



# Amended and Restated Bylaws of Trinity University

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## *Policy Content*

### **AMENDED AND RESTATED BYLAWS OF TRINITY UNIVERSITY**

(Adopted May 12, 2023)

#### **ARTICLE I: TRUSTEES**

##### **Section 1: Number**

The Board of Trustees (herein called the “Board”) of Trinity University (herein called the “University”) shall consist of no fewer than twenty members and no greater than forty members, with an ideal size of thirty to thirty-six members, to be elected in classes of approximately equal size each year for terms of four years beginning on June 1, and each trustee may be re-elected for up to four terms, except that each trustee serving in a fourth or greater term on May 31, 2021 shall be eligible to serve one additional four-year term.

##### **Section 2: Vacancies**

All vacancies which may occur in the membership of the Board shall be filled by the Board.

##### **Section 3: Nominations**

Members of the Board shall be nominated by the Governance Committee and approved by a vote of the Board.

##### **Section 4: Trustees Emeriti**

Upon recommendation of the Governance Committee and approved by a vote by the Board, a Trustee who has demonstrated dedicated, effective, and unique service to the University through distinctive leadership for at least three terms may be designated Trustee Emeritus on retirement from the Board.

These Trustees Emeriti shall be eligible to attend meetings of the Board and Board committees and they may speak freely at all Board and committee meetings. They shall not attend meetings of the Executive Committee or executive sessions of the Board, nor shall they have voting privileges at Board or committee meetings or be counted as part of quorum determinations or for purposes of determining the requisite number of Trustees whose vote is necessary for the taking of any action. Trustees Emeriti shall be sent notices of Board meetings, be encouraged to attend Board meetings, and be invited to process at Commencement ceremonies.

## **Section 5: Advisors**

The Board may elect Advisors, not to exceed at any time twelve in number.

Each of the President of the Trinity University Alumni Association and an executive of the Synod of the Sun or either of such person's designee shall serve on the Board as an Ex-officio Advisor during their respective terms of office and may be appointed to serve on Board committees. These two Ex-officio Advisors shall have a vote on the Board and on any committee on which they serve, be counted as part of quorum determinations, and be counted in the total number of Advisors.

The Board may also elect additional Advisors who each shall have the privilege of the floor at regular meetings of the Board and/or be appointed to Board Committees, but without a vote on the Board or any committee. They will not be counted as part of quorum determinations. They shall be elected for terms of up to four years beginning on June 1, and divided into classes so that the terms of approximately one-fourth expire each year on May 31.

## **Section 6: Conflict of Interest**

In fulfilling their obligations to the University, members of the Board and officers shall exercise independent judgment and act in a manner that avoids engaging in, or appearing to engage in, a conflict of interest involving the University. Members of the Board and officers are considered to have a conflict of interest when there are circumstances that could be expected to materially and adversely affect the individual's judgment on a matter, including when the individual, a family member, or an associate is a party to the contract or transaction or is materially involved in the conduct that is the subject of the claim or challenge, has a material financial interest in the outcome of the contract or transaction or the disposition of the claim or challenge, or is a managerial official or member or has a financial interest in an entity contracting or transacting business with the University. The Board provides further guidance in its Conflict of Interest Policy.

Any member of the Board or Officer who may be uncertain whether a conflict of interest may exist shall request the Board Chair to clarify the matter. At the Chair's discretion, the Chair may ask the Audit Committee to resolve the question by a majority vote. Trustee's determined to have an actual,

apparent, or potential conflict of interest with respect to a specific matter under consideration by a Board or committee cannot vote on such matter. The trustee may state his or her position on the matter or answer questions from other trustees but shall absent oneself from the meeting prior to any vote by the Board or committee. Meeting minutes shall reflect the disclosure, quorum, and voting abstention.

Each trustee and officer of the University, as required by the Board, shall annually complete a disclosure form and acknowledge compliance with the Board policy on Conflict of Interest. The completed disclosure forms shall be provided annually to the audit committee for review and resolution, if necessary.

### **Section 7: Removal of Trustees**

The Board shall have the power to remove or expel any of its members for cause, including but not limited to for continued and willful neglect of the duties incident to membership on the Board. A member of the Board whom the Board seeks to remove from membership shall be given a full and impartial hearing at a regular meeting of the Board or at a meeting called for the specific purpose of hearing the charge(s). At least thirty days prior to such meeting, such member shall be furnished with a written description of the reasons for such member's removal set forth in reasonable detail, and such member may be represented at the hearing by counsel. A vote of at least two-thirds of the entire Board is required for removal of any member of the Board and the reasons for removal shall be entered in full upon the minutes of the Board.

## **ARTICLE II: AUTHORITY AND RESPONSIBILITY OF THE BOARD OF TRUSTEES**

### **Section 1: Powers and Authority**

The Board has the power and authority to act on behalf of the University as prescribed by law. The Board shall determine the guiding general, educational, and financial policies of the University and shall have the power to carry out any other functions permitted by the Charter and these bylaws, except as limited by law. Moreover, these bylaws and Board policy statements shall take precedence over and shall govern all other University statements, documents, and policies.

### **Section 2: Powers Reserved**

Powers explicitly reserved for, and requiring the vote of the Board, shall include but not be limited to:

- a. Determine and periodically review the University's mission, priorities, goals, and performance by participating in a planning process organized and conducted by the President and administration.

- b. Approve new educational programs to ensure they are consistent with the University's mission, and discontinue existing programs when necessary or desirable after appropriate consultation with the faculty and management.
- c. Elect the members and officers of the Board.
- d. Appoint the President who shall be the chief executive of the University and hold office at its pleasure, periodically review the President's performance, and determine the President's compensation and terms of employment.
- e. Periodically review University policies and handbooks to assess effectiveness and consistency with Board policy.
- f. Approve and authorize all earned and honorary degrees upon the faculty's recommendation.
- g. Approve the University's operating and capital budgets on an annual basis.
- h. Authorize changes in tuition.
- i. Authorize the incurring of debt and ensuring thereof by mortgage or pledge of real property.
- j. Authorize the purchase and sale of all land and buildings, excluding those land and buildings held as part of the Endowment fund.
- k. Authorize construction of new buildings and major renovations of existing buildings.
- l. Establish spending policy guidelines to govern the University's endowment and investments, and participate in annual and comprehensive fund-raising efforts as part of its responsibility to ensure adequate resources to advance the University's mission.
- m. Authorize university officers or other agents to accept gifts or bequests on the University's behalf consistent with policies approved by the Board.
- n. Engage in periodic self-assessment of its own performance and these bylaws.
- o. Amend the Certificate of Formation for the University, these bylaws, the book of Committee Charters, and Board policies.

In exceptional circumstances, the Board may vote to authorize a Board Committee to approve a transaction or matter outlined in this section, so long as such approval is within the parameters and conditions set and approved by the Board.

## **ARTICLE III: OFFICERS OF THE BOARD OF TRUSTEES**

### **Section 1: Enumerated**

The officers of the Board shall be a Chair, a Vice Chair, a Treasurer, a Secretary, an Assistant Treasurer, and an Assistant Secretary.

### **Section 2: Term**

All of such officers shall be elected at the May meeting of the Board for a term of three years commencing June 1, and shall serve until their respective successors are duly elected and qualified. In exceptional circumstances, by a vote of the Board, a Board Chair may be re-elected to an additional

one-year term up to two times. One year prior to the expiration of the Chair's term, the Board will identify a Chair-elect to succeed the Chair upon the completion of the Chair's term. Officers other than the Board Chair may be reelected for successive three-year terms. Trustees serving as the Chair, Vice-Chair/Chair-elect, and Immediate Past Chair of the Board shall be exempt from the term limits, as specified in Article I, Section 1 herein, for the duration of their term as an elected officer in these successive capacities.

### **Section 3: Officers as Trustees**

The Chair, Vice Chair, Secretary, and Treasurer shall be members of the Board; however, the Assistant Secretary and the Assistant Treasurer need not be members of the Board, and only these two officers may be the same person. No officer or employee of the University may be a member of the Board.

### **Section 4: Chair**

It shall be the duty of the Chair to preside over all meetings of the Board, to serve as Chair of the Executive Committee, to call special meetings of the Board, and to perform such other duties as may be required of the Chair by the Board. In consultation with the Governance Committee, the Chair shall appoint all committees of the Board including their respective chairs (and their respective subcommittees and subcommittee chairs) at the beginning of each fiscal year, except as otherwise herein provided.

### **Section 5: Vice Chair**

The Vice Chair shall be a member of, and Vice Chair of, the Executive Committee and shall preside over the meetings of the Board and of the Executive Committee in the absence of the Chair.

### **Section 6: Secretary**

The Secretary, or in the Secretary's absence or inability to act, on the appointment of the Chair, any other member of the Executive Committee, shall be the Secretary of the Board and of the Executive Committee, and shall, through the Assistant Secretary, keep all the records of the Board and of the Executive Committee, and shall have charge of the Seal of the University. The Secretary shall be responsible, through the Assistant Secretary, for maintaining a complete record of the official actions of the Board and its several committees.

### **Section 7: Treasurer**

The Treasurer shall, through the Assistant Treasurer, make a complete report to the Board at least annually, including a statement of properties and securities owned and held by or for the University or others, and perform such other duties as the Board designates.

## **ARTICLE IV: OFFICERS OF THE UNIVERSITY**

### **Section 1: President**

The President shall be the chief executive officer of the University and shall also be the President of the faculty. In the President's absence, the President's duties shall be discharged, successively, by the Vice Presidents in an order recommended by the President and approved by the Board.

### **Section 2: Vice Presidents and Other Officers of the University**

The President shall have the responsibility, authority and discretion, such responsibility, authority and discretion having been delegated to the President by the Board, to appoint one or more Vice Presidents and other officers of the University with such compensation (subject to review by the Executive Committee or such other committee designated by the Board for such purpose), and with such titles, duties and responsibilities as may be determined by the President from time to time. Any Vice President or other officer of the University appointed by the President may be removed by the President, for or without cause, at any time whenever in the judgment of the President the best interests of the University would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Vice President or other officer so removed.

### **Section 3: Role of the President, Other Officers and Faculty of the University**

The President shall be responsible to the Board for the supervision, management, and government of the University, for interpreting and carrying out the policies of the Board of Trustees, and for carrying out any other responsibilities delegated to the President by the Board. The President shall carry out these duties in accordance with the policy for shared governance of the University established by the Board. It shall be the responsibility of the President, such other officers of the University appointed by the President, administrators and faculty of the University, to implement Board policies. Subject to the authority of the Board and the President, the faculty have the primary responsibility for matters of curriculum, including the establishment of requirements for degrees. On matters of academic personnel, the faculty have the responsibility to review and recommend academic appointments as well as review and recommend the granting of promotion and tenure. The President, as the delegate of the Board of Trustees, is responsible for determining whether or not to approve recommendations from the faculty on matters of academic personnel.

## **ARTICLE V: BOARD MEETINGS**

### **Section 1: Regular**

Three regular meetings of the Board shall be held each fiscal year; one in May; one in September; and

one in February; or at such other times as the Board may determine.

## **Section 2: Special**

Special meetings of the Board may be held as deemed necessary on call of the Chair or the Vice Chair, or upon order of the Executive Committee.

## **Section 3: Notice, Time, and Place**

Notice of the time and place of all meetings of the Board shall be given not less than three (3) days before the meeting, and any such notice shall be given in accordance with the provisions of Article IX, Section 1. A trustee may waive notice of a meeting. Except as otherwise expressly provided herein or in the certificate of formation or by statute, notice of any meeting of the Board need not state the business to be transacted.

## **Section 4: Quorum**

A majority of the voting members of the Board or Committee (including the members of the Board of Trustees, as well as Ex Officio Advisors with voting rights) shall constitute a quorum for any meeting. In the event a quorum is not achieved for a Board or Committee meeting, those present may continue their informal discussion, but no votes may be taken. The act of a majority of voting members present shall be the act of the Board or committee, except when otherwise provided by these bylaws.

## **Section 5: Action Without a Meeting**

Any action required or permitted to be taken at any meeting of the Board or at a meeting of any committee may be taken without a meeting if a written consent, setting forth the action so taken, is signed by the number of members of the Board or committee necessary to take that action at a meeting at which all of the members of the Board or committee are present and voting, and such consent shall have the same force and effect as a unanimous vote at a meeting. Prompt notice of the taking of any such action by less than unanimous consent shall be given to each member of the Board or committee who did not consent in writing to the action. Any photographic, photostatic, facsimile, or similarly reliable reproduction of a consent in writing signed by a member of the Board or committee may be substituted or used instead of the original writing for any purpose for which the original writing could be used for purposes of this Article V, Section 5. An electronic transmission of a consent by a member of the Board or committee to the taking of such action shall be regarded as a signed writing if the transmission contains or is accompanied by information from which it can be determined the such transmission was transmitted by such member and the date on which such member transmitted such transmission.

## **Section 6: Participation by Conference Telephone**

Members of the Board or members of any committee may participate in and hold a meeting of the Board or such committee by means of conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination thereof, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting, and participation in such a meeting shall constitute presence in person at such meeting. If voting is to take place at the meeting, the University shall implement reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communications is sufficiently identified, and maintain a record of any vote or other action taken at the meeting.

## **ARTICLE VI: STANDING COMMITTEES**

### **Section 1: Standing Committees**

The standing committees of the Board shall consist of an Executive Committee, a Governance Committee, an Audit Committee, and such other standing committees as may be established by the Board from time to time. With the exception of the Executive Committee, the membership of which is specified in these bylaws, the membership of each standing committee shall be made up of trustees appointed by the Chair of the Board, in consultation with the Governance Committee. If approved by the Board, Advisors may be appointed to the Board's committees, provided that trustees shall at all times constitute at least a majority of the members of any such committee. Each of the Board's committees (and their respective subcommittees) shall meet upon the call of its respective Chair, who is appointed by the Chair of the Board, and a majority of its voting members shall constitute a quorum for each. Except for the Executive Committee and Governance Committee, the duties of which are specified in these bylaws, the duties, powers, responsibilities, and functions of the standing committees are as delegated by the Board and as set forth in the Book of Committee Charters heretofore adopted and approved by the Board, as the same may be amended by the Board from time to time.

### **Section 2: Ex-Officio Members and Staff**

The Chair and Vice Chair shall be ex-officio voting members of each of the Board's standing committees and the President shall be a nonvoting ex-officio member of each standing committee. The President shall designate an appropriate member of the University's administrative staff to provide staff assistance to the committees and their respective subcommittees, if any.

### **Section 3: Discharge or Reorganization**

The Board may discharge or reorganize any standing committee(s) or subcommittee(s) or create other committees and subcommittees at any regular meeting of the Board, or at any duly called meeting of



the Board upon an affirmative vote of a majority of the members of the Board present and voting at such a regular or called meeting.

#### **Section 4: Activities**

The Chair shall determine which committee(s) or subcommittee(s) shall consider any matter. When a matter is referred to more than one such committee(s) or subcommittee(s), the Chair shall determine the sequence of consideration of the matter.

### **ARTICLE VII: EXECUTIVE COMMITTEE**

#### **Section 1: Membership**

The Executive Committee shall be composed of the Chair, the Vice Chair, the Secretary, the Treasurer; the Chairs of the governance committee and three additional standing committees, and such other members of the Board as the Chair may designate.

#### **Section 2: Duties**

It shall be the duty of the Executive Committee to act on behalf of the Board, in accordance with the provisions of Article VII, Section 4, while the Board is not in session and to coordinate the efforts of all the standing committees. The duties of the Executive Committee are set forth more fully in the Executive Committee Charter adopted and approved by the Board. The Executive Committee shall receive from the Governance Committee the recommended slate of officers of the Board. At the Board's annual May meeting, the Executive Committee shall nominate a slate of officers of the Board for election by the Board to serve for three-year terms.

#### **Section 3: Meetings**

The Executive Committee shall meet upon the call of the Chair, or the Vice Chair, or upon the request of the President, or any two members of the Committee. Either the Chair or the Vice Chair must be in attendance, and a majority of its members being present shall constitute a quorum. All of the Committee's actions shall be reported to the Board at its next regular meeting.

#### **Section 4: Authority**

The Executive Committee shall have the authority to take any action which the Board is authorized to take EXCEPT those outlined in Article II, Section 2.

### **ARTICLE VIII: GOVERNANCE COMMITTEE**

## **Section 1: Membership**

The Governance Committee shall be composed of a minimum of five members of the Board, two of whom shall each be a former Chair of the Board. The officers of the Committee shall be a Chair and a Vice Chair who shall serve in the absence of the Chair. The Chair of the Board, with concurrence of the Vice Chair, make all appointments to the Committee. The Committee Chair and Vice Chair will be named by the Chair of the Board. Any Trustee with significant service to the University or exceptional experience with other nonprofit or for-profit organizations shall be considered for Committee membership.

## **Section 2: Duties and Authority**

It shall be the duty of the Governance Committee to recommend appointment of officers and new Board members, oversee the evaluation of Trustees to be considered for re-election, including by reviewing the Trustee(s) self-evaluation(s) and assessing the Trustee(s), and identifying and supporting the long-term cultivation of prospective Trustees. The duties and authority of the Governance Committee are set forth more fully in the Governance Committee Charter adopted and approved by the Board.

## **Section 3: Meetings**

The Governance Committee shall meet upon the call of the Chair, the Vice Chair, or upon the request of the President, or any two members of the Committee. Either the Chair or the Vice Chair must be in attendance, and a majority of its members being present shall constitute a quorum. All of the Committee's actions shall be reported to the Board at its next regular meeting.

## **ARTICLE IX: NOTICES**

### **Section 1: Notices**

Whenever under applicable law or the governing documents of the University, notice is required to be given to any trustee, whether as a member of the Board or of a committee of the Board, such notice shall be given electronically via electronic mail and shall be deemed to have been given at the time it is transmitted to the electronic mail address provided by the trustee for the purpose of receiving such notice. The notice will contain the date, time, and location of the meeting. In addition, if the meeting is held solely or in part by using a conference telephone or other communications system, including videoconferencing technology, the Internet, or any combination, so long as the system permits each person participating in the meeting to communicate with all other participants, the notice will specify the form of communications system to be used for the meeting and the means of accessing the communications system.

## **Section 2: Waiver of Notice**

Whenever any notice is required to be given under applicable law or the governing documents of the University, a waiver thereof in writing signed by the person or persons entitled to such notice, or a waiver by electronic transmission by the person entitled to notice, regardless of whether the waiver is signed before or after the time of the meeting, shall be deemed equivalent to the giving of such notice.

## **ARTICLE X: FISCAL YEAR**

The fiscal year of the University shall begin on June 1 each calendar year and end on May 31 of the following calendar year.

## **ARTICLE XI: ACADEMIC DEGREES**

Upon certification to the Board by the President that candidates have completed all of the requirements established by the faculty in the respective courses, and upon the further certification by the faculty that the candidates have respectively met all other applicable scholastic, moral, and financial requirements established by the faculty and approved by the Board, the Board will thereupon authorize the conferment of Academic Degrees respectively upon the said candidates.

## **ARTICLE XII: CHURCH RELATIONSHIP**

### **Section 1: Covenant**

The University has a relationship with the Presbyterian Church (U.S.A.) through the Synod of the Sun based upon a covenant understanding and affiliation. These bylaws evidence the Board's official recognition of such relationship and the relevance of such covenant.

### **Section 2: Founding of University**

The Board authorizes the giving of due recognition in its publications and literature to the fact that the University was founded in 1869 by the Cumberland Presbyterian Church.

## **ARTICLE XIII: INDEMNIFICATION**

### **Section 1: Indemnification of Trustee and Officers**

The University shall indemnify and hold harmless, to the fullest extent permitted by law, any trustee, officer, former trustee, or former officer of the University, or any person who may have served at its request as a trustee, director, officer, employee, or agent of another organization, corporation, partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit

plans, against any and all liability, loss, demands, judgments, penalties, fines, settlements, and reasonable expenses incurred in connection with any demand, action, suit, or proceeding, whether civil, criminal, administrative or investigative (collectively a “Proceeding”), in which a trustee or officer is made or threatened to be a party by reason of being or having been such a trustee or officer. The University shall be required to indemnify a person in connection with a Proceeding (or part thereof) initiated by such person only if the Proceeding (or part thereof) was authorized by the Board.

## **Section 2: Indemnification of Others**

The University shall have the power to indemnify and hold harmless, to the fullest extent permitted by applicable law, any person who was or is an employee or agent of the University or is or was serving at the request of the University as a trustee, director, officer, employee or agent of another organization, corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against any and all liability, loss, demands, judgments, penalties, fines, settlements, reasonable expenses incurred by such person in connection with any demand, action, suit, or proceeding, whether civil, criminal, administrative or investigative (collectively a “Proceeding”), in which the person is made or threatened to be a party by reason of their role as an employee or agent of the University.

## **Section 3: Prepayment of Expenses**

To the fullest extent permitted by law, the University shall pay the expenses incurred by any trustee or officer of the University, and may pay the expenses incurred by any employee or agent of the University, in defending any Proceeding in advance of such Proceeding’s final disposition; provided, however, that the payment of expenses incurred by a person in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the person to repay all amounts advanced if it should be ultimately determined that the person is not entitled to be indemnified under this Article XIII or otherwise.

## **Section 4: Non-Exclusivity of Rights**

The rights conferred on any person by this Article XIII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, the governing documents of the University, agreement, vote of disinterested trustees or otherwise.

## **Section 5: Insurance**

The University may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the University, or is or was serving at the request of the University as a trustee, director, officer, employee or agent of another organization, corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against any

liability asserted against such person and incurred by such person in any such capacity, or arising out of such person’s status as such, whether or not the University would have the power to indemnify such person against such liability under applicable law.

**Section 6: Amendment or Repeal**

Any repeal or modification of the foregoing provisions of this Article XIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

**ARTICLE XIV: AMENDMENTS; CERTIFICATE OF FORMATION**

**Section 1: Amendments**

These bylaws may be changed, amended or repealed and replaced upon notice of the proposed change, amendment or repeal and replacement at least two weeks before a regular meeting of the Board followed by an affirmative vote of a majority of the members of the Board at the meeting constituting a quorum.

**Section 2: Certificate of Formation**

To the extent any provision of these bylaws conflicts with the provisions of the University’s restated certificate of formation, the provisions of the restated certificate of formation shall be controlling.

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**Revision Management**

**Revision History Log:**

<b>Revision #:</b>	<b>Date:</b>	<b>Recorded By:</b>
v3.0	5/26/2023 9:31 AM	Holly Warfel
v2.0	8/17/2021 2:24 PM	Claire Smith
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**Vice President Approval:**

<b>Name:</b>	<b>Title:</b>
Claire Smith	Assistant Secretary to the Board of Trustees

