

ARCADIA UNIVERSITY

Glenside, Pennsylvania

BYLAWS

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A R C A D I A U N I V E R S I T Y
Glenside, Pennsylvania

BYLAWS

ARTICLE I. PREFACE

Section 1. Charter

The authority to establish and maintain a University is enunciated by a charter from the Commonwealth of Pennsylvania dated February 21, 1872, as amended and/or restated. (Reference: Charter, Section I)

Section 2. Name and Location

The name of this institution is set out in the Charter as Arcadia University (“University”). (Reference: Charter Section II, Article 1) The principal office of the University is located in Glenside, Pennsylvania.

Section 3. Other Offices

The Board of Trustees may establish other offices within or outside Pennsylvania, as it deems advisable.

Section 4. Purpose

The Charter provides that the corporation shall provide educational instruction in all such branches of learning as may be authorized by the Board of Trustees. (Reference: Charter, Section I)

ARTICLE 2. THE BOARD OF TRUSTEES

Section 1. Powers and Responsibilities of the Board

The University shall be managed under the direction of the Board of Trustees (“Board”). The Board shall have those powers conferred upon it by the laws of the Commonwealth of Pennsylvania and the University’s Charter. The Board has the ultimate responsibility to determine those rules and regulations that are necessary for the prosperity of the University and the proper management of its affairs.

The Board’s specific responsibilities, among others, are to:

1. Establish, disseminate and keep current the University’s mission;
2. Review, approve, and monitor the mission, vision, and values statements of the University;
3. Authorize the President to lead a strategic planning process and to participate in the strategic planning process;
4. Review and approval the University’s strategic and business plans and monitor performance;
5. Review and approve the University’s operating and capital budgets and monitor performance;
6. Authorize transactions involving the purchase, sale, or encumbrance of University property;
7. Ensure the University’s fiscal integrity, and preserve and protect its assets;
8. Engage directly in fund-raising and philanthropy;
9. Enhance the University’s public standing;
10. Establish, review, and approve changes in academic programs consistent with the University’s mission;
11. Monitor and strengthen the quality of academic programs and student life;
12. Approve and authorize degrees;
13. Select, monitor, evaluate, compensate, and, if necessary, replace the President, and ensure that effective management development and succession plans are in place;
14. Oversee the preparation of an annual audit;

15. Oversee the University's compliance with operative laws and regulations;
16. Ensure that the University has appropriate policies and that policies and processes are current and properly implemented;
17. Ensure that major risks are appraised and assess the University's risk management and control procedures;
18. Enhance the competency and capacity of the Board; and
19. Assess the Board's effectiveness.

Section 2. Classification and Voting Rights

There shall be four (4) classifications of Trustees: term, recent graduate, honorary and *ex officio*. The only Trustees entitled to vote on any matter under these Bylaws shall be term and recent graduate Trustees, each of whom shall be entitled to one vote. Honorary Trustees shall be invited to attend public sessions of Board meetings, to receive minutes and mailings, and to perform other duties upon request by the Board, but shall not be entitled to vote. The President of the University shall be the only Trustee *ex officio*. Unless otherwise noted, the word "Trustees" as used in these Bylaws shall refer to term, recent graduate and the *ex officio* Trustees.

Section 3. Number of Board Members

The Board shall consist of not fewer than fifteen (15) nor more than twenty-five (25) Trustees, exclusive of the *ex officio*, Emeritus, and Honorary Trustees. At least thirty percent (30%) of the Trustees, exclusive of the *ex officio* Trustee, shall be University alumni; in the event vacancies occur that reduce such percentage below thirty percent (30%), the Board shall fill the vacancies no later than the next Annual Meeting of the Board.

Section 4. Method of Selection

The Governance Committee shall nominate candidates for term trusteeship, recent graduate trusteeship and honorary trusteeship, and such candidates may be considered at any regularly

scheduled meeting of the Board. Upon recommendation of the Governance Committee, a candidate for trusteeship may be elected by vote of two-thirds (2/3) of the Trustees present and entitled to vote.

Section 5. Terms

Term trustees shall serve for four (4) year terms and may serve no more than three (3) four year terms. The Board may grant an exception to these maximum term limits subject to the needs of the University. A Recent Graduate Trustee shall serve one two-year term. A Recent Graduate Trustee who has served for one (1) term (including any partial term) shall not be eligible to serve again as a Trustee until one (1) year has elapsed after the end of his or her term. The University President shall serve as a Trustee *ex officio* while serving as President. The Board may allow an immediate past Chair of the Board to serve as a Trustee for one (1) additional year if the Chair's term as Trustee expires simultaneously with his or her term as Chair.

Section 6. Resignation

Any Board member may resign at any time by submitting a written notice to the Board Chair. Such resignation shall take effect at the time specified in the notice or, if not so specified, within thirty (30) days of the date of receipt.

Section 7. Removal

Upon recommendation of either the Governance Committee or the Executive Committee, any Trustee may be removed from service by vote of two-thirds (2/3) of the Trustees present and entitled to vote. Any Board member proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard.

Section 8. Honorary Board Members

Without regard to whether they have previously served as Trustees, individuals who have served the University, the local community, or the global community with distinction may be elected honorary Trustees. Honorary trusteeships also include emeritus and life trustee classifications. Honorary trustees shall serve terms as determined by the Board.

Section 9. Duties of Loyalty, Fidelity and Confidentiality

Trustees owe the University duties of loyalty and fidelity and are obligated to fully and faithfully execute the responsibilities imposed upon them by the Board, University policy, or applicable law.

Trustees must keep in the strictest of confidence any and all information and data that are proprietary to the University, provided or received in confidence, or disclosed in Executive Session, except pursuant to formal legal process. This obligation remains unaffected by the cessation of service on the Board.

ARTICLE 3. BOARD MEETINGS

Section 1. Regular Meetings

There shall be at least three (3) regular meetings of the Board of Trustees each academic year, in the Fall, Winter and Spring. The last regularly scheduled meeting shall be the Annual Meeting. Dates, times, and places of meetings shall be determined by the Board, or by the Chair of the Board and the President. At the discretion of the Chair of the Board, guests may be invited to attend Board meetings. Such guests may include a representative from the Alumni Association, faculty, staff, and the student body. Invited guests may attend open sessions of regular meetings, but may not attend Executive Sessions or those portions of the meeting designated by the Chair as closed sessions.

Section 2. Special Meetings

Special meetings of the Board of Trustees may be called in the following manner: (1) by the Chair, or (2) by the Secretary of the Corporation upon written request from at least five (5) Trustees.

Section 3. Notice of Board Meetings

Regular Meetings. Notice of any regular meeting of the Board shall be sent by mail or electronic means not less than seven (7) days prior to the meeting date.

Special Meetings. Notice of any special meeting of the Board shall be sent by mail or electronic means not less than three (3) days prior to the meeting date. However, under emergency conditions, the notice for a special meeting may be given not less than twenty-four (24) hours prior to the meeting, and may be oral notice. The business to be transacted at any special meeting must be set forth in the notice.

Section 4. Quorum; Remote Participation

At least fifty percent (50%) of the Trustees entitled to vote must be present at a meeting in order to constitute a quorum. Voting by proxy or other means is not allowed. Trustees participating in the meeting by telephone or video such that they are able to hear and be heard at the meeting will be considered as present.

Section 5. Manner of Acting

Initiated by Motion. All acts of the Board must be initiated by motion, which may be made by any Trustee, and thereafter seconded by any Trustee. The Board shall deliberate, as necessary, before voting on any motion before the Board.

Voting. A motion passed by a simple majority of the Trustees present and entitled to vote at any meeting at which a quorum has been established shall be the act of the Board of Trustees,

except that the following require a two-thirds (2/3) majority of the Trustees present and entitled to vote: Presidential selection and termination; Charter and Bylaws amendments; a Board officer's removal from the officer position; a Trustee's election to or removal from the Board; merger with or acquisition of any entity; dissolution of Arcadia University; or any other act as may be required by law, the Charter or these Bylaws.

Section 6. Executive Sessions

Subject to the requirements of Pennsylvania law, the Board may hold any regular or special meeting, or any part thereof, in executive session with participation limited to voting Board members. Other individuals may be invited to attend all or portions of any executive session as deemed necessary by the Chair of the Board.

Section 7. Records of the Board Meetings

Minutes of all meetings of the Board shall be made available to all Trustees promptly after such meetings. Records of Board meetings shall be made part of the official archives of the University maintained under the direct authority of the President. Any such records shall be made available to any Trustee upon request.

ARTICLE 4. BOARD OFFICERS

Section 1. Officers of the Board

The officers of the Board of Trustees shall be a Chair and one or more Vice Chairs, and a Secretary. The Secretary position shall be eliminated effective July 1, 2015.

Section 2. Chair of the Board

The Chair shall be a term Trustee and preside at all meetings of the Board and of the Executive Committee, and shall perform the duties assigned to that office by the Board. The Chair

shall, in consultation with the Governance Committee Chair and after discussion with the President, appoint all committee chairs, except that the members of the Audit Committee, including the Audit Committee Chair and Vice Chair, shall be elected by the Board at the Annual Meeting upon recommendation by the Governance Committee. The Chair also shall, in consultation with the Governance Committee Chair, appoint the members of all other Board committees. The Chair shall be an *ex officio* member of all committees of the Board and have voting privileges.

Section 3. Vice Chair(s)

In the absence of the Chair, the Vice Chair(s) shall perform the duties of the Chair and have such other powers and duties as the Board may prescribe.

Section 4. Secretary

The Secretary of the Board shall keep minutes and records of the proceedings of the Board and Executive Committee meetings held through June 30, 2015.

Section 5. Election and Term of Officers

The Governance Committee shall nominate candidates to serve as officers of the Board. Officers shall be elected at the regular meeting of the Board that most immediately precedes the Annual Meeting. Officers shall be elected for a term of two (2) years that take effect on July 1 in the year of election. If an officer is unable to complete a term for any reason, the Governance Committee shall nominate for the Board's consideration a candidate to complete the term.

Section 6. Term Limits of Officers; Extension of Term Trusteeship for Chair

Officers may be re-elected once to the same office. No officers shall serve as such beyond his or her Board term. However, if necessary, the Chair's term on the Board may be extended by one year in order that he or she may complete a term as Chair.

Section 7. Resignation of Officers

Any Board officer may resign at any time by submitting a written notice to the Chair of the Governance Committee. Such resignation shall take effect at the time specified in the notice or, if not so specified, within thirty (30) days of the date of receipt.

Section 8. Removal of Officers

Upon recommendation of either the Governance Committee or the Executive Committee, any officer may be removed from the officer position by vote of two-thirds (2/3) of the Trustees present and entitled to vote. Any Board officer proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard.

Section 9. Vacancies

If an officer is unable to complete a term for any reason, the Governance Committee shall nominate a candidate to complete the term. The Board shall consider such nomination at the next regular meeting or special meeting of the Board.

ARTICLE 5. UNIVERSITY OFFICERS; CHIEF LEGAL OFFICER

Section 1. Officers of the University

The Officers of the University are the President, Secretary, Treasurer and Vice President of The College of Global Studies, or persons who shall act as such, regardless of the name or title by which they may be designated. The same person may hold more than one office. The Board shall appoint officers at the Annual Meeting. The University's Officers shall be given such powers

and duties as may be delegated to them by the President, unless otherwise provided by law, these Bylaws, or the Board. Subject to approval of the Board, the President may establish or designate other positions as officers of the University.

Section 2. President

Selection. The Board of Trustees shall appoint, by affirmative vote of at least two-thirds (2/3) of all Trustees present and entitled to vote, a President of the University. The appointment of the President may be terminated at any time by resolution of the Board; the resolution to terminate must be supported by at least two-thirds (2/3) of all Trustees present and entitled to vote.

Duties and Responsibilities. The President shall be the Chief Executive Officer of the University and the principal adviser to and executive agent for the Board of Trustees and its Executive Committee. As educational and administrative head of the University, the President shall exercise supervision over all the affairs of the institution, bringing such matters to the attention of the Board as are appropriate to keep the Trustees fully informed in meeting their responsibilities. The President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board and/or its Executive Committee.

The President shall have the authority to act on the recommendations of the Academic Affairs Committee to promote and to grant tenure of faculty, and shall seek the assent of the Board for those actions. In accepting or rejecting the President's decisions, the Board's sole responsibility shall be to protect the integrity of the promotion and tenure process, and to ensure that all operative policies and procedures have been followed.

Vacancy; Acting President. In the event that the President is no longer able to serve for any reason, the Board shall appoint by simple majority vote an Acting President, regardless of the name or title by which the Acting President may be designated, until his or her successor is appointed and ready to serve. While in office, an Acting President shall have all of the authority and responsibility of the President.

President Emeritus/a. The Board, at its discretion, may recognize the distinguished service of a former president by awarding the status of President Emeritus/a. The Governance Committee will have the responsibility of recommending this status to the full Board.

Section 3. Secretary

The Secretary serves as the liaison between the Board and the Administration and is responsible for supporting the Board and its committees, including notifying the Board and committee members of meetings and maintaining minutes and records of Board actions. The Secretary also shall have custody of the corporate seal and affix it to such documents as may require such official recognition. The Secretary reports to the President.

Section 4. Vice President of Finance

The Treasurer shall be the Vice President of Finance, or other title so designated, and is the Chief Financial Officer of the University. The Vice President of Finance shall be responsible for the operating and capital budgets, accounting and auditing, insurance and risk management, and such other financial responsibilities as required by the Charter and the Bylaws of the University. The Vice President of Finance reports to the President.

Section 5. Vice President of The College of Global Studies

The Vice President of The College of Global Studies shall serve as the administrative head of the University's educational centers outside the United States. The responsibilities of the Vice President of The College of Global Studies include all academic and operational affairs at the educational centers, including programming, finance, and legal compliance. The Vice President of The College of Global Studies reports to the President.

Section 6. Chief Legal Officer

The appointment and termination of the University Chief Legal Officer (i.e., General Counsel or other title so designated) by the President shall require the assent of the Board. The General Counsel represents Arcadia University as a corporate entity in legal matters and reports to the President on a day-to-day basis regarding the legal affairs of the University. As the University's Chief Legal and Compliance Officer, the General Counsel also reports to the Board as necessary in order to protect the University's interests.

ARTICLE 6. BOARD COMMITTEES

Section 1. Standing and Ad Hoc Committees

There shall be an Executive Committee and the following standing committees: Academic Affairs, Arcadia 360; Finance and Infrastructure; Governance; Audit; and The College of Global Studies. Other standing committees may be established by the Board of Trustees. The Board also may discontinue or merge committees. The Chair of the Board may create ad hoc committees as necessary to discharge particular duties.

Section 2. Executive Committee

The Executive Committee members shall be all officers of the Board, all standing committee chairs, and the President (*ex officio* member). The Chair of the Board shall be the Chair of the Executive Committee.

The Executive Committee shall:

1. Exercise all of the powers of the Board of Trustees at such times as the Board is not in session, except for approval of the annual budget, Presidential selection and termination, Trustee and Board officer selection, Charter and Bylaw amendment, adoption of institutional mission and purposes, the incurrence of corporate indebtedness, the conveyance, purchase or encumbrance of

real property, mergers and acquisitions, dissolution of the University, or any other action requiring approval of the full Board as required by these Bylaws or applicable law;

2. Oversee the Board's support of the President, including his or her compensation;
3. Review the performance of the President and present a summary of the review to the Board in Executive Session; and
4. Serve as an advisory committee to the President.

Reporting of Executive Committee Action. All actions of the Executive Committee shall be reported at the next regular meeting of the Board, calling for ratification as appropriate. The minutes of an Executive Committee meeting shall be made available to all Trustees after the meeting.

Section 3. Academic Affairs Committee

The Academic Affairs Committee shall help the Board monitor and promote a high quality academic experience at the University. It shall set goals, recommend and approve academic policies, and review outcomes for schools, colleges, and academic departments, including the Office of International Programs.

Section 4. Arcadia 360 Committee.

The Arcadia 360 Committee shall help the Board address and facilitate the lifelong relationships of Arcadia students and alumni with the University. The Committee will focus on the intentional progression from a rewarding and satisfying student experience through an engaging alumni experience. The Committee will also work to foster a culture of loyalty and support for the University, identify traditions and culture as to better build value in the Arcadia University brand, and develop relationships among students, alumni, donors, faculty, staff, and other members of the Arcadia community.

Section 5. Finance and Infrastructure Committee

The Finance and Infrastructure Committee shall help the Board monitor and promote the financial health of the University. As part of its duties, the Committee shall develop a long-range financial plan and an investment policy for Board approval and make recommendations regarding the issuance of debt. It shall also review the adequacy and condition of facilities and real estate owned by the University and make recommendations for the purchase, sale (or other method of acquisition or disposition) of real estate and the renovation of existing facilities. The Committee also has responsibility to oversee the University's investments, and has authority to delegate this responsibility to a subcommittee or other body upon approval by the Board. The Committee shall also set goals, recommend policies, and review outcomes affecting the Global Information Services and Enrollment Management departments.

Section 6. Governance Committee

The Governance Committee shall help the Board monitor and promote the effective functioning of the Board of Trustees. Its specific duties shall include, but are not limited to, developing criteria for Board membership, reviewing and making recommendations for revisions to the Bylaws and Board policies, nominating individuals to serve as Trustees, Honorary Trustees, and Officers of the Board, and recommending the awarding of honorary degrees.

Section 7. Audit Committee

The Audit Committee shall oversee the work of the University's auditors and report annually to the full Board the results of the audit of all operations, making recommendations as to whether the Board should accept the audit. It shall also review the risk management policies at the University, including the amount and types of insurance coverage, and ensure that conflict of interest policies are in place and enforced. Other powers and responsibilities of the Audit

Committee shall be as set forth in the Audit Committee Charter adopted by a two-thirds (2/3) vote of the Trustees present and entitled to vote.

Section 8. The College of Global Studies Committee

The College of Global Studies Committee shall help the Board monitor and promote the University's efforts to provide quality global education programs and activities through The College of Global Studies.

ARTICLE 7. COMMITTEE OPERATIONS

Section 1. Membership

Each standing committee shall have a Chair and Vice Chair and shall consist of a minimum of four (4) Trustees. The Chair of the Board shall be a member *ex officio* of each standing committee, with voting privileges. The President shall be a member of each standing committee (except the Audit Committee) without voting privileges. The Chair of the Board and President may appoint other officers or trustees to act as their delegates and to attend meetings of standing committees.

The Chair of the Audit Committee shall be an *ex officio* member of The College of Global Studies Committee, the Finance and Infrastructure Committee, and the Subcommittee of Investments, without voting privileges.

The Board Chair may appoint outside advisors or faculty representatives to Committees, as appropriate. Such advisors or faculty representatives have no voting privileges. Committee chairs also may invite guests to attend committee meetings to give special advice and counsel.

Section 2. Committee Appointment

With the exception of the Audit Committee, the Board Chair, in consultation with the Governance Committee Chair and after discussion with the President, shall on an annual basis

appoint all committee chairs, committee vice chairs, and committee members. At the Annual Meeting, the full Board shall elect the Audit Committee Chair and Vice Chair and all members of the Audit Committee upon recommendation by the Governance Committee. All committee appointments shall terminate at the end of the next Annual Meeting.

The President and Board Chair shall designate administrative staff to assist Board committees with their work.

Section 3. Committee Charters

Each committee shall have a separate Charter that will be included in a Board policy manual.

Section 4. Quorum; Remote Participation

At least fifty percent (50%) of the total voting members of a committee must be present at a meeting in order to constitute a quorum. The acts of the majority of the voting members present at a meeting at which there is a quorum shall be the acts of that committee. In such instances where a quorum is not present, the committee may continue its deliberations, but may not take action until a quorum is present. Voting by proxy or other means is not allowed. Trustees participating in the meeting by telephone or video such that they are able to hear and be heard at the meeting will be considered as present.

Section 5. Reporting

The Chair or Vice Chair of each Committee will ordinarily report only those actions and recommendations at the next meeting of the Board that require Board approval. All other actions of each committee shall be reflected in written minutes that will be made available to Trustees.

Records of committee meetings shall be made part of the official archives of the University maintained under the direct authority of the President. Any such records shall be made available to any Trustee upon request.

ARTICLE 8. CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy

Trustees must act in accordance with the standards of conduct of good governance, these Bylaws and the University's Conflict of Interest Policy. The Audit Committee shall review and revise, as appropriate, the Conflict of Interest Policy and Disclosure Statement annually. Each provision of this section shall apply to all Trustees, with and without voting privileges, and all members of Board committees and advisory boards.

Section 2. Definition

A Trustee shall be considered to have a conflict of interest if he or she, or persons, including close relatives, or entities with which he or she is affiliated, has a direct or indirect interest that may impair or may reasonably appear or be perceived to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the University.

Section 3. Voting

Trustees shall disclose any actual, apparent, perceived or possible conflict of interest at the earliest practical time, but at least once a year when signing the Disclosure Statement. A Trustee who has made such a disclosure shall abstain from voting on such matters and will be asked to recuse himself or herself, including exiting from the meeting during the discussion and subsequent vote. The Board minutes shall reflect that a disclosure was made and note the Trustee's recusal from discussion and abstention from voting. A Trustee who is recused may be counted for

purposes of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite Board action.

ARTICLE 9. INDEMNIFICATION

Section 1. Indemnification

The University shall, to the fullest extent permitted by law, indemnify any Board member or officer, and may indemnify any other employee or agent, against all judgments, liabilities and expenses (including legal fees) reasonably incurred by him or her if such person, in connection with the performance of his or her duties on behalf of or at the request at the University: (1) acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the University, or with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; and (2) the act or failure to act giving rise to the claim for indemnification does not constitute willful misconduct or recklessness.

Subject to the standard set forth above, indemnification shall be available when: (1) a Board member, officer, employee, or other agent has been named as a party, or threatened with being named as a party, in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the name of the University); or (2) a Board member, officer, employee or other agent has been identified or called as a witness in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the name of the University).

Section 2. Advance Payment of Expenses

The University shall pay expenses incurred by a Board member or director, and may pay expenses incurred by any other employee or agent, in connection with any action, suit, or proceeding referred to in this Article in advance of the final disposition of such action, suit, or

proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if there is an ultimate determination that he or she is not entitled to be indemnified by the University.

Section 3. Other Rights of Indemnification

The foregoing rights of indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any Board member, officer, or employee or agent may be entitled under any Bylaw, agreement, vote of disinterested Board members, or otherwise, and shall continue as to a person who has ceased to be a Board member, officer, or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 4. Effect of Amendment to Non-Profit Statute, Adoption of Other Laws

It is the policy of the University that indemnification of, and advancement of expenses to, Board members and officers of the University shall be made to the fullest extent permitted by law. Accordingly, the provisions of this Article shall be deemed to have been amended for the benefit of Board members and officers of the University effective immediately upon any modification of the Pennsylvania Nonprofit Corporation Law of 1988 (“NPCL”), or any modification or adoption of any other law that expands or enlarges the power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, Board members and officers of corporations.

Section 5. Separate Indemnification Agreement Permissible

To the fullest extent by law, the University shall have the authority to enter into a separate indemnification agreement with any Board member, officer, employee, or agent of the University, or any subsidiary providing for such indemnification of such person as the Board shall determine.

Section 6. Methods to Secure Payment by University

The University shall have the authority to create a fund of any nature, which may be, but need not be, under the control of a Trustee, or otherwise secure or ensure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to: (i) deposit funds in trust or in escrow; (ii) establish any form of self-insurance; (iii) secure its indemnity obligation by grant of a security interest, mortgage, or other lien on the assets of the University; or (iv) establish a letter of credit, guaranty, or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article.

The provisions of this Article shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 1 of this Article but whom the University has the power or obligation to indemnify, or to advance expenses for, under the provisions of the NPCL or otherwise. The authority granted by this section shall be exercised by the Board of Trustees of the University.

Section 7. Notice of Claim

As soon as practicable, any person eligible for indemnification as specified in Section 1 of this Article shall provide the University with notice of the commencement of any action, suit, or proceeding specified in Section 1 of this Article. Any omission to so notify the University shall not relieve the University from any liability under this Article unless the University shall have been prejudiced thereby or from any other liability that it may have to such person other than under this Article.

Upon notification by a person eligible for indemnification as specified in Section 1 of this Article, the University may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the University jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by

the University to the reasonable satisfaction of such person. After notice from the University to such person of its election to assume the defense thereof, the University shall not be liable to such person under this Article for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein.

Such person shall have the right to employ his or her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the University of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the University; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the University and such person in the conduct of the defense of such proceeding; or (iii) the University shall not in fact have employed counsel to assume the defense of such action.

The University shall not be entitled to assume the defense of any proceeding brought by or on behalf of the University or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under this Article or advancement of expenses are not paid or made by the University or on its behalf within 90 days after a written claim for indemnification or a request for an advancement of expenses has been received by the University, such person may, at any time thereafter, bring suit against the University to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancement of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the University. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the University.

Section 8. Insurance

The University shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the University or is or was serving at the request of the University as a director, officer, employee, or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the University would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 9. Amendments to Indemnification Article by Board

The approval of the Board shall be required to amend, repeal, or adopt any provision as part of these Bylaws that is consistent with the purpose or intent of this Article, and, if any such action shall be taken, it shall become effective only on a prospective basis from and after the date of such Board approval.

ARTICLE 10. THE FACULTY

Section 1. Membership

The faculty shall consist of the Deans, the full-time members of the instructional staff, and others as designated in the Bylaws of the Faculty.

Section 2. Responsibility

The faculty, under the leadership of the President, the Vice President for Academic Affairs and Provost, and Deans, is responsible for the quality and execution of academic programs and curriculum that have been approved by the Board of Trustees. The faculty has responsibility for inauguration and enforcement of certain rules and regulations directly affecting the academic programs as provided in the Faculty Policies.

Any measure proposed by the faculty and not supported by the President will be submitted to the Board of Trustees through the President for final consideration if passed a second time by a two-thirds (2/3) vote of the faculty.

The faculty shall prepare and revise Bylaws of the Faculty for its own governance of certain appropriate matters, which shall become effective on approval by the Board of Trustees.

ARTICLE 11. AMENDMENTS TO BYLAWS, INTERPRETATION OF BYLAWS

Section 1. Amendments

Amendments to these Bylaws may be proposed by any Trustee. Amendments must be submitted to the Governance Committee for consideration. If approved by the Governance Committee, the amendment will be submitted to the Board. If the Governance Committee defeats the amendment or does not take action, the amendment may be submitted to the full Board by a Trustee or by the President. Adoption shall require a two-thirds (2/3) vote of the Trustees present and entitled to vote, provided that notice of the proposed change(s) has been given in writing at least thirty (30) days prior to the Board meeting.

Section 2. Conflicts with Other Policies and Procedures

The Board may produce a policies and procedures manual and committee charters to supplement the information contained in these Bylaws. If there is any conflict between these Bylaws and the Board manual or committee charters, the provisions of these Bylaws shall prevail.

Robert's Rules of Order shall govern any procedure not covered in these Bylaws. If there is any conflict between Robert's Rules of Order and these Bylaws, the procedure prescribed by these Bylaws shall prevail.