

BY-LAWS

IOWA WESLEYAN UNIVERSITY

Article 1. Offices

Section 1.01. Principal Office. The principal office of the Corporation shall be located at Mount Pleasant, Iowa.

Section 1.02. Other Places. The Corporation may conduct its operations, have offices, carry out its purposes, and exercise its powers anywhere in the world.

Article 2. Board of Trustees

Section 2.01. General Powers. The affairs of the Corporation shall be managed by its Board of Trustees. The Board of Trustees shall develop and adopt fundamental policies and programs to ensure that Iowa Wesleyan University shall achieve its purposes and provide a high quality Christian education. The Board of Trustees may exercise all powers of the Corporation and may carry out all functions not prohibited by the Restated Articles of Incorporation, these By-laws or law, including, but not limited to the following:

- (i) the establishment and review of the mission of Iowa Wesleyan University;
- (ii) the appointment and annual evaluation of the President;
- (iii) the approval of other officers and officials in accordance with these By-laws;
- (iv) the approval of degrees in course upon recommendation of the faculty, and the conferral of honorary degrees;
- (v) the establishment and review of the educational programs of the University;
- (vi) the approval of the annual budget of the University and the approval of major expenditures not included in the budget;
- (vii) the authorization of the construction and major renovation of buildings and campus environment;
- (viii) the authorization of the sale and purchase of land, buildings and major equipment for the use of the University and the demolition of buildings;
- (ix) the authorization of debt to be incurred by the University and the pledging of property as security therefore;
- (x) the establishment of charges for tuition and fees; and
- (xi) the undertaking and promotion of major fund-raising programs of the University.

Section 2.02. Number and Election. The number of Trustees which shall constitute the Board of Trustees shall be no less than twelve and includes the President of the University. There are four ex officio Trustees without vote.

- (a) The ex officio Trustees shall be:
 - (i) The Bishop of the Iowa Annual Conference of The United Methodist Church or the Bishop's designate;
 - (ii) the Senior Minister of the First United Methodist Church of Mt. Pleasant, Iowa;
 - (iii) the Chair of the Faculty of Iowa Wesleyan University; and
 - (iv) the President of the Iowa Wesleyan University Alumni Association or its designate.
- (b) The ex officio Trustees shall have the privilege of voting on any group and/or team on which they serve, but shall not have full Board voting privileges in the meetings of the Board of Trustees and shall not be counted for the purpose of determining a quorum to transact board business or any other purpose. Ex officio Trustees shall be liaison support to their representative bodies.
- (c) References in these By-laws to "elected Trustees" do not apply to ex officio Trustees.
- (d) The Board of Trustees may elect Trustees as Trustees' terms expire or become vacant and fill any vacancies, shall be elected in each year at the annual meeting of the Board. The Governance Group shall submit one nomination for each Trustee to be elected. Additional nominations may be made from the floor. The election shall be conducted by written ballot if there are more nominations than Trustees to be elected; otherwise a written ballot shall not be required.
- (e) At least fourteen days before any meeting of the Board of Trustees at which one or more Trustees or officers are to be elected by the Board, the Governance Group shall submit to the Board one nomination for each Trustee or officer to be elected. All elections and all acts of the Board of Trustees shall be valid and each elected Trustee may vote and be counted in determining the presence of a quorum at any meeting, regardless of any failure to comply with this Section or Section 2.02(d).

Section 2.03. Terms of Trustees.

- (a) The term of each elected Trustee shall be three years and shall continue until the term of the successor begins.
- (b) The term of each Trustee elected by the Board of Trustees shall begin immediately after the meeting at which the Trustee is elected, or if the Board of Trustees so decides, immediately upon election.

- (c) The term of a Trustee elected to fill a vacancy shall begin as provided in Section 2.03(b) or, if later, on the effective date of the vacancy. It shall end when the predecessor's term expires. If the vacancy occurred by reason of an increase in the number of Trustees, the Trustee shall serve the term provided for in Section 2.03(a).
- (d) The term of each ex officio Trustee shall begin when the Trustee begins to hold the office which entitles the Trustee to be a Trustee and ends when the Trustee ceases to hold that office. The ex officio Trustee designated by the Bishop of the Iowa Annual Conference shall serve at the pleasure of the Bishop.
- (e) An elected Trustee may resign at any time by filing a written resignation with the Chair or Secretary of the Board of Trustees or with the President. The resignation shall take effect upon filing, unless a later effective date is specified.

Section 2.04. Removal.

A Trustee may be removed at a meeting of the Board by the vote of two-thirds of the Trustees then in office for any cause deemed sufficient, after notice and reasonable opportunity for hearing. The Board or the Executive Committee may initiate removal proceedings. The Trustee may be present at the hearing and may be represented by counsel. The Board may determine other rules and procedures for the hearing.

Section 2.05. Vacancies.

A vacancy among elected Trustees may be filled by election of the Board of Trustees at any meeting. The procedure shall be the same as for election of Trustees under Section 2.02(d), except that the nomination(s) by the Governance Group need not be submitted in advance of the meeting.

Section 2.06. Regular Meetings.

- (a) Three regular meetings of the Board of Trustees (including the annual meeting) shall be held in each year. The annual meeting of the Board of Trustees shall ordinarily be held the week of spring commencement. The time and place of each regular meeting shall be fixed by the Board, the Executive Committee, or the Chair. At each annual meeting, the Board shall set tentative dates for at least the next three regular meetings.
- (b) A regular meeting for the transaction of business may also include participation of Trustees by teleconference or videoconference provided that the technological means used will allow all members to adequately participate in the meeting. Participation in such a way shall be considered attendance and counted towards quorum.

Section 2.07. Special Meetings.

- (a) Special meetings of the Board of Trustees may be called, and the time and place fixed by the Board of Trustees, the Executive Committee, the Chair, or by at least one-third of the Trustees then in office.

- (b) A special meeting for the transaction of business may also include participation of Trustees by teleconference or videoconference provided that the technological means used will allow all members to adequately participate in the meeting. Participation in such a way shall be considered attendance and counted towards quorum.

Section 2.08. Notice.

Notice of the place, date, and hour of each meeting of the Board of Trustees shall be given to each Trustee at least five days before a regular meeting and at least two days before a special meeting at the direction of the Chair, the Secretary, or the persons calling the meeting. If mailed, any notice given pursuant to the Restated Articles of Incorporation or these By-laws shall be deemed delivered when deposited in the United States mail addressed to the Trustee. If given electronically, notice shall be deemed delivered when sent by sender or posted online by sender. The purpose of the meeting need not be specified in the notice, except as required by the Restated Articles of Incorporation or these By-laws.

Section 2.09. Quorum.

A majority of the elected members of the Board of Trustees shall be a quorum for the transaction of business. A Trustee shall be deemed present at a meeting of the Board of Trustees if that Trustee participates in the meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

Section 2.10. Adjourned Meetings.

Any meeting of the Board of Trustees may be adjourned from time to time and to any place, without further notice, by the vote of a majority of the Trustees present at the meeting, even if there is no quorum.

Section 2.11. Vote Required for Action.

The act of the majority of the Trustees present at a meeting having a quorum shall be the act of the Board of Trustees unless a greater or lesser number is required by law, the Restated Articles of Incorporation, or these By-laws. The following actions may be taken by the majority of the Trustees present at a meeting without a quorum: appointment of a temporary chair of the meeting, the election of Trustees if the number of Trustees then in office is less than a quorum, or the adoption of a motion to adjourn the meeting. Whenever the minutes of a meeting of the Board of Trustees state that a motion or resolution was adopted or that an action was taken, the minutes shall be prima facie evidence that the motion or resolution was duly adopted or the action duly taken by the required vote.

- (a) Presumption of Assent. Trustee shall file a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent or abstention by registered mail or electronically through Trustee Portal to the secretary within 48 hours after the adjournment of the meeting. Such right to dissent or abstention shall not apply to a Trustee who voted in favor of such action.

Section 2.12. Waiver of Notice by Trustees.

Whenever notice is required to be given to a Trustee under a provision of law, the Restated Articles of Incorporation, or these By-laws, a waiver thereof in writing signed by the Trustee, before or after the meeting, shall be equivalent to the giving of notice. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver. The attendance of a Trustee at any meeting by the Board of Trustees shall be a waiver by the Trustee of notice of the meeting, unless the Trustee then objects that the meeting is not lawfully called.

Section 2.13. Action by Trustees Outside a Meeting.

- (a) With prior approval and specific instructions by the Board Chair, voting may be made by electronic means, in advance of proposed action to be otherwise considered at an upcoming regular or special meeting.
- (b) Any action required or permitted to be taken by the Board of Trustees, committee or group of the Board may be taken without a meeting if two-thirds of the Trustees, committee or group consent in writing to the adoption of a resolution or motion authorizing the action. Such written consent(s) shall be filed with the next minutes of a regular or special meeting.

Section 2.14. Emeriti Trustees.

- (a) A trustee who has served for a minimum of four consecutive terms and has been off the Board for at least six months may be, upon recommendation of the Governance Group, elected by a majority of the trustees as a Trustee Emeritus. This position shall be reserved for those who have records of distinctive service to the University. Trustee Emeriti shall receive notices of all Board meetings, to attend and speak at any and all such meetings they may wish to attend, and invited to be members of any group and/or team except the Executive Committee. They shall have the privilege of voting on any group and/or team on which they may serve, but shall not have voting privileges in meetings of the Board of Trustees and shall not be counted for the purpose of determining a quorum to transact Board business or any other purpose.
- (b) Emeriti Trustees shall serve for indefinite terms, which may be terminated by a majority vote of the Board of Trustees.

Section 2.15. Rules.

- (a) The Board of Trustees may adopt rules for the conduct of its meetings. Meetings shall be conducted using as a guide Robert's Rules of Order as revised from time to time, except as required by law, the Restated Articles of Incorporation, or these By-laws. The order of business at meetings of the Board shall be prescribed by the Policy and Protocol Manual.

- (b) Policies and procedures as stated in the Policy and Protocol Manual are considered to be an extension of the structure and governance of the Articles of Incorporation and the By-Laws of the University.

Section 2.16. Reliance on Acts of the Board.

Any person engaging in a transaction with the Corporation may rely on any act of the Board of Trustees shown in the minutes or in a certificate of the Secretary.

Section 2.17 Private Property of Trustees.

Private property of members of the Board of Trustees shall not be liable for corporate debt.

Section 2.18 Indemnity.

Iowa Wesleyan University shall indemnify any present or former Trustee, Officer or volunteer of this Corporation, and each such person who is serving or who has served at the request of this Corporation to the fullest extent possible against expenses, actually incurred by such person relating to his/her conduct as a Trustee, Officer, or volunteer, except that the mandatory indemnification required shall not apply (i) to a breach of duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for a transaction from which such person derived an improper personal benefit.

Section 2.19 Conflicts of Interests and Agreement to Serve.

- (a) All members of the Board of Trustees shall annually sign and comply with a Conflict of Interest policy regarding the University's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Trustee. This statement is derived from an adopted policy contained in the Policy and Protocol Manual intended to supplement but not replace any state laws governing conflicts of interest applicable to nonprofit and charitable corporations. The objective of this policy is to assist the University in identifying conflicts of interest and preventing material conflicts of interest and to avoid the appearance of such conflicts of interests in the manner in which the University is operated.
- (b) Each member of the Board of Trustees shall sign at the beginning of his/her-term the Statement of Trustee Commitment and Responsibility (contained in the Policy and Protocol Manual) evidencing understanding of duties outlined essential to the responsibilities.

Article 3. Structure of Board of Trustees

Section 3.01. Groups.

The groups of the Board of Trustees shall be the Governance Group, Mission Group and Resource Group. The following provisions apply to each group:

- (a) Each Trustee shall serve on at least one group. The members of each group shall be appointed by the Chair of the Board of Trustees at the annual meeting in each year, or upon the establishment of a new group authorized by action of the Board of Trustees, after consulting the Group Chairs.

- (b) The President of Iowa Wesleyan University and the Chair of the Board shall be members of each group.
- (c) Groups shall each develop charters of purpose to be discussed and evaluated for improvement annually. These charters shall be recorded in the Policy and Protocol Manual.
- (d) Groups shall develop and recommend policies to the Board of Trustees, but shall not adopt policies unless specifically authorized to do so by the Board of Trustees.
- (e) The officers of the University, the Faculty, and the students shall be encouraged to participate in the development of policies for Iowa Wesleyan University. Groups shall give careful consideration to their recommendations and suggestions.
- (f) Each Group will create Teams that report to their respective Group. Each Team will be comprised of at least one voting Board member. Additional membership of the Teams may include, but not be limited to, faculty, staff, students, alumni, and community members.

Section 3.02. Executive Committee.

The Executive Committee shall consist of the following members:

- (i) the Chair of the Board of Trustees, who shall be Chair of the Executive Committee;
 - (ii) the Vice-Chair;
 - (iii) the Group Chairs;
 - (iv) the Secretary of the Board of Trustees;
 - (v) the President of Iowa Wesleyan University; and
 - (vi) two Trustees appointed by the Chair and confirmed by the Board of Trustees.
- (a) The Executive Committee shall ordinarily meet at least once between regular meetings of the Board of Trustees. Meetings of the Executive Committee may be called by the Executive Committee, the Chair of the Board of Trustees, or the President of Iowa Wesleyan University. The Executive Committee may meet by telephone or electronic conference.
 - (b) Five members of the Executive Committee shall constitute a quorum at any meeting of the Executive Committee.
 - (c) The Executive Committee may exercise the powers of the Board of Trustees in the interim between meetings of the Board to the extent permitted by law. However, the Executive Committee shall not have the powers of the Board of Trustees regarding elections, confirmation of appointments, or filling vacancies. The Executive Committee shall coordinate the activities of the groups as well as any special committees and shall bring

policy recommendations to the Board of Trustees. The Executive Committee shall also give advice and counsel to the President.

- (d) Complete minutes of each meeting of or action by the Executive Committee shall be sent to each Trustee as soon as practicable after such meeting or action. At its next meeting, the Board of Trustees may ratify, modify, or disaffirm the acts of the Executive Committee.
- (e) The Executive Committee shall cause a certified public accountant to make an annual audit of all financial accounts, books, and records of the Corporation, and shall report the results of the audit to the Board of Trustees at the next regular Board meeting.

Section 3.03. Special Committees.

The Board may establish additional special committees as seems convenient to assist in carrying out its responsibilities.

Section 3.04. Vacancies in Groups.

If a member of any group ceases to be a Trustee, that person shall thereupon cease to be a member of the group. Any vacancy occurring in a group occurring between annual meetings shall be filled by the Chair of the Board of Trustees. However:

- (a) Before filling a vacancy in a group, the Chair of the Board shall consult with the Group Chair for that group.
- (b) The Chair's appointment to fill a vacancy in the Executive Committee or Governance Group shall be subject to confirmation by the Board of Trustees. However, the Chair's appointment shall be effective as an interim appointment until the next meeting of the Board of Trustees.

Article 4. Officers

Section 4.01. Number and Designation.

- (a) The officers of the Corporation shall be the officers of the Board of Trustees and the officers of Iowa Wesleyan University as provided in this Article.
- (b) The officers of the Board of Trustees shall be a Chair of the Board of Trustees (sometimes referred to in these By-laws as the "Chair"), a Vice-Chair, a Group Chair for each group, a Secretary, and such other officers as the Board of Trustees deems advisable.
- (c) The officers of Iowa Wesleyan University shall be a President, a Treasurer/Chief Financial Officer, and such other officers as the President or the Board of Trustees deems advisable.
- (d) No two or more offices shall be held by the same person.

Section 4.02. Chair of the Board of Trustees.

- (a) The Chair of the Board of Trustees shall be elected by and from the Board of Trustees. The election shall be held at each annual meeting of the Board.
- (b) When present, the Chair of the Board shall preside at all meetings of the Board of Trustees.
- (c) The Chair of the Board shall have all the usual duties and powers of the chair of a board of trustees and such other duties and powers as may be prescribed from time to time by the Board of Trustees.

Section 4.03. Vice Chair.

- (a) The Vice Chair shall be elected by and from the Board of Trustees. The election shall be held at each annual meeting of the Board.
- (b) In the absence of the Chair of the Board, the Vice Chair shall preside at its meetings.
- (c) At the request of the Chair, or when the Chair is unable to do so, the Vice Chair shall perform the Chair's duties and exercise the powers of the Chair.

Section 4.04. President.

- (a) The President shall be elected by and shall serve at the pleasure of the Board of Trustees, subject to the terms of any agreement made between them for services.
- (b) The President shall be the chief executive officer of the Corporation, and shall be responsible to the Board of Trustees for the successful implementation of policies adopted by the Board.
- (c) The President shall have authority, within limitations of the budget, to create and fill any administrative and academic positions the President deems necessary to the effective functioning of Iowa Wesleyan University.
- (d) The President may from time to time, unless otherwise directed by the Board of Trustees, authorize or direct any officer, agent, or employee of the University to perform any of the duties or exercise any of the powers of the President.
- (e) The President may authorize, make, and enter into on behalf of the Corporation all contracts, agreements, and instruments which in the President's judgment are necessary or advisable in the ordinary course of the Corporation's affairs or which shall be authorized by the Board of Trustees.
- (f) The President, on behalf of the Board of Trustees and the President, shall report annually to the Iowa Annual Conference on the state of Iowa Wesleyan University in such form and detail as the President deems appropriate.

- (g) The President shall have all the usual duties and powers of the president of a University and such other duties and powers as may be prescribed from time to time by the Board of Trustees.
- (h) The President shall serve as a voting member of the Board of Trustees.

Section 4.05. Group Chairs and Vice Chairs for Groups.

- (a) The Group Chair and Vice Chair for each group shall each be a Trustee and shall be appointed by the Chair of the Board of Trustees, subject to confirmation by the Board at each annual meeting. The Group Chair and Vice Chair shall be members of the group for which they are appointed.
- (b) The Group Chairs and Vice Chairs shall have such other duties and powers as may be prescribed from time to time by the Board of Trustees or the Chair of the Board.

Section 4.06. Secretary.

- (a) The Secretary shall be appointed by the Chair at each annual meeting of the Board of Trustees. The Secretary need not be a Trustee. In event of absence or inability to act, the Chair may appoint a temporary Secretary.
- (b) The Secretary shall act as Secretary of the Board of Trustees, the Executive Committee, and Iowa Wesleyan University.
- (c) The Secretary shall keep the minutes of the Board of Trustees and the Executive Committee.
- (d) The Secretary shall see that all notices are duly given as required by law, the Restated Articles of Incorporation or these By-laws.
- (e) The Secretary shall be the custodian of the corporate records and the seal of the Corporation and shall, when duly authorized, see that the seal is affixed to any instrument requiring it.
- (f) The Secretary shall have all the usual duties and powers of the secretary of a nonprofit corporation and such other duties and powers as may be prescribed from time to time by the Board of Trustees, the Chair, or the President.

Section 4.07. Assistants and Acting Officers.

The Board of Trustees may appoint any person as an assistant officer or acting officer. Each such assistant or acting officer shall perform the duties and exercise the powers of the specified officer whenever it is impractical for such officer to act personally, and shall have such other duties and powers as may be prescribed from time to time by the Board of Trustees, the Chair, or the President.

Section 4.08. Election and Confirmation Procedure.

Officers to be elected by the Board of Trustees shall be elected by written ballot if there is more than one nomination for the office; otherwise the election shall be by voice vote. Confirmation of officers appointed by the Chair of the Board of Trustees shall be by voice vote unless a written ballot is requested by a Trustee present at the meeting. All elections, confirmations, and acts of the Board of Trustees shall be valid regardless of any failure to comply with this Section.

Section 4.09. Terms and Qualifications.

Each officer, unless sooner removed as provided in Section 4.10, shall hold office for a term of one year or until the term of the successor begins. Except in the case of a vacancy, the term of a Chair or a Vice-Chair of the Board of Trustees elected before the annual meeting shall begin as if the election were held at the annual meeting. Any officer may resign at any time by filing a written resignation with the Chair or Secretary of the Board of Trustees. The resignation shall take effect immediately upon filing, unless a later effective date is specified therein.

Section 4.10. Removal.

Any officer or agent of the Corporation may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.11. Vacancies.

Any vacancy occurring in any office for any reason may be filled in the same manner in which the office was originally filled. If the office of Vice Chair or any Group Chair becomes vacant, the Chair may make an interim appointment which shall be effective until the next meeting of the Board of Trustees.

Section 4.12. Compensation.

The Board of Trustees may fix and provide for reasonable compensation of any or all of the officers and agents of the Corporation. However, any officer other than the President and the Chair of the Faculty who is a Trustee shall not receive compensation.

Article 5. Academic Affairs

Section 5.01. Faculty.

- (a) Except as otherwise provided in these By-laws, the members of the Faculty and administrative officers of the University shall be appointed by the President. Tenure shall be granted by the Board of Trustees upon recommendation of the President and the Mission Group.
- (b) The members of the Faculty shall consist of the President, the Vice President for Academic Affairs, the Registrar, Librarians holding academic rank, and all persons holding

tenure or carrying the rank of professor emeritus (but without vote), professor, associate professor, assistant professor, or instructor. The administrative officers may sit with the Faculty, without vote.

- (c) The President and the Faculty shall develop educational policies and prescribe curricula which shall maintain Iowa Wesleyan University as a standard University under the requirements of the Higher Learning Commission of North Central Association of Colleges and Schools, the University Senate of The United Methodist Church, and the Iowa State Board of Educational Examiners.

Section 5.02. Degrees.

- (a) The degrees of Bachelor of Arts, Bachelor of Science, and other Baccalaureate degrees; and Master of Science, Master of Arts, and other Master's degrees may be conferred by the University. The course of study to be required for each of such degrees shall be prescribed by the Faculty. The degrees for which students have completed the prescribed course of study shall be conferred upon them by the Board of Trustees.
- (b) The approval of the Board of Trustees shall be required for any new degree or any new academic program leading to a degree.
- (c) Honorary degrees shall be conferred only upon persons selected by the Board of Trustees or the Executive Committee after receiving the affirmative recommendation by the Governance Group. The Governance Group may receive recommendations of persons to receive honorary degrees from members of the Faculty, other Trustees, alumni of Iowa Wesleyan University and all other sources.

Article 6. General Provisions

Section 6.01. Seal.

The Corporation shall have a corporate seal which shall be circular in form and shall have inscribed thereon "Iowa Wesleyan University," "1842," and such other inscriptions as the Board of Trustees may direct. The seal may be affixed by causing it or a facsimile thereof to be impressed or reproduced or otherwise. The seal may be altered or changed in the same manner as Article 7 Amendments.

Section 6.02. Contracts, Conveyances, Written Instruments.

- (a) All contracts, conveyances, and instruments creating or securing debt and releases thereof, except those arising in the ordinary course of the Corporation's affairs, shall bear the corporate seal and shall be executed upon the authority of the Board of Trustees or the Executive Committee by one of the following officers and shall be attested by another of them: Chair of the Board of Trustees, the Vice Chair, the President, or the Secretary.
- (b) The Board recognizes that certain events or circumstances could occur that are beyond the control of the University and would make some, if not all, of the University's contracts, policies, and procedures unfeasible or even impossible. The University may cancel any or all internal contracts or policies, including faculty and staff employment

contracts, due to any of the following causes: acts of God, epidemic, pandemic, quarantine, plague, outbreaks of infectious disease or any other public health crisis, riots, strikes, accidents, explosions, rebellion, civil unrest, civil war, mob violence, terrorist acts, civil commotion, natural catastrophes, fires, storms, floods, hurricanes, earthquakes, tornadoes, blizzards, destruction by lightning or other storm, generalized lack of availability of raw materials or energy, other sudden and extreme circumstances that are beyond the reasonable control of the University, significant changes in the organizational structure of the University, substantial changes in University programs or departments, unanticipated lack of budget funds, or financial exigency. Steps to be taken to cancel internal contracts or policies due to one of these reasons are outlined in detail in the University Faculty Handbook and Employee Handbook, as approved by the Board of Trustees.

Section 6.03. Definitions.

- (a) Any term which shall be defined in the Iowa Nonprofit Corporation Act shall have the same meaning wherever used in the Restated Articles of Incorporation or in these By-laws, unless the context shall clearly indicate otherwise.
- (b) Wherever used in the Restated Articles of Incorporation or in these By-laws, unless the context or other provision of the Articles of Incorporation or these By-laws shall clearly indicate otherwise, the use of the singular shall include the plural, and vice versa; and the use of any gender shall be applicable to any other gender.
- (c) An Executive Session of the Board of Trustees shall be defined as any designated meeting of elected voting Trustees and any others by invitation of the Chair.
- (d) The fiscal year shall be June 1 to May 31.

Article 7. Amendments

Section 7.01. Amendments to By-laws.

- (a) These By-laws may be amended by the vote of a majority of the Trustees present at any meeting of the Board of Trustees at which a quorum is present, if written notice setting forth the proposed amendment has been delivered or sent to each Trustee at least seven days before such meeting. If such notice has not been given, these By-laws may be amended at any meeting of the Board of Trustees by the vote of two-thirds of the number of Trustees then in office.
- (b) Any motion or resolution of the Board of Trustees which amends these By-laws shall be published and distributed as part of these By-laws.