

**The Constitution and Bylaws**

**of the**

**Board of Directors**

**of**

**Wittenberg College**

**(Constitution as amended May 9, 2009, October 23, 2009, January 29, 2010, May 7, 2011, October 29, 2011, and October 5, 2012)**

# THE CONSTITUTION

## ARTICLE I

### **Name, Purpose, Property, and**

### **Relationship to the Evangelical Lutheran Church in America**

#### **SECTION 1. NAME**

The name of this corporation, in accordance with its Charter, is The Board of Directors of Wittenberg College. The educational institution operated by it is known as Wittenberg University. This corporation's principal place of business is Springfield, Ohio.

#### **SECTION 2. PURPOSE (As amended 5/8/99)**

(A) The purpose of this corporation shall be to establish and operate in an environment conducive to Christian faith and commitment an educational institution which shall include a college or colleges to educate men and women who are motivated and equipped to be responsible citizens in the occupations and professions which are necessary to society's well being through the harmonious development of their intellectual, spiritual, social, and physical potentials. The institution operated by and the programs of this corporation shall be open to all men and women without regard to race, creed, color, religion, national origin, sexual orientation, sex, or age who submit evidence of satisfactory character and scholarship.

(B) In the discharge of the purpose set forth in (A), this corporation shall have all express and incidental powers granted to nonprofit corporations under Section 1702.01 et seq, Ohio Revised Code, as the same may be amended.

#### **SECTION 3. RELATIONSHIP TO CHURCH AND CONTROL (As amended 5/8/99 and 1/29/00)**

Wittenberg University shall be connected with and conducted as an institution related to the Evangelical Lutheran Church in America or its successors. The control and direction of this corporation shall be vested in a Board of Directors.

This section shall not be amended except with the consent, declared by official action, of Supporting Synods including in their confirmed membership two-thirds of the total confirmed membership of all of the Supporting Synods. Supporting Synods means the six supporting synods within Region VI of the Evangelical Lutheran Church in America.

**SECTION 4. SUPPORT BY LUTHERAN CHURCH BODIES**

The corporation shall have a primary relationship with the Supporting Synods; however, financial and other support of the corporation and its work shall be open to all Lutheran synods and other levels which wish to share the corporation's commitment to church-related, liberal arts education.

**SECTION 5. TRANSFER OF PROPERTY AND MERGER**

(A) The property of this corporation shall be held by it as a sacred trust for the purpose of furthering the cause of independent higher education.

(B) The consent of Supporting Synods of the Evangelical Lutheran Church in America, including in their confirmed membership two-thirds of the total confirmed membership of all of the Supporting Synods, declared by official action, shall be a necessary prerequisite to any sale, transfer, or conveyance of all the property and assets of the corporation, or any part thereof the sale or transfer of which would tend to change the character of the corporation or render its service less effective; to any merger of the corporation, or any part thereof, with any other corporation; and to the amendment of this section.

**ARTICLE II**

**The Board of Directors of the Corporation**

**SECTION 1. MEMBERS AND TRUSTEES**

(A) The trustees of this corporation shall be the Board of Directors. The Board of Directors shall constitute the membership of the corporation under all circumstances where action of the membership is required by law.

(B) Except as otherwise provided by law, the Charter, and this Constitution, the authority of the corporation, shall be exercised by the Board of Directors.

**SECTION 2. ELECTIONS OF DIRECTORS (As amended 6/7/88, 5/8/99, 5/5/00, 5/8/04, 5/5/07, 10/23/09, and 10/5/12.)**

The Board of Directors shall be composed of that number of Directors, determined from time to time by the Directors, acting in their capacity as members of the corporation; provided, however, that the number of Directors shall not be less than twenty and shall not exceed forty. The following procedures and requirements apply

(A) Throughout his or her term of office, the President of the University shall be a Director, with voice and vote.

(B) The remaining Directors shall be nominated by that committee of the Board charged with that responsibility, after consultation with the President of the University and the Chair of the Board. The Board, acting as members of the corporation, shall elect the Directors by a simple majority vote of the whole authorized number of Directors at the annual meeting or a special meeting called for such purpose or by an election conducted by U.S. mail or by electronic mail. Any action to elect Directors by mail or electronic mail shall be deemed to have occurred when the Secretary or Assistant Secretary of the Board receives written ballots or email ballots from the number of Directors equal to one more than half of the whole authorized number of Directors. A simple majority of the Board shall be Lutherans, including within this number at least one Lutheran from each Supporting Synod who shall be selected from among the clergy or lay members of such Supporting Synod after consultation with the Bishop of such Supporting Synod. The remaining Directors should include Wittenberg alumni, persons residing within the Clark County, Ohio region and other individuals who have demonstrated or expressed interest in the advancement of the University. Notwithstanding the criteria for selecting Directors reflected in this Section 2, no action of the Board shall be void or voidable due to any deficiency in the number of Lutherans, alumni or Clark County residents serving on the Board or present at the meeting when said action is taken.

(C) Emeritus Directors may be nominated by the committee of the Board charged with that responsibility, after consultation with the President of the University and the Chair of the Board, to serve with voice but without vote. Said committee shall only nominate those individuals deemed worthy of such honor, by reason of distinguished service to the University as members of the Board without regard to whether or not such individuals are Lutherans. The Board will elect Emeritus Directors by a simple majority vote of the whole authorized number of Directors at the annual meeting or a special meeting called for that purpose, or by an election conducted by U.S. mail or by electronic mail. Emeritus Directors shall not be counted toward the selection criteria articulated in Paragraph (B), Section 2, of this Article II, or for the purpose of determining the presence of a quorum for any meeting of the Board or any committee.

**SECTION 3. CLASSIFICATION AND TERMS OF OFFICE (As amended 2/9/91 and 5/8/04)**

The Directors elected under Paragraph (B), Section 2, of this Article II shall be divided into three classes of approximately equal number. The term of office for each class shall be three years. Except as provided below, no Director shall be eligible for reelection for a term following the term during which he or she has completed twelve years of uninterrupted service, until one year has elapsed since the expiration of such Director's final term. Upon the favorable recommendation of the Board committee charged with the responsibility of nominating Directors and upon the adoption of that recommendation by the affirmative vote of two-thirds of the whole authorized number of Directors, a Director who has reached the above limit of uninterrupted service may be reelected for one additional three-year term without the otherwise required one-year absence.

Emeritus Directors shall serve at the pleasure of the Board.

**SECTION 4. VACANCIES**

Vacancies shall be filled by election in accordance with the procedures and requirements set forth in Sections 2 and 3 of this Article.

Any member of the Board who has been absent from two successive regular meeting of the Board without acceptable excuse will be deemed to have resigned and his or her position on the Board and that position shall be declared vacant.

**SECTION 5. COMMITTEES (As amended 6/7/88)**

The Board of Directors may appoint certain of its members (but in no event less than three) to act as a standing or special Committee or Committees and may delegate to such Committee or Committees powers to be exercised under the control and direction of the Board. Each Committee shall report directly to the Board and each member shall serve at the pleasure of the Board. In addition, there shall be an Executive Committee composed and empowered as provided in the Bylaws.

**SECTION 6. MEETINGS (As amended 6/7/88, 5/8/99, and 5/5/07.)**

(A) Regular Meetings. Regular meetings of the Board of Directors shall be held three times a year, and the meeting nearest the end of the academic year shall be the Annual Meeting.

(B) Special Meetings. Special meetings of the Board of Directors shall be held at any time at the call of the Chair of the Board, the President of the University, or upon the written request of ten members of the Board.

(C) Committee Meetings. Meetings of any Committee shall be held at the call of the person who chairs the Committee, the Chair of the Board, or the President of the University.

(D) Place of Meetings. Meetings of the Board of Directors or any Committee may be held either within or without the State of Ohio in person or through communications equipment, if all persons participating in the meeting can hear each other. Customarily, all meetings will be held in Springfield, Ohio, although each presiding Chair shall determine where a Committee or the Board shall convene.

(E) Notice of Meetings. Notice of time and place of any regular meeting of the Board of Directors or any Committee shall be mailed or electronically mailed to each member of the Board or Committee at least two weeks prior to the date of such meetings. Notice of time, place, and nature of the business to be considered by any special meeting of the Board of Directors shall be given at least forty-eight hours prior to any such meeting by mail, electronic mail, telegraph, telephone, or personal delivery. Such notice may be waived by any Director either before, after, or at such meeting in writing or by attendance at or by participation in any meeting, including one held through communications equipment, without protest prior to the commencement thereof.

(F) Quorum and Voting. At any meeting of the Board of Directors or of any Committee a simple majority of the whole authorized number of members of such Board or Committee shall constitute a quorum. At any meeting at which a quorum is present all acts, questions, and business which may come before the meeting shall be determined by a majority of votes cast by the Directors present at such meeting, unless the vote of the greater number is required by the Charter, this Constitution, or the Bylaws.

**SECTION 7. ACTION OF DIRECTORS WITHOUT A MEETING (As amended 6/7/88)**

Any action which may be authorized or taken at a meeting of the Board of Directors or of any Committee, as the case may be, may be authorized or taken without a meeting with the affirmative vote or approval of and in writing or writings signed by all of the persons who would be entitled to notice of a meeting for such purpose or, in the case of the Board of Directors, acting in their capacity as members of the Corporation, such other proportion or number of voting members, not less than a majority, as this Constitution or the Bylaws may permit; provided, however, that any such writing or writings must be filed with or entered upon the records of the Corporation.

**ARTICLE III**

**Officers**

**SECTION 1. GENERAL PROVISIONS, TERM OF OFFICE, AND REMOVAL (as amended 5/8/99)**

The Board of Directors shall elect a Chair, a Vice Chair, a Secretary, and a Treasurer and such other officers and assistant officers as the Board may from time to time deem necessary. Each officer shall be elected by written ballot from the membership of the Board at its Annual Meeting for the term of one year or until such officer's successor is duly elected and qualified. Any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the Directors. Any vacancy may be filled by the customary election procedure at any regular or special meeting. The Chair shall serve as the President of the Corporation.

**SECTION 2. POWERS**

The officers shall have such authority and perform such duties, as between themselves and the Corporation, as are customarily incident to their respective offices, as may be defined more particularly in the Bylaws and as may be specified from time to time by the Board of Directors.

**ARTICLE IV**

**Wittenberg University**

**SECTION 1. OFFICERS OF ADMINISTRATION (As amended 9/17/04)**

(A) President. The Board of Directors shall elect a chief administrative officer of Wittenberg University who shall serve at the pleasure of the Board of Directors and who shall be designated the President of the University.

(B) Other Administrative Officers. The Board of Directors also shall elect a Provost and may elect such other administrative officers as they shall deem necessary and desirable to conduct the affairs of the University.

(C) Powers. The authority and duties of the administrative officers of Wittenberg University shall be those as are customarily incident to their respective offices, as are specified in the Bylaws, and as may be specified from time to time by the Board through the President of the University.

**SECTION 2. FACULTY**

(A) Composition. The Faculty of Wittenberg University shall consist of the President and such other administrative officers as the Board of Directors of the Corporation may designate and those persons recognized as members of the Faculty of Wittenberg University under its Bylaws as authorized herein.

(B) Selection. In the selection of administrative officers and members of the instructional staff, the qualifications of prospective personnel shall be measured by the highest personal and academic standards significant for such purpose and by evidence of their capacity for effective contributions to the life and relationships of Wittenberg University and its constituency, to the end that, as nearly as may be possible, personnel shall have those qualifications essential to the accomplishment of the purpose of the institution.

(C) Appointment. The President of the University, upon recommendation of the Provost, shall make temporary appointments to the Faculty of Wittenberg University and shall report those appointments annually to the Board of Directors of the Corporation. Members of the Faculty of Wittenberg University may be elected to permanent tenure by the Board of Directors of the Corporation upon the recommendation of the Provost and the President of the University.

(D) Responsibilities.

1. Under the authority of the President of the University, the Faculty of Wittenberg University shall have primary responsibility for determining and implementing the educational policies of the University and for the extracurricular aspects of campus life, subject to the provisions of this Constitution and the Bylaws and regulations of the Board.

2. Through appropriate committees as provided for in its Bylaws, said Faculty shall participate in establishing policies and reaching decisions regarding appointment, retention, promotion, tenure, and recognition of merit of Faculty members and participate in decisions relating to the establishment or abolition of academic administrative offices and in the selection of the personnel thereof.

3. The Faculty shall have representatives on appropriate committees of the Board. Such representatives shall inform the Faculty regarding policies and plans of the Board.

4. The Faculty shall participate in budgetary planning and in the allocation and utilization of the educational resources.

5. The Faculty shall establish regulations or bylaws governing its composition, organization, and procedures.

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(E) Academic Freedom. Every member of the Faculty of Wittenberg University shall enjoy the privileges and shall accept the responsibilities of academic freedom, to wit:

1. Freedom to discuss the Faculty member's subject in the classroom.

2. Freedom in research and in the publication of the results thereof, subject to adequate performance of the Faculty member's other academic duties, and further subject to the requirement that research for pecuniary gain shall be engaged in only with the approval of the President of the University upon recommendation of the Provost.

3. Freedom to speak or write as a citizen, as a member of a learned profession, and as a member of the Faculty of Wittenberg University without institutional censorship or discipline; recognizing, however, that the Faculty member's position in the community imposes special obligations of responsibility. These require the Faculty member, as a person of learning and an educator, constantly to recognize that his or her profession and Wittenberg University may be judged by any actions and utterances. Therefore, the Faculty member must always be informed, accurate, discreet, and respectful toward the opinions of others. Whenever appropriate, the Faculty member must make every effort to indicate that he or she is not speaking for Wittenberg University.

### SECTION 3. ACADEMIC UNITS, PROGRAMS, AND DEGREES

(A) Wittenberg University shall consist of Wittenberg College and such other academic units as shall be authorized by the Board of Directors.

(B) Programs. Wittenberg College shall offer programs leading to the Bachelor's degree and shall include courses of instruction in Christian religion in such programs. The Board of Directors may authorize graduate programs.

(C) Degrees. Upon recommendation of the Faculty of Wittenberg College, the Board of Directors may authorize and confer, through the President of the University, degrees appropriate to the completion of specified curricula.

**ARTICLE V**

**Amendments and Bylaws**

**SECTION 1. AMENDMENTS (as amended 5/8/99 and 1/29/00)**

Except as provided in Article I, Sections 3 and 5, this Constitution may be amended at any regular meeting of the Board of Directors of the Corporation by a vote of two-thirds of the voting members present, if such amendment has been presented in writing and distributed at a previous regular meeting, unless such requirements be waived by two-thirds of the total voting membership of the Board; provided, however, that the above shall not preclude alterations of a proposed amendment at the meeting at which such amendment is voted upon, if in the opinion and ruling of the Chair, the alteration does not substantially change the sense and the meaning of the proposed amendment.

**SECTION 2. BYLAWS**

The Board of Directors shall adopt Bylaws for their governance which shall include those provisions required by this Constitution and which may include such other provisions as are consistent with law, the Charter, and this Constitution.

**RESTATED AND AMENDED  
BYLAWS  
OF  
THE BOARD OF DIRECTORS  
(May 9, 2009)**

**ARTICLE I**

**Lutheran Directors and Guests**

**SECTION 1. SELECTION OF LUTHERAN DIRECTORS; INVITED GUESTS**

The Lutheran nominees shall be selected by the Committee on Governance and Board Affairs. The Executive Director of the Division for Education and Schools of the Evangelical Lutheran Church in America, the President and President-Elect of the Wittenberg Alumni Association or such substitutes as the Wittenberg Alumni Association might offer shall be invited to attend meetings as guests of the Board. In the exercise of its discretion, the Board may invite and admit other guests to its meetings. Invited guests shall be privileged to attend, observe, and participate as determined by the Board.

**ARTICLE II**

**Meetings of the Board of Directors**

**SECTION 1. NOTICE**

Notice of regular meetings shall be mailed or electronically mailed to each member of the Board of Directors at least two weeks prior to the date of such meetings.

**SECTION 2. PARLIAMENTARY RULES**

Robert's Rules of Order, Newly Revised, shall be observed in conducting the business of the Board.

**SECTION 3. ORDER OF BUSINESS**

The President, in consultation with the Chair of the Board and the Executive Committee, will propose an agenda for each meeting to be sent to members of the Board two weeks prior to each scheduled meeting.

**ARTICLE III**  
**Officers of the Board of Directors**

**SECTION 1. CHAIR**

The Chair of the Board of Directors shall preside at its meetings and shall discharge the duties which usually pertain to that office. The Chair shall execute contracts and other legal documents authorized or issued by authority of the Board of Directors requiring his or her signature, the Secretary or Treasurer or their respective assistants attesting.

**SECTION 2. VICE CHAIR**

The Vice Chair of the Board of Directors shall, in the absence or disability of the Chair, perform all the duties of that office.

**SECTION 3. SECRETARY**

The Secretary shall give due notice of meetings and shall keep correct minutes of all proceedings of the Board of Directors and of its Executive Committee, incorporating the reports received at such meetings. The Secretary shall report to the Board of Directors all actions taken by the Executive Committee and all documents signed by the officers on behalf of the University. The Secretary shall keep such other records as may be required by law. The Secretary, with the consent of the Board, may delegate to the Assistant Secretary such duties as the Secretary deems appropriate.

**SECTION 4. TREASURER**

The Treasurer shall be the chief financial and investment officer of the Corporation. The Treasurer shall submit annually, and at such times as the Board may request, itemized reports of the funds under the Treasurer's direction. The Treasurer, with the consent of the Board, may delegate to the Assistant Treasurer such duties as the Treasurer deems appropriate.

**ARTICLE IV**  
**Committees of the Board**

**SECTION 1. EXECUTIVE COMMITTEE (as amended 5/7/11)**

(A) The Executive Committee shall consist of the Officers of the Board of Directors (Chair, Vice Chair, Secretary and Treasurer), the President of the University, and the Directors who chair the Standing Committees as described in Section 3 below.

(B) The Chair of the Board of Directors shall chair the Executive Committee.

(C) The Executive Committee shall have the authority to act on behalf of the Board in the intervals between meetings of the Directors. The Executive Committee shall not have the power or authority to appoint or remove Directors, Officers or members of any Board committee or subcommittee; to rescind or modify actions previously taken by the Board of Directors or to take any other action reserved to the Directors, acting as members of the Corporation under the Charter, the Constitution, the Bylaws or under applicable law.

(D) The Executive Committee will oversee institutional planning and the implementation of the Board's approved strategic plan in a manner consistent with its mission and values. The Executive Committee shall also consult with and act as an advisory body to the Chair of the Board and the President of the University and shall assist the Chair of the Board and the President in setting the agenda for Board meetings. The Executive Committee shall periodically review the performance and determine the compensation of the President and at least annually shall review with the President the compensation and performance of the Executive Staff. The President shall not be present or participate in the review and determination of his/her own compensation.

(E) The Executive Committee shall meet as often as necessary to conduct its business as the Chair of the Board and the President of the University determine. Minutes of each meeting of the Executive Committee shall be kept by the Board Secretary or other member of the Executive Committee who has been designated by the Board Secretary or Chair of the Committee to act as Secretary of the meeting. Such minutes will be promptly delivered to the Secretary of the Board of Directors. Copies of such minutes shall be available to any Director upon request. All actions taken by the Executive Committee on behalf of the Board of Directors shall be included in its minutes and shall be ratified and confirmed by the Board of Directors at its next regular meeting.

**SECTION 2. OTHER COMMITTEES**

(A) The Board may establish standing and ad hoc committees (which may be referred to as ad hoc committees, special committees, taskforces or other similar designations) and subcommittees as it deems appropriate in the discharge of its responsibilities. The Board shall approve a written description of each committee and subcommittee's purpose and primary functions/responsibilities.

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(B) Each committee or subcommittee shall have such authority to act on behalf of the Board as may be delegated to it by the Directors. The delegation of any authority to act on behalf of the Board shall be included in the committee or subcommittee's approved written description or shall be conferred by specific resolution approved by a vote of two-thirds of the Directors present at any meeting of the Board.

(C) Each committee or subcommittee shall include at least three Directors and may include other members who are not Directors. The Chair of the Board and the President of the University shall be ex-officio members of all committees and subcommittees.

(D) The members of each committee and subcommittee shall be appointed by the Chair of the Board, in consultation with the President of the University. A chair and vice chair of each committee and subcommittee shall be approved by the Board of Directors upon the recommendation of the Chair of the Board, in consultation with the President of the University and the Committee on Governance and Board Affairs.

(E) Persons who are not Directors may serve on Board committees and subcommittees as representatives of the faculty, the student body or the community, or to provide technical expertise or other assistance to the committee. Such members shall serve at the pleasure of the Board and shall be non-voting members of the committee with respect to any action taken by the committee on behalf of the Board. They shall also be subject to the University's Conflict of Interest Policy applicable to Directors and Officers.

(F) Committees and subcommittees shall meet as often as necessary to conduct their business as the Chair of the Board, the Chair of the committee or subcommittee or the President of the University determine. Minutes of each meeting of the committee or subcommittee shall be kept by the Board Secretary or other member of the committee or subcommittee who has been designated by the Board Secretary or Chair of the committee or subcommittee to act as the Secretary of the meeting. Such minutes will be promptly delivered to the Secretary of the Board of Directors. Copies of such minutes shall be available to any Director upon request. All actions taken by committees or subcommittees on behalf of the Board shall be included in the minutes of the committee or subcommittee and shall be ratified and confirmed by the Board of Directors at its next regular meeting.

**SECTION 3. STANDING COMMITTEES (as amended 5/7/11, 10/29/11, and 1/26/13)**

(A) Committee on Governance & Board Affairs. The Committee on Governance & Board Affairs has oversight responsibility for the efficient and effective operation of the Board of Directors. It shall consider and make recommendations to the Board regarding the organization of the Board; the recruitment,

nomination and orientation of new Directors; the nomination of Emeritus Directors; the assessment of the Board; Board development and succession planning; conferring degrees (including honorary degrees) and other honors; revision of the University's governing documents and any other matter assigned to the Committee by the Board or the Chair of the Board. It shall annually nominate Directors to serve as Officers of the Corporation.

1. Honors Nominating Subcommittee. The Honors Nominating Subcommittee shall identify and recommend to the Committee on Governance & Board Affairs individuals to receive awards and honorary degrees from the University. Pursuant to guidelines approved by the Board, it shall annually solicit recommendations of candidates and shall confidentially evaluate candidates. It shall recommend to the Committee on Governance & Board Affairs those individuals who the subcommittee believes best exemplify the values and ideals of the University.

(B) Committee on Enrollment & Marketing. The Committee on Enrollment & Marketing shall have oversight responsibility for all aspects of student recruitment, enrollment and admissions, including shared responsibility for student retention with the Committee on Academic & Student Life. It shall also have oversight responsibility for all marketing and branding of the University. It shall consider and make recommendations to the Board regarding student recruitment, enrollment, admissions, marketing, branding and any other matter assigned to the Committee by the Board or the Chair of the Board.

(C) Committee on Academic & Student Life. The Committee on Academic & Student Life has oversight responsibility for the academic curricula and total experience of enrolled students of the University. It shall consider and make recommendations to the Board regarding teaching, research and public service programs; curricula and policy; academic structure and organization; awarding faculty tenure and promotion; student retention (shared responsibility with the Committee on Enrollment & Marketing); student life; athletics; spiritual exploration; housing; diversity; and any other matter assigned to the Committee by the Board or the Chair of the Board.

(D) Committee on Finance & Investments. The Committee on Finance & Investments has oversight responsibility for the financial, business and administrative management of the University and its facilities. It shall also have oversight responsibilities for the work of the Endowment Management, Information Technology and Real Estate Subcommittees. It shall consider and make recommendations to the Board regarding capital and operating budgets and policies; issuance of debt; tuition and fees; campus master planning; construction and maintenance of facilities; risk management; information technology investments and any other matter assigned to the Committee by the Board or the Chair of the Board.

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1. Endowment Management Subcommittee. The Endowment Management Subcommittee has oversight responsibility for the prudent management of the University's endowment and other funds functioning as endowments. It shall consider and recommend to the Board investment and spending policies. The Endowment Management Subcommittee has the authority to act on behalf of the Board to select, engage and terminate investment advisors and to make investment decisions in conformity with the University's Investment Policy and applicable law.

2. Information Technology Subcommittee. The Subcommittee on Information Technology shall have oversight responsibility for all aspects of information technology and resources. It shall consider and make recommendations to the Committee on Finance & Investments regarding technology infrastructure investment and renewal, academic and administrative information technology and information management initiatives and operations, and any other matter assigned to the Subcommittee by the Board or the Chair of the Board.

3. Real Estate Subcommittee. The Real Estate Subcommittee has oversight responsibility for the real property owned or used by the University. It shall consider and recommend to the Board the acquisition, use and disposition of real estate. The Subcommittee is authorized to act on behalf of the Board to acquire and dispose of off-campus real estate (which is understood to mean real estate that is not a part of the existing campus and which is not currently being used for academic or instructional purposes, residence halls, student centers, athletic facilities or for other purposes central to the mission of the University). The Subcommittee's authority to acquire or dispose of off-campus real estate on behalf of the Board is limited to cash transactions not to exceed \$150,000. Unless specifically authorized to do so by the Board or Executive Committee, the Subcommittee shall have no authority to incur debt or to mortgage, lease or otherwise encumber any real estate or other assets of the University.

(E) Committee on Audit & Compliance. The Committee on Audit & Compliance has oversight responsibility for the auditing of the University financial records and for compliance with applicable federal and state regulations and with the University's Conflict of Interest Policy applicable to Directors and Officers of the Board, volunteers who serve on Board committees or subcommittees, faculty and other employees of the University. It shall consider and make recommendations to the Board regarding audit policies, plans and reports; financial statements; internal financial controls; compliance policies and programs and any other matters assigned to the Committee by the Board or the Chair of the Board. The Committee on Audit & Compliance is authorized to act on behalf of the Board to select, engage and oversee the work of the University's independent auditors.

(F) Committee on Advancement & Alumni Relations. The Committee on Advancement & Alumni Relations shall have oversight responsibility over advancement and all fundraising activities, alumni relations, and community and government affairs. In connection therewith, it shall coordinate and consult with the Committee on Enrollment & Marketing relative to all marketing and branding initiatives. It shall consider and make recommendations to the Board regarding all fundraising activities for annual support, alumni engagement, capital development and any other matter assigned to the Committee by the Board or the Chair of the Board.

**ARTICLE V**

**Wittenberg University**

**SECTION 1. OFFICERS OF ADMINISTRATION**

In addition to the President of the University there shall be a Provost and such other chief officers of administration as shall be determined from time to time. Such officers shall be nominated by the President of the University and shall be elected by and serve at the pleasure of the Board to perform such duties as are customary and as are directed by the President of the University or by the Board through the President of the University.

**ARTICLE VI**

**Faculty Employment**

**SECTION 1. APPOINTMENT**

(A) Except with respect to decisions regarding the granting of tenure or promotions in academic rank which are reserved to the Board of Directors of the Corporation, each decision regarding the appointment of faculty shall be made by the President of the University and Provost in communication with the appropriate faculty committee and the appropriate departmental chair or representative as specified in the Bylaws of the faculty.

(B) The precise terms and conditions of every appointment to the Faculty shall be stated in writing and be in the possession of both the President of the University and the appointee before the appointment is consummated. With exception of temporary appointments for specifically limited terms, all

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full-time appointments to the rank of instructor or higher are of two kinds: (1) probationary appointments, and (2) appointments with continuous tenure.

(C) Probationary appointments may be for one year or for other stated periods, subject to renewal; but the total probationary period shall not exceed seven years. A maximum of three years of prior full-time service at the rank of instructor or above at another accredited institution of higher learning shall be included as part of the probationary period.

(D) Written notice that a probationary appointment will not be renewed shall be given to a Faculty member in advance of the expiration of that appointment (1) not later than March 1 during the first year of teaching at Wittenberg; (2) not later than December 15 during the second year; and (3) not later than August 15 during any subsequent year.

(E) A Faculty member desiring to terminate an existing appointment or to decline a renewal in the absence of notice of nonrenewal shall give notice not later than April 15.

(F) If a Faculty member on probationary appointment alleges that a decision not to reappoint him or her was caused by considerations violative of academic freedom, such allegation shall be given preliminary consideration by the appropriate committee as designated by the Bylaws of the Faculty. If the committee concludes that there is probable cause for the Faculty member's allegation, the matter shall be heard in the manner set forth in Section 3 below, except that the Faculty member shall be responsible for stating the grounds for such allegations, and the burden of proof shall rest upon the Faculty member.

**SECTION 2. TENURE AND PROMOTION**

(A) Each recommendation regarding tenure or promotion shall be made by the President of the University and the Provost in consultation with the appropriate faculty committee and the appropriate departmental Chair or representative as specified in the Bylaws of the Faculty. Recommendations for tenure and promotion shall be transmitted by the President of the University to the Board of Directors of the Corporation through the Board's Committee on Governance and Board Affairs.

(B) The President of the University, the Provost, the appropriate faculty committee, and the departmental Chair or representative shall review the prospects for permanent tenure of each probationary Faculty member during the third year of service at Wittenberg. The Faculty member shall be entitled at this time to a frank appraisal of the likelihood of his or her being placed on permanent tenure.

(C) Appointments with tenure shall be continuous until the retirement of the Faculty member and may not be terminated by the University except for adequate cause or under extraordinary circumstances resulting from financial exigency or discontinuation of a program or department for educational reasons. No termination of tenured Faculty shall be made without at least twelve months' notice to the Faculty member, except in cases of moral turpitude when no notice shall be required. If a tenure appointment is terminated because of financial exigency, the released Faculty member's post will not be filled by a replacement within a period of two years unless the released Faculty member has been offered reappointment and has declined.

**SECTION 3. TERMINATION OR NONRENEWAL PROCEDURES.**

(A) Termination for cause of a tenure appointment or nonrenewal of a probationary appointment without the advance notice set forth in Section 1(D) above shall be subject to the following procedures:

1. The Faculty member may request that his or her case be heard by a Faculty Hearing Committee as designated in the Bylaws of the Faculty.
2. The Faculty member is entitled to receive from the President of the University a written statement with reasonable particularity of the grounds for dismissal.
3. The Faculty member is entitled to counsel of his or her own choice, to confront and interrogate all witnesses adverse to him or her, and to call any other witnesses.
4. The Hearing Committee shall record all hearings and shall furnish copies of the record upon request.
5. When the Hearing Committee has completed its work, it shall forward its recommendation to the President of the University, who shall transmit the full report and his or her recommendation to the Board of Directors for action.
6. Public statements regarding the hearings, except for such announcements as may be required for meetings shall be withheld until the hearing has been completed. Announcement of the final decision of the Board of Directors shall include a statement of the Hearing Committee's recommendation.
7. Until the final decision of the Board of Directors has been reached, the Faculty member will be suspended only if immediate harm to the Faculty member or others is threatened by his or her continuance. Such suspension shall be with pay. If the Faculty member's appointment is terminated for any reason other than moral turpitude, the Faculty member shall receive his or her full salary for at least the period of notice to which he or she is entitled under these regulations and

shall be continued in his or her duties for that period unless his or her welfare or that of the University requires that he or she be granted a leave of absence.

**ARTICLE VII**

**Board Conflict of Interest**

**SECTION 1. CONFLICT OF INTEREST**

In the exercise of their fiduciary duties of loyalty and care to the Corporation, Directors and Officers of the Corporation and other persons who serve on committees or subcommittees of the Board shall abide by the Corporation's applicable Conflict of Interest Policy. They shall also promptly disclose any potential or actual conflict of interest to the Chair of the Board and to the Chair of the Audit and Compliance Committee and shall not be present for or participate in any discussion or other deliberation of the matter which is the subject of or related to the conflict unless requested to do so by the Chair of the Board for the limited purpose of providing to the Directors background or other relevant information. Directors with conflicts of interest shall not vote on any matter which is the subject of or related to the conflict.

**ARTICLE VIII**

**Indemnification; Insurance**

**SECTION 1. INDEMNIFICATION; INSURANCE**

Under the circumstances and to the extent permitted by the Ohio Nonprofit Corporation Code, the Corporation shall indemnify Directors and Officers and may agree to indemnify other persons serving the Corporation who are subject to indemnification under the statute. Without regard to whether such person is otherwise subject to indemnification, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, agent or volunteer of the Corporation.

**ARTICLE IX**

**Amendments and Repeal**

**SECTION 1. AMENDMENTS**

These Bylaws may be amended by a vote of two-thirds of the members present at any meeting of the Board of Directors of the Corporation.

**SECTION 2. FORMER BYLAWS REPEALED**

All former Bylaws, rules, and regulations in conflict with these Bylaws are hereby repealed.