

Bucknell University Charter

(As in effect July 1, 2001)

An Act

*To establish the University at Lewisburg.
Approved February 5th, 1846, (1846, P.L. pages 32
et seq.) and amended in accordance with the laws of
Pennsylvania by the Court of the County of Union,
May 20, 1882, May 21, 1887, February 20, 1888,
August 14, 1895, November 28, 1908, August 16,
1926, December 16, 1929, October 19, 1953,
February 10, 1959, and November 12, 1969; and
further amended by a resolution adopted by the
Board of Trustees on November 8, 1986, November
17, 1990 and May 2, 1998, in accordance with the
requirements and procedures specified in the
Pennsylvania Nonprofit Corporation Laws of 1972
and 1988.*

WHEREAS, The Baptists of Pennsylvania, as a denomination are not now engaged for the maintenance of any particular college or university in this state:

And Whereas, The chartering of a university, to be placed under their patronage, supervision and direction, would be a measure well adapted to call forth, from all parts of this commonwealth, concentrate, increase, and render effective in the cultivation of sound learning, the efforts of said denomination, and thereby promote the general

interest of science, literature and good morals; therefore,

Section 1. *Be it enacted by the Senate and House of Representatives of the Commonwealth of Pennsylvania in General Assembly met, and it is hereby enacted by the authority of the same,* That there be and hereby is erected and established, at or near the borough of Lewisburg, in the county of Union, in this commonwealth, a university, to consist of a primary school and academy, a college, and such departments appropriate to a university, as the patrons and managers of said institution shall find themselves able to maintain, and that the name and constitution of the said university shall be, and they are as follows:

Article I.

Section 1. The said institution shall be, forever, called and known by the name of “Bucknell University.”

Article II.

Section 1. The said university shall be under the management, direction, government and supervision of a Board of Trustees.

Article III.

Section 1. The trustees of said university shall consist of the following persons, to wit: James Moore, James Moore, Jr., Joseph Meixell, William H. Ludwig, Samuel Wolfe, Levi B. Christ, Henry Funk, Joel E. Bradley, Eugenia (Eugenio)* Kincaid, Benjamin Bear, William Keene (Keen),

William T. Bucknell, Thomas Watson (Wattson), James Linnard, Lewis Vastine, Oliver Blackburn, Caleb Lee, Daniel L. Moore; which said trustees and their successors, to be elected as herein subsequently mentioned, shall be forever hereafter, and they are hereby created, established and declared to be a body politic and corporate, with perpetual succession, and with all the incidents of a corporation, in deed and in law, to all intents and purposes whatsoever, by the name, style and title of "Bucknell University"; by which name and title, said trustees and their successors, shall be able and capable in law and in equity, to take to themselves and their successors, for the use of said university, any estate in any messuages, lands, tenements, hereditaments, goods, chattels, moneys or other effects, by gift, grant, bargain, sale, conveyance, assurance, will, devise or bequest, of any person or persons whatsoever, and the same messuages, lands, tenements, hereditaments and real estate to hold, and, together with the improvements thereon, exempt from taxation, and the same messuages, lands, tenements, hereditaments and estates, real and personal, to grant, bargain, sell, convey, assure, demise, and to farm, let and place out on interest or otherwise dispose of, or invest, for the use of said university, in such a manner as to them, or at least a quorum of them, shall seem most beneficial to said institution; and to receive the rents, issues, profits, income and interest of the same, and to apply the same to the proper use of said university; and by the same

**Names in parentheses show correct spelling.*

name to sue and be sued, implead and be impleaded in any courts of law or equity, and in all manner of suits and actions whatsoever; and generally by, and in the same name, to do and transact all the business touching or concerning the premises, or which shall be incidentally necessary thereto, as fully and effectually as any natural person, or body politic or corporate, has power to manage the concerns belonging to such person or body, to hold, enjoy and exercise all such powers, authorities and jurisdictions, as are customary in other universities, or in colleges within this commonwealth.

Section 2. Said trustees shall cause to be made, for their use, one common seal, with such devices and inscription thereon, as they shall think proper, and by and with it, all deeds, diplomas, certificates and acts of said corporation, shall pass and be authenticated; and said trustees may, at their pleasure, alter their seal or break it, and substitute a new one.

Section 3. A quorum of said trustees shall meet at Lewisburg within ten days from the date of this charter, to transact any business which the interest of the institution may then require. (More particular notice of said meeting shall be given by the trustee first named on the list.)

Section 4. There shall be a meeting of said trustees held as often as twice a year and at such particular times and place or places, as said trustees, or quorum of them, shall appoint; of which, after the first meeting, notice shall be given by a written communication, signed by the chair-

man or secretary of the board, and addressed to said trustees severally, at least ten days before the time of such intended meeting, and if at such meeting less than a quorum shall be present, the members present shall have power to adjourn to some other day, but if a quorum of said trustees meet at the appointed time, or at any time of adjournment, then the majority of votes of such quorum or board, shall be capable of doing and transacting all business and concerns of said university, not otherwise provided for by this act, and particularly, of making and enacting ordinances and bylaws for the government and instruction of said university; of adding within the limit prescribed by Article II, Section 1, to the number of trustees whose names are inserted in this charter; of electing trustees in the place and stead of those who shall decline serving, resign or die, or whose places become vacant from any other cause; of electing or appointing the president, professors, tutors and other teachers of said university; of agreeing with them for their salaries and stipends; of removing them for misconduct, breaches of the ordinances of the institution, or other sufficient causes; of appointing committees of their own body, to carry into effect all the resolutions of the board; of appointing a chairman, secretary, treasurer and other officers necessary for managing the concerns of the corporation; of providing for the maintenance and observance of discipline in said university, and of prescribing and inflicting the penalties due to all violations of the rules, ordinances or regulations thereof, or to other misconduct committed by students or other persons

thereat; and generally the majority of the voices of the board, or quorum of said trustees, at any stated or extra meeting, shall determine all matters and things (although not herein specified), which shall occasionally arise and be incidentally necessary to be determined by said trustees. *Provided*, The said laws, rules and ordinances, or any of them, be not repugnant to the laws and constitution of the United States of America, or to the laws and constitution of this commonwealth.

Section 5. As soon as said trustees shall have obtained, in the form of subscriptions believed to be valid, the amount of one hundred thousand dollars, they shall purchase a lot or farm, and proceed to erect thereon suitable buildings for the use and benefit of said university, to procure the requisite library apparatus, and specimens in natural history; and they shall exercise their own judgment and discretion in so doing, as likewise in the general management and disposition of the funds of said university; *Provided, however*, said trustees shall exact from their treasurer adequate security for all the moneys and other property of the institution, which he may at any time receive; *Provided, also*, That if any person contributing to the funds of said institution, indicates a special appropriation of the amount so contributed, said contribution, if accepted, shall be disposed of in strict accordance with the evident intent or expressed wish of the contributor, *Provided, likewise*, that said trustees shall not encumber by mortgage, or otherwise, the real estate or any other property of said institution, except that the

trustees may from time to time encumber any buildings, structures, capital equipment or furnishings being acquired, constructed, renovated, remodeled or subject to major repairs, and may, in connection with any such project, and to provide funds for the amortization of any debt incurred for the cost thereof, encumber the revenues and receipts of the institution or any of them; *And Provided, too*, that said trustees shall not involve the institution in any debt unless the debt shall be stated to mature within the remaining useful life of the project being financed as such useful life shall be fixed by said trustees, and unless, by careful estimate, the means of repayment are found by the said trustees to be available and are appropriated to such repayment prior to or simultaneously with the incurring or assumption of the debt.

Section 6. Said trustees shall annually publish an annual report.

Section 7. Said trustees, a quorum of them, or at least a committee of three are required and expected to attend the annual commencements of the university; they are to make themselves acquainted with the manner in which the rule of study and recitation is planned for the students, and by them executed, and particularly with the scholarship, conduct and character of students as are candidates for admission from a lower into a higher class or department of the university or for degrees, and the consent of the majority of the trustees present shall be necessary in order to a student's promotion, or receiving of a degree.

Section 8. Said trustees are to have access to the minutes of the official doings of the faculty; and they are likewise to take care to inform themselves respecting the methods of government and instruction adopted and practiced by the several teachers in the university.

Article IV.

Section 1. The president and professors for the time being shall constitute the faculty of the university and they together with the tutors and other teachers in their respective departments shall have the power of enforcing the rules and regulations adopted by the trustees for the government and instruction of the students; and the faculty with the counsel and consent of a quorum of the trustees shall have the power to grant and confirm unto students of the university, or unto others deemed worthy, such degrees in the liberal arts and sciences, or in certain branches thereof, as have been usually granted in other universities; to grant likewise to said graduates, diplomas under the common seal of the corporation, in order to authenticate and to perpetuate the memory of such graduation; and to grant, also, certificates to such students as have duly completed the course of studies prescribed in any subordinate department of the university.

Article V.

Section 1. No misnomer of the said corporation shall defeat or annul any gift, grant, devise or bequest, to or from the said corporation:
Provided, The intent of the parties shall sufficient-

ly appear upon the face of the gift, grant, will, or other writing, whereby, any estate or interest was intended to pass to or from said corporation.

Article VI.

Section 1. No religious sentiments are to be accounted a disability to hinder the election of an individual to any office among the faculty, trustees, administration or staff of the institution, or to debar persons from admittance as pupils, or in any manner to abridge their privileges or immunities as students, in any department of the university.

Section 2. The legislature reserves the right to alter or annul this charter, in case of any abuse of the privileges hereby granted.

Article VII

In the event of the sale, liquidation, dissolution or winding up of the corporation, whether voluntary, involuntary, or by operation of law, the Board of Trustees of the corporation shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute, in accordance with federal and state laws, any remaining assets for public charitable purposes to such charitable or educational corporations, institutions or societies as the Board of Trustees of the corporation shall select, provided however, that such educational corporations, institutions or societies are exempt public charitable organizations under the provisions of Section 501(c)(3) of

the Code, and are described in Section 509(a)(1), (2), or (3) of the Code.

Should the corporation fail in its task under this Article VII of the Charter of Incorporation, the Court of Common Pleas in which the principal office of the corporation shall be located at the time of the sale, liquidation, dissolution or winding up of the corporation shall provide for the distribution of the net assets of the corporation consistent herewith.

During its existence, or upon the sale, liquidation, dissolution or winding up of the corporation, no portion of the assets of the corporation, including any surplus funds, shall inure to the benefit of any person, including any trustee or officer of the corporation or any enterprise organized for profit. The corporation shall have no authority to act and shall not act in contravention of its status of a Section 501(c)(3) public charity.*

* *Though never re-enacted as a whole by the General Assembly of Pennsylvania, the Charter as it herein appears comprises the original text as modified by all subsequent amendments thereto.*

Bucknell

Deed of Trust

Philadelphia, April 1st, 1887

I, William Bucknell of the City of Philadelphia, State of Pennsylvania, do hereby give to the Bucknell University, located at the borough of Lewisburg, County of Union, State of Pennsylvania, the sum of Fifty Thousand Dollars, in Trust, conditioned as follows, to wit:

1. That the said sum shall be invested permanently, or from time to time as may be necessary, in such interest-bearing securities, within the State of Pennsylvania, as may upon the best information and judgment of the Committee in Trust hereinafter provided, be deemed good and safe, and such investments shall be kept with the other securities and investments belonging to the University aforesaid.

2. That the income of this sum so invested shall be expended in establishing and maintaining a school or professorship of Biblical Theology at or in connection with the said University, when and as such school or professorship shall be deemed necessary by the Board of Trustees of the said University.

3. That until such school or professorship shall be established, the Committee in Trust hereinafter provided may authorize and empower the Board of Trustees of the said University to use the income of said sum so invested for improvements

and betterments of the buildings and grounds belonging to the said University.

4. That the income of this Trust shall, from time to time, be received and disbursed by the Treasurer of the Board of Trustees of the said University, but only in accordance with the terms and conditions of the Trust, and a separate account of the same shall be kept and rendered with the Annual Report of the said Board of Trustees.

5. That for the administering of this Trust as herein described a Committee in Trust, consisting of five persons, shall be appointed, with power to appoint their successors, and to declare and fill vacancies in their number, subject to the approval of such appointees by the Board of Trustees of the said University, and the following named persons shall constitute the first Committee in Trust, to wit: — Charles H. Banes, Harry S. Hopper, James S. Swartz, David P. Leas, and C.C. Bitting.

6. That the terms and conditions of this Trust as herein set forth shall be read in full, at each Annual Meeting of the Board of Trustees of the said University, immediately following the reading of the minutes.

WITNESS my hand and signature this first day of April, A.D., 1887

(Signed) William Bucknell

Henry Godley

Bucknell University

Board of Trustees

Bylaws

Adopted by the Board of Trustees June 9, 1956, as a revision of the Bylaws adopted December 19, 1936, and incorporating amendments through September, 2007.

Article I. – Meetings

Section 1. The Annual Meeting of the Board of Trustees shall be held at Lewisburg, Pennsylvania, on the first Saturday of June, and the Semi-Annual Meeting at such place as may be determined by the Board or the Executive Committee on the first Saturday of December, of each and every year, at nine o'clock a.m., provided that the Board may change the place or time of either the Annual or Semi-Annual Meeting. Meetings may be held by adjournment, or special meetings convened at the call of the Chair or any of five Trustees.

Section 2. Notice of all Annual or Semi-Annual Meetings shall be delivered by mail or in any other manner permitted by law and specifically authorized by each individual Trustee by the Secretary or Assistant Secretary to each member of the Board at his/her last known address not fewer than ten days before the date of said meeting; and of any special meeting, not fewer than five days before the date thereof, the object of such meeting to be stated in the notice and no

other business than that for which the meeting is called to be transacted at such special meeting.

Section 3. A quorum for the transaction of business at meetings of the Board of Trustees or its Executive Committee or any other committee of the Board of Trustees shall consist of a majority of their respective voting members. Except as otherwise provided in these bylaws or the Charter of the University, a majority vote of those members present with a proper quorum shall constitute proper action.

Section 4. Any action required or permitted to be taken by any committee of the Board of Trustees may be taken without a formal meeting if the action is taken by a majority of the members of the committee. A written consent setting forth the actions taken, signed by such persons and bearing the date of the action shall be filed with the minutes of the proceedings as soon as is practical.

Section 5. Upon authorization of the Chair and to the extent permitted by law, trustees may participate in a special meeting of the Board of Trustees by means of conference telephone or other remote communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in the foregoing manner shall be deemed presence in person at the meeting. The authorization of the Chair may be expressed in the notice of the special meeting or upon preliminary announcement at the time of the meeting and recorded with the minutes of the meeting.

Section 6. Upon authorization of the chair of any committee of the Board of Trustees and to the extent permitted by law, trustees may participate in a special meeting of such committee by means of conference telephone or other remote communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in the foregoing manner shall be deemed presence in person at the meeting. The authorization of the chair may be expressed in the notice of the special meeting or upon preliminary announcement at the time of the meeting and recorded with the minutes of the meeting.

Section 7. Upon special written authorization of the chair of any committee (except the Executive Committee), written proxies may be given by any trustee to another trustee for his/her vote at a committee meeting. The authorization and proxy may be delivered by mail or fax. Proxies shall not be authorized for full regular or special Board of Executive Committee meetings or action.

Article II. – Membership

Section 1. The membership of the Board of Trustees is provided for in Article II, Section 1 of the Charter. The voting members of the Board of Trustees shall not exceed fifty in number.

Section 2. All vacancies on the Board may be filled at any meeting from candidates submitted by the Committee on Nominations, a two-thirds vote of all the members present being necessary for elections. If requested by any member of the

Board, the vote shall be by ballot. There shall be five types of membership: Regular Trustees, President Trustee, Term Trustees, Alumni/ae Trustees, and Emeritus Trustees. Regular trustees shall be elected for renewable terms of not greater than five years. The President of the University shall be elected to the Board of Trustees for the term of his or her incumbency in office as the President Trustee. At least two, but not more than four, members shall be designated as Term Trustees who will serve for a stated term of three years and who shall not be eligible for further election to the Board for at least one year after serving as a Term Trustee; provided, however, that upon recommendation of the Chair to the Committee on Nominations, any one or more such Term Trustees may be considered for election as Regular Trustees immediately upon conclusion of their service as a Term Trustee.

Section 3. An Alumni/ae Trustee may be elected annually to membership on the Board for a term of not exceeding five years. The name of the candidate shall be recommended to the Committee on Nominations by the General Alumni Association. Not more than five Alumni/ae Trustees elected in accordance with this provision shall be members of the Board at any one time. If a duly elected Alumni/ae Trustee is unable to complete his/her full term, the balance of said term may be served by such other person as may be recommended and elected in accordance with the above procedure. An Alumni/ae Trustee shall not be eligible for further election to the Board for at least one year after the

expiration of his/her term as an Alumni/ae Trustee; provided, however, that upon recommendation of the Chair to the Committee on Nominations, any one or more such Alumni/ae Trustees may be considered for election as a Regular Trustee immediately upon conclusion of their service as an Alumni/ae Trustee.

Section 4. In addition to the regular membership of the Board of Trustees as authorized by the Charter, the Board may elect as many Emeritus Trustees as it may from time to time see fit. Such Emeritus Trustees shall have the privilege of attending all meetings of the Board, of participating in discussion and debate, and of serving on committees upon appointment of the chairs. In order to comply with the limitations of the Charter, however, such Emeritus Trustees shall not be entitled to vote in meetings of the Board, or in Committees of the Board when acting on behalf of the Board; shall not be counted for the purpose of establishing a quorum or for the purpose of numbering members of the Board; but for all other purposes shall be entitled to all of the rights and privileges of regular members of the Board. The provisions of Section 2 of this Article with respect to the election of Regular Trustees to fill vacancies on the Board shall govern the election of Emeritus Trustees.

Section 5. No person shall be eligible for election or reelection to regular membership on the Board of Trustees after reaching the age of 72 years. Terms of regular members who reach the age of 72 will expire on the June 30th following

the 72nd birthday. Emeritus Trustees may be elected without limitation as to age.

Section 6. Because active participation in the work of the Board of Trustees is expected of its members, it shall be the responsibility of the Committee on Nominations, whenever any member shall have failed to attend meetings of the Board for two consecutive years, or in lieu thereof shall have failed to present satisfactory excuses covering such absences, to inquire whether such member might wish to be considered for election to emeritus status. If the trustee requests consideration for election to emeritus status, the provisions of Section 4 above shall govern such election process. If a trustee anticipates an extended time during which active participation may be impractical because of illness, family concerns or other considerations, a trustee may request an approved leave of absence. The Committee on Nominations shall consider such request and, if appropriate, grant such leave for a time determined by the Committee, at the conclusion of which the trustee shall be eligible for return to active status upon approval of the Committee on Nominations. No such member who has failed to be present at meetings of the Board for two consecutive years, or in lieu thereof who has failed to present satisfactory excuses covering such absences, shall be renominated for reelection at the expiration of the member's stated term.

Section 7. "Trustees," individually and/or collectively, shall be the "Directors" of the corporation, exercising all powers, and possessing all rights and privileges, not inconsistent with the

Charter, which are or may be conferred on the “Directors” of not-for-profit corporations by the Laws of the Commonwealth of Pennsylvania. The terms “Corporation” and “University” shall be understood to mean the same legal entity and for legal purposes are used interchangeably.

Article III. – Officers

Section 1. The officers of the Board shall be a Chair and a Secretary and, if desired by the Board, one or more Vice-Chairs, to be elected by majority vote at each annual meeting. If desired by the Board, one or more Assistant Secretaries may be elected at any Annual or Semi-Annual Meeting of the Board. In case of failure or omission to elect, the officers of the preceding year shall continue in office until superseded by a new election at any subsequent meeting of the Board, and the officers then elected shall hold office until the next Annual Meeting. The Committee on Nominations shall present a slate of nominees at each Annual Meeting.

Section 2. The President shall be elected by the Board and shall serve such term as determined by the Chair. The Chair shall have the authority to enter extended term contracts with the President not to exceed three years without the consent of the Board of Trustees.

The Provost and vice presidents shall be selected by the President in consultation with the Chair and appropriate Committee Chairs and shall serve for such terms and have such authority and responsibilities as the President shall determine in consultation with the Chair. The

President in consultation with the Chair and appropriate Committee Chairs shall have the authority to remove any Provost or vice president.

Section 3. The Chair, who is the principal officer of the University, shall appoint all committees of the Board, unless otherwise directed. The Chair, or in his/her absence, a Vice-Chair, shall preside at each meeting of the Board.

Section 4. The Secretary shall give proper notice of all meetings, and shall keep minutes of the actions of the Board, and such minutes shall show the members present at each meeting. The Secretary shall preserve on file all papers, documents, and reports as directed by the Board; and in case of his/her resignation or removal from office, or at the expiration of his/her term, shall deliver to the Board or to his/her successor in office all books, papers, and documents in his/her possession belonging to the Board.

Section 5. It shall be the duty of the Assistant Secretary to assist the Secretary in the performance of his/her duties, as the Secretary may request.

Article IV – Standing Committees

Section 1. The following Standing Committees, subject to the Board, each to consist of not fewer than four members of the Board, shall be appointed annually by the Chair:

- (a) An Executive Committee
- (b) A Committee on Academic Affairs
- (c) A Committee on Finance

- (d) A Committee on Development and Alumni Relations
- (e) A Committee on Audit
- (f) A Committee on Nominations
- (g) A Committee on Student Affairs
- (h) A Committee on Human Resources
- (i) A Committee on Investments
- (j) A Committee on Buildings and Grounds
- (k) A Committee on Compensation.

The Chair of the Board shall be a member of all committees. The President of the University shall be a member, *ex officio*, of all committees except the Committee on Audit and the Committee on Compensation, and such financial officers as designated by the Chair shall be members, *ex officio*, of the Committee on Finance.

Section 2. The Executive Committee shall be composed of the Chair, Vice Chair(s), and the Secretary of the Board, and of the Chairs of the following committees: Academic Affairs, Finance, Development and Alumni Relations, Student Affairs, Nominations, and Long Range Planning. Each of the above committees shall designate a Vice Chair who shall also receive notice of Executive Committee meetings and shall have the right to attend. Committee Vice Chairs are authorized to vote only in the absence of the Committee Chair. Meetings of the said Committee may be called by the Chair of the Board, by the Chair of the Committee, or by any three members of the Committee. The Committee shall advise with and aid the President and other officers of the University in all matters pertaining

to the University affairs, and generally exercise the powers of the Board of Trustees when said Board is not in session. Such Executive Committee shall keep minutes of its proceedings, and copies thereof shall be made available to the members of the Board of Trustees promptly after each meeting of said Committee.

Section 3. The Committee on Academic Affairs shall be concerned with all matters pertaining to the educational program, the instruction of students, and the quality of the intellectual and cultural life of the campus community; shall temporarily fill vacancies in the corps of instructors occurring during intervals between Board meetings; and upon certification by representatives of the Faculty, shall recommend to the Board for approval candidates for earned degrees. The Committee may present to the Board the names of persons for whom honorary degrees have been recommended, the Board reserving to itself the selection of candidates for honorary degrees.

Section 4. The Committee on Finance shall have charge of all assets, operating and capital budgets, sinking funds, expenditures and the direction of the financial affairs of the University except as specifically designated to another Committee such as the Building and Grounds Committee, Human Resources Committee, and Investments Committee, all of which in such instances require coordination with the Finance Committee. The Finance Committee shall have charge of matters pertaining to the Board's budget

review process and budget recommendation to the Board.

Section 5. The Committee on Development and Alumni Relations shall be concerned with all matters affecting the various publics of the University including, but not limited to, alumni, parents and friends of the University; it shall also be concerned with plans and procedures for enhancing the facilities of the University, the supervision of all fund-raising activities, and, in cooperation with other members of the Board, shall give active assistance in these endeavors, to the end that the objectives of the University may be implemented by adequate public support.

Section 6. The Committee on Audit shall annually recommend to the Board the appointment of a professional auditor, define the scope of the audit, review the audit, report to the Board on its outcome, and advise the officers of administration with respect to the preparation and dissemination of the annual financial report.

Section 7. The Committee on Nominations shall accept in confidence the names of all persons who may be proposed for membership on the Board of Trustees; shall make due investigation of the qualifications of said persons; and shall make nominations to the Board in accordance with the Committee's recommendations. Action upon said nominations may be taken at the current or any subsequent meeting of the Board. The Committee shall prepare a slate of nominees for officers of the Board and present such slate for the vote of the Board at the annual meeting.

Section 8. The Committee on Student Affairs shall be concerned with all matters relating to the welfare of students, extra-curricular activities, athletics, and services, functions, and activities in support of university life.

Section 9. The Committee on Human Resources shall be concerned with compensation policies and practices of all employees of the University except the President, acting in confidence where deemed appropriate by the Committee. Compensation includes, but is not limited to, salaries, wages, and benefits.

Section 10. The Committee on Investments shall be in charge of matters pertaining to the investment or reinvestment of the endowment, quasi-endowment, or other funds belonging to the University; shall direct the duly elected fiscal officers in the investment or change of investment of the funds and securities of the University; and shall make no loans to any member of the Board.

Section 11. The Committee on Buildings and Grounds shall be concerned with all matters related to the planning, design, construction, and maintenance of the Physical Assets of the University, including but not limited to property, grounds, campus infrastructure, buildings and capital equipment. Budgeting, expenditures and financing/funding of Buildings and Grounds activities shall be recommended for Board approval after consultation with the Committee on Finance regarding overall budget considerations, and also with financing/funding recommended after consultation with and approved by the Committee on Investments.

Section 12. The Committee on Compensation shall determine the compensation, contract and performance of the President and shall have the authority to review the performance, responsibilities and contracts of the officers who report to the President. The Committee shall be comprised of the officers of the Board, together with such additional members as are appointed by the Chair.

Section 13. All the aforesaid Committees shall make reports of their respective work and recommendations at the regular meetings of the Board. They may subdivide into such sub-committees as they may find appropriate. Each committee shall have a Chair and a Vice-Chair. The Chair shall be appointed by the Board Chair for a renewable three-year term. The Vice-Chair shall be elected by the respective committee to a renewable one-year term. Terms of Committee Chairs shall be staggered to insure that there will be continuity in committee leadership and membership on the Executive Committee. Rotation in committee leadership is expected.

Article V. – Special Committees

Section 1. The Chair may appoint such Special Committees as he/she may deem advisable, from time to time, to assist in the work of the Board.

Article VI. – Financial Regulations

Section 1. The securities of the University may be deposited for safekeeping in the name of the University in such bank or banks or trust

company or trust companies as the Committee on Finance, due consideration being given to recommendations of the Committee on Investments, shall from time to time designate, and when so deposited may be registered in the name of the University or in the name of a nominee provided by such depository, and shall be withdrawn only on order of persons designated by resolution of the Board.

Section 2. The various funds of the University shall be kept distinct on the University's accounting records, and no part of the principal of the Endowment Fund shall ever be used to pay current expenses.

Section 3. The compensation of University employees, except the President, shall be fixed by the Committee on Human Resources, in confidence where deemed appropriate, due consideration being given to (a) consultation with the Committee on Academic Affairs concerning compensation of instructional personnel and (b) consultation with the Committee on Finance concerning coordination of compensation determinations within overall budget considerations. Compensation shall be paid in the manner directed by the Committee on Human Resources. The compensation of the President of the University, and the manner paid, shall be fixed by the Compensation Committee.

Section 4. A budget for the ensuing fiscal year shall be prepared by the President of the University after consultation with fiscal officers and department heads, shall be approved by the Committee on Finance, and shall be presented to

Board of Trustees for its consideration at each Annual Meeting.

Section 5. All fiscal officers and employees of the University shall be covered by a schedule bond, in amounts to be determined by the Committee on Finance.

Section 6. A Trustee/Director shall not be personally liable as a Trustee/Director for monetary damages, for any action taken, or any failure to take any action, unless the Trustee/Director has breached or failed to perform the duties of his office under Section 8363 of Title 42 (Judiciary and Judicial Procedure) of the Pennsylvania Consolidated Statutes, and the breach or failure to perform such duties constitutes self-dealing, willful misconduct or recklessness. This section shall not apply to the responsibility or liability of a Trustee/Director pursuant to any criminal statute, or the liability of a Trustee/Director for the payment of taxes pursuant to local, State or Federal law, nor shall this section apply to any actions filed prior to the date of the amendment adding this section to the bylaws, nor to any breach or performance of duty or any failure of performance of duty by a Trustee/Director prior to such a date. No amendment to or repeal of this section shall apply to or have any effect on the liability or alleged liability of any Trustee/Director for, or with respect to, any acts or omissions of such Trustee/Director occurring prior to such amendment or repeal.

Section 7.

(a) Except as prohibited by law, every Trustee/Director and officer of the University

shall be entitled as of right to be indemnified by the University against expenses and any liability paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the University or otherwise, in which he or she may be involved, as a party or otherwise, by reason of such person being or having been a Trustee/Director or officer of the University or by reason of the fact that such person is or was serving at the request of the University as a director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as “Action”); provided, that no such right of indemnification shall exist with respect to an Action brought by an indemnitee (as hereinafter defined) against the University except as provided in the last sentence of this Section. Persons who are not Trustees/Directors or officers of the University may be similarly indemnified in respect of service to the University or to another such entity at the request of the University to the extent the Board of Trustees/Directors at any time denominates any of such persons as entitled to the benefits of this Section. As used in this Section, “indemnitee” shall include each Trustee/Director or officer of the University and each other person denominated by the Board of Trustees/Directors as entitled to the benefits of this Section, “expenses” shall include fees and expenses of counsel selected by

any such indemnitee and “liability” shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Section for expenses incurred in connection with any Action brought by an Indemnitee against the University only if (i) the Action is a claim for indemnity or expenses under paragraph (c) of this Section or otherwise, (ii) the indemnitee is successful in whole or in part in the Action for which expenses are claimed or, (iii) the indemnification for expenses is included in a settlement of the Action or is awarded by a court.

(b) Every indemnitee shall be entitled as of right to have his or her expenses in any Action (other than an Action brought by such indemnitee against the University) paid in advance by the University prior to final disposition of such Action, subject to any obligation which may be imposed by law or by provision in the Charter, Bylaws, agreement or otherwise to reimburse the University in certain events.

(c) If a written claim under paragraphs (a) or (b) of this Section is not paid in full by the University within thirty days after such claim has been received by the University, the indemnitee may at any time thereafter initiate an Action against the University to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such Action. It shall be a defense to any Action to recover a claim under

paragraph (a) that the indemnitee's conduct was such that under Pennsylvania law the University is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the University. Neither the failure of the University (including its Board of Trustees/Directors, and independent legal counsel) to have made a determination prior to the commencement of such Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the University (including its Board of Trustees/Directors, or independent legal counsel) that the indemnitee's conduct was such that the indemnification is prohibited by law, shall be a defense to such Action or create a presumption that the indemnitee's conduct was such that indemnification is prohibited by law. The only defense to any such Action to receive payment of expenses in advance under paragraph (b) of this Section shall be failure to make an undertaking to reimburse if such an undertaking is required by law or by provision in the Charter, Bylaws, agreement or otherwise.

(d) The University may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the University would have the power to indemnify such person against such liability or expense by law or under the provisions of this Section. The University may create a trust fund, grant a securi-

ty interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

(e) The rights of indemnification and advancement of expenses provided for in this Section (i) shall not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement or bylaw, charter provision, vote of Trustee/Directors or otherwise, (ii) shall be deemed to create contractual rights in favor of each indemnitee, (iii) shall continue as to each person who has ceased to have the status pursuant to which he or she was entitled or was denominated as entitled to indemnification hereunder and shall insure to the benefit of the heirs and legal representatives of each indemnitee and (iv) shall be applicable to Actions commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof. The rights of indemnification provided for in this Section may not be amended or repealed so as to limit in any way the indemnification or the right to advancement of expenses provided for herein with respect to any acts or omissions occurring prior to the adoption of any such amendment or repeal.

Article VII. – Instructional Staff

Section 1. Members of the instructional staff shall be elected by the Board of Trustees by

majority vote, and may be removed by action of the President, with the consent of the Committee on Academic Affairs.

Article VIII. – Amendments

Section 1. These Bylaws may be amended at an Annual or Semi-Annual Meeting of the Board of Trustees, by a two-thirds vote of all the members present, providing that the amendment shall have been presented at the preceding meeting of the Board or that notice of the substance of the proposed amendment or revision shall have been mailed to all members of the Board at least 30 days in advance of the meeting at which a vote thereon is to be taken.

OFFICERS OF THE BOARD OF TRUSTEES

Honorary Chairmen

1937-1940	Daniel C. Roberts, LL.D.
1947-1950	Christian R. Lindback, LL.D.
1950-1953	Rush Harrison Kress, Ph.B., LL.D., L.H.D.

Chairmen

1846-1848	William Hagy Ludwig, M.D.
1848-1874	Thomas Wattson
1874-1879	The Rev. Adie Kyle Bell, D.D.
1879-1882	The Rev. William Shadrach, D.D.
1882-1890	William Bucknell
1890-1917	Harry Samuel Hopper, A.M.
1917-1931	James Simmons Swarts, A.M., LL.D.
1931-1936	Charles Parker Vaughan, Sc.D.
1938-1941	Hon. John Warren Davis, A.M., B.D., LL.D.
1941-1947	Roy Grier Bostwick, A.M., LL.B., LL.D.
1947-1957	Joseph Welles Henderson, A.M., LL.B., D.C.L., LL.D.
1957-1972	William Rafford White, A.B., LL.B., LL.D.
1972-1976	Rowland Henry Coleman, A.B., LL.D.
1976-1982	Charles Fitz Baird, A.B., LL.D.
1982-1988	Sigfried Weis, A.B., LL.D.
1988-1990	Robert Edward Smith, B.S., D.T.S.

1990-1996	Lee Hillis Idleman, B.S.C&F
1996-2001	James William Schubauer, B.S.C.E., M.B.A.
2001-	D. Lee Hamilton, B.S., M.B.A.

Acting Chairmen

1937-1938	Hon. John Warren Davis, A.M., B.D., LL.D.
1947	Alfred Corey Howell, LL.D. (June to December)

Vice-Chairmen

1919-1921	Hon. Ernest Leigh Tustin, LL.D.
1922-1938	Hon. John Warren Davis A.M., B.D., LL.D.
1941-1947	Christian R. Lindback, LL.D.
1941-1949	Alfred Corey Howell, LL.D.
1976-1981	Samuel Harry Woolley, B.S., LL.D.
1978-1982	Sigfried Weis, B.A., LL.D.
1986-1988	Robert Edward Smith, B.S., D.T.S.
1988-1990	Lee Hillis Idleman, B.S.C&F
1990-1993	George Neely Jenkins, B.S. Ch.E.
1993-1996	Herbert I. Barness, B.S. M.E.
1995-1996	James William Schubauer, B.S.C.E., M.B.A.
1996-1997	Robert Charles Rooke, M.B.A.
1997-2001	David Morton Trout Jr., Sc.B.
2000-2001	D. Lee Hamilton, B.S., M.B.A.
2001-	Susan J. Crawford, B.A., J.D.

Secretaries

1846-1848	The Rev. Joel Ezra Bradley, A.M.
-----------	----------------------------------

1848-1864	Hon. George Funston Miller, LL.D.
1864-1882	The Rev. Joseph Philips Tustin, A.M.
1882-1920	The Rev. Adoniram Judson Rowland, A.M., D.D., LL.D.
1920-1943	Oliver John Decker, A.B., LL.B.
1943-1947	Joseph Welles Henderson, A.M., LL.B., D.C.L., LL.D.
1948-1970	Robert Levi Rooke, Sc.B., LL.D.
1970-1981	James Richardson Simpson, Sc.B., M.B.A., LL.D.
1981-1987	Jane Brown Maas, A.B., A.M.
1987-1997	David Morton Trout Jr., Sc.B.
1997-2001	Samuel Posner, B.S.C&F
2001-	Joseph A. Ciffolillo, B.S., B.A.

Treasurers

1846-1848	James Moore
1848-1849	Samuel Wolfe
1849-1852	Samuel Taylor Walker
1852-1853	Joseph Meixell
1853-1864	The Rev. Adie Kyle Bell, D.D.
1864-1877	The Rev. James Anderson Kelly, A.M.
1877-1882	The Rev. Adie Kyle Bell, D.D.
1882-1916	The Rev. David Porter Leas, A.M.
1916-1919	Hon. Harold Murray McClure, A.M., LL.D.
1919-1931	The Rev. John Thomas Judd, A.M., D.D.
1931-1955	Dayton Leo Ranck, A.M., LL.D.

Assistant Secretaries

1943-1948	James Focht McClure, A.B., LL.B.
1949-1957	Dayton Leo Ranck, A.M. LL.D.
1957-1998	John Frederick Zeller, III, A.M., LL.B.
1972-1977	Florence Pyle, A.B., A.M.
1977-1988	William Bernhardt Weist, A.B., A.M.
1988-1998	F. Joan D'Angelo
1989-1999	Franklin Ellis Harley, B.S.
1989-1995	Sandra K. Sojka, B.S., M.S.
1999-	Charles Robert Pollock, B.A.
1999-	Dennis Wayne Swank, B.S.B.A.

Parliamentarian

1989-1998	Elias Abelson, B.A., J.D.
1998-2001	Richard Anthony Zansitis, B.A., J.D.

PRESIDENTS OF THE UNIVERSITY

1851-1857	The Rev. Howard Malcolm, A.M., D.D., LL.D.
1858-1879	The Rev. Justin Rolph Loomis, A.M., Ph.D., LL.D.
1879-1888	The Rev. David Jayne Hill, A.M., LL.D., D.es Lett., D.C.L.
1889-1919	The Rev. John Howard Harris, A.M., Ph.D., LL.D., D.C.L.
1919-1931	The Rev. Emory William Hunt, D.D., LL.D., D.C.L.
1931-1935	Homer Price Rainey, Ph.D. LL.D.
1938-1945	Arnaud Cartwright Marts, A.B., LL.D.
1945-1949	Herbert Lincoln Spencer, Ph.D., LL.D.
1949-1953	Horace Augustus Hildreth, L.L.B., LL.D., D. Ed.
1954-1964	Merle Middleton Odgers, Ph.D., L.H.D., Litt.D., LL.D.
1964-1976	Charles Henry Watts II, Ph.D., Litt.D., LL.D. H.H.D.
1976-1984	George Dennis O'Brien, Ph.D., L.H.D.
1984-1995	Gary Allan Sojka, Ph.D.
1995-2000	William Drea Adams, Ph.D.
2000-2004	Steffen Harold Rogers, Ph.D.
2005-	Brian Christopher Mitchell, Ph.D.

Acting Presidents

- Prior to 1851 Stephen William Taylor,
A.M., LL.D.
- During 1857-1858 and 1871-1872
The Rev. George Ripley
Bliss, A.M., D.D., LL.D.
- 1879 (Six months) The Rev. Francis
Wayland Tustin, Ph.D.
- 1888-1889 George G. Groff, Ph.D.,
M.D., LL.D.
- 1931 (Six months) Charles Parker
Vaughan, Sc.D.
- 1935-1938 Arnaud Cartwright Marts,
A.B., LL.D.
- 1953-1954 Joseph Welles Henderson,
LL.B., D.C.L., LL.D.
- 1984 (Six weeks) John Frederick Zeller III,
A.M., J.D.

