

SIMMONS COLLEGE

BY-LAWS

Reflecting Amendments in Article II, Sections 2,3 and 4 through May 14, 2015

ARTICLE I

Corporators

Section 1. Powers. The Corporators shall have the right to elect the Corporators and the Board of Trustees of the Corporation as provided in Article I and Article II, respectively, hereof and shall have such other powers and rights as are vested in them by law, by the Charter of the Corporation or by these By-laws.

Section 2. Number and Election. The number of Corporators shall be fixed by resolution duly adopted from time to time by the Board of Trustees. In the absence of a determination of the number of Corporators to be fixed, the number shall be the same as the number of Corporators then in office. Corporators shall be elected at the annual meeting of Corporators.

Section 3. Tenure. Corporators shall be classified, with respect to the term for which they severally hold office, into five classes, as nearly equal in number as possible, with one class to be elected annually. At each annual meeting of the Corporators, the successors to the class of Corporators whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of the Corporators held in the fifth year following the year of their election and until their respective successors are duly elected and qualified.

At the meeting of Corporators at which this By-law is first adopted, all of the Corporators shall be reelected and the terms of the Corporators then in office shall be redesignated into five classes so that each successive class of Corporators shall be elected at each subsequent annual meeting of the Corporators.

Section 4. Nominations. Nominations of candidates for election as Corporators shall be made only by, or at the direction of, the Committee on Trusteeship and Governance. The Committee on Trusteeship and Governance shall deliver the names of those candidates nominated for election as Corporators to the Clerk prior to the meeting of Corporators at which action is to be taken to elect Corporators. Only persons nominated by the Committee on Trusteeship and Governance shall be eligible for election as Corporators at an annual meeting of Corporators.

Any Corporator desiring to submit, for consideration by the Committee on Trusteeship and Governance, the name of a candidate for election as a Corporator shall do so in writing, delivered to, or mailed and received at, the office of the President not less than 60 days nor more than 120 days prior to the scheduled annual meeting, regardless of any postponements, deferrals or adjournments of that meeting to a later date. A Corporator's submission shall set forth as to

each candidate whom the Corporator proposes for consideration as a Corporator by the Committee on Trusteeship and Governance, the name, age, business address and residence address of such person and the principal occupation or employment of such person. The Committee on Trusteeship and Governance shall determine whether such Corporator submission will be nominated by it at the annual meeting and may, in its sole discretion, accept or reject any candidate submitted for its consideration in accordance with this paragraph.

Election of Corporators at the annual meeting need not be by written ballot, unless otherwise provided by the Board of Trustees or presiding officer at such annual meeting. If written ballots are to be used, ballots bearing the names of all the persons who have been nominated by the Committee on Trusteeship and Governance for election as Corporators at the annual meeting in accordance with this Section shall be provided for use at the annual meeting.

Section 5. Resignation. Any Corporator may resign at any time by delivering his or her written resignation to the President or the Clerk at the principal office of the Corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. A Corporator may be removed from office with or without cause by the affirmative vote of two-thirds of the Corporators entitled to vote in the election of Corporators. A Corporator may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her. Notwithstanding the foregoing, a Corporator who shall be absent from two (2) consecutive annual meetings of the Corporators shall be deemed to have been removed from office, without further action on the part of the Corporators, unless a good faith determination is made by the Board of Trustees or the Corporators that such absences were for good cause.

Section 7. Vacancies. Any vacancy, including any vacancy resulting from death, resignation, removal or an increase in the number of Corporators, may be filled by the remaining Corporators. Vacancies resulting from the resignation or removal of a Corporator shall be filled for the balance of his or her term. In lieu of filling any such vacancy, the Board of Trustees may reduce the number of Corporators. In the event of a vacancy in the Corporators, the remaining Corporators may exercise the full powers of the Corporators until the vacancy is filled.

Section 8. Annual Meeting. The annual meeting of Corporators shall be held each year on the fourth Friday in May preceding Commencement at 12:00 p.m., at such place as the Chair of the Board may determine. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Charter or by these By-laws, shall be specified by the Board of Trustees.

At an annual meeting of Corporators, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been properly brought before the annual meeting (a) by, or at the direction of, the Board of Trustees, or (b) by any Corporator who complies with the notice procedures set forth in this Section. For a proposal to be properly brought before an annual meeting by a Corporator, the Corporator must have given timely notice thereof in writing to the Clerk of the Corporation. To be timely, a Corporator's notice must be

delivered to, or mailed and received at, the office of the President not less than 60 days nor more than 120 days prior to the scheduled annual meeting, regardless of any postponements, deferrals or adjournments of that meeting to a later date. A Corporator's notice to the Clerk shall set forth as to each matter the Corporator proposes to bring before the annual meeting a brief description of the proposal desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting and any financial or other interest of the Corporator in such proposal.

If the Board of Trustees determines that any Corporator proposal was not timely made in accordance with the terms of this Section, does not satisfy the informational requirements of this Section in any material respect, or deals with matters relating to the conduct of the ordinary operations of the Corporation or other matters not properly decided by Corporators, the Board of Trustees may, in its sole discretion, determine that such Corporator proposal will not be brought before or acted upon at the annual meeting.

Notwithstanding the procedure set forth in the preceding paragraph, if the Board of Trustees does not make a determination as to the validity of any Corporator proposal, the presiding officer of the annual meeting shall determine and declare at the annual meeting whether the Corporator proposal was made in accordance with the terms of this Section and will be brought before or acted upon at the annual meeting.

This provision shall not prevent the consideration and approval or disapproval at the annual meeting of reports of officers, Trustees and committees of the Board of Trustees.

Section 9. Special Meetings. Special meetings of the Corporators may be called by the President or by the Board of Trustees at any time. Special meetings shall be called by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of Corporators representing at least ten percent of the smallest quorum of Corporators, required for a vote upon any matter at the annual meeting of Corporators. The President or the Chair of the Board may fix the hour, date and place of any such special meeting. Only those matters set forth in the notice of the special meeting may be considered or acted upon at such special meeting, unless otherwise provided by law.

Section 10. Notice of Meetings. Notice of the time, date and place of all meetings of the Corporators shall be given to each Corporator by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer of the Corporation. Notice shall be given to each Corporator by delivery of such notice in person, by telephone or by written notice mailed or faxed to his or her business or home address at least seven days in advance of the meeting. Notice need not be given to any Corporator if a written waiver of notice, executed by such Corporator before or after the meeting, is filed with the records of the meeting, or to any Corporator who attends the meeting without protesting prior thereto or at its commencement the lack of notice. A notice or waiver of notice of an annual meeting of the Corporators need not specify the purposes of the meeting, but a notice or waiver of notice of a special meeting of the Corporators shall so specify the purposes of the meeting.

Section 11. Quorum. Corporators constituting one-third of the entire membership of the Corporation shall constitute a quorum for any meeting of the Corporators, but if a quorum is not present, a lesser number may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

Section 12. Proxies and Voting. At all meetings of the Corporators, each Corporator shall be entitled to one vote either in person or by proxy. Proxies shall be in writing and shall be filed with the Clerk of the meeting, or of any adjournment thereof, before being voted. Except as otherwise limited therein, proxies shall entitle the persons authorized thereby to vote at the meeting named therein and any adjournment thereof but shall not be valid after final adjournment of such meeting. No proxy dated more than six months before the meeting named therein shall be valid, unless the proxy is coupled with an interest and provides otherwise. A proxy purporting to be executed by or on behalf of a Corporator shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 13. Action at Meeting. When a quorum is present at any meeting, a majority of the Corporators present either in person or by proxy shall decide any matter to be voted on by the Corporators, unless a higher vote is required by law, by the Charter of the Corporation or by these By-laws. No ballot shall be required at any annual or special meeting of Corporators unless otherwise provided by the Board of Trustees or presiding officer at such meeting.

Section 14. Action by Consent. Any action to be taken at any annual or special meeting of the Corporators may be taken without a meeting if the requisite number of Corporators entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Corporators. Such action by the Corporators shall require written consents from a majority of the Corporators, unless a higher vote is required by law, by the Charter of the Corporation or by these By-laws. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE II

Trustees

Section 1. Powers and Duties. The Board of Trustees may exercise all of the powers of the Corporation and shall be responsible for establishing its policies and supervising the direction and management of its affairs, except as otherwise provided by law, by the Charter of the Corporation or by these By-laws.

Section 2. Membership. It is intended that, as nearly as is practicable, the Trustees shall include at all times among their number six (6) Trustees who are alumnae/alumni of the undergraduate college and the graduate programs. Provided, that the failure of there to be one or more such alumnae/i Trustees at any time, shall not affect the validity of any action taken by the Board of Trustees. In the sole discretion of the Board of Trustees, the President of the Simmons Undergraduate Alumnae Association shall be eligible to serve as a Trustee for her term of Office.

Section 3. Number and Election. The number of Trustees shall be fixed by resolution duly adopted from time to time by the Board of Trustees, provided that the maximum number of Trustees shall be twenty-eight. In the absence of a determination of the number of Trustees to be fixed, the number shall be the same as the number of Trustees then in office. Trustees shall be elected at the annual meeting of Corporators in each year. The President shall be a member of the Board of Trustees. A Trustee may, but need not be, a Corporator.

Section 4. Tenure. Trustees shall be classified, with respect to the term for which they severally hold office, into five classes, as nearly equal in number as possible, with one class to be elected annually. At each annual meeting of Corporators, the successors to the class of Trustees whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of Corporators held in the fifth year following the year of their election or until their respective successors are duly elected and qualified. With the exception of the President and the Chair of the Board, no Trustee who has served for fifteen consecutive years (three consecutive five year terms) shall be eligible for reelection until one full year has elapsed from the conclusion of the term during which he or she served the fifteenth year of service.

At the meeting of Corporators at which this By-law is first adopted, the initial Board of Trustees shall be elected and the Trustees shall be designated into five classes. The initial Trustees of the Corporation shall hold office as follows: the first class of Trustees shall hold office initially for a term expiring at the annual meeting of Corporators to be held in 1998, the second class of Trustees shall hold office initially for a term expiring at the annual meeting of Corporators to be held in 1999, the third class of Trustees shall hold office initially for a term expiring at the annual meeting of Corporators to be held in 2000, the fourth class of Trustees shall hold office initially for a term expiring at the annual meeting of Corporators to be held in 2001, and the fifth class of Trustees shall hold office initially for a term expiring at the annual meeting of Corporators to be held in 2002, with the members of each class to hold office until their respective successors are duly elected and qualified.

Section 5. Nominations. Nominations of candidates for election as Trustees shall be made only by, or at the direction of, the Committee on Trusteeship and Governance. The Committee on Trusteeship and Governance shall deliver the names of those candidates nominated for election as Trustees to the Clerk prior to the meeting of Corporators at which action is to be taken to elect Trustees. Only persons nominated by the Committee on Trusteeship and Governance shall be eligible for election as Trustees at an annual meeting of Corporators.

Any Corporator desiring to submit, for consideration by the Committee on Trusteeship and Governance, the name of a candidate for election as a Trustee shall do so in writing, delivered to, or mailed and received at, the office of the President not less than 60 days nor more than 120 days prior to the scheduled annual meeting, regardless of any postponements, deferrals or adjournments of that meeting to a later date. A Corporator's submission shall set forth as to each candidate whom the Corporator proposes for consideration as a Trustee by the Committee on Corporation Affairs, the name, age, business address and residence address of such person and the principal occupation or employment of such person. The Committee on Trusteeship and Governance shall determine whether such Corporator submission will be nominated by it at the

annual meeting and may, in its sole discretion, accept or reject any candidate submitted of its consideration in accordance with this paragraph.

Election of Trustees at the annual meeting need not be by written ballot, unless otherwise provided by the Board of Trustees or presiding officer at such annual meeting. If written ballots are to be used, ballots bearing the names of all the persons who have been nominated for election as Trustees at the annual meeting in accordance with the procedures set forth in this Section shall be provided for use at the annual meeting.

Section 6. Resignation. Any Trustee may resign at any time by delivering his or her written resignation to the Chair or the Clerk at the principal office of the Corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 7. Removal. A Trustee may be removed from office (a) with or without cause by the affirmative vote of two-thirds of the Corporators entitled to vote in the election of Trustees or (b) with cause by the affirmative vote of a majority of the Trustees then in office. A Trustee may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her. Notwithstanding the foregoing, a Trustee who shall be absent from three (3) consecutive meetings of the Board of Trustees shall be deemed to have been removed from office, without further action on the part of the Board of Trustees or the Corporators, unless a good faith determination is made by the Board of Trustees or the Corporators that such absences were for good cause.

Section 8. Vacancies. Any vacancy in the Board of Trustees, however occurring, including any vacancy resulting from death, resignation, removal or an increase in the number of Trustees, shall be filled by the Corporators or by the remaining Trustees. Vacancies resulting from the resignation or removal of a Trustee shall be filled for the balance of his or her term. In lieu of filling any such vacancy, the Corporators or the Board of Trustees may reduce the number of Trustees. In the event of one or more vacancies in the Board of Trustees, the remaining Trustees may exercise the full powers of the Board of Trustees until the vacancy is filled.

Section 9. Regular Meetings. Regular meetings of the Board of Trustees shall be held in October, January and May, on such dates and at such hour and place as the Chair of the Board may determine. The May meeting shall be the annual meeting of the Board of Trustees.

Section 10. Special Meetings. Special meetings of the Board of Trustees may be called by the Chair of the Board at any time. Special meetings shall be called by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of two or more Trustees. The Chair of the Board may fix the hour, date and place of any such special meeting.

Section 11. Notice of Meetings. Notice of the time, date and place of all meetings of the Trustees shall be given to each Trustee by the Chair of the Board, by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other officer of the Corporation. Notice

shall be given to each Trustee by delivery of such notice in person or by telephone at least twenty-four hours in advance of the meeting, or by written notice sent by electronic transmission at least forty-eight hours in advance of the meeting or mailed to his or her business or home address at least three days in advance of the meeting. Electronic transmission shall mean telegrams, telegraphs, facsimile transmissions and electronic mail. A Trustee may waive notice before or after the date and time of the meeting. The waiver shall be in writing, signed by the Trustee entitled to the notice, or in the form of an electronic transmission, by the Trustee, and filed with the minutes of the meetings of the Board of Trustees. A Trustee's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Trustee at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. A notice or waiver of notice of a meeting of the Trustees need not specify the purposes of the meeting.

Section 12. Quorum. At any meeting of the Trustees, one-half of the Trustees then in office shall constitute a quorum for any meeting of the Trustees, but if a quorum is not present, a lesser number may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

Section 13. Action at Meeting. At any meeting of the Trustees at which a quorum is present, a majority of the Trustees present may take any action on behalf of the Trustees, unless higher vote is required by law, by the Charter of the Corporation or by these By-laws.

Section 14. Action by Consent. Any action to be taken at any meeting of the Trustees may be taken without a meeting if the requisite number of Trustees consent to the action and the consents are filed with the records of the meetings of the Board of Trustees. Such action by the Board of Trustees shall require consents describing the action taken, in writing, signed by a majority of the Trustees, or delivered to the Corporation by electronic transmission, unless a higher vote is required by law, by the Charter of the Corporation or by these By-laws. Such consents shall be treated for all purposes as a vote at a meeting of the Board of Trustees.

Section 15. Participation by Conference Telephone. Members of the Board of Trustees may participate in a meeting of the Board by means of a conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 16. Trustee Emerita/Emeritus. In recognition of distinguished service and extraordinary contributions to the Corporation, a Trustee of the Corporation, upon completion of his or her term as Trustee, shall be eligible to become a Trustee Emerita/us, upon appointment by the Board of Trustees. Nominations of candidates for appointment by the Board as Trustee Emeriti shall be made by the Committee on Trusteeship and Governance provided, that an individual shall not be eligible for nomination until he or she completes his or her term as Trustee. Trustees Emeriti shall not participate in meetings of the Board, except by invitation of the Chair, and shall have no voting rights, nor shall Trustees Emeriti be counted as members of the Board for any purpose, including, without limitation, in determining whether a quorum

exists for any meeting of the Board. Trustees Emeriti shall have such privileges consistent with the foregoing as the Board may from time to time deem appropriate.

Section 17. Honorary Trustee. In recognition of faithful service to the Corporation, a Trustee of the Corporation, upon completion of his or her term as Trustee, shall be eligible to become an Honorary Trustee, for a renewable term of five (5) years, upon appointment by the Board of Trustees. Nominations of candidates for appointment by the Board as Honorary Trustee shall be made by the Committee on Trusteeship and Governance provided, that an individual shall not be eligible for nomination until he or she completes his or her term as Trustee. Honorary Trustees shall not participate in meetings of the Board, except by invitation of the Chair, and shall have no voting rights, nor shall Honorary Trustees be counted as members of the Board for any purpose, including, without limitation, in determining whether a quorum exists for any meeting of the Board. Honorary Trustees shall have such privileges consistent with the foregoing as the Board may from time to time deem appropriate.

ARTICLE III

Committees

Section 1. Powers. The Board of Trustees may elect from its number one or more committees and may delegate thereto some or all of its powers except those which by law, by the Charter of the Corporation or by these By-laws may not be delegated. All members of such committees shall hold such offices at the pleasure of the Trustees, and the Trustees may abolish any such committee or remove any member thereof at any time.

Section 2. Standing Committees. The members of standing committees and their Chairs shall be elected by the Board of Trustees, upon nomination of the Chair of the Board, from among its number at the annual meeting of the Board of Trustees and shall serve for a term expiring at the annual meeting of the Board of Trustees held in the year following the year of their election or until their successors are duly elected and qualified. Although elected annually, it is expected that under normal circumstances, the Chairs of standing committees would generally serve for three successive one-year terms subject to the Trustees' power to remove any member of a committee at any time. In addition to the standing committees designated below, the Board of Trustees may from time to time appoint other standing Committees, including, without limitation, committees on facilities, instruction, student affairs, and institutional advancement.

(a) Executive Committee. The Executive Committee shall consist of the Chair and the Vice Chair of the Board of Trustees, the President, the Chairs of the Finance Committee, the Investments Committee, the Audit Committee and the Committee on Trusteeship and Governance, the Chairs of any other standing committees, and such other Trustees as may be designated by the Board of Trustees from time to time. The Executive Committee shall have charge of all matters pertaining to admission, instruction and graduation of students, commencement exercises, official publications and such other matters of administration as may be presented by the President. The Executive Committee shall have full power, upon nomination of the President, to make all appointments of all officers of instruction and administration,

except the appointment of those officers appointed by the Board of Trustees as enumerated in Section 1 of Article IV. No such appointment, without the concurrence of the Board of Trustees, shall be for a longer term than three years. In between meetings of the Board of Trustees, the Executive Committee shall have the full power and authority of the Board of Trustees, except to sell real estate and to confer degrees, and all actions required or permitted to be taken in these By-laws by the Board of Trustees may be taken by the Executive Committee in between meetings of the Board.

The Executive Committee may appoint a sub-committee of not less than three Trustees, not including the President, to act as a Presidential Evaluation Sub-Committee, which shall be charged with the responsibility of meeting with and assessing the performance of the President on a periodic basis, reviewing the annual compensation of the President and making recommendations to the Board of Trustees thereon.

(b) Finance Committee. The Finance Committee shall have general supervision of the finances of the Corporation and shall review and oversee the annual operating and capital budget of the Corporation, which shall be submitted to the Board of Trustees for approval. The Committee shall also have general charge of the retention of insurance by the Corporation, and may make rules regarding the authority for signing checks and for entering into contractual obligations.

(c) Investments Committee. The Investments Committee shall have general charge of the investment of all funds of the Corporation within the scope of investment policy guidelines established by the Board of Trustees, including the power to purchase, sell and exchange securities and other investment assets of the Corporation. The Committee may employ outside investment managers, and may delegate authority to purchase, sell or exchange such securities and investment assets for the account of the Corporation to such investment managers or to any officer of the Corporation, subject to such limitations as the Committee may impose. Additionally, the Committee may designate the banks in which deposit accounts may be maintained, may appoint a bank or trust company as agent for the safekeeping of securities and other investment assets, and may make rules regarding the withdrawal of moneys, securities and other investment assets.

(d) Audit Committee. The Audit Committee shall oversee the periodic appraisal and testing of the financial control and accounting systems of the Corporation. Additionally, the Audit Committee shall recommend to the Board of Trustees for its approval each year the independent auditor of the Corporation and shall cause to be prepared and submitted to the Board of Trustees each year audited financial statements.

(e) Committee on Trusteeship and Governance. The Committee on Trusteeship and Governance shall consider and make all nominations for Corporators and Trustees of the Corporation, including considering the nominations of Alumnae Trustees proposed by the Alumnae Associations of the undergraduate college, the graduate programs and the graduate schools. The Committee on Trusteeship and Governance shall develop procedures and guidelines by which it will solicit and accept multiple nominations from the Alumnae Associations. Those procedures and guidelines shall include, without limitation, one or more of

the following: the profile of desired candidates, the criteria by which candidates will be selected, and the number of proposed candidates (which shall not be less than three) that each Alumnae Association should submit to the Committee on Trusteeship and Governance for its consideration for any Alumnae Trustee position. The Committee on Trusteeship and Governance may, in its sole discretion, accept or reject any Alumnae Association candidate submitted for its consideration in accordance with this Section and Section 2 of Article II.

Section 3. Other Committees. In addition to standing committees, the Board of Trustees may from time to time appoint special committees or ad hoc committees. The members of special committees or ad hoc committees and their Chairs shall be elected by the Board of Trustees, upon nomination of the Chair of the Board, from among its number and shall hold such offices at the pleasure of the Board of Trustees. The Board of Trustees may also from time to time appoint advisory committees. The members of advisory committees and their Chairs shall be elected by the Board of Trustees, upon nomination of the Chair of the Board, and shall hold office at the pleasure of the Board of Trustees. Members of advisory committees may include Trustees and Corporators, as well as other persons.

Section 4. Conduct of Business. Except as the Trustees may otherwise determine, any committee may make rules for the conduct of its business in addition to the ones contained in this Article, but unless otherwise provided in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-laws for the Trustees. Any committee to which the Board of Trustees delegates any of its powers or duties shall keep records of its meetings and shall report its actions to the Trustees. The Board of Trustees shall have the power to rescind any action of any committee, but no such rescission shall have retroactive effect. Any recommendations of any advisory committee appointed by the Board of Trustees shall be submitted to the Board.

Section 5. Quorum. A majority of the members of any committee shall constitute a quorum for the transaction of business, but if a quorum is not present, a lesser number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

Section 6. Action at Meeting. At any meeting of a committee at which a quorum is present, a majority of the members of the committee present may take any action on behalf of the committee, unless a higher vote is required by law, by the Charter of the Corporation or by these By-laws.

Section 7. Action by Consent. Any action to be taken at any meeting of a committee may be taken without a meeting if the requisite number of committee members consent to the action in writing and the written consents are filed with the records of the meetings of the committee. Such action by a committee shall require written consents from a majority of the committee members, unless a higher vote is required by law, by the Charter of the Corporation or by these By-laws. Such consents shall be treated for all purposes as a vote at a meeting of the committee.

Section 8. Participation by Conference Telephone. Members of a committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

Officers

Section 1. Enumeration. The officers of the Corporation shall consist of a Chair of the Board, a President, a Treasurer and a Clerk, and may consist of other officers, including without limitation, a Vice Chair, one or more Vice Presidents, one or more academic Deans of the undergraduate college and graduate schools, a Provost, an Associate Treasurer and an Assistant Clerk, as the Board of Trustees may from time to time determine upon recommendation of the President.

Section 2. Election. The Chair, the President, the Treasurer, the Clerk and any additional officers shall be elected annually by the Board of Trustees at its annual meeting.

Section 3. Tenure. Except as otherwise provided by law, by the Charter of the Corporation or by these By-laws, all officers shall hold office for a term expiring at the annual meeting of the Board of Trustees held in the year following the year of their election, or for such shorter term as the Trustees may fix at the time any such officer is appointed, or until their respective successors are elected and qualified. Although elected annually, it is expected that under normal circumstances the Chair would generally serve for three successive one year terms.

Section 4. Qualification. Any two or more offices may be held by the same person. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Trustees to give bond for the faithful performance of his or her duties in such amount and with such sureties as the Trustees may determine.

Section 5. Resignation. Any officer may resign at any time by delivering his or her written resignation to the President or the Clerk at the principal office of the Corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Removal. The Trustees may remove any officer with or without cause by a vote of a majority of the number of Trustees then in office. An officer may be removed for cause only after reasonable notice and opportunity to be heard by the Trustees.

Section 7. Absence or Disability. In the event of the absence or disability of any officer, the Trustees may designate another officer to act temporarily in place of such absent or disabled officer.

Section 8. Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Trustees.

Section 9. Chair and Vice Chair of the Board. The Chair of the Board shall preside when present at all meetings of the Board of Trustees and Corporators. In the absence of the Chair from any such meeting, the Vice Chair shall perform the duties of the Chair and, in the absence of the Vice Chair from any such meeting, a Temporary Chair, or Chair Pro Tempore, designated by the Chair or the remaining Trustees from among those persons then serving as Trustees shall perform the duties of the Chair. The Chair of the Board shall nominate the membership and Chairs of all standing and special committees. The Chair of the Board shall also be the Chair of the Executive Committee. The Chair and the Vice Chair shall be ex officio members of all other committees of the Board of Trustees.

Section 10. President. The President shall nominate to the Board of Trustees for election all officers other than the Chair and the Vice Chair of the Board and the President and shall nominate all officers of instruction and administration. The President shall be responsible for general supervision of the affairs of the Corporation, subject to the direction of the Board of Trustees, including the employment and supervision of its staff, and he or she shall have such other powers and perform such other duties as the Trustees may from time to time designate.

Section 11. Treasurer and Associate Treasurer. The Treasurer shall be responsible for general supervision of the financial affairs of the Corporation, subject to the direction of the Board of Trustees. The Treasurer shall cause the preparation of an annual budget for presentation to the Board of Trustees and such interim budgets as are needed and he or she shall perform such other duties and have such other powers as the Board of Trustees or the President may from time to time designate.

The Board of Trustees may appoint an Associate Treasurer, upon recommendation of the President, to assist the Treasurer in the performance of the duties of the Treasurer. Any Associate Treasurer shall have such powers and perform such duties as the Board of Trustees or the President may from time to time designate.

Section 12. Clerk and Assistant Clerk. The Clerk shall keep a record of the meetings of Corporators and Trustees. The Clerk shall have such other powers and perform such other duties as the Board of Trustees or the President may from time to time designate. In the absence of the Clerk from any such meeting, a Temporary Clerk, or Clerk Pro Tempore, designated by the person presiding at the meeting shall perform the duties of the Clerk.

The Board of Trustees may appoint an Assistant Clerk, upon recommendation of the President, to assist the Clerk in the performance of the duties of the Clerk. Any Assistant Clerk shall have such powers and perform such duties as the Board of Trustees or the President may from time to time designate.

Section 13. Additional Officers. In addition to the officers required by these By-laws, the Board of Trustees may appoint from time to time one or more other officers and agents of

the Corporation, who need not be members of the Board of Trustees, and shall have such titles, powers and duties as shall be prescribed by the Board of Trustees or the President.

ARTICLE V

Indemnification

Section 1. Definitions. For purposes of this Article:

(a) "Trustee" means any member of the Board of Trustees who serves or has served as a member of the Board of Trustees, or who serves at its request in any fiduciary capacity with respect to any employee benefit plan sponsored by the Corporation, or any person who served as a Member of the Corporation prior to April 25, 1997;

(b) "Officer" means any officer who serves or has served as an officer of the Corporation as specifically enumerated in Section 1 of Article IV hereof, or who serves at its request in any fiduciary capacity with respect to any employee benefit plan sponsored by the Corporation;

(c) "Non-Officer" means any person who serves or has served as an employee or agent of the Corporation, or who serves at its request in any fiduciary capacity with respect to any employee benefit plan sponsored by the Corporation, but who is not or was not a Trustee or Officer;

(d) "Proceeding" means any action, suit or proceeding, civil or criminal, brought or threatened in or before any court, tribunal, administrative or legislative body or agency and any claim which could be the subject of a Proceeding; and

(e) "Expenses" means any liability fixed by a judgment, order, decree or award in a Proceeding, any amount reasonably paid in settlement of a Proceeding and any professional fees or other disbursements actually and reasonably incurred in defense of a Proceeding or in being a witness in a Proceeding and shall be deemed to include with respect to employee benefit plans, any taxes or penalties imposed with respect to said plan under applicable law.

Section 2. Right to Indemnification. Except as limited by law or by Section 6 of Chapter 180 of the Massachusetts General Laws and to the extent that the Corporation's exemption from federal taxation is not adversely affected thereby:

(a) the Corporation shall indemnify its Trustees and Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as a Trustee or Officer;

(b) the Corporation may, in the discretion of the Board of Trustees, indemnify its Non-Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as a Non-Officer; and

(c) the Corporation may, in the discretion of the Board of Trustees and subject to Section 3 hereof, indemnify its Trustees, Officers and Non-Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as a trustee or officer of any other corporation, organization or other entity at the request or direction of the Board of Trustees; provided, that, notwithstanding the foregoing, (i) no indemnification shall be provided for any Trustee, Officer or Non-Officer regarding a matter as to which it shall be determined pursuant to Section 6 of this Article or adjudicated that he or she did not act in good faith and in the reasonable belief that his or her action was in the best interests of the Corporation (or in the case of service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such plan), or with respect to a criminal matter, that he or she had reasonable cause to believe that his or her conduct was unlawful, and (ii) no indemnification shall be provided for any Trustee, Officer or Non-Officer with respect to any Proceeding by or in the right of the Corporation or alleging that a Trustee, Officer or Non-Officer received an improper personal benefit if he or she is adjudged liable to the Corporation in such Proceeding or, in the absence of such an adjudication, if he or she is determined to be ineligible for indemnification under the circumstances pursuant to Section 6 of this Article.

Section 3. Service at the Request of the Corporation. Except as provided below, no indemnification shall be provided to a Trustee, Officer or Non-Officer with respect to serving or having served in any of the capacities described in Section 2(c) above unless the following two conditions are met: (i) such service was requested or directed in each specific case by vote of the Board of Trustees prior to the occurrence of the event to which the indemnification relates and (ii) the Corporation maintains insurance coverage for the type of indemnification sought. Except as provided below, the Corporation shall not be liable for indemnification under Section 2(c) above for any amount in excess of the proceeds of insurance received with respect to such coverage as the Corporation in its discretion may elect to carry. The Corporation may, but shall not be required to, maintain insurance coverage with respect to indemnification under Section 2(c) above. Notwithstanding any other provision of this Section 3, the Board of Trustees may provide a Trustee, Officer or Non-Officer with indemnification under Section 2(c) above as to a specific Proceeding even if one or both of the two conditions specified in this Section 3 have not been met, and even if the amount of the indemnification exceeds the amount of the proceeds of any insurance which the Corporation may have elected to carry, provided that the Board of Trustees in its discretion determines it to be in the best interests of the Corporation to do so.

Section 4. Settled Proceedings. If a Proceeding is compromised or settled in a manner which imposes any liability or obligation upon a Trustee, Officer or Non-Officer, no indemnification shall be provided to him or her with respect to such proceeding if it is determined pursuant to Section 6 of this Article on the basis of the circumstances known at that time (without further investigation) that said Trustee, Officer or Non-Officer is ineligible for indemnification.

Section 5. Advance Payments. Except as limited by law and to the extent authorized by the Board of Trustees, Expenses incurred by a Trustee, Officer or Non-Officer in defending any Proceeding, may be paid by the Corporation to said Trustee, Officer or Non-Officer in advance

of final disposition of the Proceeding upon receipt of his or her written undertaking to repay such amount if he or she is determined pursuant to Section 6 of this Article or adjudicated to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined pursuant to Section 6 of this Article on the basis of the circumstances known at that time (without further investigation) that said Trustee, Officer or Non-Officer is ineligible for indemnification.

Section 6. Determinations; Payments. The determination of whether a Trustee, Officer or Non-Officer is eligible or ineligible for indemnification under this Article and the amount of indemnification to be paid shall be made in each instance by (a) a majority of the members of the Board of Trustees or a committee thereof who are not parties to the Proceeding in question, (b) independent legal counsel (who may be the regular counsel to the Corporation) appointed by a majority of such Trustees, or if there are none, by a majority of the Trustees in office, or (c) a vote of the Corporators who are not parties to the Proceeding in question. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article.

Section 7. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of itself and any Trustee, Officer or Non-Officer against any liability or cost incurred by the Corporation or him or her in any such capacity or arising out of any such status as such, whether or not the Corporation would have power under law or the provisions of this Article to indemnify him or her against such liability or cost.

Section 8. Heirs and Personal Representatives. The indemnification provided by this Article shall inure to the benefit of the heirs, executors, administrators, assigns or personal representatives of a Trustee, Officer or Non-Officer.

Section 9. Non-Exclusivity. The provisions of this Article shall not be construed to limit the power of the Corporation to indemnify its Trustees, Officers or Non-Officers to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.

Section 10. Amendment. The provisions of this Article may be amended or repealed by the Corporators only; provided, however, that no amendment or repeal of such provisions which adversely affects the rights of a Trustee, Officer or Non-Officer under this Article with respect to his or her acts or omissions at any time prior to such amendment or repeal, shall apply to him or her without his or her consent.

ARTICLE VI

The Faculties

The Faculties of Simmons College, constituted within the unity of all components of the institution, shall be the College Faculty and the separate Faculties of each Graduate School which has been formally designated as such by the Board of Trustees.

The College Faculty shall consist of the President, all Vice Presidents, all Deans, the Treasurer, all full-time college professorships of the various grades, all full-time College instructorships, and all educational or administrative staff positions which may be designated for Faculty membership by the Board of Trustees or Executive Committee. Additional positions may be designated for Faculty membership by the Board of Trustees or Executive Committee upon recommendation of the President after joint deliberation with Faculty Council, said deliberation to be initiated by either the President or Faculty Council, with the President to inform the Board of Trustees or Executive Committee, as the case may be, of divergent opinions.

The Faculty of each Graduate School shall consist of the President, all Deans, all Associate and Assistant Deans and all full-time Graduate School professorships of the various grades, all full-time instructorships, and all educational or administrative staff positions which may be designated for Faculty membership by the Board of Trustees or Executive Committee. Additional positions may be designated for Faculty membership by the Board of Trustees or Executive Committee upon recommendation of the President after joint deliberation with Graduate Faculty Council, said deliberation to be initiated by either the President or Graduate Faculty Councils, with the President to inform the Board of Trustees or Executive Committee, as the case may be, of divergent opinions.

Each Faculty shall organize itself for the purposes of its own governance, and for determining the means by which it will coordinate its activities with those of the other Faculties; and, at the request of the President, the several Faculties shall assemble to consider matters of college-wide concern. The Faculties, separately or together, as they may determine, shall advise the Board of Trustees through the President: (1) on all matters of concern to them; (2) on matters of college-wide general educational policy, defined as matters influencing a change in status or direction of the College; (3) on such matters of administration as may be submitted to them by the President. Each Faculty, subject to the ultimate authority of the Board of Trustees, shall determine the academic functions of that instructional unit of the College for which it is responsible. Each Faculty shall, specifically, be responsible for determining the conditions for admission to and graduate from those undergraduate and graduate programs which it conducts, the arrangements and requirements of its courses of study, and the suspension or dismissal of students in its instructional unit for misconduct or for failure to satisfy academic standards; no degree shall be conferred by the Board of Trustees except on the recommendation of the related Faculty.

ARTICLE VII

Miscellaneous Provisions

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each year.

Section 2. Seal. The seal of the Corporation shall be circular in form, containing on the periphery the words, "Seal of Simmons College Boston Massachusetts" and enclosing a design consisting of a tree and a lamp, with the words, "Art Science Industry Founded 1899".

Section 3. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations to be entered into by the Corporation in the ordinary course of its business without Trustee action but within guidelines set by the Finance Committee, may be executed on behalf of the Corporation by the President or the Treasurer.

Section 4. Voting of Securities. Unless otherwise provided by the Trustees, the President or the Treasurer may waive notice of and act on behalf of this Corporation, or appoint another person or persons to act as proxy or attorney in fact for this Corporation with or without discretionary power and/or power of substitution, at any meeting of shareholders of any other corporation or organization whose securities are held by this Corporation.

Section 5. Resident Agent. The Trustees may appoint a resident agent upon whom legal process may be served in any action or proceeding against the Corporation. Said resident agent shall be either an individual who is a resident of and has a business address in Massachusetts, a corporation organized under the laws of Massachusetts, or a corporation organized under the laws of any other state of the United States, which has qualified to do business in, and has an office in, Massachusetts.

Section 6. Corporate Records. The original, or attested copies, of the Charter of the Corporation, By-laws and records of all meetings of Corporators and Trustees shall be kept in Massachusetts at the principal office of the Corporation, or at an office of its Clerk or resident agent. Said copies and records need not all be kept in the same office. They shall be available all reasonable times for the inspection of any Corporator or Trustee for any proper purpose.

Section 7. Charter of the Corporation. All references in these By-laws to the Charter of the Corporation shall be deemed to refer to the Charter of the Corporation, as amended and in effect from time to time.

Section 8. Amendments. The power to make, amend or repeal By-laws shall be in the Corporators, provided, however, that the Trustees may make, amend or repeal the By-laws (other than the provisions of Article V or of this Section 8 of Article VII) in whole or in part, except with respect to any provisions thereof which by law, the Charter of the Corporation or these By-laws requires action by the Corporators. Any such action by the Corporators shall require the affirmative vote of a majority of the Corporators entitled to vote in the election of Trustees and any such action by the Trustees shall require the affirmative vote of two-thirds of

the Trustees then in office at a duly constituted meeting of Trustees. Not later than the time of giving notice of the meeting of Corporators next following the making, amending or repealing by the Trustees of any By-law, notice thereof stating the substance of such change shall be given to all Corporators entitled to vote thereon. Any amendment or repeal of these By-laws by the Trustees and any By-law adopted by the Trustees may be amended or repealed by the Corporators.

- Adopted: April 25, 1997
- Amended: April 24, 1998
- Amended: January 29, 1999
- Ratified: May 17, 1999
- Amended: January 28, 2000
- Amended: October 20, 2000
- Amended: April 17, 2003
- Amended: May 14, 2004
- Amended: January 27, 2006
- Ratified: May 19, 2006
- Amended: October 27, 2006
- Ratified: May 18, 2007
- Amended: February 5, 2009
- Ratified: May 14, 2009
- Amended: February 2, 2012
- Ratified: May 17, 2012
- Amended: May 14, 2015

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