

CHARTER OF THE TRUSTEES OF TRINITY COLLEGE

Whereas sundry inhabitants of this State, of the denomination of Christians called The Protestant Episcopal Church, have represented, by their petition addressed to the General Assembly, that great advantages would accrue to the State, as well as to the general interests of literature and science, by establishing within the State another Collegiate Institution; therefore,

I. Resolved by this Assembly: That Thomas C. Brownell, Harry Crowell, Elijah Boardman, Samuel W. Johnson, Birdsey G. Noble, Samuel Merwin, Nathaniel S. Wheaton, Elisha Cushman, Charles Sigourney, Thomas Macdonough, Richard Adams, David Watkinson, Ebenezer Young, Jonathan Starr, Jr., Nathan Smith, John Thompson Peters, Asa Chapman, Elias Perkins, John S. Peters, and Luther Loomis, and their successors be, and the same hereby are, constituted a body politic and corporate forever, by the name of "The Trustees of Trinity College," and by that name shall and may have continual succession hereafter and shall be able in law to sue and be sued, implead and be impleaded, answer and be answered unto, defend and be defended, in all courts and places whatsoever, and may have a common seal, and may change and alter the same at their pleasure; and also shall be able in law to take by purchase, gift, grant, devise, or in any other manner, and to hold any real and personal estate whatsoever; *Provided always*, That they and their successors shall have power to give, grant, bargain, sell, convey, or otherwise dispose of, all or any part of the said real and personal estate, as to them shall seem best for the interest of said College.

II. Resolved, That the said Trustees and their successors shall forever hereafter have full power and authority to direct and manage the Funds for the benefit of the College, and also to prescribe and direct the course of study, and the discipline to be observed in the said College; and also to select and appoint a President of the said College, and such Professor or Professors, Tutor or Tutors, to assist the President in the Government and education of the Students belonging to the said College, and such other officer or officers as to the said Trustees shall seem meet, all of whom shall hold their office during the pleasure of the Trustees; *Provided always*, That no President may be dismissed by the Trustees (whether for cause or without), absent the concurrence of at least two-thirds of the whole number of Trustees; and *Provided further*, That no Professor, Tutor, or officer (other than the President) shall be eligible to serve as a Trustee.

III. Resolved, That at least one-third of the whole number of Trustees, lawfully convened as hereinafter directed, shall be a quorum for the dispatch of all business except for the disposal of real estate, or for the choice of a President, or for the election of Trustees, for which purposes there shall be at least a majority of the whole number of Trustees.

IV. Resolved, That the President of the College shall always be, ex officio, but with vote, a member of the Board of Trustees; and that other officers of the Board shall be elected by the Trustees, to hold office during their pleasure.

V. Resolved, That the said Trustees shall have power to meet from time to time upon their own adjournment, and so often as they shall be summoned by their Chair or President, or, in his or her absence, by the Senior Trustee, whose seniority shall be accounted according to the order in which the said Trustees are named in this act and shall be elected hereafter; *Provided always*,

That the said Chair, or President, or the Senior Trustee, shall summon a meeting of the College, when required thereto in writing, by one-third or more of the whole number of Trustees; and *Provided also*, That he or she cause notice of the time and place of said meeting to be given in such manner as the Trustees shall in their by-laws prescribe.

VI. Resolved, That the said Trustees and their successors shall have power and authority to grant all such literary Honors and Degrees as are usually granted by any University, College, or Seminary of learning in this State, or in the United States; and in testimony of such grant, to give suitable Diplomas, under their seal and the signatures of the President and Chair or Vice Chair of the Board, which Diplomas shall entitle the possessors respectively to all the immunities and privileges which, either by usage or by statute, are allowed to possessors of similar Diplomas from any other University, College, or Seminary of learning.

VII. Resolved, That the said Trustees and their successors shall have full power and authority to make all Statutes and Standing Rules which to them shall seem expedient for carrying into effect the designs of the College; *Provided always*, That such Statutes or Standing Rules shall not make the religious tenets of any person a condition of admission to any privilege in the said College, and that no President, Professor, or other officer shall be made ineligible for or by reason of any religious tenet that he or she may profess, or be compelled, by the Statutes or Standing Rules to subscribe to any religious test whatsoever; and *Provided also*, That none of the Standing Rules as aforesaid shall be inconsistent with the Constitution and Laws of the State, or with the Constitution and Laws of the United States.

VIII. Resolved, That the Funds which may at any time belong to the College now incorporated, shall enjoy the like exemptions from taxation, and the College itself, and its officers, shall enjoy the same privileges and exemptions, as have already been granted, or may hereafter be granted to Yale College, its officers, and its Funds.

IX. Resolved, That whenever Funds shall be contributed or secured to the said College, to the amount of Thirty Thousand Dollars, and not before, the Trustees may proceed to organize and establish the said College in such town in this State as they shall judge most expedient.

X. Resolved, That the following provisions shall govern the Board of Trustees of the College, as may be supplemented by the provisions set forth in the Standing Rules and the Statutes.

Section 1. The activities, property and affairs of the College shall be managed by a Board of Trustees composed of that number of Trustees as set forth in the Standing Rules of the College.

Section 2. The present persons who have been elected to serve as Trustees shall be Trustees of the College, together with such other persons who may be elected from time to time as set forth in the Standing Rules of the College. The President of the College, while in office, shall be a Trustee, without limitation, and with full voting privileges.

Section 3. Trustees Emeriti may be elected by the Board of Trustees in accordance with such provisions as may be prescribed by the Trustees. Such Trustees Emeriti shall serve without

voting privileges. The number of such Trustees Emeriti shall be at the discretion of the Trustees, and shall not be counted in the membership limitations of the Board as set forth in the Standing Rules of the College.

Section 4. The Board of Trustees may establish, and at its pleasure alter, rules and regulations as to the manner in which votes for the election of Trustees shall be cast, and such rules and regulations shall be set forth in the Standing Rules or the Statutes of the College, and such other rules and regulations as the Board of Trustees may deem necessary to carry into execution the provisions of this resolution shall also be contained therein.

XI. Resolved, That no Trustee of the College shall be personally liable to the College for monetary damages for breach of duty as a Trustee in an amount that exceeds the compensation, if any, received by the Trustee for serving the College during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the Trustee, (b) enable the Trustee or an associate to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the Trustee to the College under circumstances in which the Trustee was aware that his or her conduct created an unjustifiable risk of serious injury to the College, or (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the College.

XII. Resolved, That the College shall, to the fullest extent permitted by law, indemnify the Trustees for liability (including any obligation to pay a judgment, settlement, penalty, fine or excise tax, or reasonable expenses incurred with respect to any proceeding) to any person for any action taken, or any failure to take any action, as a Trustee, except liability that (a) involved a knowing and culpable violation of law by the Trustee, (b) enabled the Trustee or an associate to receive an improper personal economic gain, (c) showed a lack of good faith and conscious disregard for the duty of the Trustee to the College under circumstances in which the Trustee was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the College, or (d) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Trustee's duty to the College.

XIII. Resolved, That any lawful repeal or modification of Article XI or Article XII or the adoption of any provision inconsistent herewith by the Board of Trustees of the College shall not, with respect to a person who is or was a Trustee, adversely affect any limitation of liability, right or protection of such person existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

XIV. Resolved, That this Charter of the College may be amended by a resolution adopted by not less than two-thirds of the whole number of Trustees, provided that the Charter shall not be amended to permit the College to engage in any activity that would be inconsistent with its status as an organization that enjoys exemption from taxation, as described in Article VIII. Any notice of a meeting of the Board of Trustees at which this Charter is proposed to be amended shall include notice of such proposed action.

XV. Resolved, That any provisions of Standing Rules or the Statutes of the College inconsistent with the foregoing resolutions shall be suspended for such time as said resolutions remain in effect.

The amendments and restatement set forth above were duly approved by the Board of Trustees of the Corporation on May 19, 2012 in the manner required by sections 33-1140 through 33-1147, inclusive, of the Act and by the Charter (Certificate of Incorporation), and member approval was not required.

This amended and restated Charter (Certificate of Incorporation) consolidates all amendments into a single document.

This amended and restated Charter (Certificate of Incorporation) of the Corporation shall become effective upon filing.