

**BYLAWS OF
WORCESTER POLYTECHNIC INSTITUTE**
(Amended September 8, 2023)

ARTICLE I - NAME

The legal name of the Corporation is Worcester Polytechnic Institute (the “Corporation”). It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the “Code”), as an organization described in Section 501(c)(3) of the Code.

ARTICLE II - OFFICES

A. CORPORATE OFFICE

The initial principal office of the Corporation shall be located at 100 Institute Road, Worcester, Massachusetts 01609. The Corporation may have such other offices, either within or without the Commonwealth of Massachusetts and within or outside the United States, as the Board of Trustees (the “Board”) may designate or as the affairs of the Corporation may require from time to time.

B. REGISTERED OFFICE

The registered office of the Corporation required to be maintained in the Commonwealth of Massachusetts may, but need not, be identical with the principal office in the Commonwealth of Massachusetts. The address of the registered office may be changed from time to time by the Board.

ARTICLE III - PURPOSE, MISSION AND USE OF FUNDS

A. PURPOSE AND MISSION

The Corporation educates talented students in engineering, science, management, and humanities in preparation for careers of professional practice, civic contribution, and leadership, facilitated by

active lifelong learning. This educational process is true to the founders' directive to create, to discover, and to convey knowledge at the frontiers of academic inquiry for the betterment of society. Knowledge is created and discovered in the scholarly activities of faculty and students ranging across educational methodology, professional practice, and basic research. Knowledge is conveyed through scholarly publication and instruction.

B. USE AND ADMINISTRATION OF FUNDS

In making distributions to effectuate the charitable and educational purposes of the Corporation, as delineated in Section A above, the Board shall have the authority to make distributions of both income and principal in such proportions and amounts as the Board, in its discretion, determines advisable, provided that all such distributions are consistent with all applicable federal tax laws and regulations, and with Massachusetts law governing acceptance, administration and distribution of charitable funds. The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation shall be distributable to, or inure to, the benefit of its Trustees or officers or any other private person, and except to make payments and distributions in furtherance of the purposes of the Corporation, as set forth in Chapter 214 of the Acts of 1865, as heretofore amended (the "WPI Charter") and Section A above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not engage in any excess benefit transaction within the meaning of Section 4958 of the Code.

C. TERMINATION OF CORPORATION

The Board shall have the authority to authorize a petition for the Corporation's dissolution to be filed in the Massachusetts Supreme Judicial Court, all in accordance with M.G.L. c. 180, Section 11A.

ARTICLE IV – MEMBERSHIP AND ELECTION OF TRUSTEES, TERM OF OFFICE, EMERITI TRUSTEES AND NOMINATIONS

A. MEMBERSHIP AND ELECTION OF TRUSTEES

The Corporation shall consist of members individually referred to as Trustees and collectively as the Board of Trustees. The number of Trustees shall be at least twelve (12), and may be as many as shall be elected by the Board. Trustees shall be elected by a vote of a majority of the full Board at any regular meeting or at any special meeting where a quorum is present, the call for which includes notice of the election.

B. TERM OF OFFICE

The term of office of any Trustee, except that of the President, shall be five (5) years; all terms shall conclude on June 30. Any Trustee may be re-elected for an immediately succeeding term subject to a limit of fifteen (15) consecutive years of service. Any Trustee who shall have attained fifteen (15) years of consecutive service but is in the midst of a term, may complete that term. Any Trustee that is also the Chair, may serve beyond the fifteen (15) consecutive years of service, to the extent necessary to allow such Trustee to serve as Chair for three (3) consecutive one-year terms that can be extended to up to a total of five (5) years. Any Trustee who has served for fifteen (15) consecutive years may be re-elected following a three-year absence from the Board. Notwithstanding the foregoing, the Board may, upon recommendation by the Nominations and Governance Committee, waive the limitation on consecutive years of service and the three-year absence requirement for a Trustee whose continued service is in the best interests of the Corporation to meet a particular need or

purpose, provided that not more than one-tenth of the Trustees are serving beyond fifteen (15) consecutive years of service at any time. Any Trustee may be removed from office with or without cause by the Board at any regular meeting, or at any special meeting the call for which includes notice thereof, by an affirmative vote of two-thirds all of the Trustees at a meeting where a quorum is present.

C. EMERITI TRUSTEES

Upon recommendation of the Nominations and Governance Committee, Trustees who have served with distinction, ordinarily for two (2) full terms, may be elected by the majority of Trustees as Trustees Emeriti. Terms shall be without limit. Emeritus Trustees may serve as members of Committees and may attend and participate in meetings of the Corporation but they are not members of the Corporation and shall not be entitled to vote or serve as officers or be included when calculating a quorum.

D. NOMINATIONS

The Nominations and Governance Committee shall recommend candidates for election or reelection to the Board through procedures adopted by such committee and approved by the Board. A slate of candidates, with biographical information for each prospective Trustee candidate, shall be provided to all Trustees in advance of the annual or regular meeting of the Board at which an election is scheduled.

ARTICLE V – DEFINING THE ROLES AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES, PRESIDENT, PROVOST, ACADEMIC DEANS AND FACULTY

A. THE BOARD OF TRUSTEES

The Board is the governing board and final institutional authority of WPI. The Board is authorized to carry out all functions permitted by law and these Bylaws, including but not limited to:

1. Reviewing and approving WPI's mission, purposes and organizational structure;
2. Appointing the President and setting appropriate terms of employment, including compensation;
3. Supporting the President and assessing the President's performance;
4. Approving institutional policies and decisions bearing on faculty appointment, promotion, tenure, discipline and dismissal;
5. Reviewing and approving new academic programs and major changes in existing programs, academic organization and structure;
6. Approving all earned and honorary degrees;
7. Approving WPI's annual operating budget, capital budget, tuition and fees;
8. Monitoring WPI's financial condition and establishing policies affecting institutional assets;
9. Authorizing any debt financing and approving the securitization of loans;
10. Authorizing the construction of new buildings, capitalization of deferred maintenance backlogs, and major renovations of existing buildings;
11. Authorizing the purchase, sale and management of land, buildings, or major equipment in excess of \$1.0M;
12. Contributing financially to WPI's fundraising goals and participating actively in strategies to secure sources of support;
13. Approving the terms of employment and compensation of vice presidents and administrative officers who serve at the pleasure of the President;
14. Electing Board members and officers;
15. Reviewing these Bylaws and undertaking or authorizing assessments of the Board's performance.

The Board, while maintaining a general overview of WPI, entrusts the operation of WPI to the President. The policies established or approved by the Board shall be administered by the President directly, or by delegation to others. In discharge of its responsibilities, the Board may make such formal and informal delegations of functions, responsibilities and authorities as it considers appropriate to the President and, through the President, to administrative officers and members of the Faculty.

B. THE PRESIDENT

The President is the chief executive officer of WPI responsible for all of WPI's affairs. The President is a Trustee and a member of the Faculty. It is the duty of the President to see to it that the standards and procedures in operational use within WPI conform to the policy established by the Board and to the standards of sound academic practice. The President has full authority to:

1. Operate WPI, including all of its academic, administrative and financial affairs;
2. Oversee institutional policy-making;
3. Consult with the Faculty and other key stakeholders on important institutional matters;
4. Maintain and grow WPI's resources;
5. Prepare and submit for the Board's approval proposed operating and capital budgets for the ensuing fiscal year;
6. Establish an administrative structure that will best enable the President to discharge the duties of the office effectively;
7. Lead the process of establishing WPI's strategic priorities, recognizing that such a process should facilitate a shared effort between the Board, the administration, the Faculty, students and the WPI community;
8. Appoint vice presidents and other officials to carry out responsibilities for institutional activity.

C. THE PROVOST

The Provost is WPI's chief academic officer after the President and is a member of the Faculty. In consultation with the Deans, Department Heads and members of the Faculty, the Provost shall take initiative in proposing plans and actions in academic matters, in reviewing and implementing educational programs and policies. The Provost:

1. Is appointed by the Board on nomination by the President;
2. Reports to the President;
3. Appoints, supervises and evaluates the Academic Deans;
4. Collaborates with the Deans, Department Heads and members of the faculty on academic matters;
5. Develops, recommends and manages the budget of Academic Affairs;
6. Recommends faculty candidates for tenure and promotion to the President and the Board.

D. THE ACADEMIC DEANS

Academic Deans are members of the Faculty, reporting to the Provost, charged with responsibility to operate WPI's academic programs. The Provost may also appoint other academic deans and administrators, including but not limited to deans of Undergraduate Studies and Graduate Studies, and a Vice-Provost for Research. Each School's budget is under the control of the Dean. The Provost assigns duties and responsibilities to the Academic Deans including responsibility for:

1. Taking initiative in proposing the strategic direction of teaching, scholarship, research, and new programs and initiatives;
2. Collaborating with the other Academic Deans, Department Heads, Program Directors and members of the faculty on academic matters to advance institutional goals;

3. Developing and recommending budgets to the Provost for their respective areas of responsibility;
4. Raising the visibility of the activities within their Schools through external engagements, fundraising and other activities;
5. Supporting and providing the Faculty with opportunities for professional advancement;
6. Consulting with the Provost regarding recommendations for faculty hiring, tenure and promotion;
7. Supervising and evaluating Associate Deans, Department Heads, Program Directors, and other direct reports, and making recommendations to the Provost on appointments to these roles;
8. Seeking and obtaining input and advice from Department Heads and Faculty members on important issues affecting their areas of responsibility;
9. Such other duties, responsibilities and authority as may be delegated from time to time by the President and the Provost.

E. THE FACULTY

The faculty is understood to consist of such persons as shall be designated in the Faculty Constitution and Faculty Bylaws and approved by the Board. Faculty members report to their respective Department Head and/or Program Director, as applicable. The WPI faculty are primarily responsible for advancing WPI's academic mission through instruction and expanding the boundaries of knowledge through scholarship and research. Faculty members also play critical service roles within and outside of WPI. The roles, responsibilities, and rights of faculty are documented in the WPI Faculty Handbook.

F. ACADEMIC STRUCTURE

The academic structure of WPI shall consist of the following Schools: The School of Arts and Sciences; The School of Engineering; The Business School; and The Global School.

G. EFFECTIVE COLLABORATION

Navigating the complex and dynamic requirements of sustaining a thriving university requires the focused and collaborative efforts of all members of the WPI community. Effective collaboration must be rooted in principles that reflect mutual respect, trust, integrity, academic freedom, creativity, flexibility, and agility, where consultation and decision-making processes are well-defined. The President should periodically evaluate and report to the WPI community on the state of effective collaboration at WPI.

ARTICLE VI – OFFICERS

A. OFFICERS

Upon recommendation by the Nominations and Governance Committee, the Board shall elect a Chair, one or more Vice-Chairs, a President, a Treasurer, an Assistant Treasurer, a Secretary, and a Deputy Secretary of the Corporation. A vacancy in any of said offices may be filled by election at the next meeting of the Corporation.

B. OFFICERS NOT ELECTED FOR SPECIFIC TERMS

Unless elected for a specific term, the Chair, one or more Vice-Chairs, the President, the Treasurer, the Assistant Treasurer, the Secretary, and the Deputy Secretary shall hold their offices at the pleasure of the Board.

C. CHAIR AND VICE-CHAIRS

The Chair shall be a member of the Corporation, shall preside at all meetings of the Corporation and shall perform the duties usually attached to that office. The Vice-Chairs shall be members of

the Corporation and shall perform the duties of the Chair in the event of his or her absence or inability to serve. The Chair and Vice-Chairs shall be elected annually for a maximum of five (5) one-year terms for any individual in either of these positions.

D. SECRETARY

The Board shall elect the Secretary from among the full-time employees of the Corporation. The Secretary shall perform the duties customary for the Clerk of any corporation and shall keep a record of the minutes.

E. TREASURER

The Board shall elect annually at the Annual Meeting of the Corporation the Treasurer from among the full-time employees of the Corporation. The Treasurer shall perform the duties usually attached to that office. The Treasurer may borrow money when authorized to do so by the Corporation and shall give in writing to the Corporation at the October meeting a full account of the financial condition of the Corporation. The Treasurer shall, with the authorization of the Corporation, have power to buy, sell or transfer from time to time securities and other property in which funds of the Corporation may be invested.

F. ASSISTANT TREASURER AND DEPUTY SECRETARY

The Assistant Treasurer and the Deputy Secretary shall be elected annually at the Annual Meeting of the Corporation from among the full-time employees of the Corporation, shall assist the Treasurer and Secretary, respectively, in the discharge of their duties, and shall perform the duties of the Treasurer and the Secretary, respectively, in the event of their absence or inability to serve.

ARTICLE VII – COMMITTEES

A. EXECUTIVE COMMITTEE

The Board annually shall elect an Executive Committee composed of at least seven (7) Trustees, which number shall include the President, the Chair, and the Vice-Chairs. The Chair of the Board

shall be the Chair of the Executive Committee. The Secretary of the Corporation shall serve as staff to the Executive Committee. The Executive Committee shall hold regular meetings at such times and places as its members may from time to time determine, provided that any member who is absent when such determination is made shall be given notice of the determination. Special meetings of the Executive Committee may be held at such time and place as may be designated in a call by the President or the Chair. The President shall prepare an agenda for each meeting of the Executive Committee. A majority of the Executive Committee shall constitute a quorum. The affirmative vote of a majority of all of the members of the Executive Committee shall be required for the Executive Committee to act. The Executive Committee may create other committees, and shall keep records of its proceedings. Each Trustee shall be provided minutes of each meeting of the Executive Committee, with all actions to be reported at the next meeting of the Corporation. The Executive Committee shall have power during the intervals between the meetings of the Board to exercise all powers of the Corporation except as otherwise provided by law or reserved by these Bylaws to the Board, and shall have the power to delegate to other committees such of its duties and powers as it may deem desirable. The Executive Committee may not: (a) change the number of the Board, remove Trustees from office or fill vacancies on the Board; (b) amend the WPI Charter; (c) adopt, amend or repeal the Bylaws; or (d) remove officers or fill vacancies in office.

B. STANDING COMMITTEES

The following shall be the standing committees of the Corporation:

1. Academic Planning Committee
2. Advancement Committee
3. Audit and Risk Committee
4. Budget and Finance Committee
5. Leadership Development and Executive Compensation Committee

6. Investment Committee
7. Facilities and Infrastructure Committee
8. Nominations and Governance Committee
9. Student Affairs Committee

For each standing committee, the Board shall approve a charter setting forth each committee's purpose and the duties and responsibilities delegated to the committee by the Board. Each standing committee shall regularly review its charter and amend it when necessary or appropriate. Proposed amendments shall be reviewed by the Nominations and Governance Committee and approved by the full Board. Each standing committee shall consist of five (5) or more voting Board members, excluding *ex-officio* members. The Chair of the Board shall be an *ex-officio* member of each standing committee. The Chair and members of each standing committee shall be appointed annually by the Chair of the Board. Regular rotation of Board members through various standing committees and regular rotation of standing committee chairs ensures Board members have exposure to the full panoply of areas of the Corporation's operations. Vacancies in any standing committee shall be filled by the Chair of the Board.

C. OTHER COMMITTEES

The Corporation may establish such other committees as it deems appropriate for the transaction of its business.

ARTICLE VIII – MEETINGS OF THE BOARD OF TRUSTEES

A. REGULAR MEETINGS

There shall be at least three (3) regular meetings of the Board each year. One of the meetings shall be the Annual Meeting and shall be held between May 1 and June 30. The other two regular meetings shall be held in or about October and February, respectively. All such meetings shall be

held on dates approved by the Executive Committee.

B. SPECIAL MEETINGS

Special Meetings of the Board may be called at any time by the President, the Chair or any twelve (12) Trustees, to be held at such places and times as stated in the calls to the meetings. No business may be transacted at a special meeting of the Board other than that stated in the call to the meeting.

C. NOTICES AND MINUTES

Notice of each meeting of the Board shall be sent by the Secretary (or if the Secretary is unable or unwilling, then the Deputy Secretary) to each Trustee at least seven (7) days before the time of the meeting, and the notice of a special meeting shall state the object for which it is called. Trustees shall be provided minutes of each meeting of the Board.

D. QUORUM

A majority of all of the Trustees shall constitute a quorum at all meetings of the Board.

E. ORDER OF BUSINESS

The President and Chair in coordination shall prepare an agenda for each meeting of the Board.

F. ACTION AT MEETING

If a quorum is present when a vote is taken, the affirmative vote of a majority of all Trustees is the act of the Board. A Trustee who is present at a meeting of the Board or a committee of the Board when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Trustee who votes in favor of the action taken.

G. CONSENT IN LIEU OF MEETING; TELEPHONE CONFERENCE MEETINGS

In addition to any other method permitted by law, (1) the Board and any committee of the Corporation may take any action by unanimous written consent in lieu of a meeting (including written consent delivered by email transmission or other electronic transmission), and (2) the Board and any committee of the Corporation may take any action by means of a meeting conducted using a conference telephone, video conference or similar communications equipment, so long as all Trustees participating may simultaneously hear each other during the meeting.

ARTICLE IX – CONFLICT OF INTEREST

Each Trustee shall be familiar with and comply with the Corporation's Conflict of Interest Policy, as it shall be approved and amended by the Board from time to time.

ARTICLE X – MISCELLANEOUS PROVISIONS

A. POWER TO ACQUIRE, MORTGAGE OR CONVEY REAL ESTATE

The power of the Corporation to acquire, mortgage or convey real estate shall be exercised by the Board or the Executive Committee, provided, however, that the Board or the Executive Committee may delegate limited authority to the President, Treasurer and Assistant Treasurers, specifying the extent of the authority so delegated.

B. INDEMNIFICATION

Each person who at any time has served as a member of the Corporation or of any committee of the Corporation or as an officer of the Corporation or who has served at the request of the Corporation as an officer, individual Trustee, director or member of any organization in which the Corporation has an interest, including any trust or association established in connection with a retirement plan for employees of the Corporation shall, to the extent permitted from time to time by law, be indemnified by it against all expenses actually and necessarily incurred by such individual(s) in connection with the defense of any action, suit, or proceeding to which he or she has been made a

party by reason of his or her being or having been in such role, to the extent provided for in the WPI Charter. The Board may, in its discretion, authorize from time to time the indemnification of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the Corporation or who serves at the request of the Corporation as an employee or other agent of an organization in which the Corporation has an interest, but only to the extent permitted from time to time by law.

ARTICLE XI - FISCAL YEAR

The fiscal year of the Corporation be and hereby is fixed as the twelve (12) month period ending on the last day of the month of June in each year.

ARTICLE XII - AMENDMENT

The Bylaws may be altered or amended at any meeting of the Board by an affirmative vote of not less than two-thirds of all of the Trustees at a meeting where a quorum is present. A proposed amendment shall be referred to the Executive Committee for recommendation. The full text of a proposed amendment shall be sent to the Trustees at least seven (7) days before the date of the meeting at which action thereon is to be taken. If for any reason the Executive Committee fails to report at the next meeting following notice of a proposed amendment, the Board may proceed to act thereon without the Committee's report.

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Amended and Approved by the Board of Trustees on September 8, 2023.