

**RESOLUTION OF
THE BOARD OF TRUSTEES**

**Lincoln University
Lincoln University, PA 19352**

**RESOLUTION 596
February 9, 2019**

**PROPOSED AMENDMENT TO THE BYLAWS OF
LINCOLN UNIVERSITY OF THE BOARD OF
TRUSTEES, ARTICLE II, SECTION 2E**

RES596_020919

WHEREAS, the Lincoln University Board of Trustees appointed an Ad Hoc Bylaws Committee to review the Bylaws of Lincoln University of the Commonwealth System of Higher Education adopted by the Board of Trustees on November 20, 1999 and as amended on September 15, 2018, July 1, 2014 and on February 12, 2011 in its entirety (the "Bylaws"); and

WHEREAS, Article II, Section 2E of the Bylaws, provides that, "the Board may from time to time elect Trustee Emeriti who may sit with the Board at all regular or special meetings but shall have no vote. A Trustee Emeritus may be eligible for membership and serve on any committee of the Board and Trustees Emeriti may attend the meeting of any committee of the Board;" and

WHEREAS, the position of Trustee Emeritus is an honorary title that does not carry fiduciary responsibilities; therefore, be it

RESOLVED, that the Board of Trustees approves the Proposed Amendment to Section 2E, Article II, as amended, as follows:

The Board may from time to time elect Trustees Emeriti for exceptional service to the University upon nomination by the Committee on Trustees, Degrees and Nominations. Criteria for said nominations shall be established by the Committee. Trustees Emeriti will serve in an advisory capacity to the Board Chair on matters identified by the Chair and germane to the mission of the University.