

THE
CONSTITUTION
OF
THIEL COLLEGE

October, 2002

THE CONSTITUTION

ARTICLE I. NAME, PURPOSE, PROPERTY, AND CONTROL

Section 1. The name of this corporation, in accordance with its amended charter, is "Thiel College." Its principal place of business is Greenville, Pennsylvania. (Chartered by the Legislature of the Commonwealth of Pennsylvania, April 14, 1870.)

PURPOSE

Section 2. The purpose of this institution shall be to provide Christian higher education, preparing young men and women for service in the Church and in the various professions and vocations.

PROPERTY

Section 3. The property of Thiel College, both real and personal, shall be forever held by the Board of Trustees of said College as a sacred trust for the purpose and intent of furthering the cause of Christian education. It shall conduct its work in close relationship with the Evangelical Lutheran Church in America as its successor.

CONTROL

Section 4. The control and direction of the corporation shall be vested in a Board of Trustees.

PARTICIPATION BY OTHER LUTHERAN CHURCH BODIES

Section 5. Any Synod of the ELCA, or any other Lutheran Synod, conference, or body, which shall have declared its approval of the purpose of the corporation and its willingness to support financially the general work of the corporation, may be admitted to participation upon prior approval of two-thirds of the members of the Board of Trustees present at any meeting, provided notice of such contemplated action shall have been given at a previous meeting.

TRANSFER OF PROPERTY

Section 6. The consent of the ELCA, declared by official action taken in its regular conventions, shall be a necessary pre-requisite to any sale, transfer, conveyance of all of the property and assets of the corporation, or of any part thereof, the sale or transfer of which would tend to change the character of the institution to any merger of the institution or any part thereof with any other institution; and to the amendment of this section.

ARTICLE II. BOARD OF TRUSTEES PERSONNEL

Section 1. The Board of Trustees of Thiel College shall consist of thirty-six (36) members. No less than twenty-seven (27) members shall be elected by the Board of Trustees. No more

than nine (9) members shall be elected by judicatories of the Evangelical Lutheran Church in America. The Board of Trustees shall at all times include clergy and lay members from amongst the support judicatories of the Evangelical Lutheran church in America and members of the Alumni Association of Thiel College. The members of the Board of Trustees shall be so elected that the terms of one-third of the members, so far as is practicable, shall expire each year.

[Implementation Note: The changes in the size and composition of the Board of Trustees provided for in the preceding paragraph shall be achieved, as the terms of current Board members expire, by the time of the annual meeting in 1997. Until that time, the Board of Trustees will consist of between forty-five (45) and thirty-six (36) members, some of whom will have been duly elected according to the terms of this amended section and some of whom will have been duly elected according to the terms of the predecessor section. It is expected that strong representation from within the Evangelical Lutheran Church in America and the Alumni Association of Thiel College will be maintained through the Board-election process.]

TERM OF OFFICE

Section 2. The term of office of a Trustee shall be three (3) years. A maximum of three (3) consecutive terms may be served by any Trustee. Trustees having served three (3) consecutive terms may be re-elected to the Board after a lapse of at least one (1) year in membership. If a Trustee is elected as an officer of the College pursuant to Section 5 hereof when such Trustee has less than three (3) years remaining eligibility to serve as a Trustee hereunder, then the Board may, in its discretion, extend such Trustee's eligibility to serve for an additional term of three (3) years. Such extension shall not affect the annual election of officers set forth in Section 5 hereof."

[Implementation Note: The Board of Trustees may waive the provision of this section limiting service to three (3) consecutive terms by authorizing one (1) additional three-year term of service for any Board member serving on May 6, 1994. The authority to grant any such waiver shall expire at the conclusion of the annual meeting in 1996.]

DECLARATION

Section 3. Every Trustee before taking office shall make the following Declaration: "I sincerely approve of the purpose of Thiel College. I solemnly promise to carry into effect the provisions of its Charter, Constitution and Bylaws, and to promote its aims and objectives."

POWERS

Section 4. Except as otherwise provided in the Charter and this Constitution, the powers of the corporation shall be exercised, its business affairs conducted, and its property controlled by

the Board of Trustees.

Without prejudice to or limitation of the general power conferred by or implied in, the Charter or the preceding paragraph, the Board of Trustees shall have power:

- (A) To acquire and receive by purchase or gift, or otherwise, and to manage, borrow money, encumber, sell, convey, and transfer real and personal property, except as provided in Article 1, Section 6;
- (B) To elect, appoint or provide for the appointment of committees, and to delegate to such committees specified powers;
- (C) To provide rules and regulations for the administration and operation of the college.

OFFICERS

Section 5. The Officers of the Board shall be a Chairperson, two Vice Chairpersons, a Secretary, and a Treasurer. They shall be elected at the annual meeting of the Board and shall hold office until their respective successors are elected and qualify. Their duties shall be those customarily pertaining to their respective offices and as may be prescribed in the Bylaws.

COMMITTEES

Section 6. An Executive Committee shall consist of the officers of the Board of Trustees, who shall be elected by the Board at each annual meeting, the President of the College, and the Chairpersons of the Standing Committees. It shall execute the orders and resolutions of the Board not otherwise specifically committed or provided for. Subject to review by the Board, it shall have ad interim the direction of the general work of the institution.

MEETINGS AND QUORUMS

Section 7. At least two regular meetings shall be held each year. The meeting near the beginning of the academic year shall be designated the "annual" meeting. A majority of the members of the Board shall constitute a quorum.

EX OFFICIO TRUSTEE

Section 8. The President of Thiel College shall be an ex officio member of the Board of Trustees, with voice but no vote.

FACULTY AND STUDENT REPRESENTATIVES

Section 9. Two (2) faculty members elected and two (2) students elected by the Student

Government shall be designated as official representatives to the Board of Trustees, with voice but no vote.

EMERITUS TRUSTEES

Section 10. The Executive Committee may nominate Trustees who have served the College with distinction to be elected to Emeritus Trustee status. Emeritus Trustees shall be eligible to attend Board meetings, with voice but no vote.

ARTICLE III. COURSES OF INSTRUCTION

COURSES

Section 1. The institution conducted by this corporation shall offer the customary four years' course comprehended in a college of liberal arts, including regular instruction in the Christian religion.

DIVISIONS AND DEPARTMENTS

Section 2. The divisions and departments of instruction shall be determined by the Board in conjunction with the Faculty.

DEGREES AND DIPLOMAS

Section 3. With the consent of the Board of Trustees, in each case, the Faculty may grant, and through the President confer, degrees appropriate to the completion of specified curricula; and may award diplomas and certificates.

ARTICLE IV. OFFICERS OF ADMINISTRATION

PRESIDENT

Section 1. The chief administrative officer of the institution shall be the President, who shall be elected by the Board of Trustees from the membership of the Lutheran Church. The term of office shall be indefinite, but shall not exceed five years for any election. At the end of any five-year period the President shall be eligible for re-election.

OTHER OFFICERS

Section 2. Such other administrative officers of the college as the Board of Trustees may deem desirable shall be elected by the Board upon the recommendation of the President of the College and the approval of the Executive Committee of the Board. The President of the College may invite the Vice President for Academic Affairs and Dean of the College, the Vice President for College Advancement, the Vice President for Administrative Services, the Vice President for

Student Life and Dean of Students, and such other officers or members of the Faculty whom the President may designate to form the Administrative Cabinet. The President in consultation with the invited officers will establish the rules and procedure for Cabinet action.

DUTIES

Section 3. The duties of the officers shall be such as usually pertain to their offices and as may be prescribed in the Bylaws.

ARTICLE V. FACULTY

PERSONNEL

Section 1. The Faculty shall consist of the President; such other administrative officers as the Board may designate; and the members of the instructional staff classified as Professors, Associate Professors, Assistant Professors, Instructors, and Adjunct Faculty.

ELECTION

Section 2. All tenured members of the instructional staff shall be elected by the Board upon recommendation of the President. All non-tenured full-time members of the instructional staff shall be appointed by the President, subject to the approval of the Board of Trustees or the Committee on Instruction. The President shall certify that the appointed candidates are in agreement with and will support the purposes and goals of the Preamble of the Constitution, and academically are qualified for the appointments. The adjunct faculty, i.e. part-time, shall be appointed by the President of the College.

ARTICLE VI. MISCELLANEOUS

AMENDMENTS

Section 1. Except as provided in Article I, Section 6, this Constitution may be amended at any regular meeting of the Board of Trustees by vote of two-thirds of the members present, provided that notice of such amendment shall have been given in writing and read at a previous regular meeting.

BYLAWS

Section 2. Bylaws, standing resolutions, and other rules not contrary to this Constitution, may be adopted by the Board at any regular meeting.

FORMER REGULATIONS

Section 3. All former constitutional provisions are hereby repealed, together with all former Bylaws, rules, and regulations in conflict with this Constitution.