

MUHLENBERG COLLEGE BYLAWS

Revision: January 28, 2017

Table of Contents

1.	INTRODUCTION	3
1.1.	Mission	3
1.2.	Bylaws	3
1.3.	Amendments to Bylaws	3
2.	DEFINITIONS; CITATION	3
2.1.	Board Members	3
2.2.	Citation to Bylaws	4
3.	POWERS AND DUTIES OF THE BOARD	4
3.1.	General Powers	4
3.2.	Working Resolutions	4
4.	BOARD MEMBER TERMS OF OFFICE; QUALIFICATIONS	4
4.1.	Composition of the Board	4
4.2.	Nomination and Election	4
4.3.	Term of Office	4
4.4.	Limitations on Terms of Office	5
4.4.1.	Trustees	5
4.4.2.	Chair of the Board	5
4.5.	Vacancies, Resignation and Removal	5
4.5.1.	Vacancies	5
4.5.2.	Resignation	5
4.5.3.	Suspension by Failure to Attend Regular Meetings	5
4.5.3.1.	Appeal of Suspension	6
4.5.3.2.	Appeal Process	6
4.5.4.	Removal from Office	6
4.6.	Life Trustees	7
4.7.	Trustees Emeriti	7
5.	OFFICERS	7
5.1.	Officers of the Board	7
5.1.1.	Board Chair	7
5.1.2.	Board Vice Chairs	7
5.1.3.	Secretary	8
5.2.	Administrative Officers	8
5.2.1.	President	8
5.2.2.	Treasurer	8
5.3.	Other Officers	8
5.4.	Resignation, Removal and Vacancies	9
5.5.	Disabilities and Absences of the President	9

6.	BOARD MEETINGS	9
6.1.	Rules of Order	9
6.1.1.	Rules of Order	9
6.1.2.	Call of the Vote	9
6.1.3.	Parliamentarian	9
6.2.	Regular Meetings	9
6.3.	Special Meetings	9
6.4.	Executive Sessions	10
6.5.	Quorum	10
6.6.	Consent in Lieu of Meeting	10
6.7.	Use of Conference Telephone and Similar Equipment	10
6.8.	Notices of Meetings	10
7.	COMMITTEES	11
7.1.	Creation	11
7.2.	Executive Committee	11
7.3.	Audit and Compliance Committee	11
7.4.	Compensation Committee	11
7.5.	Nominations and Governance Committee	11
7.6.	Conduct of Business; Quorum	12
8.	FACULTY; COURSES OF INSTRUCTION	12
8.1.	Faculty	12
8.2.	Composition	12
8.3.	Tenure	12
8.4.	Divisions of the Faculty	12
8.5.	Academic Freedom	12
8.6.	Courses of Instruction	13
8.7.	Degrees; Course Requirements	13
9.	STUDENT GOVERNMENT AND ALUMNI ASSOCIATION	13
9.1.	Student Government	13
9.2.	Alumni Association	13
10.	LEGAL MATTERS	13
10.1.	Non-Discrimination in Admission and Employment	13
10.2.	Indemnification of Officers, Directors, Employees and Agents	14
10.2.1.	Indemnification Generally	14
10.2.2.	Non-Exclusivity of Rights; Deemed Expenses	14
10.2.3.	Advancement of Expenses	14
10.2.4.	Continuation of Rights	15
10.2.5.	Security for Indemnification Obligations; Discretionary Indemnification	15
10.2.6.	Indemnification Agreements Authorized	15
10.2.7.	Indemnification Procedure	15
10.2.8.	Insurance	17
10.2.9.	No Retroactive Effect of Amendments	17
	History	17

MUHLENBERG COLLEGE BYLAWS

1. INTRODUCTION

The purpose and character of Muhlenberg College as an institution of higher education “in an atmosphere of Christian culture” (Charter, Article II) are explicated as follows:

- 1.1. **Mission.** Muhlenberg College is a corporation formed exclusively for charitable, scientific and educational purposes as a private, co-educational liberal arts college which aims to develop independent critical thinkers who are intellectually agile, characterized by a zest for reasoned and civil debate, committed to understanding the diversity of the human experience, able to express ideas with clarity and grace, committed to life-long learning, equipped with ethical and civic values, and prepared for lives of leadership and service. The College is committed to providing an intellectually rigorous undergraduate education within the context of an inclusive and diverse campus; we strongly believe that diversity is essential to learning and to our success as a pluralistic community. Our curriculum integrates the traditional liberal arts with selected pre-professional studies. Our faculty are passionate about teaching, value close relationships with students, and are committed to the pedagogical and intellectual importance of research. All members of our community are committed to educating the whole person through experiences within and beyond the classroom. Honoring its historical heritage from the Lutheran Church and its continuing connection with the Evangelical Lutheran Church in America, Muhlenberg encourages, welcomes, and celebrates a variety of faith traditions and spiritual perspectives.
- 1.2. **Bylaws.** These Bylaws state the basic rules of the College and, together with the applicable federal, state and local laws, rules and regulations and the College’s Charter, resolutions and policies adopted by the Board take precedence over all other publications of the College, including, but not limited to, the College Catalog, Faculty Handbook, The Trustees’ Handbook for Managers and the Student Policy and Resource Guide Handbook.
- 1.3. **Amendments to Bylaws.** These Bylaws may be altered or amended by the Board at any meeting thereof by a two-thirds (2/3) vote of those Trustees present, provided notice of the proposed alteration or amendment shall have been given at a previous Regular Meeting, or at least thirty (30) days prior to the meeting at which such alteration or amendment is to be considered for action.

2. DEFINITIONS; CITATION

- 2.1. **Board Members.** When used in these Bylaws, the term “Board Member” shall mean to include “Trustee,” “Life Trustee,” “Trustee Emeriti” and “President” as those terms are defined in the Bylaws.

- 2.2. **Citation to Bylaws.** Provisions of these Bylaws shall be cited as follows:
BL:number.number.number.number, (e.g., BL:1.3.1.1).

3. POWERS AND DUTIES OF THE BOARD

- 3.1. **General Powers.** The Board of Trustees (the "Board") shall represent and shall have full power to act for the College in the exercise of all its rights, duties, privileges and powers.
- 3.2. **Working Resolutions.** By a majority vote of the Trustees, the Board shall annually adopt, at its first Regular Meeting of the year, a set of Working Resolutions which shall supplement these Bylaws and control and guide the operations of the Board. Should the Board fail, at its first Regular Meeting of the year, to enact any such Working Resolutions, then in such case the Working Resolutions most recently adopted shall remain in effect unless and until they have been revised, amended or revoked by a majority vote of the Trustees. In the event of any inconsistency between any provisions of the Working Resolutions and any provisions of these Bylaws, then in such case the provisions of these Bylaws shall prevail.

4. BOARD MEMBER TERMS OF OFFICE; QUALIFICATIONS

- 4.1. **Composition of the Board.** The number of voting Trustees of the College shall be no less than five (5) at all times, as provided in Article VIII of the Charter. The maximum number of voting Trustees is hereby fixed at forty-three (43), (each such voting Trustee is defined herein as a "Trustee," and "Trustee" as used in the Bylaws shall, unless otherwise specified, mean voting Trustee). The President of the College shall be a Trustee *ex officio* and shall have no vote. Of the Trustees: one (1) seat shall be held by each of the Bishops of the Northeastern Pennsylvania, Southeastern Pennsylvania and Slovak Zion Synods of the Evangelical Lutheran Church in America (ELCA); three (3) seats shall be held by individuals who are significantly involved as members of the ELCA, as determined by the Board with the consultation of the Bishops of the Northeastern Pennsylvania, Southeastern Pennsylvania and Slovak Zion Synods of the ELCA; and a minimum of sixty (60%) percent of the total number of elected and appointed Trustees shall be alumni or alumnae of the College.
- 4.2. **Nomination and Election.** All Trustees shall be nominated for membership to the Board by the Nominations and Governance Committee ("Nominations Committee") in accordance with the policies and procedures adopted by the Board, shall have such qualifications as determined by the Board, and shall be elected by the Board at a Regular or Special Meeting of the Board to serve a term of three (3) years.
- 4.3. **Term of Office.** A Trustee's term of office will commence at the conclusion of the meeting of the Board following such person's election, and such term will end on the

third anniversary of the first June 30 following their election. Service of a partial three (3) year term will not be counted toward the twelve (12) year term limit, as described in BL:4.4. Each Trustee shall hold office until the earlier of: (i) the conclusion of his or her term, or (ii) his or her death or resignation, or (iii) unless removed prior to the end of his or her term by a vote of two-thirds (2/3) of all Trustees then in office, as provided in BL:4.5.

4.4. Limitations on Terms of Office

4.4.1. Trustees. Trustees may serve four (4) full successive terms. However, other than as set forth herein, any Trustee who has served for four (4) successive full terms or has completed twelve (12) successive years as a Trustee shall not be eligible for re-election or re-ratification for a period of one (1) year following the close of his or her fourth (4th) full successive term, or the twelfth (12th) successive year in office, whichever shall first occur.

4.4.2. Chair of the Board. Notwithstanding anything to the contrary contained in these Bylaws, the twelve (12) year limitation of BL:4.4.1. shall be temporarily suspended when a Trustee is elected to the position of Chair of the Board. By simple majority vote, a Trustee may be elected to four (4) successive two (2) year terms as Chair. If the Board deems it advisable, the Chair may be elected to a fifth two (2) year term by a two-thirds majority vote, resulting in a maximum of ten years of service as Chair of the Board. Following the final year of service as Chair, such Trustee shall be permitted to serve an additional one (1) year term as a Trustee, holding the informal position of "Immediate Past Chair." Following the one (1) year term as Immediate Past Chair, years of service as Chair and Immediate Past Chair will be counted toward any unused balance of such Trustee's twelve (12) year term limitation as outlined in BL:4.4.1.

4.5. Vacancies, Resignation and Removal

4.5.1. Vacancies. If a vacancy shall occur by death, removal or resignation, the Nominations Committee shall nominate, and at a Regular or Special Meeting of the Board the Board shall elect, the Trustee's successor for the balance of the unexpired term.

4.5.2. Resignation. Any Trustee may resign at any time by giving written notice of resignation to the Board Chair or the Secretary. Any such resignation shall take effect at the time specified therein, or if not specified therein, at the next Regular or Special Meeting of the Board.

4.5.3. Suspension by Failure to Attend Regular Meetings. A Trustee who fails to attend three (3) consecutive Regular Meetings of the Board shall be deemed to have been suspended from the Board, without the requirement of any further notice to the Board Chair or Secretary. Such suspension shall take place

immediately upon written notice from the Secretary to the Trustee advising the Trustee of these attendance requirements of the Bylaws. Immediately upon such suspension, the Trustee shall not be permitted to act, vote or otherwise act as a Trustee, pending the suspension review outlined in this section. Should the Trustee fail to appeal the suspension as set forth in this section, the Trustee will be deemed to have automatically resigned as of the commencement of the next Regular Meeting of the Board.

4.5.3.1. Appeal of Suspension. Any Trustee may appeal such suspension to the Nominations Committee by notifying the Secretary, in writing, at least ten (10) business days prior to the next Regular Meeting of the Board. The Trustee, or his or her representative, shall appear before and submit to the Nominations Committee any evidence or information that the Trustee believes warrants the reversal of the automatic suspension provisions of this section.

4.5.3.2. Appeal Process. In reviewing a Trustee's suspension pursuant to this section, the Nominations Committee and the Board, as the case may be, shall review and take into consideration any and all personal, family and health issues related to the Trustee's attendance, as well as the Trustee's past, present and future commitment to the College. Notwithstanding anything to the contrary contained herein, the Nominations Committee shall have the authority, on its own, to recommend that the automatic suspension of a Trustee be rescinded and to bring such matter to the Board for approval without requiring such Trustee to appear before or submit evidence to the Nominations Committee. The Nominations Committee may take such action based on health issues or any other compelling circumstances deemed appropriate by the Nominations Committee. The Nominations Committee shall consider the evidence and information presented by the Trustee and will make a recommendation to the Board as to whether the automatic suspension shall be reversed. The recommendation of the Nominations Committee to reverse the automatic suspension shall be brought to the full Board who must approve such recommendation by a two-thirds (2/3) vote of those Trustees in attendance at such meeting. Upon such approval by the Board, the Trustee's automatic suspension shall be rescinded and the Trustee shall resume his or her regular tenure and position in office.

4.5.4. Removal from Office. Upon the recommendation of the Nominations Committee, a Trustee may be removed at any time by a two-thirds (2/3) majority vote, provided that all Trustees have been given written notice of the intent to call such question to a vote (which notice shall contain the grounds for removal) at a Regular or Special Meeting of the Board.

- 4.6. **Life Trustees.** The Board shall have the power to elect Life Trustees who shall be former Trustees who have served with extraordinary distinction and who shall have such qualifications and such duties, responsibilities and obligations as the Board may from time to time determine. Life Trustees may elect to attend all meetings of the Board, shall have voice but no vote therein, and shall not be included in any quorum count. Life Trustees shall receive notice of all Regular and Special Meetings of the Board and shall elect to receive copies of minutes, Board agendas and any and all other communications sent to Trustees in the same manner and in the same time as voting Trustees.
- 4.7. **Trustees Emeriti.** The Board shall have the power to appoint Trustees Emeriti who shall be former Trustees who have served with distinction and who shall have such qualifications and such duties, responsibilities and obligations as the Board may from time to time determine. Trustees Emeriti may be invited to attend Board meetings periodically and shall have voice but no vote therein and shall not be included in any quorum count. Trustees Emeriti shall continue their service at the sole discretion of the Board of Trustees.

5. OFFICERS

- 5.1. **Officers of the Board.** The Board Officers shall consist of a Board Chair, not more than three (3) Vice Chairs and a Secretary. Each officer shall be elected by the Trustees at the last Regular Meeting before the end of the Officers' terms, and shall hold office for a period of two (2) years, beginning the following July 1. The Board Chair, all Vice Chairs, the Secretary, and any and all other officers duly elected by the Trustees shall be elected from, and shall themselves be, Trustees.
- 5.1.1. **Board Chair.** The Board Chair shall preside at all meetings of the Board and the Executive Committee, and shall perform such other duties as are incident to the office, or as may be properly required by the Board, the Bylaws and the Working Resolutions.
- 5.1.2. **Board Vice Chairs.** There shall be no more than three (3) Board Vice Chairs, who shall be designated in successive order, namely a First Vice Chair, a Second Vice Chair and a Third Vice Chair. The Vice Chairs shall provide guidance and recommendations to the Chair on such matters and at such times and perform such other duties as the Chair shall direct.

In the absence of the Board Chair and in order of succession as heretofore specified, unless directed to the contrary by a majority vote of those present at a Regular or Special Meeting of the Board or the Executive Committee, as the case may be, a Vice Chair shall act *pro tempore* until the return of the Chair. Vice Chairs, in the aforesaid order of succession, shall take such action as in the exercise of reasonable diligence is necessary in the event that the Chair fails, refuses or neglects to take any action required by the Bylaws.

The Vice Chairs shall also perform such other duties as may be assigned to them by the Board or by the Board Chair.

5.1.3. Secretary. The Secretary shall keep records of all meetings of the Board and of the Executive Committee. The Secretary shall give, or cause to be given, notice of all meetings of the Board and the Executive Committee, and shall perform such other duties as may be prescribed by the Board or by the Board Chair. The Secretary shall have custody of the Seal of the College and shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature. The Board may give general authority to any other Officer of the College to affix the Seal of the College and to attest the affixing by such Officer's signature.

5.2. Administrative Officers. The Administrative Officers shall include the President, a Treasurer, and such other Administrative Officers as shall be appointed by the President. The President and the Treasurer shall be elected by the Board.

5.2.1. President. The President shall report to the Board of Trustees and be the Chief Executive Officer of the College, and shall manage the day-to-day affairs of the College and perform such other duties as may be properly required by the Board or the Executive Committee. The President shall have power, on behalf of the Board, to perform all acts and execute all documents to make effective the actions of the Board or the Executive Committee. The President shall have the power to appoint, subject to ratification by the Board, such subordinate Administrative Officers of the College as may be necessary for the proper functioning of the College.

5.2.2. Treasurer. The Treasurer shall have custody of the funds and securities of the College and shall keep regular accounts of receipts and disbursements. The Treasurer shall deposit all monies and other valuable effects belonging to the College in such depositories as may be designated by the Board. The Treasurer shall make such disbursements of the funds of the College as are proper and shall render to the President, the Board Chair and the Board, at its Regular Meetings or when the Board so requires, an account of all transactions made through the Treasurer's office and of the financial condition of the College. The Treasurer shall perform such other duties as the President, the Board Chair or the Board may prescribe. If required by the Board, the Treasurer shall provide the College with a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of the office.

5.3. Other Officers. The Board may elect such other Officers as it shall deem necessary, to hold office for such terms, and who shall have such authority and perform such duties, as the Board shall from time to time prescribe.

- 5.4. Resignation, Removal and Vacancies.** Any Officer may resign at any time by giving written notice of his or her resignation: (i) in the case of Board Officers or the President, to the Board Chair or the Secretary, and (ii) in the case of all other Administrative Officers, to the President or the Secretary. Any such resignation shall take effect at the time specified therein or when accepted by the Board. The President or an Officer may be removed, either with or without cause: (i) in the case of the President or the Board Officers, by a majority vote of the Trustees; and (ii) in the case of all other Administrative Officers, by the President. All of the above removals shall be without prejudice to any contract rights such person may have against the College.

A vacancy in any Office may be filled for the unexpired portion of the term in the same manner as provided for the election to such Office.

- 5.5. Disabilities and Absences of the President.** In the event that the President is unable, in the Board's determination, to fulfill the duties of the office due to absence or disability, an interim President shall be appointed by the Board to serve in his or her stead.

6. BOARD MEETINGS

6.1. Rules of Order

- 6.1.1. Rules of Order.** *Robert's Rules of Order*, latest edition, shall be observed in conducting the business of the Board, except as otherwise provided in the Charter and Bylaws.
- 6.1.2. Call of the Vote.** There shall vest in the Board Chair the decision as to whether a hand or voice vote shall be taken on any motion, subject, however, to the condition that upon the request of any Trustee, the vote shall be taken by roll call.
- 6.1.3. Parliamentarian.** The Board Chair may designate a parliamentarian, who need not be a Trustee, whose responsibility shall be to ensure compliance with *Robert's Rules of Order*.

- 6.2. Regular Meetings.** Regular Meetings of the Board shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board, but no fewer than three (3) times annually, usually Fall, Winter and Spring. A notice of each Regular Meeting shall be required.

- 6.3. Special Meetings.** Special Meetings of the Board may be called by the Board Chair, and must be called promptly by the Board Chair within seven (7) business days of receipt of such request whenever five (5) Trustees shall so request and in accordance with the purpose so requested. The business to be transacted at such Special Meeting shall be the business requested and any other business reasonably related thereto.

Notice of the place, date, time, and purpose of each such Special Meeting shall be given to each Trustee utilizing the method designated by such Trustee for the purposes of receiving notices of Special Meetings not less than three (3) business days before such Special Meeting.

- 6.4. Executive Sessions.** At its sole discretion, the Board or any Committee may enter into an Executive Session in order to discuss matters involving confidential or privileged information, or other matters of a private nature. When meeting in Executive Sessions, only Trustees, Life Trustees and others specifically invited by the Board can be in attendance. Board matters which may be discussed in Executive Session include, but are not limited to: matters requiring the advice of counsel, including, but not limited to, discussions relating to any potential, pending or threatened claim or litigation; personnel matters relating to employees of the College; contract negotiations; the purchase or proposed purchase of real estate or other assets; election or appointment of Board Members, as the case may be; or any other matter or topic which the Board Chair, or a Committee Chair, in consultation with the Board Chair, determines that, in the best interest of the College, should be discussed in Executive Session. The Board Chair, or a Committee Chair in consultation when possible with the Board Chair, may invite individuals to attend all or any portion of any Executive Session. In making any determination regarding Executive Session, the best interests of the College shall always be paramount.
- 6.5. Quorum.** At all meetings of the Board a majority of the total number of elected and appointed Trustees shall constitute a quorum, and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board, as provided by BL:3.1.
- 6.6. Consent in Lieu of Meeting.** Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by seventy-five (75%) percent of the Trustees then in office, or seventy-five (75%) percent of the committee members then in office, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.
- 6.7. Use of Conference Telephone and Similar Equipment.** Board Members may participate in any meeting of the Board or any such committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by this means shall constitute presence in person at the meeting.
- 6.8. Meeting Notices.** Notice of all meetings of the Board and its committees shall be provided to Trustees in a manner approved by the Board to ensure that materials are received by Trustees sufficiently in advance of the meeting to allow for proper review.

7. COMMITTEES

- 7.1. Creation.** The Board may, from time to time, establish one or more committees, including, but not limited to, an Executive Committee, an Audit and Compliance Committee, a Compensation Committee, and a Nominations and Governance Committee. The Board Chair shall nominate the Chairs of all committees, who shall be approved by the Trustees. The Board Chair shall have the option to appoint Vice Chairs of any committee, who shall also be approved by the Trustees. The Board Chair shall appoint the members of all committees, unless otherwise specified in the Bylaws. The responsibilities of the committees shall be established by resolution.
- 7.2. Executive Committee.** The Executive Committee will be comprised of the Board Chair, plus all duly elected Board Officers and other Trustees approved by the Board such that there shall be at least nine (9) members of the Executive Committee. The President of the College shall serve as an *ex officio* member of the Executive Committee. The Executive Committee shall have authority to act for and on behalf of the Board during intervals between meetings of the Board. Regular Meetings of the Executive Committee shall be held at such places, on such dates, and at such times as shall have been established by the Board. A notice of each Regular Meeting shall be required. Special meetings of the Executive Committee may be called by the Board Chair and shall be promptly called by the Chair within seven (7) business days of receipt of such request whenever two (2) members of the Executive Committee shall so request. The notice and purpose provisions of BL:6.3 governing Special Meetings of the Board of Trustees shall also apply to Special Meetings of the Executive Committee.
- 7.3. Audit and Compliance Committee.** The Audit and Compliance Committee will be comprised of three (3) or more Trustees. The Board Chair shall nominate the Chair and the members of the Committee, subject to the Board's approval, provided however, that the Treasurer of the College may not serve as a member of the Committee. The qualifications of the Committee's Chair and its members and the duties and scope of the Committee shall all be as set forth in the Working Resolutions, which must be approved by the Board.
- 7.4. Compensation Committee.** The Compensation Committee will be comprised of five (5) or more Trustees. The Board Chair will nominate the Chair of the Committee, subject to the Board's approval. The Board Officers shall serve as members of the Committee. The duties and the scope of the Committee will be as set forth in the Working Resolutions, which must be approved by the Board.
- 7.5. Nominations and Governance Committee.** The Nominations and Governance Committee ("Nominations Committee") will be comprised of five (5) or more Trustees. The Board Chair shall nominate the Chair and members of the Committee, subject to the Board's approval. The Board Officers shall serve as members of the Committee. The duties and scope of the Committee will be as set forth in the Working Resolutions, which must be approved by the Board.

- 7.6. **Conduct of Business; Quorum.** Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Notice to members shall be made in accordance with the provisions of these Bylaws and the provisions of the Working Resolutions. In all committees except the Executive Committee, voting membership shall be limited to Trustees, and a quorum shall consist of one-third (1/3) of the total number of elected and appointed Trustees assigned to such committee, but in no event fewer than two (2) Trustees. A majority of Trustees elected to the Executive Committee shall constitute a quorum for purposes of Executive Committee action, and all matters shall be determined by a majority of the members present. *Ex officio* members of committees and those not also serving as Trustees shall have voice but no vote, and shall not be counted towards a quorum. All actions taken by a committee since the last meeting of the Board shall be reported to the Board at its next meeting.

8. FACULTY; COURSES OF INSTRUCTION

- 8.1. **Faculty.** The College shall employ such Professors, Associate Professors, Assistant Professors, Instructors and Lecturers as may be necessary to carry on the work of the College.
- 8.2. **Composition.** The Faculty shall consist of the President, the Academic Deans, the Professors, the Associate Professors, the Assistant Professors, the Instructors, and such other individuals to whom the Board or the Faculty may assign seats therein.
- 8.3. **Tenure.** The Board accepts and endorses the Statement of Principles on Tenure as promulgated by the American Association of University Professors in 1940: "Tenure is a means to certain ends; specifically: (1) Freedom of teaching and research and of extramural activities; and (2) a sufficient degree of economic security to make the profession attractive to men and women of ability. Freedom and economic security, hence, tenure, are indispensable to the success of an institution in fulfilling its obligation to its students and to society."
- 8.4. **Divisions of the Faculty.** The Faculty shall be organized into departments or divisions by the Board following due consideration of recommendations made by the Faculty and the President. The Faculty, in each department or division, subject to the approval of the President and the Board, shall be primarily responsible for the conduct of teaching and methods of instruction of courses in each such department or division. The President shall designate the Head of each department.
- 8.5. **Academic Freedom.** Every member of the Faculty of the College shall enjoy, consistent with the provisions of the Charter and Bylaws, the privileges and shall accept the responsibilities of academic freedom, to wit:
- 8.5.1. Freedom to discuss his or her subject in the classroom;

- 8.5.2. Freedom in research and in the publication of the results thereof, subject to the adequate performance of the faculty member's other academic duties, and further subject to the requirement that research for pecuniary gain shall be engaged in only with the approval of the President of the College upon recommendation of the Chief Academic Officer; and
- 8.5.3. Freedom to write or speak as a citizen, as a member of a learned profession, and as a member of the Faculty of the College without institutional censorship or discipline, recognizing, however, that a faculty member's position in the community imposes special obligations of responsibility. These require a learned person and educator to recognize constantly that both the teaching profession and the College may be judged by such faculty member's actions and utterances. Accordingly, a faculty member must always be informed, accurate, discreet and respectful toward the opinions of others, and whenever appropriate, must make every effort to indicate that he or she is not speaking for the College.
- 8.6. **Courses of Instruction.** There shall be no fewer than two courses of instruction in the College, which shall include:
- A course in Arts, leading to the degree of Bachelor of Arts; and
a course in Science, leading to the degree of Bachelor of Science.
- 8.7. **Degrees; Course Requirements.** The Faculty, subject to approval by the Board and the President, shall determine the course requirements for such degrees.

9. STUDENT GOVERNMENT AND ALUMNI ASSOCIATION

- 9.1. **Student Government.** There shall be a student body government to be known as The Student Government Association which shall serve as the principal instrument for representing the concerns and opinions of the students and for overseeing various student activities at the College. The Student Government Association shall be self-governing subject to the regulations of the Board, Administration and Faculty.
- 9.2. **Alumni Association.** There shall be an organization to be known as the Muhlenberg College Alumni Association, which shall have such purposes as set forth in its organizational documents. The Alumni Association shall be self-governing subject to the regulations of the Board.

10. LEGAL MATTERS

- 10.1. **Non-Discrimination in Admission and Employment.** Admission to and employment by the College shall not be denied anyone by reason of age, color, disability, gender, gender identity, national or ethnic origin, race, religion, sexual orientation, veteran

status or any other basis protected by applicable federal, state or local laws, rules or regulations.

10.2. Indemnification of Officers, Directors, Employees and Agents

10.2.1. Indemnification Generally. The College (1) shall indemnify, defend and hold harmless any Board Member, Board Officer, Administrative Officer or any member of a committee authorized by the Trustees who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit, whether civil, administrative or investigative, by or in the right of the College or by reason of service at the College's request on any other for profit or nonprofit corporation and (2) shall indemnify, defend and hold harmless any other employee or agent of the College who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit, whether civil, administrative or investigative, by or in the right of the College by reason of the fact of such position or at the College's request, by reason of service at the College's request on any other for profit or nonprofit corporation for all judgments, settlements, penalties, costs and expenses, including attorneys' fees, provided that such indemnification shall only extend to such employee if such employee acted lawfully, in good faith and in a manner he or she reasonably believed to be in the best interests of the College.

10.2.2. Non-Exclusivity of Rights; Deemed Amendments. The indemnification and advancement of expenses provided by, or granted pursuant to, this BL:10.2 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, vote of members or disinterested Trustees 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 the College that indemnification of, and advancement of expenses to, Board Members, Board Officers, Administrative Officers, and committee members of the College shall be made to the fullest extent permitted by law. To this end, the provisions of this BL:10.2 shall be deemed to have been amended for the benefit of Board Members, Board Officers, Administrative Officers and committee members of the College effective immediately upon any modification of the Nonprofit Corporation Law of 1988 ("NPCL") or any modification, or adoption of any other law that expands or enlarges the power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, Board Members, Board Officers, Administrative Officers and committee members of corporations.

10.2.3. Advancement of Expenses. The College shall pay expenses incurred by a Board Member, Board Officer, Administrative Officer or committee member, and shall pay expenses incurred by any other employee or agent indemnified under this Article, in defending an action, or proceeding referred to in this

BL:10.2 in advance of the final disposition of such action 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 the College. The College need not obtain the authorization of the Trustees with respect to any such payment of expenses.

10.2.4. Continuation of Rights. The indemnification and advancement of expenses provided by, or granted pursuant to, this BL:10.2 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Board Member, Board Officer, Administrative Officer, committee member, employee or agent of the College and shall inure to the benefit of the heirs, executors and administrators of such person.

10.2.5. Security for Indemnification Obligations; Discretionary Indemnification. The Trustees of the College 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 the College; 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 BL:10.2. The provisions of this BL:10.2 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 BL:10.2.1 but whom the College has the power or obligation to indemnify, or to advance expenses for, under the provisions of the NPCL or otherwise.

10.2.6. Indemnification Agreements Authorized. The College shall have the authority to enter into a separate indemnification agreement with any Board Member, Board Officer, Administrative Officer, committee member, employee or agent of the College or any subsidiary providing for such indemnification of such person as the trustees shall determine up to the fullest extent permitted by law.

10.2.7. Indemnification Procedure.

- a. As soon as practicable after receipt by any person specified in BL:10.2.1 of the BL:10.2 notice of the commencement of any action, suit or proceeding specified in Section 1 of this BL:10.2, such person shall, if a claim with respect thereto may be made against the College under BL:10.2 of these Bylaws, notify the College in writing of the commencement or threat thereof; however, the omission so to notify the College shall not relieve the College from any liability under BL:10.2 of these Bylaws unless the College shall have been prejudiced thereby or from any other

liability which it may have to such person other than under BL:10.2 of these Bylaws.

- b. With respect to any such action as to which such person notifies the College of the commencement or threat thereof, the College may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the College, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the College to the reasonable satisfaction of such person. After notice from the College to such person of its election to assume the defense thereof, the College shall not be liable to such person under BL:10.2 of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his or her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the College of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the College; or (ii) such person shall have reasonably concluded and the Trustees have agreed, in their reasonable judgment, that there may be a conflict of interest between the College and such person in the conduct of the defense of such proceeding. With respect to any matter in which the Trustees have agreed that such a conflict of interest exists, and separate counsel has been retained by the person(s) indemnified hereunder, the College shall bear the fees and expenses of such defense but shall not be required to assume the defense thereof. In the event the College approves separate counsel for a person(s) indemnified hereunder, the engagement of specific counsel shall be subject to the reasonable approval of the College.
- c. If indemnification or advancement of expenses under BL:10.2 of these Bylaws are not paid or made by the College, or on its behalf, within ninety (90) days after a written claim for indemnification or a request for an advancement of expenses has been received by the College, such person may, at any time thereafter, bring suit against the College to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancements of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the College. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the College.
- d. When the Trustees are required to make a determination of any issues relating to matters in this Article, such determination shall be with the advice of counsel and by a majority vote of the Trustees.

10.2.8. Insurance. The College shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board Member, Board Officer, Administrative Officer, committee member, employee or agent of the College, or is or was serving at the request of the College as a Board Member, Board Officer, Administrative Officer, committee member, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the College would have the power to indemnify such person against such liability under the provisions of this BL:10.2.

10.2.9. No Retroactive Effect of Amendments. Notwithstanding any other provision of these Bylaws, any amendment, repeal or adoption of any provision of these Bylaws that is inconsistent with the purpose or intent of this BL:10.2 shall become effective only on a prospective basis from and after the date of such action.

History. Final draft presented 05/19/93 and adopted 10/29/93 by unanimous vote; amended on 04/21/95; 04/19/96; 11/1/02; 04/11/03; 10/18/03; 01/29/05; 04/28/06, 04/27/07; 01/26/08; 01/31/09; 10/31/09; 04/24/10; 01/29/11; 04/29/11, 01/28/12, 10/24/14, 01/22/16 and 01/28/17, each by unanimous votes.