Board of Trustees
Charter, By-Laws & Code of Conduct

Bethany College
Bethany, West Virginia
October 2008
FOREWORD

The charter to the Trustees of Bethany College was granted as a special act of the Virginia Assembly on March 2, 1840. After West Virginia became a separate state in 1863, the general corporation laws of the state specifically recognized the supremacy of charters previously granted by special acts of the Legislature of Virginia, before the formation of the State of West Virginia. No amendments to the charter have been made.

The charter specifically authorized the adoption of by-laws by the trustees for the welfare of the college and the good government of the professors, instructors, tutors, agents, and students. Although the trustees early adopted by-laws, they were designed entirely to govern student behavior. Believing that codification and definition of the rules of government and operation of the college were necessary and desirable under modern conditions, the trustees at the annual meeting in June 1951 appointed a special by-laws committee and charged it with the duty of reviewing the charter and providing a set of rules by which the affairs of the college could be adequately administered. The committee, composed of Messrs. Porter and Cramblet serving as ex officio members, met several times during the summer and submitted its report at the October 13, 1951 meeting of the Board. At that time, the By-Laws were adopted officially. Minor amendments changing the fiscal year of the College to end August 31, and the date of the fall meeting of the Board from October to November were adopted at the June 1953 meeting and have been incorporated in the By-Laws as presented herewith.

Additional reviews and changes:

- In 1982, changes were approved in Article III, regarding committees, and minor adjustments were made in Article IV and VI. At the same time, Article VIII and Article IX were added.

- In 1988, an ad hoc committee on Board Restructure was appointed; John W. Renner (Chair), Charles D. Bell, James F. Companion, Ann Cochran Preston, Ann Wilkin Trombadore, and President Cummins. In May 1989, the Committee recommended--and the Trustees approved--a substitute Article III, which provided for additional committees including elected Chairs who, together with the Board officers, comprise the Executive Committee.

- In 1995, Board Chair Charles D. Bell appointed a committee consisting of Linda Lewis, Ann Trombadore, Ogden Nutting, James Companion, and himself, along with President Cummins, to review and refine the entire by-laws in light of the Board decision to increase membership from thirty (30) to thirty-six (36) and to add an additional standing committee on Alumni Affairs. The committee refined and modernized language in each section of the by-laws.

- In 2007, Board Chair Gregory G. Jordan authorized a comprehensive Institutional Review by national authority James L. Fisher to set the stage for the arrival of a new president. The Institutional Review included a comprehensive assessment of all aspects of college governance. The Executive Committee of the Board endorsed the Institutional Review in February 2008 and charged President Miller with implementation of internal recommendations. In May 2008, trustee Elizabeth Athol was charged with leading a board committee to address overall governance.
CHARTER
COMMONWEALTH OF VIRGINIA AN ACT

Chap. 116. Incorporating the trustees of Bethany College
Passed March 2, 1840

(1) Be it enacted by the general Assembly, That there be and is hereby created and established at or near Bethany, in the county of Brooke, in this Commonwealth, a seminary of learning for the instruction of youth in the various branches of science and literature, the useful arts, agriculture, and the learned and foreign languages.

(2) And it be further enacted, that the said seminary shall be called and known by the name of “BETHANY COLLEGE.”

(3) And it be further enacted, That Alexander Campbell, Albert G. Ewing, Samuel Church, Henry Langley, James T. McVay, Robert Y. Henley, Samuel Grafton, William Stewart, Josiah Crumbacker, Adamson Bentley, Robert Nichols, Campbell Tarr, Matthew McKeever, John Andrews, Robert H. Forrester, Thomas Campbell, Robert Richardson, and John C. Campbell, be and are hereby constituted and appointed trustees of said college, who, and their successors shall be a body politic and corporate by the name of “THE TRUSTEES OF BETHANY COLLEGE,” and shall have perpetual succession and a common seal, which seal they may alter at pleasure; and by the name aforesaid they and their successors shall be capable in law and shall have full power and authority to acquire, hold, possess, purchase, receive and retain, to them and their successors forever, any lands, tenements, rents, goods, chattels, or interest of any kind whatsoever, which may be given to them, or be by them purchased, for the use of said college; to transfer, convey and dispose of the same in any manner whatsoever they shall adjudge most useful to the interests and legal purposes of the institution; and by the same name to sue and implead, and be sued and impleaded, answer and be answered in all courts of law and equity; to select and employ a treasurer and such other officers, agents and servants as they may see proper; to elect and employ such president, professors, instructors, and tutors for the benefit of said college, as they may deem necessary; to make, ordain, establish and execute, or cause to be executed, all such by-laws, rules and ordinances, not inconsistent with the constitution and laws of the United States, or of this commonwealth, as they may think necessary for the welfare of said college, the good government of the professors, instructors, tutors, agents and students of the same; and generally to do all acts necessary and proper to promote the welfare and prosperity of said institution.

(4) And be it further enacted, That the president of the college, by and with the advice and consent of the trustees, shall have power from time to time to ordain, regulate and establish the mode and course of instruction and education to be pursued in said college; and together with such professors, instructors and tutors as the corporation may designate, shall be styled “The Faculty of the College,” and shall have power to adopt and enforce such rules as may be deemed expedient for the good government of the institution; which rules and regulations shall not be inconsistent with the constitution and laws of the United States, or of this commonwealth, nor with the by-laws and ordinances of the corporation, and shall remain in force until disapproved of by the trustees present at any meeting, or a majority of them, and no longer.
(5) And be it further enacted, That the first meeting of the trustees designated in the third section of this act, shall be held at Bethany aforesaid, on the second Monday in May next, or at any time afterwards, on a day agreed on by any three or more of said trustees, and by them duly announced by publication in some newspaper published in the aforesaid county of Brooke; at which meeting the said trustees assembled, if there shall be a quorum present, may proceed to appoint such officers and transact such business as they shall judge necessary; but if a quorum shall not be present, those assembled shall have the power of adjourning them from day to day, or to any future day, until a quorum shall be had. After a president shall have been elected, he shall preside in all meetings of the board of trustees unless unavoidably absent; in such case a president pro tempore shall be elected from their own body; but in no case shall be the president entitled to a vote unless he shall also be a member of the board of trustees. All questions shall be decided by a concurring vote of a majority of the trustees present, except in the cases hereafter provided.

(6) And be it further enacted, That the said president and trustees or any seven of them, shall have full power and authority to meet at such times as they shall think necessary for the examination of any candidates for literary degrees; and they are hereby authorized and empowered to confer such degrees on such persons as in their opinion shall merit the same, in as ample a manner as any other college of this commonwealth can do, and under their common seal to grant testimonials thereof, signed by the president and seven of the trustees at least. The president and seven trustees shall at any time form a quorum for business or in the absence of the president, eight trustees, of whom one shall be elected pro tempore. And should there be at any meeting less than a quorum, they shall have the power of adjourning from day to day, or to any future day, until a quorum shall be had.

(7) And be it further enacted, That the said trustees of a quorum of them, shall annually elect a treasurer for said college, who shall give bond with approved security, payable to the trustees by their name aforesaid and their successors, conditioned faithfully to discharge the duties of his said office, and shall render an account of all moneys, goods and chattels received and expended by him, on account of, and for the use of said college, and on failure or refusal to do so, shall be subject to the like proceedings as are prescribed by law, in the case of sheriffs failing to account for any pay into the treasury of this commonwealth, the public taxes collected by them; such proceedings to be conducted in the name of the trustees in their politic and corporate character aforesaid; Provided That no appropriation, payment or disbursement shall at any time be made by the treasurer but such as shall be in pursuance of the directions of orders of the trustees.

(8) And be it further enacted, That the said trustees, or a quorum of them, shall have power to remove of suspend the president or any of the professors, instructors or tutors, at any time, two-thirds of such quorum concurring and also, two-thirds concurring, to remove any of the trustees for good cause. And when there shall be a vacancy in said board of trustees, occasioned by death, removals, resignation or refusal to act, the remaining trustees or a quorum of them, shall supply the vacancy. It shall also be lawful for any three of the trustees, or the president, or the professors for the time being, or a majority of them, to call a meeting of the trustees whenever, they or he, as the case may be, shall deem it expedient, by giving at least ten days notice of such meeting, in the mode prescribed in the fifth section of this act.
(9) And be it further enacted, That whenever any trustee shall absent himself from three successive annual meetings of the board of trustees, without assigning a sufficient reason at the fourth, the trustees of said college or a quorum of them, shall have power by entry on their minutes, to declare his seat vacant, and proceed to the election of a new trustee to supply such vacancy.

(10) And be it further enacted, That the said trustees and their successors are hereby authorized, so far as their funds may warrant, to admit gratuitously, in whole or in part, as their respective cases may require, such person or persons as they may think proper.

(11) And be it further enacted, That the trustees of said college shall have power to establish a department of agriculture in said college; provided nevertheless, that no pupil or student in the college aforesaid shall be required to study or labor in said department, in any manner contrary to the wishes of the person or persons at whose charge, and by whom such pupil or student has been placed in the institution aforesaid.

(12) And be it further enacted, That there shall be annual stated meetings of the said board of trustees, to be held at such time as the said trustees shall at their first meeting under the authority of this act appoint; but they shall have the power at any subsequent meeting to alter such day as to them shall see expedient, and so on from time to time. It shall be the duty of the said board of trustees, when thereto required, to make a report of the general condition of the college to the president and directors of the literary fund, to be by them communicated to the general assembly.

(13) And be it further enacted, That the said board of trustees shall never be less than twelve no more than thirty-six in number. And the said board from time to time, at any regular meeting, may by appointment create additional trustees not exceeding in all the greater number specified in this section.

(14) And be it further enacted, That nothing herein contained shall be construed as at any time to authorize the establishment of a theological professorship in the said college.

(15) This act shall be in force from the passing thereof.


E. Griffith Dodson
Clerk of the House of Delegates and Keeper of the Rolls of the State.
Richmond, Virginia
January 12, 1937
COMMONWEALTH OF VIRGINIA
EXECUTIVE DEPARTMENT

I, George C. Perry, Governor of the Commonwealth of Virginia, certify that E. Griffith Dodson, whose name is signed to the within Certified copy of An Act, bearing the date the 12th of January, 1937, is and was at the time of signing same, Clerk of the House of Delegates and Keeper of the Rolls of the State, duly elected and qualified; that he is authorized by the laws of the State to make and sign such Certified Copy and that to all of his official acts full faith, credit and authority are due and ought to be given.

IN TESTIMONY WHEREOF, I have hereunto set my hand as Governor, and caused the Great Seal of the Commonwealth to be affixed.

Done at the City of Richmond, this 16th day of January, in the year of our Lord one thousand nine hundred and thirty-seven, and in the 161st year of the commonwealth. By the Governor: Geo. C. Perry
Peter Sauden, Secretary of the Commonwealth and Keeper of the Seals

STATE OF WEST VIRGINIA
CERTIFICATE

I, William S. O’Brien, Secretary of State of the State of West Virginia, hereby certify that

The foregoing is a true and correct copy of a copy of Chapter 116 of the Acts of the General Assembly of Virginia for the session of 1839-40, entitled An Act incorporating the Trustees of Bethany College, passed March 2, 1840, which certified copy of said Act was filed in my office on the 21st day of January, 1937, as it appears from the records of my said office.

Given under my hand and the Great Seal of the said State, at the City of Charleston, this FIRST DAY OF JUNE 1937
Wm. S. O’Brien
Secretary of State
BY-LAWS
of the
BOARD OF TRUSTEES
OF BETHANY COLLEGE
Bethany, West Virginia

ARTICLE I.
Trustees

Sec. 1. Number. The Board of Trustees shall consist of not less than twelve (12) nor more than thirty-six (36) members, the exact number of members to be determined by the Board at any regular meeting. No reduction in the size of the Board shall be made which would require the resignation of any member contrary to The Trustee’s wishes. The President of the College shall serve as an ex-officio member of the Board.

Sec. 2. Term. Trustees shall be elected for a term not exceeding three (3) years. The Board shall be divided into three (3) substantially equal classes so that approximately one-third of the terms will expire each year. Trustees shall be eligible for reelection for additional terms.

Sec. 3. Qualifications. Trustees shall have such qualifications as the Board may determine.

Sec. 4. Election. Trustees shall be elected by the majority vote of the Trustees present at any meeting of the Board.

Sec. 5. Removal. Trustees may be removed for good cause by the affirmative vote of two-thirds of those Trustees present at any meeting.

ARTICLE II.
Meetings

Sec. 1. Annual. The annual meeting of the Board of Trustees shall be held at Bethany, West Virginia, on the Friday immediately preceding the annual Commencement.

Sec. 2. Fall Meeting. A regular meeting of the Board of Trustees shall be held at such a place either within or without the State of West Virginia and at such time during the months of October – November as the President of the College shall designate.

Sec. 3. Special Meetings. Special meetings of the Board may be called by the President or by any three trustees or by the Chair of the Board of Trustees, and shall be held at such time and place as the notice of said meeting specify.

Sec. 4. Notices of Meetings. Notice of all meetings shall be given by the Secretary to each Trustee not less than ten (10) days before said meeting and, in addition, a notice of special meetings shall be published one time in a newspaper published in Brooke County, West Virginia, at least ten (10) days prior to said special meeting.
Sec. 5. Quorum. The President and seven (7) Trustees, or in the absence of the President, eight (8) Trustees shall form a quorum. Less than a quorum shall have the power to adjourn from day to day or to a day certain, and announcement at said meeting shall constitute sufficient notice of said time and place of the adjourned meeting.

Sec. 6. Voting. Voting shall be by voice unless the Board by majority vote of those present shall require a written ballot on any particular question. All matters shall be decided by the concurring vote of a majority of the Trustees present except that the affirmative vote of not less than seven (7) Trustees shall be necessary for the conferring of degrees, and the concurring vote of two-thirds of the Trustees present shall be necessary to remove a Trustee for good cause or to remove or suspend any member of the faculty.

ARTICLE III.
Committees

Sec. 1. Standing Committees. Standing Committees shall be as follows: Executive; Academic Affairs; Student Affairs; Administration and Finance; and Advancement. The Chair of all committees and all members shall be elected at the annual meeting of the Trustees upon the recommendation of the Nominating Committee. All other Committee members are appointed by the Chair of the Trustees following the annual meeting. All standing committees shall consist of at least five (5) members. The Board, at any meeting, may designate additional committees. The President of the College shall be an ex-officio non-voting member of all committees, except when audits and presidential reviews are under consideration.

Sec. 2. Executive Committee. Board officers (Chair, Vice Chair, Treasurer and Secretary) and the chairs of the four standing committees (the chair of the Administration and Finance Committee serves as Treasurer) will serve as the Executive Committee. Two additional members of the Executive Committee shall be at-large, recommended by the Nominating Committee and elected by the full Board. There shall be no fewer than seven members of the Executive Committee. Each member will serve from election or appointment until a successor is chosen. A majority shall constitute a quorum. The Officers of the Board will serve as the Officers of the Executive Committee. The Committee shall meet between regular meetings of the Board on the call of either the President of the College or the Chair of the Executive Committee. Committee meetings shall be held at such hour and place as the person making the call shall designate. The authority of the Board of Trustees is hereby delegated to said Executive Committee except as otherwise provided in the charter or in these By-Laws, to transact all business relating to the College at all times when the Board is not in session. The Committee shall keep accurate minutes of its meetings and report to the full Board at its next meeting. The Secretary of the Executive Committee shall send each member of the Committee and the Board of Trustees a copy of the minutes of each meeting of the Committee promptly after said meeting except for the minutes of meetings held immediately preceding a meeting of the full Board; and when so ordered by the Committee shall advise the members of the full Board of the actions taken.

The Executive Committee may elect other ad hoc or sub-committees as it shall deem necessary from time to time.

Sec. 3. Academic Affairs. The Academic Affairs Committee shall consist of a minimum of five (5) Trustees appointed by the Chair. The Committee shall ensure: (1) the educational program is consistent with institutional mission and strategy; (2) the academic budget reflects academic priorities; (3) faculty personnel
policies and procedures are equitable and supportive of academic priorities; (4) academic programs are appropriate to the institution’s students; and (5) the quality of academic activities is evaluated.

Sec 4. **Student Affairs.** The Student Affairs Committee shall consist of a minimum of five (5) Trustees appointed by the Chair. This Committee shall address matters relating to all aspects of non-academic student life including: (1) intercollegiate athletics and recreation, (2) residence life, (3) fraternities and sororities, (4) activities, (5) health services, and (6) safety and security.

Sec. 5. **Advancement.** The Advancement Committee shall consist of a minimum of five (5) Trustees appointed by the Chair. The Committee shall address matters relating to: (1) Fund Raising, (2) Public Relations, (3) Alumni Affairs, (4) Church Relations, and (5) Admissions.

Sec. 6. **Administration and Finance.** The Administration and Finance Committee shall consist of a minimum of five (5) Trustees appointed by the Chair. The Committee shall address matters relating to: (1) financial affairs (including oversight of the operating budget and debt), (2) properties, (3) investments (responsibility to keep the endowment and permanent funds of the College productive; to manage, control, sell, purchase, exercise rights and warrants, exchange, invest, and reinvest all funds, securities and related properties of the College), (4) contract services, and (5) auxiliary enterprises. The Chair of the Committee is Treasurer of the Corporation and is an Officer of the Board.

Sec. 7 **Required Non-Standing Committees.**

1. **Audit Committee.** The Audit Committee shall consist of a minimum of three (3) Trustees appointed by the Chair. Members of the Audit Committee shall not serve on the Administration and Finance Committee. The Committee shall recommend to the Board a Certified Public Accountant for employment and it shall fulfill all responsibilities as dictated by the Financial Accounting Standards Board for private, non-profit colleges.

2. **Nominating Committee.** The Chair of the Board, Vice Chair and Immediate Past Chair shall constitute the Nominating Committee. Should the Immediate Past Chair no longer sit on the Board, the Board Chair shall appoint a replacement. The term of the Committee will commence immediately after the Annual Meeting upon appointment and shall continue until successors are appointed. The Committee shall receive suggestions of nominees for Trusteeship, shall conduct biographical research as it deems necessary and annually present nominees to fill existing vacancies. The Committee shall also nominate the Board officers and the Chairs of all standing committees. Membership on the Nominating Committee shall not bar the nomination of any member thereof for any office or Committee assignment. The Committee shall furnish to the Board of Trustees information relating to the background and qualifications of all nominees for Board appointment at least ten (10) days prior to the meeting where the election should take place. The Committee shall maintain a current profile of the Board’s membership composition to guide the selection process. It shall annually review the performance of incumbent Trustees and Board officers who are eligible for reelection; and, in consultation with the President, it shall develop and help administer a program of orientation for newly elected Trustees. The Committee shall also recommend Emeritus trustees. It shall encourage periodic programs of in-service education for Trustees. The Committee meets upon the call of the Chair or the President and reports to the Trustees annually or upon the call of the Chair of the Trustees.
Sec. 9. **Vacancies and Committees** In the event of vacancies occurring in elective committee positions, the Chair of the Board may make interim appointments to fill said vacancies until the next meeting of the Board, at which time the Board shall have authority to fill the vacancies.

Other parts of the By-Laws affected by the changes incorporated in Article III will automatically be amended.

Each Committee should be staffed by an Officer of the College, designated by the President of the College. Written reports on the activities and agenda of each committee should be included in a President’s Report to the Board. Except in emergency, no committee should meet except in the context of a regular meeting of the Board. All Board committees should report to the Board at each Board meeting.

**Article IV. Officers**

**Sec. 1. Officers of the Board of Trustees.** Officers of the Board shall be: Chair, President of the College, Vice Chair, Treasurer, and Secretary. Officers shall be elected by the Board at its annual meeting, except that vacancies may be filled at any time.

**Sec. 2. Chair.** The Chair the Board shall appoint all committees of the Board except the Executive and Investment Committees, and the Chair may make interim appointments to fill vacancies on elective committees. The Chair shall serve as a member of the Executive Committee and shall perform such other duties as the Board may assign. The Chair shall have authority to sign deeds, leases, and other instruments of conveyance. The Chair shall serve without compensation. The Chair shall preside at all meeting of the Board of Trustees at which the Chair is present. The Chair will be an *ex officio* member of all committees.

**Sec. 3. President of the College.** The President shall be the administrative head of the College and all departments, both educational and administrative, shall be responsible to the President. The President shall hold office at the pleasure of the Board.

The President shall have the following duties and responsibilities:

(a) Be a member of the faculty with the appropriate academic rank and with the endowment designation M.M. Cochran (assistant/associate/professor of _______) connected to his/her rank.

(b) With the advice and consent of the Trustees and with recommendation of the faculty, have the power to ordain, regulate, and establish the mode and course of instruction and education to be pursued in the College.

(c) With the Board, meet and examine candidates for literary degrees, confer such degrees and grant testimonials thereof signed by the President and by seven (7) or more Trustees. The President and the Trustees may call on the faculty for such reports, recommendations, and advice concerning candidates for degrees as they shall deem necessary.
(d) Make detailed reports at each meeting of the Board, and with the cooperation of the Committee on Finance and the Treasurer, shall present a financial budget for the consideration and approval of the Board at its Annual Meeting. Copies of this financial budget, which shall be prepared in advance of the meeting and shall be sent to all members of the Board not less than 10 days prior to the annual meeting.

(e) Execute in the name of the college such orders, proxies, and documents as may be necessary or proper in the administration of the affairs of the college and in the absence of the Chair of the Board all instruments of conveyance and mortgage.

(f) With authority by and the approval of the Board of Trustees or the Executive Committee, employ and discharge all educational and administrative agents, except that no approval need be obtained in respect to minor employees.

(g) Develop and promote plans and programs for the securing of gifts and bequests for the support of the college.

(h) Perform such other duties as the Board or the Executive Committee may assign.

(i) At least quarterly, submit reports on the State of the College to each Board Member.

(j) The President will be an \textit{ex officio} non-voting member of all Board committees excepting when audit and presidential performance are being considered.

In the absence of the President, he/she shall designate an acting president unless the Board or the Executive Committee designates another person.

Presidential Evaluation and Compensation

(a) The President shall be evaluated, in executive session, at the annual meeting of the Board, according to written objectives, specific and general, developed by the President, discussed with the Board Chair and presented to the Board before the outset of each academic year. The President shall report on these goals at each Board meeting.

(b) The President shall be formally evaluated by the Board at least every four years or at any other time deemed desirable by the Board. The evaluation shall be conducted by an outside evaluator who will be appointed by the Board with the approval of the President.

(c) The Executive Committee shall serve as the President’s Compensation Committee and based on the annual evaluation, meet in executive session to review the President’s compensation package.

Sec. 4. \textit{Treasurer}. The Treasurer shall be a member of the Board and elected annually. The Treasurer shall have the following duties and responsibilities:

(a) Custody of the funds of the College.
(b) Cause the funds to be deposited in such banks as may be selected from time to time by the Board of Trustees or any member of thereof and the President.

(c) Provide oversight of the debt of the institution.

(d) Provide oversight of the investments of the institution.

(e) See to the implementation of the financial policies established by the Board of Trustees.

A Chief Financial Officer shall be assigned by the President of the College to service the Treasurer and the Administration and Finance Committee.

Sec. 5. Secretary. The Secretary, who shall be a member of the Board, shall keep the minutes of the meetings of the Board of Trustees. The Secretary shall have the following duties and responsibilities:

(a) Send notices of meeting.

(b) Have custody of the College seal and attest the signature of the Chair of the Board, the President or the Treasurer where such attestation is needed on documents signed by them on behalf of the College.

(c) Perform such other duties as the Board or the Executive Committee may assign.

The President may appoint an associate or assistant secretary to facilitate Board communications for and in conjunction with the Secretary.

Sec. 6. Faculty. The faculty of the College shall consist of the President of the College, the professors, including the associate and assistant professors, instructors and tutors. The faculty shall have power to adopt and enforce such rules and may be deemed expedient for the good government of the College not inconsistent with these By-Laws and not disapproved by the President and the Board of Trustees.

Within the limits imposed by the Board of Trustees and the mode and course of instruction and education established by the President, the faculty shall have the power to direct and supervise the academic and educational activities of the College.

The faculty shall have the sole power and authority to nominate students of the college for such awards, diplomas, and degrees as it deems that they merit. The faculty shall have the power and it shall be its duty, subject, to the right of disapproval by the President or by the Board of Trustees, to establish principles and methods for ascertaining the proficiency of students and for the assignments of honors.

The precise terms and conditions of every appointment to the faculty shall be stated in writing and copies shall be in the possession of both the College and the faculty member. Salaries of the members of the faculty other than the President shall be fixed by the President within the Board approved budget.
Article V.
Order of Business

1. Chair’s Report
2. President’s Report
3. Minutes of last meeting approved
4. Committee reports
5. Old Business
6. New Business
7. Executive Session
8. Adjournment

Article VI.
Miscellaneous

Sec. 1. Independent Audit. The Board of Trustees annually shall select a recognized firm of certified public accountants to audit the books and affairs of the College and to prepare an annual report concerning the same and to submit to the Administration and Finance Committee such suggestions for improvements in the accounting procedures of the College as from time to time shall appear advisable.

Sec. 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

Article VII.
Amendments

Sec. 1. These By-Laws may be amended at any regular meeting of the Board by affirmative vote of two-thirds of the members present, provided that notice of said proposed amendment has been mailed to each member of the Board at least ten (10) days previous to the meeting of the Board at which it is to be voted upon.

Sec. 2. These By-Laws shall supercede all other By-Laws heretofore adopted by this College, the same being hereby repealed.

Article VIII
Affirmative Action

Sec. 1. Membership and Employment. When properly qualified, no person shall be denied membership on the Board of Trustees or denied employment by the College.

Sec. 2. Students. No student shall be denied admission to the College, if the student shall have met the requirements for admission and properly executed applications and other forms.
Article IX
Parliamentary Authority

The rules contained in the most recently published edition of *Robert’s Rules of Order Revised* shall govern the Board of Trustees in all cases to which they are applicable and in which they are not inconsistent with the By-laws of the Board of Trustees.

Bethany College Board of Trustees Code of Conduct

1. To become familiar with, committed to, and abide by the major responsibilities and duties of the Board as set out in the Bylaws of Bethany College.
2. To devote time to learn how the College functions—its uniqueness, strengths, and needs.
3. To accept the spirit of academic freedom and shared governance as fundamental characteristics of College governance.
4. To prepare carefully for, regularly attend, and actively participate in Board meetings and committee assignments.
5. To vote and speak according to one’s individual conviction, to challenge the judgment of others when necessary; yet to be willing to support the majority decision of the Board and work with fellow Board members in a spirit of cooperation.
6. To maintain confidentiality when called for, and to avoid acting as spokesperson for the entire Board unless specifically authorized to do so.
7. To support College fund raising efforts through personal giving in accordance with one’s means (both annual and capital drives), and to be willing to share in the solicitation of others.
8. To understand the role of the Board as a policy-making body and to avoid participation in the administration of policy.
9. To understand that the President is the exclusive agent of the Board in the conduct of all College affairs.
10. To ensure that the conduct of the College by the President be systematically evaluated annually.
11. To learn and consistently use designated institutional channels when conducting Board business.
12. To insure that any relationships that could be perceived as conflicts of interest are to the distinct and obvious advantage of the College.
13. To refrain from actions and involvements that might prove embarrassing to the College and to resign if such actions or involvements develop.
14. To make adjustments always on the basis of what is best for the College as a whole and for the advancement of higher education rather than to serve special interests.

10-17-08