

# Geneva College



## Charter and Bylaws

July 2011

# **Geneva College**

  

# **Charter and Bylaws**

Originally incorporated June 18, 1883.

Restated Articles of Incorporation filed  
July 6, 2011

Amended and Restated Bylaws adopted  
April 16, 2011

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# **CHARTER OF GENEVA COLLEGE**

## **Amended and Restated Articles of Incorporation**

In compliance with the applicable provisions of 15 Pa.C.S.A. §5911 (relating to amendment of articles of incorporation), GENEVA COLLEGE, a Pennsylvania nonprofit corporation, hereby amends and restates its Articles of Incorporation as follows:

1. The name of the corporation is GENEVA COLLEGE.
2. The location and post office address of its registered office in this Commonwealth is 3200 College Avenue, Beaver Falls, Pennsylvania 15010.
3. The Corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:
  - A. General Purposes.
    - (a) The corporation is formed for religious, educational, charitable, cultural, scientific and research purposes within the meaning of Section 5301 of the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to engage in any lawful business which may be conducted on a nonprofit basis.
    - (b) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No member, director, trustee or other persons shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
    - (c) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.
    - (d) Notwithstanding any other provisions of these Articles, the corporation shall not

carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

#### B. Special Purposes

In furtherance of its religious, educational, charitable, cultural, scientific and research purposes, the corporation is established to operate, administer and provide all essential elements of a Christian institution of higher education and to engage in all lawful business which a nonprofit corporation may do consistent with or in furtherance of the purposes herein set forth above, and as follows:

- (a) To develop, provide and maintain a Christian institution of higher education emphasizing the liberal arts and certain professional fields within the context of a Biblical view of life and the world as expressed in the Westminster Standards and the Testimony of the Reformed Presbyterian Church of North America, open to men and women of any race and faith;
- (b) To provide and maintain at all times an unencumbered endowment in excess of five hundred thousand (\$500,000.00) dollars for the support of the instructional programs of the college, which programs and courses of study to be pursued, as well as the requirements for admission of students, shall be as set forth in the most recent catalog issued by the college;
- (c) To provide and maintain at all times a faculty of at least eight (8) full time instructors for the instruction of the students of the college;
- (d) To confer earned undergraduate and graduate degrees in liberal arts, political and applied sciences, philosophy, literature, engineering, business and biblical studies;
- (e) To confer honorary degrees to persons of meritorious distinction;
- (f) Upon the dissolution of the corporation, the Board of Corporators, after paying or making provision for the payment of all the liabilities of the corporation, shall distribute all of the remaining corporate property and assets to the Synod of the Reformed Presbyterian Church of North America; provided, however, that if the Synod is not then an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the Board of Corporators shall dispose of all such property and assets to such organization or organizations as, in the sole judgment of the Board of Corporators, have purposes most closely allied to those of this corporation and which qualify as being exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this corporation is then located, to such organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the

corresponding section of any future federal tax code, as such court shall determine.

4. The Corporation shall exist perpetually.
5. The Corporation is organized on a non-stock basis.
6. The business and affairs of this corporation shall be governed by a Board of Corporators consisting of twelve (12) members. The members of the Board of Corporators shall constitute the entire membership of the corporation and shall exercise the rights, powers and privileges of directors of a corporation organized under the Pennsylvania Nonprofit Corporation Law of 1988, as amended. Members of the Board of Corporators shall each serve for a term of four (4) years and shall qualify and be elected in accordance with the following rules and regulations:
  - (a) Each member of the Board of Corporators shall have reached his or her twenty-first (21<sup>st</sup>) birthday and shall be a member in good standing of the Reformed Presbyterian Church of North America.
  - (b) The Synod of the Reformed Presbyterian Church of North America (“Synod”), shall elect all of the members of the Board of Corporators.
7. The Board of Corporators shall have the power to ordain and establish Bylaws for the regulation and government of the business and affairs of this corporation; subordinated, however, to these Articles of Incorporation, the Constitution and Law of the Commonwealth of Pennsylvania, the Constitution and Laws of the United States of America and the Constitution and Laws of the Reformed Presbyterian Church of North America.

# **BYLAWS OF GENEVA COLLEGE**

## **ARTICLE I STATEMENT OF PURPOSE**

GENEVA COLLEGE is a Christian institution of higher education, emphasizing the liberal arts and certain professional fields, operated by a BOARD OF TRUSTEES, but governed by a BOARD OF CORPORATORS elected in accordance with the provisions of these bylaws.

GENEVA COLLEGE is committed to the Bible as the inerrant Word of God written, and accepts as its most adequate and comprehensive interpretation the summary contained in the Westminster Confession of Faith and Catechisms and the Testimony of the Reformed Presbyterian Church of North America. We acknowledge Christ pre-eminent as the creator of all things, as the mediator between fallen man and a holy God, as the saviour of His people, as the source of all truth and as the sovereign ruler over all areas of life.

The purpose of GENEVA COLLEGE is to offer an education which articulates the implications of the sovereignty of Jesus Christ over all His creation. This endeavor has been expressed for over a century on the College seal, "Pro Christo et Patria -- for Christ and Country." To achieve this end we seek to develop a Christian mind set so that we might characterize and respond to reality in accordance with Biblical teachings. In attempting to make a Biblically grounded frame of reference explicit and operative, we are dedicated to excellence in academic inquiry and teaching, and we desire to define all areas of the College structure and program according to this understanding and purpose.

With these commitments in mind we seek to work together as a College community, responsibly striving, corporately and personally, to accomplish these general aims in every area of life:

1. To see creation as the handiwork of God and to study it with wonder and respect;
2. To acknowledge our fallen nature and its effect on the rest of creation and to respond, in view of the renewal which begins with Christ's redemption, by seeking to bring every thought and act into obedience to him;
3. To reclaim the creation for Christ and redirect it to the service of God and man, receiving the many valuable insights into the structure of reality provided by the good hand of God through men of learning in every age, and

seeking to interpret and reform such insights according to the Scriptures;

4. To think and live as Christians in our present culture so that we may bring it into submission to Christ for the Glory of God and the true advancement of men.

This purpose is stated more fully in the "Foundational Concepts of Christian Education" (adopted by the Board of Trustees, October 26, 1967, revised January 26, 1996).

## **ARTICLE II THE BOARD OF CORPORATORS**

**Section 1. Authority** The Board of Corporators of Geneva College exercises control for the Reformed Presbyterian Church of North America over the purpose, policies and property of the College. No person shall be eligible for membership on the Board of Corporators who is not a member in good standing of the Reformed Presbyterian Church of North America.

The Board of Corporators shall have power to ordain and establish bylaws for the regulation and government of its business and affairs which shall be deemed and taken to be its laws subordinated, however, to the College Charter, the laws and Constitution of the Commonwealth of Pennsylvania, the laws and Constitution of the United States, and the Constitution and laws of the Reformed Presbyterian Church of North America.

The bylaws shall prescribe the powers and functions of the Trustees; the times of meeting of the Corporators and of the Trustees; the number of members who shall constitute a quorum at meetings of the Corporators and of the Trustees; the requirements and qualifications of, and the manner of electing Trustees; and regulate all other concerns and affairs and internal management of the Corporation. The bylaws shall from time to time be altered and amended in such manner and under such restrictions as shall be provided by the bylaws themselves.

The Corporation, through the Board of Trustees, shall have power to purchase or take by gift, grant, or otherwise, and hold and convey such real and personal property as its objects and purposes may require, not exceeding the amount limited by law.

**Section 2. Responsibilities** The acceptance of membership on the Board of Corporators carries with it concomitant responsibilities for leadership and support in fulfilling that role. It is expected that Corporators will:

- be committed to the purpose of the College as stated in Article I;
- pray regularly for the College and all its needs;

- serve as a liaison between the College and the denomination;
- make a personal financial commitment to the College according to ability, and seek the support of others;
- engage in helping to create and transmit a positive image of the College to the church and the public.

**Section 3. Composition** The Board of Corporators shall consist of twelve (12) members.

1. The Synod of the Reformed Presbyterian Church of North America shall elect three (3) members each year as follows:
2. The membership shall include one member nominated by each North American Presbytery and elected by the Synod.
3. The remaining members will be elected by the Synod ordinarily from among nominees presented by the Board of Corporators.

**Section 4: Terms** Each member shall be appointed for a term of four years, and is thereafter eligible for reelection to a new term.

**Section 5. Vacancies** In case of a failure or omission to elect as provided above, the person then a member shall continue to be such until a successor is duly elected. Vacancies by death, resignation or other cause shall be filled by the Board of Corporators from among the persons who are eligible to fill such vacancy. The person so chosen shall continue as a member until a successor shall be duly elected.

**Section 6. Officers** The officers of the Board of Corporators shall consist of a Chairman, Vice-Chairman, Secretary and Treasurer, each selected from among the membership of the Board of Corporators. All officers shall be elected at the annual meeting.

1. The Chairman of the Board of Corporators shall preside at meetings of the Board of Corporators of the Corporation and shall discharge the duties ordinarily pertaining to that office.
2. The Vice-Chairman, in the absence or disability of the Chairman, shall perform all the duties of the Chairman.
3. The Secretary shall keep full and accurate minutes of each meeting of the Board of Corporators of the Corporation and be the custodian of official documents.

4. The Treasurer shall exercise the duties customarily ascribed to such office. The Treasurer shall submit travel costs of members for meetings, and approved expenses of the Board of Corporators to the Treasurer of the Synod of the Reformed Presbyterian Church of North America for payment.

**Section 7. Meetings** There shall be an annual meeting of the Board of Corporators held prior to the second Friday of October of each calendar year for the election of officers, the election of persons to fill vacancies due to expiration of term of office on the Board of Trustees of the College, and for transaction of other appropriate business. The time and place of this meeting shall be determined by the Chairman of the Board of Corporators by and with the approval of the Executive Committee of the Board.

Special meetings of the Board of Corporators shall be held at any time in response to a resolution adopted by the Board of Trustees requesting such meeting, or upon the written request signed by five members of the Board of Corporators, or upon call by the Chairman of the Board of Corporators.

The Secretary of the Board of Corporators shall give due notice of all regular and special meetings of the Board of Corporators at least ten days before the meeting, except that in the case of a meeting held during the meeting of the Synod of the Reformed Presbyterian Church of North America, the Secretary may inform the members when the meeting will be held. A majority of the members of the Board of Corporators shall constitute a quorum for the transaction of business.

Any action required or permitted to be taken at a meeting of the Board of Corporators may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the members in office is filed with the Secretary of the Board of Corporators.

One or more members may participate in a meeting of the Board of Corporators by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

**Section 8. Employment** In the event a member of the Board of Corporators is employed in any permanently remunerative position by the College, that person shall automatically cease to be a member of the Board.

## **ARTICLE III THE BOARD OF TRUSTEES**

### **A. Authority and Responsibility**

**Section 1. Authority** Geneva College shall be operated by the Board of Trustees under authority delegated by the Board of Corporators. In the exercise of such authority the Board of Trustees, hereafter referred to as the **Board**, may make contracts and adopt orders, policies or rules and regulations and do or perform such other acts as are authorized by law or are appropriate for such purposes.

The Board shall have the power to buy or lease, either as landlord or tenant such parcels of real estate as it deems necessary for the general corporate purposes and also to contract for the sale of any parcel of real estate which it deems is no longer needed for such purposes and to convey title thereto. The Board shall likewise have the power to mortgage or otherwise encumber the real estate of the College for the purpose of securing funds necessary to purchase real estate, build new buildings, alter or improve existing buildings or improve the College ground, utilities or facilities.

The approval of the Board shall be required for the awarding of degrees, the appointment of administrators reporting directly to the President, the awarding of faculty tenure, the establishment of educational policy, the addition or deletion of academic programs, the adoption of policies regarding student conduct, adoption of the annual budget, building plans and their financing, the designation of unrestricted gifts and bequests, the adoption of salary, pension and employee benefit plans, and the adoption of tuition and fee schedules.

**Section 2. Responsibilities** The acceptance of membership on the Board carries with it concomitant responsibilities for leadership and support in fulfilling that role. It is expected that Trustees will:

- be committed to the purpose of education as stated in Article I;
- pray regularly and faithfully for the College and all its needs;
- make a personal financial commitment according to ability;
- make every reasonable effort to attend Board meetings regularly;
- engage actively in public relations on behalf of the College;
- participate in the solicitation of funds;
- actively engage in the recruitment of students.

**Section 3. Degrees** The Board shall have the power to grant and confer earned and honorary degrees. Earned degrees and literary honors shall be granted and conferred only in accordance with the regulations and requirements established by the Board and the faculty of the College. All diplomas shall be signed by the President and

the Academic Vice President of the College.

**Section 4. Election of the President** The Board shall elect a President of the College who shall be an active communicant member of the Reformed Presbyterian Church of North America. The President shall have the appropriate personal and professional qualifications and be in full agreement with the purpose of Geneva College as stated in Article I. The election of the President shall require the votes of a majority of the members of the Board and shall be subject to the approval of a majority of the Board of Corporators. Unless a majority of the Board of Corporators shall disapprove of such election by formal action taken within thirty (30) days of the date of written notification of the action by the Board, it shall be conclusively presumed that the election has been approved. The President shall serve at the pleasure of the Board and shall receive such compensation as the Board prescribes.

## **B. Composition**

**Section 1. Membership** The Board shall consist of twenty-one (21) members. Trustees shall be appointed by the Board of Corporators in accordance with the following provisions:

1. Six (6) trustees shall be appointed from the membership of the Board of Corporators and shall serve as members of both the Board of Corporators and Board of Trustees concurrently.
2. Five (5) additional trustees shall be appointed from the membership of the Reformed Presbyterian Church of North America.
3. Ten (10) trustees shall be appointed from the membership of other Reformed and Evangelical Christian congregations.

**Section 2. Terms** Each member of the Board shall be appointed for a term of four years, and is thereafter eligible for reelection to a new term.

**Section 3. Qualifications** All Trustees shall qualify for office by subscribing to the following statement:

1. I am a member in good and regular standing in the \_\_\_\_\_ church.
2. I believe the Bible to be the inerrant Word of God, and the final rule for faith and conduct.
3. I believe that Jesus Christ is both my savior and Lord, and that He is also Lord and King over every sphere of human endeavor, including civil

government, and should be acknowledged as such.

4. I believe in the purpose of Geneva College as stated in Article I.
5. I agree not to attempt to change the policy and practice of Geneva College in matters of religious worship or with respect to social fraternities and sororities.
6. I support the effort of the Reformed Presbyterian Church of North America to maintain the highest possible standard of Christian instruction, life and morals at Geneva College.
7. I have read the Westminster Confession of Faith and the Testimony of the Reformed Presbyterian Church of North America; as I serve as a Trustee, I will lead Geneva in a direction consistent with these documents. I am supportive of Geneva's goal as stated in its Charter 'to develop, provide, and maintain a Christian institution of higher education emphasizing the liberal arts and certain professional fields within the context of a biblical view of life and the world as expressed in the Westminster standards and the Testimony of the RPCNA.'

In the event a member of the Board is employed in any permanently remunerative position by the College, that person shall automatically cease to be a member of the Board.

**Section 4. Vacancies** In consultation with the Board of Corporators, the Board of Trustees may fill any vacancy on its Board for the period prior to the time a successor is chosen by the Board of Corporators, subject to the condition that the vacancy shall be filled from among persons qualifying in the same category to which the vacating member belonged.

### **C. Officers**

**Section 1. Officers** The officers of the Board shall be that of Chairman, Vice-Chairman, and Secretary, and shall be members of the Board of Trustees. Qualified persons shall be elected annually by the Board to take office at the first regular meeting of the academic year. Each officer shall serve until a successor is chosen. The Chairman and Vice-Chairman shall be chosen from among the membership of the Reformed Presbyterian Church of North America.

### **Section 2. Duties**

1. Chairman – The Chairman shall preside over all meetings of the Board and

the Executive Committee. The Chairman shall be an ex-officio member of all standing committees and shall discharge all duties ordinarily pertaining to that office and have such additional powers and duties as may be prescribed by the Board.

2. Vice-Chairman – The Vice-Chairman shall, at the request of, in the absence of, or disability of the Chairman, perform the duties and exercise the powers of the Chairman.
3. Secretary – The Secretary shall keep, or cause to have kept, a record of the proceedings of the Board, the seal, and all documents committed to the Secretary's care. The Secretary shall, with the Chairman, execute all documents pertaining to the affairs of the Board and perform such other duties as the Board may prescribe. A copy of the minutes of each meeting of the Board shall be forwarded to the Secretary of the Board of Corporators within fifteen days of the meeting.

**Section 3. Vacancies** In the event of the incapacity of or at the request of any officer, the Board may declare that a vacancy exists in the office held by such person and elect another to fill that office.

#### **D. Committees**

**Section 1. Executive** There shall be an Executive Committee composed of the three officers of the Board and the chairpersons of each standing committee. They shall take office at the first regular meeting of each academic year.

The Board may delegate to the Executive Committee any powers and authority of the Board in the management of the business affairs of the Corporation. It may direct the Executive Committee to conduct specific business on its behalf between regular Board meetings. Further, during the intervals between regular meetings of the Board, the Executive Committee may exercise the powers of the Board in the management and direction of the affairs of the Corporation in all cases in which specific direction shall not have been given by the Board. However, in all cases where substantive policy changes, major administrative personnel changes, or major financial commitments are contemplated, the whole membership of the Board shall be informed and polled as to its approval.

The Chairman of the Board shall be the Chairman of the Executive Committee. In the Chairman's absence the Vice-Chairman or another member of the committee may be selected by the Chairman to act as Chairman. A majority of the Committee shall constitute a quorum for the transaction of business.

All transactions of the Executive Committee shall be reported to the Board at the meeting next succeeding such action and shall be subject to ratification by the Board.

**Section 2. Endowment-Investment** An Endowment-Investment Committee shall consist of seven members of the Board, at least two of whom shall be elected annually to rotating three-year terms. The Endowment-Investment Committee shall have authority to invest and re-invest the endowment or any other non-operational funds (operational funds are the bank accounts and money market-funds necessary for the payment of the non-capital expenses of the College) of the Corporation available for investment while at all times being subject to the regulations of the Board adopted pursuant to its authority. Its transactions shall be reported regularly to the Board.

**Section 3. Other** Other major functional committees shall be established in accordance with the administrative organization of the College or as the need arises to deal with specific issues or to assist the administration in carrying out specific functions. Members shall be appointed annually by the Chairman of the Board. Committee assignments may be received from the Board, the Executive Committee, the Chairman of the Board, or the committee itself may initiate recommendations to the Board. Committees shall report the results of their deliberations to the Board at the next regular meeting. All interim reports will be made to the Executive Committee or to the Chairman of the Board as directed when the committee assignment was made.

## **E. Meetings**

The Board shall meet at least twice a year with meeting dates set on a regular basis. The Chairman of the Board shall give at least one month's notice in the event of the need to change the date of any regular meeting.

Special meetings of the Board may be called at any time by the Chairman or if the Chairman is absent, or is unable or refuses to act, by the Vice-Chairman, or by any six Trustees. Notice of any special meeting shall be mailed to each Trustee, postmarked at least ten days before the meeting, and shall include a statement of the special business to be considered.

A majority of the Board shall constitute a quorum.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the members in office is filed with the Secretary of the Board of Trustees.

One or more members may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting

pursuant to this provision shall constitute presence in person at the meeting.

#### **ARTICLE IV ADMINISTRATION, FACULTY AND STAFF**

**Section 1. The President** The President of the College shall be the chief executive officer of the College, having general supervision and control of the work of the total College and of all the divisions, departments and personnel, along with such other executive duties as the Board shall assign.

The President shall be the official means of communication between the Board and the Faculty, students and staff. The President shall be responsible for seeing that all necessary information is submitted to the Board in a timely manner so that the Board may at all times be cognizant of the state of affairs of the College including the financial condition of its operating, capital, and trust accounts.

The President shall have responsibility for recommending programs of study, selecting faculty and administrative staff, and reporting these selections and recommendations to the Board.

**Section 2. Faculty and Administrators** In filling all faculty and administrative vacancies the Board shall prefer communicant members of the Reformed Presbyterian Church of North America whose professional and personal qualifications are either equal or superior to those of other applicants. In addition to their professional qualifications, all members of the faculty and of the President's Cabinet shall be members of Protestant and evangelical congregations. Prospective faculty shall be examined by the administration as to their Christian profession, church membership, and commitment to the purpose of Geneva College as stated in Article I. All exceptions to this requirement to meet the demands of part-time faculty shall be approved by the Board of Trustees. During the interview process for the employment of prospective faculty who are not members of the Reformed Presbyterian Church of North America, the administration shall acquaint such candidates with the principles of the Church.

The President of the College shall appoint to the faculty and recommend to the Board for tenure only such persons who are in full agreement with the purpose of Geneva College as stated in Article I and who are committed to conducting themselves in compliance with those principles, aims and goals.

Given the significant influence of administrative members in achieving the College's mission and emphasizing the foundational context provided by the standards referenced in Article 1, the Board of Trustees shall be represented on the Search Committee for the review and interview of any prospective candidate for a Cabinet position. In addition, prospective candidates for such positions shall be interviewed by

the President and representatives appointed by the Trustees and Corporators about their understanding of and level of agreement with the standards and parts thereof cited in Article 1. The level of each candidate's understanding, agreement and disagreement with such standards shall be an important consideration in the selection of the successful candidate.

Faculty members teaching either full or part-time in the Department of Biblical Studies, Christian Ministries, and Philosophy shall be appointed from communicant members of the Reformed Presbyterian Church of North America. Special attention shall also be given to appointments in the field of Political Science to ensure that an appropriate emphasis will be made in these courses upon a Christian concept of civil government.

Individual and specific exceptions to the faculty qualifications required for teaching within the Department of Biblical Studies, Christian Ministries, and Philosophy may be made upon approval of the Board of Trustees in compliance with such conditions as may be prescribed by the Board of Corporators. The Chairmanship of the Department of Biblical Studies, Christian Ministries, and Philosophy may not be included in any exceptions to this requirement.

**Section 3. Staff** In addition to the faculty, the Board shall have the power to employ any staff as it shall deem wise and fix the salary and compensation thereof. All staff should be professing Christians whose character and conduct will be a good example to the students in upholding the goals and standards of the College.

## **ARTICLE V INDEMNIFICATION AND INSURANCE**

**Section 1. Third Party and Derivative Actions** To the full extent authorized or permitted by the Pennsylvania Nonprofit Corporation Law of 1988, as amended, the Corporation shall indemnify any Corporator, Trustee or Officer of the Corporation, and may but shall not be required to indemnify any other person who was or is a party, or is threatened to be made a party, to any action, suit or proceeding by reason of the fact that he or she is or was a representative of the Corporation or serves or served as the representative of any other enterprise at the request of the Corporation. The indemnification provided herein and by the Laws of the Commonwealth of Pennsylvania shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested Corporators, vote of disinterested Trustees, independent legal counsel in a written opinion or otherwise.

**Section 2. Insurance** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a representative of the

Corporation or is serving at the request of the Corporation as a representative of another enterprise, against any liability asserted or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

## **ARTICLE VI AMENDMENTS**

Proposed amendments to these bylaws may be initiated by the Board of Trustees or the Board of Corporators. Changes proposed by the Board of Trustees must be approved by the Board of Corporators by a vote of the majority of its members prior to implementation.

The Board of Corporators may amend or rescind these bylaws at any regular or special meeting of the Board of Corporators by a vote of a majority of its members, provided that in the call and notice for such a meeting a copy of the proposed amendment or resolutions is given to all members of the Board of Corporators.

4/16/11

Revisions Approved by  
The Board of Corporators