

# **ALBRIGHT COLLEGE**

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**BYLAWS OF ALBRIGHT COLLEGE  
BOARD OF TRUSTEES  
Approved May 7, 2011**

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# ALBRIGHT COLLEGE

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## BOARD OF TRUSTEES' BYLAWS

### ARTICLE I

#### Board of Trustees Authority and Responsibilities

*Section 1.* The Board of Trustees shall have and exercise those corporate powers prescribed by law. Its ultimate authority is affirmed through its general, academic and financial policy making functions and its responsibility for the corporation'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 it deems appropriate. Unless otherwise specified, the implementation of all Board of Trustees' policy shall be vested in the President. These bylaws and other Board of Trustees' 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, by the Charter or by applicable law. This authority, in consultation with the President, shall include, but shall not be limited to, these illustrative functions:

1. Determine and periodically review the College's mission and functions.
2. Elect the President who shall be the College's chief executive officer and set appropriate conditions of employment.
3. Support the President and assess his or her performance, and report the results of the assessment to the full Board of Trustees for their approval.
4. Review and approve proposed changes in the College's academic programs, courses of study and other major enterprises consistent with the College's mission, plans and financial resources.
5. Approve institutional policies bearing on faculty appointment, promotion, tenure and dismissal, as well as personnel and anti-discriminatory policies for other categories of employees.
6. Approve annual budget and annual tuition and fees, regularly monitor the College's financial condition and establish policy guidelines affecting all institutional assets including investments and physical plant.
7. Contribute financially to the College's fundraising goals, participate actively in strategies to secure resources of support, and authorize College officers to accept gifts, grants, or bequests subject to Board of Trustees' policy guidelines. Members of the Board of Trustees are expected to regard the College as among their top two or three philanthropic priorities. Each trustee is expected to support annually The Fund for Albright, periodic capital efforts, and other special efforts with thoughtful and proportionate generosity that is consistent with the individual capacity of the trustee to give. From time to time, the Board of Trustees sets, a minimum annual contribution amount, as a guideline, (currently \$5000). Each trustee is asked to contribute annually from his or her own resources or through a combination of personal funds and personal fundraising efforts an amount not less than the suggested minimum. The participation of each trustee in a meaningful way to Board-approved fundraising efforts enables the College to solicit funds from others by using its own trustees as examples of commitment.
8. Authorize any need for debt financing and approve the security of loans.

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9. Authorize the construction of new buildings, capitalization of deferred maintenance backlogs and major renovations of existing buildings.
10. Authorize the purchase, sale and management of all land, buildings or major equipment.
11. Approve all earned and honorary degrees through the faculty and the President, as they shall recommend.
12. Serve actively as advocates for the College in appropriate matters of public policy in consultation with the President and other responsible parties as the Board of Trustees shall determine.
13. Periodically undertake or authorize assessments of the Board of Trustees' performance.

## ARTICLE II

### Membership of the Board of Trustees

- Section 1.* It is part of the mission of the Board of Trustees to represent those who have a stake in Albright College.
- Section 2.* The Board of Trustees shall consist of no fewer than fifteen (15) persons nor more than forty-five (45) persons. All potential Trustees will be evaluated and approved by the Trusteeship and Governance Committee, and voted to membership by a majority of the Board of Trustees.
- Section 3.* Albright College has a long-standing affiliation with the United Methodist Church and, as such, the Trusteeship and Governance Committee should actively seek potential trustees who have a United Methodist affiliation.
- Section 4.* Alumni of Albright College shall make up 50 to 75% of the Board of Trustees. The College's duly authorized Alumni Association shall elect alumni nominees annually. The Secretary of said Association shall certify election of alumni nominees to the Trusteeship and Governance Committee of the Board of Trustees for their consideration.
- Section 5.* Recognizing the importance of our relationship to the Greater Reading area, the Trusteeship and Governance Committee should actively seek potential trustees from the City of Reading and Berks County area.
- Section 6.* Unless otherwise limited, the term of service for trustees shall be for a period of three years, and shall begin immediately upon their election. Trustees may be re-elected for additional three-year terms with the recommendation of the Trusteeship and Governance Committee. The terms of the current Vice Chair and Secretary of the Board may be extended by one-year in order to complete a current term of office. With the exception of the Vice Chair and Secretary, as described above, and the current Board Chair, as described below in Section 7, no more than four consecutive three-year terms may be served by any trustee without at least a one-year hiatus off the Board of Trustees. If a person returns to the Board after a one-year hiatus, he or she is eligible to serve not more than two three-year terms.
- Section 7.* Upon election as Chair of the Board of Trustees, the Chair shall be eligible to complete three two-year terms as Board Chair regardless of the term limits noted in Section 6 above. At the completion of the Board Chair's term of office, the Board Chair can be reelected to one additional year of Board service to function as an advisor/resource to the newly elected

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Chair. This one-year additional term shall be upon the recommendation of the Trusteeship and Governance Committee. If so elected, the former Board Chair shall have the authority to vote and carry out all lawful functions that are permitted by these bylaws.

*Section 8.* The President of the College shall be a full member of the Board of Trustees. No other person shall be eligible for election to membership on the Board of Trustees who is a full-time employee of Albright College.

*Section 9.* Trustee Emeritus: Upon recommendation of the Trusteeship and Governance Committee, trustees who have served with meritorious distinction over a long period of years may be elected by a majority of trustees as Trustees Emeriti. The following criteria should be used when evaluating a former trustee for Emeritus status: length of service on the Board; involvement in Board and other College activities; initiative and leadership on the Board and other committees of the College; demonstrated level of financial support appropriate to one's abilities; demonstrated willingness to participate in fundraising activities; and indicated desire to continue relationship with Albright College.

Section 10. Chair Emeritus: Chairpersons of the Board should be separately recognized because of their extraordinary commitment to Albright. Persons elected to this position should have been Board Chair for at least two terms. Chairs Emeriti shall be invited to attend all meetings of the Board, receive all Board materials and mailings, and shall have all the privileges of a trustee except the right to vote. Chair Emeriti shall not be counted as part of quorum determinations at Board meetings.

*Section 11.* All trustees serve at the pleasure of the Board of Trustees. A trustee may be removed from service by a recommendation of the Trusteeship and Governance Committee and an affirmative vote of two-thirds of the trustees.

*Section 12.* Two current full-time faculty members of Albright College, the Faculty Chair and the Educational Policy Committee (EPC) Chair, shall be non-voting representatives to the Board of Trustees during their term as chair. The faculty representatives shall be welcome to attend meetings of the Board of Trustees and its Executive Committee, but shall not be eligible to attend executive sessions.

*Section 13.* The current President of the Student Government Association (SGA) shall be a non-voting representative to the Board of Trustees during his or her term as president. The student representative shall be welcome to attend meetings of the Board of Trustees and its Executive Committee, but shall not be eligible to attend executive sessions.

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## ARTICLE III

### Officers of the Board of Trustees

- Section 1.* At the annual meeting held after September 1 of every other year, or at a special meeting called for such purpose, the Board of Trustees shall elect from its active membership, for a period of two years, a Chairperson of the Board of Trustees, a Vice Chairperson of the Board of Trustees, and a Secretary of the Board of Trustees. An officer shall remain in office until replaced or removed in accordance with this Article.
- Section 2.* The chairperson of the Board of Trustees shall preside at all meetings of the Board of Trustees, and have the right to vote on all questions, work with the Trusteeship and Governance Committee to appoint committee chairpersons, vice-chairpersons and committee members of all Board of Trustees' committees with the exception of the Executive Committee, serve as spokesperson for the Board of Trustees, be an ex officio member of all committees of the Board of Trustees, and perform such other duties as custom and usage shall require.
- Section 3.* The Vice Chairperson shall preside and act in the absence of the Chairperson and, when so acting, shall have all the powers and authority of the Chairperson. Next to preside is the Secretary of the Board of Trustees if the Chair and Vice Chair are absent, followed by the Chair of the Trusteeship and Governance Committee.
- Section 4.* The Secretary or the Chairperson shall issue all notices of the meetings of the Board of Trustees as may be required. The Secretary of the Board of Trustees shall have custody of the corporate seal and all documents belonging to the corporation, keep accurate minutes of the proceedings at meetings of the Board of Trustees and the Executive Committee, and perform such duties as usually pertain to the office. The President shall designate a Secretary of the College who shall assist the Secretary of the Board of Trustees.
- Section 5.* The Chairperson or Vice Chairperson and the Secretary of the Board of Trustees shall sign all diplomas and certificates authorized by the Board of Trustees.
- Section 6.* The term of office for all officers shall be for two years. Officers may be reelected for two additional two-year terms.
- Section 7.* Any officer of the Board of Trustees may be removed from office at any time, with or without cause, by an action of two-thirds majority of the Board of Trustees.

## ARTICLE IV

### Term, Authority, and Responsibilities of the President of the College

- Section 1.* The President serves at the pleasure of the Board of Trustees for such term and with such conditions of employment as shall be determined by the Board of Trustees.
- Section 2.* The President shall be the College's chief executive officer and the chief advisor 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 College educational and managerial affairs. The President is responsible for leading the College, implementing all Board of Trustees' policies,

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keeping the Board of Trustees informed on appropriate matters, consulting with the Board of Trustees in a timely manner on matters appropriate to its policy making and fiduciary functions, and serving as the College's key spokesperson. He or she has the authority to execute all documents on behalf of the college and the Board of Trustees consistent with Board of Trustees' policies and the best interests of the College. The President may serve as an ex officio member of all Board of Trustees' committees, except the Audit committee, and except the President shall not participate in any meeting when Presidential evaluation and compensation are being considered.

## ARTICLE V

### **The President's Objectives, Performance Assessment and Compensation**

- Section 1.* The President's Compensation Committee shall be comprised of the Board Chair, Vice Chair, and Secretary of the Board, along with the Chair of Trusteeship and Governance Committee.
- Section 2.* The President in conjunction with the Compensation Committee shall develop his/her annual performance objectives for approval by the full Board of Trustees.
- Section 3.* The Board of Trustees shall conduct an annual performance assessment of the President as defined by the Compensation Committee, in collaboration with the President, in executive session at the annual meeting of the Board of Trustees.
- Section 4.* In general, it is the responsibility of the Compensation Committee to facilitate the annual performance assessment of the President and report this assessment to the entire Board of Trustees for review and approval. The President may be reviewed at any time deemed desirable by the Board of Trustees by an outside evaluator, who will be appointed by the Board of Trustees after consultation with the President.
- Section 5.* The President's Compensation Committee will determine the President's compensation package based on the results of the annual performance assessment and report such for approval to the Board of Trustees in Executive Session for approval by the full Board of Trustees.

## ARTICLE VI

### **Term, Authority and Responsibilities of the Vice President(s)**

- Section 1.* The vice president(s) and /or dean(s) and /or provost shall serve for such term(s) and have such authority and responsibilities as the President shall determine.
- Section 2.* Should the President be rendered incapable of performing his or her duties, the Board of Trustees shall determine which vice president or other individual shall perform the President's duties. The President is to have two administrators prepared at all times to assume the duties of the President should he or she be incapable of performing those duties, and shall notify the Executive Committee annually of those prepared.

## ARTICLE VII

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## Meetings of the Board of Trustees

- Section 1.* The Board of Trustees shall have at least three (3) regular meetings annually on such dates and at such places as it or the Executive Committee shall determine. The annual meeting for the purpose of electing trustees and officers of the Board of Trustees (upon expiration of their two-year term), shall be the first Board of Trustees' meeting after September 1 of each year. At such annual meeting, the Board of Trustees shall schedule the regular meetings for the coming academic year.
- Section 2.* Special meetings may be held at the call of the Chairperson of the Board of Trustees or any eight trustees. Written notice of such special meetings shall be sent to all trustees by the Chairperson or Secretary of the Board of Trustees with a clear statement of purpose(s) at least five (5) days in advance. Business at such special meetings shall be confined to the stated purpose(s).
- Section 3.* A quorum for the transaction of business at meetings of the Board of Trustees shall consist of a majority of the voting member trustees. Except as otherwise provided in these bylaws or the Charter, a majority vote of those members present with a proper quorum shall constitute proper action.

## ARTICLE VIII

### Action Without Formal Meeting

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken by a written consent executed by at least a majority of the Board of Trustees eligible to vote thereon. Trustees may participate in meetings by mail, fax, conference call, telegram and cable, or by any other means of communication the trustees may decide. The record of such action shall be directed to every member of the Board of Trustees or committee involved. The respective secretary shall certify as to the appropriate actions having been taken, and the written consent setting forth the action(s) taken and signed by a majority of those member trustees eligible to vote shall be filed with the minutes of the proceedings as soon as possible.

## ARTICLE IX

### Committees

- Section 1.* The Board of Trustees shall establish such standing and ad hoc committees as it deems appropriate to the discharge of its responsibilities. Each shall have a definite written Statement of Role and Responsibilities with rules of procedure and policy guidelines that shall be reviewed annually by the committee, and approved by the Board of Trustees. Ad Hoc committees will be constituted only for the duration of their task and will be dissolved upon completion thereof at the direction of the Board of Trustees' Chairperson.
- Section 2.* The Chairperson of the Board of Trustees in consultation with the Trusteeship and Governance Committee shall appoint the chairpersons, vice chairpersons, and members of all Board of Trustees' committees except the Executive Committee. All committee

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chairpersons and vice chairpersons shall be Trustees. Each member of the Board of Trustees shall be appointed to at least one committee.

Committee chairpersons shall serve as chairperson for a period of two years with two additional two-year appointments possible. After a one year hiatus, he or she may be reappointed to chair the same committee. Committee chairpersons, other than the Executive Committee chair, shall be selected at the annual meeting of the Board of Trustees when officers are not elected.

*Section 3* Each committee shall have an officer(s) of the College or a member of the administrative staff, as determined by the President, to assist in its work. Except as otherwise provided in these bylaws, each committee, as determined by the Chairperson of the Board and upon recommendation of the President, may have a member(s) of the faculty, staff and student body serve as advisory members. Advisory members shall attend meetings, or portions thereof at the call of the chairperson of the committee. Officers of the College, administrative staff, invited faculty and students will not vote.

*Section 4.* Whenever possible, each committee shall meet in conjunction with the regular meetings of the Board of Trustees. Special meetings may be called by the chairperson of the committee, the Chairperson of the Board of Trustees, the President of the College, or upon the request of three or more trustee members of the committee. Written notice of such special meetings shall contain a clear statement of purpose(s), and business at such special meetings shall be confined to the stated purpose(s).

*Section 5.* The committee chairperson shall appoint a secretary. The secretary shall insure that minutes are taken and promptly distributed to all trustees. A quorum for the transaction of business at committee meetings of the Board of Trustees shall consist of a majority of the voting member trustees.

*Section 6.* No committee shall have any power or authority as to the following:

1. the creation or filling of vacancies in the Board of Trustees;
2. the adoption, amendment or repeal of the Charter or these Bylaws;
3. the amendment or repeal of any resolution of the Board of Trustees; or
4. action or matters committed by the Bylaws or resolution of the Board of Trustees to another committee of the Board of Trustees.

## **ARTICLE X**

### **The Executive Committee**

*Section 1.* There shall be an Executive Committee consisting of the Chairperson of the Board of Trustees, who will serve as the Chairperson of the Executive Committee, the Vice Chairperson of the Board of Trustees, the Secretary of the Board of Trustees, the chairpersons of all Board of Trustees' standing committees, and the President of the College. The Chairperson of the Board of Trustees along with the Chairperson of the Trusteeship and Governance Committee may recommend up to three (3) at-large members for inclusion on the Executive Committee. These additional at-large members shall be approved for membership on the Executive Committee by a vote of the entire Board of Trustees.

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*Section 2.* In addition to other responsibilities and guidelines the Board of Trustees may assign to it, the Executive Committee shall:

1. Serve as the primary source to review, revise, and discuss the strategic direction of the College;
2. Meet annually in conjunction with the Board Officers' Summer Planning Session; and
3. Remain on call for special meetings, as needed, to advise the President and Board Chair. Special meetings of the Executive Committee may be held at the call of the Chairperson of the Board of Trustees. Written notice of such special Executive Committee meetings shall be sent to all trustees by the Chairperson or Secretary of the Board of Trustees with a clear statement of purpose(s). Business at such special meetings shall be confined to the stated purpose(s).

*Section 3.* The Secretary of the Board of Trustees shall act as Secretary of the Executive Committee and ensure that minutes are taken and promptly distributed to all trustees. Such minutes shall require formal approval by the Board of Trustees.

## **ARTICLE XI** **Conflict of Interest**

### Section 1. Definitions

1. Conflict of Interest. "Conflict of interest" shall mean a personal, familial, business, financial or other relationship between a trustee or officer and the college that impairs or reasonably appears to impair and/or bias the judgment of the trustee or officer in the discharge of his/her responsibilities and duties to the college or that could cause the college to be legally or otherwise vulnerable to criticism, embarrassment, or litigation.

1. Trustee. "Trustee" shall mean a duly elected, voting member of the Board of Trustees of Albright College.

2. Officer of the College. "Officer of the College" shall mean the five vice presidents of the College: Provost and Vice President for Academic Affairs, Vice President for Administrative and Financial Services, Vice President for Enrollment Management, Vice President for Student Affairs, and Vice President for Advancement.

### Section 2. Standards of Conduct and Purpose of Policy

1. As stewards of Albright College, the trustees and officers have moral, ethical, legal and fiduciary responsibilities to act in the best interests of the college, and to protect the academic and financial assets, integrity, and reputation of the college. Consistent with their stewardship and fiduciary responsibilities, trustees shall avoid conflicts of interest and should aspire to avoid even the appearance of conflicts of interest. Relationships and transactions of trustees and officers must not be in conflict with the general interests, policies, and mission of the college.

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2. Trustees and officers shall annually sign a Conflict of Interest Disclosure Statement, and have an affirmative duty to disclose conflicts of interest and potential conflicts of interest as specified in this policy. Disclosure shall be in writing and made in a timely manner to permit appropriate consideration and determination under this policy.

3. The college shall not contract with or transact business with a firm, association, or corporation in which a trustee or officer has an interest unless such interest is fully and appropriately disclosed in writing, the interested trustee or officer abstains from influencing, deliberating, or voting on the matter, and the action or transaction is documented as being clearly in the best interest of the college.

## ARTICLE XII

### Alumni Association

The Alumni Association of Albright College is an organization within the Albright College structure. The Alumni Association shall consist of alumni, parents of alumni, and friends of the College. The purpose of said Alumni Association shall be to foster fellowship, to promote a spirit of loyalty to the College, and to further the interests and prosperity of the College. The Alumni Association will develop its own Bylaws for its governance and operation. The Alumni Association will elect alumni nominees annually to be submitted to the Trusteeship and Governance Committee of the Board of Trustees for consideration for trusteeship. In order to facilitate communications between the Alumni Association and the Board of Trustees, the President of the Alumni Association shall be a non-voting representative to the Board of Trustees during his or her term as president. The alumni representative shall be welcome to attend meetings of the Board of Trustees and its Executive Committee, but shall not be eligible to attend executive sessions.

## ARTICLE XIII

### Liability and Indemnification Standards for Trustees

#### *Section 1. Standard of Care and Justifiable Reliance*

1. A trustee of the College shall stand in a fiduciary relation to the College and shall perform his or her duties as trustee in good faith, in a manner he or she reasonably believes to be in the best interest of the College. The duties of the trustee shall be performed with such care including reasonable skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a trustee shall be entitled to rely in good faith on information, opinion, reports or statements including financial statements and other financial data, in each case prepared or presented by any of:
  - A. one or more officers or employees of the College, whom the trustee reasonably believes to be reliable and competent in the matters presented;
  - B. counsel, public accountants or other person as to matters which the trustee reasonably believes to be within the professional or expert competence of any such person; or by
  - C. a committee of the Board of Trustees upon which he or she does not serve, duly designated in accordance with the law, as to matters within its designated authority, of

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which the trustee reasonably believes to merit confidence. The standards recited in this subsection shall also pertain to the duties of a trustee as a member of any committee of the Board of Trustees upon which he or she may serve.

2. In discharging the duties of their respective positions, the Board of Trustees, committees of the Board of Trustees, and individual trustees may, in considering the best interests of the College, consider the effects of any action upon employees, upon suppliers and customers of the College and upon communities in which officers or other establishments of the College are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of subsection (1) of this Section 1.
3. Absent breach of fiduciary duty, lack of good faith or self dealing by a trustee, actions taken as a trustee or any failure to take any action shall be deemed to have been taken in the best interests of the College.

## *Section 2. Indemnification: General*

1. A trustee of the College shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
  - A. the trustee has breached or failed to perform the duties of his or her office under Section I of this Article, and
  - B. the breach or failure to perform by a trustee constitutes self-dealing, willful misconduct or recklessness by the trustee.
2. The provisions of this Section 2 shall not apply to the responsibility or liability of a trustee pursuant to any applicable criminal statute or for payment of taxes pursuant to local, State or Federal law.

## *Section 3. Indemnification: General*

The College shall indemnify a trustee or officer of the College for any action taken or any failure to take any action to the full extent permitted by applicable law, including but not limited to any provision of the Act known as Pennsylvania Non-Profit Corporation Law of 1988, and extending without limitation to third party actions, derivative actions and mandatory indemnification. The obligation of indemnification under this Section shall apply to actions taken or any failure to take any action by a trustee or officer in his or her official capacity and as to any action taken or any failure to take action while holding that office, and shall extend to any contract, instrument or transaction authorized by the Board of Trustees. The indemnification provided by this Article or these bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to under any statute, including but not limited to the Pennsylvania Non-Profit Corporation Law of 1988, or any agreement, vote of disinterested trustees or otherwise. The word "officer" as used in this Article shall mean the following: the President, Vice Presidents, Deans, and other members of the President's Cabinet appointed as Officers of Albright College, as well as any officers of the Board of Trustees as set forth in Article III hereof.

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## *Section 4.*    Indemnification: Grounds

Indemnification pursuant to Section 3 of this Article shall be made to the fullest extent allowed by law, whether or not the College would have the obligation to indemnify the trustee or officer under any other provision of law, except as provided in Section 7 of this Article, and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the College.

## *Section 5.*    Payment of Expenses

Expenses (including attorneys' fees) actually and reasonably incurred by an officer, trustee, employee or agent of the College in defending a civil or criminal action, suit or proceeding, in a College-related matter, shall be paid by the College 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 or she is not entitled to be indemnified by the College

## *Section 6.*    Rights to Indemnification

The indemnification and advancement of expenses provided by, or granted pursuant to, Sections 3, 4 and 5 of this Article, unless otherwise provided when authorized or ratified, shall continue as to a person who has ceased to be a trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

## *Section 7.*    Bar to Indemnification

Indemnification pursuant to Section 3 of this Article shall not be made in any case where the act or failure to act, giving rise to the claim for indemnification, is determined by a court having jurisdiction to have constituted self-dealing, willful misconduct or recklessness.

## **ARTICLE XIV**

### **Review and Amendment of Bylaws**

*Section 1.*    These bylaws may be changed or amended at any meeting of the trustees by a two-thirds vote of those present, provided notice of the substance of the proposed change or amendment is sent to all trustees at least ten (10) days before the meeting.

*Section 2.*    These bylaws shall be reviewed annually by the Trusteeship and Governance Committee, which shall recommend any necessary changes to the Board of Trustees.