

**BYLAWS
OF
EASTERN NAZARENE COLLEGE**

Last Amended and Adopted

APPROVED 10/17/17

UPDATED 3/21/2020

ARTICLE I. CORPORATE HISTORY AND PURPOSES

EASTERN NAZARENE COLLEGE was incorporated as a Massachusetts corporation on May 25, 1920 by act of the Massachusetts legislature, Chapter 506 in the Acts of 1920, for educational, religious, charitable, literary, scientific, and agricultural purposes, and made subject to "the history, doctrine, government and ritual" of the Church of the Nazarene, as set forth in its Manual. Since 1920, the Corporation's Charter has been amended to include among its authorized purposes the granting of academic degrees, as follows:

Bachelor of Arts (Chap. 108 of the Acts of 1930);
Bachelor of Science (Chap. 251 of the Acts of 1941)
Bachelor of Theology (Chap. 251 of the Acts of 1941)
Bachelor of Arts in Theology (Chap. 251 of the Acts of 1941);
Bachelor of Music (Chap. 320 of the Acts of 1945, auth. Bd. Collegiate Authority, 1956)
Associate in Arts (auth. Bd. Collegiate Authority, 1963)
Associate in Science (auth. Bd. Collegiate Authority, 1963)
Master of Arts with major in Religion (auth. Bd. Collegiate Authority (1964)
Master of Education (auth. Bd. Collegiate Authority, 1981)
Master of Arts in Pastoral Counseling (auth. Bd. Collegiate Authority, 1981)
Master of Science in Marriage and Family Therapy (auth. Bd. Collegiate Authority, 1981, amend. Auth. Bd. Higher Educ.; 1998)
Master of Science in Management, (auth. Bd. Higher Educ., 1999)

The Internal Revenue Service recognized the Corporation as a qualified tax exempt organization under Internal Revenue Code Section 501(c)(3) in 1946. The Corporation limits its activities to those permitted a qualified tax exempt organization.

ARTICLE II. LOCATION

The Corporation's principal place of business shall be at EASTERN NAZARENE COLLEGE, 23 East Elm Avenue, in the city of Quincy, Norfolk County, in the Commonwealth of Massachusetts. The Corporation may have such offices within or without the State of Massachusetts as the board of Trustees may determine or as the affairs of the corporation may require from time to time.

ARTICLE III. EDUCATIONAL MISSION STATEMENT

Eastern Nazarene College provides a transformational education that equips diverse students to lead and serve our world as agents of Christ's love and truth.

ARTICLE IV. TRUSTEES

Section 1. Members: Number and Nominations. Members of this Corporation shall consist of a maximum of forty-six (46) trustees and a minimum of twenty-five (25) trustees. Except for the District Superintendents, as well as the Eastern Nazarene College Alumni Association Trustees, the At-Large Trustees and the Chair of the Eastern Nazarene College Foundation Board which have separate election requirements, the District Trustees shall be elected pursuant to the procedure set forth below in Section 2 of this Article. The President of the College shall be ex officio a member of this Corporation with right of full participation. All nominations to, and elected members of, the Board of Trustees from District, Alumni, and At-Large shall, to the extent and as soon as possible, be of equal representation of laypersons and ordained ministers.

Section 2. Election. The Committee on Trustees (COT) shall serve as the Nominating Committee for all district representatives to the Board of Trustee. In order to provide continuity to board membership and recruit candidates with the needed skills for the work of the board of trustees, the COT shall work with the District Superintendent to develop a list of potential nominees from each district. After consulting with the District Superintendent, the COT shall submit (one or more) names to the District Assembly for election.

Section 3 Qualifications. Each Trustee shall be a regular communicant and member in good standing in a local church of the Church of the Nazarene within the Eastern Educational Region of said Church, and be fully committed to the educational mission of the College. There shall be no residency requirement for alumni representative, member at large or the ENC Foundation Board Chair Trustees. No employee, student, or officer of the College may serve as a Trustee, except the President as set forth in Article IV, Section 1. Upon the approval of the Chairman of the Board and the President, a Trustee may be allowed to teach for the College as an adjunct on a limited basis. No person employed by or serving as a director, officer or agent of another educational institution may serve as a Trustee unless they can maintain a fiduciary duty of loyalty to the College, promptly disclose any conflict of interest, retain as confidential information proprietary to the College, and perform the duties of a Trustee herein described, including the promotion of student recruitment and the encouragement of financial support for the College.

Section 4. Term. The duly elected District Superintendent of each District within the Eastern Educational Region of the Church of the Nazarene shall be a member of the Board while serving in that capacity. Each other Trustee shall be elected for a term of four (4) years and shall continue in office from the time of his or her election until his or her successor be elected and qualified, unless otherwise provided in these bylaws. The term of office of members of the Board of Trustee shall terminate with the convening of the next full board meeting. The four (4) year term of office

from each District shall terminate so that nearly as possible one fourth of its membership shall be elected annually.

Section 5. District Membership. There shall be four members from each district of the Eastern Educational Region of the Church of the Nazarene, two of whom shall be laypersons, one a pastor and the District Superintendent. A Trustee must be a member of a Church of his or her District and a regular communicant of that Church.

Section 6. Alumni Representation. The Eastern Nazarene College Alumni Association ("Association") in consultation with the Nominating Committee (COT) shall elect two persons (one lay person and one ordained minister who meet the qualifications for Trustee in Section 3a) herein to the Board of Trustees. Newly elected alumni representatives shall begin their term at the beginning of the next full board meeting.

Section 7. Members-at-Large. The Nominating Committee shall nominate annually to the Board of Trustees one or more lay persons and one or more ordained ministers, each of whom meets the qualifications for Trustee in Section 3a herein. The Board shall elect one lay person and one minister from these nominees to serve as Members-at-Large.

Section 8. Eastern Nazarene College Foundation Board Chair. The Foundation Board Chair, as elected by the Board of Directors of the Foundation Board, shall be a member of this Corporation and shall serve as a Trustee for the duration of the Foundation Chair's term on the Foundation Board.

Section 9. Student, Faculty and Staff Representatives. A representative of the student body, faculty and staff shall be invited to be a non-voting observer in each plenary session of the Board of Trustees. Such representative shall be a full-time student or employee of the College and shall be nominated for a one-year term by their respective constituent bodies to the Executive Committee for its approval prior to the Annual Meeting.

Section 10. Committee Assignment. A newly nominated Trustee may fill the committee appointment of his or her predecessor, unless otherwise decided by the Committee on Trustees following the appointment procedure described herein.

Section 11. Eastern Nazarene College (ENC) Foundation Membership. All trustees are also members of the ENC Foundation as specified in the ENC Foundation Bylaws, unless written notification is presented at the annual meeting stating their inability to serve.

Section 12. Responsibilities. The Trustees shall have general oversight and final authority over the affairs of the Corporation, including but not limited to its property, financial, and business concerns of the Corporation, and shall assure that no action taken on behalf of the Corporation disqualifies its tax exempt status nor deters it from fulfilling its educational, religious, and charitable mission as a liberal arts college of the Church of the Nazarene.

The Trustees shall declare the general policies of the College, adopt such rules for the government and instruction of its officers and agents as it may from time to time deem advisable, provided they are in harmony with the Articles of Incorporation and the Manual of the Church of the Nazarene.

The Trustees may make rules for their own government as allowed by law, change the same at their pleasure, and generally do any and every lawful act permitted to be done by a tax exempt organization qualified under I.R.C. Section 501(c)(3), which they deem to be in the interest of the Corporation.

The Trustees determine the corporate seal, require bonding of certain employees as they deem proper, set policy, hire or delegate responsibility to hire employees, prescribe employees' duties and set their compensation, act on recommendations of the President for appointments and tenure of faculty, approve an annual budget, oversee the work of the President in his or her general administration of the College, direct the development of College programs, properties and facilities through appropriate means, including long- range strategic planning, keep records of proceedings, assure public access to corporate records and books of account as may be required by law.

Trustees shall receive the annual report of the President on the state of the College and evaluate the President's annual performance. Trustees are responsible for setting the annual amount students will be charged for all educational costs, including tuition, room and board, fees and expenses. Each Trustee shall (1) promote student recruitment and encourage the financial support by churches and individuals; (2) contribute financially to the College as appropriate to their means; (3) discharge the fiduciary duty of loyalty and care by preparation for and participation at board, committee and sub-committee meetings.

Section 13. Vacancies. A vacancy on the Board occurs whenever a Trustee, fails to reside within the Eastern Educational Region of the Church of the Nazarene, (except for an Alumni or Member-at Large trustee) retain his or her membership or credentials in good standing in said church, or die, resign, or be removed for cause, or, in the case of a Trustee nominated for election from a district, fails to reside within said district. All Interim vacancies are filled until the end of the respective term. If an alumni representative vacates the Board, the Alumni Association's executive council, in consultation with the Nominating Committee (COT), may select a qualified successor Trustee. The Executive Committee of the Board may nominate a qualified successor Trustee for a vacancy of a Member-at-Large. In the case of a district representative, the District Superintendent in consultation with the Nominating Committee (COT) shall appoint an individual to fulfill the unexpired term. All elections by the Board of Trustees following such nominations to fill a vacancy shall be as provided in Section 2 herein.

Section 14. Conflicts of Interest. A conflict of Interest statement will be maintained in the Board Policy Manual.

ARTICLE V. OFFICERS OF THE BOARD OF TRUSTEES

Section 1. Officers. The Trustees shall elect from their number at a regular annual meeting of the board a Chair, a Vice-Chair, a Treasurer, and a Secretary who shall serve as clerk of the

Corporation, each of whom shall hold office for four (4) years or until his or her successor is elected and qualified. No two offices, may be held by the same person. Officers of the Board may serve no longer than three terms.

Any officer elected or appointed by the Board, of Trustees may be removed whenever The Board of Trustees in its judgment determines the best interest of the College would be served thereby; but such removal shall be without prejudice to the officer so removed. Removal of any officer will require a two-thirds vote of any members present.

Section 2. Vacancy. Whenever any such officer shall cease to be a member of this Corporation, his or her office shall thereby become vacant and the same shall be filled by a majority vote of the Executive Committee for the balance of the unexpired term.

Section 3. Duties of the Chair. The Chair shall preside at all meetings of the Trustees and perform such other duties as may be required by the Trustees from time to time. He or she shall, with the President of the College, sign all diplomas and certificates of degrees.

Section 4. Duties of the Vice-Chair. In the case of the absence or disability of the Chair, the Vice-Chair shall perform all his or her duties.

Section 5. Duties of the Chair Pro Tem. In the case of the absence or disability of both the Chair and Vice-Chair, a Chair Pro Tem may be elected at any meeting.

Section 6. Duties of the Secretary and Clerk of the Corporation. The Secretary/ Clerk shall give notice of all meetings of the Trustees, shall attend all such meetings and keep a record of all their votes and proceedings. He or she shall keep the corporate seal for the Corporation, and shall affix same to all the papers of the Corporation as he or she shall be directed by the Trustees. He or she shall, with the President of the College, sign all diplomas and certificates of degrees and perform such other duties as pertain to his or her office. The Secretary/Clerk of the Corporation shall provide or cause to be provided such timely notifications to the Internal Revenue Service and the office of the state secretary, Commonwealth of Massachusetts of amendments or changes in these Bylaws, as may be required by law.

Section 7. Duties of the Secretary Pro Tem. In the case of the absence or disability of the Secretary, a Secretary Pro-Tem, may be chosen by the Trustees.

Section 8. Duties of the Treasurer. The Treasurer shall sign and endorse such checks, notes, and obligations of the Corporation as provided in Article IX or directed by the Trustees. The Treasurer shall be an ex officio member of the Executive Committee, the Finance Standing Committee and the Audit Sub-Committee. The Treasurer shall perform such other duties as he or she may be directed by vote of the Trustees and may serve as chair of the Finance Standing Committee or any sub-committee on which he or she serves.

Section 9. Officers Signing Diplomas and Certificates of Degrees. The President, Chair, Secretary/Clerk, and Vice President/Academic Dean of the College will affix their signatures to all diplomas and certificates of degrees granted by the College to students duly completing their

course of instruction in good standing as certified by the Vice President/Academic Dean of the College.

ARTICLE VI. MEETINGS

Section 1. Trustee Meetings. There shall be two regular meetings of the Corporation, in addition to such other meetings as may be called from time to time as provided for herein: The Board of Trustees may also conduct ENC Foundation business at any meeting. All members of the Board of Trustees are voting members of the ENC Foundation as authorized by the ENC Foundation Bylaws.

Section 2. Quorum. One-half of the existing number of Trustees present in person shall be required to constitute a quorum to transact any business except adjournment when less than a quorum is present.

ARTICLE VII. OFFICERS OF THE COLLEGE

Section 1. President. The Trustees shall elect by ballot a President of the College by a two-third vote of the Trustees present and voting, or represented by proxy. The President shall serve at the pleasure of the Board. The President of the College will be elected for an initial term of four years by the Board of Trustees. However, if the election and the beginning of the term of services shall be after the beginning of the fiscal year, the term shall be for the balance of that year and the following four years. The Executive Committee shall be empowered to provide leadership for the College in the interim between resignation of a President and the installation of a new President.

At the semi-annual meeting the Board of Trustees may, upon recommendation of the executive committee, elect the president for an extended term of not more than five years. The vote shall be by written ballot, and an affirmative vote by a two thirds majority of those voting will be necessary for election.

If the President does not wish to stand for re-election, the Board of Trustees must be advised in writing if possible by the semi-annual meeting immediately prior to the expiration of the president's term of office.

Section 1(a). When a vacancy occurs in the office of the President, the following procedures shall be used in the selection of a Search Committee.

The Search Committee shall be composed of the following:

1. The Chairperson of the Board of Trustees
2. The Alumni President
3. Eight (8) other members of the Board of Trustees, elected by the board, four (4) of whom shall be laypersons, two (2) of whom shall be District Superintendents, and two (2) of whom shall be pastors.

4. The faculty shall elect two (2) members from the present full-time faculty of Eastern Nazarene College to be reviewed by the Executive Committee
5. One full time staff member at Eastern Nazarene College selected by the Staff Council and to be reviewed by the Executive Committee
6. One member of the Administration or President's Cabinet selected by the President's Cabinet and to be reviewed by the Executive Committee
7. The Student Body President who will be in office during the search process to be reviewed by the Executive Committee.

Mail or electronic mail ballots can be used to nominate and elect the Search committee.

Section 1(b). Procedure of Action of the Search Committee

1. The Committee shall elect a Chairperson, a Vice-Chairperson and a Secretary.
2. The Committee will survey the field of prospects to be considered for the presidency, will seek information on each, and may interview as they wish.
3. The Committee will prepare a list of candidates.
4. The jurisdictional General Superintendent shall be given opportunity to offer advice and suggest possible candidates.
5. The Committee shall select one name to be presented to the Executive Committee for review and thereafter presented to the Board of Trustees to be considered for the Office of President.

Section 2. Duties of President. The President shall be the chief executive officer of the College, presiding at faculty and staff meetings and official convocations. The President shall provide leadership for the College in all its various aspects and is responsible to the Board of Trustees and for carrying out its policies. He or she shall serve as registered agent of the Corporation and reside in the Commonwealth of Massachusetts.

Section 3. Major Administrative Officers. The President shall, after consultation with the Executive Committee, nominate to the Trustees for their approval the major administrative officers of the College who shall serve at the pleasure of the President. In case of a vacancy in the office of the President such major administrative officers shall serve at the pleasure of the Executive Committee until the installation of a new President who then shall have the power to nominate to the Board of Trustees his or her administrative team of major administrative officers for approval. All amendments to the Faculty and Administrators' Handbook shall be approved by the Board of Trustees.

ARTICLE VIII. COMMITTEES

Section 1. Board Committee. The Board shall have duly constituted committees to which it delegates various tasks and by which it discharges its fiduciary responsibility to safeguard the mission, assets, and interests of the College. Trustees shall work primarily through their committee assignments to fulfill their Trustee responsibilities. Committee members shall perform duly delegated tasks, inquire, gather information, review implementation of policy, report findings, make recommendations, and make decisions as authorized. The Board may further appoint temporary ad hoc committees and task forces as may be deemed necessary from time to time.

ARTICLE IX. NEGOTIABLE INSTRUMENTS

All checks of the Corporation shall be made in the name of the Corporation and may be signed by any one (1) of the following, in order determined by the Executive Committee recognizing actual delegated responsibility and the need for availability and security: Treasurer, President, Chief Financial Officer, the Controller, and the Provost/Chief Operating Officer subject to the prior approval of the Executive Committee and any two may open and close bank accounts.. All persons signing checks of the Corporation shall be bonded. All negotiable instruments of the Corporation, including, but not limited to, bills and notes, shall be made in the name of the Corporation and signed by any one of the following: the Treasurer, the President, the Chief Financial Officer, the Provost/Chief Operating Officer, Vice President for Institutional Advancement, and the Chair of the Finance Committee of the Board. No officer or agent of this Corporation, either singly or with others, shall have the power to make any bill, note, check, or other negotiable instrument in the name of the Corporation, or to bind the Corporation hereby, except as prescribed and provided for in these bylaws. All monies or funds of the Corporation, or under its charge, deposited in any bank or place of deposit shall be deposited to the credit of the Corporation in its corporate name and with suitable description to designate the fund or account in each case.

ARTICLE X. ENC FOUNDATION

Section 1. ENC Foundation Business The Board of Trustees may also conduct ENC Foundation business at any meeting. All members of the Board of Trustees are voting members of the ENC Foundation as authorized by the ENC Foundation Bylaws.

Section 2. ENC Foundation Mission

The mission of the Corporation is to encourage financial contributions from alumni, parents, friends, churches, business entities, foundations and others in support of Eastern Nazarene College and to administer the funds of the Corporation.

Section 3. Investment Responsibilities

The ENC Foundation shall have responsibility for overseeing the prudent management of all invested funds under the control of the Foundation. It shall diligently attend to any significant investment decisions affecting the portfolio or the performance of invested assets. It shall monitor the financial management of all invested funds, including, but not limited to, restricted and unrestricted funds, endowment, pooled income funds, trusts, and annuities. It shall consult as needed or requested with the chief financial officer of the College, as well as professional investment advisers and counselors rendering services on behalf of the College, securing such reports, audits, and analyses as will enable it to make prudent and reasonable decisions in conformity with any Trustee or Foundation policies. It shall report to the Foundation members, not less than annually, on the fund balances, the annual performance of the invested holdings of the Foundation, the identity of independent professional investment advisers, the nature of any significant change in the investment portfolio or performance during the previous year, and make any recommendations for action by the Foundation. It may consent to the reclassification of invested funds from restricted to unrestricted if the restrictive conditions are satisfied and it has

received an unqualified approval of such action in a written opinion from an independent certified public accountant and from legal counsel.

ARTICLE XI. AMENDMENTS

These bylaws may be amended at any annual meeting or at any special meeting called for that purpose by a majority vote of all of the Trustees present and voting or represented by proxy, provided that such alteration or amendment shall not be contrary to law.

ARTICLE XII. RULES

All business of the Board of Trustees shall be conducted in harmony with Robert's Rules of Order.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each person (and his or her heirs, executors, administrators, or other legal representatives) who is, or shall have been, a member of the Corporation, a member of the Board of Trustees, an officer of the College, an employee of the Corporation, agent of another organization, or one who serves at the request of the Corporation in a capacity with respect to the Corporation's employee benefit plan, against all liabilities and expenses (including judgments, fines, penalties and attorney's fees) and all amounts paid, reasonably incurred by any such person in connection with, or arising out of, any action or threatened action, suit or proceeding in which any such person may be involved, directly or indirectly, by reason of his or her being or having been a Corporation member, Board member, officer or employee of the Corporation, except in relation to matters as to which any such person shall be finally adjudged (other than by consent) in such action, suit or proceed (1) to have breached an officer or director's fiduciary duty of loyalty to the Corporation, (11) to have acted or failed to act not in good faith or with intentional misconduct or a knowing violation of law, or (iii) to have engaged in any transaction from which the officer or director derived an improper personal benefit. The Corporation's indemnification of employees and other persons or agents of the Corporation shall not exceed, and shall be limited to, that provided herein to officers and directors, such expenses and liabilities to include, but not be limited to, judgments, court costs and attorney's fees and the cost of reasonable settlements. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Trustees shall have been furnished with an opinion or counsel for the corporation to the effect that such settlement or compromise is in the best interest of the corporation and that such Corporation member, Trustee, officer or employee does appear to have acted other than by any proscribed act described in the foregoing exceptions (i) through (iii), and if the Board of Trustees shall have adopted a resolution approving such settlement or compromise. The foregoing right of indemnification shall not be exclusive of other rights to which any Corporation member, Trustee, officer or employee may be otherwise entitled. The provisions of this section are severable, and if any provision or portion hereof shall for any reason be held inapplicable, illegal or ineffective, this shall not affect any right of indemnification existing otherwise than under this section. The Corporation, through action by the Board of Trustees or the Executive Committee if good cause be shown, may advance payment to any person for whom indemnification is due as provided herein, purchase directors and officers'

liability insurance. This provision is subject to amendment and shall apply to claims for indemnification when actually made in writing and received by the Corporation and not be applied to or be based upon a date of occurrence giving rise to the claim or the indemnification provision that was then in effect.

ARTICLE XIV

All former Bylaws are hereby repealed.