

AMENDED AND RESTATED BYLAWS OF  
VIRGINIA WESLEYAN UNIVERSITY

sciences and is historically related to the United Methodist Church. The University has primary offices in Virginia Beach, Virginia, and may operate at other locations at the discretion of the Board of Trustees.

Article I

Board of Trustees

*Section 1. Board of Trustees.* In accordance with its Charter, all corporate powers shall be exercised by or under the authority of, and the affairs of the University managed under the direction of, its

*Section 2. Number.* The Board shall consist of between twenty-two (22) and thirty six (36) regular

any meeting of the Board. The Committee on Trusteeship (also called Nomination Committee) shall recommend potential trustees and those eligible for re-election. The Committee shall also present to the Board for action a recommended slate of Board officers each year.

*Section 6. Voting.* Members of the Board of Trustees may vote only in person, and no proxy will be recognized. Except as otherwise provided by the laws of the Commonwealth of Virginia, the Charter or these Bylaws, a quorum of a Board of Trustees consists of a majority of the Trustees in office immediately before a meeting begins. When a quorum is present to organize a meeting, a meeting may be later adjourned despite the absence of a quorum caused by the subsequent withdrawal of any of those Trustees present. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Trustees present is the act of the Board unless the laws of the Commonwealth or the Charter or Bylaws require the vote of a greater number of Trustees. A Trustee who is present at a meeting of the Board of Trustees when corporate action is taken shall be deemed to have assented to the action taken unless: (i) he or she objects at the beginning of the meeting (or promptly upo

financial malfeasance; or fraudulent or illegal conduct. A Trustee whom the Board seeks to remove shall be entitled to be heard at a regular meeting of the Board of Trustees or at a special meeting called for that purpose and attended by a quorum, if they so request. Any such removal must be approved by the affirmative vote of a majority of the then acting Trustees. At least ten (10) days prior to such meeting, the Trustee shall be furnished with a written description of the reason(s) his or her removal is sought.

If a Trustee fails to attend three (3) consecutive regularly scheduled meetings of the Board of Trustees, the Trustees in office by a majority vote may declare that this position is vacant.

*Section 6. Indemnification.* The University shall indemnify and hold harmless each person, or his or her legal representative or successor, who has served, is serving or shall serve at any time hereafter, as Trustee of the University from and against any and all claims and liability (including reasonable attorney fees) and any judgment, decree, fine or penalty imposed on her/his for any act of omission committed or occurring while acting as such, and shall reimburse him or her for all legal and other expenses reasonably incurred by him or her in defense thereof; provided, that there shall be no obligation to reimburse, partially or wholly, such person for claims or liability arising out of his or her own willful misconduct.

## Article II

### Meetings

*Section 1. Meetings.* There shall be three (3) meetings of the Board of Trustees each year: one in the Fall, one in the Winter, and one in the Spring. Each meeting shall be held at such place and at such hour as the Chair of the Board of Trustees shall designate.

*Section 2. Annual Meeting.* The annual meeting of the Board of Trustees shall be held at Virginia Beach, Virginia, during the week immediately preceding the annual Commencement.

*Section 3. Fall and Winter Meetings.* A regular meeting of the Board of Trustees shall be held at

number of Trustees that would be necessary to authorize or to take such action at a meeting shall be the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Trustee in one (1) or more counterparts, indicating

the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Trustee signs the consent, unless the consent specifies a different effective date. A consent signed under the section shall have the effect of a meeting vote and may be described as such in any document.

*Section 6. Notice of Meetings.* Notice of all meetings shall be given by the Secretary to each Trustee not less than ten (10) days before said meeting.

*Section 7. Order of Business for meetings.*

1. Roll call
- 2.
- 3.
4. Minutes of last meeting for approval
5. Committee Reports
6. Old Business
7. New Business
8. Executive Session
9. Adjournment

### Article III

#### Committees

*Section 1. Standing Committees.* Standing Committees shall be as follows: Campus Affairs, Finance, and University Relations. The Finance Committee shall have an Endowment Subcommittee, whose Chair shall serve as Vice Chair of the Finance Committee. The Chair of all standing committees and all members shall be elected at the annual meeting of the Trustees upon the recommendation of the Committee on Trusteeship. The Campus Affairs and University Relations Committees shall have Vice Chairs. All other Committee members are appointed by the

Chair of the Board, in consultation with the President of the University, following the annual meeting. All standing committees shall consist of at least seven (7) members. The Board, at any meeting, may designate additional committees. The Endowment Sub-Committee shall consist of at least five (5) members.

The Chair of the Board shall be Chair of the Executive Committee and ex-officio member of all other committees with vote. With the exception of the Audit Committee, the President of the University shall be an ex-officio voting member of all committees, except when audits and presidential reviews are under consideration.

*Section 2. Executive Committee.* The Executive Committee is a required non-standing committee. Board officers (Chair, President of the University, Vice Chair, Treasurer and Secretary), the Parliamentarian (if not serving as chair of a standing committee), and the Chairs of the Campus Affairs and University Relations shall serve on the Executive Committee. The Chair of the Finance Committee serves as Treasurer. Two additional members of the Executive Committee may be at-large, recommended by the Committee on Trusteeship. The Vice Chairs of the Campus Affairs and University Relations Committee and the Vice Chair of the Finance Committee/Chair of the Endowment Sub-Committee each serve on the Executive Committee. Each member will serve from election or appointment until a successor is chosen. A majority shall constitute a quorum. The Officers of the Board will serve as the Officers of the Executive Committee. The Committee shall meet between regular meetings of the Board on the call of either the President of the University or the Chair of the Executive Committee. Committee meetings shall be held at such hour and place as the person making the call shall designate. The Board of Trustees authorizes the Executive Committee to transact all business relative to the University at all times when the Board is not in session. The Committee shall keep accurate minutes of its meetings and report to the full Board at its next meeting. The Secretary of the Executive Committee shall send each member of the Board of Trustees a copy of the minutes promptly after said meeting except for the minutes of meetings held immediately preceding a meeting of the full Board; and when so ordered by the Committee shall advise the members of the full Board of the actions taken.

The Executive Committee may designate other ad hoc or sub-committees as it shall deem necessary from time to time.

*Section 3. Campus Affairs.*

and sororities, (9) activities, (10) health services, (11) campus technology, and (12) safety and security.

*Section 4. Finance.* The Finance Committee shall consist of a minimum of seven (7) Trustees appointed by the Chair of the Board. This Committee shall address matters relating to: (1) financial affairs (including oversight of the operating budget and debt), (2) properties, (3) investments (responsibility to keep the endowment and permanent funds of the University productive; to manage, control, sell, purchase, exercise rights and warrants, exchange, invest, and reinvest all funds, securities and related properties of the University), (4) contract services, and (5) auxiliary enterprises. The Chair of the Committee is Treasurer of the Corporation and is an Officer of the Board.

1. *Endowment Subcommittee.* The Endowment Subcommittee shall consist of a minimum of five (5) Trustees appointed by the Chair of the Board, in consultation with the Chair of the Finance Committee and President of the University. The Chair of the Finance Committee shall serve on the subcommittee ex-officio with vote and represent the actions of the subcommittee to the Finance Committee. The Endowment Subcommittee shall be responsible for the investment, reinvestment and management of all investment assets of the University, and for the appointment of independent investment advisors or managers authorized to invest and reinvest funds of the

Certified Public Accountant for employment and it shall fulfill all responsibilities as dictated by the Financial Accounting Standards Board for private, non-profit universities.

2. *Committee on Trusteeship.* The Chair of the Board, Vice Chair of the Board and Immediate Past Chair of the Board shall constitute the Committee on Trusteeship. Should the Immediate Past Chair no longer sit on the Board, the Board Chair shall appoint a replacement with preference for a former Board Chair. The term of the Committee will commence immediately after the Annual Meeting upon appointment and shall continue until successors are appointed. The Committee shall receive suggestions of nominees for Trusteeship, shall conduct biographical research as it deems necessary and annually present nominees to fill existing vacancies. The Committee shall also nominate the Board Officers and the Chairs of all standing committees. Membership on the Committee on Trusteeship shall not bar the nomination of any member thereof for any office or Committee assignment. The Committee shall furnish to the Board of Trustees information relating to the background and qualifications of all nominees for Board appointment at least ten (10) days prior to the meeting where the elections should take place. The Committee shall

who are eligible for re-election; and, in consultation with the President, it shall develop and help administer a program of orientation for newly elected Trustees. The Committee shall also recommend Emeritus trustees. The Committee meets upon the call of the Chair or the President and reports to the Trustees annually or upon the call of the Chair of the Trustees.

3. *Mission and Advocacy Committee.* The Mission and Advocacy Committee shall be comprised of former chairs of the VWU Board of Trustees, both active on the Board and those with emeritus status, and is responsible for assisting the Board and President by reaching out to the external community and stakeholders (including elected and appointed officials, business executives, alumni, faculty, students, civic and community leaders and the general public) to advance higher education in general and Virginia Wesleyan University, in particular, while promoting their human, social, educational and economic impact. The committee will meet as necessary to review and assess legislation and/or policy at the local, state and national levels relative to the u  
advocacy initiatives on matters of federal, state or local business and government policy relative to the university.

*Section 7. Vacancies and Committees.* In the event of vacancies occurring in elected committee positions, the Chair of the Board may make interim appointments to fill said vacancies until the next meeting of the Board, at which time the Board shall have authority to fill the vacancies.

Each Committee should be staffed by an Officer of the University, designated by the President of the University. Written reports on the activities and agenda of each committee should  
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at each Board meeting.

#### Article IV

##### Officers of the Board of Trustees

*Section 1. Officers.* Officers of the Board shall be: Chair, President of the University, Vice Chair, Treasurer, and Secretary. There may also be a



- (i) At least quarterly, submit reports on the State of the University to the Board.

The President will be an ex-officio member of all Board committees excepting when audit and presidential performance are being considered.

In the absence of the President, he/she shall designate an acting president unless the Board or the Executive Committee designates another person.

Presidential Evaluation and Compensation:

- (a) The President shall be evaluated, in executive session, by the Officers of the Board prior to the Winter Meeting of the Board of Trustees, according to written objectives, specific and general, developed by the President, discussed with the Board Chair and presented to the Board before the outset of each academic year.

- (b)

compensation package.

- (c) A summary of the full Board of Trustees.

- (a) Custody of the funds of the University.
- (b) Cause the funds to be deposited in such banks as may be selected from time to time by the Board of Trustees or any member thereof and the President.
- (c) Provide oversight of the debt of the University.
- (d) Provide oversight of the investments of the University.
- (e) See to the implementation of the financial policies established by the Board of Trustees.

A Chief Financial Officer shall be assigned by the President of the University to service the Treasurer. The Treasurer serves as the Chair of the Finance Committee.

*Section 7. Board and Administrative Responsibilities.* The Board has responsibility for securing adequate financial resources for the operation of the University, establishing long range goals, and setting policies. Once policies are adopted by the Board, the administration, under the supervision of the President of the University, is charged with responsibility for implementing them within the broad framework established by the Board.

## Article V

### Officers of the University

*Section 1. Title.* In addition to the officers of the Board of Trustees, there shall be Officers of the University: a Chief Executive Officer (titled President); a Chief Academic Affairs Officer, a Chief Financial Officer, and other primary officers as determined by the President and affirmed by the Board of Trustees. Specific titles for these positions will be determined by the President of the University, subject to approval of the Board of Trustees.

*Section 2. President of the University.* There shall be a President of the University as outlined in Article IV, Section 3. The President shall have direction of the discipline and work of the University, and, except as otherwise provided in these Bylaws, shall appoint all committees of the faculty. Anything in these Bylaws to the contrary notwithstanding, the President may veto any action of any faculty, or committee or agency thereof. The President shall make an annual report to the Board of Trustees of the work, condition, and needs of the University and any other matters that may be of concern to the University or to the cause of higher education. All officers of the

*Section 3. Chief Academic Officer.* There shall be a Chief Academic Officer, usually titled Vice President for Academic Affairs. Reporting to the President, the Chief Academic Officer shall administer the academic program of the University, including:

- College of Arts and Sciences

Batten Honors College

Birdsong School of Social Science

Joan P. Brock School of Mathematics and Natural Sciences

Susan S. Goode School of Arts

University within the standards of its accrediting body and all local, state and federal laws. The Decision Matrix of the University is included

meetings, shall be entered into the minutes by Board of Trustees vote at the respective fall, winter or spring meetings.

*Section 3. Fiscal Year.* The fiscal year shall be July 1 through June 30.

*Section 4. Independent Audit.* The Board of Trustees annually shall select a recognized firm of certified public accounts to audit the books and affairs of the University and to prepare an annual report concerning the same and to submit to the Audit Committee and Finance Committee such suggestions for the improvements in the accounting procedures of the University as from time-to-time appear advisable.

*Section 5. Affirmative Action.*

- *Membership and Employment.* When properly qualified, no person shall be denied membership on the Board of Trustees or denied employment by the University.
- *Students.* No student shall be denied admission to the University, if the student shall have met the requirements for admission and properly executed applications and other forms.

*Section 6. Bonds of Employees.* The Treasurer, the President of the University, the CFO, and all other officers or employees of the University who shall have in their charge any University funds shall be duly bonded in an amount fixed by the Board of Trustees.

## Article VIII

### Conflict of Interest

*Section 1. Conflict of Interest.* A conflict of interest may exist when the interests or activities of any Trustee or officer of the University may be seen as competing with the interest or activities of the University, or the Trustee or officer derives a financial or other material gain as a result of a direct or indirect relationship.

*Section 2. Disclosure Required.* Any possible conflict of interest shall be disclosed to the Board of Trustees by the person concerned, if that person is a Trustee or the President of the University, or to the President if the person is an officer.

*Section 3. Abstinance from Vote.* When any conflict of interest is relevant to a matter requiring action by the Board of Trustees, the interested person shall call it to the attention of the Board of Trustees or its appropriate committee and such person shall not vote on the matter; provided however, any Trustee disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or a committee thereof. Any committee,

which votes upon a matter wherein a conflict of interest exists or may exist, must consist entirely of members of the Board of Trustees.

*Section 4. Absence from Discussion.* Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Board of Trustees or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board of Trustees or committee with any and all relevant information.

*Section 5. Minutes.* The minutes of the meeting of the Board of Trustees or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Trustees or its committee, excluding the person concerning whose situation the doubt has arisen.

*Section 6. Annual Review.* A copy of this conflict of interest by-law shall be furnished to each Trustee and officer who is presently serving the University, or who may hereafter become associated with the University. This policy shall be reviewed annually for the information and guidance of Trustees and officers. Any new Trustees, officers or staff members shall be advised of this policy upon undertaking the duties of such office.

## Article IX

### Rules, Regulations and the Bylaws

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The rules contained in the most recently published edition of \_\_\_\_\_ shall govern the Board of Trustees in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of the Board of Trustees.

#### Powers of Trustees

The Board of Trustees of Virginia Wesleyan University shall have and exercise the corporate powers prescribed by law. Its primary function shall be policy-making and responsibility for sound resource management of the University. The Board of Trustees shall further determine the general educational and financial policies and shall have the power to carry out any other functions that are permitted by law, by these Bylaws, or by the Articles of Incorporation. These powers shall include but shall not be limited to the following:

1. Determine and periodically review the mission and purpose of the University.
2. Appoint the President, who shall be the Chief Executive Officer of the University, and any other officers of the Board, and remove them for cause.
3. In the event of a vacancy in the Office of the President, implement policies to appoint a successor.
4. Establish, review, approve substantive changes, and sunset educational programs of the University consistent with its mission.
5. Oversee and approve the appointment, promotion, tenure, or dismissal of faculty members after recommendation by the President.
6. Approve and authorize all earned and honorary degrees upon recommendation of the President.
7. Oversee and approve the budget of the University, and establish policy guidelines for the endowment and for all investments and major fundraising efforts.
8. Authorize the purchase, lease, and sale of all land, buildings, and major assets of the University.
9. Authorize the construction of new buildings and major renovations of existing buildings.
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12. -raising goals, participate actively in strategies to secure sources of support, and authorize officers or agents of the University to accept gifts or bequests on behalf of the University.
13. Serve actively as advocates for the University in appropriate matters of public policy in

## Board of Trustees Code of Conduct

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13. To refrain from actions and involvements that might prove embarrassing to the University and to resign if such actions or involvements develop.

14. To make adjustments always on the basis of what is best for the University as a whole and for the advancement of higher education rather than to serve special interests.

*James L. Fisher, LTD 7/15*

As amended and adopted by the Board of Trustees on October 19, 2016.

As amended on October 16, 2024.

