

**CEDAR CREST COLLEGE
BYLAWS**

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**BYLAWS of
CEDAR CREST COLLEGE**

ARTICLE I

POWERS OF TRUSTEES

Section 1. Authority and Responsibilities of the Board of Trustees

The Board of Trustees (the “Board” or the “Trustees”) of Cedar Crest College (the “College”) shall have and exercise the institutional powers prescribed by law, and serves as the final legal authority within the College. Its primary functions shall be policy making and responsibility for sound management of the College’s resources. The Board of Trustees shall further determine the general, educational, financial, and strategic policies, and shall have the responsibility to promote financial solvency and preserve institutional integrity, and carry out any other functions which are permitted by these Bylaws or by the College’s Charter, except as limited by law. These powers shall include, but shall not be limited to, the following:

- 1.) Determine and periodically review the vision and the mission of the College.
- 2.) Ensure that College-wide strategic plans are developed, review and approve the plans, and monitor progress toward attainment of the plans’ priorities and goals.
- 3.) Review and approve new and major revisions in the educational programs of the College, consistent with its mission, plans, and financial resources.
- 4.) Establish policies regarding appointment, promotion, tenure, and dismissal of faculty and act on promotion and tenure recommendations.
- 6.) Recruit and appoint the President, who shall be the Chief Executive Officer of the College, in accordance with these Bylaws, appraise the President’s performance, review the President’s compensation, and remove the President for just cause.
- 7.) Support and participate in the College’s development, fundraising, and advancement efforts, and represent the College to the community at large and to regional and national audiences.
- 8.) Approve honorary degrees, and approve and authorize all earned degrees upon recommendations of the faculty.
- 9.) Approve the budget of the College and major financial transactions not provided for in the budget, and review ongoing financial performance. Establish and approve an investment policy commensurate with the College’s risk profile, and exercise periodic review of those investments.
- 10.) Authorize any changes in the tuition and fees within the College.
- 11.) Authorize the incurring of debts by the College and securing thereof by mortgage and pledge of real and/or personal property, tangible and/or intangible.

- 12.) Authorize the purchase, sale, rental, lease, management, and use of all land, buildings, or major equipment.
- 13.) Authorize the construction of new buildings and major renovations of existing buildings.
- 14.) Authorize officers or agents of the College to accept gifts of bequests on behalf of the College.
- 15.) Ensure continuity and effectiveness of the Board by electing members consistent with the Board's duties, the strategic direction of the College, and the College's mission and vision; and by periodically assessing the Board's performance.

ARTICLE II

MEMBERSHIP OF THE BOARD OF TRUSTEES

Section 1. Membership

The Board of Trustees of the College shall consist of not less than fifteen (15), and not more than forty (40) Trustees, as may from time to time be determined by the Board of Trustees, consistent with the following:

Six (6) of these positions shall be Cedar Crest College Alumni/ Alumnae; five (5) of these six (6) positions shall be nominated by the Cedar Crest College Alumnae Association and the sixth shall be the Alumnae Association President (ex-officio, voting member). The nominations shall be forwarded to the Governance Committee, who will make recommendations for election to the full Board.

One (1) of these positions (ex-officio, voting member) shall be a full-time matriculated student at Cedar Crest College, who is the President of the Student Government Association at the time of her election.

One (1) of these positions (ex-officio, voting member) shall be the President of the College (who shall be a Trustee for the term of her/his incumbency in office).

One (1) of these positions (ex-officio, voting member) shall be a Cedar Crest College faculty member.

All of the Trustees shall be selected and elected to the Board, by the Board, as set forth in Article II, Section 4.

Section 2. Life Trustees and Trustees Emeriti

2.1. Life Trustees

The Board shall have the power to elect Life Trustees who shall be former Trustees who have served with extraordinary distinction, and who shall have such qualifications and such duties, responsibilities and obligations as the Board may from time to time determine. Life Trustees may elect to attend all meetings of the Board, shall have voice but no vote therein, and shall not be included in any quorum count. Life Trustees shall receive notice of all Regular and Special Meetings of the Board.

2.2. Trustees Emeriti

The Board shall have the power to elect Trustees Emeriti who shall be former Trustees who have served with exemplary distinction and who shall have such qualifications and such duties, responsibilities and obligations as the Board may from time to time determine. Trustees Emeriti may be invited to attend Board meetings periodically, shall have voice but no vote therein, and shall not be included in any quorum count.

Section 3. Terms of Service

3.1 Trustees

Trustees, except for the one (1) student Trustee, Life Trustees, and Trustees Emeriti, shall serve for three-year terms and until their successors are elected and take office. Trustees may succeed themselves up to three (3) consecutive terms in office. A Trustee in the position occupied by the student shall serve for a one-year term and may not succeed herself in office unless she is re-elected as President of the Student Government Association.

With the exception of the President of the College, no Trustee, who has served for nine consecutive years, shall be eligible for reelection until one full year (or the period of time between one Annual Meeting and the next) has elapsed from the conclusion of the ninth year of service. The Chair of the Board, however, may, from time to time, recommend that a Trustee be eligible to serve an additional three year term. These exceptions require a two-thirds vote of the Board. With the exception of the President of the College, no Board member may serve more than four consecutive terms.

Section 4. Election of Trustees

New, and current members of the Board of Trustees continuing for a new term, shall be elected by a two-thirds vote of the Trustees in attendance at the Annual Meeting of the Board. The Board may exercise its discretion to elect Trustees at other times.

Section 5. Vacancies, Resignation and Removal

5.1. Vacancies

Any unfulfilled Board member term (including, but not limited to, those vacancies due to death or incapacity) may be filled through a special election at any regular or special meeting of the Board in accordance with policies and procedures approved by the Board.

5.2. Resignation

Any Board member may resign at any time by submitting a written notice to the Chair of the Board or the Secretary of the Board. Such resignation shall take effect at the time specified therein or within thirty (30) days of receipt.

5.3. Removal

Any member of the Board of Trustees may be removed from the Board at any regular or special meeting of the Board by affirmative vote of two-thirds of the Trustees then in office. A Board member proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard. For the purposes of this section, reasonable notice shall be the notices required by Article III, Section 2 relating to regular meetings or Article III, Section 3 relating to special meetings of the Board.

ARTICLE III

MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Regular Meetings

Regular meetings of the Board of Trustees shall normally be held on the main campus of the College or at such other place as is indicated in the official notice of the meeting, at least three times annually at such times as may be designated by the President and Chair of the Board. The last meeting in each fiscal year shall be designated as the Annual Meeting. (The fiscal year is July 1- June 30.)

Section 2. Notice of Meetings

Written electronic notice of every meeting of the Board shall be given to every member not less than fifteen (15) days prior to the date of such meeting, unless otherwise provided for in these Bylaws.

Section 3. Special Meetings

A special meeting of the Board may be called at any time on request of the Chair of the Board or of any five members of the Board. Written notice of a special meeting, the actions to be taken, and voting instructions, shall be issued by the Chair and distributed to each member by electronic means not less than five (5) days prior to the date of such a meeting. No business shall be transacted at any special meeting except such as shall be indicated in the notice thereof.

Section 4. Quorum and Majority

At all meetings of the Board, fifteen (15) members of the Board of Trustees shall constitute a quorum. Unless otherwise specified in these Bylaws, the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board.

Section 5. Rules of Order

The latest edition of *Robert's Rules of Order* shall govern all proceedings of the Board and all committees.

Section 6. Remote Participation

Use of conference telephone and similar communications equipment shall be permitted at the discretion of the Board for any meeting of the Board or a Committee thereof. Voting in absentia or by electronic means shall also be permitted at the discretion of the Board.

Section 7. Executive Sessions

The Board may hold any regular or special meeting, or any part thereof, in executive session with participation limited to independent Trustee board members. Other individuals may be invited to attend all or portions of an executive session as deemed necessary by the Chair of the Board.

ARTICLE IV

OFFICERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. Board Officers

The business and affairs of the College shall be managed by the Board of Trustees. The officers of the Board shall be a Chair, one or more Vice Chairs, and such other assistant officers as the Board from time to time shall deem necessary to appoint. The Secretary and Treasurer shall be appointed by the Board, but need not be members of the Board.

Section 2. Election, Appointment and Terms of Officers

All officers shall be elected by members of the Board of Trustees at the Annual Meeting for a three-year term. The Chair and Vice Chair(s) must be members of the Board of Trustees; the Secretary and Treasurer shall be appointed by the Board, but need not be members of the Board. The candidate for each position with the majority of the votes shall fill the office.

Notwithstanding anything to the contrary contained in these Bylaws, the limitation prescribed in Article II, Section 3.1 above shall be temporarily suspended when a Trustee is elected to the position of Chair or Vice Chair of the Board. By simple majority vote, a Trustee may be elected to a three (3) year term as Chair or Vice Chair. If the Board deems it advisable, the Chair and/or Vice Chair may be elected to an additional term(s) by a two-thirds majority vote, resulting in a maximum of five

years of service as Chair or Vice Chair of the Board. Years of service as Chair or Vice Chair

shall be counted toward any unused balance of such Trustee's term limitation as outlined in Article II, Section 3.1 above.

Section 3. Other Board Officers

The Board of Trustees may appoint such other officers and such agents as it may deem advisable and they shall hold their offices or positions at the pleasure of the Board, which shall prescribe their duties.

Section 4. Chair of the Board

The Chair of the Board of Trustees shall be the principal officer of the College. S/he will preside whenever the Board is in session and assume responsibility for the duties included in these bylaws. S/he may, with the consent of the Board, delegate power to take actions and execute documents in performance of actions authorized by the Board to the President of the College, or to other officers of the Board. The Chair assumes such duties as the Board may from time to time determine, including, but not limited to, the following: providing leadership in fund-raising; representing the Board at significant meetings and events; overseeing and monitoring the work of Board committees; leading the Board in its own planning and assessment responsibilities; and, monitoring responses to substantive questions and concerns that are elevated to the level of the Board.

Section 5. Vice Chair(s) of the Board

The Vice Chair(s) shall perform such duties as the Board may prescribe or as the Chair may delegate. In case of the absence of or inability of the Chair of the Board to perform his/her duties, a Vice Chair of the Board shall have all the powers and perform all the duties of the Chair.

Section 6. Secretary

The Secretary of the Board is appointed in accordance with Article IV Section 1 by the Board of Trustees. The Secretary may be a member of the College's senior administration and if this is the case, the Secretary will not be a member of the Board. The Secretary shall perform the duties described in Article VII Section 4 of these Bylaws and other duties as may be prescribed from time to time by the Board and/or the President.

Section 7. Treasurer

The Treasurer of the Board is appointed in accordance with Article IV Section 1 by the Board of Trustees. The Treasurer may be a member of the College's senior administration and if this is the case, the Treasurer will not be a member of the Board but will serve as a primary resource for the Finance and Endowment, Audit, and the Facilities and Property Committee. The Treasurer shall perform the duties described in Article VII Section 5 of these Bylaws and other duties as may be prescribed from time to time by the Board and/or the President.

Section 8. Absence of Chair and Vice-Chair(s)

In the absence of both the Chair and Vice-Chair(s), the Board may elect an Interim Chair who shall perform the duties of the office during their absence.

Section 9. Resignation of Officers, Vacancies

Any officer of the Board may resign at any time by submitting written notice to the Chair of the Board. Such resignation shall take effect at the time specified therein or within thirty (30) days of receipt. Vacancies may be filled at any time by a majority vote of the members of the Board, but election or reelection shall normally take place at the annual meeting.

Section 10. Removal of Officers

Any officer of the Board may be removed from such office at any regular or special meeting of the Board by affirmative vote of two-thirds of the Trustees then in office. An officer proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard by the Board prior to being removed. For the purposes of this section, reasonable notice shall be the notices required by Article III, Section 2 relating to regular meetings or Article III, Section 3 relating to special meetings of the Board.

ARTICLE V

COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Creation of Committees

The Board may establish one or more standing committees, including, but not limited to, the following: Executive, Academic Affairs, Advancement, Audit, Compensation, Enrollment Management and Student Affairs, Facilities and Property, Finance and Endowment, and Governance (collectively, "Committees," each a "Committee").

These Committees shall assist the Board in discharging its overall duties and responsibilities. The Board may, from to time, establish any other special or ad hoc committees for the discharge of specific duties that are not assumed by a standing Committee.

Section 2. Committee Membership

The Chair of any Trustee Committee and a majority of its members shall be Trustees.

Section 3. Appointment of Chairs and Committee Members

3.1 Trustee Appointments to Committees

Except as otherwise defined in this Article, the Chair of the Board shall annually designate the Trustee Chair and Committee members of all Committees, with Committee Chairs subject to Board

approval at the Annual Board meeting. The Chair of the Board and the President of the College shall be ex-officio members of all standing Committees on which they are not an appointed member. When acting in an ex-officio capacity, the Chair of the Board and/or President are not included in any quorum determination, have a voice, but have no vote.

3.2 Non-Trustee Appointments

Except where otherwise defined in this Article, persons who are not members of the Board of Trustees, may be appointed as Committee members or as ex-officio members by the Chair of the Board, subject to Board approval. Any persons assigned in an ex-officio capacity shall not be included in any quorum determination, shall have a voice, but have no vote.

3.3 Other Appointments

In the event it is necessary to assign Committee Chairs and/or Committee Members outside the normal appointment cycle due to timing, death, resignation, or other unanticipated circumstance, the Chair of the Board will designate such individual(s) subject to approval of the Executive Committee.

Section 4. Committee Conduct of Business

4.1 Committee Charters

Unless otherwise specified in these Bylaws, Standing Committees shall establish Committee Charters, which shall outline the responsibilities and duties of the Committee and its membership. Such Charters shall be reviewed and updated no less than every three years. All such Charters shall be reviewed by the Governance Committee to ensure consistency with the Bylaws and shall be approved by the Board. In the event of an inconsistency between any Committee Charter and the Bylaws, the terms and conditions contained in the Bylaws shall control.

4.2 Committee Meeting Frequency

Except as otherwise provided in this Article, all Standing Committees shall meet at least two (2) times annually and report to the Board of Trustees on a regular basis on their work and recommendations.

4.3 Committee Quorum

A simple majority of the voting members of a Committee shall constitute a quorum for the transaction of Committee business.

4.4 Committee Communication

All Committees may act in person, by telephone conference call, mail or via other electronic communication technologies.

4.5 Committee Minutes

Minutes of all standing Committee meetings shall be distributed in a timely manner to the Committee Chair; and following review and approval of the Committee, made available to Independent Trustee Board members.

Section 5. Executive Committee

The Executive Committee shall be comprised of the following: the Chair of Board, Vice Chair(s) of the Board, President of the College, President of the Alumnae Association, and Chairs of the Academic Affairs, Advancement, Audit, Enrollment and Student Affairs, and Finance and Endowment Committees. The Chair of the Board may invite other individuals to attend Executive Committee meetings as needed when relevant expertise is required.

The Chair of the Board shall be the Chair of the Executive Committee. The Executive Committee shall possess and exercise all executive and supervisory powers of the Board of Trustees in the intervals between meetings of the Board, except for taking the following actions, which shall be reserved for the Board: (i) Presidential selection and termination; (ii) Board member and Board officer election; (iii) changes in the mission and purposes of the institution; (iv) amendments to the Articles of Incorporation and Bylaws; (v) incurrence of corporate indebtedness; (vi) sale of other disposition of real estate and other tangible property; (vii) adoption of the annual budget; and (viii) conferral of degrees.

Meetings are generally convened to set the agenda for the coming academic year and/or to advise the President and Chair of the Board. Special meetings may be called by the Chair of the Board or upon the request of any two members of the Executive Committee. At least three (3) days notice of the convening of a special meeting of the Executive Committee shall be given by the Secretary, except in cases of extreme emergency.

Section 6. Academic Affairs Committee

The purpose of the Academic Affairs Committee is to oversee educational quality, to report and make recommendations to the Board on matters relating to educational program quality and reviews, including institutional and program accreditation, and to recommend policies and provide oversight of Board policies on faculty appointment, promotion, tenure, and dismissal of faculty.

Section 7. Advancement Committee

The purpose of the Advancement Committee is to oversee and facilitate Board and Board member participation in institutional advancement, resource development, and fundraising activities.

Section 8. Audit Committee

The purpose of the Audit Committee is to oversee the College's financial practices and standards of conduct, and to monitor internal controls and risk management systems.

Section 9. Compensation Committee

The purpose of the Compensation Committee is to determine the compensation of the President,

and to annually review the President and the President's succession plans for his/her key executive positions.

Section 10. Enrollment Management and Student Affairs Committee

The purpose of the Enrollment Management and Student Affairs Committee is to oversee the College's policies and procedures for attracting, enrolling, and maintaining enrollment of students; and to review and advise on all aspects of student life on campus.

Section 11. Facilities and Property Committee

The purpose of the Facilities and Property Committee is to recommend policy to the Board in regard to alterations, improvement and expansion of the College campus, and long-range campus planning.

Section 12. Finance and Endowment Committee

The purpose of the Finance and Endowment Committee is to oversee the integrity of the College's financial operations, long-term economic health, and allocation of resources; and for recommending to the Board requests and plans for borrowing, ensuring that timely and accurate financial information is presented to the Board, and overseeing the endowment and other College investments.

Section 13. Governance Committee

The purpose of the Governance Committee is to determine the most effective composition of the Board and to develop practices and policies that enhance Board performance.

ARTICLE VI

SEAL

The common or corporate seal of the College, until otherwise ordered by the Board of Trustees, shall consist of two concentric circles, in the outer one of which are the words "CEDAR CREST COLLEGE," and in the inner circle the words, "Religio, Libertas et Scientia," above three figures representing Religion, Liberty and Learning, and below the figures are the numbers "1867" denoting the year of the founding of the College.

ARTICLE VII

ADMINISTRATION OF THE COLLEGE

Section 1. College Administrators

The administration of the College shall include a President, a Provost, a Vice President of Advancement, a Chief Financial Officer and Treasurer, a Secretary, a Vice President of Student Affairs, a Dean of the School of Adult and Graduate Education, and such other officers or assistants

as the Board of Trustees may from time to time authorize.

Section 2. President

The President of the College shall be elected by the Board of Trustees for an indefinite term; S/he shall be directly responsible to the Board. The President shall act as the executive head of the College in all matters relating to educational program, student life, internal management, and long-range planning and development. S/he shall be the official medium of communication between the administration and the Board of Trustees, between the faculty and the Board of Trustees and between the students and the Board of Trustees. S/he shall recommend to the Board the appointment of other officers of the College, and all promotions and appointments of the Faculty. S/he shall sign all diplomas and confer all degrees. S/he shall be responsible for the discipline of the College and for carrying out all measures officially agreed upon by the faculty concerning matters committed to the faculty by the Board, and for executing such measures concerning the internal administration of the College as the Board of Trustees may direct. S/he may specifically delegate such responsibility, as a matter of routine procedure, to other officers of administration or agencies created for the purpose, subject to the approval of the Board of Trustees, but shall be held accountable therefore. The President shall make reports to the Board of Trustees at each regular meeting of the Board, on the work and condition of the College, and shall present for the consideration of the Board such measures as s/he shall deem necessary or expedient for the welfare of the College.

Section 3. Provost

In the event of the death, incapacity or prolonged absence of the President, the Provost shall discharge the powers and duties of the President until such time as the Board of Trustees shall take action in the matter.

Section 4. Secretary

The Secretary shall have custody of the seal of the College, and shall keep a full and correct record of the proceedings of the meetings of the members of the Board of Trustees and of the Executive Committee, and shall give the necessary notices of all meetings to the members of the Board of Trustees and of the Executive Committee. S/he shall perform such other duties as customarily appertain to the office of the Secretary, or as the Board of Trustees or the Executive Committee may prescribe.

Section 5. Chief Financial Officer and Treasurer

The Chief Financial Officer/Treasurer shall be the custodian of all funds and securities coming to the College from any source. S/he shall (1) deposit all funds and securities coming to the College in such depositories as the Board shall designate and shall disburse the same pursuant to the order of the Board; (2) keep an accurate account of all receipts, disbursements and other financial transactions which shall at all times be open to inspection by any member of the Board or by the President of the College; (3) annually have an audit made by a certified public accountant and prepare a printed report of the financial operations of the College, which shall be available to each member of the Board. The Treasurer shall file a bond for the faithful performance of his/her duties

in such sum as shall be fixed by the Board, with some responsible surety company approved by the Board, the premium on the bond to be paid by the College.

ARTICLE VIII

THE FACULTY OF THE COLLEGE

Section 1. Faculty

The Faculty shall consist of the President of the College, the Provost, the Professors, Associate Professors, Assistant Professors, Instructors, Lecturers, and such other officers and staff of the College as the President of the College may determine.

Section 2. Faculty Roles and Responsibilities

The Faculty of the College shall be concerned with matters of instruction, the formulation of the curriculum and the advancement of academic standards of the College. The members of the Faculty may be called upon for committee and advisory service related to the educational and disciplinary life of the College. Those members of the Faculty who are Chairs of departments shall be responsible to the President through the Provost for the work and personnel of their departments. The members of departments shall be responsible to the President and the Provost through the Chairs of their respective departments.

ARTICLE IX

INDEMNIFICATION

Section 1. Third-Party Actions

The College shall defend and indemnify any Trustee, member of the Administration of the College (as defined in Article VII) or any person acting at the direction of the Board of Trustees who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the College). The College shall defend and indemnify said person against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action or proceeding if s/he acted lawfully, in good faith and in a manner s/he reasonably believed to be in, or not opposed to, the best interests of the College. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that s/he reasonably believed to be in, or not opposed to, the best interests of the College and, with respect to any criminal proceeding, had reasonable cause to believe that his /her conduct was unlawful.

Section 2. Derivative and Corporate Actions

The College shall indemnify any Trustee, member of the Administration of the College (as defined in Article VII) or any person acting at the direction of the Board of Trustees who was or is a party,

or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by or in the right of the College to procure a judgment in its favor. The College shall defend and indemnify said person against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of the action if s/he acted lawfully, in good faith and in a manner s/he reasonably believed to be in, or not opposed to, the best interests of the College. Indemnification shall not be made under this Section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the College unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the College is located or the court in which the action was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

Section 3. Advancing Expenses

Expenses (including reasonable attorneys' fees) incurred in defending any action or proceeding referred to in Article IX, Section 1 (relating to third-party actions) or Article IX, Section 2 (relating to derivative and corporate actions) shall be paid by the College in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that s/he is not entitled to be indemnified by the College as authorized in this Article or otherwise.

Section 4. Procedure for Effecting Indemnification and Advancing Expenses

Unless ordered by a court, any indemnification or advancement of expenses under Article IX, Section 1 (relating to third-party actions), Article IX, Section 2 (relating to derivative and corporate actions) or Article IX, Section 3 (relating to advancing expenses) shall be made by the College only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because s/he has met the applicable standard of conduct set forth in those sections. The determination shall be made solely by one of the following:

- (a) by a majority vote of the Trustees who are not parties to such action, suit or proceeding, even though less than a quorum;
- (b) by a committee of such Trustees designated by a majority vote of such Trustees, even though less than a quorum; or
- (c) if there are no such Trustees, or if such Trustees so direct, by independent legal counsel in a written opinion.

Section 5. Supplementary Coverage

5.1 General Rule

The indemnification and advancement of expenses provided by or granted pursuant to Article IX, Section 1 (relating to third-party actions), Article IX, Section 2 (relating to derivative and corporate actions) or Article IX, Section 3 (relating to advancing expenses) shall not be deemed exclusive of

any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of Trustees who were not parties to the action or proceeding, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding that office. Section 5728 (relating to interested Trustees or officers) of the Pennsylvania Nonprofit Corporation Law, 15 Pa. C.S.A. §§ 101 et seq. (the "Nonprofit Corporation Law"), shall be applicable to any contract or transaction authorized by the Trustees under this Section. The College may create a fund of any nature, which may, but need not, be under the control of a Trustee, or otherwise secure or insure in any manner its indemnification obligations, whether arising under or pursuant to this Section or otherwise.

5.2 Grounds

Indemnification pursuant to Section 5.1 under any agreement, vote of Trustees or otherwise may be granted for any action taken or any failure to take any action and may be made whether or not the College would have the power to indemnify the person under any other provision of law except as provided in this Section and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the College.

Section 6. Power to Purchase Insurance

The College shall have power to purchase and maintain insurance on behalf of any Trustee, member of the Administration of the College (as defined in Article VII) or any person acting at the direction of the Board of Trustees against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the College would have the power to indemnify him/her against that liability under the provisions of this Article.

Section 7. Application to Surviving or New Corporations

For the purposes of this Article, references to "the College" include all constituent corporations absorbed in a consolidation, merger or division, as well as the surviving or new corporations surviving or resulting therefrom, so that any person who is or was a representative of the constituent, surviving or new corporation, or is or was serving at the request of the constituent, surviving or new corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving or new corporation as s/he would if s/he had served the surviving or new corporation in the same capacity.

Section 8. Application to Employee Benefit Plans

For the purposes of this Article:

- (a) References to "other enterprises" shall include employee benefit plans;
- (b) References to "serving at the request of the College" shall include any service as a representative of the nonprofit corporation that imposes duties on or involves services by the representative with respect to an employee benefit plan, its participants or beneficiaries;
- (c) Excise taxes assessed on a person with respect to any employee benefit plan pursuant to

applicable law shall be deemed "fines;" and

(d) Action with respect to an employee benefit plan taken or omitted in good faith by a representative of the College in a manner he reasonably believed to be in the interest of the participants and beneficiaries of the plan shall be deemed to be action in a manner that is not opposed to the best interests of the College.

Section 9. Duration and Extent of Coverage

The indemnification, defense and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the College and shall inure to the benefit of the heirs and personal representative of that person.

Section 10. General Provisions

10.1 When Indemnification is Not to be Made.

Indemnification pursuant to this Article shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

10.2 Trust Property

This Article shall not affect the liability of a representative with respect to the administration of assets held by the College pursuant to its authority to take and hold trust property.

ARTICLE X¹

EXERCISE OF POWERS GENERALLY

Section 1. General Rule

In discharging the duties of their respective positions, the Board of Trustees, committees of the Board and individual Trustees of a nonprofit college may, in considering the best interests of the College, consider to the extent they deem appropriate:

- (1) The effects of any action upon any or all groups affected by such action, including, but not limited to, members, employees, suppliers, customers and creditors of the College, and upon communities in which offices or other establishments of the College are located.
- (2) The short-term and long-term interests of the College, including, but not limited to, benefits that may accrue to the College from its long-term plans and the possibility that these interests may be best served by the continued independence of the College.
- (3) The resources, intent and conduct (past, stated and potential) of any person seeking to

¹ Article X is subject to changes in Pennsylvania state law governing Nonprofit Corporations. Any changes in the law will supersede this version of the Article.

- acquire control of the College.
- (4) Any and all other pertinent factors.

Section 2. Consideration of Interests and Factors

The Board of Trustees, committees of the Board, and individual Trustees shall not be required, in considering the best interests of the College or the effects of any action, to regard any College interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of interests and factors in the manner described in this subsection and in subsection (a) shall not constitute a violation of section 5712 of the Nonprofit Corporation Law (relating to standard of care and justifiable reliance).

Section 3. Specific Applications

In exercising the powers vested in the College, including, without limitation, those powers pursuant to section 5502 of the Nonprofit Corporation Law (relating to general powers of a nonprofit corporation), and in no way limiting the discretion of the Board of Trustees, committees of the Board and individual Trustees pursuant to Article X, Sections 1 and 2, the fiduciary duty of Trustees shall not be deemed to require them to act as the Board of Trustees, a committee of the Board or an individual Trustee solely because of the effect such action may have on an acquisition or potential or proposed acquisition of control of the College or the consideration that might be offered or paid to members in such an acquisition.

Section 4. Presumption

Absent breach of fiduciary duty, lack of good faith or self-dealing, any act as the Board of Trustees, a committee of the Board or an individual Trustee shall be presumed to be in the best interests of the College. In assessing whether the standard set forth in section 5712 of the Nonprofit Corporation Law (relating to standard of care and fiduciary duty) has been satisfied, there shall not be any greater obligation to justify, or higher burden of proof with respect to any act as the Board of Trustees, any committee of the Board or any individual Trustee relating to or affecting an acquisition or potential or proposed acquisition of control of the College than is applied to any other act as a Board of Trustees, any committee of the Board or any individual Trustees. Notwithstanding the preceding provisions of this subsection, any act as the Board of Trustees, a committee of the Board or an individual Trustee relating to or affecting an acquisition or potential or proposed acquisition of control to which a majority of the disinterested Trustees shall have assented shall be presumed to satisfy the standard set forth in section 5712 of the Nonprofit Corporation Law, unless it is proven by clear and convincing evidence that the disinterested Trustees did not assent to such act in good faith after reasonable investigation.

Section 5. Definition

The term “disinterested Trustee” as used in Article X Section 4 and for no other purpose means:

- (1) A Trustee of the College other than:

- (a) A Trustee who has a direct or indirect financial or other interest in the person acquiring or seeking to acquire control of the College or who is an affiliate or associate, as defined in section 2552 of the Business Corporation Law of 1988, codified at 15 Pa. C.S.A. §§ 1101 et seq. (relating to definitions), of, or was nominated or designated as a Trustee by a person acquiring or seeking to acquire control of the College.
 - (b) Depending on the specific facts surrounding the Trustee and the act under consideration, an officer or employee or former officer or employee of the College.
- (2) A person shall not be deemed to be other than a disinterested Trustee solely by reason of any or all of the following:
- (a) The ownership by the Trustee of a membership in or shares of the College.
 - (b) The receipt as a member of or holder of shares of any class of any distribution made to all members of or holders of shares of that class.
 - (c) The receipt by the Trustee or Trustee's fees or other consideration as a Trustee.
 - (d) Any interest the Trustee may have in retaining the status or position of Trustee.
 - (e) The former business or employment relationship of the Trustee with the College.
 - (f) Receiving or having the right to receive retirement or deferred compensation from the College due to service as a Trustee, officer or employee.

ARTICLE XI

CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy

Board members must act in accordance with these Bylaws and the institution's Conflict of Interest Policy. The Board shall adopt and revise, as appropriate, the Conflict of Interest Policy. Each provision of this Article shall apply to all Board members, with and without voting privileges, and all members of any Board committees.

Section 2. Definition

Subject to the Conflict of Interest Policy, a Board member shall be considered to have a conflict of interest if he or she, or persons or entities with which he or she is affiliated, has a direct or indirect

interest that may impair or may reasonably appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the College.

Per the Conflict of Interest Policy, any member of the Board of Trustees who is uncertain whether he or she has a possible conflict of interest in any matter may request that the Audit Committee determine whether a possible conflict exists.

Section 3. Voting

Board members shall disclose any actual, apparent, or possible conflict of interest at the earliest practical time. A Board member who has made such a disclosure shall abstain from voting on, discussing, and/or taking any other action in the enactment or defeat of a motion which relates to any transaction with any party in which he or she has an interest. Subject to the Conflict of Interest Policy, the Board member may be required to leave the meeting during discussions and voting on the matter. The meeting minutes shall reflect that a disclosure was made and note the Board member's abstention from voting. A Board member who is recused may be counted for purposes of determining the presence of a quorum at the meeting, but shall not be counted for the purposes of determining the presence of a quorum for the requisite Board action.

Section 4. Annual Disclosure

In accordance with the Conflict of Interest Policy, every Board member shall complete and sign a disclosure form on an annual basis, and update that form as promptly as possible following knowledge of conditions that may create a possible conflict of interest.

ARTICLE XII

REVIEW AND AMENDMENTS OF BYLAWS

Section 1. Amendments of Charter/Articles of Incorporation and Bylaws

These Bylaws may be amended by a two-thirds vote of the Trustees present at a meeting of the Board of Trustees provided notice of said amendment has been given at the previous meeting or at least thirty (30) days prior to the meeting at which the amendment(s) is (are) to be considered.

Section 2. Review

These Bylaws shall be reviewed periodically by the Governance Committee (or a special Bylaws Committee). The committee shall recommend any necessary changes to the Board.

Presented to the Board on May 15, 2015

Adopted as amended on May 15, 2015