laws of the Commonwealth, the Articles of Organization of the Corporation, these Bylaws, (including, without limitation, any provisions hereof that grant powers solely to the Board of Trustees or that require the approval of the Board of Trustees prior to the taking of specified actions) and the paramount legal authority and responsibilities of the Board of Trustees, the Executive Committee shall have concurrent powers with the Board of Trustees as necessary and convenient to manage the ordinary business and affairs of the Corporation; The Executive Committee may also recommend policies, programs, and actions to the Board of Trustees.

Article IV. Duties of the Officers of the Corporation

Section 1: General Provisions. An individual may hold only one corporate office. The Officers of the Corporation may, but need not, be members of the Board of Trustees.

Section 2: The President. The President of the Corporation shall be a member of the Board of Trustees and of the Executive Committee of the Board of Trustees. The President shall be the chief executive, academic and administrative officer of Corporation. The President shall have the general direction, management and control of the educational activities, business operations and other affairs of the Corporation; and for the efficient conduct of presidential duties, the President shall have all necessary and convenient powers usually possessed by presidents of colleges and universities in the Commonwealth.

The President shall report annually to the Board of Trustees on the affairs of the Corporation, and shall recommend the annual budget of the Corporation to the Board of Trustees. The President shall sign and execute all authorized contracts, deeds, bonds, mortgages notes or other securities in the name of the Corporation, except where the signing and execution of such instruments shall have been delegated exclusively to some other officer or administrative official of the Corporation by the Board of Trustees. The President may, however, delegate his or her powers concerning the signing and execution of such instruments to the Treasurer or to any other officer or administrative official of the Corporation.

Section 3: The Secretary of the Corporation. The Secretary of the Corporation, who must reside in the Commonwealth of Massachusetts, shall have the powers and duties usually pertinent to the office of secretary of an educational corporation in the Commonwealth, and such others as the Board of Trustees or the President of the Corporation shall delegate to him. The Secretary shall keep an attested copy of the Articles of Organization of the Corporation, these Bylaws, the statutes of the Corporation, of all votes and minutes of the Board of Trustees and the Executive Committee of the Board of Trustees; and the Secretary shall furnish copies of the above documents to any member of the Board of Trustees or any officer of the Corporation who shall request such documents, and to any administrative official of the Corporation, who shall be authorized by the Board of Trustees to inspect such documents. The Secretary shall be the custodian of the seal of the Corporation and shall affix the seal to any instrument requiring the seal.

Section 4: The Treasurer of the Corporation. The Treasurer of the Corporation, who must reside in the Commonwealth of Massachusetts, shall be the chief financial officer and the ordinary contracting officer of the Corporation; the Treasurer shall have all of the powers and duties usually pertinent to the office of treasurer of a corporation in the Commonwealth, and such others as the Board of Trustees and the President of the Corporation shall designate to him. The Treasurer shall have the custody of all deeds and records of title to the real estate and of all mortgages, bonds, stocks and other evidences of property owned by the Corporation or pledged to

it, and of all policies of insurance, and shall have the authority to accept and to receipt for such documents on behalf of the Corporation, as supervised by the Board of Trustees, he shall arrange for the safekeeping thereof.

The Treasurer shall collect and receive all monies due and payable to the Corporation and shall deposit them in such banking institutions as may be designated by the Board of Trustees; the Treasurer shall discharge all debts and other obligations of the Corporation when due and payable. And the Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board of Trustees may require. The Treasurer may appoint, with the approval of the President, such assistants to the Treasurer as the Treasurer deems to be needed in order to carry out the duties of his or her office.

Section 5: Other Administrative Officials. The President shall have power to appoint such other administrative officials to serve the Corporation, as he may from time to time deem necessary or convenient for the efficient management of the business and affairs of the Corporation.

Article V. Fiscal Year of the Corporation

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each calendar year.

Article VI. Seal of the Corporation

The seal of the Corporation shall, subject to alteration by a vote of two-thirds of the entire Board of Trustees, set forth the date of its incorporation with a design symbolizing wisdom and religion: the owl and the Cross.

Article VII. Amendments to These Bylaws

These Bylaws may be amended from time to time, but only by a vote of two-thirds of the entire Board of Trustees.

Article VIII. Telephone Conference Meetings

Members of the Board of Trustees of the Corporation or any committee designated thereby may participate in a meeting of such boards or committee by means of a 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.

Article IX. Honorary Degrees

Section 1: Criteria. Candidates for honorary degrees shall be persons of significant accomplishment and high ethical standards who exemplify the ideals of Hellenic College and Holy Cross Greek Orthodox School of Theology. Factors to be considered in awarding degrees include: (1) intellectual distinction in a particular field; (2) outstanding achievement which the Institution wishes to acknowledge; and (3) outstanding contribution to Hellenic College/Holy Cross, Orthodoxy, and/or Hellenism.

Section 2: Eligibility. Consistent with widespread policies generally followed by American higher education institutions, honorary degrees will not be awarded to current members of the Board of Trustees, faculty, or staff of the Institution except under extraordinary circumstances as determined by the Board of Trustees.

Section *3: Confidentiality.* In accordance with standard practice at American institutions of higher learning, care should be taken to ensure strict confidentiality at all stages of the honorary degree process. In particular, there should be no communication with prospective degree recipients regarding a likely degree until after the Board of Trustees has approved the award.

Section 4: Procedures. The following procedures govern the selection of honorary degree candidates:

- a) In the fall semester preceding the Commencement at which the degrees are to be awarded, the Committee on Honorary Degrees will solicit the nominations of potential candidates from the Trustees, the President, Faculty members (individually or collectively as faculty bodies of Hellenic College and Holy Cross), and the Student Government Association. Nominations should include biographical information and the reason(s) why the honor should be bestowed. All nominations should be received by November 1 of the academic year in which the degree will be awarded.
- b) Upon receipt by the Secretary, the nominations will be presented to the Trustees with copies to the President. The Board of Trustees shall act at a regular meeting or through its Executive Committee.
- c) Following the Board meeting at which honorary degree recipients are selected, the President will contact those among the authorized candidates and will keep the Board, through its Secretary, informed of whether invitations to receive a degree have been offered, accepted or declined, and of other developments.

Article X. Personal Liability indemnification

The Trustees and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any daim 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.

The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as exempt from federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1986, as amended, is not affected thereby, shall indemnify each of its Trustees and officers, including persons who serve at its request as members of the committees, trustees, directors and officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees,

reasonably incurred by them In connection with the defense or disposition of any action, suit or other proceeding whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or having been such a Trustee or officer except with respect to any matter as to which he shall have been adjudicated by the Executive Committee of the Board of Trustees on any proceeding not to have acted in good faith in a reasonable belief that his action was in the best interest of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Trustee of officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be first approved by the Executive Committee that it is in the best interest of the Corporation, after notice to the said Executive Committee prior to such compromise, that it involves such Indemnification and a vote by a majority of the Executive Committee then in office, that such Trustee or officer appears to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation. Expenses including counsel fees, reasonably incurred by any such Trustee or officer in connection with the defense or disposition of any such action, suit or other proceeding shall be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under this Article, The right of indemnification hereby provided should not be exclusive of or affect any other rights to which any Trustee or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph "Trustees" and "officers" include their respective heirs, executors and administrators.



CAMPUS STATISTICS – FALL 2014

1. Enrollment by School

1. Enrollment by School				
	Hellenic		Holy Cross	
	Men	Women	Men	Women
Full-Time	45	36	84	5
Exchange	0	0	0	0
Total Full-Time	45	36	84	5
Part-Time	0	0	11	2
Continuing Th.M.	N/A	N/A	11	2
Subtotal	45	36	106	9
TOTAL	81		115	

2. Total Student Population

Men	Women	Total
129	41	170
0	0	0
129	41	170
11	2	13
11	2	13
151	45	196
	129 11 11	0 0 129 41 11 2 11 2



3. Hellenic College Enrollment by Majors

	MEN	WOMEN	TOTAL
Classics	1	1	2
Elementary Education	0	3	3
Human Development	11	18	29
Literature & History	0	3	3
Mgmt. & Leadership	11	7	18
Religious Studies A	12	0	12
Religious Studies B	9	3	12
Undecided	1	0	1
Liberal Studies	0	1	1
TOTAL	45	36	81

4. Holy Cross Enrollment by Majors

	MEN	WOMEN	TOTAL
M. Div	74	2	76
M.T.S.	4	2	6
Th. M. (Full Time)	6	1	7
Continuing Th. M.	11	2	13
Part-Time	11	2	13
Exchange	0	0	0
TOTAL	106	9	115

5. Incoming – Outgoing Students

	New Students (FTE's)	Re-entry/ Special	Graduates Spring 2014	Other Exiting Students
Hellenic College	28	2	20	12
Holy Cross	29	0	34	3
TOTAL	57	2	54	15





