

APPENDIX B

**BYLAWS
OF THE
BOARD OF TRUSTEES
OF THE
UNIVERSITY OF DELAWARE**

**Revised 1989
Chapter 1, Revised May 1992**



**THE BYLAWS OF THE BOARD OF TRUSTEES
OF THE
UNIVERSITY OF DELAWARE
(Revised 1989, 1992, 1997, 1999)**

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CHAPTER 1

PERTAINING TO THE BOARD OF TRUSTEES (Revised May 1992, May 1999)

I. COMPOSITION AND METHOD OF APPOINTMENT OF THE BOARD OF TRUSTEES

The composition and method of appointment of the members of the Board shall be as prescribed by the Charter of the University.

The place of a Trustee who shall be absent from three successive stated meetings shall be vacated, unless the Board shall otherwise specially direct, and a vacancy thus created shall be filled as in other cases. The acceptance by the Board of an excuse for nonattendance shall be construed as a special direction that such absence shall not operate toward creating a vacancy.

II. MEETINGS OF THE BOARD OF TRUSTEES

A. Regular Meetings

Two (2) stated meetings of the Board shall be held every year at the University, one in the fall and the other in the spring, the specific day to be determined by the Chairman of the Board.

B. Special Meetings

Special meetings may be held at the call of the Chairman which he may make at his discretion and shall make on the written request of at least six members of the Board of Trustees.

C. Notice of Meetings

The Secretary of the Board shall give notice of all meetings by mailing to members of the Board at their last known address a written notification at least two weeks in advance of stated meetings, and at least five days' written notice or three days' telegraph or telephone notice shall be given of special meetings of the Board. The time and place of all meetings and the purpose of special meetings shall be stated in the notice thereof; the proceedings of special meetings shall be confined to the purposes therein stated and matters germane thereto.

D. Quorum

Nine (9) members of the Board shall constitute a quorum to do business; a lesser number may adjourn.

E. Ex Officio Members

Ex officio members of the Board as specified in the Charter of the University shall be entitled to vote at all meetings.

F. Order of Business at Meetings of the Board

The order of business at each meeting of the Board shall be:

1. Silent Prayer
2. Roll Call
3. Excuses for absences
4. Approval of minutes of the last meeting
5. Unfinished business
6. Reports of officers
 - (a) Treasurer of the Board
 - (b) President of the University
7. Reports and recommendations of standing committees
8. Reports and recommendations of special committees
9. Appointment of committees
10. Miscellaneous
11. Adjournment

G. New Business

No business properly referable to a Standing Committee or committees of this Board shall, prior to such reference, be considered in a meeting of the Board without the consent of a majority of the members present of the committee or committees concerned and an affirmative vote of a majority of the members of the Board present.

H. Conflict of Interest

When a trustee has a material or substantial personal interest in a contract or other transaction to which the University is to be a party, either directly or indirectly because of an employment or investment relationship with an entity with which the University is dealing or otherwise, the trustee shall disclose the existence of such interest, and describe the nature thereof (e.g., financial, family relationship, professional or business affiliation, etc.), to the other trustees prior to the time action is taken by the Board with respect to the matter and, further, he should abstain from acting thereon. An interested trustee may be counted in determining the presence of a quorum but his vote may not be counted for purposes of the requisite action.

The interested trustee shall absent himself from the portion of the meeting relating to the transaction in which he has an interest where, in his opinion or in the opinion of the Chairman of the meeting, the presence of the interested trustee would inhibit free and full discussion of the matter under consideration.

In the event that the Chairman of the meeting is an interested trustee, the senior Vice Chairman in the case of the Board or the senior trustee in the case of a Committee shall undertake the powers and duties of the Chairman in connection with the matter under consideration.

III. OFFICERS OF THE BOARD AND THEIR DUTIES

The officers of the Board shall be a Chairman, one or more Vice Chairmen, a Secretary, and a Treasurer, and all of them shall be chosen annually by a majority vote of those present at the stated spring meeting. They shall each perform the duties imposed upon them in their respective offices by

the Charter, Bylaws and the general law and shall hold their offices until their successors are elected. The Board reserves the power to remove any officer and to fill vacancies occasioned by death, resignation, removal, or any other cause.

A. Chairman

The Chairman shall preside at all meetings of the Board when present and shall have the authority to perform the duties imposed by law, charter, bylaws, and resolutions of the Board and shall perform generally the functions of the executive head of the Board of Trustees.

B. Vice Chairman

In the event of the absence or disability of the Chairman, the powers and duties shall devolve upon the senior Vice Chairman. In the event the senior Vice Chairman is absent or unable to serve, or elects not to serve, the next senior Vice Chairman shall be eligible to serve, and so on. Seniority shall be determined by the length of service in the office of Vice Chairman. In the case of contemporaneously elected Vice Chairmen, seniority may be determined by length of service as a trustee.

C. Chairman pro tempore

In the absence of the Chairman and the Vice Chairmen, the Board shall elect a Chairman pro tempore to preside at that particular meeting.

D. Secretary

The Secretary, through the Secretary of the University, shall perform duties imposed by law and usually incident to that office except as otherwise provided by the Board. The Secretary shall, in addition to the sending of notices of meetings herein provided for, see that copies of the minutes of the preceding stated meeting and of any special meeting held since the last stated meeting are sent to each Trustee. As soon as possible after each meeting, the Secretary shall transmit to the proper officer, or to the chairmen of the proper committees, all papers, matters, or business that may have been referred to them respectively. The Secretary shall notify, by letter, all persons elected or appointed to office by the Board and shall notify those upon whom honorary degrees are to be conferred.

The Secretary may delegate to appropriate offices of the University any of the duties of notification and transmittal.

E. Treasurer

The Treasurer, through the Treasurer of the University, shall have general supervisory authority over the funds and moneys of the Corporation and the disbursement thereof, except to the extent that the Board of Trustees may otherwise provide. The Treasurer shall render each year to the Committee on Finance a full report and an inventory of the investments of the Corporation. The Treasurer shall also submit to the Board at its stated meeting in December an auditor's report of all accounts up to the first day of the preceding July.

One person may simultaneously occupy the offices of Secretary and Treasurer.

The Board may in its discretion, from time to time, appoint any person to the office of Honorary Counselor to the Board, in recognition of long and distinguished service to the University. The Counselor to the Board shall be privileged to attend all meetings of the Board and speak on any matter coming before the Board and shall have such other functions as the Board may by resolution provide.

The Board may in its discretion, from time to time, appoint any former trustee to the office of Trustee Emeritus of the Board in recognition of distinguished service to the University as a trustee. A Trustee Emeritus shall be privileged to attend all meetings of the Board and speak on any matter coming before the Board and shall have such other functions as the Board may by resolution provide.

An Honorary Counselor to the Board and Trustee Emeritus of the Board, not being members of the Board, shall not be counted for the purpose of determining the presence of a quorum and shall have no vote.

IV. STANDING COMMITTEES OF THE BOARD AND THEIR DUTIES

The Standing Committees of the Board shall be: an Executive Committee; a Committee on Academic Affairs; a Committee on Finance; a Committee on Grounds and Buildings; a Committee on Honorary Degrees and Awards; a Committee on Public Affairs and Advancement; and a Committee on Student Life and Athletics. Each of these committees shall consist of not fewer than three members.

A. Executive Committee

The Executive Committee shall consist of (1) the Chairman of the Board of Trustees, who shall preside; (2) the Vice Chairman of the Board; (3) the Treasurer of the Board; (4) the Secretary of the Board; (5) the Chairmen of other Standing Committees of the Board; and (6) such additional members as may be appointed by the Chairman of the Board from time to time. Five members shall constitute a legal quorum for the transaction of business.

In any interval between the regular meetings of the Board of Trustees, the Executive Committee shall have authority to transact all business and do any act which could come before the Board.

B. Committee on Academic Affairs

The Committee on Academic Affairs shall have the responsibility to ensure: the academic program is consistent with the University's mission and overall strategy; the allocation of resources within the budget reflects the University's academic priorities; the faculty personnel policies and procedures complement academic priorities; the University's academic programs are appropriate for its students; and the University assesses the effectiveness of its academic programs.

C. Committee on Finance

The Committee on Finance shall have general charge and control of the fiscal affairs of the Corporation. The Committee shall have prepared and shall submit to the Executive Committee a budget for the University, showing under appropriate captions the estimated revenues, expenditures and transfers for the next fiscal year. When the budget has been approved by the

Executive Committee and the Board, no person shall have the authority to expend more than the amount thereof; but the Executive Committee may authorize revisions from one item of the budget to other items thereof.

D. Committee on Grounds and Buildings

The Committee on Grounds and Buildings shall have responsibility for all matters relating to real estate, construction, and maintenance of property.

E. Committee on Honorary Degrees and Awards

The Committee on Honorary Degrees and Awards shall consist of seven members, four of whom shall be members of the Board of Trustees and appointed by the Chairman of the Board, and three shall be members of the University faculty appointed by the President of the University.

Nominations for honorary degrees and awards may be made to the Chairman of the Board of Trustees, the President of the University, or to the Chairman of the Committee on Honorary Degrees and Awards.

Honorary degrees and awards shall be granted by the Board of Trustees upon the recommendation of the Committee on Honorary Degrees and Awards and, in the case of honorary degrees, after consultation with the faculty. Both honorary degrees and awards shall recite, as the sole authority for their issuance, the action of the Board of Trustees granting the degree or award.

F. Committee on Public Affairs and Advancement

The Committee on Public Affairs and Advancement is charged with monitoring the political, economic, social and public policy environment in which the University operates, identifying those issues which directly impact the University and recommending to the Executive Committee appropriate courses of action. The Committee is further charged with providing policy direction for a vigorous and appropriate advancement program, the efforts of which shall align clearly with the stated goals and mission of the University, as approved by the Board of Trustees or other appropriate authority. The Committee shall assist in the identification and the solicitation of major gifts to the University.

G. Committee on Student Life and Athletics

The Committee on Student Life and Athletics shall have responsibility for all matters relating to services for students (other than educational services) or relating to athletics. It shall also consider all aspects of student life and shall review annually the policies promulgated by faculty and student bodies bearing in mind that student governance is a faculty responsibility but that, under the Charter of the University, the Trustees may, if necessary, promulgate bylaws for the care, control and government of students.

V. SPECIAL COMMITTEES

The Special Committees of the Board shall be a Compensation Committee, which shall have responsibility for approving compensation for the administrative officers of the University, and a Nominating Committee, which shall have responsibility to present nominees to fill vacancies of officers of the Board and in the twenty Board positions filled by the Board.

VI. APPOINTMENT OF COMMITTEES

Standing Committees shall be appointed each year at the spring meeting of the Board of Trustees by the Chairman of the Board, and members shall hold office for one year or until successors are appointed, except that members of the Executive Committee may be appointed for shorter terms. The Compensation Committee and the Nominating Committee shall be appointed by the Chairman with the approval of the Executive Committee. Other committees of the Board shall be appointed by the Chairman of the Board as occasion may require and for such periods as the Chairman shall determine. The Chairman of the Board shall have the power at any time to fill vacancies on Committees that may occur and to name additional members to committees within limits prescribed by the bylaws. The Chairman of the Board shall also designate the chairman of each of the committees.

The President of the University shall be an ex-officio member of each of the Standing Committees.

VII. COMMITTEE REPORTS

All Standing Committees shall submit their respective reports and their recommendations to the Executive Committee. The Executive Committee shall consider the various recommendations contained in such reports and shall submit such reports and the Committee's recommendations to the Board.

Reports of the Nominating Committee shall be presented orally to the Board of Trustees at stated meetings of that body or at any special meeting called for the purpose of receiving such reports.

VIII. VISITING COMMITTEES

Visiting Committees may be created from time to time by the Executive Committee to serve under Standing Committees of the Board of Trustees. A Visiting Committee would typically be created for the purpose of supporting a unit of the University. A Visiting Committee would typically be named to carry out other functions more specific or detailed than those which are the responsibility of a Standing Committee of the Board.

The Chairman of the Standing Committee served by a Visiting Committee, or a member of his Standing Committee designated by him, and the President of the University, or his designee, shall each serve ex-officio as a member of any Visiting Committee. The chairman and other members of a Visiting Committee shall be appointed, for the terms specified, by the Chairman of the Board of Trustees, and such appointees need not be members of the Board of Trustees.

The Secretary of the University shall have responsibility for coordination of the affairs of the Visiting Boards and Committees, as in the case of other committees.

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CHAPTER 2

PERTAINING TO THE FACULTY AND OFFICERS OF THE UNIVERSITY (Revised December 1997)

I. EDUCATIONAL SUBDIVISIONS OF THE UNIVERSITY

Until otherwise ordered by the Board, the University shall have seven colleges: Agriculture and Natural Resources; Arts and Science; Business and Economics; Human Resources, Education, and Public Policy; Engineering; Marine Studies; and Health and Nursing Sciences.

Recommended changes in the educational organization of the University shall come to the Board of Trustees through the President of the University.

II. THE FACULTY

Until otherwise ordered by the Board of Trustees, authority is hereby delegated to the University faculty to formulate and administer the academic and educational policies of the University in accordance with the provisions of the following regulations:

A. Membership

1. The voting membership shall consist of the following: the President of the University, the Provost, Vice Provosts, Associate and Assistant Provosts, the Vice Presidents, Associate and Assistant Vice Presidents, the Academic Deans, Associate and Assistant Deans, Directors of Educational Divisions, full-time professors, associate professors, assistant professors, instructors and lecturers, and such other members of the administrative and professional staff as may be approved by the Trustees.

The following members of the University's administrative and professional staff, not elsewhere so designated, are voting members of the University faculty: the Directors of the Cooperative Extension Service, Libraries, Residence Life, and Housing and Conference Services. Also included are the University Registrar, University Physicians and the full-time staff of the Center for Counseling and Student Development.

2. The University faculty may elect either to voting or non-voting membership any other member of the University body whom it deems advisable.
3. The University faculty may invite other members of the University body to participate in its deliberations without voting privileges.
4. The University faculty may elect to honorary membership persons who have rendered meritorious service to the University.

B. The President of the University shall be the presiding officer of the University faculty.

C. The faculty shall:

1. Formulate rules and regulations for the government and discipline of the student body.
2. Provide for the establishment of the curricula and courses at the University.

3. Provide for the establishment of a program of extra-curricular education for students.
 4. Determine educational and academic policies of admission.
 5. Determine the requirements for academic degrees and recommend candidates for diplomas, academic degrees and academic certificates, which shall be conferred by the President of the University under the authority of the Board of Trustees.
 6. Recommend policies concerning awards, prizes and scholarships.
 7. Recommend policies relating to the administration of the University Library.
 8. Make recommendations for the conduct of formal exercises and public functions held under the auspices of the University.
 9. Adopt regulations governing its own procedures with authority to enact, amend and repeal its bylaws.
 10. Determine the duties which it will delegate to faculty committees and to the faculties of the several colleges and divisions of the University.
 11. Make recommendations concerning the establishment of any degree program or the disestablishment of any degree program.
 12. Consider and make recommendations for proposed changes in the University organization. Changes in University organization shall include the establishment or abolition of academic departments, colleges or divisions; the transfer of a department or division from one college to another; and the establishment or abolition of administrative offices that are directly concerned with academic matters.
- D. It shall be the privilege of the faculty:
1. To consider matters of general interest to the University and make recommendations thereupon to the President for transmission to the Board of Trustees.
 2. To make recommendations to the President, for transmission to the Board of Trustees, concerning the formation of policies governing appointments, promotions, tenure, dismissals, and salaries.
 3. To propose to the President, for transmission to the Board of Trustees, upon concurrence of two-thirds of those present, amendments to these bylaws, provided such amendment or amendments have been proposed in writing at the preceding regular meeting of the University Faculty.
- E. All matters of conflicting jurisdiction as to the exercise of powers by the several colleges and divisions shall be decided by the President of the University.

III. ADMINISTRATIVE OFFICERS OF THE UNIVERSITY

A. President of the University

The President of the University, as the executive agent of the Board of Trustees and the chief

executive officer of the University shall have general supervision of the affairs of the University.

In the event of a vacancy in the office of the President, an Acting President shall be chosen by the Board of Trustees to serve at the pleasure of the Board.

Subject to confirmation by the Trustees the President shall appoint the Provost, Vice Presidents, Deans and Directors of the University.

B. Provost

The Provost shall be the chief academic officer of the University next in authority to the President of the University. The Provost shall be a member of all University-wide councils and agencies and perform such other duties and responsibilities as the President of the University may assign, having in all matters a general responsibility to the President of the University.

In case of a temporary absence or disability of the President, the Provost shall perform the duties of the President.

C. Executive Vice President of the University

Under the direction of the President, the Executive Vice President of the University is the chief administrative officer of the University. The Executive Vice President has responsibility for: the annual budget process and budget office, administration, information technologies, administrative services, facilities, facilities planning and construction, institutional research and planning, purchasing, occupational health and safety, and such other duties and responsibilities as the President of the University may assign.

D. Vice President and University Treasurer

The Board of Trustees shall appoint the Vice President and University Treasurer upon nomination by the President of the University. The Vice President and University Treasurer shall be under the general supervision of the President of the University.

Subject to the direction of the President of the University and the Committee on Finance, the Vice President and University Treasurer is the chief financial officer of the University and shall be responsible for (1) billing and collection of amounts due, disbursing of funds, and accounting and reporting of University revenues, expenditures, assets, liabilities in accordance with the provisions of the Financial Accounting Standards Board and other regulatory bodies; (2) commercial banking and custodial services; (3) internal auditing including the adequacy of internal controls; (4) borrowing; (5) purchased and self insurance; (6) investment management of the endowment, operating and other funds; (7) the adequacy of operating and other reserves; (8) maintaining the financial authority limits; and (9) the reasonableness of projections of revenues for operating budget purposes.

In the absence of the Vice President and University Secretary or inability to act, the Vice President and University Treasurer shall affix the seal of the University to such documents as may require it.

E. Vice President for Student Life

Under the direction of the Provost, the Vice President for Student Life shall develop, coordinate and implement the total program of student services consistent with regulations promulgated by the faculty and trustees, including the following specific functions: counseling and student

development, student services for athletes, career services center, residence life, student health service, dean of students, and University and student centers.

F. Vice President for Administration

Under the direction of the Executive Vice President, the Vice President for Administration shall have responsibility for all personnel and employee relations functions, which include collective bargaining, grievance processing and contract administration for organized employee groups including the University faculty; providing a full range of employee services including benefits administration, training and professional development, employee assistance and wellness programs; and providing other programs and services to meet the needs of a diverse work force. The Vice President for Administration also supervises the Department of Public Safety which provides police, security, and parking services for the campus community.

G. Vice President and University Secretary

Under the direction of the President and the Board of Trustees, the Vice President and University Secretary is responsible for the administration of matters related to the Board of Trustees, its standing committees and visiting committees, including the official record of actions considered and taken by the Board of Trustees and its committees, providing staff support for the Board of Trustees and its committees, and is the liaison between the Board of Trustees and the University Administration.

The Vice President and University Secretary shall prepare the meeting booklet to be considered at regular meetings of the Board of Trustees and regular meetings of the several Standing Committees and shall forward such meeting booklet and supporting exhibits to each member of the committee three days before the regular meeting thereof. The meeting booklet for the semi-annual meetings of the Executive Committee shall include the semi-annual reports of the Standing Committees of the Board and the resolutions which are to be presented at the meeting of the Board immediately following. This regulation shall not, however, limit the consideration of any matters which may properly come before the Board of Trustees or its Standing Committees.

The Vice President and University Secretary shall be responsible for the records management and archives operations, the retention of legal counsel and such other duties and responsibilities as may be assigned.

The Vice President and University Secretary shall have responsibility for governmental relations with local, state, and federal governments. This shall include liaison with the legislative and executive branches of government to foster the goals and objectives of the University in serving the needs of the people of Delaware and the nation.

The Vice President and University Secretary shall affix the seal of the University to such documents as may require it.

H. Vice President for Development and Alumni Relations

Under the direction of the President, the Vice President for Development and Alumni Relations shall establish a comprehensive program to increase support of the University from individuals, foundations and corporations. In these endeavors, the Vice President for Development will encourage participation by all colleges, departments, and constituencies of the campus community.

Subject to the direction of the President, the Vice President for Development shall supervise and

direct the activities of the Office of Development and the Office of Alumni Relations and such other activities and functions of the University as the President may assign.

I. Vice President for Information Technologies

Under the direction of the Executive Vice President, the Vice President for Information Technologies is responsible for instructional, research, and administrative information technologies and services, including management information services, network and system services, University media services, user services, and the help center.

The Vice President for Information Technologies oversees standards and coordination of information technologies and services used and offered by all areas of the University.

J. Academic Deans of the University

1. Under the direction of the Provost, the Academic Deans of the University shall be as follows: Dean of the College of Agriculture and Natural Resources; Dean of the College of Arts and Science; Dean of the College of Business and Economics; Dean of the College of Human Resources, Education, and Public Policy; Dean of the College of Engineering; Dean of the College of Marine Studies; Dean of the College of Health and Nursing Sciences.
2. The dean of any college, in addition to other duties, shall have immediate charge of supervising and coordinating all research, instructional, and educational activities of that college.

K. Chairs of Academic Departments

Department Chairs shall be appointed by the President of the University, upon the recommendation of the appropriate deans and the Provost, for a term of five years subject to renewal, with the President having the authority to replace a department chair at anytime within a five-year term if, in the opinion of the President, Provost, and the appropriate dean, such action shall be desirable.

A Department Chair may be appointed for those departments that have at least one associate or full professor and two other full-time faculty members.

CHAPTER 3

INDEMNIFICATION OF TRUSTEES, DIRECTORS, AND OFFICERS

(Revised December 1997, May 1999)

- A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a trustee or officer of the University of Delaware, or is or was serving at the request of the University as a trustee, director, or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the University against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, if the trustee, director, or officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the University, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, however, the University shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such indemnification is authorized by the Board of Trustees. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the University, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Provided, however, if the action referred to above is brought by or in the right of the University to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the University unless and only to the extent that the Court of Chancery of the State of Delaware or the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the said Court shall deem proper.
- B. To the extent that any such person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph (A), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.
- C. Except as provided in paragraph (B) or ordered by a court, any indemnification authorized by paragraph (A) shall be made by the University only as authorized in the specific case upon a determination that indemnification of the trustee, director, or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraph (A). Such determination shall be made (1) by the Board of Trustees by a majority vote of trustees who were not parties to such action, suit or proceeding even though less than a quorum, or (2) by a committee of such trustees designated by majority vote of such trustees even though less than a quorum, or (3) if there are no such trustees, or if such disinterested trustees so direct, by independent legal counsel in a written opinion.
- D. Expenses (including attorneys' fees) incurred by the persons identified in Paragraph (A) in defending a civil or criminal action, suit or proceeding referred to in Paragraph (A) shall be paid in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such a person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the University as authorized by these bylaws.

- E. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which any such trustee, director, or officer 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 a trustee, director, or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

CHAPTER 4

ALTERATION OR AMENDMENT OF BYLAWS

These bylaws may be altered or amended at any meeting by a vote of a majority of all members of the Board.