

GETTYSBURG COLLEGE BYLAWS

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The Bylaws of Gettysburg College

ARTICLE I

Board of Trustees Authority and Responsibilities

Section 1. The Board of Trustees shall have and exercise those corporate powers prescribed by law. The College's Charter, these Bylaws, and other Board policy statements shall take precedence over all other College statements, documents, and policies.

Section 2. The authority and responsibility of the Board of Trustees shall include but shall not be limited to these illustrative functions:

- Determine and periodically review the mission and purposes of the College
- Appoint the President, who shall be the Chief Executive Officer of the College, and set appropriate terms of employment, including compensation
- Support the President and assess annually the President's performance based on mutually agreed-upon goals
- Assure that the academic program is consistent with the College's mission and strategies
- Assure that the academic budget reflects the College's academic priorities
- Assure that faculty personnel policies and procedures complement academic priorities
- Assure that the College's academic programs are appropriate for its students
- Assure that the College assesses the effectiveness of its academic programs
- Approve the annual budget and tuition and fees, regularly monitor the financial condition of the College, and establish policy guidelines affecting all College assets, including investments and the physical plant
- Contribute financially to the fund-raising goals of the College through annual and capital giving, participate actively in strategies to secure sources of support, and authorize College Officers to accept gifts or bequests to the College pursuant to board policy guidelines
- Authorize any debt financing and approve the securitization of loans other than in the ordinary course of business
- Authorize the construction of new buildings, capitalization of deferred maintenance backlogs, and major renovations of existing buildings
- Authorize the purchase, sale, and management of land, buildings, and major equipment
- Assure that the College has in place appropriate risk management programs and policies

- Assure that the College has in place policies that contribute to the best possible learning environment for students
- Assure that the College has in place policies that protect academic freedom and contribute to the best possible environment in which faculty can teach, pursue their scholarship, and perform public service
- Approve all earned and honorary degrees, upon the recommendation of the Faculty and certification by the Registrar
- Approve emeritus status of retired faculty and staff who meet the required criteria
- Approve the appointment of faculty members to endowed professorships
- Approve such policies that are maintained for the Board of Trustees that may include the establishment of, and charge to, various standing committees of the Board of Trustees
- Serve as advocates for the College in appropriate matters of public policy in consultation with the President and other responsible parties as the Board shall determine
- Assess the performance of the Board of Trustees
- Appoint external auditors
- Consult with the President on the appointment of outside legal counsel

Section 3. In accordance with the provisions of the Charter, Bylaws, and policies of the Board of Trustees, the faculty shall have the power to (i) prescribe the academic program of the College, and in cooperation with the administrative officers, the duty to carry it into effect, and (ii) determine the requirements for admission to the College and for degrees in course. It shall have the power to choose its own officers (except that the President of the College shall be Chairperson of the Faculty) and methods of procedure to determine its own structures.

ARTICLE II

Membership of the Board of Trustees

Section 1. The Board of Trustees shall consist of no greater than forty (40) persons or fewer than twenty-six (26) persons. Of these, as many as thirty-six (36) persons may be elected from among nominees submitted to the Board through the Governance and Nominating Committee. The President of the Alumni Board of Directors shall serve, *ex officio*, as a voting Trustee. One of the Co-Chairs of the Parents Leadership Council (selected by the Chair of the Board of Trustees) and the Chair of the BOLD Council shall each serve, *ex officio*, as non-voting Trustees.

At least five (5) of the persons serving as voting members on the Board of Trustees shall be Alumni of Gettysburg College.

Section 2. Gettysburg College has been supported and influenced by the Evangelical Lutheran Church in America, its predecessor bodies, and members thereof. The Bishop of the Evangelical Lutheran Church in America, in consultation with the Bishops of the local synods of the ELCA, may nominate annually to the Governance and Nominating Committee the names of persons whom he or she believes would make significant contributions to the Gettysburg College Board of Trustees in accordance with the already established criteria for Board Membership. The Governance and Nominating Committee will review and consider any such names, together with names of other qualified candidates.

Section 3. The President of Gettysburg College shall also serve, ex officio, as a voting Trustee.

Section 4. New Trustees and incumbent members of the Board of Trustees who are eligible for election normally may be elected at any regular or special meeting of the Board by a majority of the Trustees then in office. Any unfulfilled term may be filled through a special election at any regular or special meeting of the Board of Trustees.

Section 5. Trustees (other than ex officio Trustees) shall serve an initial four-year term and may be re-elected for two additional terms of no more than four years each. No person may serve as a trustee for more than 12 years. The trustee terms of the President of the Alumni Board of Directors, the selected Co-Chair of the Parents Leadership Council and the Chair of the Bold Council shall run concurrently with their terms as President, Co-Chair or Chair of such organization; provided, however, that if any such person is subsequently elected to the Board of Trustees, that person shall be elected for the remainder of a four-year term and may be re-elected for two additional terms of no more than four years each (up to 12 years total).

Section 6. All Trustees serve at the pleasure of the Board. A Trustee may be suspended from office by action of the Governance and Nominating Committee for a period of up to 45 days, with cause. A Trustee may be removed from office, with or without cause, by an affirmative vote of a majority of the Trustees entitled to vote, who shall have received notice of such proposed action at least 15 days in advance. In unusual circumstances, a Trustee may request a leave of absence from the Board, which may be granted with the approval of the Board Chair and

President.. The Trustee's term may be extended by the length of the leave, at the discretion of the Governance and Nominating Committee.

Section 7. The Governance and Nominating Committee shall recommend candidates for election or reelection to the Board through procedures adopted by the Board. A slate of candidates, with biographical information for each new prospective Trustee candidate, shall be provided to all Trustees at least 10 days before the meeting of the Board of Trustees at which an election is scheduled.

ARTICLE III

Trustees Emeriti and Honorary Life Trustees

Upon recommendation of the Governance and Nominating Committee, former Trustees who have served with distinction for at least five years on the Board may be elected by the majority of Trustees as Trustees Emeriti (without the right to vote). In addition, the Board may, upon the recommendation of the Governance and Nominating Committee and at its discretion, elect as an Honorary Life Trustee (without the right to vote) any former Trustee, including any Trustee Emeritus, who has served Gettysburg College with particular distinction. Trustees Emeriti and Honorary Life Trustees shall be invited to attend selected Board and College activities, but their presence shall not be counted toward a quorum. Trustees Emeriti may also be appointed to serve on Committees of the Board, in accordance with Article XII. The Board may adopt a policy that further details the rights and responsibilities of Trustees Emeriti and Honorary Life Trustees.

ARTICLE IV

Officers of the College

Section 1. The Officers of the College shall be the Chair, Vice Chair(s) and Secretary of the Board of Trustees, the President, Treasurer and Provost and the Vice Presidents of the College. All officers shall serve at the pleasure of the Board of Trustees, except for the Treasurer, Provost and the other Vice Presidents, who shall serve at the pleasure of the President.

Section 2. The Chair, Vice Chair(s) and Secretary shall be Trustees. The President shall be an ex-officio member of the Board of Trustees with power to vote. His or her presence at meetings shall be counted as part of quorum determinations. The other College officers, including the Treasurer, shall not be members of the Board.

Section 3. The terms of office for officers of the College will vary as provided elsewhere in these Bylaws. The Board may approve the appointment of other officers upon recommendation of the President.

ARTICLE V

Terms and Responsibilities of the Chair and Vice Chair(s)

Section 1. The Chair shall be elected for a two-year term, beginning June 1 of any year, upon nomination by the Governance and Nominating Committee. The Chair may be reelected for one additional two-year term. Absent extraordinary circumstances, the expectation is that the office of the Chair shall be filled by the same person for no more than four successive years. A vacancy may be filled at any time by a majority vote of the members of the Board, but election or reelection shall normally take place at the annual meeting.

Section 2. One or more Vice Chair(s) shall be elected annually, for the year beginning June 1, upon nomination by the Governance and Nominating Committee. Absent extraordinary circumstances, the expectation is that the office of the Vice Chair(s) shall in each case be filled by the same person for no more than five successive years. An Executive Vice Chair may be elected when appropriate and may serve up to an additional five successive years, regardless of any time previously spent as a Vice Chair. Vacancies may be filled at any time by a majority vote of the members of the Board, but election or reelection shall normally take place at the annual meeting.

Section 3. The Chair shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, appoint, in consultation with the President, committee Chairs and Vice Chair(s), members of committees, including the Executive Committee, and otherwise serve as the spokesperson for the Board. He or she shall serve as Chair of the Executive Committee, an ex-officio member of all other standing committees of the Board, and have other duties as the Board may prescribe from time to time.

Section 4. In the absence of the Chair, the Executive Vice Chair, if appointed, and if not appointed, then one of the Vice Chair(s) shall perform the duties of the office of the Chair, including presiding at Board and Executive Committee meetings. He, she or they shall have other powers and duties as the Chair may from time to time prescribe and a Vice Chair may or may not be nominated to succeed the Chair when a vacancy occurs, as the Governance and Nominating Committee shall determine.

Section 5. In the absence of both the Chair and the Vice Chair(s), the Board of Trustees may select a Chair pro tem, who shall possess the powers and perform the duties of the office.

ARTICLE VI

Term and Responsibilities of the Secretary

Section 1. The Secretary shall be elected annually, for the year beginning June 1, upon nomination by the Governance and Nominating Committee and the office of Secretary shall be filled by the same person for no more than three successive years.

Section 2. The Secretary to the Board is authorized to attest to the name of the College, after the name has been executed by the President of the College or any other person authorized by the Board, on all deeds, contracts and other instruments. The Secretary shall also be responsible for the corporate seal and arrange for its safekeeping at the College. The Secretary shall perform other duties as prescribed from time to time by the Board and may be assisted in all duties by one or more staff members designated by the President, as Assistant Secretaries.

ARTICLE VII

Term and Responsibilities of the Treasurer

Section 1. The Treasurer of the College shall be appointed by the President of the College, subject to the approval of the Board of Trustees. The Treasurer shall not be an officer of the Board or be a member of the Board of Trustees.

Section 2. The Treasurer shall be a member of the Committee of the Board dealing with the financial affairs of the College and shall serve as the representative of the Board on all financial-management policy matters. He or she shall ensure that all Trustees regularly receive appropriate and comprehensible financial statements from the administration of the College that include comparisons of revenues and expenditures with the approved annual budget and the preceding fiscal year for the same time periods. The Treasurer shall ensure that other financial reports – including those for special or major Board-approved expenditures, investments of the College, and annual or special audits – are provided to all Trustees in a timely manner for review and discussion as appropriate. He or she is also considered the Chief Financial Officer of the College and as such will consult with the Board-selected auditor, and with those

committees of the Board dealing with the investments of the College and the audit of the financial records of the College, as appropriate and necessary.

ARTICLE VIII

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, compensation, and with such other terms of employment, as it shall determine.

Section 2. The President of the College is the Chief Executive Officer of the College. The President is the official adviser to and executive agent of the Board of Trustees and its Executive Committee. The President serves as an ex-officio member of the Board of Trustees with voting privileges and as an ex-officio member of all Board committees. The President serves as the key spokesperson of the College. The President keeps the Board informed on appropriate matters, consulting with the Board in a timely manner on issues appropriate to its policymaking. As the Chief Executive Officer, the President shall exercise superintendence over all the affairs of the College, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy making responsibilities. The President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee.

The following responsibilities are understood to be the special province of the President:

- To manage the overall activities of the College
- To enforce the policies and regulations of the College
- To enforce the regulations and procedures of the *Faculty Handbook* and, with approval of the Board, to amend it
- To consult with the Board Chair in the management of the Board of Trustees
- To consult with the Board Chair in the appointment of members of the standing committees
- To establish ad hoc administrative committees which may, in the President's judgment, be necessary or useful
- To execute all documents on behalf of the College and the Board of Trustees consistent with established policies and the best interests of the College
- To appoint the Provost and other Vice Presidents of the College who serve at the pleasure of the President

- To review and approve proposed changes in the academic programs of the College and other major enterprises consistent with the mission, plans, and financial resources of the College

Section 3. The President shall serve as Chair of the Faculty, shall be responsible for the scheduling of meetings of the Faculty at regular intervals, and shall have the authority to call special meetings of the Faculty when necessary. The President may delegate the responsibility of chairing a faculty meeting. The President shall be responsible for the publication and effectuation of regularly established faculty policies. When, in the judgment of the President, immediate action is required, the President may decide any question which may arise; such decision shall be regarded as the decision of the Faculty unless revised at a subsequent meeting by action of the Faculty.

ARTICLE IX

Term and Authority in the event the President Becomes Disabled

Unless the Board of Trustees has adopted a succession plan (which shall control), in the absence or disability (as defined in the employment contract), of the President, the Board of Trustees shall, in consultation with the President (if feasible), determine which Vice President or other individual shall perform the duties of the President.

ARTICLE X

Meetings

Section 1. The Board of Trustees shall have at least three regular meetings annually on such dates and at such places as it shall determine. The annual meeting for the purpose of electing Officers shall be the meeting scheduled for May.

Section 2. Special meetings may be held at the call of the Board Chair, any Board Vice Chair(s), the President, or any six Trustees.

Section 3. Fifteen (15) Trustees shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Trustees, while the majority of voting member Trustees will constitute a quorum for the Executive Committee. 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. In the event of a tie vote, the Chair of the Board of Trustees shall cast the deciding vote.

Section 4. Notice of the time and place of all meetings of the Board of Trustees shall be sent to each Trustee, either by electronic overnight or United States mail, at least (10) ten days prior to the date of the meeting: provided, however, that under urgent or emergent conditions, as determined by the President of the College or the Chair of the Board of Trustees, the notice for a special meeting may be given not less than twenty-four hours prior to the meeting and may be verbal. In the case of a regular meeting, such business may be transacted as may properly be brought before the meeting. In the case of a special meeting, the notice shall specify in general terms the business to be transacted at said meeting except that business of a routine nature may be transacted without prior notice.

Section 5. Attendance at executive sessions of meetings of the Board of Trustees shall be limited to voting Trustees. Attendance at executive sessions of meetings of the Board of Trustees Committees shall be limited to voting Trustees and to members of the President's Council who are specifically invited by the Chair of the Committee to attend all or a portion of the executive session.

ARTICLE XI

Action without a Formal Meeting

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting. Meetings may be conducted by mail, fax, conference call, telegram, cable, e-mail or in any other way the Trustees decide. A written consent setting forth the actions taken and signed by each appropriate member Trustee shall be filed with the minutes of the proceedings as soon as is practical.

ARTICLE XII

Committees

Section 1. The Board shall establish and maintain the following standing committees:

- Academic Affairs Committee
- Audit, Compliance and Risk Committee
- College Advancement Committee
- Endowment Committee

- Enrollment and Educational Services Committee
- Executive Committee
- Executive Compensation Committee
- Finance Committee
- Governance and Nominating Committee
- Information Technology Committee

The Board may also establish such other standing or ad hoc committees as it deems appropriate to the discharge of its responsibilities. Each standing committee shall have a written statement of purpose (charter) and primary responsibilities as approved by the Board and such rules of procedure or policy guidelines as it or the Board, as appropriate, approves. Each standing committee shall review such statements for their appropriateness and adequacy annually.

Section 2. The Chair of the Board of Trustees, after consulting with the President of the College, shall have the responsibility to appoint annually the Chairs, Vice Chair(s), and members of all board committees, effective June 1 of each year. All committee Chairs and committee Vice Chairs, as well as the majority of the members of each committee, shall be Trustees. The Chair of the Board of Trustees (or a Vice Chair designated by the Chair) and the President of the College shall be ex officio members of all the committees of the Board, except that the President shall not be a member of the Executive Compensation Committee. Students and Faculty may serve as members of the committees of the Board, without the power to vote. Trustees Emeriti may, in exceptional cases, and for a specific purpose, be appointed to serve as a member of a committee of the Board, without the power to vote.

Section 3. Each standing committee shall have an Officer of the College or member of the administrative staff, as designated by the President, to assist it with its work. Each standing committee normally shall meet not fewer than three times annually and report regularly on its work and recommendations to the Board of Trustees. Each standing committee of the Board shall keep minutes of meetings.

ARTICLE XIII

Composition, Purposes and Responsibilities of the Executive Committee

Section 1. The membership of the Executive Committee shall consist of the following: the Chair, Vice Chair(s) and the Secretary of the Board of Trustees, the President of the College, and three ad hoc Board members selected by the Chair in

consultation with the President of the College. The Chair of the Board shall be Chair of the Executive Committee.

Section 2. The purpose of the Executive Committee is threefold: (1) it shall serve at the pleasure of the Board as its agent in helping the President to address business between regular Board meetings, (2) it shall assist the Chair and the President with their joint responsibility to help the Board function effectively and efficiently by suggesting Board meeting agenda items and periodically assessing the quality of committee work; and (3) annually review the President's performance. The Executive Committee shall have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the Board: submission to Board members of any action requiring approval of all Board members under federal or state law; Presidential selection and termination; Trustee and Board-Officer election; the filling of vacancies on the Board of Trustees; changes in the College's mission and purposes; adoption, amendment or repeal of the Bylaws, Charter or Articles of Incorporation; incurring of corporate indebtedness; purchase or sale, mortgage or lease or other disposal of real property; adoption of the annual budget; conferral of degrees; and amendment or repeal of any resolution of the Board. These Bylaws or other Board policies may reserve other powers for the Board of Trustees. In addition, there may be action on matters committed by the Bylaws or resolution of the Board to another committee of the Board. In addition to its authority to take action on emergency matters that cannot or should not be deferred to the next scheduled meeting of the Board, the Executive Committee shall oversee the work of Board committees, the planning process of the College, the responsibility of the Board to support the President and assess his or her performance, and review annually the compensation of the President and terms of employment.

Section 3. The Executive Committee shall meet as often as is necessary to conduct its business as the Chair and President determine and ensure that minutes are taken and promptly distributed to all Trustees.

ARTICLE XIV

Composition, Purpose and Responsibilities of the Executive Compensation Committee

The Executive Compensation Committee, to which the responsibility for setting the compensation of the President of the College is hereby delegated, subject to Board approval of such compensation. The Executive Compensation Committee shall be composed of the Chair of the Board of Trustees, the Chair of the Finance

Committee and three at large members of the Board of Trustees, appointed annually by the Chair of the Board of Trustees concurrently with the election of the Chair of the Board of Trustees. Notwithstanding the provision of Article VIII, Section 2, to the contrary, the President of the College shall not be an ex officio member of the Executive Compensation Committee.

ARTICLE XV

Composition, Purposes and Responsibilities of the Governance and Nominating Committee

Section 1. The Governance and Nominating Committee shall have at least seven and not more than nine members, all of whom shall be voting trustees. The Chair, up to two Vice Chairs and members of the Committee shall be appointed for renewable one-year terms.

Section 2. The purpose of the Governance and Nominating Committee is threefold: 1) it shall ensure that the membership and leadership of the Board consist of highly qualified and committed individuals; 2) it shall ensure that regular programs for new Trustees and in-service education are maintained; and 3) it shall periodically recommend initiatives by which the Board shall assess its performance. The Governance and Nominating Committee serves as the agent for the Board in reviewing the performance of incumbent Trustees and Board Officers.

Section 3. The Committee shall meet as often as is necessary to conduct its business, normally not fewer than three times annually. It shall seek the assistance of all Trustees in the course of meeting its responsibilities in accordance with these bylaws and its own rules of procedure, as adopted by the Board of Trustees.

Section 4. The Committee shall nominate candidates for membership on the Board of Trustees by presenting the names and qualifications of proposed Trustees to the Board.

Section 5. The Committee shall recommend to the Board of Trustees a slate of Officers, including: Chair, Vice Chair(s), and Secretary. The slate shall include Vice Chair(s) and Secretary for each annual election. The slate shall include a Chair when the Chair's two-year term will end before the next annual meeting.

Section 6. As set forth in Article XVII, Section 2, the Committee shall recommend to the Trustees any necessary changes to the Bylaws.

ARTICLE XVI
Indemnification

Section 1. A Trustee, while acting within the scope of duties as a Trustee shall not be personally liable for any civil damages arising out of any action taken, or failure to take action unless the Trustee, in acting or failing to act, has breached or failed to perform the duties of the Office as defined by law; and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness, except where such conduct is covered by insurance, but only to the extent covered by insurance. The College shall have no liability to indemnify for such conduct beyond available insurance coverage.

Section 2. The College shall indemnify any Trustee or Officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to or who is called as a witness in connection with any threatened, pending, or completed civil or administrative action, suit, or proceeding (including any action by or in the right of the College), by reason of the fact that such person is or was a Trustee, Director, Officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including fees of attorneys, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct, self dealing or recklessness. The indemnification and advancement of expenses provided by, or granted pursuant to, this Section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled. Provided, however, the College shall only be obligated to indemnify for willful misconduct, self dealing or recklessness to the extent such conduct is covered under the College's insurance policies; and provided further that with respect to criminal proceedings and fines, the College shall provide indemnification only to the extent permitted by law.

Section 3. The College shall pay expenses incurred by an Officer or Trustee, and may pay expenses incurred by any other employee or agent, in defending an action, suit, or proceeding in advance of the final disposition with the undertaking by or on behalf of such person who is being indemnified, which shall be given, that if it shall ultimately be determined that such person is not entitled to be indemnified by the College, the person who was not entitled to be indemnified shall repay such amount. The indemnification and advancement of expenses will continue as to a

person who has ceased to be a Trustee, employee, or agent to inure to the benefit of the heirs, executors, and administrators of such persons.

Section 4. The College shall have the power to purchase and maintain liability insurance on behalf of any person who is or was a Trustee, Officer, employee, or agent of the college, against any liability asserted against such person and incurred by such person in any such capacity. The Vice President for Finance and Administration shall periodically report to the Board of Trustees on the units of coverage of such insurance and the name of the provider of such coverage.

ARTICLE XVII

Conflict of Interest

The Board of Trustees shall adopt a conflicts of interest policy that ensures that any potential or actual conflict of interest involving a Trustee or Officer is disclosed to the Board prior to consideration of a proposed transaction involving the College. As part of such policy, each Trustee shall complete and sign a disclosure form provided annually by the College.

ARTICLE XVIII

Review and Amendment of Bylaws

Section 1. These Bylaws may be changed or amended and may be restated at any meeting of the Trustees by a two-thirds vote of those present, provided that the members present shall not be less than one-half of the membership of the Board at that time and provided notice of the substance of the proposed amendment or restatement is sent to all Trustees at least 10 days before the meeting.

Section 2. These Bylaws shall be reviewed periodically by the Governance and Nominating Committee. The Governance and Nominating Committee shall recommend any necessary changes to the Board of Trustees.

ARTICLE XIX

Order of Procedure

The current edition of Modern Rules of Order, published by the Pennsylvania Bar Institute, shall govern any procedure not covered in these bylaws, and which is not addressed in the Pennsylvania statutory law applicable to nonprofit corporations.

Amended February 12, 2021

Bylaws

Adopted by the Board of Trustees on February 4, 2006, as amended May 2, 2015, February 6, 2016, February 10, 2018, and February 12, 2021.