



Governing Documents

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(b)

The respective chairs of the Board and Faculty Policy Review Committees shall make such arrangements as they deem appropriate for joint consultation prior to and after the adoption of the report by the Faculty.

- (d) A Presidential Search Committee as needed to recommend to the Board the appointment of a President, composed of five members of the Board appointed by the Chair of the Board, at least one of whom is an alumnus, the Deans, and one Tutor having tenure from each campus elected by the Faculty on that campus. It shall consult with the continuing President in a regular and timely fashion. Prior to making its final recommendation, it shall, on both campuses, consult with all other appropriate persons and shall arrange for the final candidates to meet with the Faculty, the Instruction Committee, and, to the extent they have been formed, the Associates Councils and the Staff Councils of each campus.
 - (e) A Visiting Committee appointed annually, which shall meet as necessary or appropriate with the Instruction Committee on one of the campuses and discuss the Statement of Educational Policy and Program of the chair of the Instruction Committee. The Visiting Committee shall become acquainted with the aims of the College and how they are being realized, consider student wellbeing, and meet with Officers assigned to related responsibilities. The Deans shall be members of the Committee, ex officio.
- (11) The College shall indemnify, to the full extent permitted by law, any current or former member of the Board or Officer of the College against any judgments, penalties, fines, settlements and reasonable expenses actually and necessarily incurred by them in connection with the

- (a) Each Campus President shall concurrently be a Tutor, but the provisions of Article V need not apply.
- (b) Each Campus President and persons to whom the Campus President delegates authority shall consult with the Deans, other appropriate persons, and appropriate Faculty committees in matters of policy, initiation of programs, and setting of priorities affecting the general welfare of the College.

- (e) The College may temporarily relieve a Tutor of duties during a grievance process pursuant to 6(a)(iii) above, in accord with the removal and administrative leave procedures of the applicable policy, or during proceedings under this section. When such action is taken, the Tutorø

the Faculty in such matters and in such ways as may best serve the general welfare of the College.

- (2) The Students of the College shall constitute the Student Polity of St. John's College in Annapolis and in Santa Fe.
- (3) The Student Polity in Annapolis or Santa Fe may establish for itself a government which is representative of all polity members. The Dean on each campus may delegate to the Student government a share of the responsibility for the general welfare of the Students and whatever government of the Students may be necessary for the greatest possible attainment of the aims of the Program. The duties of the Student Government may include: the management of funds available to the Student Polity; the sanctioning of all student clubs, organizations, and activities, and their regulation, if necessary; the representation of the Students of the College to the community outside the College; the establishment and maintenance of formal channels of communication between the Students and the Faculty; and any other duties agreed upon by the Students and the Dean.

Article IX

The Alumni

- (1) Alumni shall be life-long members of the College, since St. John's College is a community not limited by geographical boundaries, and one of mutual support between the College and its Alumni.
- (2) The Alumni Association is a means by which Alumni participate in the life of the College. Through the election of Alumni members of the Board, Alumni share in the direction of that life. In these and other ways, Alumni shall be given the opportunity to serve the College. The College shall cooperate with the Alumni Association to enable Alumni to assist and may provide seminars and other appropriate educational activities in Annapolis, in Santa Fe, and in other places.
- (3) Requirements, and procedures for Association governance shall be maintained in Bylaws of the Association, and shall not contravene the Polity, College policy, or federal, state law, or local law.

BOARD BYLAWS

Amended and Restated: FINAL DRAFT 2/12/25

Preamble

As mandated by the Polity, these Bylaws supplement and particularize certain provisions of the Polity and further provide for the governance of the Board and the proper execution of its duties. No provision of these Bylaws shall contravene or be construed to contravene the Polity or any of its provisions, and if any provision of the Bylaws is determined to contravene the Polity, such provision

(4) Membership Terms

- (a) A member shall serve a first term but may not serve more than two consecutive terms without extraordinary circumstances allowing the reelection by the Board of that member for two extended terms of up to three years.
- (b) Interim appointments to the Board, those less than a three-year term, may be made at any time to fill vacancies. Interim appointments shall follow, to the extent applicable, the procedures established in (2)(a) above. In exigent circumstances, the Chair may call for a special election of an interim appointment. Such a special election shall follow the requirements for a full vote of the Board as established in the Polity.
- (c) Leaves of absence for elected Board members for up to one year may be permitted by the Chair and interim appointments may be made to fill the vacancies. Terms of the leave shall be determined on a case-by-case basis by the Chair in consultation with the chair of the Trustee and Governance Committee.

(5) Meetings of the Board.

- (a) The Chair, in consultation with the Presidents, shall schedule regular meetings of the Board at least one year in advance. Notice of schedule changes to regular meetings shall be given as soon as practicable but not less than fifteen days prior to such meetings.
 - (b) Special meetings of the Board may be called by the Chair, the Executive Committee, the College President, or any nine members of the Board after notice of the time, location (if the meeting is not exclusively virtual), virtual access information, and the purposes of the meeting.
 - (c) Any business may be conducted at a regular meeting without specific notice of such business (except that which is required by law or as provided in the Polity or herein as to elections and Polity amendments), but no business shall be conducted at any special meeting unless a resolution of the Board is passed in writing by two-thirds of voting members of the Board either before or after the meeting.
 - (d) If, upon receipt of the request for an electronically administered vote, at least nine members of the Board respond that a special meeting of the Board is needed for discussion, the vote will be suspended and procedures for a special meeting will be implemented.
- (6) Board Officers shall perform the customary duties of such offices, and such other duties as the Board may from time to time direct.

(7) Committees of the Board.

- (a) Unless the Chair in the exercise of discretion determines otherwise, there shall be the following committees and subcommittee, in addition to those specifically established in the Polity:
 - (i) A Trustee and Governance Committee, responsible for the nomination, orientation, assessment, and development of members of the Board. The Committee shall develop and

maintain Board composition guidelines and procedures for the selection of new and returning Board members to ensure Board effectiveness, expertise, diversity, and philanthropy. The Committee shall further be responsible for maintenance of the Board Bylaws and such other responsibilities as the Chair shall determine. The Chair and the Presidents shall sit with the committee, ex officio, when nominations to Board membership are being considered.

(ii) An Audit and Compliance Committee, responsible for the review in detail of the annual report of the independent auditors and the discussion of audit findings with the auditors, including an executive session unattended by employees of the College. The Committee shall recommend to the Board the appointment or reappointment of independent auditors to conduct the audit for the next fiscal year. In addition, it is responsible for the annual review of Governing Documents for conformity with the Polity and for alerting the appropriate body to address any omissions or misalignments. The Committee shall further be responsible for the regular review of compliance by the College with all applicable local, state and federal laws, rules and regulations. The Committee shall report to the Board no less than annually on its review of the audit and compliance matters, shall bring to the attention of the Board any matters related thereto requiring Board action, and shall have such other responsibilities as the Chair shall determine. The Chief Financial Officer and Officers responsible for Title IX oversight shall serve as non-voting members of the committee.

(iii) Communications, and alumni relations functions, and shall have such other responsibilities as the Chair shall determine. The Officers with responsibility in the areas of development and alumni relations shall serve as non-voting members of the Committee.

(iv) A Presidential Review Subcommittee of the Executive Committee, responsible for the performance management and development of the Presidents.

(b) The Chair may appoint a subcommittee within any committee as needed. The chair of the subcommittee shall convene meetings regularly and report as needed at regular meetings of its parent committee.

(c) The chair of any committee or subcommittee may appoint ad hoc working groups to study or address a matter of importance to the College. The Chair in consultation with the College President shall establish specific outcomes and goals for the task force, which will inform its duration and composition. The Chair may appoint to the task force members of the college community or other persons with expertise to achieve its objectives. The task force will report to the Chair and will be accountable to the Board.

(d) The Chair in consultation with the College President may appoint a temporary task force to study or address a matter of importance to the College. The Chair in consultation with the College President shall establish specific outcomes and goals for the task force, which will inform its duration and composition. The Chair may appoint to the task force members of the college community or other persons with expertise to achieve its objectives. The task force will report to the Chair and will be accountable to the Board.

(e) Former members of the Board, Emeriti members, Honorary members, and Ex Officio Honorary members may be appointed by and at the discretion of the Chair to serve on committees, subcommittees, and task forces.

(f) Except for the Presidential Search Committee and the Polity Review Committee, committee appointments shall be made annually. Members of the Committees serve until their successors have been appointed.

(g) When a Capital Campaign is in progress, its chair shall be an ex-officio voting member of the Finance and Executive Committees.

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in the case of any criminal proceeding, the member of the Board or College or Campus

FACULTY CONSTITUTION
Amended and Restated: FINAL DRAFT 2/12/25

RTGCO DNG-Vj g'Rtqi tco "qh"Koutwekq"öj g'Rtqi tco ö+f ghpgu'cpf "wpgu'y g'College. The Program forms the Faculty, and the Faculty develops the Program. All members of the Faculty have as their primary duty the support and implementation of the Program and the promotion of the conditions of its flourishing. The primary responsibilities of the Tutors are to teach and to make themselves competent in all parts of the Program and to preserve the Program for the generations. The Faculty Constitution serves these ends by instituting collegial governance, and collegial governance, wherever possible, relies upon and fosters consensus. Consensus requires the free exchange of opinion and civil conduct. In accord with these standards of governance, the Faculty sets forth its Polity.

Article I, THE FACULTY AND FACULTY MEETINGS

- (1) **DEFINITION OF THE FACULTY:** The Faculty comprises the Tutors, Officers, Associates and Tutors Emeriti. The term "Tutor" refers herein to the Presidents, the Deans, the Tutors with tenure and progressing toward tenure, visiting Tutors, and Tutors Emeriti currently teaching. In general, all Faculty may vote in the elections and on the resolutions occurring in the Faculty meeting. In those instances when the eligible voters are restricted, the restrictions are specifically indicated below.
- (2) Faculty Meetings.
 - (a) Regular monthly meetings of the Faculty shall be called upon due notice by the Campus President; except that in the period comprising the months of December and January only one regular meeting need be called. The President or, in the absence of the President, the Dean, shall preside. In the absence of the President and the Dean, the Faculty shall elect one

Article II: THE DEANS

(1) The Deans.

- (a) As stated in the Polity of the College (V(1)(a)), the Deans on their respective campuses shall have the responsibility and authority for the supervision of the Program and for the general welfare of the Students and for whatever government of the Students is necessary for the greatest possible attainment of aims of the Program. In carrying out the

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Article III, THE FACULTY: THE TUTORS

- (1) As stated in V(5)(a) of the Polity, the primary responsibilities of the Tutors are to teach and to become as competent as possible in all parts of the St. John's Program.
- (2) As stated in V(5)(c) of the Polity, Tutors shall be appointed, reappointed, and granted tenure by the Board upon recommendation of the Campus President in accordance with the recommendation of the Dean and the Instruction Committee on that campus where the Tutors so appointed shall teach. Associates may be appointed Tutors.
 - (a) The schedule of regular appointment of Tutors on each campus shall be either (i)(A) or (i)(B) below, to be decided by the Campus President in accordance with the recommendation of the Dean and the Instruction Committee on that campus where the Tutors so appointed shall teach:
 - (i) (A) New Tutors shall be appointed for one year unless they are appointed at mid-year, in which case the initial appointment shall be for a year and a half. First reappointments shall be for one year. Second and third reappointments shall be for two and three years respectively.
 - (i) (B) New Tutors shall be appointed for two years unless they are appointed at mid-year, in which case the initial appointment shall be for a year and a half. First and second reappointments shall be for two and three years respectively.
 - (ii) A Tutor who has completed a three-year appointment must either be given a tenure appointment or not be reappointed as Tutor. A Tutor may, however, be given a tenure appointment as early as the conclusion of the first year of a three-year appointment. Procedures leading to a recommendation for an early tenure appointment shall be initiated by the Dean and Instruction Committee, but not without the consent of the appointee, and shall not prejudice subsequent consideration for a tenure appointment. Tenure appointments shall not continue beyond retirement. Tutors Emeriti shall retain their privileges and responsibilities in voting at Faculty meetings.
 - (iii)

(6) Transfer between campuses:

- (a) A Tutor may apply to the Instruction Committee of the College not later than January 15th for a transfer of campus for the next academic year. Transfers shall require approval of both Deans after consultation with their Instruction Committees and both Presidents, with regard to financial implications.
- (b) Tutors having transferred from one campus to the other generally spend no more than three years at the other campus. The Tutor in question may request that a transfer be made permanent. Permanent transfer requires the approval of both Deans, after consultation with their Instruction Committees. The Dean of the campus to which transfer is requested will, in consultation with the Instruction Committee, determine the procedure for making the decision.

(7) Leaves of absence and sabbatical leave.

(a) Eligibility for sabbatical leave shall be upon the following conditions:

- (i) A Tutor who has received a tenure appointment may apply for a full year of sabbatical leave at full salary, to be taken upon completion of the equivalent of seven full years of service to the College since the original appointment, or the equivalent of seven full years of service since any previous sabbatical leave.
- (ii) Such a Tutor may apply for an earlier sabbatical leave of a full year at partial salary, or a partial year at full salary. The fractional salary or fractional year shall be determined by the number of years of teaching completed in relation to the prescribed total for either an initial or a subsequent sabbatical leave, as the case may be. In no case shall a Tutor be r ckf "o qtg"j cp"j g"Vwqtøt'gi wært "ucrt {0
- (iii) Upon completion of sabbatical leave, a Tutor is expected to return to the College for at least two more years.

(b) If in a year there are more qualified applicants for sabbatical leave at any one campus than there are leaves to be granted at that campus, then those members shall have precedence who meet the following conditions in the order set forth:

- (i) Those who have served for the greater number of years since their first appointment as Tutor or since their last sabbatical leave, whichever is more recent;
- (ii) Those whose service has been continuous throughout those years;
- (iii) Those whose last sabbatical leave was postponed pursuant to 7(b);
- (iv) Those who have seniority of appointment.

When there is a conflict of precedence, the Dean and the Instruction Committee on the campus concerned shall be consulted.

(c) A Tutor eligible for sabbatical leave shall make application to the President

Article IV, The Faculty: The Associates

and counseling students with respect to graduate and professional schools and careers.

(i) The Directors of Laboratories.

years in such a manner that the term of one member on each campus terminates each year. The Tutors Compensation Committee on each campus shall provide the Tutors on that campus with two nominations for each vacancy on the Committee on that campus. Additional nominations may be made at the Faculty meeting when election shall be made.

(2) Campus Committees

- (a) The Committee for the Graduate Institute. On each campus the Committee for the Graduate Institute shares with the Associate Dean on the same campus responsibility for carrying out the Graduate Program and for the general we92 res.93 28.5 reW*nq38.275 3.5 468.93 28.5 reW*nBT/F1 1

Article VI, STATEMENT OF EDUCATIONAL POLICY AND INSTRUCTIONAL PROPOSALS

- (1) In accord with Article V(2)(d) of the Polity of the College, each year the Chair of the Instruction Committee of the College shall, after consultation with the Instruction Committee on the campus, and after discussion with the Instruction Committee of the College, submit a Statement of Educational Policy and Program to the Faculty as a whole for discussion. The author shall present the Statement, together with an account of the Faculty discussion of it, and response, as a report to the Board for its consideration.
- (2) Every three years, in alternation, one of the Associate Deans shall write a Statement of Educational Policy and Program for the Graduate Institute. The Associate Dean who writes the Statement, after consulting with the Committee for the Graduate Institute on his or her campus, and with the other Associate Dean, shall submit the Statement to the Instruction Committee for discussion at its joint meeting. Should an Associate Dean be asked to write a statement in the first year of his or her term, the Associate Dean may delay this statement for a year. In such a case, the other Associate Dean shall write his or her statement in the following year.
- (3) Procedure for Instructional Proposals.
 - (a) (i) A decision as to whether a proposal is for the College or campus-specific shall be made by the Deans and Instruction Committee of the College. They shall make this decision after notifying the Faculty on both campuses and inviting their comment.

Written statements of College instructional proposals shall be distributed to the Faculty at least two weeks before the Faculty meeting at which they are to be presented; the proposal shall be presented to the whole Faculty by the Chair of the Instruction Committee, either in person or through the other Dean. If, after full discussion of any proposal so presented, there be no objection on the part of any Tutor, the measure stands approved and becomes effective as of the date specified. If, after full discussion, a Tutor objects to the proposal and holds to the objection, the proposal shall be submitted to vote of the Tutors at special Faculty meetings called by the Presidents within a month. Any objections that have been made and held to and submitted in writing shall be transmitted immediately in writing to the whole Faculty. Any objections that have been made and held to but not submitted in writing shall be reported immediately in writing to the whole Faculty. If, after discussion, any objection has been made and held to, the Presidents, in calling special Faculty meetings, shall report the statement of the Chair of the Instruction and the Dean on the other campus as to whether it be a matter of confidence; and in submitting the proposal to vote, the Chair of the Instruction Committee and the Dean on the other campus shall, at the special Faculty meetings, repeat their statement as to whether it be a matter of confidence. The vote may then be taken and tallied by the Presidents in such a fashion that the Tutors shall have recorded their decision acting as a whole. If the proposal be one that the Chair of the Instruction Committee and the other Dean have declared a matter of confidence and if it be defeated by majority vote, the Deans and the Instruction Committee shall immediately resign. If it be passed by majority vote, it shall become effective as of

the date specified therefore. For the confidence procedure a quorum shall consist of three-fourths of all resident Tutors on each campus.

(ii) Any instructional proposal that has been deemed campus-specific shall be subject to the procedure set forth above, except that, if an objection is made and held to on either campus, voting shall proceed only on the campus where the proposal is intended to be put into effect. Any objections that have been made and held to and submitted in writing on the other campus shall be transmitted immediately to the voting Faculty. Any objections that have been made and held to but not submitted in writing shall be reported immediately in writing to the voting Faculty. If the confidence procedure is invoked, it shall be only by the Dean on the voting campus, and it shall affect the Dean and the Instruction Committee only on that campus.

(iii) The President may refuse

voting, including at least a simple majority of those voting on each of the campuses, shall be required for approval.

- (3) In accord with the Polity of the College (V)(9), no article of the Faculty Constitution shall conflict with or contravene the Polity, federal, state, or local law, or College policy promulgated in accordance with Article IV(1)(b) and IV(2)(b) of the Polity.
- (4) The Dean of each campus shall maintain and publish a Tutor Handbook or Book of Customs and Policies to provide further information to the Faculty about the duties, responsibilities, and prerogatives of the Tutors, to be amended by the Dean of the relevant campus, in consultation with the Instruction Committee.

CHARTER OF ST. JOHN'S COLLEGE

WHEREAS, institutions for the liberal education of youth in the principles of virtue, knowledge and useful literature are of the highest benefit to society, in order to train up and perpetuate a succession of able and honest men for discharging the various offices and duties of life, both civil and religious, with usefulness and reputation, and such institutions of learning have accordingly been promoted and encouraged by the wisest and best regulated States; And whereas, it appears to this General Assembly that many public spirited individuals, from an earnest desire to promote the founding a college or seminary of learning on the Western Shore of this State have subscribed and procured subscriptions to a considerable amount, and there is reason to believe that very large additions will be obtained to the same throughout the different counties of the said Shore, if they were made capable in law to receive and apply the same towards founding and carrying on a college or general seminary of learning with such salutary plan and with such legislative assistance and direction as the General Assembly might think fit, and this General Assembly, highly approving those generous exertions of individuals, are desirous to embrace the present favorable

III. That if the City of Annapolis should be fixed upon as a proper place for establishing the said intended college, this General Assembly give and grant, and upon that condition do hereby give and grant to the Visitors and Governors of the said College by the name of "The Visitors and Governors of Saint John's College in the State of Maryland," and their successors all that four acres within the City of Annapolis purchased for the use by the public and conveyed on the 2nd day of October, 1744, by Stephen Bordley, Esq., to Thos. Bladen, Esq., then Governor, to have and to hold the said four acres of land with the appurtenances to the said Visitors and Governors and their successors for the only use, benefit and behoof of the said college and seminary

languages; and the said principal, vice-principal and professors so constituted and appointed from time to time shall be known and distinguished forever as one learned body or faculty by the name of "The Principal, Vice-Principal and Professors of St. John's College"; and by that name shall be capable of exercising such powers and authorities as the Visitors and Governors of the said college and their successors shall by their ordinances think necessary to delegate to them for the instruction, discipline and government of the said seminary and of all the students, scholars, ministers and servants belonging to the same.

VIII. That a majority of the said Visitors and Governors for the time being and duly assembled at any meeting upon due notice given to the whole body of Visitors and Governors shall have full power and authority to make fundamental ordinances for the government of the said college and the instruction of youth as aforesaid, and by these ordinances to appoint such a number of their own body not less than seven, as they may think proper for transacting all general and necessary business of the said seminary and making temporary rules for the government of the same; and also by the said fundamental ordinances to delegate to the principal, vice-principal and professors such powers and authorities as they may think best for the standing government of the said seminary and of the execution of the ordinances and rules of the same; provided always that they be not repugnant to the form of government of any law of this State.

IX. And for animating and encouraging the students of said college to a laudable diligence, industry and progress in useful literature and science, be it enacted that the said Visitors and Governors and their successors shall by a written mandate under their privy seal and the hand of someone of the Visitors and Governors to be chosen annually as their President, according to the ordinance to be made for that purpose, have full power and authority to direct the principal, vice-principal and professors to hold public commencements either on stated annual days, or occasionally as the future ordinances of the said seminary may direct and at such commencements to admit any of the students in the said college or any other persons meriting the same (whose names shall be severally inserted in the same mandate) to any degree or degrees in any of the faculties, arts and sciences and liberal professions to which persons are usually admitted in other colleges or universities in America or Europe; And it is hereby enacted that the principal, or in the case of his death or absence, the vice-principal, and in case of the death or absence of both, the senior professor who may be present, shall make out and sign with his name

HISTORY OF THE CHARTER AND POLITY

St. John's College was founded in 1696 as King William's School in accordance with a Petitionary Act for free-schools of the General Assembly of the Colony of Maryland. Following the Revolutionary War, the General Assembly of the new State of Maryland granted a Charter to St. John's College pursuant to and as a part of Chapter 37 of the Laws of Maryland of 1784. This Charter was subsequently amended by the General Assembly through Resolution No. 41 of 1832.

The Visitors and Governors of St. John's College in 1950 revised the Charter to eliminate extraneous and obsolete matter and to make certain other amendments consistent with present requirements and conditions. It was the opinion of the Attorney General of Maryland that the original Charter of the College was subject to the general Corporation Laws of Maryland and might accordingly be amended by the Visitors and Governors, pursuant to these laws, without legislative action by the General Assembly. Subsequent amendments were made in 1961, in 1963, in 1965, in 1970, and in 1975.

When the decision was reached to establish a second St. John's College in Santa Fe, New Mexico, amendments were made to the Charter to authorize branches or extensions of the College. The Charter was then filed with the Corporations Commission of the State of New Mexico as a foreign corporation. The College was thus empowered to grant degrees in New Mexico under the provisions of its Maryland Charter.

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