

TUSCULUM UNIVERSITY

BYLAWS



Adopted by the Board of Trustees on May 30, 2020

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Article I. Statement of Purpose

The purpose of Tusculum University (hereafter sometimes referred to as the “University” or the “Corporation”), a valid corporation chartered and organized under the laws of the State of Tennessee, is to promote, maintain, and conduct a university dedicated to the intellectual development of students who will be committed to serve society by using their talent, experience, and education.

The development of intellectually well prepared, socially conscious students with a life-long respect and thirst for knowledge is dependent on highly qualified, motivated, socially conscious, and appropriately compensated faculty teaching in classes that encourage personal attention and close relationships.

Through its affiliation with the Presbyterian Church (U.S.A.), the University also emphasizes an environment for self-discovery, character enrichment through religious studies, and a sense of responsibility to society, family, and God.

Further purposes of the University are to have and execute all powers and rights conferred by the laws of Tennessee on corporations of similar kind and character.

Article II. Powers and Duties of the Board of Trustees

The Board of Trustees (“Board”) will have and exercise the corporate powers prescribed by law. The Board of Trustees will function as the Board of Directors of the Corporation. Its primary function will be establishing policies for sound management of the University’s resources and for its educational and financial processes. Additionally, the Board will have the power to carry out any other functions that are permitted by these Bylaws or by the articles of the Amended and Restated Charter of Incorporation of Tusculum University, dated the 10th day of October, 1992, hereafter referred to as the “Charter.” These powers include but are not limited to:

1. Determine and annually review the corporate Mission, Vision and Values Statements of the University;
2. Appoint the President of the University. In the event of a vacancy in the Office of the President, or in the event of the President’s inability to fulfill duties, the Board may appoint an Acting or Interim President and may appoint a special Presidential Search Committee to submit nominations of candidates to the Board for the Office of the President;
3. Establish, review, and approve changes in the educational programs of the University;
4. Approve procedures regarding appointment, promotion, and dismissal of faculty members and approve recommendations for promotion;
5. Approve such policies that protect academic freedom and contribute to the best possible environment for the faculty to teach, pursue their scholarship, and perform public service;
6. Approve institutional personnel policies (and changes to such policies) bearing on appointment, promotion, dismissal and all other aspects of employment at the University, including policies prohibiting discrimination and harassment, for all categories of employees;
7. Elect the officers and members of the Board and remove them with or without cause;
8. Approve and authorize all earned and honorary degrees;

9. Approve and review the annual budget of the University;
 10. Establish policy guidelines for protection of endowment through exercise of its fiduciary responsibility, including borrowing against the endowment;
 11. Approve major investments, investment policy, and all significant fundraising efforts;
 12. Authorize the purchase, management, lease, or sale of all land, buildings, or major equipment for use by the University; and, accordingly, authorize the disposition of the same;
 13. Authorize the construction of new buildings and major renovations of existing buildings;
 14. Authorize any changes in tuition and fees within the University;
 15. Authorize officers or agents of the University to accept gifts or bequests on behalf of the University;
 16. Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible;
 17. Function as the general institutional policy-making body of the University.
 18. Ensure that the University is able to function independently
 19. Ensure annual evaluation of the President based upon the expectations stated in Article IX and upon the President's performance in meeting established objectives.
 20. Ensure annual evaluation of the responsibilities and the effectiveness of the Board of Trustees in fulfilling its duties.
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Article III. Policy-Making Distinctions

The University distinguishes between the policy-making functions of the Board of Trustees and the responsibility of the administration to administer and implement policy.

The Board of Trustees is responsible for creating all general institutional policies as outlined in the University's bylaws. Policies should originate within the Board or be recommended to the Board by the President. All segments of the University (faculty, staff, and students) are encouraged to be involved in the policy-making process through established committees, councils and other organizations. Such suggested policies formulated by these groups shall be presented to the administration for review and recommendation to the Board of Trustees as appropriate. The Board of Trustees may approve, modify, or reject all policies that the administration presents to the Board.

The administration is responsible for implementing official policies within the framework established by the Board.

Article IV. Membership of the Board of Trustees

Section 1. The Board of Trustees will consist of a maximum of forty-five (45) members with a minimum of twenty-one (21) members as a goal.

Section 2. The Board will consist of three classes, approximately equal in number, not to exceed 15 in one class. A class will serve for three years. The three classes will be staggered in time with only one class standing for election at each Annual Meeting. The trustees of the University will be elected by the Board of Trustees upon the recommendation of the Trusteeship Sub-Committee.

Section 3. The Trusteeship Sub-Committee may propose the required number of names for the next class of Trustees at the Annual Meeting in the fall. The Trusteeship Sub-Committee may also propose names to fill existing vacancies to other classes at the Annual Meeting anytime the number of Trustees is less than 45.

Section 4. Trustees will serve for three-year terms that begin with election and end with the conclusion of the Annual Meeting in the fall and may succeed themselves in office, if nominated and elected.

Section 5. A Trustee may request a leave of absence from the Board if he/she is unable to fulfill the duties of membership due to military service, health or business concerns. The request should be made in writing to the Board Chair, and will be considered by the Trusteeship Sub-Committee at the next regularly scheduled Board meeting. If granted, the trustee on leave will not be included in the total number of active trustees for any purpose. The trustee on leave will remain in his/her class of trustees for reelection purposes, and may remain on leave until his/her next regularly scheduled election. At that time the trustee will be given the option to stand for reelection or resign from the Board. The trustee on leave may choose to continue to receive Board materials.

Section 6. Subject to compliance with Tennessee and federal law, any Trustee may be removed from office at any meeting of the Board of Trustees, in accordance with the following procedures:

- Motion for removal to be brought by the Sub-Committee on Trusteeship with a simple majority of the committee carrying the motion to the full Board
- Cause for removal may include, but not be limited to, on or more of the following:
 - ▶ Failure to disclose a conflict of interest
 - ▶ Significant lack of attendance as judged by the Sub-Committee on Trusteeship
 - ▶ Failure to meet expectations of financial and/or service contributions
 - ▶ Conduct unbecoming a representative of the University
 - ▶ Misuse of position for personal, professional, or other advantage
 - ▶ Other criteria deemed reasonable by the Board
- Removal requires two-thirds majority of the Trustees currently in office

A Trustee, once removed, may appeal his or her removal to the Executive Committee. Such appeal must be in writing and received by the Chair of the Board within thirty (30) days of the Board of Trustees' vote approving removal. The Executive Committee shall have the option to sustain the Board's decision (in which case the decision is final) or to return the decision to the full Board for another vote. Either Committee decision requires a simple majority. If the decision is returned to the full Board, a two-thirds majority again is needed to remove the Trustee. The decision of the full Board at this state is the final decision.

Section 7. Any vacancy of the Board of Trustees may be filled by the remaining Trustees through a special election or regular meeting of the Board by a vote of a majority of trustees present and voting, a quorum being present. A Trustee elected to fill a vacancy shall serve for the remaining term of the Trustee who he or she replaces. The Trusteeship Sub-Committee will propose candidate Trustees to fill said vacancies.

Section 8. A trustee, upon recommendation of the Trusteeship Sub-Committee, may be elected by a majority of Board then in office as a Life Trustee at any Board meeting following the completion of their

term. In recommending a former trustee for designation as a Life Trustee, the Trusteeship Sub-Committee should consider the following: a. length of service and attendance; b. regularly having had significant influence in major decisions of the Board; c. providing extraordinary courage, direction, and leadership in time of crisis and significant uncertainty; d. giving extraordinary service to the University and the Board that goes well beyond that normally expected of a trustee; e. financial gifts, including gifts-in-kind, and aiding in the solicitation of financial gifts; and f. other criteria judged to be significant by the Trusteeship Sub-Committee. Life Trustees will be distinguished members of the Board who have provided valuable service to the University. They will be entitled, for the balance of their lives, to be sent all reports and information sent to all other members of the Board, will be invited to all Board meetings and Committee meetings of their choice, and will be given the privileges of the floor, except the vote.

Article V. Officers of the University

Section 1. The Officers of the University will be the Chair, Vice Chair, Secretary, and Treasurer of the Board of Trustees, the President of the University, and such other officers as may be deemed necessary. The Chair, Vice Chair, Secretary, and Treasurer will serve for terms of one year or until their successors are elected. The President will serve at the pleasure of the Board of Trustees. Unless a vacancy occurs at another time, elections for officers of the University, except the President, will be held at the Annual Meeting of the Board in the fall. Those elected will begin their term of office at the conclusion of said meeting. A vacancy in any office, except that of the President, may be filled at any time by temporary appointment by the Chair. The temporary appointee will serve in the office until the Trusteeship Sub-Committee will nominate a Trustee to fill the vacant office, according to Article II, Section 7. The subsequent election by the Board will occur no later than the next regularly scheduled meeting of the Board.

Section 2. The Chair, Vice Chair, Secretary, and Treasurer will be members of the Board of Trustees.

Section 3. The Board or Executive Committee may approve the appointment of other offices, such as Assistant Treasurer or an Assistant Secretary, upon recommendation of the President. Such officers will hold office at the discretion of the Board of Trustees and will be subject to removal by a vote of the Board of Trustees.

Article VI. Powers and Duties of the Chair and Vice Chair

The Chair of the Board will preside at the meetings of the Board and will discharge the duties that ordinarily pertain to that office. The Chair will have the right to vote on all questions, will appoint all members of committees, and will have other powers and duties as the Board may from time to time prescribe. The Chair will sign, with the President or Chief Academic Officer, all diplomas and public citations issued in the name of the University and will execute, with the Secretary attesting, all contracts and instruments authorized by authority of the Board requiring his signature.

In the absence or pleasure of the Chair, the Vice Chair will perform the duties of the Chair and will have such other powers and duties as the Board may from time to time prescribe. The Vice Chair may also be designated as a committee chair.

Article VII. Powers and Duties of the Secretary

The Secretary will have custody of the Seal of the University and will attest to and affix said seal to such documents as required in the business of the University including, but not limited to, deeds, bonds, mortgages, agreements, contracts, abstracts of resolutions, minutes, and Bylaws issued pursuant to the authority of the University. The Secretary will delegate affixing the seal to diplomas, evidences of the award of degrees, transcripts, and certificates to the University Registrar and to the Office of the President for such documents as may necessitate the seal. The Secretary will keep a record of the appointments of all committees of the Board of Trustees. The Secretary may delegate giving proper notice of all meetings of the Board of Trustees to the President of the University.

The Secretary will keep, or cause to be kept, a record of the minutes of all meetings of the Board of Trustees and each of its committees. Any of the duties or powers of the Secretary may be delegated to an Assistant Secretary.

The Secretary may be designated as a Committee Chair.

The Secretary shall be deemed to be the Secretary of the Corporation for purposes of Tennessee law.

Article VIII. Powers and Duties of the Treasurer

The Treasurer will be responsible for carrying out the mandates of the Board of Trustees and its Finance and Operations Committee in overseeing the financial resources of the University including, but not limited to, cash, securities, stocks, bonds, and other property (personal or real) owned by the University.

The Treasurer may, upon request of the Board of Trustees, furnish a bond, at the University's expense, for the faithful performance and discharge of these duties. The Treasurer will be Chair of the Finance and Operations Committee. Any of the duties or powers of the Treasurer may be delegated to the Chief Financial Officer of the University except serving as the Chair of the Finance and Investment Committee. To the extent the duties have been delegated by the Treasurer to the Chief Financial Officer, the Treasurer is relieved of liability of same.

Article IX. Powers and Duties of the President of the University

The President of the University will be the Chief Executive Officer of the University, and the official adviser to and executive agent of the Board of Trustees and its Executive Committee. The President will, as educational and administrative head of the University, exercise a general superintendence over all the

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affairs of the institution, including all employment-related issues (i.e., recommendation of employee and faculty policy changes, hiring, discipline and termination). The President will bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibilities.

Furthermore, the President will have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board, or its Executive Committee. The President may execute documents creating financial obligations of the University, the limits, if any, to be set by the Executive Committee or the Board of Trustees as appropriate.

The President will be an *ex officio* member of the Board or Trustees without power to vote and will not be counted as a member of the Board or any of its committees for determining a quorum. Except as otherwise provided in these Bylaws, will be its *ex officio* member of all committees of the Board without power to vote.

The President shall be deemed to be the President of the Corporation for purposes of Tennessee law.

Article X. Powers and Duties of the Faculty

The Faculty is charged with developing educational programs in harmony with the Mission Statement of the University. The Faculty will be organized and have authority and responsibilities as provided in its Constitution, Faculty Handbook, each of which are subject to approval by the Board of Trustees upon recommendation of the President. The Faculty's general powers and duties relate to teaching, service, and scholarship. Specifically, the Faculty has responsibility for students' curricular activities by developing and implementing standards for all degree programs offered at the University. In addition, the Faculty coordinates with the administration in developing and delivering co-curricular programming designed to promote student success. The Faculty has responsibility for assuring the competence of its members by developing and implementing faculty assessment to promote the success of its members. The Faculty may make recommendations to the Provost and/or the President concerning any matters of faculty and educational policy.

Article XI. Meetings

Section 1. The Annual Meeting of the Board of Trustees will be held in the fall of such date and place as the Chair of the Board will determine.

Section 2. Two regular meetings will be held in addition to the Annual Meeting. One meeting will be held in the winter and the other in the spring, or on such date and place as the President and Chair of the Board will determine.

Section 3. Special meetings may be held at the call of any three Board members or the President; it will be the duty of the Chair or the Secretary to call such meetings setting forth the objective of the meeting.

Section 4. Written notice of all meetings of the Board of Trustees will be sent by the Secretary to each Trustee at least five days before the date of the meeting. In the case of special meetings, the notice will state the purpose of the meeting, and no business will be transacted at any meeting that does not relate to the purpose stated.

Section 5. Whenever notice is required to be given under the provisions of statutes, or of the Charter, or of the Bylaws, a waiver in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, will be deemed equivalent thereto. Attendance at any meeting by a Trustee will be conclusively deemed a waiver of such notice of that meeting unless objection is made at the onset of such meeting to the failure to give proper notice.

Section 6. A simple majority of the Trustees in office will be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present and voting at a duly called meeting of the Board or any committee will be the act of the Board of Trustees or that committee, except as may be provided by statute, or by the Charter, or by these Bylaws. In a meeting at which a duly constituted quorum has been declared and during which a member or members must leave the meeting before the called vote on an issue, the departing member(s) may leave an absentee vote with the chair. Said vote shall be tallied and count toward the quorum count so long as the motion on which the vote is taken is not altered subsequent to the casting of the absentee ballot(s).

Section 7. Participation by Telecommunications. One or more members of the Board of Trustees may participate in a meeting using conference telephone or similar communication equipment, so long as all members participating in the meeting can hear one another at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 8. *Roberts Rules of Order, newly revised*, shall constitute the ruling authority in all cases that are inconsistent with these Bylaws or any statute.

Section 9. An Executive Session of the Board may be scheduled as an integral component of the printed agenda of the annual or regular meeting of the Board and/or may be called by any member of the Board, said motion being duly seconded and approved by a simple majority of the voting members then present. Except by special invitation to non-voting Board members and any others, only voting members and Life Trustees of the Board will attend Executive Sessions. The contents of the Executive Session will not be memorialized in minutes of the annual or regular meetings.

Article XII. Action without Formal Meeting

Any action which the Board of Trustees may take may be taken without a meeting if all Trustees consent to taking action without a meeting. Any action required or permitted to be taken by a Committee may likewise be taken without a meeting if all Committee members consent to taking such action without a meeting. If all Trustees or Committee members consent to taking such action without a meeting, the affirmative vote of the number of Trustees or Committee members that would be necessary to authorize or take such action at a meeting is the act of the Board or Committee. The action must be evidenced by one or more written consents describing the action taken, signed by each Trustee or Committee member,

and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Trustee or Committee member signs the consent, unless the consent specifies a different effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Article XIII. Committees

Section 1. There will be standing committees specified in this Article. Members of standing committees will be appointed by the Chair of the Board following the Annual Meeting of the Board of Trustees. Except as provided in these Bylaws, the Chair of the Board and the President of the University will be ex officio members of all standing committees, and each standing committee will include at least three additional trustees. Except where otherwise provided in this article, additional members, including non-voting persons who are not on the Board of Trustees, may be appointed. The Chair of each standing committee and a majority of its members will be Trustees.

Section 2. The Board of Trustees may at any time discontinue any of its standing committees for such time as may be determined, and the duties of any committee so discontinued will be performed during such discontinuance by the Executive Committee.

Section 3. There may be special or ad hoc committees as the Board of Trustees, the Executive Committee or the Chair may from time to time establish for the discharge of particular duties.

Section 4. The chair of any committee, with the consent of the Chair of the Board, may request the President of the University to appoint a member of the administrative staff to serve as non-voting liaison between the committee and the office of the President. The President will designate such a person to perform that service. Such liaison person will assist the committee in carrying out its duties. At the request of a committee chair, the President may invite one or more members of the faculty, staff, or others to serve as non-voting members of said committee.

Section 5. Except as otherwise provided in this article, all standing committees will meet at least two times annually. Standing committees may elect to have executive sessions, which will be open only to member of the Board of Trustees and others by special invitation by the Committee Chair.

Section 6. Each standing or ad hoc committee of the Board will review and recommend to the Board programs that enable the University to carry out its mission, vision, and values and meet the goals of the University's Strategic Plan.

Section 7. Written notice of all committee meetings of the Board will be sent to each committee member at least five days before the date of the meeting.

Section 8. Participation by Telecommunications. One or more members of a Committee may participate in a Committee meeting using conference telephone or similar communication equipment, so long as all members participating in the meeting can hear one another at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 9. The staff liaison to each standing committee will prepare minutes of the meeting noting, among other items those present, absent, brief summaries of reports, brief summaries of discussions, and action items. Said minutes will be sent to the Chair of the committee for approval and subsequently sent promptly to all trustees before subsequent meetings. Content of committee executive sessions will not be included in minutes of the committee meeting.

Section 10. Executive Committee

- a) The Executive Committee will have a minimum of seven (7) members, all of whom will be current Trustees. The Chair of the Board of Trustees will be the Chair of the Executive Committee. The Vice Chair of the Board, the Secretary, the Treasurer, and the Chair of each committee of the Board will be members of the Executive Committee as will the immediate past Chair of the Board for at least one year following his or her term as Board Chair. At-large members may be appointed by the Chair.
- b) The Executive Committee will, between meetings of the Board, maintain general supervision of the administration and property of the University. The Committee may not take action inconsistent with any prior act of the Board, dissolve the corporation and surrender its Charter, amend the Charter of the Corporation, award degrees, alter Bylaws, remove or appoint the President of the University, or take any action that has been reserved for a majority of the Board. The Executive Committee may act on behalf of the full Board in emergencies or as empowered to do so by the full Board. The Committee will serve as a point of contact between the Board and the President and administration and will ensure that the Board fulfills its responsibilities. It will oversee the Strategic Plan and the institutional planning process to ensure the continuous improvement of programs and support services by monitoring progress toward goals and objectives and by being provided with progress reports on the status of any pending issues, including accreditation. The Committee will annually review the Tusculum University Mission, Vision, and Values Statements to maintain congruence with the actual operating procedures and to reflect new growth and development of the University.
- c) The Executive Committee also will develop procedures to ensure compliance with the Board's Conflicts of Interest policy as contained in these Bylaws.
- d) The Executive Committee will conduct an annual review of the President's performance based on the expectations stated in Article IX and upon effectiveness of President's performance in meeting established objectives and then comment to the Board.
- e) The Executive Committee will meet at least three times a year. Special meetings can be called on the written request of the Chair, President or at least three of its members.
- f) The Executive Committee will approve changes to the Bylaws when such proposed changes are submitted to it by the Trusteeship Sub-Committee before being submitted to the full Board.

Trusteeship Sub-Committee

The Trusteeship Sub-Committee will present to the Board of Trustees nominations for the offices of Chair, Vice Chair, Secretary, and Treasurer and for Trustees to be elected by the Board. The Sub-Committee will furnish information relating to the background and qualifications of all nominees at least

ten days before the Board meeting at which an election is to take place. The Sub-Committee will develop and administer a program of orientation of newly elected Trustees and conduct an annual self-evaluation of the Board of Trustees' responsibilities and effectiveness.. The Sub-Committee will also, subject to the requirements as set forth in these Bylaws, nominate Life Trustees. It will report to the Board at the Annual Meeting and otherwise as circumstances dictate.

The Trusteeship Sub-Committee will review and propose changes in the Bylaws to the Board or to the Executive Committee.

The Trusteeship Sub-Committee will develop orientation and reaffirmation procedures to assure that Trustees will signify agreement to the Statement of Purpose of the University and that they will be dedicated to serve faithfully the objectives of the University within its community and among its constituents.

Section 11. Academic Effectiveness Committee

The Academic Effectiveness Committee, in conjunction with the President, is charged with ensuring that faculty policies complement academic priorities and that the academic program is consistent with the institutional mission, vision, values, and strategies. The Committee will seek to ensure that the programs are appropriate for its students. It will recommend faculty candidates to the full Board for promotion and for designation of special status, such as for distinguished service or occupying an endowed chair. It will advise the Finance and Operations Committee of the specifications and requirements for financing the academic programs. New program development recommendations are made by the Academic Effectiveness Committee. The Academic Effectiveness and Finance and Operations Committees will meet jointly to discuss the academic and fiscal feasibility of all new programs prior to the conclusion of the comprehensive feasibility study and subject to final approval of the University's budget with integration of new program costs. The Committee will make recommendations to the full Board for all earned degrees upon recommendation of the faculty and for all honorary degrees according to established policy.

Honorary Degree Sub-Committee:

A Sub-Committee of the Academic Effectiveness Committee, the Honorary Degree Sub-Committee is charged to uphold the standards upon which the University was founded as it considers and recommends possible recipients of honorary degrees. Recipients of an honorary degree must be a person of such character, personality, personal effectiveness, and standing that he or she would bear the title with honor to Tusculum University, and additionally must have had a distinguished career in a vocation or field of service and/or have provided exceptional service to Tusculum University to the broader community.

Members of the Honorary Degree Sub-Committee will be appointed by the Chair of the Academic Effectiveness Committee and shall be composed of three trustees, one of whom will serve as Chair, the faculty chair, one member of the administration; *ex officio* members shall be the Chair of the Board of Trustees, Chair of the Academic Effectiveness Committee, the President, and the Provost/Vice President of Academic Affairs.

Nominations submitted to and reviewed by the President will be forwarded to the Chair of the Honorary Degree Sub-Committee. The Sub-Committee will present their recommendations to the Academic Effectiveness Committee. Approved nominations will subsequently be presented to the Board of Trustees for consideration.

Section 12. Audit, Risk & Committee

The Audit, Risk and Compliance Committee will consist of five (5) members of the Board to be appointed by the Chair. The Chair, the Vice Chair, the President, and the Chair of the Finance and Operations Committee will not be members of the Audit, Risk and Compliance Committee but may upon invitation of the Committee attend any meeting. Meetings will be held at the call of the Chair of the Committee or the Chair of the Board.

The Committee will recommend to the Board the selection of independent accountants to perform the annual audit and meet with the auditors before the process begins to review the general scope and procedures for the audit and to discuss areas where the Committee may desire special emphasis. Upon completion of the audit, the Committee will again meet with the auditors to review the financial statements, their report on the adequacy of internal controls, and other findings. It also will review the auditor's management letter. Following the post-audit review, it will present the audit report and management letter to the Board.

The Committee will monitor the University's management of risk and the university's management of risk and the university's compliance with the applicable laws, regulations and policies. The Committee will also review the IRS Form 990 and related attachments, the IRS 403(b) filings as necessary and any new requirements created by new accounting pronouncements, such as (SOP 117-1) and the Uniform Prudent Management of Institutional Funds Act (UPMIFA). The Committee will present the reports and enhanced disclosures to the Board.

Section 13. Finance and Operations Committee

The Finance and Operations Committee shall be responsible for monitoring the overall operations of the University including finances, building and grounds, investments, information technology, human resources and risk management. The Committee shall oversee annual and long-range operating and capital budgets to ensure that they reflect the priorities in the University's Strategic Plan. The Committee shall annually receive a budget from the administration to submit to the Board for consideration and approval and shall review major financial transactions not included in the budget and submit proposed variances, with recommendations, to the Board or Executive Committee. The Committee shall submit capital budgets to the full Board for approval. The Committee shall ensure that accurate and complete financial records are maintained and that timely and accurate information is presented to the Board. The Committee shall review and recommend approval of the University Master plan as well as plans and cost estimates for new facilities and major renovations as recommended by the Buildings and Grounds Sub-Committee. The Committee shall review requests and plans for borrowing and make recommendations to the full Board for approval. The Committee shall recommend tuition and fee schedules to the Board. The Committee shall make a recommendation to the full Board of Trustees regarding the University's "spending policy" from its endowment as recommended by the Investment Sub-Committee. The committee shall maintain communication with the full Board and advise the Board regarding matters in its area of oversight. The Finance and Academic Effectiveness Committees will meet jointly to discuss the academic and fiscal feasibility of all new programs prior to the conclusion of the comprehensive feasibility study and subject to the final approval of the University's budget with integration of new program costs.

The Finance and Operations Committee may from time-to-time establish ad hoc sub-committees to

review university projects.

Buildings & Grounds Sub-Committee

The Buildings & Grounds Sub-Committee will determine the adequacy, condition and use of existing physical plant and facilities of the University. The Sub-Committee will also create a physical facilities policy for the University, review renewal or replacement decisions, make recommendations to the Finance and Operations Committee regarding financing for annual maintenance and operations, plant renewal, and plant adaptation, and review the annual operating and capital budgets related to buildings and grounds. The Sub-Committee will review and analyze maintenance and operations of the physical facilities of the University and review and analyze policies relating to physical facilities. The Sub-Committee will be responsible for the annual review of the Tusculum University Campus Master Plan and for making recommendations to the Finance and Operations Committee regarding planned improvements, acquisition and disposal of real property, including plans and cost estimate for new facilities.

Investment Sub-Committee

The Investment Sub-Committee is responsible for directing and monitoring the investment management of the University's investable assets. The Investment Sub-Committee will maintain an effective Investment Policy Statement to assure the investment guidelines and practices are in accordance with the Uniform Prudent Management of Institutional Funds Act. The Sub-Committee shall review and recommend changes in custody and administration of its investment assets. The Sub-Committee may employ investment counsel and delegate authority to purchase or sell securities. The Sub-Committee shall maintain consistent communications with investment manager(s), review expenses, oversee accounting and financial reporting, and monitor proxy voting or the appropriate assignment thereof. The Sub-Committee shall monitor the investments of the University, including all fund balances and endowment accounts. The Sub-Committee shall review and make future recommendations to the Finance and Operations Committee regarding the University's investment accounts, changes to its Investment Policy Statement as well as annually recommending an endowment spending policy.

Section 14. Institutional Advancement & Branding Committee

The Institutional Advancement & Branding Committee shall review Tusculum's communications and marketing approaches to ensure they are consistent with the institutional Mission, Vision and Values Statements as well as promote areas of institutional distinction, adhere to the style guide and strengthen Tusculum's brand. The Committee shall review all policies, formal internal administrative guidelines and their proposed changes relative to communication, branding, fundraising, naming rights and gifts and shall make recommendations to the Board. The Committee shall assess fundraising goals, progress toward meeting them as well as trends and make appropriate recommendations to the administration. The Committee shall create within the Board an awareness of the importance of private giving, shall set goals for Trustee giving, shall engage in Trustee solicitation and shall participate in the development process when requested by the administration.

Section 15. Student Success Committee

The Student Success Committee will make recommendations to the Board of Trustees regarding oversight and support of student success, enrollment management and athletics. The policy matters may include but are not limited to: conference affiliation, sport sponsorship, funding, facility requirements and

upgrades, compliance with NCAA rules and regulations through periodic review of the institutional oversight procedures, long- and short-range enrollment goals, review and recommend proposed enrollment plans as well as policies pertaining to recruitment, admission, retention, and institutional aid, advise the Finance and Operations Committee of the Board on recommended tuition and fee schedules, Student Affairs, Student Engagement, Student Support Services, and other high impact programs deemed best practices for retention. This provides additional avenues for academic and student life to collaborate and foster the development of a living, learning residential environment for maximum student retention and persistence. Such recommendations are intended to enhance the University's desire to exhibit continuous improvement in the areas of academic achievement, personal and professional development, competitive results within our conference and region, institutional integrity, facilities and community recognition/engagement. The Committee will represent students' interests in the Board's policy-making activities and promote the campus as a community. The Committee will also strive to maintain and strengthen the relationship between the College, the Presbyterian Church (U.S.A.), and the Holston Presbytery. It will review periodically the College's covenant with the Synod of Living Waters, Holston Presbytery, and the Presbytery of East Tennessee.

Article XIV. Conflicts of Interest

- A. Trustee will be considered to have a conflict of interest if:
- a. Such Trustee has existing or potential financial or other interests that impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of the Trustee's 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 Trustee (or member of his or her family) is an officer, director, employee, stockholder, has such existing or potential financial or other interests.

All Trustees, including Life Trustees, will disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee will vote or comment on any matter, under consideration at a Board or committee meeting, in which such Trustee has a conflict of interest. The minutes of said meeting will reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or an ad hoc committee to resolve the questions by majority vote.

At the time of the Annual Meeting of the Board, a conflict of interest disclosure form is to be signed by each Trustee in attendance and mailed to those not in attendance.

Article XV. Discrimination Prohibited

Tusculum University does not discriminate on the basis of race, religion, age, sex, national origin, sexual orientation, military or veteran status, disability or genetic information, in admissions, in awarding

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financial aid, in employment decisions and/or actions, in election of trustees, or in any other aspect of academic or campus life.

Article XVI. Non-Profit, Tax Exempt Status

Compliance. The University is a corporation recognized as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (“Code”). The University shall not possess or exercise any power of authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a University described in ‘ 501(c)(3) of the Code, contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualifications.

Asset Restriction: No part of the assets or net earnings of the University shall ever be used, nor shall the University ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, or educational within the meaning of ‘ 501(c)(3) of the Code.

Operational Limits. The University shall never be operated for the primary purpose of carrying on a trade or business for profit.

Political Limitation. No substantial part of the activities of the University shall consist of promoting propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

Distribution Limitation. No compensation, loan or other payment shall be paid or made to any Officer, Board member, creator, or organizer of this University, or substantial contributor to it, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the University; and no part of the assets or net earnings, current or accumulated, of the University shall ever be distributed to or divided among such persons, or inure, be used for, accrue to or benefit any such person or private individual (pursuant to the prohibition contained in ‘ 501(c)(3) of the Code).

Solicitation Limitation. No solicitation of contributions to the University shall be made, and no gift, bequest or devise to the University shall be accepted, upon any condition or limitation which, in the opinion of the University, may cause the University to lose its Federal income tax law exemption.

Liquidating Distribution. Upon the termination, dissolution or winding up of the University in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the University, shall be distributed to, and only to, one or more organizations described in ‘ 501(c)(3) of the Code.

Article XVII. Indemnification of Trustees and Officers

Section 1. The University shall indemnify any person from liability and costs of defense, including reasonable attorney fees, arising out of such person's service as a Trustee or officer of the University fully allowable by law. The Board of Trustees is hereby empowered, by a majority vote of a quorum of disinterested trustees, to enter into a contract to indemnify any trustee or officer of the University with respect to any proceedings arising from any act or omission, whether occurring before or after the execution of such contract.

Section 2. No amendment or repeal of this Article will have any effect on the rights provided under this Article with respect to any act or omission occurring before such amendment or repeal.

Section 3. The University will promptly take all such actions, and make all such determinations, as will be necessary or appropriate to comply with its obligation to make any indemnity under this Article and shall promptly pay or reimburse all reasonable expenses incurred by any such trustees or officers of the University in connection with such actions and determinations or proceedings of any kind arising therefrom.

Article XVIII Review and Amendment of Bylaws.

Section 1. These Bylaws may be amended or repealed at any regular or special meeting of the Board by a two-thirds of the Trustees present, provided a majority of the Trustees will be present and participating in the meeting, approval of the proposed change(s) by the Executive Committee or at a previous Board meeting having occurred and at least ten (10) days' notice of the proposed amendment(s) having been given to all Trustees before the final action thereon shall be taken.

Section 2. Before each Annual Meeting of the Board of Trustees, the Trusteeship Sub-Committee will review these Bylaws and suggest any necessary changes thereto.

.....END OF BYLAWS.....