

Board of Trustees Bylaws

Last Revised August 16, 2021

ARTICLE I - AUTHORITY

Section 1.1 Founding.

Amos Kendall, Postmaster General in Andrew Jackson's Cabinet, founded the Columbia Institution for the Instruction of the Deaf and Dumb and Blind in 1856 in recognition of the need for special instruction for persons with disabilities. He retained Edward Miner Gallaudet as the school's first superintendent.

Section 1.2 Acts of Congress.

The United States Congress incorporated the Columbia Institution on February 16, 1857 (11 Stat. 161). Ninety-seven years later, the 83rd Congress amended the Charter to change the name to Gallaudet College, defining its corporate powers, providing for its organization and administration, expanding the Board of Directors, authorizing permanent congressional appropriations, and defining the purposes of Gallaudet to provide education and training to deaf persons and otherwise to further the education of deafpeople (P.L. 83-420). Later, Congress expanded the mission of the College to include the Model Secondary School for the Deaf (P.L. 89-694) and the Kendall Demonstration Elementary School (P.L. 91-587). In 1986, Congress enacted the Education of the Deaf Act of 1986, which changed the name to Gallaudet University (P.L. 99-371). The Education of the Deaf Act was amended and reauthorized effective October 7, 1998 (P.L. 105 244). Those acts (collectively, the "Acts of Congress"), together with other provisions of law applicable to the University, are the supreme law of Gallaudet University.

Section 1.3 Name.

The educational institution is named in honor of Thomas Hopkins Gallaudet, founder and head of the first free public and permanent school for deaf and hard of hearing persons in the United States. As used herein, the term "University" shall mean Gallaudet University, including the Model Secondary School for the Deaf and the Kendall Demonstration Elementary School.

Section 1.4 Corporate Nature and Control.

The University is a private, nonprofit, tax-exempt corporation created by the Acts of Congress, which operates under the direction and control of the Board of Trustees of Gallaudet University (hereinafter referred to as "the Board of Trustees" or "the Board"). While the University holds title to its assets, it cannot transfer real property without the approval of the United States Secretary of Education.

Section 1.5 Accreditation.

The undergraduate and graduate schools of the University are fully accredited by the Commission on Higher Education of the Middle States Association of Secondary Schools and Colleges, and the Model Secondary School for the Deaf and the Kendall Demonstration Elementary School are fully accredited by the Middle States Association and the Conference of Educational Administrators Serving the Deaf. It is the policy of the University to maintain this

accreditation and work toward full accreditation in all fields by appropriate accrediting agencies.

Section 1.6 Principal Office.

The registered office of the University is Kendall Green, 800 Florida Avenue, N.E., Washington, D.C. 20002-3695.

Section 1.7 Fiscal Year.

The fiscal year of the University is October 1 to September 30.

Section 1.8 Seal.

The official seal of the University shall be two concentric circles between which shall be the words "Universitas - 1864 - Gallaudetensis," the name and the date to be separated by stars. In the center of the seal shall be nine signs of the Manual Alphabet and Syriac Lexicon letters, signifying Ephphatha (Be Opened), an open book, and a shield. An impression of the seal shall be made upon the original copy of these Bylaws in the official records of the Board.

Section 1.9 Registered Agent.

The registered agent is the President of the University.

Section 1.10 Records.

The University shall keep correct and complete records and books of accounts and shall keep minutes of the proceedings of the Board. Such records shall be open for inspection by Voting Trustees for any proper purpose at any reasonable time at the principal office of the University.

ARTICLE II. BOARD OF TRUSTEES

Section 2.1 Duties and Powers.

Section 2.1 Duties and Powers.

The Board of Trustees shall have and exercise all of the corporate powers of the University provided by law. The function of the Board shall be the making of policy, the assurance of sound management, and active participation in the provision of necessary funds for approved University plans and programs. The Board has initial and ultimate responsibility in determining general, educational, financial, and related policies deemed necessary for the administration and development of the University in accordance with its stated purposes and goals for the education of deaf and hard of hearing persons. The Board shall, but without limitation:

- Elect a President and a Treasurer of the University.
- Approve an annual operating budget for the University.
- Prepare and submit an annual report to the Secretary of Education and the appropriate committees of Congress not later than 100 days after the end of each fiscal year.
- Consider plans for, and participate actively in, providing and obtaining funds for budgetary purposes, special programs, physical development, maintenance and endowment.
- Determine, review and evaluate programs and functions of the University consistent with the spirit and intent of the Acts of Congress and policies of the Board.

- Approve the addition or deletion of major academic programs, degrees, departments of instruction and major non-academic programs by the University or any of its departments.
- Provide for the establishment of policies regarding conditions of employment, including salary, benefits and schedules for all employees, and policies regarding appointment, promotion, tenure and dismissal of faculty members.
- Make final decisions on granting of tenure to faculty members, giving due consideration to the recommendations of the appropriate committees, the chief academic officer and the President.
- Authorize the awarding of all earned degrees upon recommendation of the faculty and the administration.
- Authorize the awarding of all honorary degrees.
- Provide for the establishment of policies related to instruction, extracurricular activities, the campus and the residential life of students.
- Provide for the establishment of policies for management of the business affairs of the University, including budget, investment, audit, maintenance, endowment, contracts, leases and all other business matters.
- Authorize the acquisition, management and (subject to the approval of the Secretary of Education) disposition of all real property.
- Seek out ways and means to become acquainted with all facets of the University and to become familiar with forces, issues, and concerns about education for deaf and hard of hearing persons, and for deaf and hard of hearing persons who have other disabilities.
- Exercise general oversight concerning the receipt of bequests or devises of property of every kind on behalf of the University, and manage and invest such property in accordance with donor intent and University policy.
- Enter into, make, perform and carry out contracts of every kind for any lawful purpose.
- Appoint independent certified public accountants to perform a yearly audit of the financial accounts, records and resources of the University. Appoint an internal auditor to provide professional reviews, reliable appraisals, and recommendations for the effective and efficient achievement of financial and operating objectives of the University.
- Appoint outside consultants as the Board may deem necessary to review specific areas of the University's operations, or such other matters related to the University or to the education of deaf and hard of hearing persons as the Board may request, and to report their recommendations to the President and the Board.

The Board, by and through its Chair, shall have the authority to coordinate with the University's President and administrative personnel as necessary to carry out the Board's duties and responsibilities.

Section 2.2.0 Composition of Board Membership.

The Board of Trustees shall consist of twenty-one Voting Trustees and such number of Non-Voting Trustees as the Board deems appropriate. As used in these Bylaws, the term "Voting Trustees" refers to all Trustees then in office who are eligible to vote, regardless of whether they are in attendance or cast their vote on a particular matter.

Section 2.2.1 Voting Trustees-Public Members.

Three Voting Trustees shall be public members ("Public Members"), one of whom shall be a United States Senator appointed by the President of the Senate, and two shall be Members of the House of Representatives appointed by the Speaker of the House. The Public Members shall be appointed for a term of two years commencing at the beginning of each Congress, shall be eligible for reappointment, and shall serve until their successors are appointed.

Section 2.2.2 Voting Trustees-Non-Public Members.

Eighteen Voting Trustees shall be non-public members ("Non-Public Members"). A Non-Public Member shall be elected by the Board of Trustees upon a majority affirmative vote of all Voting Trustees then in office. A majority of the Non-Public Members shall be deaf or hard of hearing; provided, however, that failure to maintain a majority who are deaf or hard of hearing shall not diminish the Board's authority to act on any matter which may come before it. The term of a Non-Public Member shall be three (3) years or for a shorter term specified by the Board at the time of election. Non-Public Members shall be eligible to serve an additional three (3) consecutive terms, with renewed eligibility for election to the Board following a minimum of one year's absence of membership. Non-Public Members shall serve until their successors are elected until removed pursuant to Section 2.2.10 or when their terms have terminated pursuant to Section 2.2.9 of these Bylaws.

Section 2.2.3 Non-Voting Trustees.

The Board may elect non-voting Honorary Trustees and Trustees Emeriti members of the Board by a majority affirmative vote of all Voting Trustees then in office.

Section 2.2.4 Honorary Trustees.

Those individuals who have or who may serve the University and the advocacy of the education of, or for heightened quality of life for, deaf and hard of hearing persons with distinction may be elected Honorary Trustees by a majority affirmative vote of the Board. Honorary Trustees may attend meetings at the invitation of the Chair. When in attendance, Honorary Trustees shall have the privilege of the floor but shall not have voting powers. Honorary Trustees shall not be counted as members of the Board for purposes of establishing a quorum. Honorary Trustees shall be elected for life unless the election is revoked for cause by the majority affirmative vote of the Board or the Honorary Trustee resigns from the position.

Section 2.2.5 Trustees Emeriti.

Those former Trustees who have served for a minimum of two terms may, upon recommendation of the Governance Committee, be elected as a Trustee Emeritus by a majority affirmative vote of the Board. Trustees Emeriti may attend meetings of the Board at the invitation of the Chair. Trustees Emeriti also may be invited by the Chair to sit as a member of any committee of the Board, upon advance approval of the committee. When in attendance, Trustees Emeriti shall have the privilege of the floor but shall not have voting powers. Trustees Emeriti shall not be counted as members of the Board for purposes of establishing a quorum. Trustees Emeriti shall be elected for life unless the election is revoked for cause by the majority affirmative vote of the Board or the Trustee Emeritus resigns from the position.

Section 2.2.6 The President.

The President of the University shall be a Trustee, ex-officio, and shall be able to express opinion, but no vote, on the Board, the Executive Committee, and standing committees other than the Committee on Compensation. The President shall provide interpreters and support staff to the Board and committees as appropriate.

Section 2.2.7 Qualifications and Nominations.

Nominations for Non-Public Members and for Honorary or Emeritus Trustees may be received from any source approved by the Board; provided that one Non-Public Member shall be nominated by the Gallaudet University Alumni Association. Nominations shall be referred to the Governance Committee who shall objectively and thoroughly study the qualifications of nominees and make recommendations to the Board. The Governance Committee shall assist the Board in identifying

and recruiting potential Trustees who possess the qualities and talents needed to serve the unique mission of the University and who reflect the diversity of the student population served by the University. The Board of Trustees may elect Trustee candidates at any regular meeting by a majority affirmative vote of all Voting Trustees then in office. The Board may, but shall not be required to, seek nominations to fill an interim vacancy.

Section 2.2.8 Representation.

The Board of Trustees shall act collectively. No Trustee acting alone and without delegated authority from the Chair shall act as an agent or representative of the University. Trustees shall act and serve as Trustees rather than as representatives of any special group or constituency. Trustees shall not receive a fee for serving on the Board. No part of the net earnings of the University shall inure to the benefit of, or be distributable to its Trustees, officers, employees or other private persons, except that the University shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Acts of Congress and these Bylaws.

Section 2.2.9 Termination.

A Trustee's term shall automatically terminate upon the Trustee's death, removal, or upon the effective date of a Trustee's written notice of resignation to the Board, which shall be the date the notice is submitted if no effective date is specified.

Section 2.2.10 Removal.

The Board, by vote of a majority of all Voting Trustees then in office, is authorized to remove any Trustee (except the Public Members) who may refuse or neglect to discharge the duties of a Trustee, or whose removal, in the judgment of said majority, is in the interest and welfare of the University. A proposal to remove a Trustee shall be referred to the Governance Committee (or, in the event of a conflict, such committee as the Chair deems appropriate) who shall make a recommendation to the Board. The Board may vote to remove such Trustee at any duly constituted meeting. Notice of the proposed removal shall be provided to all Board members at least ten days in advance of such vote.

Section 2.2.11 Absence of Trustees from Meetings.

In the event of an unexplained absence of any Trustee (except the Public Members) from three consecutive stated meetings of the Board of Trustees, the Board of Trustees may declare that said absence constitutes the resignation of such Trustee from the Board of Trustees.

Section 2.2.12 Vacancies.

A vacancy of the Board shall be filled upon the expiration of the Trustee's term as provided in these Bylaws and any policies established by the Board. Interim vacancies of Public Members shall be filled for the unexpired portion of the term of the Trustee being replaced. Interim vacancies of Non-Public Members may be filled for the unexpired portion of the term of the Trustee being replaced or for a longer period (but not more than three years) as the Board deems appropriate. The Board may fill an interim vacancy of a Non-Public Member at any duly constituted meeting upon a majority affirmative vote of all Voting Trustees then in office. The Board may re-elect the interim member to a full term as provided in Section 2.2.2 of the Board's Bylaws. The Board may elect any qualified person, including a former Trustee, Honorary Trustee or Trustee Emeritus, to fill an interim vacancy of a Non-Public Member. A person filling a Voting Trustee vacancy on an interim basis (Public and Non-Public) shall be counted as a member of the Board for purposes of establishing a quorum and shall have all the rights and privileges of a Voting Trustee.

ARTICLE III. OFFICERS OF THE BOARD

Section 3.1 Officers of the Board.

The officers of the Board shall be a Chair, a Vice Chair and a Secretary. The Board may appoint such other officers as it deems advisable.

Section 3.2 Election and Term of Office.

The officers of the Board shall be elected at the Annual Meeting for a term of one year, shall be eligible for re-election, and shall serve until their successors are elected. Officers of the Board must be Voting Trustees on or before their one-year term in office becomes effective. The election of officers of the Board shall be made by a majority affirmative vote of all Voting Trustees then in office. Officers serve at the pleasure of the Board. The term of an officer may be terminated by the Board at any duly constituted meeting upon a majority affirmative vote of all Voting Trustees then in office. A vacancy occurring in any office of the Board may be filled for the unexpired portion of the term of the office in the same manner as described for Non-Public Members under Section 2.2.12 of these Bylaws.

Section 3.3 Chair.

The Chair of the Board shall perform such duties as devolve by law and as are usual to that office. The Chair of the Board shall also be Chair of the Executive Committee and an ex-officio member of all committees. The Chair shall preside at all meetings of the Board and, in the event of a tie vote, the Chair shall cast the deciding vote. The Chair may vote all shares of the capital stock of corporations owned or held by the University, at all meetings of the stockholders thereof, and may delegate such authority to another by proxy in writing.

Section 3.4 Vice Chair.

The Vice Chair of the Board shall serve on the Executive Committee and, in the absence of the Chair, preside at all meetings of the Board and perform the duties of the Chair in the event of the Chair's death, resignation, or inability to serve, until the Board elects a new Chair.

Section 3.5 Secretary.

The Secretary of the Board shall issue notices of meetings to all Board members and shall record all of the proceedings of the Board. As soon as possible after the record of each Board meeting has been perfected, the Secretary shall transmit by mail to each Trustee a copy of the record of such meeting. The Secretary shall ensure that all bonds required of officers and employees are filed in the principal office at the University. The Secretary shall have custody of the corporate seal of the University. The Secretary may delegate actual recording of proceedings, issuance of notices, and custody of the corporate seal to appropriate staff of the University. The Secretary shall serve on the Executive Committee.

ARTICLE IV. MEETINGS OF THE BOARD

Section 4.1 Annual Meeting.

The Annual Meeting of the Board of Trustees shall be held in October, on the date and at the time fixed by the Chair in consultation with the President.

Section 4.2 Regular Meetings.

In addition to the Annual Meeting, there shall be meetings in February and May, on the dates and at the times fixed by the Chair in consultation with the President.

Section 4.3 Special Meetings.

A special meeting of the Board may be called at any time by the Chair, the President, a majority of the Executive Committee, or by any three Voting Trustees. Such calls shall be in writing signed by the person(s) calling the meeting and shall be recorded in the records of the Board. Notices of special meetings shall be sent via the most expeditious means. All notices of special meetings shall state the nature of the business to be considered, and no business other than that described in the notice shall be considered except by consent of the majority of all Voting Trustees then in office.

Section 4.4 Notice.

All notices of regular meetings shall be sent to each member of the Board, addressed to the last known address, at least one week before the date of the meeting.

Section 4.5 Waiver of Notice

Whenever any notice whatsoever is required to be given under provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such Notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting, at the commencement of such meeting, to the transaction of any business because the meeting was not lawfully called.

Section 4.6 Proxy.

No Trustee may vote on any matter by proxy or by any attorney-in-fact.

Section 4.7 Meetings Without Presence in Person.

Any or all Trustees may participate in a meeting of the Board of Trustees or a committee of the Board by any means of communication technology by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 4.8 Quorum and Voting.

Nine Voting Trustees shall constitute a quorum for the transaction of business. The affirmative vote of a majority of all Voting Trustees then in office shall be required to amend these Bylaws, to remove a Trustee, or to elect or remove a President. The affirmative vote of a majority of the Voting Trustees present at a meeting at which a quorum is present shall constitute action of the Board on all other matters, unless the vote of a greater number is required by law or by these Bylaws.

Section 4.9 Order and Nature of Business.

The agenda for Board meetings shall be determined by the Chair in consultation with the President.

Section 4.10 Executive Session.

The Board and each committee thereof may hold executive sessions as appropriate.

Section 4.11 Action by Written Consent.

Any action required or permitted to be taken by the Board under any provision of law or these Bylaws may be taken without a meeting if all Voting Trustees then in office shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Voting Trustees. For the purpose of this Article 4.11, "written consents" shall include consents by members of the Board of Trustees in electronic form and delivered by electronic mail.

ARTICLE V. COMMITTEES OF THE BOARD

Section 5.1 Establishment.

There shall be the following standing committees: an Executive Committee, a Committee on Academic Affairs and Student Success, an Audit and Compliance Committee, a Committee on Finance and Investments, a Committee on Equity, Diversity, Inclusion and Anti-Racism, and a Governance Committee. Other standing committees as the Board determines are required to oversee permanent functions of a major character may be created by the Board. Special or ad hoc committees may be appointed by the Chair with the approval of the Board. A Trustee shall serve a term of one year on a standing committee. The Chair of the Board, in consultation with the Vice Chair and Secretary, shall have the power to appoint, remove, and rotate the chairs and members of standing committees except the Executive Committee. The President shall designate an officer or staff persons to serve as staff to the committees as appropriate. Regular and special committee meetings shall be held at the call of the committee chair or the President or upon the written request of any two Voting Trustee members of the committee. Any meeting of any committee may be held by conference telephone or other means which permits all attendees to participate in the proceedings. Notice of committee meetings shall be timely and shall include an agenda and materials whenever possible.

The Board of Trustees shall elect the chairs and other Trustee members of other committees at any duly constituted meeting of the Board.

Section 5.2 Powers and Authority.

The Board may delegate to such committees any of the powers and authority of the Board in the management of the University; provided, however, that no such committee shall have and exercise the power and authority to authorize the distribution of the University's assets, adopt, amend, or repeal these Bylaws, fill vacancies on the Board or any committees, remove a Trustee, or appoint or remove a President except as provided herein. All committees shall have the power to act only in intervals between meetings of the Board and shall at all times be subject to the control of the Board. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board, or any individual Trustee, of any responsibility imposed upon the Board or the Trustee by law.

Section 5.3 Committee Meetings.

Each committee shall meet at the call of the committee chair if held at times other than those designated for meetings of the Board. The committee chair shall assure that the discussions and actions of each committee are properly recorded and copies thereof promptly distributed to its

members and to all Trustees as appropriate. The agenda for each committee meeting shall emphasize issues of a policy-making nature and focus on major programs, functions, and priorities of the University rather than on administrative detail. Committee chairs may create subcommittees to address specific committee responsibilities, provided that such subcommittees shall report to the whole committee prior to reporting to the Board. A majority of the members of a committee shall constitute a quorum and the vote of a simple majority of the members present at a meeting where a quorum is present shall constitute an action of the committee.

Section 5.4 Executive Committee.

The Executive Committee shall consist of the Chair, Vice Chair and Secretary of the Board, and two other Voting Trustees elected at large by the Board. They shall serve for a term of one year, shall be eligible for reelection and shall serve until their successors are elected. The Executive Committee shall have authority between Board meetings to exercise all powers of the Board except those required by law or these Bylaws to be exercised by the full Board, subject to the limitations in Section 5.2 of these Bylaws. The Executive Committee shall serve as a resource for the Board Chair and the President with respect to University's institutional affairs, management, and operations. The Executive Committee shall have the authority to appoint Voting Trustee members to a subcommittee to make recommendations to the Executive Committee and to the full Board regarding the hire, compensation, job performance, and terms and conditions of employment of the President and other designated officials of the University. The Executive Committee shall report on all of its actions and proceedings to the Board at the Board's next meeting.

Section 5.5 Committee on Academic Affairs and Student Success.

The Committee on Academic Affairs and Student Success shall consist of at least three Voting Trustee members. The Committee shall have oversight of the development and implementation of the University's mission in fostering excellence and integrity in the education of deaf and hard of hearing students. The Committee shall have responsibility for educational programs and policies at the University and the Laurent Clerc National Deaf Education Center (Kendall Demonstration Elementary School and Model Secondary School for the Deaf), including but not limited to strategic planning, academic policies and actions, human resources and personnel policies, faculty research programs and professional development, student services and extracurricular activities, student and faculty organizations, and programs for student welfare, resident living, athletics, and recreation. The Committee shall have such additional powers and duties as the Board may delegate.

Section 5.6 Audit and Compliance Committee.

The Audit and Compliance Committee shall consist of at least three Voting Trustee members. The Committee shall have oversight of the University's audit and corporate compliance functions. The Committee shall assist the Board of Trustees in fulfilling its financial oversight responsibilities, including financial reporting, systems of internal control, internal and external audit processes, business ethics and conflicts of interest policies, and institutional risk management. The Committee shall have the authority and responsibility to select, evaluate, and where appropriate, replace the firm of Certified Public Accountants that performs the annual audit of the University. The Committee serves as the Board's representative when interacting with the University's Certified Public Accountants, external and internal auditors, the University's financial officers, consultants and representatives responsible for the University's fiscal management. The Committee shall have such additional powers and duties as the Board may delegate.

Section 5.7 Committee on Finance and Investments.

The Committee on Finance and Investments shall consist of at least three Voting Trustee members. The Committee shall have oversight of the financial and business affairs, administrative operations,

and investments of the University, and shall review and make recommendations to the Board of Trustees regarding major financial, business, and investment-related matters, including but not limited to the University's endowment and operating funds, investment strategies and expenditures, operating and capital budgets, infrastructure and physical assets, and related policies and procedures which have a significant impact on these resources. The Committee shall have such additional powers and duties as the Board may delegate.

Section 5.8 Committee on Equity, Diversity, Inclusion and Antiracism.

The Committee on Equity, Diversity, Inclusion and Antiracism shall consist of at least three Voting Trustee members. The Committee shall have oversight of the Board's and University's goals, policies, priorities and targets in creating a diverse and inclusive environment that promotes equity and antiracism. The Committee is responsible for monitoring the Board and University's antiracism plans and working with the University to support and actively promote an equitable, diverse and inclusive campus that is free from discrimination. The Committee shall have responsibility for evaluating and recommending clear guidelines and principles that promote equity, diversity and inclusion across various dimensions including, but not limited to, ethnicity, race, gender, sexual orientation, socioeconomic background, and personal experience. The Committee shall make recommendations on actions the Board may take in creating an environment of equity, diversity, inclusion and antiracism with all stakeholders at the University.

Section 5.9 Governance Committee.

The Governance Committee shall consist of at least three Voting Trustee members. The Committee shall have oversight of the Board's policies and procedures related to the conduct and governance of the Trustees. The Committee shall, without limitation, be responsible for developing a program of orientation for new Trustees and conducting in-service training for all Trustees; monitoring the policies and operating procedures of the Board and its standing committees; evaluating and recommending nominees for election or re-election as Trustees; and evaluating and recommending nominees for officers of the Board as appropriate. The Committee shall oversee Board policies related to the exercise of Trustees' duties and responsibilities on the Board; monitor and make recommendations to the Board regarding Trustee conflicts of interest; and investigate allegations of misconduct by Trustees and recommend appropriate action to the Board. The Committee shall review and recommend amendments to the Board's Bylaws in coordination with the Chair of the Board. The Committee shall have such additional powers and duties as the Board may delegate.

ARTICLE VI. THE ADMINISTRATION

Section 6.1 Officers of the University.

The officers of the University shall be a President, who shall be appointed by the Board, a Treasurer, who shall be appointed by the Board upon recommendation of the President, and such other officers as the President shall appoint.

Section 6.2 President.

The President shall be the chief executive officer of the University, and shall serve at the pleasure of the Board. The President shall administer the affairs of the University according to the policies, and subject to the control of the Board. The President shall have the general powers and duties usually vested in the Office of the President of a university and such other powers and duties as the Board shall assign, including, but not limited to, veto authority over any action not subject to review or approval by the Board. The President shall be elected by the Board and shall continue in

office without reappointment until resignation or removal by the Board.

Section 6.3 Treasurer.

The Treasurer shall be the chief financial officer of the University, and shall serve at the pleasure of the Board. The Treasurer shall keep accurate records of the University's properties and transactions, shall disburse the funds of the University as ordered by the Board, and shall have such other powers and perform such other duties as may be prescribed by the Board, the President or these Bylaws. The Treasurer shall be elected by the Board, upon recommendation of the President, and shall continue in office until resignation or removal by the Board.

Section 6.4 Channel to and from the Board.

Any official communication from the Board to the officers, administrators, faculty, students or employees of the University shall be communicated through the President. Any official communication to the Board from the officers, administrators, faculty, students or employees of the University shall be presented to the President for review and recommendations before presentation to the Board. The Board shall maintain a whistleblower policy and procedures through which any person may report any material misappropriation of University resources or other misconduct.

Section 6.5 Officer Relationship Limitation of Service.

No officer or administrator of the University, including the President, shall serve as an officer or parliamentarian of the Board of Trustees.

ARTICLE VII. PRESERVATION OF TAX-EXEMPT STATUS

Section 7.1 Charitable Purpose.

The University is organized exclusively for charitable, educational, and scientific purposes. Notwithstanding any other provision of these Bylaws, the University shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or by a corporation contributions to which are deductible under Internal Revenue Code Section 170(c)(2). No substantial part of the activities of the University shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the University shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 7.2 Distribution of Assets in the Event of Dissolution.

In the event that the University is ever dissolved, after paying or making provision for the payment of all liabilities of the University, all assets shall be distributed pursuant to the Acts of Congress and these Bylaws for one or more of the University's charitable purposes within the meaning of Internal Revenue Code Section 501 (c)(3), or shall be distributed to the federal government or to a state or local government, for a public purpose in such manner as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII. PROCEDURE

Section 8.1 Administrative Manuals.

The President shall develop, prepare and maintain appropriate administrative manuals, consistent with the policies of the Board, containing rules, regulations, and procedures concerning all faculty, staff, students and employees, which manuals shall be received and reviewed by the Board. Distribution and use of such manuals shall not require Board approval.

Section 8.2 Conflict of Interest.

No person shall be nominated to the Board, nor accept nomination or election thereto, who has a material conflict of interest because of personal, financial, legal or other factors, unless the Board waives such conflict after full disclosure. In a case where any Trustee has a specific financial interest in a particular matter or otherwise believes his or her interest in a particular matter might affect his or her vote on such matter whether in committee or Board meetings, the Trustee shall so notify the Chair of the Audit Committee in writing and shall decline to participate in consideration or action with respect to such matter. It shall be the particular responsibility of the Audit Committee to monitor adherence to this provision of these Bylaws.

Section 8.3 Indemnification.

To the fullest extent permitted by law, the University shall indemnify and hold harmless any Trustee, officer, agent or employee of the University against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by or on behalf of the individual in connection with any civil action or proceeding to which the individual may be a party by reason of being or having been a Trustee, officer, agent or employee of the University, or by reason of any action alleged to have been taken or omitted by the individual in such capacity, except where the injury or damage was a result of: (i) the willful misconduct of such person; (ii) a crime, unless such person had reasonable cause to believe the act was lawful; (iii) a transaction that resulted in an improper personal benefit of money, property or services to such person; or (iv) an act or omission that was not in good faith and was beyond the scope of authority of the University as specified in the Acts of Congress or these Bylaws. Such indemnity shall be effective only in the event that the interested individual provides the Board of Trustees with written notice within a reasonable time after the institution of such action or proceeding. Such indemnification shall not be deemed exclusive of any other rights to which such Trustee, officer, agent or employee may be entitled under any Bylaw, agreement, vote of the Board or the Executive Committee, or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of the indemnified individual.

Section 8.4 Rules of Order.

Any procedure not herein prescribed shall be governed by Robert's Rules of Order, as revised.

Section 8.5 Amendments.

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by an affirmative vote of a majority of all Voting Trustees then in office, provided that written notice of the intention to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be sent to each

Trustee at least thirty days prior to the date of presentation for action by the Board.

Section 8.6 Effective Date.

These Bylaws are effective by substitution on November 1, 1993, and no provision herein will have retroactive effect.

Section 8.7 Distribution.

A copy of the approved and adopted Bylaws, with the Seal of the University affixed thereto, shall be provided to each Voting Trustee, Trustee Emeritus, and Honorary Trustee. A photocopy shall be provided to the Secretary of Education, the Library of Congress, the University library, and appropriate University personnel.