

Resolutions of The Board of Trustees

Lincoln University, PA

RESOLUTION 376 **February 12, 2011**

PROPOSED AMENDMENT TO THE BY-LAWS OF RES376_021211 LINCOLN UNIVERSITY OF THE COMMONWEALTH SYSTEM OF HIGHER EDUCATION

WHEREAS, The Lincoln University Board of Trustees appointed an Ad Hoc By-laws Committee to review pertinent Articles and Sections of Lincoln University's By-laws with respect to the length of the term a Trustee shall be eligible to serve; and

WHEREAS, Article II, Section 2(G) of the By-laws of Lincoln University, adopted November 20, 1999 by the Board of Trustees and amended July 1, 2005 (the "By-laws"), provides that "[i]f immediately prior to the expiration of a term a Trustee shall have served as such for a period of eight or more consecutive years, such Trustee shall not be eligible for re-election as a Trustee in the same category until the annual meeting following the annual meeting at which the prior term expired[.];

WHEREAS, Article II, Section 2(G) of the By-laws is silent as to the effect of this Article on the expiration date of any Trustee, elected as a Chairman, Vice Chairman, or Secretary during the length of their terms as officers and Trustees; and

WHEREAS, The Board of Trustees is desirous of utilizing the expertise and experience of such Trustees who were elected and qualified as officers of the Board of Trustees; and

WHEREAS, The Board of Trustees approves the following amendment to the By-laws to provide for the continuity of such leadership within the Board of Trustees; therefore be it

RESOLVED, that Article II, Section 2(G) is amended and restated to read as follows:
G. If immediately prior to the expiration of a term a Trustee shall have served as such for a period of eight or more consecutive years, such Trustee shall not be eligible for re-election as a Trustee in the same category until the annual meeting following the annual meeting at which the prior term expired; **provided, however, that the provisions of this sentence shall not apply to any Trustee who is serving at the time the provisions of this sentence would otherwise apply as the Chairman; Vice Chairman or Secretary of the Board.**