

BYLAWS OF
RENSELAER POLYTECHNIC INSTITUTE

Adopted by the Board of Trustees

As amended through March 4, 2017

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ARTICLE I - Powers of Trustees

The Board of Trustees constitutes the body corporate and paramount governing authority of the Institute, and shall have and shall responsibly exercise all of the powers prescribed by the Act of Incorporation and other applicable law. These powers relate primarily to the establishment of educational goals and policy, conferring of degrees, and the development and management of financial resources.

In furtherance of its power, the Board shall carry out the following functions:

1. Determine and periodically review the purposes and the mission of the Institute.
2. Establish, review and approve changes in the educational programs of the Institute, consistent with its mission.
3. Establish procedures regarding appointment, promotion, tenure and dismissal of faculty members.
4. Approve annually the terms and conditions of employment and salary policies for all staff, faculty, administrators and other employees of the Institute.
5. Appoint the President, who shall be the Chief Executive Officer of the Institute, and any other Officers of the Board and Administrative Officers of the Institute, in accordance with these bylaws.
6. Approve and authorize all earned and honorary degrees upon recommendations of the faculty.
7. Oversee and approve the budget of the Institute, and establish policy guidelines for the endowment and for all investments and major fund raising efforts.
8. Authorize the purchase, management and sale of all land, buildings, and major equipment.
9. Authorize the construction of new buildings and major renovations of existing buildings as defined by Board policy.
10. Authorize the incurring of debts by the Institute and securing thereof by mortgage and pledge of real and personal property tangible and intangible.
11. Authorize all charges for tuition and fees within the Institute.
12. Authorize Officers of the Institute to accept membership in outside activities.

ARTICLE II - Membership of Board of Trustees

Section 1. The Board of Trustees shall consist of not more than thirty-five (35) members, including the Mayor of Troy as ex-officio, and shall be called Active Trustees.

Section 2. A majority of the Active Trustees shall be alumni of Rensselaer Polytechnic Institute, but if Board vacancies result in less than an alumni majority, acts of the Board shall be nonetheless valid and enforceable pending filling of such vacancies to restore an alumni majority.

Section 3. Nominations of Active Trustees must be made at a regular meeting of the Trustees and must be voted on at a subsequent meeting. A majority of the incumbent Board, but not less than ten (10) members in the event of a catastrophe, shall be necessary to elect.

Section 4. Active Trustees shall serve for four-year terms and may be elected for succeeding terms.

Section 5. Whenever a vacancy shall occur in the Board of Trustees the Governance Committee shall, as soon as possible thereafter, present to the Board the names of one or more persons for nomination. Any Trustee may also make nominations from the floor at any meeting of the Board when nominations are presented by the Governance Committee. In case no nominee receives the votes of the majority of the Board present, a second ballot confined to the two candidates receiving respectively the first and second highest number of votes shall be taken. Of these two, the candidate who receives the votes of the majority of the Board shall be declared elected. If no election results from the second ballot, the election of the Trustee shall be postponed until the next meeting of the Board.

Section 6. Any member of the Board of Trustees may be removed from office, for cause, at any meeting of the Board by affirmative vote of two-thirds of the Trustees then in office.

Section 7. If any Active Trustee shall, for a continuing period of one year, fail to attend the meetings of the Trustees without reasonable excuse, he/she may be removed from office as Trustee at any meeting of the Board of Trustees by two-thirds vote of the Trustees then in office. Additionally, as required by the Act of Incorporation, in no event may a Trustee be removed from office as Trustee at any meeting of the Trustees where there are less than twelve (12) Trustees present.

Section 8. No person shall be eligible for election prior to attaining the age of eighteen (18) years, nor shall any Trustee be elected to serve a term commencing after attaining the age of seventy-five (75) years.

Section 9. No officer of the Institute is eligible for elected Board membership.

Section 10. The immediate past President of the Institute shall not be eligible for election to the Board.

ARTICLE III – Trustees Emeriti, Honorary Trustees, and Special Committee Members

Section 1. Trustees Emeriti, Honorary Trustees, and Special Committee Members are recommended to the Board by the Governance Committee and elected at any meeting of the Board by a majority of the Board of Trustees.

Section 2. A Trustee who retires from the Board of Trustees and has served a minimum of ten years and attained the age of seventy (70), or who has served a minimum of twelve years may be elected as a Trustee Emeritus or a Trustee Emerita for life. This position shall be reserved for those Trustees with records of distinctive service. There is no limitation on the number of Trustees Emeriti that may be elected.

Trustees Emeriti shall be entitled to receive notices of all meetings of the Board, to attend and speak at all such meetings, to receive minutes of all meetings of the Board and Executive Committee, and to be members of all Committees except the Executive Committee. They shall have advisory votes in meetings of any Committee on which they may serve, but shall not have voting powers in meetings of the Board. Trustees Emeriti shall not be counted as a member of the Board for any purpose.

Section 3. An individual who has served as a past Trustee for at least one term, or who has never served as a Trustee, may be elected as an Honorary Trustee. This position shall be reserved for individuals with records of distinguished leadership who can offer specific knowledge, access, and/or prestige as a result of their positions and achievements. Honorary Trustees are elected for four-year terms and may be reelected. There is no limitation on the number of Honorary Trustees.

Honorary Trustees shall be entitled to receive notices of all meetings of the Board, to attend and speak at all such meetings, to receive minutes of all meetings of the Board and Executive Committee, and to be members of all Committees except the Executive Committee. They shall have advisory votes in meetings of any Committee on which they may serve, but shall not have voting powers in meetings of the Board. Honorary Trustees shall not be counted as a member of the Board for any purpose.

Section 4. Special Committee Members may be elected to serve on standing and special Committees of the Board of Trustees, except the Executive, Finance, Audit and Governance Committees, to provide special expertise when needed. Special Committee Members are nominated by the chair of a Committee, and then endorsed by the President, the Chair of the Governance Committee, and the Chair of the Board before they are recommended to the Board by the Governance Committee. Special Committee Members are elected for one-year terms and may be reelected. No more than ten individuals may serve as Special Committee Members at any one time.

Special Committee Members are entitled to receive notices of all meetings of the Committee to which they are elected, to attend and speak at all such meetings, and to receive minutes of all meetings of the Committee. They have no vote but may give advice in meetings of the Committee on which they serve.

ARTICLE IV - Officers of the Board of Trustees

Section 1. The Officers of the Board shall be elected members of the Board and shall be a Chair, one or more Vice Chairs and Secretary. By virtue of his/her office, the President of the Institute shall be an Officer of the Board but shall not be a voting member. When the President concludes his/her service in that office, his/her Board membership shall also terminate.

Section 2. Elected Officers shall serve three-year terms or until their successors are elected, provided however, that no Officer may be elected to more than two consecutive regular terms for the same office. This limitation shall not apply to an election of an Officer to fill the unexpired term of a vacating Officer. Unless a vacancy occurs at another time, elections of the Officers of the Board shall be held at the annual meeting of the Board. A vacancy in any office may be filled at any time.

Section 3. The Board of Trustees may approve the appointment of other officers (such as Assistant Secretaries), upon recommendation of the President, as it deems necessary. Such persons, who need not be members of the Board shall hold office at the discretion of the Board and shall be subject to removal by affirmative vote of a majority of the entire membership of the Board.

Article V - Powers and Duties of the Chair and Vice Chair(s)

Section 1. The Chair shall ensure that the Board of Trustees is organized and functioning for the maximum benefit of the Institute, shall preside at all meetings of the Board, shall have the right to vote on all questions, and shall have such other powers and duties as the Board from time to time may prescribe.

Section 2. In the absence of the Chair, the Vice Chair(s) shall perform the duties of the office of the Chair and have such other powers and duties as the Board of Trustees may from time to time prescribe.

Section 3. In the absence of the Chair and the Vice Chair(s), the President shall preside at meetings of the Board of Trustees and shall perform such other duties as the Board may delegate to him/her in addition to his/her duties as chief executive officer of the Institute.

Section 4. In the absence of the Chair, the Vice Chair(s) and the President from any meeting of the Board of Trustees, the Board shall appoint a presiding officer.

ARTICLE VI - Powers and Duties of the Secretary of the Board

The Secretary shall give proper notice of all meetings of the Board and shall keep a record of the appointment of all Committees of the Board. The Secretary shall further keep or cause to be kept a record of the minutes of all meetings of the Board and each of its Committees. After each Board

meeting, the Secretary shall mail a complete copy of the minutes of that meeting to each Trustee. The Secretary shall have custody of the seal of the Institute and shall attest to and affix said seal to such documents as are required in the business of the Institute, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts of resolutions, certificates, minutes, and bylaws issued pursuant to the authority of the Institute. Any of the duties or powers of the Secretary may be performed by an Assistant Secretary who shall be responsible to and report to the Secretary and the President of the Institute.

ARTICLE VII - Officers of the Institute

Section 1. The Officers of the Institute shall be a President and such other of the following officers as may be designated by the Board: a Provost, Vice Presidents, a Treasurer, and a Secretary. Additional officers may be approved at the discretion of the Board.

Section 2. The President shall be appointed by the Board and shall hold his/her office at the pleasure of the Board. All other Officers shall be designated by the President and appointed by the Board and shall serve at the pleasure of the President with advice of the Board. The President may appoint Officers who may act, on a temporary basis, for the above-named Officers during the absence of any such Officer or while the position is vacant and a permanent incumbent is being sought.

Section 3. In the event of a vacancy in the office of the President, the Board of Trustees shall appoint a special Presidential Search Committee to submit nominations for candidates to the office.

ARTICLE VIII - Powers and Duties of the President

Section 1. The President of the Institute shall be the chief executive and academic officer of the Institute and the official advisor to and executive agent of the Board of Trustees and its Executive Committee. The President shall, as educational and administrative head of the Institute, exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its responsibilities.

Section 2. The President shall be expected to attend all meetings of the Board but without power to vote. The President shall have the power, on behalf of the Board, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee, and except as otherwise provided in these Bylaws, shall be an ex officio member of all Committees of the Board without power to vote.

ARTICLE IX - Powers and Duties of the Provost and Vice Presidents

The Provost shall be the chief academic officer of the Institute and shall have such powers and shall perform such duties as may be assigned by the President. Each Vice President shall have such powers and shall perform such duties as may be assigned by the President. In case of the absence or disability

of the President, the duties of that office shall be performed in accordance with the delegation of authority established by the President and held on file in the office of the President.

ARTICLE X - Powers and Duties of the Vice President for Finance or the Treasurer

The Vice President for Finance or the Treasurer (which may be combined into one position), under the direction of the President, shall be responsible for carrying out the mandates of the Board of Trustees and its Finance Committee in overseeing the financial resources of the Institute including, but not limited to, cash, securities, stocks, bonds and all other property, personal and real, owned by the Institute; assuring that all books and accounts are accurately kept; presenting a full and detailed financial statement properly audited by an independent certified accountant, to the Board at its annual meeting and, if requested, at any other meeting of the Board or any other meeting of its Finance or Executive Committees; monitoring the investments of the Institute, including all funds and endowments, as recommended by the Investment Committee, and approved by the Board of Trustees; and furnishing a bond for the faithful performance and discharge of these duties, as may be directed by the Board or required by state statute. The Vice President for Finance or the Treasurer shall be an ex officio member of the Finance Committee and of the Investment Committee.

ARTICLE XI - Powers and Duties of the Secretary of the Institute

The Secretary of the Institute shall perform duties as assigned by and under the direction of the President.

ARTICLE XII - Meetings

Section 1. There shall be four regular meetings of the Board of Trustees annually, which shall be held in the winter, spring (2), and fall on such dates and at such places as may be designated by the Board. The annual meeting of the Board shall be the winter meeting of each year.

Section 2. Special meetings may be held at the call of the Chair, or on the written request of three Trustees, setting forth the objectives of the meeting.

Section 3. No meeting of the Board of Trustees shall be held unless notice shall have been sent by mail to or left at the designated mailing address or place of residence of each member of the Board, signed by the Secretary, or in the case of his/her inability, by the Chair of the Board or Vice Chair. At least ten days' notice shall be given of any meeting. In case of special meetings, the notice shall state the purpose of the meeting, and no business shall be transacted at such meeting that does not relate to the purposes stated.

Section 4. A quorum for the transaction of any business shall consist of a majority of the elected Active members of the Board of Trustees. Additionally, in the event of a catastrophe and as required by the

Act of Incorporation, no new Trustee shall be elected or real estate purchased or sale approved unless at least ten (10) Active Board members are present, and no other business transacted unless at least seven (7) members are present. Whenever at any regular or special meeting of the Board less than a quorum shall be present, the Board members present shall have power to adjourn to any time prior to the next regular meeting, or conduct its business subject to approval of its actions at its next regularly scheduled meeting where a quorum is present.

Section 5. Any action required or permitted to be taken by the Board of Trustees or any Committee of the Board may be taken without a meeting if all members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action. The written consents thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

Section 6. Any one or more members of the Board of Trustees or any Committee of the Board may participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting. The vote of a majority of the members of the Board or Committee present at the time of the vote, if a quorum is present at such time, shall be the act of the Board or Committee.

ARTICLE XIII - Committees

Section 1(a). The Board of Trustees shall have the following standing Committees:

- Academic Affairs & Research
- Administration and Infrastructure
- Advancement
- Audit
- Executive
- Finance
- Governance (formerly Committee on Trustees)
- Institute Diversity
- Investment
- Student Life

There may be such special or ad hoc Committees as the Board may from time to time establish for the discharge of particular duties.

Section 1(b). Special (ad hoc) Subcommittee of the Board: Compensation and Personnel Development Committee.

Section 2. A quorum for the transaction of any business of a standing Committee shall consist of a majority of the Active Trustee members of that Committee. Whenever at any regular or special

meeting of a standing Committee less than a quorum shall be present, the Committee members present shall have power to adjourn to any time prior to the next meeting, or conduct its business subject to approval of its actions at its next regularly scheduled meeting where a quorum is present or at the next regularly scheduled meeting of the Board of Trustees.

Section 3. The Chair of the Board shall be an ex officio voting member of all Committees. Each Committee shall include at least three additional Active Trustees; the Audit Committee shall consist of at least five Active Trustees. The Chair of each Committee shall be an Active Trustee; the Chair of the Board shall chair the Executive Committee and the Compensation and Personnel Development Committee.

Section 4. The President shall be, and all compensated Officers of the Institute may be, ex officio nonvoting members of standing, special and ad hoc Committees, except that they may not be members of the Audit Committee and any Committee specifically established to fix their compensation. The President may attend any meeting of any Committee, including the Audit Committee.

Section 5. Terms of service shall continue to the date of the annual meeting. Vacancies occurring may be filled by appointment at any meeting of the Executive Committee. The term of service of a Trustee member of any Committee shall terminate when such member ceases to be a Trustee. Any member of a Committee shall be eligible for reappointment.

Section 6. Members of Committees who are Active, Honorary or Emeriti Trustees shall be selected for membership on each Committee by a majority of the Executive Committee. Special Committee Members shall be nominated, endorsed and elected to Committees as described in Article III, section 4.

Section 7. The President, with approval of the Chair of the Board, may designate appropriate Institute staff members to serve as secretary of each Committee.

Section 8. Except as otherwise provided in this Article, all standing Committees shall meet at least two times annually, with telephonic and mail meetings permitted.

Section 9. Minutes of all Committee meetings shall be maintained in the official files of the Board of Trustees.

Section 10. The Executive Committee shall act for the Board of Trustees in all matters requiring action between meetings of the full Board except for the following, which shall be reserved for the Board as specified elsewhere in these Bylaws: presidential selection and termination; Trustee and Board Officer selection; Bylaw amendment; review of institutional mission and purposes; incurring corporate indebtedness; approval of the annual budget; and conferral of degrees. Specifically the Executive Committee shall recommend to the Board the establishing of such bank accounts and borrowing resolutions on such terms and conditions as the Committee and Board may see fit; ensure suitable bonding coverage and security for all persons who exercise financial responsibility in handling Institute moneys, securities, or other financial assets; review the authorized signatures for the withdrawal and

payment of Institute funds; prepare appropriate resolutions for action by the Board when changes in personnel require changes in authorized signatures; recommend to the Board action on academic and senior administrative appointments and policies for planning; and act in other matters delegated by the Board.

The Chair of the Board of Trustees shall be the Chair of the Executive Committee. In the absence of the Chair and Vice Chair(s), the President shall preside at the meetings. The Vice Chair(s) and Secretary of the Board, and the Chair (or a representative of the Committee for the term of the Chair) of each Standing Committee of the Board shall be the Executive Committee. The President shall be an ex officio member of the Executive Committee, without power to vote, and shall not be counted as a member of that Committee for the purpose of determining a quorum. The President or Presidential designate shall serve as Secretary of the Executive Committee.

The Committee shall meet regularly at least once between Board meetings or at the call of the Chair or Secretary or upon request of two members of the Committee. A majority of the Committee members shall constitute a quorum.

Minutes of the meetings of the Executive Committee shall be taken and distributed promptly to each member of the Board following each Committee meeting.

At each meeting of the Board of Trustees the Committee shall report all actions it has taken since the preceding meeting of the Board.

Section 11. Charges for other standing and special Committees are established as a matter of Board policy and are appended to these By-Laws as Appendix B. Appendix B is advisory and not an integral part of these Bylaws. Appendix B may be amended as necessary by a majority vote of the Board at any meeting of the Board.

ARTICLE XIV - Indemnification

The Institute shall, as expenses are incurred, indemnify any and all of its Trustees and/or Officers, or former Trustees and/or Officers or any person who may have served at the Institute's request as a Trustee or Officer of another corporation, against all judgments, fines and other liabilities and all reasonable costs and expenses, including counsel fees and amounts in settlements or compromise, paid or incurred by or imposed on them, or any of them, in connection with or resulting from any action, suit or proceeding, either instituted or threatened, in which they, or any of them, are made parties, or a party, by reason of being or having been Trustees and/or Officers of the Institute or of such other corporation, except in relation to matters as to which any such Trustee or Officer or former Trustee or Officer or person, shall be adjudged in such action, suit or proceeding, to be liable for gross negligence or willful misconduct in the performance of duty, unless a majority of the disinterested trustees of the Institute, upon a review of the circumstances, finds that such Trustee, Officer, or person, either severally or jointly acted, in the opinion of said disinterested Trustees, in good faith for the Institute or for a purpose which he/she or they reasonably believed to be in the best interest of the Institute, and in the case of criminal actions or proceedings, had, in addition, no reasonable cause, in the opinion of said disinterested Trustees, to believe that his/her or their conduct was unlawful. Such indemnification shall not be deemed exclusive of, but shall be in addition to, any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of the Institute's Trustees or otherwise, and shall inure to the benefit of their heirs, executors and administrators. In the event that any such Trustee or Officer or former Trustee or Officer or person shall have been reimbursed for any such expense prior to a finding of gross negligence or willful misconduct, such amounts as shall have been advanced shall be repaid to the Institute upon demand.

ARTICLE XV - Conflicts of Interest

Section 1. A Trustee shall be considered to have a conflict of interest if (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his/her responsibilities to the Institute, or (b) such Trustee is aware that a member of his/her family (which for purposes of this paragraph shall include spouse, parents, siblings, children and any other relative, if the latter resides in the same household as the Trustee), or any organization in which such Trustee (or member of his/her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other conflicting interests. At the earliest practicable time each Trustee shall disclose to the Director of Internal Auditing for transmittal to the Board Chair any possible conflicts of interest. No Trustee shall vote on any matter, under consideration at a Board or Committee meeting, in which such

Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made. A Trustee who is uncertain whether or not a conflict of interest exists in any matter may request the Board or Committee to resolve the question by majority vote.

Section 2. The Board of Trustees also is responsible for adequate conflict of interest policies for all employees at the Institute.

ARTICLE XVI - Discrimination Prohibited

In administering its affairs, the Institute shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, sexual preference, age or physical disability.

ARTICLE XVII - Seal

The official seal of Rensselaer Polytechnic Institute shall consist of a round device, the inner circle of which shall be blank, and the annular space between its circumference and a concentric outer circumference shall bear the words, Rensselaer Polytechnic Institute -- 1824.

ARTICLE XVIII - Miscellaneous

Section 1. All former resolutions of the Board of Trustees conflicting with these Bylaws are hereby repealed.

Section 2. The operation of these Bylaws shall not be suspended except at a duly noticed meeting by the unanimous vote of the members present, in number not less than two-thirds of the entire Board. In any event, the operation of the Bylaws shall not be changed or suspended for election of a Trustee or an Officer nor for the removal of a Trustee, unless in the notice of the meeting.

Section 3. These Bylaws shall not be published separately from the Act of Incorporation.

ARTICLE XIX - Amendments

These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board by the affirmative action of a majority of the whole number of Trustees, provided notice of the proposed action and the substance of the proposed amendment shall be included in the notice of the meeting.

APPENDIX A
ACTS OF THE LEGISLATURE OF THE STATE OF
NEW YORK RELATING TO THE INSTITUTE

The Rensselaer School was established November 5, 1824. It was incorporated by an Act passed March 21, 1826, Chap. 83. The Act of April 26, 1832, Chap. 327, gave the Trustees power to remove to Greenbush if they wished. A law dated May 9, 1835, Chap. 254, differentiated the science from the engineering course and instead of A.B. (r.s.) the degrees B.N.S. and C.E. were, in consequence, given. By the fourth Act passed May 8, 1837, Chap. 351, the name was changed to Rensselaer Institute. The office of Director was created and the Board of Trustees enlarged to 19 members by a law dated March 8, 1850, Chap. 49. July 10, 1851, Chap. 498, the State gave the Institute \$3,000. The Act of April 8, 1861, Chap. 151, legalized the change of name to Rensselaer Polytechnic Institute, made ten years before, and gave the Board of Trustees power to increase its number to 25 members. To aid in rebuilding, after the fire of 1862, the State gave, April 23, 1863, Chap. 210, ten thousand dollars and April 23, 1864, Chap. 320, it gave a collection of fossils. Fifteen thousand dollars were given, May 8, 1868, Chap. 717, and \$3,750 by an Act passed April 28, 1871, Chap. 869. The Act of April 8, 1861, Chap. 151, as amended by Acts passed, March 26, 1866, Chap. 229, May 4, 1887, Chap. 277, and February 16, 1907, Chap. 14, constitutes the "Charter" of the school and is printed on following pages as the "Act of Incorporation." A special law passed April 22, 1898, Chap. 483, gave the Institute special powers regarding the admission of students. The text of this law follows that of the "Act of Incorporation."

SPECIAL ACT PASSED APRIL 22, 1898, CHAPTER 483

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. Rensselaer Polytechnic Institute shall have exclusive power to regulate and prescribe the terms of admission of students to the courses of instruction prescribed from time to time to candidates for its degrees and on the satisfactory completion of such courses of study to confer degrees as authorized by chapter one hundred fifty-one of the laws of eighteen hundred and sixty-one, and the several laws amendatory thereof and to award suitable diplomas or certificates thereof.

SPECIAL ACT PASSED FEBRUARY 26, 1931, CHAPTER 34

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. Rensselaer Polytechnic Institute, a body corporate by virtue of chapter one hundred and fifty-one of the laws of eighteen hundred sixty-one and the acts amendatory thereof and supplemental thereto, shall have the power to confer honorary degrees and to award suitable diplomas or certificates thereof in conformity with the rules of the Regents of the University of the State of New York.

Sec. 2 This act shall take effect immediately.

1982 REGULAR SESSION

RENSSELAER POLYTECHNIC INSTITUTE--
NUMBER OF TRUSTEES

CHAPTER 43

APPROVED AND EFFECTIVE APRIL 2, 1982

AN ACT to amend chapter one hundred fifty-one of the laws of eighteen hundred sixty-one, relating to incorporating Rensselaer Polytechnic Institute, in relation to the number of trustees

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. Section four of chapter one hundred fifty-one of the laws of eighteen hundred sixty-one, relating to incorporating Rensselaer Polytechnic Institute, the closing sentence as added by chapter two hundred twenty-nine of the laws of eighteen hundred sixty-six, is amended to read as follows:

No new trustee shall be elected, nor shall any real estate be purchased or alienated, unless at least ten members of the board shall be present at the meeting, seven members shall be a quorum for the transaction of any other business. The board shall have power in its discretion to increase the number of trustees, so as to make it consist of [twenty-five] no more than thirty-five members, including the mayor of Troy. If any trustee shall for a continuous period of one year, fail to attend the meetings of the trustees, without reasonable excuse, he may be removed from his office as trustee at any meeting of the trustees where there are not less than twelve trustees present.

Sec. 2. This act shall take effect immediately.

ACT OF INCORPORATION

Being Chapter 151, Laws 1861, as amended by Chapter 229, Laws 1866,
Chapter 277, Laws 1887, and Chapter 14, Laws 1907.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. The present trustees of Rensselaer Polytechnic Institute and their successors, are hereby constituted a body corporate and politic, by the name of "Rensselaer Polytechnic Institute." By that name they shall have perpetual succession, with power to fill vacancies as they may occur from time to time in their board, to sue and be sued, to complain and defend, to contract and be contracted with, to make and use a common seal, and to alter the same from time to time, at their pleasure; to purchase, take and hold, by gift, grant or otherwise, and to dispose of any real and personal property, and to borrow from time to time such sum or sums, as may be necessary to aid in maintaining this school, and to give proper and sufficient obligations for the same; provided that the funds of said corporation shall be used and appropriated to the object of maintaining a scientific and literary school in the county of Rensselaer. (As amended in 1907.)

Sec. 2. Rensselaer Polytechnic Institute is hereby incorporated for the purpose of continuing and maintaining in the city of Troy and county of Rensselaer, a school for instruction in mathematics, civil engineering, chemistry, mineralogy, geology, botany, literature and the arts and their application to agriculture, domestic economy and manufacturing, as the trustees shall direct; and for the delivery of lectures on such subjects connected therewith as may be deemed necessary by said Board of Trustees.

Sec. 3. The Trustees shall hold an annual meeting on such day as may be prescribed by their by-laws, and such other meetings as may be called by the President of the Board: and a meeting shall be called at any time, at the written request of any three members of the Board. But no meeting shall be held unless notice shall have been sent by mail to, or left at, the dwelling house or place of residence of each member of the Board signed by the Secretary, or in case of his inability by the President or Vice-President. (As amended in 1866.)

Sec. 4. No new Trustee shall be elected, nor shall any real estate be purchased or alienated unless at least ten members of the Board shall be present at the meeting. Seven members shall be a quorum for the transaction of any other business. The Board shall have power in its discretion to increase the number of Trustees, so as to make it consist of twenty-five members, including the Mayor of Troy. If any Trustee shall, for a continuous period of one year, fail to attend the meetings of the Trustees, without reasonable excuse, he may be removed from his office as Trustee at any meeting of the Trustees where there are not less than twelve Trustees present. (As amended in 1866.)

Sec. 5. The Mayor of the City of Troy for the time being shall, ex-officio, be a member of the Board.

Sec. 6. The Board of Trustees shall have power to appoint a President, Vice-President, Secretary and Treasurer, a Prudential Committee, a Director, and such other officers as they may deem necessary: to make such by-laws as they may deem proper for the election of their officers and for defining their duties, and for the regulation and government of the Institute, and the school connected therewith; to appoint professors and teachers in said school, and remove the same, including the Director, at their pleasure,

and to prescribe the compensation to be allowed to each for his services; to organize the school under the charge of the instructors, and to define their duties in the government and discipline of said school; to fix the amount of term fees and other charges for tuition; the amount of fines and other impositions, including damages for injury done by students to the property of the Institute; and to make such rules and regulations for the suspension or expulsion of students as may be necessary for maintaining the discipline of the school. (As amended in 1887.)

Sec. 7. The Director and professors shall constitute the faculty of said school, and, subject to the by-laws, the Director shall have charge of the course of instruction and discipline in said school, and it shall be his duty to prescribe and pursue such a system of instruction as shall be calculated to make thorough scholars in the several branches of civil engineering and other studies of this Institute. (As amended in 1887.)

Sec. 8. The Board of Trustees shall have power to confer the degrees of civil engineer, topographical engineer, bachelor of science and such other academical honors as they may see fit on such individuals as shall have pursued the course of study prescribed in the Institute, and shall have conformed to the rules and regulations for the government of the same, and who, in a thorough examination, shall have been found qualified for their respective degrees, and been recommended by the faculty for the same.

Sec. 9. The officers of the present Board of Trustees of Rensselaer Institute shall continue to hold their respective offices in Rensselaer Polytechnic Institute until others are appointed in their stead by the Board; and all by-laws and resolutions of the Board as now organized shall remain in full force, as the acts of the new Board until repealed, altered or amended by the Board constituted under this act, and the present Director and professors and teachers shall be continued in office and pursue the present prescribed course of study and instruction, until otherwise ordered by the Board.

Sec. 10. All the real and personal estate of Rensselaer Institute shall belong to Rensselaer Polytechnic Institute; and all liabilities and obligations of the present Board shall be equally binding on the Board as organized by this act; and any suit in law now pending, commenced in the name of Rensselaer Institute, may be continued and conducted in the same name, and for the benefit of Rensselaer Polytechnic Institute, in the same manner as if the corporate name had not been changed by this act.

Sec. 11. Rensselaer Polytechnic Institute shall be subject to the visitation of the Regents of the University, and shall be entitled to the same privileges, government funds and other advantages as the academies, colleges, and other schools of the higher order, on complying with the terms required by law and the rules of said Regents.

Sec. 12. The corporation shall have all such powers, and be subject to such duties and liabilities as are specified or contained in the second and fifth articles of the first title of the fifteenth chapter; and in title third, chapter eighteen, of the first part of the revised statutes, except so far as the same are inconsistent with this act.

Sec. 13. All laws and parts of laws relating to the incorporation of the Rensselaer School, or Rensselaer Institute, inconsistent with this act are hereby repealed.

Sec. 14. This act shall take effect immediately.

APPENDIX B
LIST OF BYLAWS AMENDMENT DATES

Bylaws adopted January 23, 1988, and amended on the following dates:

- Amendment 1: October 1988
- Amendment 2: May 1989
- Amendment 3: May 18, 1991
- Amendment 4: May 15, 1993
- Amendment 5: October 16, 1993
- Amendment 6: December 11, 1993
- Amendment 7: December 3, 1994
- Amendment 8: May 17, 1997
- Amendment 9: December 6, 1997
- Amendment 10: September 26, 1998
- Amendment 11: May 12, 2000
- Amendment 12: May 20, 2005
- Amendment 13: May 27, 2011
- Amendment 14: March 4, 2017