



## **BYLAWS**

Approved by the Board of Trustees  
May 2011



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## SUSQUEHANNA UNIVERSITY BYLAWS

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## **ARTICLE I**

### ***Charter***

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The institution now called Susquehanna University ("University") was incorporated by Decree of Court under the laws of the Commonwealth of Pennsylvania on September 24, 1858, as the Missionary Institute of the Evangelical Lutheran Church, and renamed by Amendment of its Charter on February 25, 1895, as Susquehanna University of the Evangelical Lutheran Church, and further renamed Susquehanna University by Amendment and Restatement of its Articles of Incorporation on July 31, 1998.

## **ARTICLE II**

### ***Board of Trustees Authority and Responsibility***

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Section 1. The Board of Trustees shall have and exercise those corporate powers prescribed by law. Its ultimate authority is exercised through its general, academic, and financial policy-making functions and its responsibility for the university's financial health and welfare. The Board of Trustees shall exercise ultimate institutional authority as set forth in these bylaws and in such other policy documents as it deems to be appropriate. These bylaws and other board policy statements shall take precedence over all other institutional statements, documents and policies.

Section 2. The Board of Trustees shall have the authority to carry out all lawful functions that are permitted by these bylaws or by the articles of incorporation. This authority, in consultation with the president, shall include but not be limited to the following illustrative functions:

- Determine and periodically review the university's mission and purposes.
- Appoint the president, who shall be the university's chief executive officer, and set appropriate terms of appointment, including compensation.
- Support the president and annually assess his or her performance based on mutually agreed-upon goals and other criteria.
- Review and approve proposed changes in the university's academic programs and other major enterprises consistent with the university's mission, plans and financial resources.
- Approve institutional policies bearing on faculty appointment, promotion, tenure and dismissal as well as personnel policies for all employees.
- Approve policies supporting academic freedom and contributing to an appropriate environment for faculty to teach, pursue their scholarship and perform public service.
- Approve the annual budget and tuition and fees, regularly monitor the university's financial condition and establish policy guidelines affecting all institutional assets, including investments and the physical plant.
- Serve actively as advocates for the university in appropriate matters of public policy in consultation with the president and other responsible parties as the board shall determine.
- Periodically undertake assessments of the board's performance.

**ARTICLE III**  
***Membership of the Board of Trustees***

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Section 1. Total Membership

The Board of Trustees shall consist of not fewer than twenty-seven (27), nor more than forty-one (41) voting members, excluding members emeriti.

Section 2. Terms of Service

The terms for every voting member of the Board of Trustees, except student members, shall be four (4) years. A term shall begin at the conclusion of the meeting at which election takes place. To achieve uniform numbers of terms ending each year, the Board of Trustees may, from time to time, adjust the terms of a small number of board members by up to three (3) meetings.

Section 3. Elections

Members of the Board of Trustees may be elected at any regular meeting of the board by an affirmative vote of a majority of the members present and voting.

Representatives of constituent bodies (Evangelical Lutheran Church in America, Synod, faculty, and student body) shall be nominated by the constituent body for election to the Board of Trustees. Terms shall begin following election as herein specified. Members nominated by a constituent body shall not be eligible for re-election or re-nomination by the same constituent body or in a non-constituent position until one (1) year has elapsed after two (2) consecutive four-year terms of office. Not more than one-half of the total number of board seats reserved for nomination by a constituent body may be filled in any given year, except when necessary to complete an unexpired term of office.

Section 3a. Nomination by Synod; Nomination by Bishop

One (1) member of the Board of Trustees shall be nominated by and from each of the following four synods of the Evangelical Lutheran Church in America: the Allegheny Synod, the Lower Susquehanna Synod, the Metropolitan Washington, DC Synod and the Upper Susquehanna Synod.

One (1) member of the Board of Trustees shall be nominated by the Presiding Bishop of the Evangelical Lutheran Church in America.

Section 3b. Nomination by the Faculty

Two (2) tenured members of the Susquehanna University faculty with the rank of professor or associate professor shall be nominated by the Susquehanna University faculty. Cessation of

employment at Susquehanna University shall entail cessation of membership on the Board of Trustees. In this case, another tenured faculty member with the rank of professor or associate professor shall be nominated by the faculty to fill the unexpired term of office.

#### Section 3c. Nomination by the Student Body

Two (2) full-time Susquehanna University students shall serve on the Board of Trustees. A rising junior student shall be nominated by the Student Government Association (SGA) each spring for a maximum two-year term. The term shall cease as soon as a student ceases to be a full-time student at Susquehanna University. If a student member ceases to be a full-time student at Susquehanna or ceases to be a trustee prior to his or her graduation, the SGA shall nominate another full-time student from the class in which the vacancy occurs to fill the unexpired term of office.

The student member of the board who is also a member of the senior class shall have voice and vote in meetings of the board and any board committees to which he or she may be appointed. The student member of the board who is a junior shall have voice but not vote in meetings of the board and any board committees to which he or she may be appointed.

#### Section 4. Removal from Service

Any member of the Board of Trustees may be removed from service as a trustee at any meeting of the board by an affirmative vote of two-thirds of the members present and voting.

### **ARTICLE IV**

#### ***Members Emeriti of the Board of Trustees***

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Trustees who have served with distinction for at least three terms may be elected as trustees emeriti by the majority of trustees present and voting. They shall have voice, but not vote, in meetings of the board and any board committee to which they may be appointed.

## **ARTICLE V**

### ***Officers of the University***

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#### Section 1. Officers of the University

The officers of the university shall be the chair, one or more vice chairs, the secretary and the treasurer of the board, the president and one or more vice presidents. The board may elect one or more assistant secretaries and/or assistant treasurers as may be deemed necessary. The chair, vice chair(s), secretary and treasurer shall all be trustees. Assistant secretaries and assistant treasurers may be non-trustee members of the university administration. All officers, except for the vice presidents who shall serve at the pleasure of the president, shall serve at the pleasure of the Board of Trustees. The officers of the university shall be elected by a majority of the members present and voting, upon nomination by the Executive Committee or such other committee designated by the Board of Trustees.

#### Section 2. Terms of Office

The chair, vice chair(s), secretary and treasurer of the board and any assistant secretaries and/or assistant treasurers shall be elected or reelected for one (1) year terms of office and shall continue to serve until they are removed from office or until their successors are elected. In the case of assistant secretaries and/or assistant treasurers, separation from employment by the university shall also cease their role as officers of the university.

## **ARTICLE VI**

### ***Role and Responsibilities of the Chair and Vice Chairs of the Board of Trustees***

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The chair of the Board of Trustees shall be the chief officer of the board and the principal liaison between the Board of Trustees and the president of the university. The chair shall preside over all meetings of the board and shall have the right to vote on all questions. The chair shall be an *ex officio* member of all committees, except the Audit Committee, where he or she shall not be a member. Subject to approval of the board, the chair shall appoint the vice chairs of the board, as well as the chairs and members (other than *ex officio* members) of all board committees, except the Executive Committee. In addition, the chair shall have such other powers and duties as the board from time to time may prescribe.

The vice chairs of the Board of Trustees shall assist the chair of the board in fulfilling the duties of the chair's office and shall assume such other duties as the board or chair from time to time may prescribe. When the chair is unable to serve or chooses to relinquish the chair, the vice chair designated by the chair, or, in the absence of the chair, by the board, shall have the powers and duties of the chair.

Vacancies may be filled at any time by a majority of the members present and voting, but election or re-election shall normally take place at the annual meeting.

## **ARTICLE VII**

### ***Role and Responsibilities of the Secretary of the Board of Trustees***

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The secretary of the university shall be the chief recording officer. The secretary shall keep accurate minutes of all proceedings of the board and shall prepare and distribute to the Board of Trustees a full account of those proceedings, including all reports given at each meeting. The minutes and reports of each board meeting shall be approved by the Board of Trustees before entry is made upon the record. The secretary shall have custody of the university seal and shall attest to and affix said seal to such documents as required in the business of the university. The secretary shall preserve all important papers not otherwise provided for and, upon request, shall make said papers available for inspection to any member of the board. The secretary shall conduct the official correspondence of the board, sign diplomas, and perform such other duties, consistent with this office, as the board, the chair, or the president of the university may require.

Any of the duties or powers of the office may be delegated by the secretary to a duly elected assistant secretary, who shall be responsible to and report to the secretary and the president.

## **ARTICLE VIII**

### ***Role and Responsibilities of the Treasurer of the Board of Trustees***

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The treasurer of the university shall ordinarily serve as chair of the Property and Finance Committee of the board (or a successor committee with similar duties and responsibilities, as set forth in the resolution creating said committee) and otherwise serve as the board's key leader on all financial-management policy matters. The treasurer shall ensure that all trustees regularly receive appropriate and comprehensible financial statements from the university'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, university 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 the university's chief financial officer, board-approved auditor and other committees of the board as appropriate.

Any of the duties or powers of the office (other than the specific responsibilities of the treasurer in his/her capacity as chair of the Property and Finance Committee or a successor committee with similar duties and responsibilities, as set forth in the resolution creating said committee) may be delegated by the treasurer to a duly elected assistant treasurer, who shall be responsible to and report to the treasurer and the president.

## **ARTICLE IX**

### ***Term, Authority and Responsibilities of the President of the University***

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Section 1. 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.

Section 2. The president shall be the university's chief executive officer and the chief adviser to and executive agent of the Board of Trustees. His or her authority is vested through the Board of Trustees and includes responsibilities for all educational and managerial affairs. The president is responsible for leading the university, 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 the university's key spokesperson. He or she has the authority to execute all documents on behalf of the university and the Board of Trustees consistent with board policies and the best interests of the university. The president serves as a trustee and is an *ex officio* member of all committees, but shall not serve as a member of the Audit Committee and the Compensation Committee.

## **ARTICLE X**

### ***Term, Authority and Responsibilities of the Vice Presidents of the University***

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The vice presidents who are officers of the university shall serve for such terms and have such authority and responsibilities as the president shall determine in consultation with the Board of Trustees. Separation from employment by the university shall also cease a vice president's role as an officer of the university.

## **ARTICLE XI**

### ***Meetings of the Board of Trustees***

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#### Section 1. Regular Meetings

The Board of Trustees shall hold three regular meetings a year, normally in the fall which shall be the annual meeting of the university, the winter, and the late spring. The date and place of each regular meeting shall be fixed by the president of the university with the consent of the chair of the board. Written notice of each regular meeting shall be sent to each member of the board at least ten (10) days prior to the date of the meeting.

#### Section 2. Special Meetings

Special meetings of the board may be called by the chair, by the president, by the Executive Committee or on the written request of ten (10) members of the board submitted to the board chair or university president. Written notice of date, place, and purpose(s) of each special meeting of the

board shall be sent by the secretary or chair to each trustee at least ten (10) days prior to the special meeting. No business may be transacted at a special meeting of the board which is not germane to the stated purposes for which the meeting is called.

### Section 3. Waiver of Notice

Whenever notice is required to be given by statute or these bylaws, those entitled to such notice may waive their right to receive it by submitting a signed waiver before or after such notice is due. Attendance at any meeting by a member of the board shall be deemed a waiver of notice of that meeting unless objections are raised at that meeting about receipt of notice.

### Section 4. Quorum and Board Action

A majority of the voting membership of the Board of Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members present and voting at a duly called meeting of the board shall be the act of the Board of Trustees, except as may be provided by statute or by these bylaws.

### Section 5. Action Without a Formal Meeting

Any action required or permitted to be taken by the Board of Trustees may be taken by teleconference. Written notice of date, place, and purpose(s) of each teleconference shall be sent by the secretary or chair to each trustee at least ten (10) days prior thereto. No business may be transacted which is not germane to the stated purposes for which the meeting is called.

## **ARTICLE XII** ***Committees of the Board***

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### 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 charter stating the committee's purpose and primary responsibilities approved by the board and such rules of procedure or policy guidelines as it or the board, as appropriate, approves. Each committee shall annually review its charter for appropriateness and adequacy. The charters are annually approved by the Board of Trustees.

### Section 2.

All committee chairs, vice chairs and a majority of each committee's members shall be trustees. Non-trustee committee members shall have voice but not vote.

### Section 3.

Each committee shall have a member of the administrative staff, designated by the president, to assist it with its work. Each committee shall regularly report on its work and recommendations to the Board of Trustees. Committees shall keep accurate minutes of all committee proceedings. Each committee shall regularly distribute to the board committee-approved minutes.

Section 4. Special Committees, *ad hoc* Committees, and Task Forces

There may be such special or *ad hoc* committees or task forces as the chair of the board, the Executive Committee or the Board of Trustees may from time to time establish for the discharge of particular duties. The chair and trustee and non-trustee members of each shall be appointed by the chair of the board.

**ARTICLE XIII**  
***Executive Committee***

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Section 1. Membership and Chair

The Executive Committee of the Board of Trustees shall be composed of the chair, vice chairs, secretary, treasurer, the president of the university and such other persons as the board shall appoint. The chair of the board shall be the chair of the Executive Committee and shall have discretionary authority to invite other individuals to attend committee meetings as advisors.

Section 2. Responsibilities

The Executive Committee shall advise the president and assist the board in overseeing the progress of the president's work. The Executive Committee may review and assess the recommendations of all other board committees. The Executive Committee shall nominate candidates for officers of the university, approve candidates for honorary degrees and other university honors which warrant board action and shall grant such degrees and honors on behalf of the university. By delegation to a Compensation Committee whose members are appointed by the Executive Committee and who have no conflicts of interest and are independent with regard to individuals under their review, the Executive Committee shall annually review the performance and determine the compensation of the president and, subject to his recommendations, the compensation of the key administrative officers.

Section 3. Action in Lieu of the Board

Between meetings of the board, the Executive Committee shall have general supervision of the administration and property of the university and shall act in lieu of the board, except where prohibited by law, board action, or these bylaws, when the president and chair of the board determine action should be taken which cannot prudently or practicably wait for a meeting of the board. Unless specifically empowered to do so, the Executive Committee may not take any action reserved by the board or inconsistent with a prior act of the board; it may not alter bylaws or appoint or remove the president.

**ARTICLE XIV**

5 ***Limitation of Liability of Trustees***

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6 A member of the Board of Trustees shall not be personally liable for monetary damages, for any  
7 action taken as a trustee or any failure to take any action, unless:

- 8  
9 (a) the trustee has breached or failed to perform the duties of his or her office as a trustee;  
10 and/or  
11  
12 (b) such breach or failure to perform constitutes self-dealing, willful misconduct or  
13 recklessness.  
14

15 This provision of the bylaws shall not apply to the responsibility or liability of a trustee pursuant  
16 to any criminal statutes or to the liability of a trustee for the payment of taxes pursuant to local,  
17 state or federal law. If Pennsylvania law hereafter is amended to authorize the further  
18 elimination or limitation of the liability of trustees, then the liability of the trustee of the  
19 corporation, in addition to the limitation on personal liability provided herein, shall be limited to  
20 the fullest extent permitted by Pennsylvania law, as amended.  
21

22 **ARTICLE XV**  
23 ***Indemnification***

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24 Section 1.

25  
26 The University shall have the power to indemnify, to the fullest extent now or hereafter  
27 permitted by law, every trustee, officer, employee or agent of the university who was or is a  
28 party (other than a party plaintiff suing in his or her own behalf or in the right of the university),  
29 or who is threatened to be made such a party, to any threatened, pending or completed action,  
30 suit or proceeding, whether civil, criminal, administrative or investigative (including, but not  
31 limited to, an action by or in the right of the university) by reason of the fact that he or she is or  
32 was a trustee, officer, employee or agent of the university or is or was serving at the request of  
33 the university as a representative of another corporation, partnership, joint venture, trust or  
34 other enterprise, against expenses (including attorney's fees), judgments, fines and amounts  
35 paid in settlement actually and reasonably incurred by him or her in connection with such  
36 action, suit or proceeding, unless the act or failure to act giving rise to the action, suit or  
37 proceeding for which indemnification is sought is determined by a court to have constituted  
38 self-dealing, willful misconduct or recklessness.  
39

40 Section 2.

41  
42 All determinations regarding indemnification under Section 1 of this Article shall be made: (1)  
43 by the Board of Trustees, by majority vote of a quorum consisting of trustees who are not, were

44 not and/or are not anticipated to be parties to such action, suit or proceeding, or (2) if such a  
45 quorum is not obtainable, by independent legal counsel in a written opinion.

46  
47 Section 3.

48  
49 Expenses incurred by an officer or trustee of the university, or a person to whom indemnification  
50 has been granted pursuant to Section 2 of this Article, in defending a civil or criminal action, suit  
51 or proceeding may be paid by the university in advance of the final disposition of such action,  
52 suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay the  
53 university such amount, if it shall ultimately be determined that he or she is not entitled to the  
54 indemnification provided for in this Article.

55  
56 Section 4.

57  
58 The university may purchase and maintain insurance to protect itself, and any person eligible to  
59 be indemnified under this Article, against any liability or expense asserted against him or her or  
60 incurred by him or her in connection with any action, whether or not the university would have  
61 the power to indemnify such person against such liability or expense under the provisions of this  
62 Article. The university may create a trust fund, grant a security interest, cause a letter of credit to  
63 be issued or use other means (whether or not similar to the foregoing) to ensure payment of  
64 such sums as may become necessary to effect indemnification as provided in this Article.

65  
66 Section 5.

67  
68 The indemnification provided by this Article: (1) shall not be deemed exclusive of any other  
69 rights to which those seeking indemnification or advancement of expenses may be entitled  
70 under any agreement, bylaw or charter provision, vote of trustees or otherwise, both as to action  
71 in an official capacity and as to action in another capacity while holding such position, (2) shall  
72 continue as to a person who has ceased to have the status pursuant to which he or she was  
73 entitled or determined to receive indemnification hereunder, (3) shall inure to the benefit of the  
74 heirs, executors and administrators of such a person, and (4) shall be applicable to actions, suits  
75 or proceedings commenced after the adoption hereof, whether arising from acts or omissions  
76 occurring before or after the adoption hereof.

77  
78 **ARTICLE XVI**  
***Amendment of Bylaws***

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79 Section 1. Changes and Amendments

80  
81 These bylaws may be changed or amended at any regular or special meeting of the Board of  
82 Trustees by a majority of the members present and voting provided notice of the substance of  
83 the proposed amendment is sent to all trustees at least thirty (30) days before the meeting.  
84

85 Section 2. Conflicts with Bylaws

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87 All current and future university rules and regulations in conflict with these bylaws shall be void  
88 and have no effect.

89

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**ARTICLE XVII**  
***Dissolution***

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92 Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making  
93 provision for the payment of all the liabilities of the corporation, including any anticipated  
94 liabilities arising out of these bylaws, dispose of all the remaining assets of the university  
95 exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the  
96 Code or to one or more governmental units described in Section 170(c)(1) of the Code as the  
97 Board of Trustees shall determine, to be used exclusively for charitable purposes. Any such  
98 assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in  
99 which the principal office of the university is then located, exclusively for charitable purposes to  
100 one or more such organizations, as said Court shall determine. Under no circumstances shall any  
101 assets be distributed, upon dissolution, upon sale of substantially all of the assets, or otherwise,  
102 to trustees, officers, or employees of the corporation.

103

104

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