

Adopted: April 23, 2016
Amended: April 13, 2019
Amended: September 25, 2020
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Sweet Briar Institute Bylaws

Duly Adopted April 26, 2024.

PREAMBLE

Sweet Briar Institute, also commonly known as Sweet Briar College, was established in 1901 pursuant to the Last Will and Testament of Indiana Fletcher Williams (“Williams Will”). Sweet Briar College is the legal embodiment of a perpetual Trust (the “Trust”) created by the Williams Will. The Williams Will required the creation of Sweet Briar Institute to educate women. In furtherance of the requirement, an Act of the General Assembly of Virginia, February 9, 1901, incorporated Sweet Briar Institute as a non-stock corporation and incorporated into said charter the language of the Williams Will devising certain of her estate in trust to establish the Sweet Briar Institute.

Sweet Briar College’s stated mission is to challenge and inspire women, forging ethical leaders with the skill, compassion, and vision to create a more just and sustainable world.

The Board of Directors of Sweet Briar College (the “Board”) is an engaged policy-making body and is responsible for determining the mission, establishing strategic direction, developing and overseeing the implementation of policies and procedures, ensuring fiscal integrity, and selecting and evaluating the President of Sweet Briar College.

These Bylaws are designed to enable the Board to accomplish the responsibilities set forth above, and to enable the Board and the Sweet Briar College community to engage in ongoing and integrated planning and evaluation processes that (1) incorporate a systematic review of institutional mission, goals, and outcomes; (2) result in continuing improvement and innovation in institutional quality; and (3) ensure the institution is meeting the requirements of Virginia law and intent of the Williams Will.

ARTICLE I

THE CORPORATION

SECTION 1. Name and Status. The name of this Corporation is Sweet Briar Institute (sometimes hereinafter “Sweet Briar College,” “College” or “Corporation”).

This Corporation adopted the fictitious name Sweet Briar College and may be referred to as the “College” or “Sweet Briar College”.

SECTION 2. Design. The design of the Corporation is to conduct, maintain and operate a college

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or university or institution under the name of Sweet Briar Institute d/b/a Sweet Briar College for the higher education of women, and for their instruction and training in the liberal arts, literature, sciences and other branches of learning usually taught in institutions of like character.

SECTION 3. Charter and Purposes. The Articles of Incorporation consist of documents required by certain statutes of the Commonwealth of Virginia and on file with the State Corporation Commission. Said Articles may be amended from time to time by the College as may be deemed appropriate or necessary. The purposes of the College shall be set as forth in its Articles of Incorporation, and from time to time may be amended.

SECTION 4. Location. The Corporation shall have, and continuously maintain, in the Commonwealth of Virginia a registered office and a registered agent whose business office is identical with such registered office and who is an officer or Director of the Corporation or a member of the Virginia State Bar. The registered office may be, but need not be, identical with the principal office in the State of Virginia and the Board may change the address of the registered office from time to time.

The principal office of the Corporation in the Commonwealth of Virginia shall be located at Sweet Briar, Virginia in Amherst County, Virginia. The Corporation may have such other offices, either within or outside the Commonwealth of Virginia, as the Board may determine to be necessary or desirable.

SECTION 5. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July in each year and end on the last day of the following June.

SECTION 6. Corporate Seal. The seal of the Corporation shall consist of the arms of the Fletcher family quartered with those of Lord Jeffrey Amherst, with three Tudor roses in chief, the escutcheon to be blazoned as follows:

Quarterly 1 and 4, Fletcher; sable, a cross engrailed, argent, between four plates each charged with an arrow, pale wise, of the first; 2 and 3, Amherst; gules, three tilting spears erect, in fesse, or points argent. In Chief; or, three Tudor roses in fesse, gules, banded and seeded proper. Motto: ROSAM QUAE MERUIT FERAT. The escutcheon to be placed upon an oval shield bearing the name of Sweet Briar College and the date of its charter, 1901; and the scroll bearing the motto is to be twined about a vine of the sweet briar rose.

The seal shall be used on all diplomas of the College.

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ARTICLE II

BOARD OF DIRECTORS

SECTION 1. Numbers and Qualification. The College's Board of Directors, who also shall be its Trustees, shall govern the College, and shall elect Directors as hereinafter provided. In addition, the President of the College shall be an ex officio, non-voting member of the Board. There shall be no fewer than seventeen or more than thirty Directors.

The Directors shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in their number.

SECTION 2. Election and Term of Office.

2.1. Except as set forth in Section 2.2, the Directors shall be elected by the Board at an Annual Meeting and shall hold office for a term of three (3) years, with the exception of the initial terms described below, or until their successors shall be elected. The terms of office for Directors shall be staggered among three groups of Directors as provided in Section 13.1-858 of the Code of Virginia, as follows: (i) Group A Directors shall serve an initial term of one (1) year; (ii) Group B Directors shall serve an initial term of two (2) years; and (iii) Group C Directors shall serve an initial term of three (3) years. After the expiration of a Director's initial term, she/he shall be eligible for re-election for a second term of three (3) years. At the discretion of the Governance Committee, individual Directors may be elected to one additional three (3) year term of service. Except as permitted in Section 7 of this Article II, no Director may serve more than three (3) consecutive three (3) year terms, but may, upon taking a leave of at least one (1) year, again be eligible to be reelected. Furthermore, if a vacancy is filled for a term of less than one (1) year, the individual filling such vacancy will be eligible to serve up to an additional three (3) consecutive three (3) year terms. If a vacancy is filled for a term of one (1) year or more, the individual filling such vacancy shall be eligible to serve up to an additional two (2) consecutive three (3) year terms. Nothing herein shall be construed to prevent (i) the election of a Director to succeed himself or herself; (ii) the election of a Director for the remainder of an unexpired term of a Director; or (iii) amendment of these Bylaws to increase or decrease the number of Directors.

2.2 In the case of a vacancy on the Board (including those arising from an increase of the size of the Board, the departure of a Director, or otherwise), the Board may elect a Director to fill the vacancy at any meeting of the Board, provided that notice of such election is stated in the meeting notice. If a Director is first elected at a meeting other than an Annual Meeting, such Director's term shall expire at the second Annual Meeting following the meeting at which such Director was initially elected.

2.3 A Director serving by virtue of being President of the College shall cease being a Director

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immediately at such time as such Director no longer serves as President of the College.

2.4 The selection process for Directors shall identify diverse individuals with broad-based expertise, as the Board may require, and who are devoted to the successful operation of the College. The Directors shall actively promote the mission of the College and have as their primary objective its well-being and good standing. All Directors shall carry out their duties of care, loyalty and obedience, consistent with non-profit best practices.

SECTION 3. Directors Emeritae/Emeriti. The Directors may award the designation of Director or President Emerita/Emeritus to former Directors or Presidents in appreciation of their distinguished service to the College as a Director or as a President. Upon special invitation of the Chair of the Board of Directors, the Directors Emeritae/Emeriti may attend meetings or Executive Sessions of the Directors but may not vote or otherwise be considered as Directors.

SECTION 4. Resignation and Removal. A Director may resign by submitting a written notice by email or hand delivery to the Chair of the Board.

Any Director may be removed as a Director with or without cause by vote of two-thirds of the Directors then in office at any meeting called for the purpose of removing the Director. Reasonable advance notice of such meeting for the purpose of removing a Director shall be given in writing, by email or other recordable written electronic means to all Directors.

SECTION 5. Meetings of Directors.

5.1 Regular Meeting. Regular meetings of the Directors, including an Annual Meeting, shall be at such times as the Directors may from time to time determine. The Board shall fix the date of the Annual Meeting. No notice of the Annual or regular meetings shall be required if the time and places thereof shall have been previously furnished in writing to all Directors and published on the College website. Any notice of a regular meeting which is given need not state the purpose or purposes thereof unless otherwise required by law or these Bylaws. The Governance Committee may provide rules of decision and process not otherwise set forth in these Bylaws.

Any meeting of the Board or Board Committee may include an Executive Session.

Prior to any Regular meeting, the Board may convene a plenary session open to all members of the Sweet Briar community, including faculty, staff, students, and alumnae who wish to attend, and it may be broadcast. During this session, the administration of the College will report on important issues affecting the College, including but not limited to academics, enrollment, finances and advancement.

On the day before or after the regular meeting, the Chair of the Board and other Board members

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may convene meetings with the community as appropriate to discuss issues of mutual concern affecting the Sweet Briar community.

5.2 Special Meetings. Special meetings may be called by the Chair of the Board and shall be called by the Chair of the Board whenever requested to do so by the President, or upon the request of at least three other Directors. If a special meeting is called, the Chair of the Board shall provide as much advance notice of such special meeting to all Directors as is practical under the circumstances.

5.3 Place. All special and regular meetings of the Board may be held at such locations in or out of the Commonwealth of Virginia as the Directors may from time to time determine, but there shall be no fewer than two meetings of the Directors each year held in the Commonwealth of Virginia at the principal office of the College.

5.4 Notice. Except as otherwise expressly provided, it shall be sufficient notice to a Director to send notice electronically by email or other electronic means at least seven (7) days before the meeting to such Director at her/his last known email or other electronic address, or to give notice to such Directors in person at least seven (7) days before the meeting. Whenever notice of a meeting is otherwise required, a written waiver of notice executed before or after the meeting by a Director and filed with the records of the meeting shall be deemed equivalent to such notice. A notice need not specify the purposes of the meeting unless such purposes were required by these Bylaws to be specified in the notice of such meeting.

5.5 Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of Directors may be taken without a meeting if all Directors entitled to vote on the matter consent to the action in writing, by email or other recordable written electronic means, and such consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as votes at meetings.

5.6 Quorum, Voting and Proxies. Except as otherwise specifically required by law, the Articles of Incorporation or these Bylaws, a simple majority of the number of voting Directors shall constitute a quorum for the transaction of business, except that a three-quarters supermajority of voting Directors then in office shall be deemed a necessary quorum if there is a proposed Board action that may violate the terms of the Trust, thus requiring court approval, or for the election of a President.

A proposed Board action that may violate the terms of the Trust shall be specified in written notice to each Director no less than thirty (30) calendar days prior to the meeting wherein said action is to be discussed and voted on. Any such proposed action must be approved by a three-quarters supermajority of the Directors then in office. In the event this supermajority of the Board passes

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such proposal, the Board shall proceed to seek court approval to modify the Trust prior to implementation of any such proposal.

A simple majority of those present, although less than the quorum present at the commencement of the meeting, may adjourn the meeting, and such meeting may be held as adjourned without further notice.

Proxy voting shall be prohibited.

5.7 Conflict of Interest Policy. Directors have a duty of loyalty to the College. At all times they should act in a manner consistent with this obligation and shall exercise particular care that no detriment to the interests of the College may result from a conflict between those interests and any personal interests that the individual may have. All Directors must review annually and sign a conflict of interest statement, disclosing any such conflicts or the appearance of any such conflicts that reasonably may exist. All conflict of interest statements will be reviewed and reported upon to the Board by the Audit Committee.

5.8 Director Presence Through Communications Equipment. With the approval of the Chair of the Board or a committee chair, unless otherwise provided by law or the Articles of Incorporation, Directors may participate in Board and committee meetings by means of a telephone conference or audio-visual communications means which would allow all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.9 Minutes. The Secretary of the Board shall prepare and obtain approval by the Board of the minutes of all Regular and Special Board meetings. The chair of each committee shall prepare and obtain approval of its members of the minutes of all committee meetings. Electronic or block signatures may be used to sign approved Board or committee minutes upon final review of the minutes as signed by the Chair and Secretary of the Board for Board meeting minutes, or by the committee chair for committee meeting minutes. All minutes shall be kept in Board books in the office of the President and shall be made available to any Director upon request to the Chair of the Board and/or the Secretary of the Board of Directors.

Minutes of Executive Sessions of the Board and Board committees must be prepared to reflect any votes taken at such meetings.

SECTION 6. Power and Duties. The Directors shall have and may exercise, subject to law and the Articles of Incorporation of the College, all the powers of the College. Without limiting the foregoing, the Directors shall exercise oversight of the College and of all its property, and of the investment and appropriation of its funds, and shall have the final responsibility in all matters of policy. Directors act as members of the Trustee body and have authority only when the body is in

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a duly called meeting. Directors may not direct any employee of Sweet Briar College without the authorization of the Board or the President. Under the direction and supervision of the Board of Directors, the President of the College shall implement the policies of the Board and manage the operations, property, affairs, and business of the Corporation.

The Directors shall have the power to amend these Bylaws, pursuant to Article VI of these Bylaws, and make and execute such rules as they may consider necessary or desirable for the best administration of the College; to ratify the membership of committees at an Annual Meeting; to prescribe the duties and powers of committees; and to supervise and review the actions of all committees and officers of the Board. The Directors shall have the power to hire, terminate and set the terms of employment for the President, appoint an interim President to serve, as needed, which appointment shall be made within two (2) weeks of the resignation, removal or unexpected departure of the then-current President, and elect all officers of the Board. Until such interim appointment is made, the Chair of the Board will fulfill *ex tempore* the role of the President.

The Directors shall confer appropriate degrees, including honorary degrees, and certificates for completion of prescribed courses of study upon such students as are recommended by the faculty. The diplomas and certificates shall be signed by the Chair of the Board and the President.

SECTION 7. Officers of the Board. There shall be a Chair of the Board, a Vice Chair, a Secretary, and such other officers as may be elected by the Board in accordance with these Bylaws from time to time, each of whom shall be a Director. The Chair of the Board, the Vice Chair, and the Secretary shall be elected by the Board at an Annual Meeting, or in the case of vacancy, at any meeting, provided that notice of such election is stated in the meeting notice. All officers shall be elected at an Annual Meeting for a single two-year term and may be elected to serve one (1) additional two-year term. Notwithstanding the provisions of Section 2.1 of this Article II, and with the approval of the Board, a Director who has been elected as an officer and whose final term as a Director is scheduled to expire (the "Expiration Date") before the end of his or her initial or extended term as an Officer may be permitted to continue as both an Officer and Director for up to one additional year from the Expiration Date. The Chair of the Board shall preside at all meetings of the Board and of the Executive Committee and shall perform such other duties and functions as may be delegated to that person from time to time by these Bylaws or by the Board. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. In the absence of both the Chair and the Vice Chair, the Secretary will perform the duties of the Chair, and if none of the above is present, a Chair pro tempore shall be chosen by the Directors present. Any Director may be removed as an Officer of the Board with or without cause by vote of two-thirds of the Directors then in office at any meeting called for the purpose of removing the Officer. Reasonable advance notice of such meeting for the purpose of removing an Officer shall be given in writing, by email or other recordable written electronic means to all Directors.

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SECTION 8. Standing and Other Committees.

8.1 Committee Membership.

8.1.1 Except as otherwise provided for in these Bylaws, the Chair of the Board shall appoint the members of all Board committees, but such appointments will be subject to approval by a simple majority vote of the Board at any duly held meeting of the Board where a quorum of Directors is present.

8.1.2 Faculty, Student, Alumnae and Outside Participation on Board Committees. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, Board committees may take measures to promote regular engagement and communication with, faculty, students and/or alumnae. Committees of the Board may be allowed to consult and engage with other members of the administration, faculty, student body, staff, alumnae, and any consultants, experts or professionals as may be invited by the Chair of the Board, or a committee chair with the approval of the Chair of the Board, to participate in committee meetings or to be consulted as needed, but shall be non-voting guests of such committee.

8.2 Executive Committee.

8.2.1 Composition of the Executive Committee. The Executive Committee shall consist of the Chair of the Board, Vice Chair of the Board, Secretary of the Board, and the chairs of the Finance and Investment Committee and the Governance Committee. Other Directors may serve, ex officio, non-voting on the Executive Committee as invited by the Committee. The President shall serve on the Executive Committee, ex officio, non-voting. The Chair of the Board shall serve as the chair of the Executive Committee.

8.2.2 Powers. The Executive Committee shall have the responsibility to provide strategic guidance to the College and to propose policy and action items for Board consideration. The Executive Committee shall have the power to make decisions when the Board is not in session if an emergency or other unusual circumstance arises that requires immediate action. The Executive Committee shall immediately report such decisions to the Board in writing.

The Executive Committee shall (a) evaluate the performance of the President annually and report such evaluation to the Board, and (b) make recommendations as to the President's compensation and benefits to the Board.

The Executive Committee may not (a) fill vacancies on the Board, (b) amend the Articles of Incorporation of the Corporation, (c) adopt, amend or repeal these Bylaws; (d) approve a plan of merger of the Corporation or any other action in violation of the Trust; (e) remove or elect the President of the College; or (f) any other matter as determined by the Board.

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823 Reports. Minutes of all action taken by the Executive Committee shall be prepared and maintained. The Secretary of the Board shall distribute copies of the minutes to each Director after the Chair of the Board or other presiding member of the Board has approved such minutes.

8.3 Governance Committee.

831 Composition of Governance Committee. The Governance Committee shall consist of the Chair of the Board, ex officio, non-voting, the President, ex officio, non-voting, and at least five other Directors who are nominated annually and elected at an Annual Meeting of the Board.

The Board shall elect the chair of the Governance Committee at an Annual Meeting to serve for a term of two years, or in the case of a vacancy, at any meeting, provided that notice of such election is stated in the meeting notice. The Directors tasked with coordinating the nomination and election of Directors, officers, committee chairs and committee members shall present its recommendation for the chair of the Governance Committee to the Board for a vote.

832 Powers. The Governance Committee shall ensure that the Board is able to exercise its fiduciary duties to the College effectively through creation of governance policies and procedures. The Committee shall establish and maintain standards of Board conduct, propose Board Bylaws and updates to the College's Articles of Incorporation for Board approval, all reflecting best practices, and ensure that Directors have adequate orientation and ongoing education relating to their service on the Board. The Governance Committee shall periodically review these Bylaws and the College's statements of Mission and Purpose, and make recommendations to the Board.

To ensure that the membership and leadership of the Board continues to be qualified and effective, the Governance Committee shall provide orientation programs for new Directors, and shall review the composition, structure and functioning of the Board and its committees. It shall also review the performance of incumbent Directors, particularly those who are eligible for reelection, evaluate the performance of the Board annually and report such evaluation to the Board, and make recommendations for improvements to its performance as necessary. It shall periodically recommend and oversee initiatives by which the Board and its committees shall assess and improve their performance.

8.4 Finance and Investment Committee.

841 Composition. The Finance and Investment Committee shall consist of the Chair of the Board, ex officio, non-voting, the President, ex officio, non-voting, the Secretary of the Board, and at least four other Directors who are nominated annually by the Directors tasked with coordinating the nomination and election of Directors, officers, committee chairs and committee members, and such nominees shall be approved by the simple majority vote of the Board at an

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Annual Meeting or any duly held meeting of the Board where a quorum of Directors is present.

The Board shall elect the chair of the Finance and Investment Committee at an Annual Meeting to serve for a term of two years, or in the case of a vacancy, at any meeting, provided that notice of such election is stated in the meeting notice. The Directors tasked with coordinating the nomination and election of Directors, officers, committee chairs and committee members shall present its recommendation for the chair of the Finance and Investment Committee to the Board for a vote.

The President shall designate a relevant officer of the College to serve as an ex-officio, non-voting member of the Finance and Investment Committee and act as Secretary for the Committee.

842 Powers. The Finance and Investment Committee shall advise the Board with respect to financial matters and shall recommend appropriate policies and actions to the Board for the maintenance of the short and long-term financial health of the College. The Finance and Investment Committee will oversee all aspects of the College's financial operations including: a) budgeting and financial planning; b) investment of financial assets, c) issuance of any debt obligations; and d) ongoing reporting on the financial performance and position of the College.

843 The Board shall develop and maintain Financial Policies detailing specific responsibilities and tasks for the Finance and Investment Committee in each of the areas of responsibility enumerated in § 8.4.2, above, and recommend subcommittees as appropriate.

844 The Subcommittees of the Finance and Investment Committee. The Finance and Investment Committee may establish such subcommittees as necessary to carry out its functions in each area enumerated above. The Finance and Investment Committee may recommend to the Board that non-board members be elected to such subcommittees as voting or non-voting members.

8.5 Audit Committee.

851 Composition. The Board shall annually elect an Audit Committee at its Annual Meeting that shall review the financial statements of the College as prepared by outside auditors. The Audit Committee shall be comprised of the Vice Chair of the Board of Directors, who shall serve as the chair of the Audit Committee, at least two other Directors who are not members of the Finance and Investment Committee, and at least two additional qualified independent members who are not Directors and who shall be non-voting members. The Vice President of Finance or Chief Financial Officer will serve as an ex officio, non-voting member.

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852 Powers. The Audit Committee is responsible for assuring that the scope of the audit performed is appropriate and is discussed with the auditors, and that the College meets regulatory and accreditation standards. The Committee shall meet at least annually in concert with the audit cycle and present the audit findings to the Board.

853 The Committee shall also make recommendations to the Board regarding the selection and retention of outside auditing firms. The Audit Committee shall be responsible for monitoring internal controls and shall develop and monitor appropriate risk management and insurance policies. The Audit Committee shall also be responsible for the initial review of the Board of Directors' reports on conflicts of interest and shall report thereon to the Board.

8.6 Committee on Buildings, Grounds, and Technology.

861 Composition. The Committee shall be comprised of at least five Directors. The President shall designate a relevant officer of the College to serve as an ex-officio, non-voting member of the Committee on Buildings, Grounds, and Technology and act as Secretary for the Committee. Other members of the administration, faculty, alumnae, student body, experts and residents of the Sweet Briar community or Amherst County will be consulted as needed, but shall be non-voting consultants/guests of the Committee.

862 Purpose. The Committee on Buildings, Grounds and Technology shall advise the Board regarding future planning, care and preservation of the buildings, grounds, and technology-related capacity of the College. It shall make recommendations to the Board with respect to major questions relating to landscaping, use of land owned or possessed by the Trust or the College, and proposals for substantial renovations, construction of new structures, or razing of existing structures.

8.7 Other Board Committees and Task Forces. The Board or the Executive Committee may from time to time appoint, or authorize the Chair of the Board to appoint, such other committees, subcommittees or task forces, with such terms, duties and authority as the Board, the Executive Committee, or the Chair of the Board may determine is warranted, including without limitation a committee to coordinate the nomination and election of Board Directors, officers, committee chairs and committee members, and a committee tasked with overseeing the review of the compensation of the officers of the College. The Chair of the Board may also appoint a committee to approve the tenure of academic faculty and the appointment of retired faculty to emeritae/emeriti status. The Chair of the Board of Directors, and the President ex officio, non-voting, may attend all Board committee and subcommittee meetings. The Chair of the Board shall appoint the chair of any committee constituted under this § 8.7, with the approval of a simple majority vote of the Board at an Annual Meeting or any duly held meeting of the Board where a quorum of Directors is present, unless otherwise provided by these Bylaws. Such committees may

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include faculty, students, alumnae, staff, experts and other members of the Sweet Briar community, as non-voting members.

8.8 Committee Quorum; Voting. At any meeting of any standing committee or any other committee (or any subcommittee thereof), a simple majority of the voting members of that committee (or subcommittee thereof) then in office shall constitute a quorum for the transaction of business and, at any meeting at which a quorum is present, a simple majority of those voting members present, or attending by phone or other electronic means, shall determine all matters brought before the meeting. Such committees may make appropriate rules with respect to call, notice and conduct of their meetings.

8.9 Action by Written Unanimous Consent. Any action required or permitted to be taken at any meeting of any standing or other committee (or any subcommittee) may be taken without a meeting if all the then voting members of such committee (or subcommittee) consent to the action in writing or by email or other recordable electronic means, and such consents are filed with the records of the meetings of the Directors, of the committee, and subcommittee. Such consents shall be treated for all purposes as votes at meetings.

ARTICLE III

OFFICERS OF THE COLLEGE

SECTION 1. Officers of the College: Term of Office. The officers of the College shall be the President, who shall be elected by the Board and shall hold office for such time as the Board may determine, and any other officers that the President from time to time, in the President's discretion, may appoint. The President may appoint a Dean of the College, a Vice President of Finance or a Chief Financial Officer, and one or more Vice Presidents or any other officers who shall serve for such time as the President may determine. The President shall have the power to determine the appropriate title of any officer, and compensation of such officers.

SECTION 2. President. The President shall be the chief executive officer of the College, shall engage in the general and active management, control and direction of the education activities, business operations and other affairs of the College and shall have the general powers and duties usually vested in the office of president of a college.

2.1. The President has the authority to enter into any and all contracts required for the ordinary business of the College. However, the President, with the Vice President of Finance or the Chief Financial Officer as co- signer, may sign contracts that materially affect the financial stability of the College, bonds, deeds, mortgages and other such instruments only if the Board has authorized such to be executed. The President shall act as the medium of communication between the Board

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and the faculty and all other persons in the service of the College.

2.2. The President shall inform the Board of the appointment and/or removal of senior administrative staff, submit to the Board such other information from time to time as may be required by the policies and guidelines recommended by the Board or the Executive Committee, and shall keep acquainted with all the affairs and interests of the College, and exercise such superintendence over all its departments as its prosperity may demand.

2.3. The President shall present regularly to the Board reports upon the condition of the College, including without limitation (i) regular updates on enrollment and retention, (ii) regular updates on fundraising and development, and (iii) regular updates on the Alumnae Alliance, and any recommendations that may seem expedient for the stability, growth, and well-being of the College.

SECTION 3. Powers of Other Officers of the College. Each of the officers of the College shall have all powers and duties ordinarily incidental to that person's office subject to such other powers and duties as the President may from time to time determine.

ARTICLE IV

ALUMNAE ALLIANCE

SECTION 1. Alumnae Alliance. The Alumnae Alliance shall consist of Sweet Briar College Alumnae, those who completed at least one semester of coursework, and holders of honorary degrees. Its leadership shall be chosen by said members pursuant to guidelines set forth by it. The Alumnae Alliance, through its leadership, shall formally propose to the Board and the President general policies for the continuation and betterment of Sweet Briar College. The Alumnae Alliance leadership shall present at least annually to the Board a report of its activities and proposed policies. Alumnae Alliance Council members shall be invited to attend said presentation. Alumnae Alliance members may be invited to attend regularly scheduled or special meetings of the Board upon invitation of the Chair of the Board of Directors.

ARTICLE V

INDEMNIFICATION

SECTION 1. The College shall, to the extent legally permissible, indemnify each person serving or who has served as Director, or as one of the following: the President, the Dean of the College, the Treasurer, or any Vice President, 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 such person, in connection with the defense or disposition of any action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may be

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involved or with which such person may be threatened, while in office or thereafter, by reason of such person's being or having been such a member or officer or, when requested by the Board of Directors, by reason of such person's serving or having served the College in any capacity referred to in the next paragraph.

Indemnification of persons serving or who have served as officers, employees or other agents of the College or, at its request, as members, directors, trustees, officers, employees, fiduciaries or other agents of a corporation, trust or other organization in which the College has an interest may be provided by the College whenever and to the extent authorized by a simple majority of the disinterested members of the Board of Directors.

Any such indemnification may include payment by the Corporation of expenses incurred in defending any such action, suit or other proceeding in advance of the final disposition thereof, upon receipt of an undertaking by the person indemnified to employ counsel satisfactory to the College and to repay such payment if it shall ultimately be determined that such person is not entitled to indemnification under this Article.

SECTION 2. Notwithstanding the foregoing provisions of this Article, no indemnification shall be provided for any person with respect to any matter (a) as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interest of the College, or (b) disposed of by a compromise payment, pursuant to a consent decree or otherwise, unless such person shall have been determined to have acted in good faith in the reasonable belief that such person's action was made in the best interests of the College, such determination to be made by a simple majority of the disinterested Board of Directors.

The College shall purchase and maintain insurance on behalf of any person who is or was a Director, or an officer, employee or other agent of the College, or who is or was serving at the request of the College as a member, director, trustee, officer, employee, fiduciary or other agent of a corporation, trust or other organization in which the College has an interest, against any liability incurred by such person in any such capacity, or arising out of that person's status as such, whether or not the College would have the power to indemnify such person against such liability.

This Article shall not limit any right of indemnification existing independently of this Article. It is intended that all Directors of the College shall have any and all immunities, protections, privileges and liability limitations allowed by law or as set forth in the Articles of Incorporation.

As used in this Article, the terms "member", "director", "trustee", "officer", "employee", and "agent" shall include their respective heirs, executors and administrators, and a "disinterested" person is one against whom the proceedings in question, or another proceeding on the same or similar grounds, are not then and had not been pending or threatened.

Adopted: April 23, 2016
Amended: April 13, 2019
Amended: September 25, 2020
Amended: February 25, 2021
Amended: April 5, 2023
Amended: April 26, 2024

ARTICLE VI

AMENDMENTS

These Bylaws may be amended by a simple majority vote of the quorum of the voting Directors present at a meeting, except for those provisions requiring a supermajority of the voting Directors then in office. At least two weeks' notice of the substance of any proposed amendments to the Bylaws must be provided to the Board.