

BE IT KNOWN TO ALL

This institution shall be known as Heidelberg University having been established through a charter, first granted in 1851, with the State of Ohio. Its principle office shall be in Tiffin, Ohio.

The purpose of Heidelberg University is to engage in educational activities.

The Board of Trustees is vested by law with all the powers and authority to govern effectively and set policy for Heidelberg University in accordance with the laws of Ohio.

HEIDELBERG BOARD OF TRUSTEES BYLAWS

Article I. Board Authority and Responsibilities

Section 1. The Board of Trustees shall have and exercise those corporate powers prescribed by law. Its ultimate authority is affirmed through its general, academic, and financial policy-making functions and its responsibility for the financial health and welfare of the corporation. The Board of Trustees shall exercise ultimate institutional authority as set forth in these bylaws and in such other policy documents it deems to be appropriate. These bylaws and other Board policies shall take precedence over all other institutional statements, documents, and policies.

Section 2. The Board of Trustees shall have the authority to carry out all lawful functions that are permitted by these bylaws or by the Articles of Incorporation. This authority shall include, but shall not be limited to, these illustrative functions:

1. Determine and periodically review the mission and purposes of Heidelberg.
2. Appoint the President, who shall be chief executive officer of Heidelberg, and set appropriate conditions of employment, including compensation.
3. Establish the conditions of employment of other key institutional officers who serve at the pleasure of the President (in consultation with the Board).
4. Support the President and assess performance.
5. Review and approve proposed changes in the academic programs and other major enterprises of Heidelberg consistent with the mission, plans, and financial resources of Heidelberg.
6. Approve institutional policies that bear on Faculty appointment, promotion, tenure, emeritus status, and dismissal as well as personnel or anti-discrimination policies for all categories of employees.
7. Approve the annual budget and annual tuition and fees, regularly monitor the financial condition of Heidelberg, and establish policy guidelines that affect all institutional assets including investments and the physical plant.

8. Contribute financially to the fund-raising goals of Heidelberg, participate actively in strategies to secure sources of support, and authorize University officers to accept gifts or bequests subject to Board policy guidelines.
9. Authorize any need for debt financing and approve the securing of loans.
10. Authorize the construction of new buildings, capitalization of deferred maintenance backlogs, and major renovations of existing buildings.
11. Authorize the purchase, sale, and management of all land, buildings, or major equipment.
12. Approve policies that contribute to the best possible environment for students to learn and develop their abilities and that contribute to the best possible environment for the Faculty to teach, pursue their scholarship, and perform public service. These policies include the protection of academic freedom and a commitment to shared governance.
13. Approve all earned and honorary degrees through the Faculty and President, as they shall recommend.
14. Serve actively as advocates for Heidelberg in appropriate matters of public policy in consultation with the President and other responsible parties as the Board shall determine.
15. File an annual disclosure statement with the Assistant Secretary of the Board of Trustees.
16. Periodically undertake or authorize assessments of the performance of the Board.

Article II: Membership of the Board of Trustees

Section 1. The Board of Trustees shall consist of not less than twenty-one (21) or more than thirty-five (35) persons. Term of office shall be four (4) years unless the Governance Committee recommends and the Board of Trustees approves a term of office of less than four (4) years. The Alumni Council representative's term of office shall comply with the Alumni Council Bylaws which have been approved by the Board of Trustees.

Section 2. Trustees shall be elected by the Board of Trustees upon recommendation of the Governance Committee who shall take into consideration the needs and culture of the Board when making their recommendation.

Section 3. New Trustees shall be elected by a majority vote of the Members of the Board of Trustees then in office at any regular meeting of the Board as recommended by the Governance Committee. Their term of office shall begin on the following July 1. Incumbent Members of the Board of Trustees who are eligible for reelection shall be elected by a majority vote of the Trustees then in office at the spring meeting of the Board as recommended by the Governance Committee. Any unfulfilled term may be filled through a special election at any regular meeting of the Board of Trustees as recommended by the Governance Committee.

Section 4. Trustees are eligible for reelection.

Section 5. All Trustees serve at the pleasure of the Board. A trustee may be removed from office by an affirmative vote of two-thirds of the Trustees. A trustee who desires to resign before the expiration of their term shall submit a written letter of resignation to the Board Chair. A copy shall be provided to the President of the University and the Chair of the Governance Committee.

Section 6. The Governance Committee shall recommend candidates for election or reelection to the Board. A slate of candidates shall be provided to all Trustees at least thirty days in advance of the annual or regular meeting at which an election is scheduled. Biographical information for each prospective trustee candidate will be provided.

Article III: Trustees Emeriti

In order to give special recognition to retired trustees who have created impact and legacy through distinctive and meritorious service to the University, the Board may appoint them as Trustees Emeriti.

Former members of the Board who have served as trustees for a minimum of two (2) three-year terms, and who have given distinctive and meritorious service to the University, may, upon the recommendation of the Governance Committee, be nominated for election by the Board to Trustee Emeritus status. Appointment as a Trustee Emeritus will be a lifetime appointment.

Trustees Emeriti shall not participate in any governance activities and do not have a vote on any board matters. They may, however, be invited by the board chair or the president to participate occasionally in a board or university meeting where their special expertise would make a valuable contribution. Such attendance, when requested, will not be counted in determining the quorum for the meeting.

Former trustees previously elected to the position of honorary trustees will become Trustees Emeriti without formal election.

Article IV: Officers of the Board of Trustees

Section 1. The officers of Heidelberg Board of Trustees shall be the Chair, Vice Chairs, Secretary, and Treasurer of the Board of Trustees. In the event of an election of a second Vice-Chair, one Vice-Chair will be elected as the first Vice-Chair and the other as the second Vice-Chair with their responsibilities to be divided as the Chair sees fit, except that in the event the Chair is unable to serve, the duties of the Chair shall pass to the first Vice-Chair and then if necessary, to the second Vice-Chair. All officers shall be regular Board Members and serve at the pleasure of the Board of Trustees.

Section 2. The Board may also elect an Assistant Secretary and an Assistant Treasurer as officers, who shall serve at the pleasure of the Board of Trustees. The Assistant Secretary may normally be the Executive Assistant to the President of the University or any other University

employee whom the President of the University and Chair of the Board agree can perform the normal functions of a Secretary at the direction of the Secretary to the Board. The Assistant Treasurer may normally be the University Vice President for Administration and Business Affairs and shall act at the direction of the Treasurer to the Board. If employees of the University, the Assistant Secretary and Assistant Treasurer maintain their direct and primary responsibility to the President. The Assistant Secretary and Assistant Treasurer shall be elected annually upon nomination by the Governance Committee.

Section 3. The Chair, Vice Chairs, Secretary, and Treasurer shall be Trustees. The President of the University shall be an ex-officio Member of the Board of Trustees without power to vote, and whose presence at meetings shall not be counted as part of quorum determinations. The other officers shall not be Members of the Board nor shall they have voting privileges.

Section 4. The terms of officers of the Board of Trustees are provided in Board's Policies and Procedures. The Board may approve the appointment of other officers.

Section 5. Any board officer may resign at any time by submitting a written notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

Section 6. Any board officer may be removed from such office by a two-thirds majority vote of the Trustees at any regular or special meeting of the Board called expressly for that purpose.

Section 7. Board officer vacancies may be filled through a special election at any regular or special meeting of the board, but election or reelection shall normally take place at the Board's annual meeting.

Article V: Terms and Responsibilities of the Chair and Vice Chairs of the Board of Trustees

Section 1. The Chair and Vice Chairs shall be elected annually upon nomination by the Governance Committee. Vacancies may be filled at any time by a majority vote of the Members of the Board, but election or reelection shall normally take place at the designated annual meeting.

Section 2. The Chair shall preside at all Board and executive committee meetings, have the right to vote on all questions, appoint committee Chairs and Vice Chairs, determine the composition of all Board committees except for the Executive Committee as provided for in Article XIII, and otherwise serve as spokesperson for the Board. The Chair shall serve as Chair of the Executive Committee, ex-officio Member of all other committees of the Board, be counted as part of their quorum with associated voting privileges, and have other duties as the Board may prescribe from time to time.

Section 3. In the absence of the Chair, the first Vice Chair shall perform the duties of the office of the Chair, including presiding at Board and executive committee meetings. In the absence of the first Vice Chair, the second Vice Chair shall perform the duties of the office of the Chair,

including presiding at Board and executive committee meetings. The Vice Chair shall have other powers and duties as the Board may from time to time prescribe and may or may not be nominated to succeed the Chair when a vacancy occurs in that office.

Article VI: Term and Responsibilities of the Secretary

Section 1. The Secretary shall be elected annually upon nomination of the Governance Committee.

Section 2. The Secretary shall ensure that the Board of Trustees is acting in accordance with these bylaws and that meetings are properly scheduled and Trustees notified, and that Board policy statements and other official records are properly maintained. The Secretary shall perform other duties as prescribed from time to time by the Board or required by law and may be assisted in all duties by an assistant Secretary.

Article VII: Term and Responsibilities of the Treasurer

Section 1. The Treasurer shall be elected annually upon nomination of the Governance Committee.

Section 2. The Treasurer shall serve as the primary leader of the Board on financial oversight matters. The Treasurer shall, consult with the Chair of the Finance and Facilities Committee of the Board of Trustees and the chief financial officer of the University in providing Trustees with appropriate and comprehensible financial statements of the University. Such statements shall include comparisons of current revenues and expenditures with those of the approved annual budget and the preceding fiscal year for the same period. Further, the Treasurer shall work with the Chair of the Finance and Facilities Committee and the Chief Financial Officer of the University to provide other financial reports – including those for special Board-approved expenditures, University investments, and annual and special audits – to all Trustees for Board review and discussion.

Article VIII: University Officers

Section 1. The officers of Heidelberg University shall be the President, Vice President for Academic Affairs and Provost, Vice President for Administration and Business Affairs/Assistant Treasurer and Assistant Secretary. The President may establish or designate other positions as officers of the institution.

Section 2. President

a. The President shall serve at the pleasure of the Board of Trustees for such term, at such compensation, and upon such conditions of employment as the Board shall determine.

b. The President shall be the chief executive officer of the University, and shall manage and have general supervision, administration and direction over the operations of the University and its facilities, officers, and employees, in accordance with the Articles of Incorporation and these

bylaws, and subject to the overall authority of the Board of Trustees. The President shall be responsible for leading the University, hiring all Vice Presidents (in consultation with the Board), implementing all Board policies, keeping the Board informed, consulting with the Board Chair on appropriate policy-making and fiduciary functions, and serving as the key spokesperson for the University. The President shall also be responsible for maintaining appropriate relationships with community, governmental, and professional bodies, and the University's professional and administrative staff and coordinating the preparation of the University's annual operating budgets.

c. The President shall have the power and authority to appoint, hire, dismiss, and regulate hours of work for all employees of the University. The President shall have the power and authority to set and adjust rates of compensation for all employees within the parameters of the annual budget approved by the Board of Trustees and shall have general charge and supervision of the day-to-day affairs of the University and the University's direct and indirect subsidiaries. The President may sign and execute, in the name of the University, all contracts or other instruments which have been approved by the Board of Trustees (or which are of a type or involve dollar amounts which the Board of Trustees shall have expressly delegated the authority to approve and execute to the President), except in cases in which the signing and execution thereof shall have been delegated to some other officer or agent of the University. The President shall perform all duties incident to the powers granted above, and such other duties as are assigned by the Board of Trustees. The President may delegate such duties as may be deemed appropriate. The President shall also serve as an ex-officio Member of all Board committees.

Article IX: Term, Authority and Responsibilities of the Vice President(s)

Section 1. The Vice President(s) shall serve for such term(s) and have such authority and responsibilities, as the President shall determine in consultation with the Board of Trustees.

Section 2. Vice President for Academic Affairs and Provost

The Vice President for Academic Affairs and Provost shall be the chief academic officer of the institution. The Vice President for Academic Affairs and Provost shall be appointed by the President and report to the President. The Vice President for Academic Affairs and Provost is a member of the General Faculty, and an ex officio member of all Faculty committees.

Section 3. Vice President for Administration and Business Affairs/Assistant Treasurer

The Vice President for Administration and Business Affairs shall be the chief financial officer and Assistant Treasurer of the institution. The Vice President for Administration and Business Affairs shall be appointed by the President. The Vice President for Administration and Business Affairs shall be responsible for the operating and capital budgets, accounting and auditing, insurance and risk management, and such other financial responsibilities as required by the charter and Bylaws of Heidelberg University. The Vice President for Administration and Business Affairs reports to the President.

Section 4. Secretary

The Secretary shall be appointed by the President and is responsible for supporting the Board and its committees, including notifying Board and Committee Members of meetings and maintaining minutes and records of Board actions. The secretary shall also have custody of the corporate seal and affix it to such documents as may require such official recognition.

Article X: Meetings

Section 1. The Board of Trustees shall have at least three regular meetings annually on such dates and at such places as it shall determine. The annual meeting for the purpose of electing officers and one at-large Members of the Executive Committee shall be the spring Board meeting prior to the June 30 fiscal year end.

Section 2. Special meetings may be held at the call of the Board Chair, the President, or any five Trustees. Written notice of such special meetings shall be sent to all Trustees by the Chair or Secretary of the Board of Trustees with a statement of purpose(s), ordinarily at least ten days in advance, unless such requirement is waived by a vote of two-thirds of the Board taken telephonically, by e-mail, or by fax, or a combination of all the above. Business at such special meetings shall be confined to the stated purpose(s).

Section 3. A quorum for the transaction of business at meetings of the Board of Trustees or its Executive Committee shall consist of three-fifths of their respective regular voting Member Trustees. Except as otherwise provided in these bylaws or the Articles of Incorporation, a majority vote of those Members present, with a proper quorum, shall constitute proper action.

Section 4. Any Trustee may participate in a meeting of the Board by means of a conference telephone or similar communications mechanism that allows all persons participating in the meeting to hear each other simultaneously, Participation by such mechanism shall be equivalent to presence in person at the meeting.

Section 5. Subject to the requirements of state law, the Board may hold any regular or special meeting or part thereof, in executive session with participation limited to voting board Members. Other individuals may be invited to attend all or portions of an executive session as deemed necessary by the Board Chair.

Article XI: Action Without an In-Person Meeting and Actions Without a Meeting

Section 1. Any action required, or permitted to be taken, by the Board of Trustees or by any committee thereof may be taken without an in-person meeting, upon proper notice and with a proper quorum. Meetings may be conducted by mail, fax, conference call, electronic or telephonic communication, or in any other way the Trustees shall decide and in accordance with the laws of the State of Ohio. Minutes setting forth the actions shall be approved at the next committee or Board meeting. At committee meetings (except Executive) where no formal action is taken, the Chair may determine whether minutes are necessary.

Section 2. Any action required or permitted to be taken by the Board or by any committee may be taken without a meeting if an unanimous written consent setting forth the actions taken is signed in counterpart by all Members of the Board and such written consent is filed with the minutes of proceedings as soon as practical.

Section 3. Any Board of Trustee action allowed under the laws of the State of Ohio without a meeting must be taken in writing and requires unanimous written consent to be filed and maintained with the usual minutes of proceedings as soon as practical.

Article XII: Committees

Section 1. The Board shall establish such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. Standing committees may include but not be limited to the following: Academic Affairs, Audit, Enrollment Management, Executive, Finance and Facilities, Governance, University Advancement and Marketing, Student Affairs, and Risk Management. Each committee shall have a written statement of purpose, role, and scope as approved by the Board, and such rules of procedure or policy guidelines that it or the Board, as appropriate, shall approve. Such statements shall be reviewed annually by each committee.

Section 2. The Chair of the Board of Trustees shall have the responsibility of appointing the Chair, Vice Chairs, and Members of all Board committees except the Executive Committee. All committee Chairs, Vice Chairs, and a majority of committee Members shall be Trustees. The President of Heidelberg University shall be an ex officio, nonvoting Member of all committees except the audit committee.

Section 3. Each committee shall have a clearly designated officer of the University or Member of the administrative staff, as determined by the President, to assist it with its work. Each committee shall meet at least three times annually either in person, electronically or telephonically and regularly report on its work and recommendations to the Board of Trustees. Except for the Executive Committee, whose minutes of meetings are required, other committees shall decide whether written minutes are necessary and desirable and whether they should be distributed to the Trustees.

Section 4. Each committee shall have at least three voting Members. All committee Chairs, Vice Chairs, and a majority of each committee shall be Trustees. Each committee shall have a Chair and Vice Chair, who shall serve for one year terms.

Section 5. A majority of the committee's voting Members shall constitute a quorum.

Section 6. Representatives of the Heidelberg auditing firm will be available at the conclusion of the annual audit to discuss their findings with the appropriate Board committees.

Article XIII: Indemnification

Section 1. Indemnification Against Expenses

Heidelberg University shall, to the extent legally permissible, indemnify each of its Board Members and Officers against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which each Member and Officer has been made a party by reason of being or having been in such role, provided the Member and Officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of Heidelberg University. Board Members and officers shall not be entitled to indemnification for acts that are adjudicated in such action, suit or proceeding to be the result of gross negligence or willful misconduct in the performance of duty. Heidelberg shall also maintain directors' and officers' liability insurance coverage.

Section 2. Advance Payment of Expenses

Expenses, including legal fees, reasonably incurred by any such board Member or officer in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by Heidelberg University in advance of the final disposition thereof under the condition that the Board Member or Officer repay such advanced fees and costs if it ultimately is determined that the Board Member or Officer is not entitled to be indemnified by Heidelberg as authorized by the Bylaws.

Section 3. Personal Liability

Board Members and Officers shall not be personally liable for any debt, liability, or obligation of Heidelberg University. All persons, corporations, or other entities extending credit to, contracting with or having any claim against Heidelberg may look only to the funds and property of the institution for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from Heidelberg.

Section 4. Miscellaneous

The foregoing rights of indemnification and advancement of expenses shall not be exclusive of any other rights to which any Board Member or Officer may be entitled, under any other bylaw, agreement, vote of disinterested Board Members, or otherwise, and shall continue as to a person who has ceased to be a Board Member or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Article XIV: Conflict of Interest

Section 1. Heidelberg, as a nonprofit education corporation, relies upon the participation of the Members of the Board of Trustees to carry out the purposes set forth in the University's Charter and to fulfill its mission. The Trustees, who give of their time and talent for the benefit of the University, serve in a fiduciary capacity and therefore have a responsibility to avoid conflicts of interest in the performance of their duties through disclosure, abstention from voting, or such other actions as may be appropriate. An apparent conflict of interest arises when a trustee is in a position to influence the University's decisions in ways that could lead to personal financial gain or other advantage for the trustee or his and or her immediate family or associates.

Section 2. It is recognized that actual or potential conflicts of interest may arise because of the multiple interests and activities of the Trustees. However, Trustees have a responsibility to discharge their duties in good faith, with a high degree of diligence, care, and skill, for the sole benefit of the University.

Section 3. It shall be the responsibility of Trustees to disclose potential conflicts of interest. They should identify in writing any such conflicts to the Chair of the Board and refrain from engaging in the activity that poses the potential conflict until the matter is resolved by the Board of Trustees in such manner and by such means as the Board may determine, including delegating such issue to the Executive Committee for review and recommended action. Trustees shall also be required to file an annual disclosure statement with the Chair of the Board of Trustees. If a conflict of interest is found to exist, the trustee involved should be recused from participation in decisions on behalf of the University that affect a Member's personal interests.

Section 4. This statement is not intended to prohibit Trustees from furnishing services or goods or otherwise entering into business relationships with the University. However, such an arrangement or contract must be pursuant to an arm's length agreement for fair and reasonable consideration, with the exception that the University may receive donated or discounted goods and services. This statement is for the guidance of the Trustees and is to be enforced solely by the Board of Trustees by whatever manner and means it may determine.

Article XV: Review and Amendment of Bylaws

Section 1. These bylaws may be changed or amended at any meeting of the Trustees by a two-thirds vote of those present, provided notice of the substance of the proposed amendment is sent to all Trustees at least thirty days before the meeting.

Section 2. These bylaws shall be reviewed annually by the Governance Committee, which shall recommend any necessary changes to the Board of Trustees.

Section 3. Anything found in these bylaws considered to be counter to the applicable State or Federal Laws shall be null and void.

Article XVI. Miscellaneous Provisions

Section 1. Fiscal Year

The fiscal year of Heidelberg University begins on July 1 of each year and ends on June 30 of the succeeding year.

Section 2. Nondiscrimination

Heidelberg University does not discriminate in its educational and employment policies against any person on the basis of gender, race, color, religion, disability, sexual orientation, national or ethnic origin, political affiliation, age, veteran status or on any other basis proscribed by federal, state, or local law. In addition, University policies prohibit discrimination on the basis of sexual orientation, marital status, parental status, socio-economic status, gender identity, or gender expression.

Amended by the Board of Trustees 02.20.2020