

AMENDED CHARTER OF DREW UNIVERSITY

CHAPTER 73 OF LAWS OF NEW JERSEY -- 1969

BE IT ENACTED by the Senate and General Assembly of the State of New Jersey:

1. The title of P.L. 1868, chapter II is amended to read as follows: An act to incorporate Drew University.

2. Section 1 of the act of which this act is amendatory is amended to read as follows:

That Daniel Drew, Edmund S. Janes, George T. Cobb, Matthew Simpson, Enoch L. Fancher, James M. Tuttle, Theodore Runyon, Daniel Curry, Benjamin F. Manierre, Charles B. Sing, Cornelius Walsh, John S. Porter, Francis H. Root, John P. Durbin, James Bishop, R. L. Dashiell, Daniel L. Ross, Morris D'C. Crawford, Daniel D. Chamberlain, Archibald C. Foss, John E. Ockershausen, Leonard M. Vincent, William Wells, George F. Brown, William W. Drew, William H. Ferris, John A. Wright, John Lanahan, Charles C. North, Thompson Mitchell, and their successors in office as herein provided for, are hereby constituted a body corporate by the name of Drew University, and by that name the corporation shall have perpetual succession, the right to sue and be sued, the right to contract and be contracted with, and to make and use a common seal, and to alter the same at pleasure, and may acquire, have, hold, possess, use and enjoy upon the trusts, and for the uses and purposes of said corporation, by purchase, gift, grant, devise or bequest, any real estate or personal property, and may let, lease, sell, grant, alien and convey any of said real estate or personal property, and shall possess, enjoy and exercise all the rights, powers and privileges of corporations conferred by law, or by the statutes of this State.

3. Section 2 of the act of which this act is amendatory is amended to read as follows:

That the objects and purposes of the said corporation are the establishment, maintenance and support within the State of New Jersey of a non-profit university for the promotion of education with power to organize faculties of arts, law, literature, medicine, science and theology and such other academic disciplines as it may from time to time determine and to use and exercise all the powers and functions of a university. A theological school, ecumenical in character, shall be continued and maintained in relation to the founding Methodist Episcopal Church and its successors. The university shall have the power to grant and confer diplomas and the usual college and university degrees, and honorary degrees, and also such other powers as may be necessary fully to carry out and execute the general purposes of the corporation as herein provided.

4. Section 3 of the act of which this act is amendatory is amended to read as follows:

That the government of the said corporation and the management of its property, business and affairs are hereby vested in a board of trustees, which shall consist of not less than 20 nor more than 50 members, and the president of the university shall be a member ex-officio without vote.

5. Section 4 of the act of which this act is amendatory is amended to read as follows:

That all the persons first herein named, to whom shall be added the said president of the faculty when appointed, shall be and act as the first board of trustees of said corporation until their successors are elected. The trustees in office at the date of this amendment shall continue in office until such time as their successors are duly elected. The trustees shall meet at least twice in each calendar year. Failure to elect trustees shall not work a forfeiture of this charter or the dissolution of the corporation hereby created, or of the privileges thereby granted.

6. Section 5 of the act of which this act is amendatory is amended to read as follows:

That the said trustees at the first meeting of the said board, and annually thereafter, shall organize said board by the election from their number of a chairman, one or more vice-chairmen, a secretary and such other officers as they may deem appropriate, and shall have power to adopt and enforce a constitution and such by-laws, rules and regulations, not inconsistent with the constitution or laws of this State or of the United States, as may be deemed advisable for the government of the business and affairs of said corporation and for the regulation of the action of said board, its officers and agents, in the discharge of its and their duties in fully executing and carrying into effect the objects, intents and purposes of this act. The by-laws may contain, among their provisions, provisions for determining the number of trustees, eligibility to membership in the board of trustees, the manner of election of trustees; their term of office and procedures for removal. The property of said corporation, real and personal, shall be exempt from assessment and from taxation.

7. Section 6 of the act of which this act is amendatory is amended to read as follows:

That the first faculty in theology shall be appointed by the trustees, but all vacancies thereafter occurring by the resignation, death or removal of professors in said faculty of theology shall be filled as may be provided in the by-laws. The by-laws may contain among their provisions, provisions for the selection of a president and other administrative staff of the university, and their removal, and for the selection of members of the instructional staff, and their removal.

8. This act shall take effect immediately.

Approved and effective June 4, 1969.

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 handicapping condition.

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 Deans and other administrative and academic officers, the Faculties, the Students, and the Alumni. These Bylaws aim to establish a pattern of governance in accord 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, liberal arts, graduate studies, 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.

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 accord 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 more than 50, as the Board of Trustees, upon the recommendation of the Committee on Trustees, may from time to time determine.

b) The bishops 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 alumni/ae association of the College of Liberal Arts shall be entitled to elect from its membership four (4) Trustees, one each year, for terms of up to four (4) years, 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 four (4) Trustees, one each year, for terms of up to four (4) years, 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 University Relations, 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 jointly 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 thirty (30) days prior to the proposed election to the Board of Trustees.

Section 2 - Qualifications

a) It is recommended that approximately 25% of the Trustees serving on the Board ideally include persons who are members of the United Methodist Church. The Theological School Advisory Committee shall work to assure a United Methodist presence on the Board. See Article II, Section 16.

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 Section 1(e) shall be elected at the annual meeting for four-year terms. At the discretion of the Board, Trustees may be elected for less than a four-year term. In the case of a vacancy, the vacancy may be filled in accordance with Section 1(e) for the balance of the term at any regular or special meeting. If a Trustee has served for three consecutive terms (including any partial terms but not including any terms which commenced prior to the date upon which this revised bylaw is adopted), 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.

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 section 1 a), nor be eligible to serve as an officer or chair of a standing committee. An election as Emeritus Trustee shall be for life, or until resignation.

d) A Trustee may be removed or suspended for cause upon a vote of two-thirds of those attending, 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 or suspension, but the vote of the Board shall in all instances be conclusive as to whether or not the Trustee shall be removed or suspended.

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, 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.

All Trustees shall disclose to the Board any possible conflict of interest 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 - Officers of the Board of Trustees

a) At its annual meeting the Board shall elect from its own number a Chair, one or more 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 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 6 – Appointment of Trustees to Committee

The Chair of the Board shall have the responsibility to appoint the Chairs, Vice Chairs and members of all Board committees except the Executive Committee. All committee Chairs, Vice Chairs and a majority of each committee's members shall be Trustees.

Section 7 - 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 as needed from time to time each year 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 remove Trustees or administrative officers of the University or members of the teaching faculty.

Section 8 - Finance Committee

The Finance Committee shall consist of not 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 to appoint a Budget Committee consisting of not 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 9 - Investment Committee

The Investment Committee shall consist of not 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 10 - Academic Affairs Committee

The Academic Affairs Committee shall consist of not 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. This committee, after appropriate consultation, shall consider, upon recommendation of the President, all nominations for Academic Officers, teaching positions of professorial rank and the granting of tenure as presented to it by the President of the University, the academic programs of the University and its several schools, approval of degrees in course and the addition or elimination of degree programs, and all other matters relating to the Faculty and to the academic work of the University which may be referred to it by the Board or by the President of the University, and report its recommendations to the Board for action. No degree in course shall be conferred by the Board except on recommendation of the appropriate faculty.

Section 11 - Creation and Termination of Schools, and Departments within a School

The Academic Affairs Committee of the Board, following the procedures established in the Faculty Personnel Policy, shall be responsible for recommendations to the Board concerning the creation and termination of schools or other academic or research programs which concern the University as a whole or programs which involve a tying together of departments or entities in two or more schools, or the use of personnel of two or more schools in such programs.

The Academic Affairs Committee shall be responsible for recommendations to the Board concerning the creation and termination of departments within a school, or the termination of the school itself, after consultation with or upon the recommendation of the Faculty of that school.

Section 12 – Advancement Committee

The Advancement Committee shall consist of not fewer than five members in addition to the Chair of the Board and the President of the University, 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 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 not 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 review the adequacy of the supervision 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.

Section 14 - Committee on Trustees

The Committee on Trustees shall consist of not 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. It shall be responsible for submitting the list of officers, committee chairs, and committee members for election at the annual meeting. 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.

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 appoint, from among its membership, an Honorary Degrees Subcommittee, which shall be responsible for soliciting recommendations for honorary degrees from the Drew community as well as for making and considering all nominations for honorary degrees. After due deliberation, this subcommittee shall report its recommendations to the Board for action. The Honorary Degrees Subcommittee shall consist of not fewer than five members of the Committee on Trustees, including the Chair of the Board of Trustees and the President of the University.

Section 15 - Committee on Student Affairs and Campus Life

The Committee on Student Affairs and Campus Life shall consist of not fewer than five members of the Board in addition to the Chair of the Board and the President of the University and other administrative officers at the discretion of the Board. The committee may also include within its membership a student representative from each of the schools of the University. This committee shall meet with the Deans, student personnel officers, established faculty-student committees, and student leaders in the several schools. This committee shall review student concerns and report to the Board of Trustees.

Section 16 - The Theological School Advisory Committee

The Theological School Advisory Committee shall consist of ten persons to include the Chair of the Board, the President of the University, the Vice President and 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 President and Dean of the Theological School. In making any such recommendations, the Dean shall give preference to persons who are members of the United Methodist Church, provided, however, that it shall not be a requirement that a person recommended by the Dean be, in fact, a United Methodist.

The Theological School Advisory Committee shall meet at least once a year to consider issues involving the Theological School and shall make such reports and recommendations to the Board for information and any required action as such Committee may from time to time determine to be in the interests of the Theological School. The Committee shall assist in assuring a United Methodist presence on the Board by identifying prospective trustees and by representing denominational and Theological School concerns (See Article II, Section 2 a). Any recommendation by the Theological School Advisory Committee of a prospective trustee shall be submitted to the Committee on Trustees which will be responsible for determining whether the recommendation should result in the nomination of that person as a Trustee for election by the Board. It shall not be a requirement for election as Trustee that the person so nominated be a member of the United Methodist Church.

Section 17- Audit Committee

The Audit Committee shall consist of not fewer than five members of the Board. Three members of the Audit Committee shall constitute a quorum.

The Audit 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.

The Audit Committee shall have the responsibility to assess the internal controls of the University and to review its financial statements and such other reports, as it deems necessary.

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

Section 18 - Enrollment Management Committee

The Enrollment Management Committee shall consist of not 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 19 - Compensation Committee

The Compensation Committee shall consist of not fewer than six members in addition to the Chair of the Board. The committee shall have the responsibility for evaluating the performance, and determining the compensation (including contractual benefits, deferred compensation plans, perquisites, and other compensatory benefits), of the President. The President shall consult the Committee on evaluations of the performance and the compensation (including contractual benefits, deferred compensation plans, perquisites, and other compensatory benefits) of the Administrative and Academic Officers and other members of the administrative staff who report directly to the President. The committee may directly engage the services of compensation consultants to obtain market information and advice.

Section 20 - Visiting Committees

There shall be such visiting committees as the Board, in consultation with the President, may appoint, which shall consult and advise with the Board.

Section 21 - Special Committees

The Board of Trustees may from time to time, by resolution, order special committees for any specified purpose, and all special committees, 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 22 - Vacancies on Committees

If a vacancy occurs on a Trustee committee, it may be filled by appointment by the Chair of the Board.

Section 23 - 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 deliberations.

Section 24- 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 to each member of the Board by the Secretary at least ten days prior to the date of such meetings.

Section 25 - Special Meetings

Special meetings shall be called at any time by the 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 at least five days before the day on which the meeting is to be held.

Section 26 - 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.

c) All committee minutes shall be posted on the Trustees' website 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 posted on the Trustees' website prior to the next regular Board meeting.

Section 27- Conduct of Business

a) The regular meetings of the Board of Trustees shall use the following order of business:

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| 1. Call to Order | 6. Miscellaneous Business |
| 2. Invocation | 7. Announcements |
| 3. Roll Call | 8. Adjournment |
| 4. Approval of Minutes | 9. Benediction |
| 5. Reports of Offices, Standing and Special Committees | |

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 section 24, paragraphs a) and b) during the continuance of any meeting of the Board.

d) A 2/3 vote of those present may suspend any of the bylaws during the continuance of any meeting of the Board of Trustees.

e) At any meeting of the Board, other than any of the three (3) regularly scheduled Board meetings each year, or at a meeting of a committee of the Board, the person who is Chair of the Board

or Chair of the committee at that meeting, can authorize the telephonic participation of all or some of the members of the Board or of the committee. Unless prohibited by these Bylaws, a member's participation by telephone, 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 fax. 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.

f) 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.

g) 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

The Board shall elect the President of the University. The Board shall have the power to remove the President from office when, in the judgment of the Board, the interests of the University so require. The President shall appoint all other Administrative Officers subject to the approval of the Board at its next regular meeting. Administrative Officers shall continue in office at the pleasure of the President and can be removed at his or her discretion. The President also shall appoint all Academic Officers subject to the approval of the Academic Affairs Committee and the Board at its next regular meeting. An Academic Officer may be removed by the President with the concurrence of the Board.

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 such other vice presidents as the President may recommend and the Board approve, the Treasurer, the Secretary, and such other officers 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 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 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 academic officer of the University, the President shall be responsible for assuring communication among the units of the University. The President shall recommend to the Board of Trustees through the Academic Affairs Committee appointments to the several Faculties of the University. After appropriate consultation, including consultation with faculty representatives and the Academic Affairs Committee in the case of Academic Officers, the President shall recommend for approval by the Trustees the Academic Officers of the schools of the University as well as officers of the administration who in turn shall be directly responsible to the President. 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 in writing. The President shall prepare 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.

Section-4 - Vice Presidents

Upon the recommendation of the President, the Board of Trustees may elect one or more Vice Presidents, any of whom may be designated by a title indicating function or particular responsibilities. The Vice President for Finance shall have fiscal responsibility for the University and shall serve as or have oversight over a Treasurer.

Section 5 - 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.

Section 6 - Secretary

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.

Section 7 - Academic Officers

- a) The Academic Officers shall be the Dean of each Faculty of the University, the University Librarian, the Registrar, and such other academic officers as the Board may elect.
- b) The Academic 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.
- c) The Academic Officers of the University shall serve on such committees of the Board, ex officio, and without vote, as determined by the Board.

Section 8 -Academic Deans

There shall be a Dean of each Faculty of the University, except that whenever deemed desirable by the Trustees, one Dean may serve two Faculties. The Dean of each school, as the senior academic officer, shall be primarily responsible for the academic policy of the school and all modifications or innovations to the program. The Dean shall propose to the President such instructional programs and

procedures as appear desirable to maintain standards of sound academic practice. The Dean shall be responsible for all activities within the school.

The Dean in the absence or at the request of the President shall preside over the meetings of the Faculty of his or her school and may call special meetings when necessary. In consultation with the appropriate committee and/or instructional unit, the Dean shall recommend to the President candidates for appointment with the rank of Professor, Associate Professor, Assistant Professor, or other office of equal or higher rank and with the approval of the President of the University, appoint Instructors and other assistants in ranks below that of Assistant Professor. The Dean is an *ex officio* member of all standing committees and nominates members to committees as faculty regulations direct, such nominations being subject to faculty approval. The administrative and educational activities of the school shall be carried out under the supervision of the Dean. The Dean shall supervise faculty and instruction and, in general, administer the affairs of the school related to activities, conduct, and general welfare of students, subject to the authority of the President, the rules of the Faculty, the Charter of the University, and the Bylaws of the Board of Trustees. The Dean may hold a professorship and is expected to teach. The Dean shall furnish annually to the President a written report and such other reports as the President from time to time may request.

Section 9 - Director of the University Library

The Board of Trustees, upon the recommendation of the President of the University, shall appoint the Director of the University Library, who shall be responsible for the collections and services of the University Library. The Director shall propose to the President programs and policies to maintain standards of sound academic practice and coordinate the work of the librarians and library staff to that end. The Director shall be a member of the University Faculty, and a member *ex officio* without vote of the Faculty of each school, except that, when giving instruction in a school or when desired by the Faculty of a school, the Director may be given the vote. The Director shall be a member *ex officio* of the University Library Committee. In consultation with the appropriate committees and library department heads, the Director shall recommend to the President candidates for appointment to the Library Faculty. Professional members of the Library Staff with academic rank or its equivalent members of the Library Faculty may be elected to membership in the University Faculty and in any of the several Faculties with or without vote. The Director of the University Library shall prepare an annual report on the library.

Section 10 - Registrar

The Registrar shall be responsible for the maintenance of academic records; for the administration of rules adopted by the various Faculties with respect to academic requirements and procedures; for the scheduling of classes, final examinations, and the use of classrooms; for the formulation of the annual academic calendar, and for such additional duties and responsibilities as the President may from time to time assign. The Registrar shall be a member of the University Faculty, and a member *ex officio* without vote of the Faculty of each school, except that, when giving instruction in a school or when desired by the Faculty of a school, the Registrar may be given the vote.

ARTICLE IV

Faculty

Section 1 - Faculty of the University

a) The University Faculty shall consist of the President, the 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 such member of the Faculty as he or she shall designate.

b) The University Faculty, subject to the authority 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.

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.

b) The Faculty of each school, subject to the authority of the Dean and the President, the Charter of the University, the Bylaws of the Board of Trustees, and the approval of the Board of Trustees, shall have jurisdiction over all academic matters, including curriculum; teaching procedures; the admission, 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 adopt a Faculty Personnel 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 shall adopt a statement of the rights and responsibilities of members of the community, incorporating appropriate principles of due process.

ARTICLE VII

Indemnification

Each person who is or was a Trustee, officer, employee or agent of the University and each person who serves at the request of the University as Trustee, officer, employee, agent, or committee member of any other corporation, business corporation, partnership, joint venture, trust, or other enterprise shall be indemnified by the University to the fullest extent to which the University has the power to so indemnify such person pursuant to the laws of the State of New Jersey.

The University may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such a person in any such capacity or arising out of his or her status as such whether or not the University will have the power to indemnify against such liability under the laws of the State of New Jersey.

ARTICLE VIII

Miscellaneous

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 21, 2016