

BYLAWS OF THE TRUSTEES PREAMBLE

An independent center of higher learning, Drew University is dedicated to the creation and maintenance of a community of scholars, faculty and students, and all the conditions necessary thereto, for the pursuit of knowledge, wisdom, and truth, and the communication of knowledge and its interpretations.

The University pursues this general aim, however, with continuing concern for the interrelatedness of the various areas of knowledge and for their relevance to the human condition; and it seeks to create and sustain structures and an atmosphere which foster experiences of personal growth and genuine community within the learning process.

The University enjoys an historic and continuing association with the Methodist Episcopal Church and its successors, an association which finds a common bond and furnishes mutual support in a search for and witness to the truth.

In keeping with both its heritage and the conditions of free inquiry and genuine community, the University commits itself to an ecumenical and ethnic openness in admission of students, selection of faculty, and conduct of programs and to a fair and impartial treatment of all members and guests of the Drew community, without regard to gender, race, color, creed, sexual orientation, national origin, or disability and any other protected class under state and federal law.

The following Bylaws establish the procedures through which Drew University will govern itself and are designed to set forth the function and responsibilities of the Board of Trustees, the President, the academic officers (defined as the Chief Academic Officer/Provost, and the individual or individuals who serve as the Deans of the College of Liberal Arts, Drew Theological School, and Caspersen School of Graduate Studies), the administrative officers, the Faculties, the Students, and the Alumni. These Bylaws aim to establish a pattern of governance in accordance with the best traditions of the academic world.

ARTICLE I

Object and Design

Section 1 – Pursuant to the general purposes and powers stated in the Charter of the University, the specific objectives are the establishment, maintenance, and support of faculties of theology, and arts and sciences, and such other faculties as the Trustees may from time to time establish, in order to provide for instruction and research.

Section 2 – It is the design of the Theological School to furnish instruction in theology, in the widest sense of the word, and in the doctrine and discipline of The United Methodist Church, with a view to the educating of the students to be ministers of Jesus Christ, and to educate graduate students in religion.

Section 3 – It is the design of the College of Liberal Arts to prepare students for graduate and professional schools and for occupations which require substantial general background and trained minds, offering academic work of high quality with major attention to the personal development of its students.

Section 4 – The Caspersen School of Graduate Studies, based upon the interdisciplinary, academic strengths of the College and the Theological School and devoted to a community of scholarship in the University, prepares well-qualified students for advanced academic degrees, in selected programs in accordance with the nature and development of the University.

ARTICLE II

Trustees

Section 1 – Number and Manner of Election

a) The Board shall consist of such number of members, within the limits provided in the Charter of no fewer than 20 nor greater than 50, as the Board of Trustees, upon the recommendation of the Committee on Trustees, may from time to time determine.

b) The bishops, or an individual of their designation, administering the New Jersey, New York, and Philadelphia Areas of the United Methodist Church shall by virtue of their office be Trustees for the duration of their assignments.

c) The College Alumni Association (CAA) shall be entitled to elect from the full body of alumni two (2) Trustees, one every two years, for up to two (2) four-year (4) terms, subject to the provisions of Section 2(b). A vacancy occurring during the term of a Trustee so chosen may be filled for the remainder of the term in such manner as the alumni/ae association may determine.

d) The alumni/ae associations of the Theological School and Caspersen School shall be entitled to elect a total of two (2) Trustees, one every two years, for up to two (2) four-year (4) terms, subject to the provisions of Section 2(b). The method of nomination and the method of submitting names of nominees to the membership of the respective alumni associations for balloting shall be in the discretion of the respective associations, except that the Theological School and Caspersen School associations, coordinating their election processes through the Vice President for Advancement, shall insure that at all times there will be at least one Trustee representing each of those schools on the Board of Trustees. A vacancy occurring during the term of a Trustee so chosen may be filled for the remainder of the term in such manner as the alumni/ae associations may determine.

e) The remaining number of Trustees shall be elected by the Board upon nomination by the Committee on Trustees, which shall give notice to the Trustees of the names and qualifications of the persons proposed at least ten (10) days prior to the proposed election to the Board of Trustees.

Section 2 – Qualifications

a) In order to maintain Methodist engagement and influence, consideration should be given to ensuring that some trustees, in addition to Methodist Bishops, are members of the United Methodist Church. To that end, the Committee on Trustees will annually invite the Bishop of Greater New Jersey Conference to submit up to three recommendations for nominees to the Board of Trustees. Those nominees will be considered for membership as part of the process for identifying new Trustees in consultation with the other bishops.

b) No administrative officer or full time faculty member of Drew University (except the President, who serves by Charter provision *ex officio* without vote) shall be eligible to serve as a Trustee.

Section 3 – Term of Office

a) Trustees heretofore elected shall be entitled to serve for the term for which they were elected.

b) Trustees elected under Article II, Section 1(e) shall customarily be elected at the annual meeting for four-year terms. Terms shall commence on the July 1 following election. If election takes place at any regular meeting other than the annual meeting, the four-year term shall be extended to the June 30 following a four-year term. At the discretion of the Board, Trustees may be elected for less than a four-year term. If a Trustee has served for three consecutive terms (including any partial terms, but excluding alumni-elected terms) he or she shall not be eligible for reelection until one year has elapsed after the end of his or her third term. In the event any Trustee would not be eligible for reelection because he or she has served three terms, such Trustee shall be eligible for reelection if he or she is at such time an officer of the Board. In rare and exceptional circumstances, a Trustee may be deemed eligible for and elected to a fourth consecutive term. This exception may be granted to a maximum of two Trustees at any time and is subject to annual review by the Committee on Trustees. In the case of a vacancy, the vacancy may be filled in accordance with Article II, Section 1(e) and with the trustee nomination process in Article II, Section 13 for the balance of the term at any regular or special meeting.

c) A Trustee who has served the Board for at least two terms (or as otherwise determined by the Committee on Trustees), may be proposed by the regularly constituted Committee on Trustees, and elected an Emeritus Trustee in the same manner as prescribed for the election of members to the Board of Trustees. This position shall be reserved for those Trustees with records of distinctive service. An Emeritus Trustee shall be entitled to attend meetings and serve on committees, but in each case without vote, and shall not be counted as a Board member under the provisions of Article II, Section 1(a), nor be eligible to serve as an officer or chair of a standing committee. An Emeritus Trustee serves at the pleasure of the Board and the title may be removed by the Board at any time and for any reason, or the Emeritus Trustee may be placed on inactive status, as the Committee on Trustees determines, and informs the Board, for inactivity.

Inactivity shall occur when the Emeritus Trustee fails to regularly attend Board meetings or participate as requested in Board business. During inactive status, the Emeritus Trustee shall not receive notice of meetings or participate in Board meetings, committees or activities and shall not receive information distributed or made known to trustees.

d) A Trustee may be removed for cause during his or her term upon a vote of two-thirds of those attending a regular or special meeting, but in no event less than a majority of the Board, taken by roll call or written ballot at the Board's sole and absolute discretion, upon examination and due proof of the truth of a written complaint submitted by any Trustee, of misconduct, incapacity, or neglect of duty, provided that at least one week's written notice of the proposed action shall have been given to every Trustee, including the subject of the complaint. The Trustee in question shall have the opportunity to be heard by the Board prior to the Board's vote on the removal, but the vote of the Board shall in all instances be conclusive as to whether or not the Trustee shall be removed.

Section 4 – Conflicts of Interest

A Trustee shall be considered to have a conflict of interest if:

a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the University, or

b) such Trustee is aware that a member of the Trustee's family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, in-laws and any other relative if the latter reside in the same household as the Trustee), or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interests in the University, including employment by the University.

All Trustees shall disclose to the Board any possible conflict of interest pursuant to the *Conflict of Interest Policy for Trustees and Officers of Administration* and its accompanying disclosure forms at the annual meeting, or should the conflict arise after the annual meeting, at the earliest practical time. No Trustee shall vote on any matter, under consideration at a Board or committee meeting, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether he or she has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by majority vote.

Section 5 – Processes and Procedures

a) New trustees shall receive an orientation immediately prior to or shortly after being appointed to the Drew University Board of Trustees. The Committee on Trustees shall develop a process and procedures regarding trustee orientation to assure that all new trustees receive information regarding their role and responsibilities as a trustee. The process shall be approved by the Committee on Trustees, the Officers of the Board, and the Executive Committee of the Board. The process and procedures to be followed shall be periodically reviewed and updated as necessary. Records of the training sessions will be maintained by the Secretary of the Board.

b) All members of the Drew University Board of Trustees shall receive periodic training regarding their responsibilities as board members. The Committee on Trustees shall develop a process regarding periodic trustee training to assure that all trustees are periodically reminded of their roles and responsibilities, fiduciary responsibilities, code of conduct, and conflict of interest. The process shall be approved by the Committee on Trustees, the Officers of the Board, and the Executive Committee of the Board. The process and procedures to be followed shall be periodically reviewed and updated as necessary. Records of the training sessions will be maintained by the Secretary of the Board.

c) The Drew University Board of Trustees shall conduct a self-assessment on a periodic basis. The Committee on Trustees shall develop a process regarding Board of Trustee self-

assessments. The process shall be approved by the Committee on Trustees, the Officers of the Board, and the Executive Committee of the Board. The process and procedures to be followed shall be periodically reviewed and updated as necessary. Records of the Board self-assessments will be maintained by the Secretary of the Board.

Section 6 – Officers of the Board of Trustees

a) At its annual meeting the Board shall elect from its own membership a Chair, no greater than three Vice Chairs, and a Secretary. These officers shall serve for one year or until their successors are elected. The Board may appoint annually an Assistant Secretary from among the President's staff, who shall have such functions as the Board shall from time to time prescribe. In the event of a failure for any reason so to elect any or all of said officers, or in case any vacancy occurs in said offices from any cause, then an election may be held at any regular or special meeting, notice of such election having been given in the notice of the call for the meeting.

b) The Chair of the Board of Trustees shall preside at meetings of the Board and of the Executive Committee and shall discharge the duties which ordinarily pertain to that office. The Chair shall, among other things, sign all diplomas and shall execute, with the Secretary attesting, all contracts and instruments authorized or issued by the authority of the Board and requiring the Chair's signature.

In the absence or inability of the Chair, a Vice Chair shall preside at meetings of the Board and sign documents which would normally be signed by the Chair. In the event that the Chair and the Vice Chair are absent from any meeting of the Board, a Chair *pro tempore* shall be chosen to act at any such meeting by majority vote of those present.

The Vice Chairs shall have such further authority and shall perform such other duties as the Board may from time to time authorize and direct.

c) The Secretary, or Assistant Secretary when duly authorized by the Board of Trustees, shall be custodian of all records and papers of the Board and of the Common Seal of the University and shall with it attest all documents requiring a seal. The Secretary or Assistant Secretary shall give due notice to the members of the Board of all meetings thereof and shall keep minutes of all meetings of the Board which, after approval, shall be transcribed in a permanent record. The Secretary or Assistant Secretary shall promptly after each meeting send to every member of the Board a copy of the minutes of the meetings of the Board and of each of its standing committees, and shall do all other things properly pertaining to the office of Secretary.

Section 7 – Appointment of Trustees to Committee

The Committee on Trustees, after appropriate consultation with the Chair of the Board, shall annually present to the Board for election the Chairs, Vice Chairs and members of all Board committees except the Executive Committee. In the event of a vacancy on a Board committee between annual elections, the Chair of the Board shall have the responsibility to appoint Board committee members. All committee Chairs, Vice Chairs and a majority of each committee's members shall be Trustees, but non-trustee members, including faculty members, may be appointed by the Chair of the Board. Non-trustee committee members shall not have the right to vote.

Section 8 – Executive Committee

At the annual meeting the Board shall elect an Executive Committee, which shall include the officers of the Board, the President of the University, the chair of each standing committee of the Board, and such other Trustees as the Board shall determine. The officers of the Board of Trustees shall be officers of the Executive Committee. Meetings of the Committee shall be held regularly by the Chair of the Board or by a Vice Chair of the Board, and the Committee shall have power, during the intervals between the sessions of the Board, to exercise all of the powers of the Board, except the power to elect or remove Trustees, or the President of the University, or officers of the Board or amend the bylaws.

Section 9 – Finance Committee

The Finance Committee shall consist of no fewer than five members of the Board in addition to the Chair of the Board, the President of the University, and other administrative officers at the discretion of the Board. The Chair of the Investment Committee (or his or her designee from time to time) shall be a member of the Finance Committee. To the Finance Committee's care and management shall be entrusted any non-investment funds of the University, the auditing of the accounts of the University, the supervision of the bonding of the officers and employees of the University, the appropriation of the monies and revenues of the University, and the consideration and presentation of the annual budget. The Finance Committee shall have full authority to designate real or personal property held by the University as operational or investment and to recommend to the Board or to the Executive Committee the sale and conveyance of any real or personal property held by the University other than for investment purposes, including granting authorization to such administrative officer(s) of the University as it may from time to time determine in order to facilitate and enable the sale of any such property.

The Finance Committee shall have the power, in accordance with Article II, Section 18, to recommend to the Board appointing an ad hoc Budget Committee consisting of no fewer than three Trustees, which committee shall review the proposed budget for the coming year and any revision of the budget for the current year and make its recommendations to the Finance Committee. The Finance Committee shall keep a complete record of its actions and proceedings.

Section 10 – Investment Committee

The Investment Committee shall consist of no fewer than five members of the Board in addition to the Chair of the Board, the President of the University, and other administrative officers at the discretion of the Board. The Chair of the Finance Committee (or his or her designee from time to time) shall be a member of the Investment Committee. To its care and management shall be entrusted the University Endowment and other investment funds of the University and the proper investment of such funds. The Committee shall have full authority to authorize the investment of the funds of the University, oversee the purchase and sale of marketable securities, real estate and all other investable assets related to such funds, and authorize the sale and conveyance of any real or personal property held by the University for investment purposes, including granting authorization to such administrative officer(s) of the University as it may from time to time determine in order to facilitate and enable the sale of any such property.

The Investment Committee shall from time to time when requested by the Chair of

the Finance Committee submit a report to the Finance Committee setting forth the then current and projected performance of the University Endowment and other investment funds of the University. The Investment Committee shall, in its investment strategies, take into account the budgeted and cash needs and commitments of the University as advised to it from time to time by the Finance Committee.

The Investment Committee shall keep a complete record of its actions and proceedings and shall submit a full report of its activities to the Board on an annual basis.

Section 11 – Academic Affairs Committee

The Academic Affairs Committee shall consist of no fewer than five members of the Board, in addition to the Chair of the Board, the President of the University, and the Chief Academic Officer/Provost. This Committee shall keep itself informed and shall advise the President, Provost, and the Board on all matters relating to the educational program of the University. Following the procedures established in the Faculty Personnel Policy, the Committee shall consider and approve the granting of tenure and promotion as presented to it by the President. The Committee shall also be responsible for recommendations to the Board concerning: the conferral of degrees; the addition or elimination of academic programs of the University and its several schools; the addition or elimination of degree programs of the University; and the creation or termination of a school.

The Academic Affairs Committee shall have the power to recommend to the Board, in accordance with Article II, Section 18, appointing an ad hoc committee on Campus Life and Student Affairs, which shall review and advise on issues related to student life, e.g., residence life, student activities, dining, student conduct, and student health and safety.

Section 12 – Advancement Committee

The Advancement Committee shall consist of no fewer than five members in addition to the Chair of the Board and the President of the University, the Vice President for University Advancement, and other administrative officers at the discretion of the Board. The committee shall recommend plans for the development of the University and its schools, review and recommend policy with reference to provisions for the development of financial resources in all areas bearing on the future of the University, and shall have responsibility for the promotion and support for programs of the University, including the preparation of annual resolutions authorizing such trustees and administrative officers of the University, as it may from time to time determine, to endorse and deliver securities to enable the sale of property donated to Drew University, which resolutions shall have the approval of the Investment Committee.

Section 13 – Buildings and Grounds Committee

The Buildings and Grounds Committee shall consist of no fewer than five members, in addition to the Chair of the Board of Trustees, the President of the University, and other administrative officers at the discretion of the Board. This committee shall provide oversight of the care and control of all buildings, grounds, and equipment of the University. It shall report its actions and recommendations to the Board for approval. The Committee, after appropriate consultation, shall investigate and determine the need for new buildings, and shall report to the Board, recommending the character and size thereof and suitable sites thereof. The Committee should also

undertake a review of the facilities master plan at least once every ten years. Notwithstanding the foregoing, upon authorizing a maintenance budget for the fiscal year, the Director of Facilities, with the approval of the President, shall have authority within the maintenance budget to prioritize existing requirements and to manage any emerging issues without requiring Committee approval. At each meeting of the Committee a report as to expenditures within the budget shall be made. In the event there is a requirement for additional maintenance funds, a request to the Committee shall be required.

Section 14 – Committee on Trustees

The Committee on Trustees shall consist of no fewer than five members, including the Chair of the Board of Trustees and the President of the University. This Committee shall consider all nominations, including Emeritus Trustees, to the Board after appropriate consultation. Following consultation with the Chair of the Board, it shall be responsible for submitting the list of trustee candidates, Board officers, committee chairs, and committee members for election at the annual meeting. Should a vacancy on a committee occur between annual elections, the Chair of the Board shall have the power to appoint committee members. The Committee shall develop and administer a program of orientation for newly elected Trustees. The Committee shall, on a regular basis, evaluate the effectiveness of the Board and the individual Trustees and seek to identify ways to enhance that effectiveness. The Committee shall also have the authority to propose amendments to these Bylaws in accordance with the process in Article IX.

The Committee shall give due consideration to any written request by a Trustee setting forth a proposed Bylaw amendment, and shall report to that Trustee the result of its consideration of that proposed amendment. If the Committee does not act favorably on such proposed amendment, the Trustee is free to send a written request to the attention of the Secretary of the Board that the proposed amendment be forwarded to the Executive Committee. That Committee can either table or reject the proposed amendment or, either in the form presented to it or modified as it may determine, refer the proposed amendment back to the Committee on Trustees for further consideration. The Committee on Trustees shall report the results of its actions on any resubmitted proposed amendment to the Board at its next regularly scheduled meeting.

The Committee on Trustees shall have among its duties the solicitation of recommendations for honorary degrees from the Drew community as well as for making and considering all nominations for honorary degrees. After due deliberation, the Committee shall report its recommendations to the Board for action.

Section 15 – The Theological School Advisory Committee

The Theological School Advisory Committee shall meet at least once a year to consider board strategic issues related to the Theological School and Theological Education. It shall consist of no fewer than five members, in addition to the Chair of the Board, the President of the University, the Provost, the Dean of the Theological School and such other persons (including at least three Trustees) as have been recommended to the Committee on Trustees by the Vice Provost and Dean of the Theological School. Non-trustee members will serve as non-voting members in accordance with these Bylaws. In making recommendations for Committee membership, the Dean may give preference to persons who are members of the United Methodist Church. In the course of duties, the Committee shall make such reports and recommendations to the Board as it deems necessary and appropriate and/or propose

recommendations or resolutions regarding the Theological School for the Board's consideration. The Committee may assist in assuring a United Methodist presence on the Board by identifying prospective trustees within the context of the regular nominations process.

Section 16 – Audit and Risk Management Committee

The Audit and Risk Management Committee shall consist of no fewer than five members of the Board, in addition to the Chair of the Board. Three members of the Audit and Risk Management Committee shall constitute a quorum. The Committee shall, with the approval of the Board, have the sole authority to appoint independent accountants to perform an annual audit and to determine the scope thereof, and the responsibility to assess the internal controls of the University and to review its financial statements and such other reports, as it deems necessary, and shall have oversight of the University's Enterprise Risk Management program. The Audit and Risk Management Committee shall have such other duties and powers as may be set forth in its Charter, which shall be approved by the Board.

The Audit and Risk Management Committee shall keep a complete record of its actions and proceedings.

Section 17 – Enrollment Management Committee

The Enrollment Management Committee shall consist of no fewer than five members of the Board including the Chair of the Board and the President of the University. This Committee shall monitor the admission strategies and outcomes in all schools and report thereon to the Board of Trustees.

Section 18 – Compensation Committee

The Compensation Committee shall consist of no fewer than five members in addition to the Chair of the Board. The committee shall have the responsibility for determining the compensation (including contractual benefits, deferred compensation plans, perquisites, and other compensatory benefits), of the President. The President shall consult the Committee and inform it of all aspects of administrative and academic officers' proposed compensation (including contractual benefits, deferred compensation plans, perquisites, and other compensatory benefits) prior to officers' signing employment contracts or being employed on a non-contractual basis. The President shall also consult the Committee on evaluations of the academic and administrative officers' performance. The committee may directly engage the services of compensation consultants to obtain market information and advice.

Section 19 – Ad Hoc Committees

The Board of Trustees may from time to time, by resolution, order ad hoc committees as subcommittees of any standing committee, for any specified purpose, and all ad hoc committee members, unless otherwise ordered, shall be appointed by the Chair of the Board, and shall report their actions and recommendations to the Board for approval.

Section 20 – Vacancies on Committees

If a vacancy occurs on a Trustee committee, it may be filled by appointment by the Chair of the Board in accordance with Article II, Section 13.

Section 21 – Student and Faculty Participation on Committees

A committee of the Board, at the discretion of the chair of the committee, may include faculty members, students and others in its meetings. Non-trustee members of committees shall be without vote.

Section 22 – Regular Meetings

Three regular meetings of the Board shall be held each year - one in the fall, one in the winter, and the annual meeting in the spring. Notice of all regular meetings shall be mailed or sent electronically to each member of the Board by the Secretary at least ten days prior to the date of such meetings.

Section 23 – Special Meetings

Special meetings shall be called at any time by the Secretary or Assistant Secretary, upon request of the Chair of the Board, the President of the University, the Executive Committee, or nine members of the Board. The call for a special meeting shall state the nature of the business to be considered, and shall be mailed or e-mailed at least five days before the day on which the meeting is to be held.

Section 24 – Trustees and Committees

a) One-third of the members of the Board of Trustees shall constitute a quorum of said Board, competent to the act at all meetings thereof, except as herein and otherwise stated.

b) A quorum of the Executive Committee and of any committee elected or appointed by the Board shall consist of one-third of the Committee members, unless otherwise noted in the Committee's charge.

c) All committee minutes shall be distributed to the Board as soon as practical after a meeting is held. All actions taken by any committee shall be reported to the Board at the regular Board meeting next following the committee meeting. Such report shall be considered duly made if the minutes of the meeting or an executive summary thereof have been distributed to all Trustees prior to the next regular Board meeting.

Section 25 – Conduct of Business

- a) The regular meetings of the Board of Trustees shall use the following order of business:
1. Call to Order
 2. Invocation
 3. Roll Call
 4. Executive Session as necessary

5. Approval of Minutes
6. Reports of Officers, Standing and Special Committees
7. Announcements
8. Adjournment
9. Benediction

b) Robert's Rules of Order shall govern both the deliberations of the Board and the interpretation of these Bylaws, insofar as they apply.

c) A unanimous vote of those present may suspend Article II, Section 24 paragraphs (a) and (b) during the continuance of any meeting of the Board.

d) Trustees may participate in any meeting of the Board and any meetings of committees via telephone or electronically. Unless prohibited by these Bylaws, a member's participation by telephone or electronically shall count for purposes of constituting a quorum of the Board or the committee at that meeting and shall entitle the participant to vote on any issues coming up for vote at the meeting.

There may also be instances where the Board or a committee may find it necessary or advisable to have one or more members, who are entitled to vote, cast the vote by electronic means, such as e-mail or by other electronic means. Such vote shall be a proper vote and counted in the balloting if authorized by the Chair of the Board (other than any of the three (3) regularly scheduled Board meetings each year) or the Chair of the committee, respectively.

e) Any person who is elected or appointed to serve on a Standing Committee of the Board, unless that person is a Trustee who is counted as such under Section 1(a) of Article II of these Bylaws, shall not be eligible to serve as an officer or Chair of that committee, shall not be entitled to vote at any meeting of that committee, and shall not be counted as a member of that committee for the purpose of constituting a quorum.

f) The Chair of the Board or the Chair of any committee of the Board can request that deliberations during the conduct of a business meeting be held in Executive Session at which only members of the Board or of that committee shall be entitled to be present. However, the Chair of the Board or the Chair of a committee of the Board can specifically authorize a non-member, including faculty members, students and others, to be present during deliberations at any meeting, including one in Executive Session.

ARTICLE III

Officers of the University

Section 1 – Appointment and Removal of Administrative and Academic Officers

After appropriate consultation, the President shall appoint all Administrative and Academic Officers subject to the approval of the Board. Officers shall continue in office at the pleasure of the President and can be removed, with appropriate consultation, at his or her discretion.

Section 2 – The Administrative Officers of the University

a) The Administrative Officers of the University shall be the President, a Vice President for Finance and Administration, the Provost and such other vice presidential positions as the President may recommend and the Board approve, the Treasurer, the Secretary, and such other officer positions as the Board may determine. An individual may hold more than one administrative office of the University simultaneously.

b) The Administrative Officers of the University shall perform the duties assigned specifically to them under these Bylaws and shall perform such additional duties as may be assigned to them by the President. The President shall from time to time determine which Administrative Officers shall report to the President and to whom other officers of the administration shall report.

c) The Administrative Officers of the University shall serve on such committees of the Board, *ex officio* and without vote, as determined by the Board.

Section 3 – President

There shall be a President of the University, who shall be elected by the Board of Trustees by ballot after appropriate consultation and who shall thereupon be a member of said Board *ex officio* without vote. The Board shall have the power to remove the President from office when, in the judgement of the Board, the interests of the University so require.

The President shall be the executive head of the University, exercising such supervision and direction as will promote its usefulness and growth. As the chief planning officer of the institution, the President has a special obligation to innovate and initiate. At the same time the President shall assure that procedures within the University conform to the policies established by the Board of Trustees and to the standards of sound academic practice.

The President shall preside at Commencements of the University, shall sign diplomas, which shall also be signed by the Chair of the Board of Trustees and by the Dean of the school involved, and confer such degrees as are granted by the Board of Trustees. The President may hold any professorship to which appointed. The President shall be a member of each faculty and the President, or the Provost, at the President's delegation, shall preside over its meetings except as otherwise provided. The President shall have power also to call a special meeting of any faculty or the University Faculty, or the University Senate, and preside except as the President otherwise provides. The President shall be an *ex officio* member of all standing committees of the Board. The President shall be the official medium of communication between the students and the Board of Trustees. As the Chief Executive Officer of the University, the President shall be responsible for assuring communication among the units of the University. The President shall inform the Board of Trustees through the Provost and the Academic Affairs Committee, of appointments to the faculties of the University. It shall be the further responsibility of the President to bring the work and needs of the University to the attention of the appropriate committees of the Board of Trustees as well as to the Board at any of its meetings, and to present an annual report. The President shall present the annual budget of the University and its several schools in cooperation with the chief financial officer of the University and with the advice of other appropriate officers of administration and shall present same to the Finance Committee for its consideration and presentation through the Finance Committee to the Board of Trustees. The President may from time to time determine which administrative officers

shall report to the President and to whom other officers of administration shall report. As the chief executive officer of the University, the President shall have the authority to sign contracts necessary to carry out the programs of the University or to delegate such authority. Except when incapacitated, the President shall also have the authority to designate which officer of the University shall act as President when the President is absent or otherwise unable to act.

In the case of the temporary or permanent incapacity of the President to act, as determined by the Board, or in the case of the President being absent or otherwise unable to act as President, the Board or the Executive Committee shall appoint an Acting President to serve until the President returns from an absence or until the Board appoints or elects a new President or Acting President.

The President's performance shall be reviewed annually. The purpose of the annual review will be to enable the President to strengthen their performance and to allow the President to obtain feedback from key constituents on the progress of the President in achieving institutional priorities. A process for conducting the annual review shall be developed by the Chair of the Board and the Officers of the Board. This process shall be periodically reviewed and as necessary be revised considering experience gained, best practices, and legal developments as applicable. The review processes are not intended as a substitute for regular, ongoing communication about progress towards goals between the President and the Board.

Section 4 – Vice Presidents

Upon the recommendation of the President, the Board of Trustees may elect a Provost/Chief Academic Officer, who serves as the Vice President for Academic Affairs, a Vice President for Finance and Administration/CFO, and other Vice Presidents, any of whom may be designated by a title indicating function or particular responsibilities.

Section 5 – Vice President for Finance and Administration

The Vice President for Finance and Administration shall have fiscal responsibility for the University and shall serve as or have oversight over a Treasurer. With the approval of either the Finance Committee, or, where appropriate to its functions and responsibilities, the Investment Committee, the Treasurer of the University shall collect all monies due to the University; shall preserve all financial records; shall hold and keep all evidences of title to the property and funds of the University except as the Board may otherwise determine; and shall execute releases, satisfactions, and assignments of mortgages, judgments, and other liens, and of certificates of stock, bonds, debentures, and notes or certificates of deposit of any such securities held by the University, and receipts and satisfactions of legacies, bequests, and devises to the University. The Treasurer shall give bond for the faithful discharge of duties of Treasurer in such amount as may be required by the Board and in such form and corporate surety as shall be approved by the Finance Committee.

The office of the Treasurer may be fulfilled by the Controller of the University as the University President may determine.

The President is authorized to appoint either an entity or a person or persons within said entity to fulfill the responsibilities of Vice President for Finance and Administration and/or Controller and Treasurer with the same authority as such entity or person(s) would have if employed by the University.

Section 6 – Secretary of the University

The Secretary shall sign all documents requiring the signature of the Secretary as an officer of the University. The Secretary shall perform such other duties as the Board or the President may designate. Duties of the Secretary may be delegated to the Assistant Secretary of the Board of Trustees.

Section 7 – Chief Academic Officer

a) The Chief Academic Officer shall be the Provost, serving as the Vice President for Academic Affairs. The Provost may jointly serve as Dean of one or more school.

b) The Provost of the University shall perform the duties assigned specifically to them under these Bylaws and shall perform such additional duties as may be assigned to them by the President.

c) The Provost of the University shall serve on such committees of the Board, *ex officio* and without vote, as determined by the Board.

ARTICLE IV

Faculty

Section 1 – Faculty of the University

a) The University Faculty shall consist of the President, the Provost and other Vice Presidents, the Deans, the Director of the Library, the Registrar, and all full-time University staff who have instructional responsibilities. Other persons may be given membership as appropriate by vote of the University Faculty. The presiding officer shall be the President or at his or her delegation, the Provost or such member of the Faculty as he or she shall designate.

b) The University Faculty, subject to the approval of the President, the Board of Trustees, the Charter of the University, and the Bylaws of the Board of Trustees, shall have jurisdiction over academic matters which concern the entire University or which do not fall into the jurisdiction of any individual Faculty. It shall determine its own organization and rules subject to approval of the President and the Board of Trustees.

Section 2 – Faculties of Schools

a) Each school shall organize its own Faculty under the chairmanship of the President of the University, and this Faculty shall make all rules governing its own procedures subject to approval of the President, the Provost, and the Board of Trustees.

b) The Faculty of each school, subject to the approval of the Provost and the President, the Charter of the University, the Bylaws of the Board of Trustees, and the Board of Trustees, shall have jurisdiction over all academic matters, including: curriculum; teaching pedagogy; the guidance, extra classroom activities, and academic discipline of students; and the recommendation for degrees of its own students.

Section 3 – Faculty Personnel Policy

The Board of Trustees shall approve a Faculty Personnel Policy (including all amendments to the Policy) incorporating principles of academic freedom and tenure.

ARTICLE V

University Senate

The University Senate, a body representative of the University Faculties, student bodies, University Staff, and administrative officers, shall be a consultative and recommending body dealing with matters which concern the University as a whole. Its agenda may be drawn from matters brought to it by the President, by the Board of Trustees, by the separate faculties, by the University Faculty, by student governments, by the University Staff, and by members of the Senate or committees thereof. The Senate may make recommendations to the University Faculty, the several Faculties, or any other component of the University. The Senate shall report regularly to the several Faculties, to other constituencies of the University, to the University Faculty, and through the President to the Board of Trustees.

ARTICLE VI

Campus Regulations and the Academic Community

Drew University, in making and enforcing campus regulations, recognizes that all members of its academic community have the basic rights of freedom of religion, speech, press, petition, and the right to assemble peaceably. Drew University recognizes, as well, the responsibility to respect these rights for others. The University community must ensure the right of all of its faculty and students to pursue their academic goals without interference. The University is committed to the search for truth by reason and always with civility; forceful domination and physical coercion are not acceptable methods for influencing University decisions.

The Board of Trustees *may* adopt a statement of the rights and responsibilities of members of the community, incorporating appropriate principles of due process.

ARTICLE VII

Indemnification

Section 1 – The University shall indemnify a corporate agent to the fullest extent to which non-profit corporations are empowered to indemnify such corporate agents under the New Jersey Nonprofit Corporation Act as it may, from time to time, be amended. Indemnification shall include liabilities and expenses actually incurred by the corporate agent in connection with any proceeding in which the corporate agent is made a party by reason of being or having been a corporate agent if such agent acted in good faith and in a manner which the agent reasonably believed to be in or not opposed to the best interests of the University and, with respect to any criminal action, had no reasonable cause to believe such agent's conduct was unlawful. Any such corporate agent seeking indemnification from the University shall promptly give written notice to the Trustees of the commencement of any action or of any event which may reasonably be expected to give rise to an action. The Trustees shall have the

authority to implement the provisions of this Article and impose reasonable conditions upon the right to such indemnification. This Article shall not be deemed to limit any power of the University or the Trustees to provide any additional or other indemnity to any person. For purposes of these bylaws, a "corporate agent" shall mean any person who is currently or who has at any time served as a trustee, officer, employee or agent of the University or of any constituent entity absorbed by the University as an officer, employee or agent of any other enterprise, serving as such at the request of the University, or of the constituent entity, or the legal representative of the trustee, officer, employee or agent.

Section 2 – The Trustees shall have the right to direct the University to purchase and maintain liability insurance, in amounts determined to be necessary and reasonable by the Trustees, on behalf of any corporate agent, whether or not the University would have the power to indemnify such agents against such liability under the New Jersey Nonprofit Corporation Act.

ARTICLE VIII

Funds, Securities, and Bonding

Section 1 – Funds of the University

All funds of the University shall be deposited in such accounts and in such depositories, and be withdrawn there from, all as designated either by the Finance Committee of the Board and/or by the Investment Committee of the Board with respect to such accounts and depositories directly used in connection with the functions and responsibilities of the Investment Committee.

Section 2 – Securities of the University

All investment securities of the University shall be issued or registered in such names and placed in such custody, control, supervision, and management, all as designated by the Investment Committee of the Board.

Section 3 – Bonding of Officers

The Finance Committee shall determine what officers and employees shall be bonded and the amount of the bond in each case.

ARTICLE IX

Amendments

These Bylaws may be amended or changed at any regular or special meeting of the Board of Trustees provided written notice of the substance of the proposed amendment is sent to all Trustees at least ten (10) days before the meeting. The amendment shall be adopted by a vote of at least two-thirds of the entire Board.

Bylaws effective October 20, 2023.