

BY-LAWS OF TRANSYLVANIA UNIVERSITY

Last Amended & Approved May 22, 2015

I.

OFFICE AND PURPOSE

1.1. Name and Location. The institution is incorporated under the name of "Transylvania University." The principal office of the corporation shall be in Lexington, Fayette County, Kentucky, but the corporation may have offices at such places as may be determined by the Board of Trustees. The institution will hereinafter be referred to as the "University."

1.2 Purpose. The University is constituted for the purpose of maintaining a residential liberal arts institution.

II.

BOARD OF TRUSTEES

2.1. Membership. The government of the affairs, property, and business of the corporation shall be vested in a Board of Trustees constituting the membership of the corporation and consisting of a maximum of forty (40) persons. Those persons constituting the Board of Trustees at the time of the adoption of these By-Laws shall continue to serve as such for the balance of the term for which each was appointed. These terms of appointment were and shall consist of four staggered classes of members, and the term of at least one-fourth of the Trustees shall expire on June 30 of each year. All terms of service will be four years. At each annual meeting of the Board of Trustees, the Board of Trustees shall elect Trustees to fill vacancies. Any vacancy occurring in the Board by either death, resignation or otherwise may be filled for its unexpired term by an appointment of a successor to be made by the Board of Trustees. Beginning with the Class of 2015, no Trustee may serve longer than three (3) successive four-year terms. After any member has served for three successive terms, it shall be a requirement that he or she shall have a separation of service from the Board of Trustees for at least one year. Thereafter, he or she may be eligible to serve again as a Trustee.

2.2 Qualifications. The Board should reflect imagination, initiative, experience, and a blend of educational, managerial, investment, legal, and business talents. Trustees should be sought who have dedication, competence, and stature, although persons possessing willingness and ability to serve should be selected over persons of more resounding reputation who might be unable to give freely of their time, with a goal of striving for diversity in all areas, especially geography. Preference will be given to alumni, parents of alumni, and long-term friends and supporters of the institution. Each member of the Board should possess the following qualifications:

- A. A strong interest in higher education, liberal arts, and the University.
- B. A vital concern about interesting students in attending the University.
- C. A personal record of civic, business and/or professional achievement.
- D. A devotion to the welfare of the University sufficient to manifest itself in: (a) ongoing major financial contributions to the University (either through direct contributions or solicitations), (b) regular attendance at Board meetings and meetings of their assigned Committee/s.

2.3. Functions. The primary functions of the Board shall be:

- A. To oversee, approve, and govern the strategic objectives and direction of the University.
- B. To grant suitable academic degrees, certificates or diplomas, and other such honors which may be deemed appropriate, and recommended by the President and Faculty of the University. (moved from 5.3)
- C. To elect its members and approve the members of the Board of Regents.
- D. To select qualified executives to administer the affairs of the University and to determine their tenure.
- E. To support and assist the President and other executive officers of the University.
- F. To formulate policies upon the recommendations of either University officers or members of the Board.
- G. To inquire into the conduct of the affairs of the University.
- H. To accept responsibility for the fiscal integrity of the University.
- I. To take any and all action necessary to promote the quality and welfare of the University.
- J. To avoid any conflict of interest as outlined in the University's Conflict of Interest Statement.

2.4. Meetings. There shall be at least three meetings of the Board annually. Additional and/or special meetings may be called at any time by the Chair of the Board or may be called by the Secretary upon the written demand of the majority of the members of the Executive Committee, or the full Board. Notice of any regular or special meeting of the Board shall be given to each Trustee no less than seven (7) days prior to any such meeting, notice to Trustees by telephone or email.

2.5. Quorum. A majority of the members of the Board shall constitute a quorum for ordinary business. In the absence of a quorum at the time and place set for a meeting, the Trustee or Trustees present may adjourn the meeting until a quorum is present. At least one day's notice of the time and place of each adjourned meeting shall be given to each Trustee.

2.6. Trustee Suspension and Removal. The Board of Trustees shall have the power to suspend and remove a trustee from office in accordance with the procedures set forth in this by-law for any cause the Board, at the recommendation of the Committee on Trustees, deems sufficient. A trustee may be suspended for such cause upon vote of a

majority of the Board members not including the trustee who is the subject of the action. Within 48 hours after the Board's action, it shall notify the suspended trustee in writing of (a) the cause for the suspension and proposed removal, (b) the facts supporting same, and (c) that the suspended trustee may, within 48 hours after receiving the notice, request a hearing by the Committee on Trustees. If a hearing is requested, a time and place for the hearing shall be scheduled with notice in writing to the suspended trustee at least five days in advance, or, if no hearing is requested, the Board may remove the trustee from office without further notification to the suspended trustee. Alternatively, the Board may, without first suspending the trustee, notify him or her in writing and at least five days in advance of (a) the cause for proposed removal, (b) the facts supporting the proposed removal, and (c) the time and place for a hearing by the Committee on Trustees. In either case, the trustee may attend the hearing, may be represented by counsel, may cross-examine witnesses, and may present witnesses and other evidence in response to the charges. If, after hearing all the evidence, a majority of the Committee on Trustees believes that cause for removal exists, it shall recommend to the Board the removal of the trustee from office. If the trustee is a member of the Executive Committee or Committee on Trustees, he or she shall not be considered a member for purposes of the hearing, and shall not be entitled to vote on the issue of removal.

2.7. Compensation. The Board of Trustees shall have the power to fix the compensation of the President and other officers and employees of the University and it may vest in the President of the University the power to appoint, employ and discharge deans, vice-presidents, professors, instructors, agents and other employees and to fix their compensation and tenure. The Chairman of the Board or the Executive Committee shall appoint a committee of trustees to periodically assess the performance of the president, and to determine an appropriate level of compensation, and provide recommendations to the Executive Committee.

2.8. Life Trustees. Each Trustee upon reaching the age of seventy-five (75) or after serving on the Board of Trustees for twelve (12) years shall be eligible (upon nomination by the Committee on Trustees and election by a majority of the Board of Trustees), to serve on the Board as a Life Trustee. Each Life Trustee shall have the privilege of attending all Board meetings but shall not have the right to vote.

2.9. Honorary Trustees. An individual who has not served on the Board or a former Trustee whose service to the Board has been outstanding by virtue of that Trustee's loyalty, dedication and competence and who is forced by matters beyond his or her control to retire from regular and active participation at meetings of the Board and who is not eligible for election as a Life Trustee may, upon nomination by the Committee on Trustees, and election by a majority of the Board of Trustees, serve on the Board as an Honorary Trustee. Each Honorary Trustee shall have the privilege of attending all Board meetings but shall not have the right to vote.

III. BOARD OF REGENTS

3.1. Membership. The Board of Regents shall be a non-governing board that shall serve as an advisory body to the Board of Trustees and the President. It shall assist the Board of Trustees in the development and implementation of projects and programs for the ongoing operation of the University. The Board of Regents shall meet at least once, and preferably three times, each year. It shall elect a Chair and any other officers it deems necessary. The Chair shall preside over meetings and shall serve for a period of two years.

3.2. Term. Membership on the Board of Regents shall be approved by the Board of Trustees. The terms of the initial members shall be staggered so that members shall be appointed for terms of two, three, or four years. After initial terms, all terms of service shall be for five (5) years.

IV. STANDING COMMITTEES

4.1. Standing Committees. The Board of Trustees shall have the following standing committees, and an effort shall be made to have each member of the Board serve on one or more of the following committees:

- A. Executive Committee
- B. Committee on Trustees
- C. Academic Affairs Committee
- D. Development Committee
- E. Building and Grounds Committee
- F. Enrollment Management Committee
- G. Finance Committee
- H. Strategic Planning Committee
- I. Student Affairs Committee
- J. Technology Committee

4.2. Each of the standing committees of the Board shall be composed primarily of Trustees. The chair of each of these standing committees will be appointed by the Chair of the Board upon consultation with the President of the University for a term of one year and may be reappointed. The Trustee members of the standing committees shall be appointed by the Chair of the Board for a term of one year and may be reappointed. The faculty of the University may elect two faculty members to serve as non-voting members on each of the standing committees, with the exception of the Executive Committee and Committee on Trustees.

4.3. Standing Committee Meetings. Each of the standing committees will meet as needed on call of its chair. These committees should meet on a regular basis, consistent

with the assigned duties and responsibilities. These committees shall provide advice, guidance and recommendations to the Board of Trustees through periodic reports.

4.4. Quorum. A majority of the members shall constitute a quorum competent for the transaction of business at meetings of each standing committee. In the absence of a quorum at the time and place set for a meeting, a majority of the members present may adjourn the meeting until a quorum is present. At least one day's notice of the time and place of such adjourned meeting shall be given to each committee member.

4.5. Vacancies. A vacancy on a standing committee may be filled in the same manner in which the original appointment to membership was made.

V. EXECUTIVE COMMITTEE

5.1. Powers. The Executive Committee shall have power, for and on behalf of the University, to transact all business and to do and perform any and all acts and things that the Board might rightfully do between meetings of the Board.

5.2. Membership. The Executive Committee shall be composed of the Chair, Vice Chair, Treasurer and Secretary of the Board of Trustees, and the chairs of the nine other standing committees of the Board. Other members of the Board may be named as *ex officio* members by majority vote of the Executive Committee. The Chair and Vice Chair of the Board of Trustees shall serve as Chair and Vice Chair, respectively, of the Executive Committee. The Chair and Vice Chair of the Board of Trustees and of the standing committees and the other members of the Executive Committee shall be approved by the Board of Trustees at its Annual Meeting. Each Executive Committee member shall be elected or appointed for a term of one year and may be reappointed or reelected. In the absence of the chair of any of the other standing committees, the vice chair of that committee may be invited to attend and to vote at any meeting of the Executive Committee. The President of the University will serve as an *ex-officio* member of the Committee but without having the right to vote. Other Trustees and other persons may attend meetings of the Executive Committee only at the invitation of the Chair of the Committee.

5.3. Executive Committee Meetings. The Executive Committee will meet during the academic year and at other times on call of the Chair of the Board of Trustees.

5.4. Executive Committee Minutes. The Executive Committee shall keep a permanent written record of its meetings and shall send a copy thereof to each member of the Board of Trustees.

VI. COMMITTEE ON TRUSTEES

6.1. The Committee on Trustees will recruit, nominate, orient and evaluate trustees. The Committee on Trustees shall meet at least once annually to review trustees who are eligible for re-election to the Board of Trustees, to identify and recommend to the Board of Trustees or Executive Committee individuals who could advance the mission of the University by serving as a trustee, and to present a slate of officers each year at the annual spring meeting of the Board of Trustees. The Committee shall determine whether Board Members are eligible for re-election and make recommendations to the Board of Trustees, or Executive Committee. The Committee on Trustees shall maintain a comprehensive file of these prospective Board members in order that the Executive Committee will be in a position to nominate Trustees to fill vacancies occurring on the Board whether through death, resignation, completion of elected term, or otherwise.

6.2. The President shall serve as the liaison officer to the Committee.

VII. ACADEMIC AFFAIRS COMMITTEE

7.1. The Academic Affairs Committee shall have general supervision over all academic programs, academic support services, faculty and academic support staff. The Committee will review existent and proposed degrees and curricula, and academic support services, such as the library, the registrar, and the career development center. The Committee will review policies and procedures with respect to hiring, promotion, tenure, dismissal, and compensation of faculty and other academic personnel; and the functional adequacy of academic buildings and facilities. The Committee will review all recommendations brought forward for tenure and promotion by the President or his/her representative and vote as whether or not to recommend them to the full Board of Trustees for approval. The Committee will be expected to make reports or recommendations with respect to these academic activities to the Board of Trustees at least once a year.

7.2. The Vice President and Dean of the University shall serve as the liaison officer between the University and the Committee.

VIII. DEVELOPMENT COMMITTEE

8.1. The Development Committee provides oversight of the University's fund-raising programs and works with the Vice President for Development and Alumni Affairs on strategies and implementation of overall fund-raising, identifying prospects, and overall goal setting. The Committee shall have oversight of the development of alumni programs and outreach to the appropriate constituent groups.

8.2. The Vice President for Development and Alumni Affairs shall serve as the liaison officer between the University and the Committee.

IX. BUILDING AND GROUNDS COMMITTEE

9.1 The Building and Grounds Committee shall oversee all campus real estate and shall advise the Board about the supervision and management of the University's physical plant. It shall make recommendations to the Board concerning: the location and design of all University buildings; the overall campus plan; the acquisition of new properties; maintenance of all facilities; and the efficient utilization of energy resources.

9.2 The Vice President for Finance and Business shall serve as the liaison officer between the University and the Committee, and may appoint the head of physical plant to the Committee.

X. ENROLLMENT MANAGEMENT COMMITTEE

10.1. The Enrollment Management Committee provides oversight of the University's student recruitment, admissions, and financial aid functions, including any long-term strategic enrollment plan. The Committee works with the Vice President for Enrollment and Dean of Admissions on enrollment strategies concerning marketing, student recruitment, admissions policies, scholarships, financial aid, and pricing.

10.2. The Committee shall review the plans and strategies of the Offices of Admissions and Financial Aid and recommend improvements. It shall also evaluate the results achieved against the goals for the two offices and recommend improvements when appropriate. The Committee will provide oversight in the office(s)' use of internal and external resources to ensure that the cost of recruitment and financial aid is in line with established goals.

10.3. The Vice President for Enrollment and Dean of Admissions shall serve as liaison officer between the University and the Committee, and may also invite the head of financial aid to the Committee.

XI. FINANCE COMMITTEE

11.1. The Finance Committee shall have general supervision over the finances, funds, stocks, bonds and other securities, and real estate of the corporation. The Committee shall work with the Vice President for Finance and Business to review the budget and expenditures for the University. The Committee shall also appoint an independent auditor

to conduct the annual audit and shall review same annually. The Committee shall ensure that endowments and other restricted assets of the University are segregated from unrestricted assets.

11.2. The Finance Committee shall receive and review each year the proposed budgets of the University showing estimated receipts and disbursements of the corporation for the next academic year as submitted by the President and Vice President for Finance and Business, and shall present such budgets with changes as the Committee may recommend for consideration and action by the Board. The Board may approve, amend, or reject budgets so submitted. No expenditures shall be incurred unless the expenditures have been included in the approved budget or authorized by other action of the Board.

11.3. The Finance Committee shall maintain a continuing oversight of University expenditures, and shall compare actual financial performance with the previously approved budgets.

11.4. The Chairman of the Board shall appoint an Investment Subcommittee of the Finance Committee, consisting of not fewer than three members, including the Chair of the Finance Committee, which shall have the authority to act for the University in making investment decisions implementing the previously-approved investment policies. This Investment Subcommittee shall provide the Finance Committee with periodic written reports that provide a current analysis of the University's portfolio. The Vice President for Finance and Business and President of the University shall serve as ex-officio members of the Committee.

11.5. The Treasurer of the University shall serve on the Finance Committee by virtue of his or her oversight responsibility for the custody of the permanent funds of the corporation.

11.6. The Vice President for Finance and Business shall serve as liaison officer between the University and the Committee.

XII. STRATEGIC PLANNING COMMITTEE

12.1. The Strategic Planning Committee shall oversee the creation and ongoing assessment of the University's Strategic Plan. The Committee will focus primarily on four areas: academic and intellectual community; diversity, globalization and sustainability; support of campus culture; and physical plant and financial resources.

12.2. The Committee shall exercise broad oversight over new programs and facilities designed to keep the University responsive to the needs of its constituents. The Committee shall not, however, preempt the duties and responsibilities of other standing committees of the Board. The Committee shall recommend organizational changes and improvements when appropriate. The Committee shall review progress toward

long-range goals as established through the planning process. It will also conduct periodic reviews of the University's mission statement.

12.3. The President of the University shall serve as the liaison between the administrative staff and the Committee.

XIII. STUDENT AFFAIRS COMMITTEE

13.1. The Student Affairs Committee works with the Vice President for Student Affairs and Dean of Students to oversee the various functions in Student Affairs, respective learning outcomes, as well as issues facing today's students. The Committee shall oversee all non-academic matters that might affect or influence the quality of life for students. The Committee is expected to be familiar with campus life, University housing facilities, and policy or conditions affecting such. The Committee will offer recommendations and guidance to the Board as deemed appropriate within the following areas: housing; food service; campus safety and security; health and wellness; extracurricular activities or facilities; religious life; parking; and medical services.

13.2. The Vice President for Student Affairs and Dean of Students shall serve as the liaison officer between the university staff and the Committee. The Committee shall include non-voting representatives from Student Affairs, the Student Government Association, and faculty.

XIV. TECHNOLOGY COMMITTEE

14.1. The Technology Committee helps guide the introduction of new technologies to campus and helps maintain the campus technology infrastructure. The committee shall examine local and global technology issues, provide input and review strategic plans, recommend priorities for IT initiatives, provide leadership and recommendations regarding enterprise level technology-related matters, and direct the coordination of technology-related efforts for the University.

14.2. The Vice President for Information Technology shall serve as the liaison officer between the University and the Committee.

XV. AD HOC COMMITTEES

15.1. The Chair of the Board may from time to time create ad hoc committees, designating the Chairs and members thereof, and requiring each respective committee to report to the Chair of the Board or the Board.

XVI. OFFICERS

16.1 The authorized Board officers of Transylvania University shall be: the Chair; Vice Chair; Treasurer; and Secretary; while the authorized officers of the University shall be the President; Vice President and Dean of the University; Vice President for Finance and Business; Vice President for Student Affairs and Dean of Students; Vice President for Enrollment and Dean of Admissions; Vice President for Advancement; and Vice President for Information Technology.

16.2. Chair of the Board of Trustees. The Chair of the Board of Trustees shall preside at all meetings of the Board of Trustees and of the Executive Committee of the Board of Trustees and shall appoint the chairs of all standing committees. The Chair shall serve on the Executive Committee and shall serve as a member of all other committees.

16.3. Vice Chair. The Vice Chair of the Board of Trustees shall exercise the powers and perform the duties of the Chair during the absence or disability of the Chair. The Vice Chair shall serve on the Executive Committee and shall serve as a member of all committees.

16.4. Treasurer. The Treasurer shall, subject to the supervision of the Board of Trustees, have oversight responsibility for the custody of all permanent funds of the corporation, including endowment, scholarships, other capital funds and property of the corporation. The Treasurer shall serve on the Executive and Finance Committees.

16.5. Secretary. The Secretary shall attend and keep the minutes and records of all meetings of the Board of Trustees and of the Executive Committee of the Board of Trustees. The Secretary shall be custodian of the corporate seal, and shall affix and attest the seal to all requisite documents. The Secretary shall serve on the Executive Committee.

16.6. President. The President shall serve as the chief administrative and executive officer of the University as well as its process agent as required by law. The President is the Board's proxy on campus and manages all of the University's operations. The President shall, with the approval of the Board of Trustees, appoint the chief administrative officers of the University specified in the By-Laws and appoint or approve other administrative appointments necessary to carry out the mission of the University. The President shall serve *ex officio* as a member of the Board of Trustees and as the primary representative of the University to various constituencies, with major emphasis being given to the development of effective communication channels among the faculty, staff, student body, and alumni of the University. The President shall exercise general responsibility for the development of plans to finance current and capital budget and submit for approval of the Board of Trustees the annual budgets of the University. The President shall report on the state of the University when appropriate at regular meetings of the Board of Trustees, the faculty, and other University constituencies. Included in administrative duties as the Chief Executive Officer, is the responsibility for the oversight

of fund raising and related activities that will advance the mission of the University. The President shall have general administrative responsibility for day-to-day operations of the University. The President is responsible for the administration of all aspects of the athletics program, including approval of the budget and audit of all expenditures. The President shall oversee all external relations and has general administrative responsibility for day to day operations of the University-

16.7. Vice President and Dean of the University. The Vice President and Dean of the University shall serve as the chief academic officer of the University, reporting to the President while exercising general executive responsibility for the educational program of the institution. Primary responsibilities include the organization, supervision, coordination and evaluation of the administrative subdivisions and officers reporting to the Dean of the University: Associate Dean for Academic Affairs, Faculty Division Chairs, Registrar, Librarian, Institutional Research and Assessment, Career Development, and Special Programs. The Dean of the University shall serve *ex officio* and non-voting on the Committee on Admissions and Academic Standing and the Committee on Program and Curriculum. The Dean of the University shall make decisions upon review of recommendations submitted by the Faculty Concerns Committee and Grants Allocation Committee; the Dean of the University makes recommendations to the President upon review of recommendations submitted by the Personnel Committee. The Dean of the University serves as the administration's liaison to all standing committees of the faculty and will have input and access to the Faculty Concerns Committee, Grants Allocation Committee, and the Personnel Committee via an invitation from the committee chair and/or a request from the Dean to meet with the committee. The Dean of the University shall assist the Presiding Officer of the Faculty in the arranging of faculty meetings. As the chief academic officer, the Dean of the University shall prepare academic budgets and establish procedures for the continual development and review of the curriculum. The Dean shall also determine the academic status of students and see that the University provides academic counseling and advising services to students.

16.8. Vice President for Student Affairs and Dean of Students. The Vice President for Student Affairs and Dean of Students shall be the chief student affairs officer of the University, reporting to the President while exercising general executive responsibility for the student life programs of the institution. Primary responsibilities include the organization, supervision, coordination, and evaluation of the administrative subdivisions and officers reporting to the Dean of Students: Residence -Life; Student Involvement and Leadership; Health and Wellness; Religious Life; Community Service and Civic Engagement; Sustainability; the Campus Center facility; Parent Programs; Counseling Services; and Athletics. The Dean shall prepare budget requests for these areas under his/her supervision and establish procedures for the continual development and review of all student life policies and procedures. The Dean shall determine the conduct and status of students - working closely with the faculty and Dean of the University.

16.9. Vice President for Finance and Business. The Vice President for Finance and Business shall serve as the chief fiscal officer and assistant treasurer of the University, exercising general executive responsibility for business and office services of the University. Primary responsibilities include the organization, supervision, coordination and evaluation of the administrative subdivisions and officers reporting to him/her: Controller; Purchasing; Personnel and Payroll; Food Services; Physical Plant; Safety and Security, and Office Services. The Vice President for Finance and Business shall also coordinate the preparation of the University's annual budgets; supervise control and audit functions over the approved budgets; exercise general responsibility for the approval of general disbursements and check signing; supervise the maintenance of required restricted personnel, payroll, and governmental funds and report thereon; coordinate outside contracted services, non-academic properties, and support services (such as athletic camps, motor pool, bookstore, student grill); be responsible for the administration of life income and other trusts; arrange for short-term borrowings and temporary investments of current funds of the University in accordance with policies approved by the Investment Subcommittee of the Finance Committee; and serve as designated plan administrator for approved fringe benefit programs. The Vice President for Finance and Business and other University personnel having access to the funds of the University shall be bonded in the amounts approved by the Executive Committee.

16.10. Vice President for Development. The Vice President for Development shall develop, plan, coordinate and implement all programs concerned with fund raising. The Vice President for Development shall supervise and coordinate activities of personnel responsible for conducting activities in the fund raising and church, alumni, and public relations areas; participate in the long and short-term growth plans of the University, and as a part of the President's staff initiate projections of income from private sources as related to University needs; continuously evaluate the results of financial support programs in concert with other appropriate University officers, research philanthropic foundations, match college needs against foundation interests, prepare proposals to such foundations, and arrange for the presentation of these proposals; function as a community liaison officer with civic, corporate and governmental groups.

16.11. Vice President for Enrollment and Dean of Admissions. The Vice President for Enrollment and Dean of Admissions shall develop, plan, coordinate and implement all programs concerned with enrollment; supervise and coordinate activities of personnel responsible for conducting activities in student recruitment, high school relations, and student financial aid; participate in the long and short-term growth plans of the University, and continuously evaluate the results of enrollment and financial aid efforts; and function as a liaison with high schools and community groups.

16.12. Vice President for Information Technology. The Vice President for Information Technology provides technology leadership for the campus and conceptualizes, evaluates, and implements information technology strategies, plans and priorities for a comprehensive campus-wide information technology program. The Vice President for Information Technology shall supervise and coordinate activities of personnel responsible for conducting activities in technology and data management; and

continuously evaluate technology strategies and usage in order to suggest enhancements and improvements both for keeping campus technology up to date and to facilitate process improvement to fully utilize available technologies.

16.13. Other Officers. The President shall appoint additional Vice Presidents and such other administrative officers as may be needed to provide for the efficient operation of the University. These officers shall have such responsibilities and perform such duties as may be prescribed by the President.

16.14. Line of Succession. In the event of illness, incapacity, or extended absence of the President, the line of succession in authority is as follows: (1) Vice President and Dean of the College; (2) Vice President for Finance and Business; (3) Vice President for Student Affairs and Dean of Students; (4) Vice President for Enrollment and Dean of Admissions.

16.15. Board Membership. Of the officers of Transylvania University only the Chair of the Board, the Vice Chair of the Board, the Treasurer and the Secretary must be members of the Board of Trustees. The President shall serve on the Board of Trustees in an *ex officio* capacity.

XVII. NONDISCRIMINATION

17.1. Nondiscrimination. The policy of Transylvania University shall be to provide equal opportunity for all persons including, but not limited to, officers, employees, applicants, and students and to prohibit discrimination because of age, race, color, ethnicity, religion, gender, sexual orientation, disability, veteran status, national origin, or any other classification protected by federal law, state law or local ordinance.

XVIII. AMENDMENTS

18.1. Amendments. These By-Laws may be altered, amended or repealed by the Executive Committee or by a majority vote of the Board of Trustees.

XIX. PRIOR BY-LAWS

19.1. Prior By-Laws. These By-Laws shall become effective upon the date of their adoption and thereupon all By-Laws of Transylvania University previously adopted by the Board of Trustees, whether included in the term "Charter and Statutes" or otherwise, are hereby rescinded and repealed.