

MAINE STATE LEGISLATURE

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120th MAINE LEGISLATURE

FIRST REGULAR SESSION-2001

Legislative Document

No. 1805

S.P. 623

In Senate, May 16, 2001

An Act to Amend the Charter of Bates College.

(AFTER DEADLINE)

Approved for introduction by a majority of the Legislative Council pursuant to Joint Rule 205.

Reference to the Committee on Education and Cultural Affairs suggested and ordered printed.

A handwritten signature in cursive script that reads "Joy J. O'Brien".

JOY J. O'BRIEN
Secretary of the Senate

Presented by Senator ROTUNDO of Androscoggin.
Cosponsored by O'BRIEN of Lewiston and
Senators: DAVIS of Piscataquis, DOUGLASS of Androscoggin, MILLS of Somerset,
Representatives: BOUFFARD of Lewiston, BUMPS of China, MAILHOT of Lewiston,
MENDROS of Lewiston.

2 **Be it enacted by the People of the State of Maine as follows:**

4 **Sec. 1. P&SL 1937, c. 28, §4, first sentence** is amended to read:

6 The said corporation may adopt such by-laws, rules and
8 regulations, not repugnant to the laws of the state of Maine, as
10 it may--~~deem~~ determines expedient for the management of the
12 affairs of the college and for the transaction of its business;
14 it shall have power to establish in said college such courses of
16 study, departments and schools as it may elect; it shall appoint
18 officers, including a treasurer of the corporation, such other
officers of business administration and such officers of
educational administration as it ~~shall--deem~~ determines proper,
and all officers of instruction; and subject to the contractual
rights of such appointees, it may remove them at pleasure; it
shall have power to confer such academic degrees as are usually
conferred by colleges or universities.

20 **Sec. 2. P&SL 1937, c. 28, §§5, 6 and 7** are repealed and the
following enacted in their place:

22 **Sec. 5. President.** The president must be chosen by the
24 concurring votes of at least 8 members of the board of fellows
and of at least 13 members of the board of overseers, each board
26 acting separately. The president may be removed from office in
the same manner, as long as reasonable notice has been given to
28 the president in writing specifying the grounds of removal and
that, if requested by the president, opportunity for hearing upon
30 the specifications has been had before the 2 boards in
convention. The president is the principal executive officer of
32 the corporation and the principal academic officer of the
college, and except as authority, duties and responsibilities are
34 or may be specifically laid upon other persons, the president has
general administration of the affairs of the college. The
36 president may, at the pleasure of the president, attend the
separate sessions of the board of fellows and of the board of
38 overseers. When attending the sessions, the president shall
participate with the members of these boards in the conduct of
40 their business, having the right to vote; but these provisions
may not apply when the business under consideration is the
42 question of the removal of the president from office.

44 **Sec. 6. Board of Fellows.** The board of fellows may not at any
time consist of more than 15 members. Six members, exclusive of
46 the president, if the president is in attendance, except as
otherwise in this Act specifically provided, constitutes a quorum
48 for the transaction of business. The board shall choose a chair
and a vice-chair who shall preside at their meetings and who
shall serve as the chair and vice-chair of the

2 corporation. The board may adopt such rules for the transaction
3 of the business of the board as the board determines expedient.
4 The board shall choose from or without the membership of the
5 board a secretary who also serves as the secretary of the
6 corporation. The board shall fill all vacancies occurring in the
7 board and may, as the rules provide, declare a vacancy on the
8 board whenever, in their judgment, sufficient cause exists.

9
10 **Sec. 7. Board of overseers.** The board of overseers may not at
11 any time consist of more than 25 members. Nine members,
12 exclusive of the president, if the president is in attendance,
13 except as otherwise in this Act specifically provided,
14 constitutes a quorum for the transaction of business. The board
15 shall choose a chair and a vice-chair who shall preside at their
16 meetings. The board shall choose a secretary, and may adopt such
17 rules for the transaction of the business of the board as the
18 board determines expedient. The terms of office of the overseers
19 continue to expire in accordance with the provisions of Private
20 and Special Law 1873, chapter 192, section 7. At each annual
21 meeting of the board of overseers, 5 overseers, must be elected
22 for the term of 5 years, 2 of whom must be from persons nominated
23 by the Alumni Association of Bates College. The board may, by
24 such procedure as the rules provide, declare a vacancy on the
25 board whenever, in their judgment, sufficient cause exists. The
26 board shall fill all vacancies occurring in the board, as long as
27 a vacancy arising from the death, resignation or removal from
28 office of an overseer who was elected on nomination of the alumni
29 association is filled only by the election of a person so
30 nominated.

31 **Sec. 3. P&SL 1937, c. 28, §9** is amended to read:

32
33 **Sec. 9. Quorum.** Except as otherwise in this act
34 specifically provided, the corporation may transact its business
35 either by the method of concurrent action taken by the board of
36 fellows and the board of overseers, meeting in separate session,
37 or by the method of action taken by the said boards meeting in
38 convention, a quorum of which ~~shall consist~~ consists of at least
39 6 fellows and at least 9 overseers exclusive of the president, if
40 ~~he shall be~~ the president is in attendance.

41 **Sec. 4. P&SL 1937, c. 28, §10** is repealed and the following
42 enacted in its place:

43
44 **Sec. 10. Executive committee.** The corporation may appoint from
45 its number an executive committee of not fewer than 5 members.
46 The president is a member of this executive committee. The chair
47 of the executive committee is the chair of the board of fellows.
48 In the chair's absence the executive committee is chaired by the
49 vice-chair of the board of fellows or the chair or
50 the vice-chair of the board of fellows.

2 vice-chair of the board of overseers, all of whom are members of
3 the executive committee. To this executive committee any or all
4 powers of general administration are delegated to act for and in
5 behalf of the corporation from one stated meeting to another,
6 subject to instructions by the corporation at any intervening
7 meeting. The corporation may appoint such other committees for
8 such periods and with such powers as it shall determine proper.

9 **Sec. 5. P&SL 1937, c. 28, §11** is repealed.

10 **Sec. 6. P&SL 1937, c. 28, §§12 and 13** are enacted to read

11 **Sec. 12. Transition provisions.** This Act does not affect the
12 tenure of office of any person holding any office or appointment
13 under the authority of Private and Special Law 1937, chapter 28.

14 **Sec. 13. Applicability of the Maine Nonprofit Corporation Act;**
15 **governing law.** The Maine Nonprofit Corporation Act, contained in
16 the Maine Revised Statutes, Title 13-B, or any successor, applies
17 to this corporation in all respects, including an amendment to or
18 restatement of this charter. Any amendment or restatement of
19 this charter must be effected pursuant to those provisions of the
20 Maine Nonprofit Corporation Act, or any successor, that govern
21 the amendment or restatement of Articles of Incorporation.

22 SUMMARY

23 This bill amends the charter of Bates College as follows.

24 It gives the chairs and the vice-chairs of the board of
25 fellows and the board of overseers the exclusive responsibility
26 to preside over their respective meetings.

27 It authorizes the chair and the vice-chair of the board of
28 fellows to serve as the chair and the vice-chair of the
29 corporation, and for the chair of the board of fellows to preside
30 over the executive committee. In the chair's absence, the
31 vice-chair of the board of fellows and the chair and vice-chair
32 of the board of overseers are authorized to preside over
33 executive committee meetings.

34 It provides that future changes to the charter will be made
35 under the Maine Nonprofit Corporation Act, contained in the Maine
36 Revised Statutes, Title 13-B, or any successor.

37 The bill also makes several clerical corrections and changes
38 gender-specific language.