



# **BYLAWS**

**As of October 17, 2024**

## TABLE OF CONTENTS

<b>ARTICLE 1. PREFACE</b>	<b>3</b>
Section 1. Charter	3
Section 2. Name and Location	3
Section 3. Other Offices	3
Section 4. Governing Law	3
<b>ARTICLE 2. PURPOSE</b>	<b>3</b>
Section 1. Purpose	3
<b>ARTICLE 3. THE BOARD OF TRUSTEES</b>	<b>3</b>
Section 1. Powers and Responsibilities of the Board	3
Section 2. Trustee Classification and Voting Rights	4
Section 3. Number of Trustees	5
Section 4. Method of Selection	5
Section 5. Terms	5
Section 6. Leave of Absence	6
Section 7. Resignation	7
Section 8. Removal	7
Section 9. Vacancies	7
Section 10. Emeritus Trustee(s)	7
Section 11. Duties of Care, Loyalty, and Obedience	7
<b>ARTICLE 4. BOARD MEETINGS</b>	<b>8</b>
Section 1. Regular Meetings	8
Section 2. Special Meetings	8
Section 3. Notice of Board Meetings	8
Section 4. Quorum; Remote Participation	8
Section 5. Manner of Acting	9
Section 6. Board Action by Unanimous Written Consent	9
Section 7. Executive Sessions	9
Section 8. Records of the Board Meetings	9
<b>ARTICLE 5. BOARD OFFICERS</b>	<b>10</b>
Section 1. Officers of the Board	10
Section 2. Chair of the Board	10
Section 3. Vice Chair(s)	10
Section 4. Election and Term	10
Section 5. Term Limits of Board Officers	10
Section 6. Resignation of Board Officers	11
Section 7. Removal of Board Officers	11
Section 8. Vacancies	11
<b>ARTICLE 6. UNIVERSITY OFFICERS; GENERAL COUNSEL</b>	<b>11</b>

Section 1. University Officers	11
Section 2. President	11
Section 3. Provost and Senior Vice President for Academic Affairs	12
Section 4. Chief Financial Officer	13
Section 5. Secretary	13
Section 6. General Counsel	13
<b>ARTICLE 7. BOARD COMMITTEES</b>	<b>13</b>
Section 1. Standing and Ad Hoc Committees	13
Section 2. Executive Committee	14
<b>ARTICLE 8. COMMITTEE OPERATIONS</b>	<b>14</b>
Section 1. Membership	14
Section 2. Committee Appointment	14
Section 3. Committee Charters	15
Section 4. Quorum; Remote Participation	15
Section 5. Committee Meetings, Minutes, and Reporting	15
<b>ARTICLE 9. CONFLICTS OF INTEREST</b>	<b>16</b>
Section 1. Conflict of Interest	16
Section 2. Definition	16
Section 3. Voting	16
Section 4. Annual Disclosure Statement	17
<b>ARTICLE 10. INDEMNIFICATION</b>	<b>17</b>
Section 1. Indemnification	17
Section 2. Advance Payment of Expenses	17
Section 3. Other Rights of Indemnification	18
Section 4. Effect of Amendment to Non-Profit Statue, Adoption of Other Laws	18
Section 5. Separate Indemnification Agreement Permissible	18
Section 6. Methods to Secure Payment by University	18
Section 7. Notice of Claim	19
Section 8. Insurance	20
Section 9. Amendments to Indemnification Article by Board	20
<b>ARTICLE 11. AMENDMENTS TO AND INTERPRETATION OF BYLAWS</b>	<b>20</b>
Section 1. Amendments	20
Section 2. Conflicts with Other Policies and Procedures	20
Section 3. Non-Discrimination Statement	21

## **ARTICLE 1. PREFACE**

### **Section 1. Charter**

The authority to establish and maintain Arcadia University is enunciated by a [Charter](#) from the Commonwealth of Pennsylvania dated February 21, 1872, as amended and/or restated.

### **Section 2. Name and Location**

The name of this institution was established in the original Charter as the Beaver College and Musical Institute, now known as Arcadia University, as amended and restated (“University”). The principal office of the University is located at 450 S. Easton Road, Glenside, Pennsylvania, 19038.

### **Section 3. Other Offices**

The Board of Trustees of the University (“Board”) may establish other offices within or outside Pennsylvania, as it deems advisable.

### **Section 4. Governing Law**

The University shall be governed by the Pennsylvania Nonprofit Corporation Law of 1988 as amended, 15 Pa.C.S. §5101 et seq. (“NPCL”).

## **ARTICLE 2. PURPOSE**

### **Section 1. Purpose**

The purpose of the University is to establish and maintain in Pennsylvania a university to promote education, with the power to confer academic degrees and certificates and honorary degrees, if authorized by the Board.

## **ARTICLE 3. THE BOARD OF TRUSTEES**

### **Section 1. Powers and Responsibilities of the Board**

The University shall be managed under the direction of the 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, Vision, and Values;
2. Select, monitor, assess, and compensate the University President ("President"), and ensure that effective management development and succession plans are in place;
3. Charge the President with the task of leading a strategic planning process, participate in that process, approve the strategic plan, and monitor its progress;
4. Have a strategic focus and create generative engagement in direction-setting;
5. Ensure the institution's fiscal and physical integrity, preserve and protect its assets for posterity, and engage actively in fundraising, philanthropy, and strategies to secure sources of support;
6. Authorize transactions involving the purchase, sale, or encumbrance of University property;
7. Preserve and protect institutional autonomy and academic freedom;
8. Establish, review, and approve changes in academic programs consistent with the University's Mission;
9. Monitor and strengthen the quality of academic programs and student life;
10. Approve and authorize degrees;
11. Ensure that the University has appropriate policies and that policies and processes are current and properly implemented;
12. Oversee the University's risk management and assessment processes and internal and external control procedures;
13. Monitor the University's performance, quality, and compliance and hold the administration accountable;
14. Engage regularly, in concert with senior administration, with the institution's major constituencies;
15. Be the conduit between the institution and its environment and advocate on its behalf;
16. Conduct the Board's business in an exemplary fashion, with appropriate shared governance and transparency;
17. Periodically assess the performance of the Board, its committees, and its member; and
18. Such other responsibilities that the Board, in its discretion, may promulgate from time to time.

## **Section 2. Trustee Classification and Voting Rights**

There shall be four (4) classifications of Trustees: term, recent graduate, emeritus, and ex officio ("Trustees"). 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. Emeritus trustees shall be invited to participate in the life of the University, attend public sessions of Board meetings, march at commencement, and perform other duties upon request by the Board, but shall not be entitled to vote. The President and Faculty Senate President, while serving in those roles, shall serve as trustees ex officio and shall be the only trustees ex officio.

### **Section 3. Number of Trustees**

The Board shall consist of not fewer than fifteen (15) nor more than twenty-five (25) Trustees, exclusive of any ex officio or any Emeritus Trustees, with three (3) of the Trustees being Recent Graduate Trustees. Because alumni trustees have a personal interest in and are an important part of the institution's specific culture and community, the Board should use its best efforts to strive to have at least twenty-five percent (25%) of the Trustees, exclusive of the ex officio Trustee, as University alumni. In addition, because it is important to bring the perspective of faculty to the Board's work, there shall be one full-time University faculty member with voting privileges included on the Board as a term trustee. This faculty trustee shall not act as a representative of the University faculty but instead shall adhere to the same fiduciary and other standards that are required of all Trustees of the University. Upon a vacancy, a slate of at least three to five candidates shall be chosen by the Faculty Senate of the University and submitted to the Board for review. The Board shall consider each candidate in accordance with the Board's standard recruitment processes used for the nomination of all other term trustee candidates and choose one to serve on the Board. If none of the candidates are approved from the slate provided, another slate of three to five candidates shall be presented to the Board for consideration until an individual is chosen.

### **Section 4. Method of Selection**

The Executive Committee shall nominate candidates for term trusteeship, recent graduate trusteeship, and emeriti trusteeship, and such candidates may be considered at any regularly scheduled meeting of the Board. A candidate for trusteeship may be elected by vote of two-thirds (2/3) of the Trustees present and entitled to vote at any meeting at which a quorum exists. Their first term may begin immediately after they are approved and shall end on May 31 of their fourth year of service.

### **Section 5. Terms**

Term trustees shall serve for four (4) year terms and may serve no more than three (3) four-year terms. A term Trustee shall not be eligible to serve again as a Trustee until one (1) year has elapsed after the end of his or her last four-year term. The Board may grant an exception to these maximum term limits subject to the needs of the University. Trustees who are approaching the end of their first or second term will be considered for term renewal by the Executive

Committee. The Executive Committee considers Trustee term renewal during the Committee meeting immediately preceding the Annual Meeting (last meeting of the academic year). A recent graduate Trustee shall serve one (1) three-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 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. Prior to the renewal of the term of a faculty trustee, the Faculty Senate and the Board must approve the renewal.

If a faculty trustee ceases to be employed by the University during their term on the Board, the Board has the option of retaining that individual as a term trustee if there is an additional seat available. If the Board chooses to retain that individual as a term trustee, a slate of at least three to five new faculty trustee candidates shall be chosen by the Faculty Senate of the University and submitted to the Board for review in the normal course to replace the prior faculty trustee. Notwithstanding the foregoing, a faculty trustee who ceases to serve as a faculty member and moves into an administrative role at the University forfeits their seat on the Board and the faculty trustee selection process shall begin anew.

#### **Section 6. Leave of Absence**

A Trustee who becomes temporarily unable to continue his or her Board service, and who otherwise is in good standing with the University, may request a leave of absence from the Board by notifying the Chair, the President, or the Secretary. The Board of Trustees shall agree to such leave of absence for a period of one (1) year or longer if it determines that it is in the best interests of the University.

A Trustee on leave will not be treated as having resigned from the Board. During the term of the leave, however, the Trustee will not be invited to attend or participate in scheduled meetings or discussions of the Board; will not be provided information concerning the Board; will not vote on Board matters, and will not be counted in calculating a quorum under these Bylaws.

The Trustee on leave will not have governance, oversight, fiduciary duties, authority, or obligations to the University during the leave of absence, other than to maintain the confidentiality of University information obtained in the course of Board service and to advise the Chair immediately of developments regarding the circumstances underlying the leave.

The Trustee on leave will continue to be entitled to indemnification by the University to the same extent as other Trustees in performance of their duties.

A leave of absence will not extend the Trustee's term. A Trustee may apply at any time for reinstatement, and the Chair shall have the authority to grant or deny such a request.

### **Section 7. Resignation**

Any Trustee may resign at any time by submitting a written notice to the Board Chair. Such resignation shall take effect at such later time as specified in the notice or, if not so specified, on the date of receipt. To the extent possible, Trustees shall tender their resignation at the end of the academic year. Acceptance of the resignation is not required for it to be effective.

### **Section 8. Removal**

Upon recommendation of 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 Trustee who has been absent from three consecutive, regular meetings of the Board shall be deemed to have resigned from the Board, unless the absences have been approved by the Board in advance. Any Trustee proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard.

### **Section 9. Vacancies**

Any unfulfilled term caused by a resignation, removal of a Trustee, or increase in the size of the Board may be filled through a special election at any regular or special meeting of the Board.

### **Section 10. Emeritus Trustee(s)**

The Board may elect an individual as an Emeritus Trustee in order to honor retiring Trustees who have provided distinguished and meritorious service, outstanding leadership, and exceptional contributions to the University over a period of years. Such elections shall be made in accordance with the University's [Emeritus Trustee Policy](#).

### **Section 11. Duties of Care, Loyalty, and Obedience**

Trustees owe the University the duties of care, loyalty, and obedience 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 any executive



session, except pursuant to formal legal process. This obligation remains unaffected by the cessation of service on the Board.

## **ARTICLE 4. BOARD MEETINGS**

### **Section 1. Regular Meetings**

There shall be at least three (3) regular meetings of the Board each academic year. The last regularly scheduled meeting shall be the Annual Meeting. Dates, times, and places of meetings shall be determined in the following manner: by the Chair of the Board, the President, or by the Board. 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: by the Chair, the President, or 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. The business to be transacted at any special meeting must be set forth in the notice.

Regular or Special Meetings may be held without regular notice if each Trustee signs a statement waiving notice or if members attend the meeting without objection to lack of notice.

### **Section 4. Quorum; Remote Participation**

A simple majority (more than 50%) of the Trustees entitled to vote 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 the Board. In such instances where a

quorum is not present, the Board of Trustees may adjourn any meeting until such quorum shall be present or 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. 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, if required, 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, except that the following require a two-thirds (2/3) majority of the Trustees present and entitled to vote: presidential selection and termination; University Charter and Bylaws amendments; a Board officer's removal from the officer position; a Trustee's election to or removal from the Board; merger or affiliation with or acquisition of any entity; dissolution of Arcadia University; or any other act as may be required by law, the University's Charter, or these Bylaws.

#### **Section 6. Board Action by Unanimous Written Consent**

Any action required or permitted to be taken by the Board or by any committee of the Board may be taken without a meeting if a unanimous written consent setting forth the actions taken is signed by all members of the Board entitled to vote and such written consent is filed with the Secretary and included in the minutes. Electronic or email consent is permitted as long as the electronic signature on the email can be verified.

#### **Section 7. 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 Trustees. Other individuals may be invited to attend all or portions of any executive session as deemed necessary by the Chair of the Board.

#### **Section 8. Records of the Board Meetings**

Minutes of all meetings of the Board will be taken by administrative staff and shall be made available to the Trustees for review in a timely fashion, but in any event no longer than four (4) weeks after a given meeting. The minutes shall include a record of attendance. 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. However, minutes taken during executive sessions shall be confidential and shall only be made available upon request (not in the ordinary course) to voting Trustees.

## **ARTICLE 5. BOARD OFFICERS**

### **Section 1. Officers of the Board**

The Board Officers shall be a Chair, or two (2) co-Chairs (each a “Co-Chair” and collectively, the “Chair”), and one or more Vice Chairs. The Board may establish additional Board officers of the Board as it deems necessary. The Chair and Vice Chairs shall be term Trustees.

### **Section 2. Chair of the Board**

The Chair shall 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 Vice Chairs and after discussion with the President, appoint all committee chairs, and the other members of all Board committees. The Chair shall be an *ex officio* member of all committees of the Board with voting privileges.

### **Section 3. Vice Chair(s)**

In the absence of the Chair, or in the case of Co-Chairs, the absence of both Co-Chairs, the Vice Chair shall perform the duties of the Chair and have such other powers and duties as the Board may prescribe.

### **Section 4. Election and Term**

The Executive Committee shall nominate candidates to serve as Board Officers of the Board. In addition, Board Officer candidates may be nominated by written petition signed by at least one-third (1/3) of the Trustees in office. Board Officers shall be elected at the regular meeting of the Board that most immediately precedes the Annual Meeting. Board Officers shall be elected for a term of two (2) years that take effect on June 1 in the year of election. If a Board Officer is unable to complete a term for any reason, the Executive Committee shall nominate for the Board’s consideration a candidate to complete the term.

### **Section 5. Term Limits of Board Officers**

Board Officers may be re-elected once to the same office. No Board 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 6. Resignation of Board Officers**

Any Board Officer may resign at any time by submitting a written notice to the Chair of the Board. Such resignation shall take effect at such later time specified as in the notice or, if not so specified, on the date of receipt.

## **Section 7. Removal of Board Officers**

Any Officer may be removed from such office position by vote of two-thirds (2/3) of the Trustees present and entitled to vote at any regular or special meeting of the Board called expressly for that purpose. Any Board Officer proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard.

## **Section 8. Vacancies**

Board Officer vacancies may be filled through a special election at any regular or special meeting of the Board, but election or reelection should normally take place at the Board's Annual meeting.

# **ARTICLE 6. UNIVERSITY OFFICERS; GENERAL COUNSEL**

## **Section 1. University Officers**

The University Officers are the President, Provost and Senior Vice President for Academic Affairs, the Vice President of Administration and Finance, and the Secretary. These positions are filled by the senior management of the University and the persons in such officer positions shall remain in those officer positions so long as employed in their current job positions for the University. Subject to approval of the Board, the President may establish or designate other positions as University officers.

## **Section 2. President**

*Selection.* The President of the University ("President") shall be appointed by the Board and shall serve at the pleasure of the Board. The President may be removed from office only by a two-thirds (2/3) majority of voting members of the Board then in office, provided that notice is sent to all Trustees in accordance with the notice provisions contained in these Bylaws.

*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 and its Executive Committee. The President is responsible for managing, developing, and promoting the

University; presiding at academic functions and serving as the spokesperson on behalf of the institution; executing contracts, agreements, leases, and other financial obligations on behalf of the institution; keeping the Board, faculty, and administrative staff informed of significant issues related to institutional operations and activities in a timely way; submitting a proposed annual budget for the institution to the Board prior to the beginning of the fiscal year; and submitting to the Board an annual report on the condition, operation, and needs of the institution. The President shall also have the authority to act on the recommendations of the Provost 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.

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.

*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 interim or 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 interim or 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 Executive Committee will have the responsibility of recommending this status to the full Board.

### **Section 3. Provost and Senior Vice President for Academic Affairs**

The Provost and Senior Vice President for Academic Affairs ("Provost") shall be the chief academic officer of the University. The Provost shall be appointed by the President and report to the President. The Provost shall supervise the deans and directors of each college, school, and other academic units; make recommendations to the President on appointments, promotion, and tenure applications regarding faculty or those seeking to become members of the faculty; be responsible for maintaining and applying for academic accreditation and credentials on behalf of the institution; manage processes and procedures for the conveyance of degrees; and such other responsibilities as required by the University Charter and Bylaws of the University.

#### **Section 4. Chief Financial Officer**

The Vice President of Finance shall be the chief financial officer and treasurer of the institution. The Vice President of Finance shall be appointed by the President and report to the President. The Vice President of Finance shall be responsible for the operating and capital budgets, accounting and auditing, insurance and risk management, and such other responsibilities as required by the University Charter and Bylaws of the University.

#### **Section 5. 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 is appointed by the President and reports to the President and the Chair of the Board, as needed. The Secretary also shall have custody of the corporate seal and affix it to such documents as may require such official recognition.

#### **Section 6. General Counsel**

The appointment and termination of the University General Counsel by the President shall require the assent of the Board. The General Counsel represents the 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 officer representing the University, the General Counsel has the duty to report to the Board as the governing body of the University, or to the Executive Committee between meetings, as needed, in order to protect the University's interests.

### **ARTICLE 7. BOARD COMMITTEES**

#### **Section 1. Standing and Ad Hoc Committees**

The Board shall establish such standing committees as it deems appropriate to discharge its responsibilities including an Executive Committee as described below. Each committee shall have a written statement of membership, purpose, and responsibilities as outlined in separate charters approved by the Board (as set forth in Article 7 below). The Board may discontinue or merge committees at its discretion, however, any new committees must have a written statement of membership, purpose, and responsibilities as outlined in a separate charter approved by the Board. The Chair of the Board may also create ad hoc committees, or task forces for specific assignments, which may be discharged when their work is complete.

## **Section 2. Executive Committee**

The Executive Committee members shall be all of the Board Officers, all standing committee chairs, and the President (non-voting, ex officio member). The Chair of the Board shall be the Chair of the Executive Committee and the Vice Chair(s) of the Board shall be the Vice Chair(s) of the Committee.

The Executive Committee is empowered to act for the Board and has the full authority to take necessary action to address urgent matters when the Board is not in session except for the following which are reserved for the Board: (a) appointment and dismissal of the President, (b) final approval of the President's compensation, (c) sale, purchase, encumbrance or other disposition of real estate or other assets, (d) election of Trustees and Board Officers, (e) approval or modification of the annual budget, (f) use of the institution's credit line, (g) conferral of degrees, (h) revision of the institutions mission or purposes, and (i) amendment of the University's Charter and Bylaws. The Chair must report to members of the Board as soon as possible after the action taken and seek ratification of those actions at the next meeting. In order to promote a more collaborative environment, the Committee Chairs, in consultation with the Board Chair, shall annually appoint, as appropriate, faculty representatives to their respective standing committees. Such faculty representatives shall have no voting privileges. The Committee Chairs may also invite internal or external advisors and guests to attend Committee meetings to provide special advice and counsel. Such advisors and guests shall have no voting privileges. The Committee Chairs should also invite the then-serving Faculty Senate President to attend their respective standing Committee meetings (except for the Executive Committee) with no voting privileges, with the understanding that due to their busy schedule, the Faculty Senate President shall not be obligated to attend the Committee meetings and may choose to attend at their convenience.

## **ARTICLE 8. COMMITTEE OPERATIONS**

### **Section 1. Membership**

Each standing committee shall have a chair, may have a vice chair, and shall consist of a minimum of four (4) Trustees (inclusive of the chair and vice chair, if any, of the committee). The President shall appoint other senior leaders to act as their delegates and to attend meetings of standing committees.

### **Section 2. Committee Appointment**

The Board Chair, in consultation with the Vice Chair(s) of the Board and after discussion with the President, shall on an annual basis appoint all committee chairs, committee vice chairs,

and Trustee committee members. The Chair of the Board shall be a voting member ex-officio of each committee. The President shall be a non-voting member ex-officio of each committee. The chair of the committee that oversees the University's auditing, accounting, and reporting practice shall be a non-voting ex-officio member of the committee that oversees the University's financial affairs. All committee appointments shall terminate at the end of the next Annual Meeting.

In order to promote a more collaborative environment, the Committee chair and/or the Board Chair shall invite, as appropriate, one or more faculty representatives to each Committee except the Executive Committee. Such faculty representatives or advisors shall have no voting privileges. Committee chairs may also invite other guests or advisors at their discretion to attend Committee meetings to provide special advice and counsel.

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

### **Section 3. Committee Charters**

The powers and responsibilities of any of the standing committees shall be delegated to each committee by the Board only, and such delegation shall be set forth in a written Committee Charter for each committee adopted and amended from time to time by two-thirds (2/3) vote of the Trustees present and voting at a Board Meeting where a quorum exists. Each Committee Charter shall be located centrally in a board portal accessible to each Trustee. The Executive Committee shall periodically review the University's Bylaws and other operational documents of the Board and, together with the committees, periodically review all committee charters to ensure that they continue to be reflective of the University's mission, vision, and strategic plan.

### **Section 4. Quorum; Remote Participation**

A simple majority (more than 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 adjourn any meeting until such quorum shall be present or 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. Committee Meetings, Minutes, and Reporting**

The Committee will meet no less frequently than three (3) times per year. Meetings will be called at the request of the Chair of the committee or a majority of committee members.



Committee members are permitted to participate via telephone, videoconference, or other such electronic technology when unable to attend in person.

Meeting minutes will be taken by administrative staff and made available to the committee for review in a timely fashion, but in any event no longer than four (4) weeks after a given meeting. The minutes shall include a record of attendance. The chair or vice chair of the committee will ordinarily report out only those actions and recommendations at the next meeting of the Board that require Board approval, but the written minutes shall additionally capture any significant matters or discussions arising from the committee's work irrespective of whether Board action is required with respect to such matters. Written minutes shall be made available to the Executive Committee for its next meeting and be made available to all Trustees in advance of the next full meeting of the Board. Minutes of executive sessions of the Board or committees shall be confidential and shall be made available, only upon request (not in the ordinary course), to the 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 9. CONFLICTS OF INTEREST**

### **Section 1. Conflict of Interest**

Trustees must act in accordance with the standards of conduct of good governance, these Bylaws, and the University's [Conflict of Interest Policy](#). Each provision of this section shall apply to all Trustees, with and without voting privileges, all Board committee members, all members of advisory boards, and senior administrators as defined in the Conflict of Interest Policy.

### **Section 2. Definition**

Subject to the Conflict of Interest Policy, 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 possible time, but at least annually in a disclosure statement in accordance with the

Conflict of Interest Policy. 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.

#### **Section 4. Annual Disclosure Statement**

In accordance with the Conflict of Interest Policy, every Trustee 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 10. INDEMNIFICATION**

#### **Section 1. Indemnification**

The University shall, to the fullest extent permitted by law, indemnify any Trustee, 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 as a Trustee on behalf of or at the request of 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 Trustee, Board 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 Trustee, Board 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 Trustee, and may pay expenses incurred by any other employee or agent, in connection with the defense or disposition of any such action, suit, or other proceeding referred to in this Article in advance of the final disposition thereof

under the condition that the Trustee employee, or agent shall repay such advanced fees and costs if it ultimately is determined that he or she is not entitled to be indemnified by the University as authorized by these Bylaws.

### **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 Trustee, employee, or agent may be entitled under these Bylaws or otherwise, and shall continue as to a person who has ceased to be a Trustee, 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 Statue, Adoption of Other Laws**

The indemnification of, and advancement of expenses to, Trustees, employees, or agents 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 Trustees, employees, and agents 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, Trustees, employees, or agents 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 Trustee, 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.

#### **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 a 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 purchase and maintain insurance on behalf of any person who is or was a Trustee, employee, or agent of the University or is or was serving at the request of the University as a Trustee, 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 or 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 11. AMENDMENTS TO AND INTERPRETATION OF BYLAWS**

### **Section 1. Amendments**

Amendments to these Bylaws may be proposed by any Trustee. Amendments must be submitted to the Executive Committee for consideration. If approved by the Executive Committee, the amendment will be submitted to the Board. If the Executive 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 at any meeting of the Board, 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 establish other policies, committee charters, guidelines, or any other Board related documents as it deems necessary in order to conduct the business of the Board. If there is any conflict between these Bylaws, any other policies, procedures, committee charters, guidelines, or any other Board related documents, 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.

**Section 3. Non-Discrimination Statement**

Arcadia University is committed to ensuring equal opportunity to all persons and does not discriminate on the basis of ethnicity, national origin, ancestry, race, color, religion, creed, sex, gender, marital status, sexual orientation, age, gender identity or expression, military or military veteran status, disability, medical or genetic information, pregnancy, or any other characteristic protected by local, state, or federal law in its educational programs, activities, admissions or employment practices as required by Title IX of the Educational Amendment of 1972, Section 504 of the Rehabilitation Act of 1973, the Americans with Disabilities Act of 1990 and other applicable statutes. Discriminatory conduct and harassment, including sexual harassment, violates the dignity of individuals, impedes the realization of the University’s educational mission, and will not be tolerated.

*CERTIFICATION*

*I hereby certify that these Bylaws were adopted by the Board of Trustees of Arcadia University at their meeting held on February 16, 2023.*

*Margaret M. Callahan,  
Secretary*

**Revision History:**

December 12, 2014	Amended
February 12, 2017	Amended
January 15, 2018	Amended
May 5, 2022	Amended and Restated Bylaws were approved by the Executive Committee of the Board of Trustees on April 7, 2022 and approved and adopted by the Arcadia University Board of Trustees on May 5, 2022

February 16, 2023

Amended to include language to provide for the requirement that a Faculty member become a Trustee and the Faculty Senate President become an ex officio member of the Board.

October 17, 2024

Amended to revise language regarding Recent Graduate Trustees and Co-Chairs.