

ROBERT MORRIS UNIVERSITY BYLAWS

ARTICLE I

Name

The name of the Corporation (the University) is ROBERT MORRIS UNIVERSITY.

ARTICLE II

Purpose

Section 1. The purpose of the Corporation shall be as set forth in the Articles of Incorporation, as amended from time to time.

ARTICLE III

Powers of Trustees

Section 1. The voting membership shall consist of the Term and Life members of the Board of Trustees. The Board of Trustees shall consist of a minimum of fifteen (15) voting members and a maximum of forty-five (45). The category of Emeritus Trustee shall not count against the maximum of forty-five (45) Trustees.

Section 2. All powers of the University shall be vested in the Board of Trustees.

Section 3. The Board of Trustees shall fill any vacancy on the Board necessary to maintain the minimum number of voting members and shall have authority to increase the number of voting members up to but not exceeding a total of forty-five (45).

Section 4. All members of the Board of Trustees shall be elected for a term ending at the adjournment of the regular meeting which takes place in the thirty-sixth month after the member's election, or, if a regular meeting is not held within that month, on the last day of that month.

Section 5. Members of the Board of Trustees are not compensated for their services. Trustees may be reimbursed upon request for transportation and other direct expenses incurred in connection with Board service, in accordance with the University's travel reimbursement policies in effect from time to time.

Section 6. The Board of Trustees shall at the times and in the manner set forth herein, elect a Chair and Vice Chairs of the Board of Trustees, not to exceed two, each of whom shall have the right to vote on all questions. The Chair and the Vice Chairs must be voting members of the Board.

- A. An individual who is elected as Chair or Vice Chair of the Board of the Trustees shall serve no more than two consecutive three-year terms.
- B. In the year preceding the end of the term of the Chair, either the second or the fifth year of the term as appropriate, a Vice Chair of the Board shall be elected as Vice Chair/Chair Elect.

- C. However, in the event of an occurrence or series of occurrences at the University, such as the death or resignation of a President, financial crisis at the University, or the like, the Board in its discretion shall be entitled to re-elect the then current Chair for a term in excess of the two consecutive three-year terms.
- D. Board members elected to serve in a Vice Chair or Chair capacity shall have the opportunity to serve complete consecutive three (3) year terms, as applicable, notwithstanding term limitations set forth herein.

Section 7. Emeritus Trustees. The Board of Trustees, upon recommendation of the Governance Committee, may elect by a majority vote at any regular or special meeting after due notice, any present or former member of the Board of Trustees as an Emeritus Trustee to serve in that capacity for life in recognition of longstanding and meritorious service and contributions given by that member of the Board as broadly set forth in the “Statement of Responsibilities and Expectations of the Board of Trustees.” Board members are eligible for election as an Emeritus Trustee after twelve (12) years of Board membership and within 24 months after Board service ceases. Emeritus Trustees shall be entitled to receive all information provided to the Board of Trustees, but shall not be voting members of the Board of Trustees. All former Charter Trustees are now Emeritus Trustees.

Section 8. Life Trustees. Life Trustees have been elected in recognition of having attained a leadership position on the Board as a member of the Executive Committee or who have brought unusually significant influence, financial support, community influence or expertise that will advance the goals of the University. Current Life Trustees may be re-elected for consecutive three-year terms without any term limitation; provided, however, that no new members shall be elected to this classification.

Section 9. Term Trustees. The Board of Trustees, upon the recommendation of the Governance Committee, may elect by a majority vote at any regular or special meeting after due notice, individuals to serve as Term Trustees, who by virtue of their leadership position in the community or region have the ability to provide, or influence others to provide, philanthropic support, expertise and/or work that advances the mission of the University. Term Trustees are limited to four (4) consecutive terms of three years, and may be reelected to the Board after being off the Board for at least three (3) years; provided, however, that Term Trustees who were members of the Board as of May 17, 2007 have had an additional two (2), three (3) year terms added at the end of what would otherwise be the final expiration of the Trustee’s term.

ARTICLE IV

Meetings

Section 1. Regular meetings of the Board of Trustees shall be held four times per year generally during the course of the academic year at such times and at such places as shall be designated as set forth below at least ten (10) days before such regular meeting by notice given or waived as provided in the case of special meetings. The Annual Meeting of the Board of Trustees shall be a regular meeting held in the Winter or Spring. Special meetings of the Board of Trustees may be held at any time or place in such location as determined by the Chair of the Board, the President or two (2) Trustees, notice thereof being given to each Trustee by the Secretary, any Assistant Secretary, an officer calling the meeting, or at any time without formal notice provided all the Trustees are present or those not present shall waive or have waived notice thereof. Notice of special meetings, stating the time and place thereof, shall be given by mailing the same to each Trustee at his/her residence or

business address at least five (5) days before the meeting, or by delivering the same to him/her personally or faxing or emailing the same to him/her at his/her residence or business address not later than three (3) days before the day on which the meeting is to be held, unless in case of emergency, the Chair of the Board shall prescribe a shorter notice period to be given personally or by faxing or emailing each Trustee at his/her residence or business address. Such special meeting shall be held at such time and place as the notice thereof or waiver shall specify.

Section 2. A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business.

Section 3. If all the voting Trustees shall unanimously consent in writing to any action to be taken by the University, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Board of Trustees.

Section 4. One or more Trustees may participate in a meeting of the Board of Trustees, or a Committee thereof, by means of conference telephone or similar communications equipment through which all participants can hear each other simultaneously. Participation in accordance with this provision shall constitute presence in person at the meeting.

Section 5. Subject to the provisions of Section 3 above, the manner of voting on any matter may be by voice, ballot, mail, fax, email or any other reasonable means to evidence the intent of the Trustee.

ARTICLE V

Committees

Section 1. Except as herein otherwise provided, committee members and committee chairs shall be appointed by the Governance Committee at a regularly scheduled meeting of the Board of Trustees or upon a vacancy occurring during a term. Committee members and chairs shall thereafter serve a term of office of not more than two (2) consecutive three (3) year terms or until their successors shall have been duly appointed and qualified. Each committee shall consist of at least three (3) members of the Board of Trustees. The committees shall consist of the Executive Committee, Audit and Risk Committee, Finance Committee, Academic Affairs and Enrollment Management Committee, Facilities Committee, Institutional Advancement, Alumni and Community Affairs Committee, Student Life and Athletic Affairs Committee, and the Governance Committee. In addition to these committees, the Board Chair, the Executive Committee, or the Board of Trustees may establish certain ad hoc or special committees to deal with individual issues, as set forth in Article XVI. Said committees shall function for so long as the need exists.

Section 2. Except as set forth in Article VI, Section 3 (Executive Committee) and Article VII, Section 4 (Audit and Risk Committee), three (3) members of a Committee shall constitute a quorum for the transaction of business.

ARTICLE VI

Executive Committee

Section 1. The Executive Committee shall consist of the Chair and Vice Chairs of the Board of Trustees, the President (who shall be an ex officio, non-voting member) and the Chair of each of the Standing Committees, the immediate past Board Chair who shall serve for one additional year to assist with transition to new Board leadership, and one or more at-large members as described herein.

Upon the recommendation of the Governance Committee, the Board may elect one or more at-large members of the Executive Committee, each of whom shall serve a term of three (3) years. An at-large Executive Committee member shall be responsible for special projects and/or initiatives as identified and directed by the Board Chair in consultation with the President. The Chair of the Board shall act as the Chair of the Executive Committee. The Chair of the Executive Committee shall preside at all Executive Committee meetings and in the event of his/her absence at such meetings, the Vice Chair, as designated by the Chair or the Executive Committee, shall act in his/her place.

Section 2. The Executive Committee shall meet as often as the business of the University may require, and a meeting may be called by the Chair of the Board or the President, and shall be called by either of them upon written request of three members of the Executive Committee, all upon not less than forty-eight (48) hours' notice, unless in the case of an emergency, the Chair or the President shall prescribe a shorter notice period to be given personally or by faxing or emailing each Committee member at his/her residence or business address.

Section 3. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 4. Except as herein otherwise specified, the Executive Committee shall be vested with all the powers of the Board of Trustees when the Board is not in session, it being understood that the Executive Committee would not be expected to act on matters otherwise reserved for the Board except in extraordinary circumstances.

Section 5. The Executive Committee shall not, unless specifically authorized by the Board of Trustees:

- A. Enter into any contract for the purchase, sale, or rental of any real estate or for the erection of any new buildings;
- B. Enter into any refinancing plan or authorize the creation of any bonded indebtedness; or
- C. Make any major changes in the educational policy of the University, close an established department, or institute a new department of the University.

Section 6. The Executive Committee shall have no authority to (i) elect members of the Board of Trustees, (ii) amend these Bylaws, (iii) amend or repeal any Board resolution, or (iv) act on any matters committed by these Bylaws or a Board resolution to another Committee of the Board.

Section 7. The Executive Committee shall have a Compensation Subcommittee, whose role shall be to conduct the President's annual performance evaluation and to make recommendations to the Board of Trustees concerning the compensation of the President and the University's other officers and key employees, assuring that such compensation is reasonable. The Compensation Subcommittee shall consist of (i) the members of the Executive Committee without a conflict of interest with respect to any of such compensation arrangements and (ii) any other independent Trustees that the Compensation Subcommittee may invite to participate from time to time due to their professional expertise or other relevant factors.

The President shall provide the Compensation Subcommittee with his or her (a) annual performance evaluations and recommendations regarding the compensation of the other University officers and key employees who report to the President and (b) recommendations regarding the compensation of key employees who do not report to the President.

Upon completion of the performance evaluations described above, the Compensation Subcommittee shall present to the full Board of Trustees for approval, in executive session (i) the Subcommittee's evaluation of the President, (ii) the Subcommittee's recommendation regarding the compensation of the President, and (iii) the Subcommittee's recommendations regarding the compensation of the University's other officers and key employees. Any Trustee with a conflict of interest with respect to any of the proposed compensation arrangements shall abstain from voting on, and shall recuse him/herself from the Board's discussion of, such compensation arrangement.

Section 8. The Executive Committee assists the Board Chair and the President with the development of agendas for Board meetings. At each meeting of the Board of Trustees, the Executive Committee shall make a report of any action taken by it since the last meeting of the Board at which such a report was made.

ARTICLE VII

Audit and Risk Committee

Section 1. The Audit and Risk Committee shall be responsible for monitoring the integrity of the University's financial statements, compliance with legal and regulatory requirements, the selection, independence and oversight of the internal and external auditors and the oversight of the University's risk management process. Each member of the Committee shall be independent of the University and at least one member of the Committee shall be designated as a "financial expert."

Section 2. The Committee shall be responsible for the following:

- A. The review of significant accounting and reporting principles, practices, and procedures applied by the University in preparing the financial statements as well as the efficiency and effectiveness of the University's internal control structure. This responsibility includes meeting with the external auditors to review the planned scope of their examinations and the audit plan. It also includes meeting with the external auditors upon completion of the annual audit and at other times as prudent to review the financial statements, the auditor's report on internal controls and regulatory compliance, the management letter, schedule of unadjusted differences, and any other findings to be reported to the Committee.
- B. The review and discussion of other significant filings required by law or regulation, including the results of benefit plan audits and the Form 990 and 990T tax returns.
- C. Discussions with the University's General Counsel and/or outside counsel regarding legal, tax and regulatory matters that may have a material impact on the financial statements.
- D. The selection, appointment, and oversight of external auditors, pre-approval of proposed fee arrangements for audit services, and pre-approval of any significant non-audit services to be provided by external auditors or other consultants. This responsibility also includes the regular review of the performance of external auditors, review and confirmation of the independence of the external auditors, and obtaining assurance that the external auditors comply with applicable regulatory guidelines.

- E. The regular review and oversight of the internal audit function, including the annual internal audit plan and any audit reports and significant findings as well as the status of implementing related recommendations.
- F. On a regular basis, meeting separately with the external and/or internal auditors to discuss any matters that the Committee or auditors believe should be discussed in executive session without management present.
- G. Providing oversight of the University's Enterprise Risk Management (ERM) function, advising the Board regarding the adequacy and effectiveness of the University's risk management policies and procedures, and recommending processes to facilitate the Board's oversight of risk management.
- H. Providing oversight of the University's insurance program and the adequacy of coverage.
- I. The review of the University's procedures for receipt, retention, and resolution of complaints regarding accounting or auditing matters, or other reports, including procedures for the confidential, anonymous submission by employees of concerns, with provision for employee protection. The Committee shall receive periodic reports on the nature of these complaints and the outcomes of the investigation of such matters. The Committee shall also provide oversight regarding the University's Policy of Ethical Practice and the independence of Trustees, including actual or potential conflicts of interest and related procedures.

Section 3. The Committee shall have the authority to retain, at the University's expense, independent legal counsel, accountants, or other professional advisors that the Committee determines to be appropriate to support the Committee in fulfilling its responsibilities.

Section 4. The selection of external auditors or other advisors shall require the affirmative vote of a majority of the Committee members eligible to vote. For all other matters, three members of the Committee shall be sufficient to constitute a quorum, consistent with Article V, Section 2 of these Bylaws.

ARTICLE VIII

Finance Committee

Section 1. The Finance Committee shall have responsibility for the general oversight of the financial operations and major financial and various administrative policies of the University. This includes, but is not limited to, general oversight of the investment of financial assets of the University, including the endowment, review and approval of the annual operating and capital budgets, review and approval of any debt or significant and/or unusual financing arrangements and oversight of the effectiveness and efficiency of the business operations of the University. Each member of the Committee shall be independent of the University and at least one member of the Committee shall be designated as a "financial expert."

Section 2. The Committee shall be responsible for the following:

- A. Providing oversight to the Internal Investment Committee. This includes a regular review of the endowment and its investment and operating policies and engagement and oversight of the investment advisor. The Finance Committee shall submit its

- recommendations concerning investment policies, investment advisors, and endowment spending policies to the Board of Trustees for approval.
- B. The review and approval of the annual operating and capital budgets of the University, including any revisions and significant deviations thereto. This covers all phases of the University's activities such as strategy, tuition rates and appropriate assumptions for the given fiscal year. The Committee shall submit the proposed budgets to the Board of Trustees for approval. Periodically, a review of the financial projections as compared to the budget will occur.
 - C. The review and approval of capital needs and the related debt program, including its capacity, policies and structure. All new debt or significant and/or unusual financing arrangements of the University shall be reviewed and approved by the Committee prior to their submission to the Board of Trustees for approval.
 - D. The review and approval of the plan for funding the construction of any building or other significant construction project.
 - E. Providing oversight for Human Resource programs, policies and procedures including the areas of employee recruitment, retention, compensation and benefits administration, and workforce development.
 - F. Providing oversight for other financial or business matters arising from time to time.
 - G. Providing oversight to and monitoring the operations of the Retirement Plan Committee in connection with the investment and administration of the Robert Morris University Defined Contribution Plan.

ARTICLE IX

Academic Affairs and Enrollment Management Committee

Section 1. The Academic Affairs and Enrollment Management Committee shall have oversight of the educational activities of the University. The Committee shall review and make recommendations to the Board of Trustees concerning new degrees and degree programs, facilities to support instruction, and the awarding of degrees, including honorary degrees. The Committee shall provide review and oversight of University accreditation as well as school, degree, and programmatic accreditations.

Section 2. The Committee shall provide leadership, strategic guidance, and oversight for development, implementation and administration of policies and procedures directed towards faculty at Robert Morris University including matters pertaining to appointments, promotions, and retirement, faculty recruitment and retention, and administration of compensation and benefits.

Section 3. The Committee shall serve as the Promotion and Appointments Committee of the Board. In this role, the Committee shall review in a fiduciary capacity the decision for a faculty member to be promoted to the rank of Professor or University Professor or to be designated as an Emeritus Professor.

Section 4. The Committee provides strategic guidance for student recruitment, admissions, and financial aid. This includes issues of student body composition, recruitment strategies and program

development as it relates to meeting market demand. Similarly, the Committee provides strategic guidance for the allocation of institutional financial aid resources as it relates to achieving the recruitment and retention goals of the University.

Section 5. The Committee considers the use of technology as it relates to the University's academic programs and services.

Section 6. The Committee provides oversight of the University's sponsored academic research program.

ARTICLE X

Facilities Committee

Section 1. The Facilities Committee shall have the responsibility for reviewing and, where applicable, making recommendations to the Board with respect to projects affecting the University's buildings and grounds, including the construction of buildings, significant renovations of existing buildings, real estate acquisitions or dispositions, leases of buildings or land, and the Campus Master Plan.

Section 2. Before any action shall be taken in respect to the construction of any building or other significant construction project (each, a "Construction Project"), a recommendation shall first be submitted by the Facilities Committee, detailing the need, future use, compatibility with existing facilities, and estimated costs of construction and operation of the Construction Project, to the Executive Committee and Board of Trustees for approval.

Section 3. The Facilities Committee shall make periodic inspections of the properties under its jurisdiction.

ARTICLE XI

Institutional Advancement, Alumni and Community Affairs Committee

Section 1. The Institutional Advancement, Alumni and Community Affairs Committee shall have responsibility for the general supervision of fundraising, alumni relations, governmental relations, public relations and marketing for the University.

Section 2. The Committee shall advise and assist with strategies and opportunities for increasing financial support for the University from alumni, friends, foundations, corporations and the government, including facilitating Trustee participation in the University's institutional advancement activities and assisting management with the identification, cultivation, and solicitation of major and planned gifts.

Section 3. The Committee shall have general responsibility for maintaining the relationship of the Board of Trustees with the University's Alumni Association and for marketing the University to potential donors, students and the public in general.

ARTICLE XII

Student Life and Athletic Affairs Committee

Section 1. The Student Life and Athletic Affairs Committee shall review matters affecting all aspects of student life at the University, including those related to residence life, student safety, student health services, counseling and advising, campus ministry, disciplinary policies and procedures, campus recreational activities, extracurricular activities, career services, and student community and civic engagement. The Committee shall also review all matters affecting all aspects of the NCAA intercollegiate athletics program at the University, including those related to Athletics Department policies and procedures, student-athletic wellness programs and academic services, and NCAA or any other athletic conference-related compliance matters.

Section 2. The Committee shall consider proposals on student life and athletics matters, and submit reports and recommendations thereon to the Board of Trustees as may be required. The Committee shall receive periodic reports from an officer of the University's Student Government Association and shall seek other opportunities for students to participate in Committee meetings as appropriate from time to time.

ARTICLE XIII

Governance Committee

Section 1. The Governance Committee shall have the overall responsibility for overseeing corporate governance within the University and shall provide counsel to the Board of Trustees regarding the most effective composition of the Board and the development of policies and practices to enhance Board performance.

Section 2. The Committee shall be responsible for the following matters: identifying, reviewing and nominating candidates for election to the Board of Trustees; evaluating Trustees who are eligible for re-election, in light of the standards set forth in the "Statement of Responsibilities and Expectations of the Board of Trustees," and making recommendations to the Board regarding such renewals; implementing and monitoring an orientation program for new Trustees; nominating individuals to serve as Board officers; appointing committee chairs and committee members; nominating individuals for election to at-large positions on the Executive Committee; nominating individuals for election as Emeritus Trustees; monitoring the diversity and inclusion efforts of the Board and the University and advising the Board regarding the adequacy and effectiveness of such efforts; recommending and conducting periodic assessments of Board and committee performance; and periodically reviewing the University's Bylaws and developing recommendations regarding changes to be adopted by the Board.

Section 3. The Committee shall from time to time analyze the appropriate skills and characteristics required of Board members in conjunction with the content of the current composition of the Board, including, but not limited to, such factors as business experience, fundraising acumen, technology, finance, human resources, marketing, diversity and other areas which are expected to contribute to an effective Board.

ARTICLE XIV

Conflict of Interest

Section 1. In keeping with the University's high ethical standards, Trustees shall exercise appropriate care to prevent situations in which a Trustee's financial, professional or personal considerations may directly or indirectly affect, or have the appearance of affecting, the Trustee's judgment and which is inconsistent with or interferes with the best interests of the University.

Section 2. In order to effectuate this purpose, the University shall maintain a Conflict of Interest Policy which shall provide for the following:

- A. Dissemination of the Conflict of Interest Policy to all Trustees;
- B. Trustee duty to disclose the existence of potential conflicts;
- C. A procedure to address whether a conflict of interest exists, which includes the opportunity for the Trustee to make a presentation to the Audit and Risk Committee;
- D. Maintenance of appropriate records of said proceedings; and
- E. Annual submission by Trustees of a signed disclosure statement which acknowledges the Policy and details any affiliations or interests which might constitute a conflict of interest.

ARTICLE XV

Reports of Committees and Attendance at Meetings

Section 1. Each Committee shall make a report at each regular meeting of the Board of Trustees.

Section 2. All officers and employees, when requested, shall attend meetings of the Board of Trustees and its Committees.

ARTICLE XVI

Appointment of Special Committees

The Board Chair or the Board of Trustees or Executive Committee may from time to time appoint special committees to perform such duties and to report on such matters as may be referred to them.

ARTICLE XVII

Officers

Section 1. The officers of the University are the Chair, Vice Chair(s), President, Provost, Senior Vice President for Business Affairs, Senior Vice President for Institutional Advancement, Treasurer, Vice President and General Counsel, Secretary and such assistant officers as the Board determines. The Board of Trustees shall elect the Chair and Vice Chairs for a three-year term, and shall annually elect the President, Provost, Senior Vice President for Business Affairs, Treasurer, Vice President and General Counsel, Secretary, and such assistant officers as it may deem advisable. Each such officer shall serve his/her term until the next election by the Board or until his/her successor shall have been elected and qualified, subject to the provisions of Article XXVII, "Resignations and

Renewals.” An individual so elected may serve in one or more of the aforementioned positions. Additional officers can be appointed by the President, subject to Board approval.

Section 2. The performance evaluations and compensation for the President and the other officers shall be determined as described in Article VI, Section 7.

ARTICLE XVIII

Chair

The Chair shall preside at all meetings of the Board of Trustees, and shall be a member of and chair the Executive Committee. Additionally, the Chair shall have such other powers and duties as set forth in these Bylaws or as otherwise prescribed by the Board from time to time.

ARTICLE XIX

Vice Chair

There shall be up to two Vice Chairs elected by the Board. A Vice Chair, as designated by the Chair or the Executive Committee, shall perform the duties of the office of the Chair in the absence of the Chair or in the event of a vacancy in that office.

ARTICLE XX

President

The President shall be the chief executive officer of the University, and shall be elected by and responsible only to the Board of Trustees for the supervision, management and governance of the University. All officers, other than the Chair and Vice Chairs of the Board, members of the educational staff and employees shall be responsible to him/her. The President shall preside at all University exercises and shall represent the University in public. He/she shall be a non-voting ex-officio member of the Board of Trustees and all Committees. He/she shall have such further powers and duties as are incident to the office of the President of a corporation and such further powers and duties as the Board may from time to time prescribe.

ARTICLE XXI

Provost

The Provost shall be the senior officer, under the President, responsible for all educational affairs and activities of the University. The Provost shall have the powers and duties assigned by the President which shall include strategic, academic, and budgetary oversight and authority for all schools within the University. The Provost shall report to the President and during the absence or disability of the President, shall perform the duties and have the powers of the President, except as specifically limited by the Executive Committee of the Board.

ARTICLE XXII

Senior Vice President for Business Affairs

The Senior Vice President for Business Affairs shall be the executive officer, under the President, responsible for all business and financial operations, including accounting and auditing, preparation of budgets, fiscal planning, real estate, administrative and operating services of the University. The Senior Vice President for Business Affairs shall have the powers and duties assigned by the President, shall report to the President, and during the absence and or disability of the President and Provost, shall perform the duties and have the powers of the President, except as specifically limited by the Executive Committee of the Board. The Senior Vice President for Business Affairs may delegate any of his or her duties to any duly appointed Treasurer.

ARTICLE XXIII

Senior Vice President for Institutional Advancement

The Senior Vice President for Institutional Advancement shall be the primary officer, under the President, responsible for the development and implementation of all fundraising and public relations initiatives of the University including capital campaigns, annual giving, government, corporate and foundation sponsored grants, alumni affairs, and marketing. The Senior Vice President for Institutional Advancement shall have the powers and duties assigned by the President and shall report to the President.

ARTICLE XXIV

Treasurer

The Treasurer shall be the primary officer responsible for the collection, custody, investment, and disbursement of the University's funds. He/she shall render to the Board and the President, whenever either of them so requests, an account of all transactions taken as Treasurer and of the financial condition of the University. He/she is empowered to sign contracts and other written instruments in the name of the University. The Treasurer shall have the powers and duties assigned by the Senior Vice President for Business Affairs and shall report to the Senior Vice President for Business Affairs.

ARTICLE XXV

Secretary

The Secretary shall attend and keep minutes of all meetings of the Board of Trustees and the Executive Committee, and shall ensure that written notice is provided for all regular and special meetings of the Board and of the Executive Committee. He/she shall be the custodian of the University Seal and shall affix the Seal on all applicable contracts, deeds and other documents. He/she shall have charge of the minute books of the Board and the Executive Committee and of such other books and papers as the Board may direct and in general perform all the duties incident to the office of Secretary. The Secretary shall perform such other special duties as may be assigned to him/her by the Board or the Executive Committee.

ARTICLE XXVI

General Counsel

The General Counsel shall be the chief legal officer under the President, and at the request of the Board of Trustees, shall report directly to that body. The General Counsel shall be responsible for providing legal counsel, advice and representation to the University and the Board of Trustees in all legal matters and proceedings, and when appropriate shall employ outside counsel to assist in carrying out these responsibilities. The General Counsel may sign and execute pleadings, powers of attorney pertaining to legal matters, and any other contracts and documents in the regular course of the General Counsel's duties.

ARTICLE XXVII

Resignations and Removals

Section 1. Any member of the Board of Trustees or officer of the University may resign at any time by giving written notice to the Board of Trustees, the Chair of the Board, the President or the Secretary of the University. Any such resignation shall take effect upon receipt of said notice or at such later time specified therein.

Section 2. All Trustees and the President serve at the pleasure of the Board. Subject to the "Statement of Responsibilities and Expectations of the Board of Trustees," the Governance Committee shall make a recommendation regarding retention of a Trustee to the Executive Committee, which shall, in turn, make a recommendation to the full Board regarding continued Board membership. A Trustee or the President may be removed from office, with or without cause, at any meeting of the Board of Trustees by a vote of two-thirds of the voting Trustees then in office, subject to any applicable contractual rights of the President.

Section 3. The Provost, Senior Vice President for Business Affairs, Senior Vice President for Institutional Advancement, Vice President and General Counsel, and any assistant officers serve at the pleasure of the President and may be removed from office, with or without cause, by the President, who shall notify the Board of Trustees of any such action(s). The Treasurer serves at the pleasure of the Senior Vice President for Business Affairs and may be removed from office, with or without cause, by the Senior Vice President for Business Affairs, with the approval of the President, who shall notify the Board of Trustees of any such action.

ARTICLE XXVIII

Limitation of Liability and Indemnification

Section 1. A Trustee of the University shall not be personally liable for monetary damages for any action taken, or any failure to take any action; provided, however, that this provision shall not eliminate or limit the liability of a Trustee to the extent that such elimination or limitation of liability is expressly prohibited by 15 Pa.C.S.A. § 5713 of the Pennsylvania Non-Profit Corporation Law (NPCL) and the Trustee has breached or failed to perform the duties of his/her office under Chapter 57, Subchapter B of the NPCL as in effect at the time of the alleged action or failure to take action by such Trustee. Such limitation on liability does not apply to the responsibility or liability of a Trustee pursuant to any criminal statute or for payment of taxes pursuant to any local, State, or Federal Law.

Section 2. The University shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL), each Trustee and/or officer (including each former Trustee or officer) of the Board or the University who was or is made a party to or a witness in or is threatened to be made a party to or a witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such Trustee or officer is or was an authorized representative of the University, against all expenses (including attorneys' fees and disbursements) judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by the Trustee or officer in connection with such action, suit or proceeding if such Trustee or officer acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the University and, with respect to any criminal proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Section 3. The University shall pay expenses (including attorneys' fees and disbursements) incurred by a Trustee or officer of the University in defending or appearing as a witness in any civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay all amounts advanced if it shall ultimately be determined that the Trustee or officer is not entitled to be indemnified as provided for herein.

Section 4. The University may, as determined by the Board of Trustees from time to time, indemnify, in full or in part, to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the University, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorney's fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the University and, with respect to any criminal proceeding, had no reasonable cause to believe his/her conduct was unlawful. The University may, as determined by the Board from time to time, pay expenses incurred by any such person by reason of participation in an action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified as provided for herein.

Section 5. Indemnification shall not be made by the University in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter B or Subchapter D of the NCPL or any successor statute as in effect at the time of such alleged action or failure to take action.

Section 6. Unless ordered by a court, any indemnification under this Article shall be made only following a determination that indemnification is proper under the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made:

- A. by the Board by a majority vote of a quorum consisting of Trustees who were not party to the action or proceeding; or

- B. if such quorum is not obtainable and a majority vote of a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

Section 7. The University may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted against or incurred by such person in connection with any action, whether or not the University would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article. The University may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may become necessary to effect indemnification as provided herein.

ARTICLE XXIX

Discrimination Prohibited

In administering its affairs, the University complies with all applicable laws, does not discriminate on the basis of race, color, religion, national origin, sex, disability, sexual orientation or age in its programs and activities, and provides equal access to all students, employees, and other University stakeholders.

ARTICLE XXX

Fiscal Year

The fiscal year of the University shall mean the period of twelve (12) months beginning June 1.

ARTICLE XXXI

Seal

The seal of the University shall be of such design as shall be adopted by the Board of Trustees.

ARTICLE XXXII

Amendments

The Bylaws may be amended by a two-thirds vote of the Trustees present at any regular or special meeting of the Board, provided that due notice of the proposed amendment be sent in writing at least ten (10) days in advance of the meeting at which the proposed amendment is presented.

As amended effective February 13, 2015