

**BYLAWS  
OF  
ALLEGHENY COLLEGE**

*As adopted by  
The Board of Trustees  
October 18, 2025*

**BYLAWS  
OF  
ALLEGHENY COLLEGE  
October 18, 2025**

**ARTICLE I**

**THE BOARD OF TRUSTEES**

**Section 1.** The senior governance body of Allegheny College (the “College”) shall be its Board of Trustees (the “Board”), which shall possess the powers prescribed by law and in accordance with the College Charter. The Board’s powers shall include:

- (a) Determination and periodic review of the College’s mission and goals;
- (b) Appointment and replacement of the College President;
- (c) Oversight of all College systems and personnel;
- (d) Approval of the College’s educational programs;
- (e) Approval of the College annual budget;
- (f) Management of the College endowment;
- (g) Approval of College tuition and fees;
- (h) Approval of College borrowings and incurrence of debt;
- (i) Approval of the purchase and sale of College land and buildings and of building construction and major renovation;
- (j) Approval of earned and honorary degrees awarded by the College;
- (k) Approval of faculty determinations of tenure; and
- (l) Establishment and termination of fiduciary committees and other Board committees and task forces.

**Section 2.** To facilitate the Board’s fulfillment of its responsibilities, the Board’s membership shall include a Board Chair and Vice Chair.

**Section 3.** The powers of the Board Chair shall be:

- (a) To convene, preside at, and determine the agenda for Board meetings;

(b) To oversee the content and distribution of materials provided to the Board for each regular meeting;

(c) To preside at meetings of the Executive Committee;

(d) To appoint and remove all Board committee and task force members and Chairs;

(e) To advise and counsel the College President; and

(f) To coordinate the process for review of the College President's performance.

**Section 4.** The powers of the Board Vice Chair shall be to exercise the powers of the Chair in the event of the Chair's absence or incapacity.

## **ARTICLE II**

### **COMMITTEES OF THE BOARD OF TRUSTEES**

#### **Section 1. Board Committees**

(a) The Board's fulfillment of its responsibilities may be assisted by its fiduciary Committees: an Executive Committee; a Finance Committee; a Governance Committee; an Investment Committee; and an Audit and Risk Committee.

(b) Pursuant to Article I, Section 1 (l) above, the Board may from time to time establish other Board committees and task forces.

(c) Absent a determination otherwise by the Chair of the Executive Committee or by the committee Chair of the other committees so authorized by Article I, Section 1 (l) above, based on particular circumstances, all committee meetings and associated written materials shall be open to all Board members.

#### **Section 2. The Executive Committee**

(a) Except as otherwise provided, the Executive Committee shall possess the powers of the Board allowed by law under circumstances in which a full Board meeting cannot reasonably be convened to address the matter requiring Board attention or in other situations in which a full Board meeting shall be impractical.

(b) Executive Committee meetings shall be convened based upon a determination of need by the Board Chair, by the College President, or by three Executive Committee members.

(c) The Executive Committee membership shall be comprised of: the Chair, Vice Chair, the College President, and the Chairs of each fiduciary Committee and, from time to time at the discretion of the Chair, the Chairs of any non-fiduciary committees and up to four additional "ad hoc" Board members appointed by the Chair.

### **Section 3. The Finance Committee**

The Finance Committee shall oversee the College's financial performance and viability. Its responsibilities shall include oversight of the College budget, cash flow, increases and decreases in revenue and expenses, the extent of expenditures from the College endowment, and other key metrics as determined by the Finance Committee Chair in consultation with the College President. Its powers shall include recommendations to the full Board of the College's annual budget, capital projects, increases or decreases of College debt, changes in the College's financial administration, and other aspects of the College's operations affecting its financial performance and financial position. The Finance Committee shall meet at least four times a year and shall report to the full Board on the College's financial performance, viability, and performance according to key metrics at each regular Board meeting.

### **Section 4. The Governance Committee**

The Governance Committee shall make recommendations to the Board directed to enhancement of the systems of Board governance. Those recommendations shall include revisions to the bylaws; policies and procedures to enhance Board member participation and performance; a system for periodic evaluation of Board members; and a program for the selection and training of new Board members. The Governance Committee shall also be responsible for the nomination and renomination of candidates for trustee and for the nomination and renomination of the Board Chair and Vice Chair.

### **Section 5. The Investment Committee**

Acting within the scope of investment policy guidelines approved by the Board, the Investment Committee shall have charge of the investment of all funds in the endowment and any reserve funds of the College, including the power to effect purchases, sales, or exchanges of securities and other investment assets of the College. The committee may employ investment counsel and may delegate authority to purchase or sell securities for the account of the College to such counsel or to designated officers of the College subject to such limitations as the committee may impose. The committee shall present a written report on the status of the endowment and changes in investments to the Board at each regular Board meeting.

### **Section 6. The Audit and Risk Committee**

The Audit and Risk Committee shall assist the Board in the Board's oversight of the College's system of financial reporting and system of risk management. The Audit and Risk Committee's powers shall include authority to: select and arrange for engagement of the independent auditor; select and engage outside legal counsel or other advisors as necessary; oversee the system by which the College's management prepares the College's financial statements and related disclosures; request and obtain from management and other personnel oral or written reports on the College's financial position and College operations that may pose a risk to the institution; undertake inquiry and investigation into the College's financial reporting and system operations from a risk analysis oversight perspective; and make recommendations to the Board regarding the College's financial reporting and risk management oversight systems. The Chair of the Audit and Risk Committee shall possess financial reporting expertise, and at

least one other Audit and Risk Committee member shall have a background in corporate governance, financial reporting, finance, financial analysis, or management. The Audit and Risk Committee shall meet at least two times a year and more often as necessary.

## **ARTICLE III**

### **MEETINGS OF THE BOARD OF TRUSTEES**

**Section 1.** There shall be a minimum of three regular meetings of the Board annually, held in the Fall, Winter, and Spring, on such dates and at such places as may be designated by the Board Chair.

**Section 2.** Special Board meetings may be convened by the Chair, or the Chair shall do so upon a request by the College President or by a minimum of one-third of the Board's members.

#### **Section 3. Notice**

(a) Written notice of regular meetings of the Board shall be sent to each Board member via mail or via electronic communication at least thirty days before the date of the meeting. Written materials to be considered by the Board in connection with such meeting shall be distributed to the Board via mail or electronic communication at least five days prior to the meeting date.

(b) Written notice of special Board meetings shall be sent to each Board member via mail or electronic communication as determined by the Chair at least three days before the date of the meeting.

**Section 4.** Notice of regular and special Board meetings shall be sent to each Board member at the respective mail or electronic communication address supplied by each Board member to the Secretary for the purpose of notice.

#### **Section 5. Waiver of Notice**

A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted nor the purpose of the meeting need to be specified in the notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**Section 6.** A majority of the members of the Board or of a Board committee shall constitute a quorum, and the act of a majority of the members present shall be the act of the Board or committee, except as otherwise provided.

**Section 7.** Meetings may be held by telephonic or other electronic means as determined by the Board Chair, provided that all participants can hear each other and be heard.

**Section 8.** The Board and any committee may take action by unanimous written or verbal consent including electronic communication.

## **ARTICLE IV**

### **ELECTION OF THE BOARD OF TRUSTEES**

**Section 1.** The Board of Trustees shall consist of not less than twenty-five nor more than fifty persons, each of whom shall be elected to a four-year term by a majority of the Board upon nomination by the Governance Committee.

**Section 2.** Each Board member's term shall commence upon Board election. Upon expiration of a Board member's term, the member shall be eligible for renomination by the Governance Committee and re-election by the Board.

**Section 3.** The Board Chair and Vice Chair shall be selected at the Spring meeting by a majority of the Board upon nomination by the Governance Committee. The successor Chair and Vice Chair's terms of office shall commence on July 1. The terms of office of the Chair and Vice Chair shall not extend beyond three years absent renomination by the Governance Committee and new election by the Board.

**Section 4.** All Board members shall be subject to removal for cause, dereliction of duty, or any other reason by a majority of the Board.

## **ARTICLE V**

### **OFFICERS OF THE COLLEGE**

**Section 1.** The officers of the College shall consist of the College President, Chief Financial Officer, Secretary, and Provost.

**Section 2.** The President shall be the chief executive officer of the College and an ex officio voting member of the Board. As chief executive officer, the College President shall be responsible for all aspects of the College's operations and finances. The College President's powers shall include the power, on behalf of the Board, to perform all acts and authorize execution of all documents to make Board actions effective. The College President shall serve at the pleasure of the Board and shall periodically report to the Board on the College's performance and status.

**Section 3.** The Chief Financial Officer shall, subject to the authority of the College President, be responsible for the financial operations and reporting of the College. The Chief Financial Officer shall be the Treasurer of the College. The Chief Financial Officer's duties shall include responsibility for the receipt, custody and disbursement of financial assets; maintaining accurate books and records of account; preparation of financial statements in accordance with Generally Accepted Accounting Principles; monitoring compliance with applicable financial covenants and requirements; maintaining proper relations with the independent accounting firm reporting on the College's financial statements and maintaining compliance with auditor engagement documentation; interacting with credit rating agencies; ensuring the proper completion and timely filing of tax returns; compliance with requirements associated with student aid; making periodic reports as requested on the College's financial position and results of operations to the Board, its Finance Committee, and its Audit and Risk Committee; and such other duties as shall be assigned by the College President.

**Section 4.** The Secretary shall, subject to the authority of the College President, assist in ensuring sound Board governance and processes through facilitation of Board meeting scheduling and notification, pre-meeting distribution of meeting agendas and Board packages, the preparation and retention of meeting minutes, the maintenance of membership records, and such other duties as shall be assigned by the College President.

**Section 5.** The Provost shall perform such duties as may be assigned by the College President.

## ARTICLE VI

### THE FACULTY

**Section 1.** The Faculty shall be composed of the College President, those Deans with faculty status, and all Professors, Associate Professors, Assistant Professors, and full- and part-time Instructors. All members of the Faculty shall possess the education, training, and experience appropriate to their respective positions, with the particular objective of maintaining the College's tradition of excellence as a teaching institution and a leading liberal arts college.

**Section 2.** The Faculty shall meet at least once during each semester of the fiscal year, which shall be from July 1 through June 30. The President shall preside at all meetings of the Faculty unless the President designates another to do so. The President shall have the power to veto any action of the Faculty, and such veto shall be effective unless overridden by a Faculty vote of two-thirds. The Faculty shall elect a Secretary of the Faculty who shall keep minutes of each meeting which shall be accessible to any member of the Board or the Faculty.

Administrative officers who are not members of the Faculty may participate as non-voting attendees at Faculty meetings and may march in academic processions.

**Section 3.** The Faculty shall have the responsibility and power, subject to the approval of the Board of Trustees:

(a) To fix the requirements of the courses of study and the conditions of the right to graduation;

(b) To establish principles and methods for ascertaining the proficiency of students and for the assignment of honors; and

(c) To pass upon the probation, separation, and readmission of students, for reasons of scholarship.

**Section 4.** The Faculty shall have the sole power and authority to nominate students of the College for academic awards, diplomas, and degrees, and no honorary degree may be conferred by the College unless it shall have received a favorable recommendation by a majority vote of the Faculty.

**Section 5.** The President shall preside at all Commencements and shall officiate in the conferring of degrees authorized by the Board.

**Section 6.** Comprehensive procedures governing Faculty appointments, promotions, tenure, and dismissal shall be adopted by the Faculty and approved by the Board. Such procedures shall set forth the College's commitment to the principle and exercise of academic freedom.

## ARTICLE VII

### DISCRIMINATION PROHIBITED

College Board members, officers and employees shall not discriminate against any person on the basis of race, color, religion, creed, national origin or ancestry, ethnicity, sex, sexual orientation, gender identity, gender expression, age, or disability.

## ARTICLE VIII

### LIABILITY AND INDEMNIFICATION

Each trustee and officer of the College shall not be personally liable for monetary damages for any action taken, or any failure to take any action, in his or her role as such trustee or officer, provided, however, that this provision shall not eliminate or limit the liability of a trustee or officer to the extent that such elimination or limitation of liability is expressly prohibited by Pennsylvania law.

The College shall indemnify trustees and officers of the College and provide for advancement of expenses incurred in defending or complying with investigative processes in a civil, criminal, administrative, investigative, or other action, suit, investigation, or proceeding with respect to any action taken, or any failure to take any action, as such trustee or officer in all cases, unless otherwise prohibited by Pennsylvania law.

The Board, in its discretion, shall have the power to indemnify any employees or

agents of the College who were or are parties or are threatened to be made parties to any action, suit, investigation, or proceeding and to provide for the advancement of expenses incurred therewith to the full extent authorized by Pennsylvania law.

The College shall maintain appropriate insurance on behalf of any trustee, officer, employee, agent, or any other person acting as a representative of the College against any assertion or findings of liability, and associated expenses of investigative, litigation or other proceedings, arising out of his or her status as such.

## **ARTICLE IX**

### **DISSOLUTION**

Upon the dissolution of the College, the Board shall, after paying or making provisions for the payment of all of the liabilities of the College, dispose of all of the assets of the College exclusively for the purposes of the College in such manner, or to such organization or organizations structured and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the College is then located, exclusively for such purposes as said court shall determine. No private individual or entity shall share in the distribution of assets of the College.

## **ARTICLE X**

### **BYLAW PRECEDENCE AND AMENDMENT**

**Section 1.** These bylaws take precedence over all other institutional statements, documents, and policies except the College Charter.

**Section 2.** These bylaws may be amended or otherwise changed only upon a vote of the Board in person or via electronic communication by which all participants can hear each other and be heard following thirty-day notice setting forth proposed bylaw modifications. The Executive Committee shall have no such power.

**Section 3.** Upon adoption, these bylaws shall supersede all other bylaws heretofore.

Adopted the 18th day of October 2025