

**Resolution of the
Muskingum University
Board of Trustees**

BE IT RESOLVED that the Board of Trustees of Muskingum University hereby adopts the following Amended and Restated Articles of Incorporation pursuant to R.C. §1702.38 to supersede and consolidate the Amended Articles of Incorporation of Muskingum University filed with Office of the Ohio Secretary of State on April 27, 1983, and as further amended and filed with the Office of the Ohio Secretary of State on June 24, 2009:

**Muskingum University
Amended and Restated Articles of Incorporation
(Adopted April 17, 2020)**

- Article 1. The name of the Corporation shall be **MUSKINGUM UNIVERSITY**.
- Article 2. The principal office of the Corporation shall be located at New Concord, Muskingum County, Ohio.
- Article 3. The purposes for which the Corporation is formed are as follows:
- (1) The general purpose of the Corporation shall be to operate, maintain, and oversee a religiously affiliated university and to promote other charitable endeavors consistent with the Ohio Revised Code as amended, these Articles, and the Bylaws of the Corporation.
 - (2) The specific purpose of the Corporation is to qualify as an organization exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code as amended, its regulations or the corresponding provision of any applicable future United States Internal Revenue law or regulations, and for any and all other lawful purpose or purposes for which a corporation may be organized under the Ohio Revised Code, as amended.
 - (3) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private 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 in Article Three hereof. No substantial part of the activities of the corporation shall be the promotion of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of

statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 4. The Corporation's directors shall be known as "trustees." The Corporation shall be controlled by a Board of Trustees, the membership of which shall be specified by the Corporation's regulations.

Article 5. Each trustee and officer shall disclose to the Board of Trustees any known potential conflict of interest with the Corporation and shall avoid participating in any decision or advocating any subject matter before the Board in which the trustee or officer, a business in which the trustee or officer is an owner or an employee, or a member of the immediate family of the trustee or officer has a financial interest. The Board of Trustees shall adopt such bylaws, regulations, and/or policies as it may deem appropriate to ensure that all trustees and officers avoid conflicts of interest with the Corporation.

Article 6. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

Article 7. These Amended and Restated Articles of Incorporation supersede and take the place of the existing Amended Articles of Incorporation and any amendments thereto.

REGULATIONS AND BYLAWS OF MUSKINGUM UNIVERSITY

INTRODUCTION

Article IV of the Muskingum University Amended and Restated Articles of Incorporation authorizes the Board of Trustees to conduct the business of the University in accordance with such Regulations and Bylaws as may be adopted and thereafter amended by a two-thirds majority of the Board's membership.

The following Regulations and Bylaws of the institution were so adopted by the Board effective May 6, 2022 as an amendment in the entirety of all prior Board Bylaws and the Code of Regulations.

ARTICLE I

Mission of the University

Section 1. The mission of Muskingum University is to offer quality educational programs in the liberal arts and sciences in the setting of a residential, coeducational, church-related university, and in the context of a caring community where individual fulfillment is encouraged and human dignity is respected. Its primary purpose is to develop – intellectually, spiritually, socially, and physically – whole persons, by fostering critical thinking, positive action, ethical sensitivity, and spiritual growth, so that they may lead vocationally productive, personally satisfying, and socially responsible lives.

Section 2. Amendments to the statement of mission shall be formulated by the Trustees with the input of the Faculty of the University, and shall be approved by the Trustees as an amendment to these Regulations and Bylaws, and thereafter shall be clearly stated to students and the public through the publications of the University.

Section 3. The statement of mission, which shall not be inconsistent with these Regulations and Bylaws, shall serve as the basis for the educational and operational programs of the University.

ARTICLE II

Trustees

Section 1. Authority of Trustees

The property, business, and affairs of the University shall be controlled and managed by a Board of Trustees, to include such members and in such numbers as defined by these Regulations and Bylaws. The Board of Trustees shall conduct its business in accordance with these Regulations and Bylaws, which may be amended from time to time in accordance with the requirements for amendment stated herein.

Section 2. Voting Trustees

The voting membership of Muskingum University's Board of Trustees shall consist of not less than twenty-one (21) or more than thirty-three (33) total Trustees and shall include the following persons:

A. Designated Trustees

The President of the University, the President of the Student Senate, the President of the Alumni Council, and the Executive Secretary of the Faculty.

B. Elected Trustees

Such other Trustees as are elected to the Board by its membership.

Section 3. Election of Trustees

A. Classes

Each nominee for the position of elected Trustee, at the time of nomination, shall be designated for election to one of three Trustee classes defined by the expiration date of the terms of members of such class. The goal of the class system is for approximately one-third of Trustee terms to end in each class year. Upon election, such member's initial term shall expire along with that of others in the Trustee class to which elected.

B. Terms

Following the initial term, an elected Trustee shall be eligible for re-election to up to three successive three-year terms (up to 12 years in total).

C. Elections

The Board may consider the nomination of a person not currently serving as an elected Trustee for a vacancy on the Board that has occurred due to the expiration of a Trustee's term, the death or resignation of a Trustee, or the removal of a Trustee pursuant to this Article, at any regular meeting or at a special meeting if specified in the notice thereof. Election or re-election of Trustee classes, as such, when approaching term expiration, will be considered at the Board's annual Spring Meeting. In the event of an election, the nominee receiving the greatest number of votes from among those nominated to fill a specific vacancy shall be elected.

D. Removal of Trustees

Elected Trustees shall hold office until the expiration of the term for which they were elected or until their successors are elected and qualified; however, any individual Trustee may be removed, either with or without cause, at any time, by the affirmative vote of two-thirds (2/3) of the Trustees then serving, taken at a special meeting of the Board called for that purpose. Removal shall be effective at such time as shall be specified in the resolution of the Board determining that the Trustee is subject to removal.

Section 4. Trustee Emeritus Status

The Board may award the honorary, non-voting status of Emeritus Trustee to Trustees who have retired from active service on the Board and have met the qualifications the Board has established for such appointment.

ARTICLE III Elected Officers

Section 1. Elected Officers

The Elected Officers of the University Board of Trustees shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and such additional Officers and assistant Officers as the Board shall authorize and elect. The Elected Officers of the University shall have such rights and responsibilities as prescribed by law and as otherwise set forth in Officer descriptions stated in the *Board of Trustees Handbook*.

Section 2. Election

The Elected Officers of the University shall normally be elected at the annual Spring Meeting for three-year terms. An Officer may serve up to two such three-year terms. Elections to fill the unexpired term of an Officer may occur at other meetings. In the event of an election, the nominee receiving the greatest number of votes from among those nominated to fill a specific vacancy shall be elected.

The current Vice-Chair, presuming he or she appropriately fulfills the roles and responsibilities of the office, may stand for election to succeed the Chair upon completion of the current Chair's term and if so elected, may serve as Chair notwithstanding his/her otherwise applicable maximum tenure as a Trustee.

Section 3. Removal of Officers

The Elected Officers of the University shall hold office until the expiration of the term for which they were elected or until their successors are elected and qualified; however, any individual Officer may be removed, either with or without cause, at any time, by the affirmative vote of two-thirds (2/3) of the Trustees then serving taken at a special meeting of the Board called for that purpose. Removal shall be effective at such time as shall be specified in the resolution of the Board determining that the Officer is subject to removal.

ARTICLE IV University Administration

Section 1. The President of the University

- A. The Chief Executive Officer shall be the President of Muskingum University who shall be employed by, and shall be directly responsible to, the Board of Trustees.
- B. In accordance with section II.2.B of these Regulations and Bylaws, the President shall serve as a Designated Member of the Board of Trustees, and in that capacity shall serve as an ex officio member of the Committees of the Board, and shall further serve as Chair of the Faculty, a responsibility that may be delegated to an individual of the President's choosing.
- C. It shall be the responsibility of the President to exercise leadership in and to administer the property, business, and total affairs of the University, subject to the oversight of the Board of Trustees.

ARTICLE V Meetings

Section 1. Meetings

Two regular meetings of the Board shall be conducted annually. The Spring Annual Meeting and the Fall Meeting shall be held in their respective seasons. In addition, an annual Retreat of the elected Trustees will be held in either the Winter or Summer as the President and the Executive Committee may elect.

Section 2. Notice of Regular Meetings

Such regular meetings shall be called by the President of the University, or in his/her absence or failure to do so, by any Officer of the Board and may be conducted at such time and place as the President or such other Officer shall designate in a written notice of such meeting, which shall be mailed or electronically transmitted to each Trustee not less than 10 nor more than 90 days prior to such meeting. When possible, the notice of such regular meeting shall be accompanied by an agenda for the meeting, but other business not set forth on such agenda may be considered and acted upon at such regular meetings.

Section 3. Special Meetings

Special meetings of the Board may be called at any time by the President of the University, by the Chair of the Board, or by not less than 25 percent of the then duly elected and acting Trustees, which special meeting shall be conducted at such time and such place as is set forth in the written notice of such special meeting, which notice shall be mailed or electronically transmitted to each Trustee not less than five days before the date of such meeting.

Section 4. Notice of Special Meetings

The notice of such special meeting also shall set forth the matters to be acted upon at such meeting, and the Board shall not consider or act upon any other matters without the unanimous consent of the Trustees who are entitled to receive notice of such meeting.

Section 5. Waiver of Notice

Waiver of notice of the time, place, and purpose (when applicable) of any regular or special meeting of the Board may be given in writing by any Trustee prior to or after any such meeting, and attendance at any meeting without protesting prior to or at the commencement of the meeting any claimed lack of proper notice shall be deemed to be a waiver of notice of such meeting.

Section 6. Means of Conducting Meetings

The Board may conduct regular or special meetings and all Committee meetings, with appropriate notice thereof as provided in this article, through any form of communications equipment (electronic or otherwise) if all members participating in such special meeting can hear all other members participating in such meeting. Participation in such a meeting by communications equipment for any purpose (other than to protest lack of proper notice) constitutes presence at such meeting for all purposes, including quorum purposes.

ARTICLE VI Action Without Meeting

Any action of the Board that may be authorized or taken at a regular or special meeting may be authorized or taken without a meeting in a writing or writings signed by all the Trustees who would be entitled to receive notice of a meeting held for such purpose.

ARTICLE VII
Quorum and Majority Vote

Section 1. Quorum

At all meetings of the Board a majority of the Trustees entitled to receive notice of such meetings shall be present in person or participating via communications equipment in order to constitute a quorum to do business; provided, however, that where authorized by the Executive Committee and where with the notice of meeting, the precise resolution to be considered has been presented in written form to the Trustees entitled to such notice, any Trustee who cannot or does not attend the meeting may vote on the resolution by written ballot and such vote for or against the resolution shall be counted in determining the success or failure of the resolution, provided that such ballot is received by the University not more than five business days after the date of such meeting.

Section 2. Majority Vote

Unless otherwise required by law or these Regulations and Bylaws, the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE VIII
Order of Business

Section 1. Presiding Officer

The Chair of the Board shall preside at all meetings of the Board, except that in his/her absence or at his/her request, the Vice-Chair shall preside, and in the event of the absence of both the Chair and the Vice-Chair, the Board shall select one of its members to preside.

Section 2. Parliamentary Rules

All meetings of the Board shall be conducted in accordance with protocols established by the Chair, with any rule of order subject to being overridden by a vote of the majority of the Trustees present.

ARTICLE IX
Committees

Section 1. General

There shall be a standing Executive Committee, a standing Governance Committee, a standing Audit Committee and such Strategic and Ad Hoc Committees as the Board deems necessary or appropriate in order to properly discharge its responsibilities.

Section 2. Executive Committee

The Executive Committee shall be composed of Officers of the Board who are elected Trustees, the President of the University, the Chair of the Governance Committee, the chair of the Audit Committee, and the Chairs of each of the Board's Strategic Committees.

The following provisions apply to such Executive Committee.

A. Responsibilities

The responsibilities of the Executive Committee shall be:

- to serve as a sounding board and provide guidance to the Chair and the President,
- to administer the selection of and conduct the performance and compensation review of the President,
- to coordinate functions and responsibilities among Committees and assure alignment to the Strategic Plan, and
- to act on behalf of and with the full authority of the Board between meetings of the Board, subject to any limitations established by the Board or by resolution of the Board. The Executive Committee's authority to act on behalf of and with full authority of the Board between regular meetings does not include the following powers, which are reserved for the Board: (i) election or termination of the President, (ii) elections of and filling vacancies of Trustees and Board Officers, (iii) changes in the mission of the University, (iv) amendments to the Articles of Incorporation or these Regulations and Bylaws, (v) incurrence of corporate indebtedness in excess of ten percent (10%) of the University's net assets, (vi) sale or other disposition of real estate and other tangible property in excess of one percent (1%) of the University's net assets, (vii) adoption of the annual budget, and (viii) conferral of degrees.

The Executive Committee shall report its actions to the Board at each meeting of the Board, and any actions that then are or remain executory shall be subject to confirmation by the Board.

B. Chair

The Chair of the Board of Trustees shall be the Chair of the Executive Committee and shall preside at all meetings of such Committee, except that, in the absence of or at the request of the Chair, the Vice-Chair shall so preside. In the event both the Chair and the Vice-Chair are absent or otherwise unable to preside, the Executive Committee shall select one of its other members to preside.

C. Meetings

The Executive Committee shall meet upon the call of the Chair, the Vice-Chair, the President of the University, or the written request of one-third of its total membership. Such meetings may be held at such place as shall be designated in the written notice thereof, which shall be given to each member by mail or electronic transmission not less than three days before such meeting. Notice of any meeting may be waived by any member in writing, before or after such meeting.

D. Quorum

At all meetings of the Executive Committee, a majority of the members entitled to notice of such meeting shall constitute a quorum. Action taken at any meeting at which a quorum is present shall be by majority of those present.

E. Actions without Meeting

Any action of the Executive Committee that may be authorized or taken at a meeting may be so authorized or taken without a meeting in a writing or writings signed by all of its members.

Section 3. Governance Committee

A Governance Committee will be established by the Board to provide guidance and recommendations to the full Board of governance matters. In addition, the Chair of the Board of Trustees and the President of the University shall serve as ex officio members of the Governance Committee.

The responsibilities of the Governance Committee shall include but not be limited to:

- recommend best governance practices for consideration by the Board,
- qualify and nominate potential candidates for new Trustees to the Board,
- coordinate Trustee, Officer, and Committee Chair terms to assure that rotations are appropriately staggered,
- draft and propose governance processes and procedures to the Board, including new Trustee orientation and training, Trustee resources and materials, and Trustee assessment and reviews,
- oversee and procedurally administer elections of Officers and Trustees, and
- periodically review and recommend revisions to these Bylaws.

Section 4. Audit Committee

An Audit Committee shall be established with responsibility for oversight of the financial reporting process, the system of internal controls of the University including data and cybersecurity, the audit process, and the University's process for monitoring compliance with laws and regulations. The Audit Committee shall:

- recommend to the Board the appointment of the outside independent auditor,
- review the auditor's management letter, when produced, and the institution's responses to it, and
- report on the financial and cybersecurity activities of the University and address questions at each regular Board meeting.

The Audit Committee is expected to conduct its work independently and without undue influence from outside the Committee.

Section 5. Strategic Committees

The Chair may establish Strategic Committees as necessary to carry out the strategic objectives of the University, with the approval of the Board. Such Strategic Committees are not considered permanent Committees and may be dissolved by vote of the Board once their designated objectives have been fulfilled. Strategic Committees do not need to be reauthorized, once created, unless they have been previously dissolved. Unless designated by the Chair as a "Strategic Committee" or "Subcommittee," any Committee that is not a Standing Committee shall be deemed an Ad Hoc Committee.

Section 6. Committee Membership and Leadership

The Chair of the Board shall appoint the Chair of each Standing Committee, Strategic Committee, Ad Hoc Committee, or Subcommittee, selecting a Trustee appropriately suited from among the elected Trustees. The Chair of each Standing Committee, Strategic Committee, Ad Hoc Committee, or Subcommittee, in consultation with the Chair of the Board, the President of the University, and the individual Trustees, shall then select members appropriately suited to serve that Committee or Subcommittee from among the Trustees. The Chairs of the Strategic and Ad Hoc Committees and the Chairs of the Subcommittees shall consult with the President of the University regarding appointment to each Committee or Subcommittee of appropriate faculty and student representatives.

In addition, non-Trustee members or resource persons for any Strategic or Ad Hoc Committee or Subcommittee may be designated by the Chair of the Board. Non-Trustee members of Strategic and Ad Hoc Committees and Subcommittees shall be nonvoting members of such Committees: provided, however that they may be granted by the Chair the authority to vote on matters of business duly coming before the body, where the grant of such authority is deemed appropriate and in the best interests of the University. Any non-Trustee member of a Strategic or Ad Hoc Committee or Subcommittee granted the authority to vote on matters of business coming before the body shall undertake his or her responsibilities in a manner that is consistent with the fiduciary duties that govern the service of all Trustees. Non-Trustee members of Strategic and Ad Hoc Committees and Subcommittees shall serve one-year terms, which may be renewed annually by the Chair of the Board, upon the recommendation for reappointment made by the Chair of the Committee or Subcommittee on which the non-Trustee member serves.

Section 7. Subcommittees

The Chair of any Standing or Strategic Committee, in consultation with the Chair of the Board and the University President, where appropriate, may create one or more Subcommittees of the relevant Committee.

Section 8. Responsibilities of the Strategic Committees

The primary purpose of each Strategic Committee is to provide a forum for in-depth investigation, discussion, and consideration of topics within the Committee's sphere of interest or expertise, with a view toward presenting to the full Board the Committee's recommendations on such topics. Because the Strategic Committees are populated with members and resource persons of diversified talents, skills, and experience, the Board desires the description of any Strategic Committee's "jurisdiction" to be inclusive and illustrative only; not exclusive or confining. The Board reserves the right to refer any particular matter to any Strategic Committee, any Subcommittee, or any combination of Strategic Committees, Subcommittees, or both that it believes are best suited to furnish appropriate recommendations.

Section 9. Ad Hoc Committees

The Board from time to time may create such Ad Hoc Committees as it deems necessary or appropriate to conduct business of a temporary or task-specific nature.

Section 10. Authority and Responsibility of Committees

With the exception of the Executive Committee, whose scope of authority is outlined in this Article above, no Standing Committee, Strategic Committee, Ad Hoc Committee or Subcommittee has the authority to undertake decisions that bind the University or the Board, absent approval by the Board. Each such Committee shall regularly report to the Board regarding actions undertaken in response to its assigned duties and any recommendations it may choose to make.

ARTICLE X
Indemnification

Section 1. Obligation to Indemnify

To the extent permitted by Ohio law, the University shall indemnify any present or former Trustee, Officer, Committee member, administrative staff resource person to a Committee, or key administrative staff employee (the “Indemnitee”) against expenses (including attorney’s fees), judgements, decrees, fines, penalties, amounts paid in settlement and other liabilities in connection with the defense of any pending or threatened action, suit, or proceeding whether criminal, civil, administrative, or investigative, to which such person is or could reasonably expect to be made a party, provided:

- A. that the Indemnitee was not guilty of willful or wanton misconduct in the performance of his or her duty to the University,
- B. that the Indemnitee acted in good faith in what he or she reasonably believed to be the best interests of the University, and
- C. that in any matter the subject of a criminal action, suit, or proceeding, the Indemnitee had no reasonable cause to believe that his or her conduct was unlawful.

Section 2. Determination

The determination as to Section 1(A), (B), or (C) above shall be made:

- A. by a majority vote of a quorum of the Board consisting of said Trustees who are not or were not parties to or threatened with such action, suit, or proceeding; or
- B. if such a quorum is not available, or even if obtainable if a majority of such quorum of disinterested Trustees so directs, by a written opinion of independent legal counsel to whom the matter may be referred by a majority of Trustees.

Section 3. Termination of Claim

The termination of any claim, action, suit, or proceeding by judgement, order, settlement, conviction, or plea of guilty or nolo contendere shall not create a presumption that the Indemnitee did not meet the standards of conduct set forth in Section 1.

Section 4. Successful Defense

To the extent that any Indemnitee has been successful on the merits, on procedural grounds or otherwise, with respect to any such action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, the Indemnitee shall be indemnified against expenses incurred in connection therewith regardless of the determination specified in Section 2.

Section 5. Non-Exclusive

The indemnification provided by this Article X shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled to as a matter of law, or pursuant to the Articles of Incorporation, the Regulations and Bylaws, agreements, insurance coverage, action of the Trustees, or otherwise.

Section 6. Non-Limiting

Irrespective of the provisions of this Article X, the Board at any time or from time to time, may approve the indemnification of Trustees and Officers or other persons to the full extent permitted by the provisions of the Ohio General Non-Profit Corporation law at the time in effect, whether on account of part or future transactions; provided, however, that, no change in the law of Ohio decreasing the rights of indemnification shall be deemed to derogate from or decrease any right of indemnification that shall have accrued or vested prior to the change in such law. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effect of the remaining provisions of this Article shall not be affected.

ARTICLE XI Amendments

These Regulations and Bylaws may be amended, repealed, or superseded by new Bylaws at any regular meeting of the Board, or at any special meeting called for such purpose, by an affirmative vote of two-thirds of the total membership of the Board.

Adopted: May 6, 2022