



Bylaws

Approved February 16, 2018

Contents

Article I - Powers of Trustees	2
Article II - Membership of Board of Trustees	3
Article III - Trustees, Faculty, and Staff Emeriti	5
Article IV - Officers of the Board	6
Article V - Officers of the University	9
Article VI – Meetings	10
Article VII - Action Without Formal Meeting	12
Article VIII - Standing Committees of the Board	13
Article IX - Honorary Degrees	19
Article X – Indemnification	20
Article XI - Conflict of Interest	21
Article XII - Discrimination Prohibited	22
Article XIII - Fiscal Policies	23
Article XIV - Faculty	24
Article XV - Amendment of the Bylaws	25

Article I

Powers of Trustees

All powers of the Methodist University Incorporated shall be vested in a Board of Trustees (referred to in this and the following articles as the “Board of Trustees” or the “Board”), and the Board of Trustees shall have and exercise all corporate powers prescribed by law. Its primary functions shall be policy making and responsibility for sound resource management of the corporation (referred to in this and the following articles as “University”). The Board of Trustees shall further determine the University’s general educational and financial policies, and shall have the power to carry out any other functions, which are permitted by these bylaws or by the articles of incorporation, except as limited by law. These powers shall include but shall not be limited to the following:

1. Determine and periodically review the purposes and the mission of the University.
2. Establish, review and approve changes in the educational programs of the University, consistent with its mission.
3. Appoint the President, who shall be the Chief Executive Officer of the University.
4. Consider the President’s recommendations on the conferral of tenure and grant or deny tenure. The Board shall have the exclusive authority to grant or deny tenure.
5. Approve the terms and conditions for employment of all staff, faculty, administrators, and other employees of the University.
6. Oversee and approve the budget of the University, and establish policy guidelines for the endowment and for all investments and major fund-raising efforts.

7. Authorize the purchase, management, and sale of all land, buildings, or major equipment for the use of the University.

8. Authorize the construction of major new buildings and major renovations of existing buildings.

9. Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.

10. Authorize any changes in basic tuition and room and board rates within the University.

The Board of Trustees shall not have the power to bind or create any obligation or liability on the part of the North Carolina Annual Conference, Southeastern Jurisdiction of The United Methodist Church, or any other unit or person of the United Methodism other than itself.

Article II

Membership of Board of Trustees

Section 1. The Board of Trustees shall consist of not fewer than twenty-one nor more than forty persons. The President of the University and the Bishop of the United Methodist Church shall be ex officio, nonvoting members of the Board. The Immediate Past Chair of the Board, if not still a regular member, shall also be an ex officio, nonvoting member.

Section 2. The normal term of office of any Trustee is three years; however, a person may be elected to complete an unexpired term. Trustees shall serve for the term for which they are elected and until their successors are elected and qualified and may succeed themselves in office.

Section 3. Any vacancy on the Board of Trustees may be filled by the remaining Trustees through a special election at any regular or special meeting of the Board.

Section 4.

a) A Trustee may be removed from the Board of Trustees only for cause, after notice, and an opportunity to be heard in defense of the charges. For the purposes of this section, “cause” shall mean the inability, for any reason, to carry out the duties of a Trustee, or any conduct by a Trustee constituting a crime involving fraud, deceit or dishonesty; or which reflects negatively on the University.

b) A Trustee may be removed from the Board at any regular meeting of the Board, or at a special meeting called expressly for that purpose. A Trustee may not be removed without two-thirds majority vote of the Trustees present.

Section 5. No person shall be eligible for election prior to attaining the age of twenty-one years.

Section 6. There shall be no ex officio members of the Board other than the President of the University, the Bishop of the North Carolina Conference of the United Methodist Church, and the Immediate Past Chair of the Board, if not a regular member. No ex officio member shall serve as an officer of the Board.

Section 7. It is the policy of Methodist University that the United Methodist Church be represented on the Board of Trustees. The President of the University shall present forty percent (40%) of each year’s incoming class of Trustees to the Board of Institutions of the North Carolina Conference of the United Methodist Church at that body’s regular annual meeting for acceptance.

Article III

Trustees, Faculty, and Staff Emeriti

Section 1. Trustees – Any former member of the Board of Trustees, who has served as an active member of the Board for a minimum of nine (9) years, may be designated as a Trustee Emeritus of the University. Such designation may be made by the full Board of Trustees upon the recommendation of the Nominations Committee and in conformity with the requirements of Article VI and/or VII hereunder. This designation shall be for life or until revoked by the Board of Trustees, which has the absolute right to revoke the same in its sole and absolute discretion. A Trustee Emeritus, as a valued member of the University community and as a resource to the Board of Trustees, may attend, at the discretion of the Chair of the Board of Trustees, any and all meetings [except as set forth herein] of the full Board of Trustees and may, at the discretion of the Chair of the Board of Trustees, be allowed to speak but shall have no vote in any proceedings of the Board of Trustees. A Trustee Emeritus shall have no right and shall not be allowed to be present during or participate in any executive session of the Board of Trustees or any meetings of any subpart or subparts thereof. Since a Trustee Emeritus is not a member of the Board of Trustees, a Trustee Emeritus shall not be counted against the limitation or membership of the Board of Trustees and may not be used to establish a quorum for meetings. Finally and notwithstanding anything else herein to the contrary, nothing herein is intended to confer upon a Trustee Emeritus the status of a current Board member nor the rights, obligations, and responsibilities related thereto.

Section 2. Faculty/Staff – the Board of Trustees may grant any employee of the University who has been employed for a minimum of ten years and who has been officially retired from the University under the provisions of its retirement regulations the emeritus classification. This election shall be for life or until revoked by the Board of Trustees.

Article IV Officers of the Board

Section 1. The officers of the Board shall consist of the Chair, Vice-Chair, Secretary, and Treasurer and shall be elected from the Trustees at the annual meeting of the Board. The Nominations Committee shall submit nominations for consideration. Other nominations may be made. The terms of office shall be for one year beginning the first day of July following election and running until June 30 of the following year. In the event of a vacancy, the Nominating Committee shall nominate a successor, and an election will be held at the next regular or special meeting of the Board. The officers of the Board of Trustees shall not be eligible to serve more than five consecutive terms. The Board may create such ad hoc additional offices as may from time to time be required, consistent with these bylaws.

Section 2. Chair

a) The chair of the Board or, in his/her absence, the Vice Chair, or in the absence of both, the Secretary, or, in the absence of all three, the Treasurer or, in the absence of all of the officers, a member of the Board chosen as Chairman pro tem, shall preside at all meetings of the Board. The Chair of the Board shall perform all duties herein prescribed and such other duties as the Board of

Trustees shall from time to time prescribe, and shall serve as spokesperson for the Board of Trustees.

b) The Chair of the Board of Trustees shall serve as Chair of the Executive Committee of the Board, and shall preside at all meetings of the Executive Committee.

c) The Chair of the Board of Trustees shall sign all diplomas granted by the University.

Section 3. Vice Chair

The Vice-Chair of the Board of Trustees shall serve as Vice-Chair of the Executive Committee and shall perform such other duties as are assigned to him/her by the Board. In the absence or disability of the Chair, he/she shall perform all of the duties and hold all the responsibilities of the Chair. In the event that the Chair is unable to discharge his or her duties, the Vice Chair shall serve as Chair, convene the Executive Committee, and preside at all meetings of the Executive Committee until a new Chair is nominated by the Nominating Committee and elected by the Board of Trustees.

Section 4. Secretary

a) The Secretary of the Board of Trustees shall record the minutes of the meetings of the Board, which shall include the names of the Trustees in attendance, and shall be the custodian of its records. He/she shall act in like capacity for the Executive Committee. After each meeting of the Board and the Executive Committee, he/she shall transmit or cause to be transmitted copies of the minutes of such meetings to all members of the Board and to the President of the University. He/she shall perform such other duties as may be from time to time prescribed by the Board of Trustees.

b) At the discretion of the Board, a Recording Secretary, who may or may not be a member of the

Board, may be appointed by the Board to assist the Secretary.

c) The Secretary of the Board of Trustees shall sign all diplomas granted by the University, along with University documents requiring action by the Board.

d) In the event that both the Chair of the Board and the Vice-Chair are unable to discharge their duties, the Secretary shall serve as Chair, convene the Executive Committee, and preside at all meetings of the Executive Committee until a new Chair is nominated by the Nominating Committee and elected by the Board of Trustees.

Section 5. Treasurer

The Treasurer shall monitor the business affairs of the University, make such reports as he/she deems necessary or as requested by the Board of Trustees, serve on the Executive Committee of the Board of Trustees, and review the annual audit of the University.

Section 6. An officer of the board may resign by submitting written notice to the Chairman or the Secretary. Such resignation shall be effective on the date specified therein, provided such date is within thirty days of the receipt of the resignation. If the time specified is not within thirty days of the receipt or if no effective date is provided, the resignation is effective immediately.

Section 7. An officer of the board may be removed from office by a two-thirds majority vote of the Trustees present at any regular meeting of the board, or at a special meeting of the board called expressly for that purpose.

Article V

Officers of the University

Section 1. The President of the University

The President shall be the chief educational and administrative officer of the University shall have general control over all of the affairs of the University; as such, he/she shall be vested with such authority and shall discharge such duties as are traditionally the responsibility of a university president. The President shall manage the day-to-day affairs of the University and may act for the University in emergencies without prior approval of the Trustees. The President shall make regular reports to the Board of Trustees concerning the work, condition, and needs of the University and any other matters that may be of importance or concern to the University. The President shall be responsible for the preparation of the budget of the University and shall submit it with his/her recommendations to the Board and administer the budget as approved by the Board. The President shall be the channel of official communication and recommendations between the faculty, other officers, students, and employees of the University and the Board of Trustees. The President shall employ or promote persons to fill the offices of the various officers of the University and such other staff and faculty as are necessary to fulfill the mission of the University within the budget adopted by the Board. The President shall carry out all policies and enforce all rules and regulations of the Board of Trustees and shall have all authority necessary to do so. The President may only be removed from office by a two-thirds majority vote of the Trustees then in office at a regular meeting of the Board or at a special meeting of the Board called expressly for that purpose.

Section 2. Vice-Presidents and Additional Officers

The Board of Trustees, from time to time, on the recommendation of the President, may create additional officers of the University and assign these persons such duties, as the Board of Trustees may deem proper for the particular office(s). The Board of Trustees, on recommendation of the President, may combine or separate the duties of one or more officers of the University.

Article VI Meetings

Section 1. Number of Meetings

There shall be at least three meetings of the Board of Trustees each year. The annual meeting shall be held in the month of April, May, or June; the fall meeting shall be held in the month of September or October, and the winter meeting shall be held in the month of January or February. These three meetings shall be known as ‘regular meetings’ of the Board. The meeting dates for the following calendar year’s regular meetings shall be set at the annual meeting and sent in writing to all Trustees. The regular meetings shall be held in such place, as the Board shall determine.

Section 2. Special Meetings

Special meetings of the Board of Trustees may be held at any time at the request of the President of the University, the Chair of the Board, or five or more members of the Board.

Section 3. Notifications

Notification by mail, telephone, e-mail, or facsimile of special meetings shall be given to each Trustee seven days prior to the special meeting. Notice of a special

meeting shall contain the time, place and purpose for the meeting; however, the Board may act on any matter at the special meeting, subject to these bylaws.

Notification by mail, telephone, e-mail, or facsimile of regular meetings shall be given to each Trustee fifteen days prior to the regular meeting. Notice of the regular meeting shall contain the time and place of the meeting, along with a proposed agenda and all reasonably available material pertinent to the proposed agenda. The Board may act on any matter at the regular meeting, subject to these bylaws.

Section 4. Authority to Act

Any regular or special meeting of the Board of Trustees may consider and act upon any purpose or business, and no mention of any purpose or business need be made in the notice or call for such meeting, except in cases of proposed amendments to these bylaws or in the case of removal of an officer of the University or of a Trustee.

Section 5. Quorum

The presence of a majority of the Trustees shall constitute a quorum for the transaction of any business at a meeting of the Board. Trustees Emeriti and ex officio Trustees shall not be counted in determining whether a quorum exists. The presence of a majority of the Trustees on a committee shall constitute a quorum for the transaction of the business of that committee. Unless otherwise specified herein, all matters shall be determined by a simple majority of those Trustees present.

Section 6. Special Majority

A two-thirds vote of the Trustees then in office shall be necessary for corporate dissolution, to sell, convey by easement or like manner (exception for ordinary utility

easements serving the campus), mortgage, or otherwise dispose of any of the real estate owned by the corporation contiguous to or a part of the University campus, to effect a major change in the corporation's mission or purpose, to develop by any means the land, tributaries and ravines that border the Cape Fear River that would damage, destroy or disturb the land's natural vegetation, ecological setting or environmental status, to amend these bylaws, or as otherwise specified in these bylaws.

Section 7. Voting via proxy is expressly prohibited.

Article VII

Action Without Formal Meeting

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting. Action taken by a majority of the Board or members of a committee without a meeting is nevertheless board or committee action if written consent setting forth the action so taken and signed by all members of the Board or of a committee, as the case may be, and filed with the minutes of the proceedings of the Board or the Committee. Meetings may be conducted by means of a conference or telephone or similar communications device, which allows all persons participating in the meeting to hear each other, and such participation in a meeting, shall be deemed presence in person at such meeting. Remote participation is best reserved for exceptional circumstances, and is discouraged for Trustees who live within one-hundred miles of the meeting location. Trustees participating via remote participation may vote via telephone, videoconference, facsimile, or the Board's electronic portal, but not via email.

Article VIII

Standing Committees of the Board

Section 1. Standing Committees.

a) In addition to the Executive Committee, the Board shall have four committees as follows:

1. University Affairs
2. External Relations
3. Financial Affairs
4. Governance

b) Members of standing committees, except the Officers of the Board on the Executive Committee shall be appointed annually by the Chair of the Board, with terms to begin on July 1 and with one member designated by the Chair of the Board as Committee Chair. The Chair and Vice-Chair of the Board and the President of the University shall be ex officio members of all standing committees, except that the President of the University shall not be present when the Financial Affairs meets to conduct the annual audit. Each standing committee shall include at least seven additional Trustees. Trustees shall serve on a minimum of one standing committee.

c) The President of the University may designate a University faculty or staff member (s) to serve in his/her stead as an ex officio, nonvoting member of all committees on which he/she is entitled to serve.

d) The committees shall meet at the call of the Chair or five or more committee members. All members shall be notified by mail, telephone, e-mail or facsimile no less than three days prior to a meeting, except in an emergency when notification by telephone not less than forty-eight hours in advance of a meeting shall suffice.

e) Each standing committee shall report on its activities to the Executive Committee and/or the Board as requested by the Chair of the Board.

f) Each standing committee shall review the operations of the corresponding administrative departments, analyze the mission of those departments in relation to the objectives of the University, ascertain that measurable goals have been set, and verify that performance in attaining those goals has been measured.

Section 2. Executive Committee.

a) The Executive Committee shall consist of not fewer than nine nor more than fifteen members, five of whom shall be the Chair, Vice-Chair, Secretary, Treasurer, and Immediate Past Chair of the Board. The President of the University shall serve on the committee in an ex officio, nonvoting capacity. The remaining members of the Executive Committee shall be the chairpersons of the standing committees. The Chair of the Board of Trustees, in consultation with the Chair of the Governance Committee and the President of the University shall appoint additional appropriate members of the Executive Committee for terms of one year.

b) Members of the Executive Committee are eligible to serve as long as they are active Trustees.

c) It shall be the duty of the Executive Committee to act in all respects for the Board of Trustees in the intervals between the meetings of the Board. It shall receive reports from the standing committees and where necessary recommend action on them to the Board of Trustees. It shall also receive from the President, and through the President, such other reports as are necessary to keep apprised of the operation of the University. It shall have supervision of the work of the University such as is appropriate to the Board itself and may take such action with respect to the officers, committees, and activities of the Board of the University as are necessary, except appoint members to the Executive Committee or amend the bylaws of the University

Section 3. The University Affairs Committee.

The University Affairs Committee shall be responsible for considering issues and making recommendations to the Board of Trustees about academic matters, student services and campus life, and campus religious life.

It shall review the academic purpose, and policies and programs of the University and evaluate the effectiveness of the academic effort. The committee shall also be responsible for monitoring (1) student recruitment, (2) learning goals and outcomes, (3) program quality, institutional and program accreditation, and program review, (4) student retention, graduation rates, graduate school acceptance, and job placements, (5) policies and procedures relating to faculty development and appointment, tenure, and promotion, (6) academic planning, and (7) the structure of the academic program. The University Affairs Committee shall review proposals from the President regarding promotion of faculty to higher ranks and the granting of tenure. Grants of tenure shall be effective only upon the positive actions of the Board of Trustees.

The duty of the University Affairs Committee shall also be to consult with the appropriate staff persons and the President and such others of the student body as it deems wise, to (1) review and determine the status of student life activities, facilities, equipment, materials and supplies in the student life area, to (2) determine if the policies of the Board of Trustees are carried out properly by the administrative office, (3) evaluate student environment and needs and make recommendations to the Board of Trustees with regard to policies and actions needed involving living conditions, educational success, appropriate amenities, physical health and sports, food

service, social and cultural organizations, and student events.

The University Affairs Committee shall also be responsible for (1) monitoring and cultivating a positive relationship between the University and The United Methodist Church, (2) developing and maintaining cordial relations with other religious organizations, (3) recommending policies which will result in maintaining an active religious life for all of the students of Methodist University, (4) monitoring and evaluating the development of activities, programs, and administration of the Matthews Ministry Center and campus interfaith, multi-faith programs and space.

Section 4. External Relations Committee.

The External Relations Committee is responsible for reviewing and evaluating marketing and University relations efforts, as well as the University advancement program. The External Relations Committee shall be responsible for (1) promoting University programs, contributions, and benefits to the community, (2) evaluating and advising University administration on public relations and marketing strategies and outcomes, (3) recommending outreach projects and techniques to engage the community on behalf of the University, and (4) representing the University to the public as necessary.

The External Relations Committee shall also have the responsibility for evaluating, planning, helping to develop and implementing an advancement program for the University, including the solicitation of funds for the University's endowment, operational and capital needs, and for overseeing and facilitating board members' participation in institutional advancement, resource development, and fund raising. The committee is responsible for (1) monitoring development plans and programs, (2) developing fund raising policies and

procedures, (3) establishing goals for evaluating board member participation in charitable giving, (4) identifying, cultivating, and approaching major donors, and (5) evaluating Advancement goals and performance.

Section 5. Financial Affairs Committee.

The Financial Affairs Committee is responsible for helping to create and for approving the annual University budget, for overseeing the audit functions, for investment review and management, and for reviewing and assessing facilities planning and evaluation.

The Financial Affairs Committee (1) reviews the annual budget presented by the President and his administration, (2) monitors financial performance as required, at least quarterly, (3) reviews annual and long-range operating budgets, (4) consults with the President and his administration about categories of budgeted expenses that are over or under budget, and (4) with the President and his administration establishes budget operational guidelines. It also (5) reviews and makes recommendations to the Board regarding borrowing, (6) ensures that accurate and complete financial records are maintained and (7) ensures that timely and accurate financial information is presented to the Board.

The Financial Affairs Committee will oversee the University's financial practices and standards of conduct. It is responsible for (1) overseeing the annual external financial audit, (2) ensuring compliance with legal and regulatory requirements, and (3) monitoring internal controls and risk-management systems. The committee shall have authority, through a majority vote of its members, to require that the officers of the University address specific issues within this mandate and engage independent counsel and other professional advisory to carry out its duties.

The Financial Affairs Committee, working with appropriate administrative staff, shall advise the Methodist University Board of Trustees or its Executive Committee of the status and well-being of the funds of the University invested as permanent endowment, temporary investments, or operating capital. It shall (1) recommend investment policy for the approval of the Board of Trustees, (2) regularly review the status of all Methodist University investments, and recommend changes in handling Methodist University investments to the Board of Trustees. The Investment Committee shall determine that all investments of Methodist University are made and handled in accordance with the policies set by the Board of Trustees.

The Financial Affairs Committee shall consult with appropriate Methodist University administrative staff and faculty, as well as the President, in order to determine the state of buildings, equipment, sanitation, maintenance, and safety and see that the general welfare of the University infrastructure is sustained. Members of the committee may seek advice from and consult with engineers, technicians, architects, planners, and financial advisors, as they deem necessary. They may assist University administrators in developing contracts related to campus construction or repair projects and participate in evaluating project planning, estimating, letting, the construction process, and outcomes.

Section 6. Governance Committee.

The Governance Committee serves as the nominating committee, is responsible for by-law review, and personnel matters.

The Governance Committee (1) shall submit at the annual meeting of the Board its nominees to serve as officers of the Board, the Chair, Vice-Chair, Secretary, and Treasurer for a one-year period. It (2) shall recruit

and recommend persons for membership on the Board consistent with Article II of these bylaws to fill vacancies on the Board. It (3) shall review Board participation and periodically conduct a Board self-evaluation study. The Committee (4) shall place in nomination before the Board the names of those persons who qualify for Emeritus designation. The Committee (5) shall cause to be developed a program of orientation for newly elected Trustees, and ensure ongoing education for serving Trustees.

The Committee shall (6) periodically review and ensure compliance with these bylaws and other Board policies, and it (7) shall recommend needed amendments to the bylaws to the Board of Trustees.

The Committee (8) shall assure that an annual review of the President of the University is conducted and it shall establish the process by which it is conducted. The Chair of the Board of Trustees and the Chair of the Governance Committee (9) shall receive the results, meet with the President to discuss them, and review goals for the next year. The Chair of the Governance Committee shall report to the Board of Trustees on the outcome of the review.

Section 7. Special Committees

The Board of Trustees may create additional ad hoc committees.

Article IX Honorary Degrees

Upon recommendation by the President and approval by the University's Honorary Degree Committee, the Board of Trustees may confer honorary degrees. The President of the University shall notify the Board in writing of those persons approved by the Honorary

Degree Committee. The Board shall vote on those names in accordance with its ordinary voting procedures. A simple majority vote of the Board shall be required to confer an honorary degree.

Article X Indemnification

The Methodist University, Incorporated shall indemnify each present and future officer and Trustee of the University against any costs and expenses that may be imposed on or reasonably incurred by him/her in connection with any claim, action, suit, or proceeding hereafter made or instituted in which he/she may be involved by reason of his/her being or having been a Trustee or an officer of Methodist University, Incorporated. Such indemnity shall extend to and cover all costs imposed or expenses incurred in any such action or proceeding, including reasonable attorneys' fees and reasonable settlement or compromise fees and expenses where the same are affected for less than the reasonable anticipated cost of defending any such action or proceeding to a final conclusion. The agreement of indemnification by the corporation is binding upon the corporation, its successors, and assigns and shall inure to the benefit of the heirs, executors, or administrators of any such officer, Trustee or Trustee Emeritus, but shall not be exclusive of any other rights to which such Trustee or officer may be entitled as a matter of law. The indemnification shall in no event be applicable or effective in any case in which any officer, Trustee or Trustee Emeritus shall be finally adjudged in any such action, suit, or proceeding to be liable because of dereliction in the performance of his/her duties as such Trustee or officer, nor shall this indemnification apply or

be effective in any case in which such indemnification is not allowable under North Carolina law.

The Board may at its discretion and to the extent legally permissible authorize, purchase, and maintain insurance on behalf of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the University or who serves at the request of the University as an employee or other agent of an organization in which the University has an interest.

Officers, Trustees or Trustee Emeriti of the University shall not be personally liable for any debt, liability, or obligation of the University.

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

Article XI Conflict of Interest

Trustees must act in accordance with law, these bylaws, and the Methodist University Conflict of Interest Policy. A Trustee shall be considered to have a conflict of interest if (a) such Trustee has existing or potential financial or other interest which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the University, or (b) such Trustee is aware that a member of his or her family (which for purpose of this paragraph shall be a spouse, parent, sibling, children, and any other relative if the latter reside

in the same household as the Trustee), or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, Trustee, or controlling stockholder, has such existing or potential financial or other interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter under consideration at a Board or committee meeting in which such Trustee has a conflict of interest. The minutes of such meeting shall 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 committee to resolve the questions by majority vote. A Trustee who abstains on a matter may be counted for the purposes of determining a quorum for other matters taken up at that meeting, but shall not be counted for the purposes of determining a quorum with respect to the matter the Trustee is abstaining from. In accordance with the Conflict of Interest Policy, each Trustee shall annually complete and sign a disclosure form, and shall promptly update that form upon acquiring knowledge of conditions which might create a conflict of interest. Trustees are volunteers and are not compensated. They may be reimbursed for transportation and other direct expenses while engaged in their official duties.

Article XII Discrimination Prohibited

Section 1. Non-Discriminatory Policy

The Methodist University, Incorporated admits students without discrimination regarding age, race, color, sex, national and ethnic origin, or any religious denomination or disability to all the privileges, programs, and activities generally made available to students at the

University. Methodist University does not discriminate on the basis of age, race, color, sex, national or ethnic origin, or religious denomination or disability in employment or in the administration of its educational policies, scholarships, loan programs, athletics, or any other University-administered program.

Section 2. Affirmative Action Policy

All administrative, faculty, staff, custodial, and maintenance positions or jobs shall be filled by qualified individuals without regard to age, race, sex, ethnic origin or religious affiliation, or disability. Efforts will be made to encourage qualified applicants from minority groups.

Article XIII Fiscal Policies

Section 1. The fiscal year of the University shall begin on July 1 and end on June 30.

Section 2. The accounting system of the University shall be such as shall be approved by the Board of Trustees.

Section 3. There shall be an annual audit of all funds of the University to be conducted by a Certified Public Accountant firm selected by the Finance Committee.

Section 4. All officers and employees of the University who shall have any University funds under their control shall be duly bounded in an amount to be fixed by the Board of Trustees.

Section 5. Contracts

Only the President, the Vice-President for Business Affairs, and the Vice-President for Planning and Administration (with approval from the President) are

authorized to enter into contracts for the University, except that the Executive Vice-President and Academic Dean (with the approval of the President) may enter into contracts for adjunct, or part-time, faculty for a period of less than one year.

Article XIV

Faculty

Section 1. The University faculty shall be composed of (a) the President of the University and such other officers designated by the President who are primarily responsible for instruction and research, (b) all persons of the rank of full instructor or above who are engaged in work for which recognized University degrees are awarded, and (c) members of the faculty emeriti.

Section 2. The University faculty, in cooperation with the President and officers of the University, is responsible for the conduct of instruction and research in the various departments of the University.

In furtherance thereof the faculty:

(a) Subject to the power of the Trustees and the President, shall enact such regulations, as it deems necessary to carry on instruction and research, promote faculty and student welfare, advance the standard of work, and otherwise further the aims of the University.

(b) Subject to the power of the Trustees and the President, shall determine policies to which the faculty of any department of the University and all committees and councils thereof are expected to conform.

(c) Shall recommend to the President persons to receive academic degrees.

(d) Shall elect its own Secretary, who shall file with the President of the University a signed official copy of

all minutes within ten days of the conclusion of any meeting.

(e) Shall elect faculty representatives to the following Board of Trustees Committees: Executive Committee (one representative – this faculty member also serves as the faculty representative to the President’s Cabinet); University Affairs Committee (two representatives); External Relations Committee (one representative); and Financial Affairs Committee (two representatives).

Article XV Amendment of the Bylaws

Except as may be provided by statutes or by the Articles of Incorporation or by these bylaws, these bylaws may be amended at any meeting of the Board of Trustees by a two-thirds majority vote of the members present, provided that notice of the substance of the proposed amendment accompanies the call for such a meeting.

Revisions made to these Bylaws on February 16, 2018.

I _____ (*print name*)
have read and understand this current edition of the
Methodist University bylaws.

Signed: _____

Date: _____

Please sign and return this form to Jessica Hobbs in the
President's Office.

Email: jhobbs@methodist.edu

Fax: 910-630-7317

By mail to the following address:

Methodist University
President's Office
5400 Ramsey Street
Fayetteville, NC 28305

Please destroy all older editions of these Bylaws and
keep this edition.