# Pfeiffer University Board of Trustee Bylaws

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ARTICLE I
Name and Places of Business

The name of the corporation shall be Pfeiffer University, and its principal place of business is located in Misenheimer, Stanly County, North Carolina. Educational services are also provided at additional campuses which are presently located in Charlotte, Mecklenburg County, North Carolina, and Raleigh, Wake County, North Carolina.

ARTICLE II
Vision and Mission Statements of the University

Vision Statement

Pfeiffer University will be recognized as the model church-related institution preparing servant leaders for lifelong learning.

Mission Statement

Pfeiffer is a globally engaged, regional university distinctive for its transformational undergraduate experiences and its leadership in professional and graduate programs that fill demonstrated needs. Vested in its history as a United Methodist-related university, and propelled forward by an innovative faculty, Pfeiffer prepares its students for a lifetime of achievement, scholarship, spirituality and service.

ARTICLE III
Board of Trustees

Section 1. Mission of the Board

Consistent with the Mission of Pfeiffer University, the Board of Trustees will cause to be provided the facilities, faculty, management, and programs of study to offer an excellent, affordable education for all interested and qualified individuals.

Section 2. Responsibilities of the Board

The responsibilities of the Board shall be those that are traditionally the responsibilities of a Board of Trustees and shall include, but not be limited to, the following:

1. Secure, hold, and manage all the property, endowment, and funds of the University;
2. Elect a President who shall act as the executive officer of the University;
3. Establish broad institutional policies;
4. Establish, review and approve changes in the educational programs of the University, consistent with its mission, and ensure compliance with all approved academic policies;
5. Appoint and determine the rank of all members of the University faculty and staff on the recommendation of the President;
6. Establish and oversee procedures regarding appointment, promotion, and dismissal of faculty members.
7. Approve the number and types of degrees;
8. Determine the number and nature of departments, divisions, and schools through which the curriculum is administered;
9. Determine the extent to which the institution should offer graduate work and off-campus programs;
10. Approve the academic programs developed by the administration and faculty;
11. Approve the goals and objectives for the intercollegiate athletic programs developed by the administration in consultation with the faculty;
12. Approve the annual budget;
13. Authorize changes in tuition and fees within the University based on recommendation of president and Finance Committee.

Section 3. Composition of the Board

(a) Pfeiffer University shall be operated under the management of a Board of Trustees (hereinafter the “Board”) of not more than thirty-five (35) nor fewer than twenty-five (25) members; all duly elected Trustee Emeritus members, each without the right to vote; four (4) ex-officio members to be those persons designated in Sections (f) and (h) below; and the President and President-Elect of the Alumni Association.

(b) No fewer than three (3) members of the Board shall be United Methodist Women of the Western North Carolina Conference. The President and Treasurer of the United Methodist Women of the Western North Carolina Conference shall be included in the three (3) members mentioned above.

(c) No fewer than three (3) members of the Board shall be ministers from the United Methodist Church.

(d) It is desirable to have at least fifty percent (50%) of the members of the Board be members of the United Methodist Church; members appointed under ARTICLE III, Section 3 (b) and (c) shall be included in the fifty percent (50%).

(e) The President and President-Elect (or, in alternating years, the past President) of the Alumni Association shall be voting members of the Board, and their terms on the Board shall coincide with their respective terms as President and President-Elect (or past President) of the Alumni Association.

(f) The Chair of the Faculty Senate and the President of the Student Government Association shall be ex-officio, non-voting members of the Board, and their terms on the Board shall coincide with their respective terms as Chair of the Faculty Senate and President of the Student Government Association.
(g) The terms on the Board of the President and Treasurer of the United Methodist Women of the Western North Carolina Conference shall coincide with their respective terms as President and Treasurer of the United Methodist Women of the Western North Carolina Conference.

(h) The Resident Bishop of the Western North Carolina Conference and the Superintendent of the Uwharrie District shall serve as ex-officio voting members whose terms on the Board shall coincide with their appointed positions.

(i) The presiding officer of the Board shall have the right to excuse the non-voting members from executive sessions of the Board.

(j) The Board may vote any individual who has served long and effectively as a Trustee to the status of Trustee Emeritus. A Trustee Emeritus may serve on the Board, but shall not have the privilege of voting and shall be elected for life.

(k) No individual serving as an administrative or executive officer currently employed by the University shall be eligible to serve on the Board of Trustees.

**Section 4. Length of Term**

The Trustees of Pfeiffer University shall be divided into four (4) classes. The term of office for Trustees shall be for a period of four (4) years; one class shall expire, and their successors shall be elected by the Board each year, with the exception of the following: Trustee Emeriti duly elected; the President and the President-elect (or past President) of the Alumni Association, whose terms of office shall be those designated in ARTICLE III, Section 3 (e); and the Chair of the Faculty Senate and the President of the Student Government Association, whose terms shall be those designated in ARTICLE III, Section 2 (f). Trustees may serve two consecutive terms and then must be off the Board for one year; the Vice Chair may be exempt for purposes of succession.

**Section 5. Confirmation and Vacancies**

(a) The Board of Trustees is a self-perpetuating body, and members of the Board shall be elected by the Board.

(b) A vacancy on the Board occurring during the calendar year shall be filled by a majority vote of the Trustees present at a regular meeting of the Board of Trustees.

**Section 6. Reimbursement of Expenses**

Trustees may be financially reimbursed for all expenses incurred in attending meetings of the Board, various committee meetings, and any other official University business, at the request of the Trustee and with prior approval of the Board Chair.

**Section 7. Removal**

A Trustee may be removed from office only for good cause. Cause, for the purpose of these bylaws, is defined as the willful and continued failure to substantially perform the duties and responsibilities set out in these bylaws on behalf of the University, the intentional engagement in any activity which would constitute a breach of the duty of loyalty, an intentional breach of any University policy, conviction or entry of a plea of no contest (nolo contendere) to a crime involving moral
turpitude, or the Trustee’s incapacity. Removal may only occur after a due process hearing and a vote for removal of at least two-thirds (2/3) of the Trustees present. Such vote shall not include the vote of the Trustee to be removed. A motion to remove a Trustee for good cause shall be mailed to the Trustee not less than sixty (60) days in advance of a regular meeting of the Board. The Trustee shall have the right to a full and fair hearing before the Board at a regular meeting of the Board, including the right to present evidence and to be heard on his/her own behalf. If any Trustee is so removed, a new Trustee may be elected to take the place of the removed Trustee at any regular board meeting, including the meeting in which the Trustee was removed.

ARTICLE IV
Meetings of the Board of Trustees

Section 1. Regular Meetings

There shall be three regular meetings of the Board, which shall be held on or about the third (3rd) Friday in February, June, and October, subject to the approval of the Board Chair. The Board Chair, in cooperation with the President, will set the board calendar for the full year immediately following the October board meeting. The October meeting shall be designated as the “annual meeting” of the Board.

Section 2. Notice of Meetings

An electronic correspondence providing thirty (30) days notice, sent on behalf of the Chair or Secretary and setting the time and place of such regular meeting, shall be sent to each Trustee at the email address appearing in the records of the Secretary. Attendance by a Trustee at a meeting with respect to which notice is required shall constitute a waiver of notice of such meeting except where the Trustee attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called. A written waiver of notice or of the adequacy of advance notice of a meeting may be signed by any Trustee before, during, or after a meeting.

Section 3. Quorum

A majority of the voting members of the Board shall constitute a quorum. If a quorum shall not be present, there may be an adjournment to such future time as shall be agreed upon by those members present. Notice of such adjourned meeting shall be emailed to each Trustee at least thirty (30) days prior to the time of the proposed meeting.

Section 4. Special Meetings

Special meetings may be called at any time by the Chair of the Board or by eight (8) members thereof, and in such case the Secretary shall send notice, as provided for in Section 2 above, to each Trustee at least ten (10) business days before such meeting, stating time, place, and object thereof.

Section 5. Email Balloting of the Board

Any action which may be taken at a regular or special meeting of the Board may be taken by a special email ballot, sent under the direction of the Executive Committee. In such event, an electronic ballot shall be provided to each of the persons who would be entitled to vote upon such action at a
meeting; no vote taken by email shall be tabulated until at least ten (10) business days have elapsed from the date of the original correspondence, further provided that the results of the vote shall be filed with the Secretary of the Board to be kept in the Minutes.

**Section 6. Voting Rules**

Each Trustee, except the ex-officio members designated in ARTICLE III, Section 3 (f), shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Trustees, or submitted by email ballot. The vote of a majority of the Trustees on any matter at a meeting of the Board at which a quorum is present shall be the act of the Trustees on that matter, unless the vote of a greater number is required by law or by the Charter or Bylaws of the Corporation. Attendance by teleconference is acceptable to constitute a quorum and to vote on a given matter.

**Section 7. Participation by Telephone Conference**

Trustees and Committee members may participate in board or committee meetings by means of a telephone conference or similar communication which enables those physically present at the meeting and those in attendance by telephone to hear and speak to each other, and such participation in a meeting by a person using such telephone or communication device shall cause such person to be deemed to be present at the meeting.

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**ARTICLE V**

**Officers of the Board**

**Section 1. Officers and Term**

(a) The officers of the Board shall consist of a Chair, Past Chair, Vice-Chair, Secretary and Treasurer. These officers shall be elected each year at the annual meeting and continue in office for the year, or until their successors are duly elected. Officers will serve one-year terms, with a permissible limit of two consecutive one-year terms.

(b) The Board shall also have the right to nominate and elect such other offices or officers as it may deem necessary for the purpose of a more efficient transaction of its business.

**Section 2. Chair of the Board**

The Chair shall serve as executive officer of the Board and preside at all meetings. In addition to such functions as are specifically set forth in these Bylaws, the Chair shall work closely with the President in implementing the directives of the Board.

**Section 3. Past Chair of the Board**

The Past Chair shall perform such duties as may be assigned by the Board. The Past Chair will serve as a member of the Executive Committee for one year subsequent to the conclusion of his/her term as Board Chair.
Section 4. Vice-Chair of the Board

The Vice-Chair shall perform such duties as may be assigned by the Board. In case of death, disability, or absence of the Chair, the Vice-Chair shall perform and be vested with all the duties and powers of the Chair.

Section 5. Secretary of the Board

(a) The Secretary shall keep a record of the meetings of the Board and shall have custody of all books, records, and papers of the University, except such as shall be in charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board.

(b) In order to facilitate secretarial duties of the University, one or more Assistant Secretaries may be authorized by the Board or Executive Committee of the Board to perform any or all duties set forth in these Bylaws as the responsibilities of the Secretary.

Section 6. Treasurer of the Board

Unless otherwise determined by the Executive Committee, the Chair of the Finance Committee will serve as the Treasurer of the Board. The duties of the Treasurer shall include the following:

(a) The Treasurer is empowered to sign all vouchers for money received, annuity contracts and promissory notes; to cancel and assign mortgages; to sell, assign, and execute transfer of stocks, stock script, or stock subscription rights, bond, land trust certificates, powers of attorney, or of substitution and other securities standing in the name of Pfeiffer University; to deposit stocks and bonds with protective committees and execute such agreements and assignments relating thereto as may be proper and necessary; and to execute waivers, entries of appearance and releases, in all matters relating to probate or surrogate proceedings in any court pertaining to the collection of bequests, or devise and affix the corporate seal to any of the foregoing documents where requisite and proper. The Treasurer shall sell, assign and execute transfers of stock, stock script, or subscription rights, bond, land trust certificates, powers of attorney, or of substitution and other securities standing in the name of Pfeiffer University, only upon the written direction of the Executive Committee of the Board of Trustees of Pfeiffer University.

(b) In order to facilitate the handling of the financial affairs of the University, the Vice President for Finance may be authorized by the Executive Committee of the Board to perform any or all duties set forth in these Bylaws as the responsibilities of the Treasurer of the Board. The Vice President for Finance shall also serve as Corporate Secretary.

ARTICLE VI
President of the University

Section 1. Term of the President and Other Officers of the University

The President of the University is elected by the Board of Trustees and shall serve at the pleasure of the Board. All other officers of the University are elected by the Board on nomination of the President.
Section 2. Duties of the President of the University

(a) The President shall be the Chief Executive Officer of the University whose primary responsibility is to the institution and who is not the presiding officer of the board, and as such shall assume responsibility for the management of the University. As administrative head, the President shall exercise complete and general supervision over the school, in all business and professional matters, subject to any directions and restrictions specified by these Bylaws or by the Board. The President, in cooperation with the University’s Strategic Leadership Team, is authorized to approve and implement procedural policies designed to enhance the efficiency of the delivery of our academic product. He/she will be subject to an annual performance review by the Executive Committee, and shall act as the medium of communications between the Trustees and all persons in the service of the University. All communications made to the Board from persons engaged by the University shall be presented through the Office of the President.

(b) Not less than ten (10) days prior to the time fixed for each meeting of the Board, the President shall prepare and send to each member of the Board a written report of the work and the condition of the school, including its financial condition and its student enrollment, accompanied by any recommendations or suggestions the President may desire to submit.

(c) The President shall have general oversight of all matters of publicity, the publication of bulletins, and the issuing of the university catalogue. The President shall also have oversight of all university publications including the student newspaper and any literary or other publication published by any university organization, division, department or other subdivision of the University.

(d) The President shall be responsible for the preparation of the annual operating budget of the University, and shall, after consultation with the Treasurer and Finance Committee, submit it with recommendations to the Board and shall administer the budget as approved by the Board.

ARTICLE VII
Duties of the Committees

At the discretion of the Board Chair, Committees may be combined for the purpose of addressing short-term issues or projects, or for longer-term joint assignments as deemed appropriate or necessary.

Section 1. Executive Committee

The Executive Committee shall meet on or about the third Tuesday of April and December unless otherwise notified by the Board Chair. Additionally, the Committee shall meet at the call of the Chair, who must call such meetings when requested by a majority of the Committee. Notice of the time and place of such meeting shall be given in writing, by the secretary of the Committee, to all members of the Committee, at least three (3) days prior to such meeting.

The Executive Committee shall consist of the Chair, Past Chair, Vice-Chair, Secretary, Treasurer, and chairs of all standing committees. All members of the Executive Committee shall be Trustees.
The Executive Committee shall have general charge of the business of the corporation between the regular meetings of the Board and shall have authority to act upon all matters which, in the judgment of the Committee, shall require immediate action or decision. It shall have general charge of the financial interests of the University and of securing and negotiating loans. The Committee shall ensure that the University is in compliance with the approved Capital Expenditure Policy. During the intervals between the meetings of the Board, the Executive Committee shall have the power to transact all financial and executive business, except as otherwise may be provided by law or by these Bylaws. The Committee shall conduct an annual review of the President’s performance and compensation package. Minutes of the meetings and actions of the Executive Committee shall be accurately recorded and shall be presented in each case to the succeeding meeting of the Board for approval and ratification.

**Section 2. Governance and Trusteeship Committee**

With approval of the Executive Committee, the Governance and Trusteeship Committee will develop and maintain ongoing operating procedures for the Board of Trustees. The Committee will review the governance policies and procedures that impact the University and the ongoing administrative processes that are used to administer the work of the University community.

The Committee will work directly with the Office of the President and the Office of Advancement to identify, cultivate, and nominate members to the Pfeiffer University Board of Trustees and will present nominations for Board officers to the Executive Committee. The Committee will conduct an annual orientation program for new members to the Board of Trustees and ongoing efforts related to enhancing trustee effectiveness. The Committee will also seek to assess Board involvement and effectiveness on an annual basis and will, subject to the requirements as set forth in these bylaws, nominate Trustees Emeriti.

**Section 3. Academic Experience Committee**

The Committee will cooperate with the Provost and Deans of the University in the general oversight of the University’s curricula and academic policies and procedures that serve as a framework for all academic programs and degrees of the University.

The Committee will be informed of the educational mission, goals, and objectives of the University including the assessment of existing programs and the implementation of programs proposed for the future.

The Committee will continually assess the needs and expectations of students and external constituencies that will lead to appropriate courses, programs, and curricula.

As part of its duties and responsibilities, the Committee will monitor operational aspects of all Graduate and Adult Studies programs, and will cooperate with Graduate and Adult Studies staff to enhance the quality of the adult student experience. It will be informed on the academic practices, student experience, and other matters pertaining to all programs offered by the University at any and all locations.

The Committee will review annually recommendations for candidates for honorary degrees and will recommend individuals to the Faculty and full Board of Trustees of the University for approval. Honorary degrees will be awarded to individuals who have achieved high standards in
philanthropy, religion, knowledge, and community life.

Section 4. Enrollment and Marketing Committee

The Committee will address policies that define the recruitment of students into University-sponsored programs. Recruiting standards, strategies, and results will be reviewed annually to determine institutional effectiveness and efficiency. This Committee will cooperate with the Vice President for Enrollment Management. In addition, the Committee will address policies regarding the marketing and branding of the University, and the communication thereof.

Section 5. Undergraduate Student Experience Committee

The Committee will cooperate with the Student Development staff to enhance the quality of the traditional student experience. The programs, policies, and procedures that affect student life will be continuously improved to enable students to reach their fullest potential. The services that are essential to traditional undergraduate learners will be maintained in congruence with the University’s core values and mission. Concerns with student service, wellness, religious life, activities, residence life, and career and counseling services are a part of the Committee’s responsibilities.

The Committee will address the intercollegiate athletic program and ensure compliance with all institutional policies and federal, state, and local laws related to equity. A review of performance and compliance with NCAA and institutional standards will be ongoing in cooperation with the Director of Athletics to assure that the athletic program meets institutional standards of quality.

Section 6. Finance/Audit/Investment/Resources (FAIR) Committee

The FAIR Committee monitors and assists with the financial management processes of the University. This function includes budget preparation and performance, cash flow, auxiliary services, audits, profit/loss and other financial administrative functions. The Committee will meet at least annually to review and receive information from the firm employed to conduct the University's audit.

The Committee monitors decisions and makes recommendations regarding University property including capital improvements, maintenance, renovations and new construction, and the acquisition/distribution of property assets. The Committee will work in cooperation with the Vice Presidents for Finance and Advancement, and with the Chairs of those respective Committees.

The Committee will recommend endowment policies and monitor progress of investment strategies, and will recommend asset management and distribution policies, assess investment managers, and review reporting procedures. The FAIR Committee will work in cooperation with the Vice President for Finance.

The Chairperson of the FAIR Committee shall function as the Treasurer of the Board, unless a separate appointment is deemed appropriate by the Executive Committee. The duties of this position are outlined in Article V, Section 6.
Section 7. Institutional Advancement Committee

The Committee, in cooperation with the Vice President for Advancement, will recommend to the Board of Trustees strategies and processes that will enhance charitable giving to the University for annual giving, capital, and endowment building. The Committee will be involved in the design and implementation of fund and friend-raising constituents.

Section 8. Other Trustee Committee and Advisory Board or Council Appointments

The Board of Trustees, upon recommendation of the Chairman, may by resolution duly adopted establish such other trustee committees and such other advisory boards and councils as deemed necessary to carry out the directives of the Board and the mission of the University.

Section 9. Committee Duties of the Chair of the Board

The Chair of the Board shall be Chair of the Executive Committee and an ex-officio member of all other committees.

Section 10. Committee Duties of the President of the University

The President of the University shall be an ex-officio member of all committees without the right to vote.

Section 11. Non-Trustee Committee Members

The Chair of the Board may appoint non-trustees to any committee or advisory board or council except the Executive Committee, although the Chair must appoint a Trustee as chair of each committee. Such non-trustees shall have the right to vote on all committee matters but shall not vote on matters before the full board.

Section 12. Committee Procedure

Formal proposals may be developed by committees. In addition, the President shall submit to the appropriate committees proposals which have been developed by the administration and faculty and which require formal Board action. Such proposals shall be considered and either approved or referred back to the administration and faculty. In the event a proposal is approved by a committee, it shall then be presented to the Board for approval.

ARTICLE VIII
Conflict of Interest Policy

Pfeiffer University regards its Board of Trustee members, employees and volunteers as people of high integrity and ethical standards and expects them to act accordingly. All decisions of these individuals must be made solely on the basis of a good faith desire to advance the best interests of Pfeiffer University and the public good. Accordingly, these individuals have an obligation to fulfill their responsibilities in accordance with the terms of the institution’s approved Conflict of Interest policy. These individuals, as defined by the actual policy, may have relationships and affiliations that may appear to be a conflict of interest. Although many such conflicts are and will be deemed
inconsequential, each of these individuals has an ongoing responsibility to disclose any situations that involve personal, familial, or business relationships that may give rise to a conflict of interest. Each individual is required to be familiar with the terms of this policy, and to disclose any actual or potential ethical, legal, financial, familial, or other conflicts of interest involving Pfeiffer University in accordance with the procedure set forth in this policy. Unless approved by the President or the Board of Trustees, each trustee is required to remove himself from a position of decision-making authority with respect to any situation in which he has any actual or potential ethical, legal, financial, familial, or other conflicts of interest involving Pfeiffer University. Furthermore, each trustee is required to sign a Statement of Acceptance and Disclosure form acknowledging that he is currently in accordance with the letter and spirit of this policy and owes a continuing obligation of compliance with this policy.

ARTICLE IX
General Matters

Section 1. Fiscal Year

The fiscal year of Pfeiffer University shall begin July 1st and conclude on the following June 30th.

Section 2. Diplomas and Degrees

All earned diplomas and degrees shall be conferred by the President upon the students meeting the criteria established by the University. All honorary diplomas and degrees shall be conferred by the President after approval by the Faculty and the Board in accordance with ARTICLE VII, Section 4, hereof.

Section 3. Amendment of Bylaws

The Bylaws may be altered or amended at any meeting of the Board by a two-thirds (2/3) vote of those present provided thirty (30) days notice of the proposed change has been previously given to each member in writing.

Section 4. Indemnification

(a) Any person who at any time serves or has served as a Trustee or officer of the University, or in such capacity at the request of the University for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the University to the fullest extent permitted by law against (1) reasonable expenses, including attorneys’ fees, actually and necessarily incurred by him/her in connection with any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the University seeking to hold the Trustee or officer liable by reason of the fact that he/she is or was acting in such capacity; and (2) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he/she may have become liable in any such action, suit or proceeding except in relation to matters as to which such Trustee or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

(b) The Trustee shall take all such action as may be necessary and appropriate to authorize the
University to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her and giving notice to, and obtaining approval by, the Board.

(c) Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the University shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such persons and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

(d) It is the intent of this Section 4 to provide for indemnification of Trustees and officers of the University to the full extent permitted by North Carolina General Statutes 55A, article 8, part 5, as may from time to time be amended.

Section 5. Recording Secretaries

The Chair of the Board may appoint a recording secretary to take the minutes of a Board meeting. The Chair of any Committee of the Board may also appoint a recording secretary to take minutes of a meeting of the Committee.

ARTICLE X
University Counsel

The Executive Committee and the President of the University may employ legal counsel for the University and prescribe the duties thereof.

ARTICLE XI
Certification of Adoption of Bylaws

THIS IS TO CERTIFY that the above Bylaws of the University were duly adopted by unanimous action of the Board, effective the 1st day of August, 2014.