

## BYLAWS OF MESSIAH UNIVERSITY

### ARTICLE I

#### INCORPORATION OF PROVISIONS OF ARTICLES OF INCORPORATION

All provisions of the Articles of Incorporation, as amended, are hereby incorporated into these bylaws with the same force and effect as if the same had been set forth at large herein.

### ARTICLE II

#### THE BOARD OF TRUSTEES

##### SECTION 1. DUTIES

The duties of the board of trustees shall include, but not be limited to, the following:

- A. to state the mission of the University and determine its basic policies;
- B. to promote and support the vision and programs of the University

### SECTION 3. ELECTION OF TRUSTEES

A trustee shall be elected at any regular meeting or any special meeting called for that purpose by a majority vote of the whole number of the members of the board then serving.

At least six trustees shall be alumni of the University.

Representation by the Brethren in Christ Church will be governed by a covenant agreement between the University and the Church.

### SECTION 4. TERM OF OFFICE

All trustees hereinafter referred to as the board shall be elected for a term of four years, which shall begin on July 1 following such election. Board appointment shall be limited to three successive terms, with trustees who have served three successive terms ineligible for re-election until after at least one year. Exceptions to term limitations for the chairperson of the board and the vice chairperson of the board may be recommended by the Committee on Governance for action by the board. The Board of Trustees Leadership Succession Plan allows for the board chair to be elected to a three-year term, renewable once. Non-voting emeritus trustees may be designated from time to time with associated term limits.

### SECTION 5. QUALIFICATIONS

All members of the board of trustees shall be supportive of the mission and identity of Messiah **University**, shall be known for their outstanding ability in some field of endeavor compatible with Christian higher education, and shall affirm the Apostles' Creed.

### SECTION 6. REMOVAL OF TRUSTEES

A trustee may be removed from office by a two-thirds vote of the board if it is found that the trustee no longer satisfies the qualifications stated in Section 5 above.

### SECTION 7. LIMITATION OF TRUSTEE MONETARY LIABILITY

A trustee of the University shall not be personally liable, as such, for monetary damages for any action taken, or for any failure to take any action, unless (1) the trustee has breached or failed to perform the duties of his or her office under Subchapter B ("Fiduciary Duty@



whom the University has the power or obligation to indemnify, or to advance expenses for, under the provisions of the Nonprofit Corporation Law of 1988 or otherwise.

- H. The repeal of this section or any amendment thereof which may impair or otherwise diminish the protection afforded hereby to the persons described herein shall be effective only with respect to acts or omissions by such persons which occur after the effective date of such repeal or amendment and shall have no effect to the extent of any such acts or omissions.

A trustee or officer who is deemed to have a conflict of interest shall be disqualified from participating in the portion of any meeting of the board of trustees which authorizes the contract or other transaction. The compensation or payments to be made under the contract or transaction shall be presumed to be fair and

**SECTION 5. QUORUM**

A quorum shall consist of a majority of the members of the board.

**SECTION 6. VOTING**

At all meetings, each voting member present shall have but one vote, and votes of members not present may be received and recorded when a majority of those present so direct.

**SECTION 7. ACTION WITHOUT MEETINGS**

The board shall be empowered to transact corporate business without a meeting by having the secretary transmit a statement of the proposed business to each member of the board. Receipt by the secretary of written confirmation of each member shall constitute the affirmative vote of a majority of the board.



**SECTION 2. EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the president, the chairperson and vice chairperson of the board, the immediate past chairperson of the board (who shall serve for two years, with his or her term as a trustee deemed extended as necessary), the chairpersons of the standing committees, and other trustees at the discretion of the chairperson.

The Executive Committee shall act on behalf of the board in the interim between meetings of the board and shall have at 0f of1(so)1.5 (n)-9.5 (.)TJ0 Tc 0 Tw 4.462 0 Td( )TjEMC /P M/CID 4 BDC -8.33 -1sr.7 ( o)1erfox9/PlfJ04 E5



This committee shall review curricular and cocurricular policies including those pertaining to term-tenure and promotions; review new curricular and cocurricular programs; and serve in an advisory capacity to the administration of the University in matters pertaining to curricular and cocurricular policies and programs.

#### **SECTION 6. COMMITTEE ON ENROLLMENT MANAGEMENT**

The Committee on Enrollment Management shall consist of at least five members. Subgroups, chaired by a committee member, may be appointed to carry out specific assignments.

This committee shall serve in an advisory capacity to the administration of the University, reviewing reports and trends in enrollment and financial aid, and shall recommend strategy and policy to the board in areas pertaining to meeting optimal enrollment goals.

#### **SECTION 7. COMMITTEE ON FINANCE**

The Committee on Finance shall consist of at least five members. Subgroups, chaired by a committee member, may be appointed to carry out specific assignments.

This committee shall annually recommend a budget which shall be presented by the president to the board for approval and have general oversight over the fiscal affairs of the University. The committee shall serve in an advisory capacity to the administration of the University in matters pertaining to University finances.

It shall also be responsible to oversee investing the funds of the University and shall advise the board and the administration of the University regarding the purchase, sale, assignment, transfer, encumbrance or other disposition of any securities or other personal and/or real property owned by the University. Any instruments re

---

THE PRESIDENT OF THE UNIVERSITY

SECTION 1. APPOINTMENT

The president of the University shall be appointed by the board to serve as the chief executive officer of the University.

SECTION 2. RESPONSIBILITIES

The President shall:

- A. serve as a nonvoting member of the board of trustees;
- B. develop, formulate and direct the University policy and governance in accordance with the policies of the board;
- C. be the official communication channel between various sectors of the University and the board;
- D. formulate the agenda for board meetings in consultation with the chairperson of the board;
- E. employ such other persons as he or she, in consultation with the Executive Committee, deems necessary to achieve the goals and mission of the University;
- F. serve, either personally or by designated representative, as resource person for all board committees;
- G. present an annual budget to the board for final action;
- H. maintain official University handbooks, manuals and documents;
- I. administer the University in such a manner that there shall be no illegal discrimination in any area of the University and its program with respect to gender, race, color, disability, and national or ethnic origin; and
- J. submit to the board an annual written report of the activities of the University.

ARTICLE VII

