

BYLAWS

Amended and restated as of October 26, 2013

CHAPTER I - THE BOARD OF TRUSTEES

Section 1. Governing Body.

The Board of Trustees (the "Board") shall be the governing body of Dickinson College and shall be vested with the powers and duties set forth in the Charter of the College, in Section 2 of these Bylaws and conferred by applicable law.

Section 2. Powers and Duties of the Board.

The authority of the Board includes, but is not limited to, the following:

- (a) To determine the purposes of the College.
- (b) To appoint the President of the College and to confirm the President's term of office, scope of authority and employment terms.
- (c) To review the performance of the President of the College with consideration being given to the recommendation of the Executive Committee.
- (d) To appoint an Acting President of the College where circumstances warrant in the discretion of the Board.
- (e) To determine policies, procedures and programs of the College relating to Faculty appointment, hiring, promotion, tenure and dismissal.
- (f) To determine personnel policies and procedures for employees of the College other than Faculty.
- (g) To determine the annual budget of the College, including tuition and fees.
- (h) To monitor periodically and regularly the financial condition of the College, including reviewing the annual financial statements of the College.
- (i) To determine policies relating to any asset of the College, including, but not limited to, investments and physical plant.

- (j) To determine and authorize debt financing and to approve means of such financing.
- (k) To authorize the construction of new buildings, the capitalization of deferred maintenance and major renovations of existing physical facilities.
- (l) To authorize any purchase, sale, lease, development or management of any land, buildings or major equipment owned, leased or under the control of the College.
- (m) To approve any academic or honorary degree awarded by the College on recommendation of the Faculty and the President of the College.
- (n) To authorize general fund-raising goals and programs for the College and to participate actively in strategy development for securing sources of financial support.
- (o) To authorize the acceptance of any conditional gifts, donations or bequests to the College.
- (p) To determine the categories of members of the Board and the number of members of the Board and to elect members of the Board to fill any vacancies in accordance with the Charter of the College, the provisions of these Bylaws and any procedures adopted by the Board in accordance with the Charter and these Bylaws.
- (q) To determine procedures for assessment of the performance of members of the Board and to undertake regular periodic assessments of the performance of members of the Board.

All powers not specifically delegated to committees shall remain with the Board.

Section 3. Membership of the Board.

- (a) The Board shall consist of a total of not more than fifty (50) members and not less than twenty-five (25) members comprised of the following:
 - (1) That number of Trustees serving four-year terms (or portions of such terms) as shall be elected by the Board.

(2) Two (2) Young Alumni Trustee members nominated by an on-campus selection committee, and elected in accordance with procedures established by the Board.

(3) The President of the Alumni Council and the immediate past President of the Alumni Council each shall serve *ex officio* with the right to attend, participate, vote, and be counted in determining the quorum of meetings of the Board.

(4) The President of the College shall be an *ex officio* member of the Board. The President shall be excused from any meetings at which the President's performance, salary or benefits are discussed.

(b) Board members shall serve a term as members of the Board of four (4) years with the first day of service being measured from the beginning of the fiscal year of the College. All members of the Board other than Young Alumni Trustees and those serving *ex officio* shall be divided into four classes so that the terms of approximately one-fourth of those members of the Board shall expire each year.

(1) One Young Alumni Trustee shall be selected each year from the then senior class of the College and shall be elected by the Board in accordance with procedures established by the Board. Each Young Alumni Trustee shall serve one (1) two-year term as a member of the Board with the first day of service being measured from the beginning of the fiscal year of the College. The election of any Young Alumni Trustee shall not become effective unless or until the person graduates in the spring semester of the academic year in which s/he is elected. Before any Young Alumni Trustee shall be eligible for service as a member of the Board, there shall be a break in Board service of at least one (1) year.

(2) Notwithstanding any language in this section to the contrary, the President and immediate past President of the Alumni Council each shall serve a two-year term on the Board.

(3) *Ex officio* members of the Board may only serve so long as they hold the office resulting in their right to serve as *ex officio* members.

(c) No member of the Board shall be eligible to serve on the Board following the end of the fiscal year of the College during which the member attains the age of seventy-five (75) years.

(d) Any vacancy on the Board may be filled by nomination and

election at any stated meeting of the Board on written notice to members of the Board at least fifteen (15) days prior to the proposed election of any nominee.

(e) Any person elected to fill an unexpired term of an outgoing Board member shall be entitled to stand for election for a full term of Board service once the unexpired term has been completed, notwithstanding any otherwise expressed maximum term of eligibility for Board service.

(f) No officer or employee of the College, except the President or the Acting President, shall be eligible to serve as a member of the Board.

(g) The Board shall authorize the Committee on Trustees of the Board to conduct regular assessments of the performance of members of the Board in accordance with policies and procedures adopted by that Committee and approved by the Board.

Section 4. Emeritus Trustees.

Trustees who have rendered exceptional and distinguished service to the College during their term of Board service are eligible for nomination and election to emeritus status. Eligibility for emeritus status ordinarily shall require completion of at least two full terms as a member of the Board. Emeritus Trustees shall be nominated and presented to the Board for election pursuant to procedures adopted by the Committee on Trustees. With the exception of meetings of the Board in executive session or meetings of committees that are closed to non-members of that committee, an Emeritus Trustee may attend meetings of the Board and its committees. An emeritus member will be accorded full voice in meetings of the Board and committees of the Board. An emeritus member of the Board shall not chair the Board or any committee of the Board, shall be exempt from any count to determine the number of members of the Board or the existence of a quorum for any meeting of the Board or any of its committees and shall not be entitled to move or vote on any matter proposed for approval at any meeting of the Board or any of its Committees.

Section 5. Meetings of the Board.

(a) Number of meetings. The Chairperson of the Board shall schedule at least three meetings per year of the Board with the last of such meetings in each academic year being designated as the annual meeting of the Board by the Chairperson.

(b) Special meetings of the Board. Special meetings of the Board shall be called by the Chairperson on receipt of written requests of ten (10) current voting members of the Board, each such request stating the

specific purpose(s) for which a special meeting is requested.

(c) Notice of meetings. Notice of each regular meeting of the Board shall be provided to each member of the Board in writing at least fifteen (15) days prior to the meeting for which the notice is given; provided, however, that the written schedule of future meetings of the Board shall be sufficient to constitute notice of regular meetings of the Board. Notice of any special meeting of the Board shall be given in writing to each member of the Board not less than fifteen (15) days prior to the special meeting. Attendance by a member at a meeting of the Board shall constitute waiver of any notice requirement with respect to that meeting. Waiver of notice of any meeting may be provided by any member of the Board in writing.

(d) Participation by telecommunications in meetings. Participation in a meeting of the Board or a meeting of a Committee of the Board by means of conference telephone or similar communications device by means of which all persons participating in the meeting can hear each other shall constitute presence in person at the meeting for purposes of counting a quorum, for purposes of determining any issue of notice and for purposes of conducting business.

(e) Order of business at Board meetings. The order of business at any meeting of the Board shall be determined by the Chairperson of the Board.

(f) Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If, during the course of any meeting of the Board, less than a majority of the members of the Board continue to be present, those members in attendance may adjourn the meeting from time to time until a quorum is obtained.

(g) Procedural rules. Roberts' Rules of Order, as amended, to the extent they are not inconsistent with these Bylaws, shall govern the conduct of business by the Board.

Section 6. Committees of the Board.

(a) Standing Committees. There shall exist the following standing committees of the Board:

(1) Executive Committee.

(i) The Executive Committee of the Board shall consist of the Chairperson of the Board, the Vice Chairperson of the Board, the President of the College (or the Acting President of the College), and the Chairperson of each standing committee of the Board.

(ii) The Executive Committee is authorized to conduct the business of the Board between meetings of the Board as necessary, recognizing that it is the policy of the Board that the Executive Committee shall not make major institutional decisions unless it is impracticable to convene a timely meeting of the Board. The Executive Committee shall not have authority to amend these Bylaws, select or terminate the President of the College, select or terminate Board members, or change the College's mission or purposes. The Executive Committee shall conduct annually a review of the performance of the President and shall report to the Board regarding the President's performance.

(iii) The Chairperson of the Board shall advise all members of the Board promptly of any significant action taken by the Executive Committee.

(iv) There shall be a standing subcommittee of the Executive Committee, the Subcommittee on Executive Compensation, to which the responsibility for reviewing annually and setting the compensation of the President of the College is hereby delegated. The Subcommittee on Executive Compensation shall be composed of the Chairperson of the Board, the Vice Chairperson of the Board, the Chairperson of the Committee on Finance, Budget and Audit, and such other members of the Executive Committee, as may be appointed annually by the Chairperson of the Board.

(2) Committee on Academic Affairs. The Committee on Academic Affairs is responsible for general oversight of academic matters at the College, confirming the relationship between the College's Charter, Bylaws and mission and the broad contours of its academic program. The Committee shall develop, recommend and monitor the implementation of strategies that advance the academic goals of the College. The Committee also shall evaluate and assess the academic programs, personnel and personnel policies to determine that they are consistently and fairly employed and are appropriate to the goals of the College.

(3) Campaign Steering Committee. The Campaign Steering Committee shall develop, recommend and implement fundraising strategies for the College. The Committee also shall identify private sources, including alumni and other individuals, corporations and foundations, from whom the College may solicit gifts consistent with its goals and objectives.

(4) Committee on Enrollment and Communications. The Committee on Enrollment and Communications shall recommend and monitor the implementation of the College's admission and financial aid policies. The Committee also shall develop, recommend and monitor the implementation of strategies for developing and maintaining a loyal and committed alumni body. It also shall provide general guidance to the College's athletic, career planning and alumni relations programs and for the marketing and promotion of the College.

(5) Committee on Facilities. The Committee on Facilities shall make recommendations to the Board on matters related to the construction, renovation and maintenance of all campus facilities, including real estate transactions, using business principles approved by the Board.

(6) Committee on Finance, Budget and Audit. The Committee on Finance, Budget and Audit shall develop and recommend financial policies and procedures to the Board, shall review the finances of the College according to such policies and procedures, shall prepare the annual budget and shall report and make recommendations to the Board based upon such reviews, including recommendations for the setting of tuition and fees. The Committee shall recommend the appointment of, and compensation for, the independent auditors. The Committee shall oversee the work of the auditors and shall make recommendations to the Board regarding their performance. The Committee also shall receive, review and recommend for approval the reports from the College's independent auditors. The Committee shall evaluate and improve internal controls as recommended by the auditors. The Committee also shall develop, recommend and monitor the implementation of strategies and policies to enhance the working environment for all College employees and shall oversee the employment policies and practices for all employees other than faculty. No member of the Finance, Budget and Audit Committee may be paid, directly or indirectly, for consulting or other services provided to the College.

(7) Committee on Honorary Degrees. The Committee on Honorary Degrees shall develop a pool of candidates for honorary degrees to be presented annually at Commencement, and occasionally, at other special functions of the College, and shall recommend to the Board suitable candidates for such degrees. The Committee is responsible for soliciting nominations from trustees, faculty and others and for recommending those candidates that best reflect the stature, goals and mission of the College.

(8) Committee on Investments. The Committee on Investments shall develop, recommend and implement strategies for the prudent management and investment of College assets, including:

- (i) developing and recommending to the Board an investment policy for the endowment consistent with the goals and objectives of the College;
- (ii) executing the investment policy of the Board;
- (iii) appointing, evaluating and terminating investment managers, consultants and custodians; and
- (iv) reporting periodically to the Board the results of the investment program.

(10) Committee on Student Life. The Student Life Committee shall develop, recommend and monitor the implementation of strategies to enhance student learning, growth and development outside the classroom that support and complement the academic programs of the College.

(11) Committee on Trustees.

(i) The Chairperson of the Board shall appoint at least six (6) and not more than nine (9) members of the Board (not counting any *ex officio* members of the Committee) to serve on the Committee on Trustees.

(ii) The Committee on Trustees shall nominate officers of the Board, shall nominate prospective members of the Board, shall renominate members of the Board for new terms where appropriate in the exercise of its discretion, shall conduct regular assessments of the performance of members of the Board in accordance with policies and procedures adopted by the Board and the Committee and shall recommend to the Board policies and procedures for selection and evaluation of members of the Board.

(iii) The Committee on Trustees shall develop and recommend strategies to promote effective Board governance and shall monitor the implementation of such strategies.

(iv) The Committee on Trustees also shall initiate a third-party review of the performance of the President in the fifth year of each six-year cycle of service by said

President. The Committee shall select and engage an independent third party satisfactory to the Executive Committee to conduct such review.

(12) Other standing committees. The Board shall appoint such other standing committees as the Board shall deem necessary and appropriate to serve the needs of the College. The Board may also eliminate any standing committee appointed pursuant to this subpart should said committee's service to the College no longer be necessary or appropriate.

(b) Committee appointments. The Chairperson of the Board shall appoint a Chairperson, Vice Chairperson and such other members of each standing committee of the Board including those set forth herein, as well as those the Board shall from time-to-time determine to be necessary and appropriate for the conduct of its business. With the exception of the Executive Committee and Committees on Honorary Degrees, and Trustees, standing committees of the Board may include non-members of the Board with voice but not vote. The number of non-members of such committees shall not equal or exceed the number of committee members who are members of the Board.

(c) Ad hoc committees. The Chairperson of the Board shall have the authority to appoint ad hoc committees, as well as a Chairperson, Vice Chairperson, and such other members of ad hoc committees of the Board, as shall from time-to-time be determined to be necessary and appropriate for the conduct of its business. Ad hoc committees of the Board may include non-members of the Board with voice and vote, as determined by the Chairperson of the Board in establishing such committees. The number of non-members of such committees shall not equal or exceed the number of committee members who are members of the Board. The Chairperson may also eliminate any ad hoc committee appointed pursuant to this subpart.

(d) Committee attendance. With the exception of meetings of the Executive Committee, the Committee on Honorary Degrees, and the Committee on Trustees, any member of the Board may attend any committee meeting. Attendance at meetings of the Executive Committee, the Committee on Honorary Degrees, and the Committee on Trustees by non-members of said Committees is at the invitation of said Committee only.

(e) Minutes of Committee meetings. With the exception of the minutes of the Executive Committee, the Committee on Honorary Degrees, and the Committee on Trustees, the minutes of any standing committee shall be made available to any Board member upon request of said member to the Secretary.

(f) *Ex Officio* Members of Committees. *Ex Officio* Members of the Board other than the President have the right to attend and participate on committees in

accordance with the Bylaws in the same manner and to the same extent as term trustees elected by the Board. The President of the College shall have the right to attend, participate, vote and be counted in determining a quorum of any Committee when present.

Section 7. Officers of the Board.

(a) The officers of the Board shall be a Chairperson and a Vice-Chairperson, each of whom shall be a member of the Board, and a Secretary and Treasurer, neither of whom need be a member of the Board. The Board shall elect such other Board officers as the Board may from time-to-time determine are necessary and appropriate for the discharge of College business, none of whom need be a member of the Board. All officers of the Board shall be elected at the annual meeting of the Board to serve until the next annual meeting.

(b) The duties of any officer of the Board shall be in general those which ordinarily pertain to their respective offices as well as those specifically designated by the Board or by any provision of these Bylaws.

(c) The Chairperson shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, and otherwise serve as the spokesperson for the Board. The Board Chairperson shall serve as the Chair of the Executive Committee and as an *ex officio* member of all other standing committees of the Board with the right to participate, vote and be counted in determining a quorum when present.

(d) Any vacancy in any office of the Board shall be filled at the next meeting of the Board, but the Chairperson of the Board shall have the power to name acting officers of the Board (with the exception of the positions of Vice Chairperson of the Board) until such vacancies are filled by the Board itself.

CHAPTER II – ADMINISTRATIVE OFFICERS OF THE COLLEGE

Section 1. Election/Appointment of Administrative Officers.

The Board shall appoint a President of the College. The President, acting in consultation with the Chairperson and Vice Chairperson of the Board, shall appoint such other senior administrative officers of the College as shall be determined to be necessary from time-to-time by the Board.

Section 2. The President of the College.

The President of the College shall be the chief executive and administrative officer of the College, shall be responsible for general superintendence of the business and professional affairs of the College, including the adoption of rules and regulations for the governance of students and shall perform all functions

conferred upon the President by Charter, these Bylaws, actions of the Board or its Executive Committee and applicable statutory authority. The President shall be responsible for keeping members of the Board informed on a regular basis of issues confronting the College.

Section 3. Acting President.

The chief academic officer of the College shall act for the President of the College in the absence of the President unless otherwise determined by the Board.

CHAPTER III – THE FACULTY OF THE COLLEGE

Section 1. Composition of the Faculty.

The Faculty shall consist of the President of the College, who shall serve as its presiding officer, the chief academic officer of the College, the Professors, Associate Professors, Assistant Professors, and Instructors, together with such others as may be constituted members by the Board.

Section 2. Powers of the Faculty.

The Faculty, acting in accordance with such policies as are set by the Board, shall have the power to determine requirements for admission, awarding of degrees, courses of study, the times and modes of examinations, the general method of instruction, and to govern the conduct of the students in their curricular and extracurricular activities. The President of the College shall promptly inform the Board of significant changes in such requirements or governance.

Section 3. Appointments to the Faculty.

Appointment to the Faculty, appointment of members of the Faculty to chair academic departments and non-renewals of appointment or termination of appointments shall be made in accordance with such resolutions as may from time to time be adopted by the Board.

Section 4. Degrees.

The Faculty, subject to the approval of the Board signified by its mandamus, shall have the power to confer degrees in cursu and honoris causa.

CHAPTER IV

PERSONAL LIABILITY, INTERESTED TRUSTEES OR OFFICERS, INDEMNIFICATION, STANDARDS OF

CONDUCT OF OFFICERS.

Section 1. Personal liability.

An indemnified representative of the College shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the indemnified representative has breached or failed to perform the duties of his or her office under 15 Pa.C.S. Subch. 57B and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of an indemnified representative pursuant to any criminal statute or the liability of the indemnified representative for the payment of taxes pursuant to local, state, or federal law.

Section 2. Indemnification.

Scope of Indemnification.

- (a) The College shall indemnify an indemnified representative against any liability incurred in connection with any proceeding in which the indemnified representative may be involved as a party or otherwise, by reason of the fact that such person is or was serving in an indemnified capacity, including, without limitation, liabilities resulting from any actual or alleged breach or neglect of duty, error, misstatement or misleading statement, negligence, gross negligence or act giving rise to strict or products liability, except:
 - (b) where such indemnification is expressly prohibited by applicable law;
 - (c) where the conduct of the indemnified representative has been finally determined:
 - (1) to constitute willful misconduct or recklessness within the meaning of 15 Pa. C.S. §5713 or any superseding provision of law sufficient in the circumstances to bar indemnification against liabilities arising from the conduct; or
 - (2) to be based upon or attributable to the receipt by the indemnified representative from the College of a personal benefit to which the indemnified representative is not legally entitled;
 - (d) to the extent such indemnification has been finally determined in a final adjudication to be otherwise unlawful; or
 - (e) where the indemnified representative did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the College, and with respect to any criminal proceeding, had no reasonable cause to believe the conduct was lawful.

(f) If an indemnified representative is entitled to indemnification in respect of a portion, but not all, of any liabilities to which such person may be subject, the corporation shall indemnify such indemnified representative to the maximum extent for such portion of the liabilities.

(g) The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere*, or its equivalent, shall not, of itself, create a presumption that the indemnified representative is not entitled to indemnification.

(h) For purposes of this Article:

(1) “indemnified capacity” means any and all past, present and future service by an indemnified representative in one or more capacities as a Trustee, officer, employee or agent of the College, or, at the request of the College, as a director, officer, employee, agent, fiduciary or trustee of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, employee benefit plan or other entity or enterprise;

(2) “indemnified representative” means any and all Trustees and officers of the College and any other person designated as an indemnified representative by the Board (which may, but need not, include any person serving, at the request of the College, as a director, officer, employee, agent, fiduciary or trustee of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, employee benefit plan or other entity or enterprise);

(3) “liability” means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements); and

(4) “proceeding” means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the College, a class of its security holders, if any, or otherwise.

(i) Proceedings Initiated by Indemnified Representatives.

Notwithstanding any other provision of this Article, the College shall not indemnify, under this Article, an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counterclaims or affirmative defenses) or participated in as an intervenor or

amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of the Trustees in office. This section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Section.

(j) **Advancing Expenses.** The College shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by an indemnified representative in advance of the final disposition of a proceeding upon receipt of an undertaking by or on behalf of the indemnified representative to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the College pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

(k) **Securing of Indemnification Obligations.** To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the College may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the College, or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board shall deem appropriate. Absent fraud, the determination of the Board with respect to such amounts, costs, terms and conditions shall be conclusive and shall not be subject to voidability.

(l) **Discharge of Duty.** An indemnified representative shall be deemed to have discharged such person's duty to the College if he or she has relied in good faith on information, advice or an opinion, report or statement prepared by:

(i) one or more officers or employees of the College whom the indemnified representative reasonably believes to be reliable and competent with respect to the matter presented;

(ii) legal counsel, public accountants or other persons as to matters that the indemnified representative reasonably believes are within the person's professional or expert competence; or

(iii) a committee of the Board on which he or she does not serve as to matters within its area of designated authority, which committee he or she reasonably believes to merit confidence.

(m) **Mandatory Indemnification of Directors, Officers, etc.** To the

extent that a Trustee, officer, employee or agent of the College has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in 15 Pa. C.S. §5741 or §5742, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

Section 3. Conflicts of Interest.

The Board shall adopt a conflicts of interest policy that shall be applicable to trustees, officers, senior administrative officers and such other persons employed by the College as the President of the College may designate as subject to such policy.

CHAPTER V - AMENDMENT OF BYLAWS, SUSPENSION OF BYLAWS

Section 1. Amendment.

Bylaws may only be adopted, amended or repealed by the Board. This authority shall not be delegable to a Committee of the Board. The Bylaws may be amended at any meeting of the Board by a vote of two-thirds of the members present, provided that written notice of any proposed amendment shall have been given to each member of the Board at least fifteen (15) days before action is to be taken.

CHAPTER VI - EFFECTIVE DATE

Section 1.

All provisions of these Bylaws, not at variance with the Charter of the College, shall become effective at the time of their adoption by the Board.

Section 2.

All provisions hereof at variance with the Charter of the College, if any, shall become effective upon appropriate amendments to the Charter. If an appropriate amendment to the Charter is denied as to any such provision, the remaining provisions shall not be affected thereby, and to this end all the provisions of these Bylaws are declared to be severable.