



WASHINGTON & JEFFERSON COLLEGE

BYLAWS

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BYLAWS

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BYLAWS
of
WASHINGTON & JEFFERSON COLLEGE

ARTICLE I

BOARD AUTHORITY AND RESPONSIBILITIES

SECTION 1. GENERAL AUTHORITY AND RESPONSIBILITY. The Board of Trustees shall have and exercise those corporate powers prescribed by law and set forth in the College's Charter and these Bylaws. Its ultimate authority is affirmed through its general, financial and academic policy-making functions and its responsibility for the College's financial health and welfare. The Board of Trustees has the responsibility to exercise ultimate institutional authority, as set forth in these Bylaws and in such policy statements it deems to be appropriate, in a manner that will advance the best interests of the College and the public good. These Bylaws and Board policy statements, while subject to the College Charter, shall take precedence, to the extent of any inconsistency, over all other institutional statements, documents and policies.

SECTION 2. ILLUSTRATIVE FUNCTIONS. The Board of Trustees shall carry out lawful functions permitted by law, by these Bylaws or by the Charter. This authority and responsibility shall encompass, but not be limited to, these illustrative functions:

- A. MISSION.** Determine and periodically review the College's mission and purposes.
- B. APPOINTMENT OF PRESIDENT.** Appoint the President, who shall be the College's chief executive officer, and set appropriate conditions of employment, including compensation.
- C. SUPPORT OF PRESIDENT.** Support the President and assess his or her performance.
- D. STRATEGIC PLANNING.** Approve, regularly review and, when appropriate, modify a strategic plan for achieving the College's mission and goals.
- E. ACADEMIC PROGRAMS; MAJOR ENTERPRISES.** Review and approve material changes in the College's academic programs and other major enterprises consistent with the College's mission, strategic plan and financial resources.
- F. INSTITUTIONAL POLICIES.** Approve institutional policies bearing on faculty appointment, promotion, tenure and dismissal, as well as personnel, conflict of interest, anti-discrimination and other policies applicable generally.
- G. BUDGET; FINANCIAL CONDITION.** Approve the annual budget and comprehensive fee (tuition, fees, room and board); regularly monitor the College's financial condition and establish policy guidelines affecting all institutional assets, including the endowment, investments, physical plant and equipment.

- H. PERSONAL FINANCIAL SUPPORT.** Contribute financially to the College's fund-raising goals and participate actively in strategies to secure sources of support.
- I. BORROWING.** Authorize any needed debt financing and approve the securitization of loans.
- J. PHYSICAL PLANT AND EQUIPMENT.** Authorize (i) the construction of new buildings and major renovations of existing buildings, and (ii) the purchase, sale and management of all land, buildings and major equipment.
- K. TEACHING AND LEARNING ENVIRONMENT.** Approve such policies that contribute to the best possible environment in which students can learn and develop their abilities, and that contribute to the best possible environment in which the faculty can teach, pursue their scholarship and perform public service, under the protection of academic freedom.
- L. DEGREES.** Approve all earned and honorary degrees through recommendations from either the faculty, the President or the appropriate Board committee.
- M. ADVOCACY.** Serve actively as advocates for the College generally and, in consultation with the President and other responsible parties as the Board shall determine, in appropriate matters of public policy.
- N. BOARD SELF-ASSESSMENT.** Make periodic self-assessments of the Board's role in governance and policy-making in relation to widely held standards and expectations concerning Board performance in not-for-profit institutions.

ARTICLE II

TRUSTEES

SECTION 1. ELECTION AND NATURE OF SERVICE. The Trustees of the College shall be elected by the Board and serve in that capacity as volunteers without compensation, but who, in accordance with applicable policy, may be reimbursed for reasonable expenses directly related to their service.

SECTION 2. NUMBER. The Board of Trustees shall consist of not less than 21 nor more than 42 voting members and all Emeriti and Honorary nonvoting members.

SECTION 3. ELIGIBILITY. All Trustees shall be natural persons of legal age; none, other than the President, shall be employees of the College. Except as otherwise provided in these Bylaws regarding Emeriti and Honorary Trustees, no individual may be elected or serve as a Trustee after attaining 75 years of age.

SECTION 4. COMPOSITION AND TERMS.

A. ALUMNI AS TRUSTEES. A majority of the Trustees shall be alumni of the College.

B. TRUSTEES NOMINATED BY THE BOARD OF TRUSTEES. Except the President as otherwise provided in subsection c below, at any one time, ten voting trustees shall be designated Alumni Trustees and the remaining voting trustees shall be designated as Term Trustees. All Trustees elected to the Board prior to July 1, 2021, and completing or serving their first six (6) year term may be eligible for reelection to the Board for one additional six (6) year term. All Trustees elected to the Board prior to July 1, 2021 who have completed two or more six (6) year terms, may be eligible for reelection to the Board for one additional four (4) year term. All Trustees elected to the Board for the first time effective on or after July 1, 2021, shall serve a term of four (4) years and may be eligible for reelection to the Board for two additional four (4) year terms.

All Trustees who have completed two consecutive six (6) year terms or three consecutive or nonconsecutive four (4) year terms will be ineligible for reelection to the Board for one (1) year following expiration of the second consecutive six (6) year term or the third four (4) year term, respectively (the "Gap Year"), and may then be eligible for reelection to the Board for one final four (4) year term.

If a Trustee is serving as Chair of the Board of Trustees when he or she is required to serve a Gap Year, the Board of Trustees may vote to waive the requirement to serve the Gap Year and reelect such Trustee to the Board for one final four (4) year term so that the former Chair may help to transition to duties of the Chair role to the newly elected Chair.

C. PRESIDENT AS TRUSTEE. The President of the College shall be a voting Trustee and shall be appointed to all committees except those dealing with audit-related matters and the President's assessment and compensation. The President's service as a Trustee,

which will not be subject to ineligibility, shall run concurrently and terminate simultaneously with his or her service as President.

D. TRUSTEES EMERITI AND HONORARY TRUSTEES

- i.* **ELIGIBILITY, ELECTION AND TERMS.** Any individual who has provided exceptional service to the Board attaining 75 years of age during or after a term as a Trustee may, if nominated by the Governance Committee, be considered by the Board for election as a Trustee Emeritus/Emerita for one five (5) year term. Any individual who has provided exceptional service to the Board who has not yet reached 75 years of age but has completed all terms on the Board for which he or she is eligible may, if nominated by the Governance Committee, be considered by the Board for election as a Trustee Emeritus/Emerita for one five (5) year term. The Governance Committee shall have the discretion to waive the full term completion requirement when special circumstances exist. An individual of exceptional character and accomplishment who has attained the age of 75, but not served as a Trustee, may be elected by the Board as an Honorary Trustee. Honorary Trustees are eligible to serve two (2) consecutive four (4) year terms.
- ii.* **STATUS.** Trustees Emeriti and Honorary Trustees shall have the privilege of attending all regular meetings of the Board of Trustees and will be eligible for election to any committees, with the right to participate in all discussions but without voting rights or inclusion in the determination of quorums and vote counts.
- iii.* **GRANDFATHER PROVISION.** Individuals serving as Trustees Emeriti on May 21, 2021, shall continue to serve as Trustees Emeriti for life.

SECTION 5. CESSATION OF SERVICE.

- A. EXPIRATION OF TERMS.** Each Trustee term shall expire on June 30 of its final year or, if it occurs sooner, on June 30 following the Trustee's 75th birthday.
- B. REMOVAL.** Trustees serve at the pleasure of the Board. A Trustee may be removed from office by the affirmative vote of two-thirds of all Trustees eligible to vote.

SECTION 6. VACANCIES. Any Trustee vacancy occurring by death, resignation or otherwise may be filled by the Board of Trustees.

ARTICLE III

MEETINGS OF THE BOARD

SECTION 1. REGULAR MEETINGS. The Trustees shall hold at least three (3) regular meetings of the Board each year to be held at a time and place set forth in a notice from the Chair, provided that one meeting is held in conjunction with Commencement (unless Commencement shall have been deferred, in which case the already scheduled regular meeting shall proceed as the annual meeting), which meeting shall be known as the annual meeting, at which the officers of the Board shall be elected.

SECTION 2. SPECIAL MEETINGS. A special meeting of the Board may be called at any other time by the Chair of the Board, and a special meeting shall be called by the Chair upon receiving a request in writing therefore, signed by at least ten (10) voting Trustees of the Board, certifying that they believe the meeting is necessary to promote the interests of the College. Said special meetings shall be held at the time and place and for the purpose(s) set forth in the Chair's written notice, which shall be sent to the post office or electronic address of each Trustee at least five (5) days before the date of such meeting.

Special meetings of the Board may be held by means of the Internet or other electronic communications technology in a fashion pursuant to which trustees have the opportunity to read or hear the proceeding substantially concurrent with their occurrence, vote on matters submitted to the trustees, pose questions to any participants, make appropriate motions and comment on the business of the meeting.

SECTION 3. TELEPHONIC OR ELECTRONIC MEETINGS. To the full extent permitted by law, one or more Trustees may participate in and vote at a Regular or Special meeting of the Board by conference telephone or other electronic means, including without limitation, the Internet, by means of which all persons participating in the meeting can hear each other.

SECTION 4. QUORUM; ACTION BY MAJORITY VOTE. At all meetings of the Board of Trustees, the presence of a majority of the voting members of the Board shall constitute a quorum to transact all and every kind of business relative to the College, with power to adjourn from time to time. Except as otherwise provided in these Bylaws, a majority vote of Trustees voting at a duly constituted meeting shall constitute proper action.

SECTION 5. ACTION WITHOUT MEETINGS (UNANIMOUS CONSENT). Any action which may be taken at a meeting of the Trustees may be taken without a meeting, if a consent or consents setting forth such action shall be signed in written or electronic form, either before or after the action is taken, by all of the Trustees eligible to vote, as the case may be, and shall be filed with the minutes of the College.

ARTICLE IV

OFFICERS

SECTION 1. TITLES, TERMS OF OFFICE AND VACANCIES. The officers of the College shall be elected by the Board and will include the Chair of the Board of Trustees, at least one (1) but no more than four (4) Vice Chairs, a Secretary, a Treasurer and the President of the College. In the penultimate year of a Chair's term, for succession planning purposes, the Board may also elect a Chair Elect (who may also hold the position of First Vice Chair). The Chair, Chair Elect, Vice Chairs, Secretary, Treasurer, and President of the College shall be voting members of the Board and the Treasurer shall ordinarily be the chair of the finance committee. Said officers shall hold their respective offices for one (1) year, or until their successors are elected and qualified. Except for the President, the officers who are Trustees ordinarily will not serve for more than three (3) years in the same office. Any vacancies in these offices may be filled for the unexpired term at any meeting of the Board.

SECTION 2. CHAIR. The Chair of the Board of Trustees shall preside at all meetings of the Board and Executive Committee, shall be a voting member of all Board committees, and shall have the general powers and duties of supervision and management of all the affairs of the Board.

SECTION 3. VICE CHAIR(S) AND CHAIR ELECT. Vice Chairs and the Chair Elect will ordinarily be chairs of Board standing committees and will assist the Board Chair in supervising and managing the affairs of the Board. If there is more than one Vice Chair, one will be designated by the Board as First Vice Chair. During the temporary absence or disability of the Board Chair, the Chair Elect (if available) or the first Vice Chair (if no Chair Elect is available) shall perform the duties and exercise the powers of the Board Chair. If the Chair Elect or First Vice Chair is similarly unable to serve in this capacity, the other Vice Chairs shall so serve in the descending order of their seniority, based on years of service on the Board.

SECTION 4. PRESIDENT. The President of the College shall have such other authority, duties, and responsibilities as set forth in Article VI hereinafter, or as the Board may from time to time prescribe.

SECTION 5. SECRETARY. The Secretary shall attend all sessions of the Board and Executive Committee, record all votes, and keep complete minutes of the proceedings of the Board. The Secretary shall cause notice of all meetings to be given to the members of the Board; attest to all legal documents and instruments as needed and discharge such other duties attendant to the office, or as may be prescribed by the Board. If the Secretary is unable to attend a Board or Executive Committee meeting, the Board Chair shall appoint a temporary substitute Secretary.

SECTION 6. TREASURER. The Treasurer, who ordinarily will serve as chair of the finance committee of the Board of Trustees, shall serve as the Board's key leader on all financial management policy matters. The Treasurer shall ensure that all Trustees regularly receive appropriate and comprehensible financial statements from the College's administration that include comparisons of revenues and expenditures with the approved annual budget and the preceding fiscal year for the same time periods. The Treasurer shall ensure that other financial reports, including those for special or major Board-approved expenditures, College investments, and annual or special audits, are provided to all Trustees in a timely manner for review and discussion

as appropriate. The Treasurer shall cooperate with the College's chief financial officer, Board-approved auditor, and the relevant committees of the Board as appropriate or necessary.

SECTION 7. ELECTION OF BOARD OFFICERS. Board officers shall be elected annually at the regularly scheduled meeting in conjunction with Commencement (unless Commencement shall have been deferred, in which case the election shall proceed at the annual meeting). To that end, the Governance Committee, after consideration of the desired characteristics of new Board officers and the recommendations of the Board Chair, shall propose a slate of candidates to the full Board of Trustees. The election of Board officers shall be by paper ballot at a regularly scheduled meeting of the Board. The Secretary or, if the Secretary is unavailable, the Treasurer, or if the Treasurer is unavailable, the chair of the Audit Committee, shall conduct the election of Board Officers.

SECTION 8. OATH OF OFFICE. The Trustees and President of the College, prior to entering upon the duties of their respective offices, shall severally take an oath or affirmation before the Chair, a Vice Chair, the Secretary or any official legally authorized to administer the same, to discharge with fidelity the duties imposed upon and entrusted to them.

ARTICLE V

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE.

- A. COMPOSITION.** The Board shall establish an Executive Committee composed entirely of voting trustees and shall include the Board Chair, Vice Chairs, the Board Secretary, Treasurer, the President of the College, and the chairs of standing committees. In addition, up to two (2) voting Trustees nominated by the Governance Committee and elected by the Board may also serve on the Executive Committee; these at-large members will be eligible for reelection for up to (3) three annual terms.
- B.** The Chair of the Board shall be Chair of the Executive Committee, and the Secretary of the Board shall be Secretary of the Committee.
- C. MEETINGS.** The Executive Committee shall hold at least three (3) regular meetings each year, and such other meetings as may be deemed advisable and called by the Chair of the Board, said meetings to be held at any place designated by the Chair or in any other manner permitted by Article III above for meetings of the Board.
- D. POWERS.** The Executive Committee shall have the full power of the Board of Trustees at all times when the Board of Trustees is not in session, except for: the election of the Trustees and officers of the Board; the amendment or repeal of the College Charter or Bylaws, or any resolution of the Board; the creation or dissolution of committees of the Board; the election and termination of the President of the College; the awarding of degrees and tenure; the approval of the annual budget and comprehensive fee (tuition, fees, room and board); the acceptance of audited statements; the approval of debt and investment policies; and changes to the College's mission statement; provided, however, that the Executive Committee may take any such excepted action, or any other action, if and to the extent specifically authorized by a resolution of the Board of Trustees. The Executive Committee may authorize, within any twelve-month period, expenditures up to \$500,000 in connection with the day-to-day operation of the College, pressing circumstances and favorable opportunities; provided that the Committee (1) duly considers the nature, importance and cost of the particular matter, the importance of timing, the length of time until the next Board meeting, and the desirability of full Board approval; (2) obtains the approval of the chairs of all appropriate committees, and (3) determines that any such expenditure is fiscally prudent and consistent with the mission of the College.
- E. STRATEGIC PLANNING.** At least once every five years, the Executive Committee shall review the College's Strategic Plan and recommend any needed changes to the full Board and the College administration.
- F. MINUTES.** The Executive Committee's minutes of proceedings shall be provided to each member of the Board of Trustees after each meeting of the Committee.

SECTION 2. STANDING AND AD HOC COMMITTEES. The Board shall establish such other standing and ad hoc committees as it deems appropriate to the discharge of its responsibilities. Each standing committee shall have at least five (5) voting members and shall have a written charge, as approved by the Board. Each committee shall periodically review its charge and shall recommend, as it deems appropriate, proposed changes to the Governance Committee. Such committees ordinarily shall meet in conjunction with each regular meeting of the Board and may convene for such additional meetings as may be deemed advisable by the chair of the committee. Said meetings shall be held at any place designated by the chair of the committee or in any other manner permitted by Article III above for meetings of the Board.

SECTION 3. APPOINTMENT AND COMPOSITION. Except with respect to the Executive Committee as provided in Section 1a above, the Chair of the Board, in consultation with the President, shall recommend a slate of committee appointments, including committee chairs and vice chairs, to the Governance Committee for consideration, approval and recommendation to the full Board for its approval. All committee chairs and vice chairs shall be Trustees eligible to vote. Committee chairs shall ordinarily not serve more than three (3) consecutive years in that position. Subject to Board approval, all standing and ad hoc committees may have a minority of members who are not Trustees and who shall not have voting rights.

SECTION 4. QUORUM. At all meetings of a committee, the presence of a majority of the voting members of the committee shall constitute a quorum to transact all and every kind of business relative to its charge. A majority of committee members voting at a duly constituted meeting shall constitute proper action. With the exception of the Executive Committee, in the absence or disqualification of a voting member at any meeting of the committee, the eligible committee members may unanimously appoint one other voting Trustee to serve as an alternate in the place of the absent or disqualified member.

ARTICLE VI

PRESIDENT

SECTION 1. GENERAL AUTHORITY. The Administrative head of the College shall be the President. All departments of the College, both administrative and educational, shall be responsible to the President.

SECTION 2. ELECTION; VACANCY. The President of the College shall be appointed by the Board of Trustees and shall hold office at the pleasure of the Board. In case of a vacancy in the office of the President, the absence of the President or, in the judgment of the Board of Trustees, the inability of the President to effectively and appropriately serve in the office, the Board may appoint an interim President of the College.

SECTION 3. AUTHORITY AS TO EDUCATIONAL MATTERS. Subject to such power and authority delegated to the faculty by these Bylaws, the President shall have full authority in the determination and administration of the educational policies, activities and personnel of the College, shall preside at all Commencements, and shall officiate in the conferring of degrees authorized by the Board of Trustees. With the approval of the Board Chair, he or she shall designate the College officer or faculty member who, in the absence of the President, shall preside at faculty meetings. The President shall have the power to approve or disapprove any and all acts or resolutions of the faculty.

ARTICLE VII

FACULTY

SECTION 1. FACULTY STATUS. The faculty of the College shall be defined as those persons holding the academic rank of Instructor or higher who are currently appointed to teach one or more courses in the regularly scheduled courses of instruction of the Bachelor of Arts degree program of the College. The President and any Dean, Associate Dean or Assistant Dean for academic affairs shall also be members of the faculty. With Board approval, the President may also designate any other administrative officer of the College with responsibilities for academic affairs and with appropriate academic credentials or academic rank to be a member of the faculty.

SECTION 2. RANKS; QUALIFICATIONS. The faculty shall comprise Professors, Associate Professors, Assistant Professors and Instructors, who shall be persons whose education, training, and experience fit them for teaching at their respective faculty ranks.

SECTION 3. NOMINATION OF STUDENTS FOR AWARDS AND DEGREES IN COURSE. The faculty shall have the sole power and authority to nominate students of the College for awards and degrees in course. However, all degrees shall be subject to the Board of Trustees' approval of the recommendation of the faculty.

SECTION 4. POWERS OF THE FACULTY. The faculty shall have the power, and it shall be the faculty's duty, subject to the approval of the Board of Trustees, to:

- A. Fix the requirements of the courses of study and the conditions of the right to graduate.
- B. Establish principles and methods for ascertaining the proficiency of students, and for the assignments of honors.
- C. Pass upon the probation and separation of students for reasons of scholarship.

SECTION 5. ACADEMIC FREEDOM. Every member of the faculty shall be entitled to freedom of thought and expression within their professional competence and within the limits of honest and effective teaching. In public utterances, faculty members shall take pains to reflect the dignity and ethics of the teaching profession and of their membership in the Washington & Jefferson College community. Faculty members shall always clearly declare when they are speaking as an individual and when they are speaking as an authorized representative of the College.

SECTION 6. FACULTY TENURE. After the expiration of a probationary period and successful completion of a tenure review, members of the faculty may have permanent or continuous tenure and their services to the College are to be terminated only for adequate cause, except in the case of financial exigency of the College or termination of an academic program in which the faculty member plays an essential role.

SECTION 7. TERMINATION FOR CAUSE. Charges involving termination for cause of a tenured faculty member or dismissal of an untenured faculty member prior to the expiration of his or her contract may, if the subject faculty member requests it, be considered by a specially

convened committee of faculty members before final notice of dismissal is given. The committee of faculty members shall be composed of five (5) members: two (2) to be appointed by the President, two (2) by the subject faculty member, and the fifth by the aforesaid four (4) appointed faculty members. This committee shall ascertain the facts of the case and prepare a report and recommendation, which shall be submitted to the President and the subject faculty member. The President will then decide the matter. The subject faculty member may appeal the President's decision to the Board of Trustees, in which case the President shall submit the report of the faculty committee and the President's own recommendation to the Board of Trustees or the Executive Committee at its next regular meeting. The Board of Trustees or Executive Committee, as the case may be, shall determine the adequacy of the alleged cause(s) for termination for cause and how the matter should be resolved. The action of the Board or Executive Committee thereon shall be final.

SECTION 8. SABBATICAL LEAVES. Sabbatical leaves for faculty members may be granted by the Board of Trustees, upon recommendation by the President.

ARTICLE VIII

PERSONAL LIABILITY OF TRUSTEES

SECTION 1. ELIMINATION OR LIMITATION OF LIABILITY.

A. GENERAL PROTECTION. To the fullest extent that the laws and regulations of the Commonwealth of Pennsylvania or any other applicable jurisdiction, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Trustee of the College shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Trustee.

B. PENNSYLVANIA'S NONPROFIT LAW OF 1988. A Trustee shall not be personally liable, as such, for monetary damages for any action taken unless:

- (1) The Trustee has breached or failed to perform the duties of his or her office; and
- (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The protection from liability shall not apply to:

- (1) The responsibility or liability of a Trustee pursuant to any criminal statute; or
- (2) The liability of a Trustee for the payment of taxes pursuant to Federal, State or local law.

SECTION 2. NATURE AND EXTENT OF RIGHTS. The provisions of this Article VIII shall be deemed to be a contract with each Trustee of the College who serves as such at any time while this Article VIII is in effect and each such Trustee shall be deemed to be so serving in reliance on the provisions of this Article VIII. Any amendment or repeal of this Article VIII or adoption of any Bylaw or provision of the Charter of the College which has the effect of increasing Trustee liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

ARTICLE IX

INDEMNIFICATION OF TRUSTEES AND OFFICERS

The College shall indemnify any and all of its Trustees and officers and former Trustees and officers against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party by reason of being or having been Trustees or officers of the College, except to the extent that the liability of any such Trustee or officer or former Trustee or officer is not eliminated or limited pursuant to Sections 1 and 2 of Article VIII of these Bylaws. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled and, in particular, all such persons shall be entitled to all the rights of indemnification permitted them under the applicable provisions of the Non Profit Corporation Law, as amended, such provisions being incorporated in these Bylaws by reference thereto. The College shall pay the reasonable expenses (including attorneys' fees) as incurred by any such person in defending any such aforementioned action, suit or proceeding upon receipt of a written undertaking by or on behalf of such person to repay the amount so paid if it is ultimately determined that he or she is not entitled to indemnification.

ARTICLE X

BYLAW AMENDMENTS

SECTION 1. PROCEDURE. These Bylaws may be amended at any duly constituted meeting of the Board by the affirmative vote of two-thirds of the members present, provided that all Trustees have been given at least ten (10) days written or electronic notice of the substance of the proposed amendment.

SECTION 2. SUPERSESSION. These Bylaws shall supersede all other Bylaws heretofore adopted, the same being hereby repealed.