

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

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

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 1 0 0 1 71.544 44

employee whom

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

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

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.

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

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

Article XIV: Conflict of Interest

Section 1. Heidelberg, as a nonprofit education corporation, relies upon the participation of the Members of the

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