



THE  
BYLAWS  
OF  
THIEL COLLEGE

Board approval February 8, 2020

## THE BYLAWS

### ARTICLE I. THE BOARD OF TRUSTEES AUTHORITY AND RESPONSIBILITIES

#### BOARD MEMBERSHIP

Section 1. The Board of Trustees of Thiel College shall consist of no more than thirty-six (36) members and no fewer than twenty-seven (27) members. The Board of Trustees will normally consist of at least seven (7) members who are Alumni of Thiel College, three (3) members recommended by the Synods of the Evangelical Lutheran Church in America, and another six (6) members who are practicing Lutherans or a member of a congregation in full communion with the Evangelical Lutheran Church in America. The members of the Board of Trustees shall be elected so that the terms of one-third of the members, so far as is practicable, shall expire each year. A quorum will be a majority of regular, voting Trustees then in office.

#### TERM OF OFFICE

Section 2. New Trustees and incumbent members of the Board of Trustees who are eligible for reelection normally shall be elected at the Board's annual meeting by a majority of the Trustees then in office. Any unfulfilled term may be filled through a special election at any meeting of the Board of Trustees. Trustees shall serve for three-year terms and shall be eligible for reelection to a maximum of three full consecutive terms. Trustees who have served for nine consecutive years (exclusive of any partial term) shall be eligible for reelection following a one-year hiatus. The four Board officers shall be exempt from this provision until at least one year has passed following completion of their terms of office (as set forth in Article III of these Bylaws, the term of office for Officers of the Board is one year).

#### AUTHORITY AND RESPONSIBILITIES

Section 3. The Board of Trustees shall have and exercise those corporate powers prescribed by law. Its ultimate authority is affirmed through its general, academic, and financial policy-making functions and its responsibility for Thiel College's financial health and welfare. Except as otherwise provided in the Charter of Thiel College as amended and on record with the Department of State of the Commonwealth of Pennsylvania the authority and responsibility of the Board of Trustees, working in consultation with the President, shall include but not be limited to these illustrative functions:

- (A) Determine and periodically review Thiel College's mission and goals within the context of its status as a Lutheran institution.

- (B) Appoint the President, who shall be Thiel College's chief executive officer, and set appropriate terms of employment and duties including compensation.
- (C) Support the President and annually assess the President's performance based on mutually agreed-upon goals and other criteria including an annual performance plan within the context of the President's contract with Thiel College.
- (D) Approve the annual budget including tuition and fees, regularly monitor Thiel College's financial condition, and establish policy guidelines affecting all Thiel College assets, including investments and physical plant.
- (E) Review and approve changes in the Thiel College academic programs and other major enterprises consistent with the Thiel College mission, plans and financial resources.
- (F) Approve such policies that contribute to the best possible environment for students to learn and develop their abilities.
- (G) Approve institutional policies bearing on faculty appointment, promotion, tenure, and dismissal as well as personnel, conflict of interest, whistleblower and anti-discrimination policies for all categories of employees.
- (H) Approve such policies that protect academic freedom and contribute to the best possible environment for the faculty to teach, pursue scholarship, and perform public service.
- (I) Assist in the development of and approve and enact such policies that provide for, and create governance structure(s) within Thiel College.
- (J) Authorize any financing-type transactions and approve the securing of loans or long-term leases.
- (K) Authorize the construction of new buildings, and major renovations of existing buildings.
- (L) Authorize and promote operations ancillary to the Thiel College educational mission.
- (M) Authorize the purchase, sale, and management of land, buildings, or major equipment.
- (N) Approve all earned and honorary degrees.

- (O) Periodically undertake assessments of the Board's performance.
- (P) Review and approve of Policy and Procedures of the Faculty and all other faculty governing documents and/or Manuals and all substantive revisions to those documents.
  
- (Q) Approve Joint Ventures/Partnerships

#### OTHER REPRESENTATIVES

Section 4. Two (2) faculty members elected by the Faculty, two (2) students elected by the Student Government, and the Chair of the Thiel College Alumni Board shall be designated as official representatives to the Board of Trustees, with voice but no vote. The Vocation and Education Unit of the ELCA or its successor body may also designate an official representative to the Board of Trustees, with voice but no vote.

#### EMERITI TRUSTEES

Section 5. Upon recommendation of the Committee on Governance and Trusteeship, Trustees who have served with distinction for at least two terms may be elected at any regular meeting by a majority of regular, voting Trustees as Trustees Emeriti. These Trustees shall be eligible to speak freely at all Board and committee meetings. They shall not serve on the Executive Committee or as Chairs of any Standing Committees, nor shall they have voting privileges at Board or Committee meetings or be counted as part of quorum determinations. Trustee Emeriti shall be sent notices and minutes of all Board meetings and from the respective committees on which they serve. Trustees Emeriti shall be encouraged to attend Board meetings or otherwise accept special assignments that are helpful to the Board of Trustees and Thiel College.

### ARTICLE II. MEETINGS OF THE BOARD OF TRUSTEES

#### MEETINGS

Section 1. The annual meeting shall be the Board meeting that normally occurs in November. The Board of Trustees shall have at least two regular meetings annually, normally in February and May, on such dates and places, as it shall determine.

#### NOTICE OF MEETINGS

Section 2. Notice of the time, place, and purpose of all meetings of the Board of Trustees shall be sent to each member of the Board, by electronic mail, facsimile, first class mail, or express mail at least ten calendar days prior to the date of such meetings. It is provided, however, that under emergency conditions, as determined by the President of the College or the Chair of the Board of Trustees, the notice for a special meeting may be

given not less than twenty-four hours prior to the meeting and may be given telephonically, electronic mail or orally.

### SPECIAL MEETINGS

Section 3. Special meetings may be held at the call of the Board Chair, the President, or any five Trustees. In the absence of an emergency governed by Article II, Section 2, above, the Chair or the Secretary of the Board of Trustees shall give appropriate notice by electronic mail, facsimile, first class mail, or express mail of such special meetings to all Trustees, along with a clear statement of purpose, at least ten calendar days in advance.

### ATTENDANCE

Section 4. One or more Trustees may participate in a meeting of the Board of Trustees, or a committee of the Board, by means of conference telephone or similar means of communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

### QUORUMS

Section 5. A quorum for the transaction of business at meetings of the Board of Trustees or its Executive Committee shall consist of a majority of their respective regular, voting member Trustees then in office. Except as otherwise noted in the Bylaws, a majority vote of those members present, with a proper quorum, shall constitute proper action.

### ACTION WITHOUT A FORMAL MEETING

Section 6. Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting. Meetings may be conducted by mail, fax, conference call, telegram, cable, e-mail or in any other way the Trustees decide. A written consent setting forth the actions taken and signed or electronically mailed by each appropriate member Trustee shall be filed with the minutes of the proceedings as soon as is practical.

### PARLIAMENTARY RULES

Section 7. The current edition of the Modern Rules of Order, published by the Pennsylvania Bar Institute, shall govern any procedure not covered by these bylaws, and which is not addressed in the Pennsylvania statutory law applicable to nonprofit corporations.

## ARTICLE III. OFFICERS OF THE BOARD

### OFFICERS OF THE BOARD OF TRUSTEES

Section 1. The officers of the Board shall be the Chair, Vice Chair, Secretary, and Treasurer of the Board of Trustees. All officers shall serve at the pleasure of the Board of Trustees. The College may secure the fidelity of any or all of its officers by bond or otherwise.

### ELECTION OF CHAIR AND VICE CHAIR

Section 2. The Chair and Vice Chair shall be elected annually upon nomination by the Committee on Governance and Trusteeship. The offices of Chair and Vice Chair respectively shall be filled by the same person for no more than three consecutive years, unless under very unusual circumstances, the Board with a 2/3 majority vote, extends the Chair's term for no more than one additional year. Vacancies may be filled at any time by an affirmative vote of a majority of the regular, voting Trustees, but election or reelection shall normally take place at the May board meeting and the results of the election shall be effective May 31<sup>st</sup> of that year.

### RESPONSIBILITIES OF THE CHAIR OF THE BOARD

Section 3. The Chair shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, appoint committee chairs and determine the composition of all Board committees (with the exception of the Executive Committee), and otherwise serve as a spokesperson for the Board. The Chair shall serve as Chair of the Executive Committee, an ex-officio member of all other standing committees of the Board, and have other duties as the Board may prescribe from time to time.

### RESPONSIBILITIES OF THE VICE CHAIR OF THE BOARD

Section 4. In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair, including presiding at Board and Executive Committee meetings. The Vice Chair shall have other powers and duties as the Board may from time to time prescribe and may or may not be nominated to succeed the Chair when a vacancy occurs, as the Committee on Governance and Trusteeship determines.

### ELECTION AND RESPONSIBILITIES OF THE SECRETARY OF THE BOARD

Section 5. The Secretary shall be elected annually, normally at the May board meeting and the results of the election shall be effective May 31<sup>st</sup> of that year, upon nomination of the Committee on Governance and Trusteeship and shall ordinarily serve for not more than three consecutive years. The Board may appoint an Assistant Secretary to assist the Secretary and this person shall not be a member of the Board of Trustees. The Secretary shall ensure that the Board of Trustees is acting in accordance with these Bylaws, that bylaw amendments are promptly made as necessary, that minutes of Board and Executive

Committee meetings are accurate and promptly distributed to all Trustees, that meetings are properly scheduled and Trustees notified, and that Board policy statements and other official records are properly maintained. The Secretary shall perform other duties as prescribed from time to time by the Board and will be assisted in all duties by the Assistant Secretary. In light of the responsibility of the secretary, s/he will be a member of the Governance and Trusteeship Committee.

#### ELECTION AND RESPONSIBILITIES OF THE TREASURER OF THE BOARD

Section 6. The Treasurer shall be elected annually, normally at the May board meeting and the results of the election shall be effective May 31<sup>st</sup> of that year, upon nomination of the Committee on Governance and Trusteeship and shall ordinarily serve for not more than three consecutive years. The Assistant Treasurer shall be the Chief Financial Officer of Thiel College and will not be a member of the Board of Trustees. The Treasurer shall serve as Chair of the Committee on Finance and Investment of the Board of Trustees and otherwise serve as the Board's key leader on all financial management policy matters. The Treasurer will have demonstrated competence, familiarity and experience with financial management. The Treasurer, with the support of the Assistant Treasurer, shall ensure that all Trustees regularly receive timely, appropriate and comprehensible financial statements from Thiel College's administration that include comparisons of revenues and expenditures with the approved annual budget and the preceding fiscal year for the same time periods. The Treasurer shall ensure that other financial reports—including those for special or major Board-approved expenditures, institution investments, and annual or special audits—are provided to all Trustees in a timely manner for review and discussion as appropriate. The Treasurer consults with Thiel College's Chief Financial Officer, Board-approved auditor, and the Committee(s) of the Board dealing with the financial affairs of the College.

#### LEGAL COUNSEL FOR THE BOARD

Section 7. Legal Counsel shall be appointed by the Board of Trustees.

### ARTICLE IV. COMMITTEES OF THE BOARD

#### BOARD COMMITTEES

Section 1. The Board shall establish such standing and ad-hoc committees as it deems appropriate to the discharge of its responsibilities. Each shall have a written statement of purpose and primary responsibilities as approved by the Board and such rules of procedure or policy guidelines as it or the Board, as appropriate, approves. Each committee shall review such statements for their appropriateness and adequacy annually.

## APPOINTMENT TO AND RESPONSIBILITIES OF BOARD COMMITTEES

Section 2. The Chair of the Board of Trustees shall have the responsibility to appoint the chairs, vice chairs, and members of all Board committees except the Executive Committee. All committee chairs, vice chairs, and a majority of each committee's members shall be Trustees. Each committee, except for the Committee on Presidential Review and Compensation shall have an ex-officio Cabinet member, with no vote, of Thiel College or member of the Thiel community, as designated by the President, to assist and participate in its work. Each committee shall meet at least two times annually and report regularly on its work and recommendations to the Executive Committee and to the Board of Trustees, unless otherwise indicated in these bylaws. A majority of the voting committee members shall constitute a quorum. Minutes and attendance of all committee meetings shall be kept and submitted in writing for the approval of the Board at its next meeting. A copy of the minutes of each committee meeting shall be made available promptly to every member of the Board of Trustees.

## CHARTER OF THE EXECUTIVE COMMITTEE

Section 3. The Executive Committee shall be composed of members of the Board, all of whom shall be voting Trustees, except for the President who shall serve ex-officio, without vote, and not be counted as part of a quorum for the purpose of transacting business. The Chair, Vice Chair, Secretary and Treasurer of the Board of Trustees shall be members, along with the chairs of the following standing committees: Committee on Student and Religious Life; Committee on Academic Affairs; Committee on Advancement; Committee on Facilities, Physical Plant and Information Technology; Committee on Honorary Degrees; Committee on Student Enrollment; Committee on Finance and Investment; Committee on Governance and Trusteeship; and the Committee on Audit. The purpose and authority of the Executive Committee is:

- (a) It shall serve at the pleasure of the Board as its agent in helping the President to address business between regular Board meetings; and it shall assist the Chair and the President with their joint responsibility to help the Board function effectively and efficiently by suggesting Board meeting agenda items and periodically assessing the quality of committee work.
- (b) The Executive Committee shall have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the Board: presidential selection and termination; Trustee and Board-Officer election; changes in institutional mission and purposes; changes to the Charter or Bylaws; incurring of corporate indebtedness; sale of significant/material institutional assets or tangible property including the acquisition and sale of real estate; adoption of the annual budget; and conferral of degrees. These bylaws or other Board policies may reserve other powers for the Board of Trustees.

- (c) In addition to its authority to take action on emergency matters that cannot, or should not, be deferred to the Board's next scheduled meeting, the Executive Committee shall oversee the work of the Board committees, receive and act on recommendations of the board committees, Thiel College's planning process and progress on planning goals and the Board's responsibility to support the President.
- (d) The Committee shall meet as often as necessary to conduct its business as the Chair and President determine and ensure that minutes of actions are taken and promptly distributed to all Trustees for subsequent ratification by the Board of Trustees at its regular meeting. A majority of voting Trustee committee members shall constitute a quorum.

#### CHARTER OF THE COMMITTEE ON STUDENT AND RELIGIOUS LIFE

Section 4. The Committee on Student and Religious Life shall consider those phases, including goals and strategies, of the educational program that deal with the physical, social, moral, and spiritual welfare of the student body. The Committee shall also review and assess strategies designed to ensure retention of students. The Committee shall provide a forum for student concerns and shall review existing policy on a regular basis in order to provide for the constant improvement and fullest development of student life outside the classroom. The Committee shall be responsible for recommending policy relating to the above-defined areas of the life of the student body. The Committee also shall consider and recommend policies related to the overall spiritual and religious development of the College community in keeping with its stated purpose. The Committee shall also be responsible for the annual evaluation of the religious life of the College. It shall advise in the selection and evaluation of the College Pastor.

#### CHARTER OF THE COMMITTEE ON ACADEMIC AFFAIRS

Section 5. The Committee on Academic Affairs shall consider matters dealing with instruction and degrees. It shall consider changes in the tenured instructional staff and shall nominate, upon recommendation of the President of the College, those members of the teaching staff to be elected to tenure. It shall periodically review the Policy and Procedures of the Faculty and all other faculty governing documents and/or Manuals and all substantive revisions to those documents and recommend changes. The Committee is authorized to examine the system of instruction, educational management, and all other matters pertaining to the educational programs and processes of Thiel College including activities related to accreditation, to ensuring consistency with the Strategic Plan, and to report and make recommendations thereon.

#### CHARTER OF THE COMMITTEE ON ADVANCEMENT

Section 6. The Committee on Advancement shall consider and recommend broad policies, strategic programs and specific activities for the overall development efforts of the College. It shall evaluate all policies, programs and activities related to alumni

relations, fund raising, external relations, marketing and branding, to ensure consistency with the Strategic Plan. The Committee will report regularly on its advancement activities.

#### CHARTER OF THE COMMITTEE ON FACILITIES, PHYSICAL PLANT AND INFORMATION TECHNOLOGY

Section 7. The Committee on Facilities, Physical Plant and Information Technology shall maintain and continuously update a campus master plan to reflect the goals of the Strategic Plan including, aesthetic and educational goals of Thiel College. The Committee shall evaluate the projected needs of plant, grounds, and technology infrastructure and equipment to ensure consistency with strategic goals and plans of the College. It shall have the responsibility to assure proper construction and necessary maintenance, and may recommend consultants, architects and contractors as required. The Committee shall ensure inspection of all buildings, grounds, and equipment at least annually, reporting on the conditions of the same. It shall recommend to the Finance Committee of the Board of Trustees expenditures needed for property maintenance and proper insurance coverage for Thiel College.

#### CHARTER OF THE COMMITTEE ON HONORARY DEGREES

Section 8. The Committee on Honorary Degrees shall make recommendations for honorary degrees. Its membership shall consist of the Chair of the Board, the President of the College, three additional Board members, and three members of the faculty, who shall be appointed by the President of the College. The Committee's nominations shall be submitted for approval to the Board of Trustees

#### CHARTER OF THE COMMITTEE ON STUDENT ENROLLMENT

Section 9. The Committee on Student Enrollment shall consider matters and strategic actions relevant to the recruitment and admission of new students for Thiel College. Additionally, the Committee shall consider issues and strategies related to retention and will report on and make recommendations concerning these matters. The Committee shall also review, assess and report on strategies and actions related to the communications and marketing for recruitment and retention.

#### CHARTER OF THE COMMITTEE ON FINANCE AND INVESTMENT

Section 10. The Committee on Finance and Investment shall be responsible for overseeing the finances and investments of Thiel College. The Committee shall assure that there is a current financial plan for Thiel College, projected for a reasonable period and based upon Thiel College's goals as articulated in its Strategic Plan. The Committee shall review the annual budget presented by the President and will file a report with its recommendations. The Committee shall report on the financial condition of Thiel at each regular meeting of the Executive Committee and Board of Trustees and shall prepare a full report on the financial state of Thiel College for the Board of Trustees Annual

Meeting. The Committee shall define strategic policies and procedures with respect to investments and reinvestments of all funds of Thiel College. The Committee shall review the investment performance quarterly and shall regularly evaluate the performance of investment managers and advisors including the approved target asset allocation and manager selection.

#### CHARTER OF COMMITTEE ON GOVERNANCE AND TRUSTEESHIP

Section 11. The Committee on Governance and Trusteeship shall identify, evaluate, and assist in the recruitment of potential Trustees; bring forward directly to the Board of Trustees, the names of Trustees to fill the offices of the Board of Trustees at the Annual November Meeting; nominate individuals for election to the Board of Trustees as necessary to fill anticipated or existing vacancies; work with the administration to plan and provide appropriate orientation for new Trustees and opportunities for the ongoing development of continuing Trustees; stimulate strategic thinking within the Board, at retreats and in other settings; periodically assess the performance of the Board as a whole and of individual Trustees, especially as reelection decisions must be made. The Committee will develop and maintain a Board of Trustees Governance Manual that shall include such things as policies on governance principles and responsibilities, board composition, trustee responsibilities, standing committee charters and committee work plans. The Committee will also conduct periodic reviews of the Bylaws. In any instances of conflict between the content of the Board of Trustees Governance Manual and the Thiel College Bylaws, the Bylaws will prevail.

#### CHARTER OF THE COMMITTEE ON AUDIT

Section 12. The Committee on Audit shall consist of a minimum of three (3) voting members of the Board who do not serve on the Committee on Finance and Investment. It shall be the responsibility of this Committee to assist the Board of Trustees in its oversight of the integrity of the financial statements, compliance with legal and regulatory requirements and ethical standards, conflict of interest, all aspects of risk management including but not limited to insurance, and the independence and performance of the independent auditors. The Committee shall be responsible for the engagement and terms of engagement of an independent auditor to ensure the annual financial audit and any other required audit or regulatory filing of Thiel College on a timely basis. The Committee (or designated Committee members) shall meet with representatives of the appointed certified public accountants prior to the annual audit to confirm the general scope and procedures of the audit and discuss areas where the Committee may desire special emphasis. The Committee shall report the results of each annual audit and related information including management letters.

## CHARTER OF THE COMMITTEE ON PRESIDENTIAL REVIEW AND COMPENSATION

Section 13. A Presidential Review and Compensation Committee consisting of the Chair, Vice Chair, and Treasurer of the Board of Trustees. After receiving input from Trustees and other stakeholders, the Committee shall review, annually, the performance of the President. It will negotiate terms of employment. It will report on the President's performance and will recommend to the Board of Trustees for their approval terms and conditions of presidential employment.

### ARTICLE V. TERM, DUTIES, AND RESPONSIBILITIES OF ADMINISTRATIVE OFFICERS

#### THE PRESIDENT

Section 1. The chief executive officer of Thiel College shall be the President, who shall be a Lutheran or a member of a congregation in full communion with the Evangelical Lutheran Church in America and who has an understanding and strong commitment to apply the principles of Lutheran education on the college campus.

Section 2. The President serves at the pleasure of the Board of Trustees for such term, compensation, and with such other terms of employment, as it shall determine. The President will be supportive of the Thiel College Lutheran heritage. The President shall be Thiel College's Chief Executive Officer and the chief adviser to and executive agent of the Board of Trustees. The President's authority is vested through the Board of Trustees and includes responsibilities for all of Thiel College's educational and managerial affairs. The President is responsible for leading Thiel College, implementing all Board policies, keeping the Board informed on appropriate matters, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as Thiel College's key spokesperson. The President has the authority to execute all documents on behalf of Thiel College and the Board of Trustees consistent with Board policies and the best interests of Thiel College. The President serves as an ex-officio member, without vote, of all Board committees, except for the Committee on Presidential Review and Compensation. In the absence or disability, as defined by the President's employment contract, of the President, the Board of Trustees shall, in consultation with the President where feasible, determine which Vice President or other individual shall perform the President's duties.

#### TERMS, AUTHORITY, AND RESPONSIBILITIES OF THE VICE PRESIDENTS AND OTHER ADMINISTRATIVE OFFICERS OF THIEL COLLEGE

Section 3. The Vice Presidents shall serve for such terms and have such authority and responsibilities as the President shall determine in consultation with the Board of Trustees.

## ARTICLE VI. COURSES OF INSTRUCTION

### COURSES

Section 1. The course of instruction conducted by Thiel College shall offer the customary curriculum of a college of liberal arts. The course of instruction conducted by Thiel College shall offer the integrated curriculum typical of a liberal arts and professional studies college, including instruction in the history, texts, and values of the Judeo-Christian tradition informing the College's Lutheran heritage.

### DIVISIONS AND DEPARTMENTS

Section 2. The divisions and departments of instruction shall be determined by the Board and the President in consultation with the Faculty.

### DEGREES AND DIPLOMAS

Section 3. With the consent of the Board of Trustees, in each case, the Faculty may grant, and through the President confer, degrees appropriate to the completion of specified curricula; and may award diplomas and certificates.

## ARTICLE VII. THE FACULTY

### PERSONNEL

Section 1. The Faculty shall consist of the President; the Vice President of Academic Affairs/Dean of Thiel College, such other administrative officers as the Board of Trustees may designate; and the officers of instruction, classified as follows: Professors, Associate Professors, Assistant Professors, Instructors, and Lecturers and such other titles as may be agreed to between College administration and Faculty.

### APPOINTMENT TO FACULTY

Section 2. All tenured members of the instructional staff shall be appointed by the Board upon recommendation of the President. All non-tenured full-time members of the instructional staff shall be appointed by the President. The President of the College may from time-to-time, as needed, contract with person(s) to serve as adjunct instructors.

### FACULTY POLICY AND PROCEDURES

Section 3. The rights and responsibilities of the Faculty together with the Policies and Procedures of the Faculty for matters pertaining to the Faculty shall be stated in a written document or documents such as Bylaws and/or Manual, which document(s), and all substantive revisions to such documents, must be submitted to the President of the College and the Board of Trustees for final approval.

## ARTICLE VIII. INDEMNIFICATION

Section 1. Thiel College shall indemnify any Trustee or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of this Institution, by reason of the fact that he or she is or was a Trustee, officer, employee or agent of this Institution or is or was serving at the request of this Institution as a Trustee, officer, employee or agent of another Institution, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 2. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, contract, vote of Trustees or pursuant to the direction, howsoever embodied, of any court of competent jurisdiction or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. It is the policy of this Institution that indemnification of, and advancement of expenses to, Trustees and officers of this Institution shall be made to the full extent permitted by law. To this end, the provisions of this Article shall be deemed to have been amended for the benefit of Trustees and officers of this Institution effective immediately upon any modification of the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania (the "NCL") which expands or enlarges the power or obligation of Institutions organized under the NCL to indemnify, or advance expenses to, Trustees and officers of this Institution.

Section 3. Thiel College shall pay reasonable expenses incurred by an officer or Trustee, and may pay expenses incurred by any other employee or agent, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by this Institution.

Section 4. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. This Institution shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure 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 this Institution 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 authority granted by this Section 5 shall be exercised by the Board of Trustees of this Institution.

Section 6. Thiel College may purchase and maintain insurance on behalf of any person who is or was a Trustee or officer or representative of the Institution, or is or was serving at the request of Thiel College as a representative of another Institution, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not Thiel College has the power to indemnify such person against such liability under the laws of this or any other state.

Section 7. 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 who this Institution has the power or obligation to indemnify, or to advance expenses for, under the provisions of the NCL or other-wise.

Section 8. The repeal of this Article or any amendment thereof which may impair or otherwise diminish the protection afforded hereby to the persons described herein shall be effective only with respect to acts or omissions by such persons which occur after the effective date of such repeal or amendment and shall have no effect whatsoever with respect to acts or omissions occurring prior to such effective date.

Section 9. Notwithstanding the foregoing provisions of this Article, Thiel College shall indemnify any person seeking indemnification in connection with a proceeding (or part of it) initiated by such person only if such proceeding (or part of it) was authorized by the Board of Trustees of Thiel College.

#### ARTICLE IX. LIMITATION OF TRUSTEE MONETARY LIABILITY

Section 1. A Trustee of Thiel College shall not be personally liable, as such, for monetary damages for any action taken, or for any failure to take any action, unless (1) the Trustee has breached or failed to perform the duties of his or her office under Subchapter B ("Fiduciary Duty") of Chapter 57 of the NCL and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This bylaw shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute or to the liability of a Trustee for the payment of taxes pursuant to local, state or federal law. No amendment to or repeal of this Bylaw shall apply to or have any effect on the personal liability for monetary damages of any Trustee of Thiel College for, or with respect to, any act or omission of such Trustee occurring prior to such amendment or repeal.

## ARTICLE X. CONFLICT OF INTEREST

Section 1. A Trustee shall be considered to have a conflict of interest if the Trustee:

- 1) Has existing or potential financial or other interests that impair or appear to impair that Trustee's independent, unbiased judgment in the discharge of that Trustee's responsibilities to Thiel College; or
- 2) Is aware that a member of that Trustee's family has financial or other interests that would impair or appear to impair the Trustee's independent judgment in the discharge of that Trustee's responsibilities to Thiel College. For the purposes of this provision, a family member is defined as a spouse, domestic partner, parent, sibling, child, or any other relative residing in the same household as the Trustee.

Section 2. All Trustees shall disclose to the Board any possible conflict of interest as soon as it becomes known to them. Further, the Trustee shall not attend discussions of, and refrain from voting on, such matters under consideration by the Board of Trustees or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee with a conflict or possible conflict left the meeting during discussions and abstained from voting. Conflicts or potential conflicts of interest will be adjudicated using the guidelines of the current conflict of interest policy. Any Trustee who is uncertain as to whether a conflict of interest may exist in any matter may request that the Board or committee resolve the question in that Trustee's absence by majority vote. Each Trustee shall complete and sign a disclosure form provided annually by the Secretary of the Board of Trustees. The Conflict of Interest Policy and Procedure shall be managed by the Committee on Audit of the Board of Trustees

## ARTICLE XI. REVIEW AND AMENDMENTS

Section 1. These Bylaws may be changed or amended at any meeting of the Trustees by a two-thirds vote of those voting members present, provided notice of the substance of the proposed change or amendment is provided to all Trustees at least 30 days before the meeting.

Section 2. The Secretary of the Board of Trustees and the Committee on Governance and Trusteeship shall review these Bylaws periodically. The Secretary and the Committee on Governance and Trusteeship shall recommend any necessary changes to the Board of Trustees.

## ARTICLE XII. MISCELLANEOUS

Section 1. Thiel College shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for political office.

Section 2. Thiel College shall not devote more than an insubstantial part of its activities in attempting to influence legislation by propaganda or otherwise.

Section 3. All former Bylaws, rules and regulations, in conflict with these Bylaws are hereby repealed.