



Bylaws

Drury University
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BYLAWS

Article I

Board Authority and Responsibilities

Section 1. The Board of Trustees shall exercise ultimate institutional authority, having and exercising those powers and duties prescribed by law, these Bylaws, and in the Articles of Association. These Bylaws and other Board policy statements consistent with the Articles of Association shall take precedence over all other institutional statements, documents, and policies.

Section 2. The Board of Trustees shall have the authority to carry out all lawful functions that are permitted by these Bylaws or by the Articles of Association. This authority, in consultation with the President, shall include but shall not be limited to these illustrative functions:

- Determine and periodically review the University's mission and purposes.
- Appoint and remove the President of the University and set appropriate terms of his or her employment, including compensation.
- Establish the terms of employment of other key institutional officers who serve at the pleasure of the President (in consultation with the Board as appropriate).
- Support the President and annually assess his or her performance based on mutually agreed-upon goals and other criteria.
- Review and approve proposed changes in the University's academic programs and other major enterprises consistent with the University's mission, plans, and financial resources.
- Approve institutional policies bearing on faculty appointment, promotion, tenure, and dismissal as well as personnel or anti-discrimination policies for other categories of employees.
- Approve the annual budget and tuition, regularly monitor the University's financial condition, and establish policy guidelines affecting all institutional assets, including investments and the physical plant.
- Contribute financially to the University's fund-raising goals, participate actively in strategies to secure sources of support, and authorize University officers to accept gifts or bequests subject to Board policy guidelines.
- Authorize any debt financing and approve the securitization of loans.

- Authorize the construction of new buildings, capitalization of deferred maintenance backlogs, and major renovations of existing buildings.
- Authorize the purchase, sale, and management of land, buildings, or major equipment.
- Approve such policies that contribute to the best possible environment for students to learn and develop their abilities.
- Approve such policies that protect academic freedom and contribute to the best possible environment for the faculty to teach, pursue their scholarship, and perform public service.
- Approve all earned and honorary degrees through the faculty and the President, as they shall recommend.
- Serve actively as advocates for the University in appropriate matters of public policy in consultation with the President and other responsible parties as the Board shall determine.
- Periodically undertake assessments of the Board's performance.

Article II

Membership of the Board of Trustees

Section 1. The Board of Trustees shall include Successor Trustees, Emeritus Trustees and Life Trustees, as prescribed by the Articles of Association.

Section 2. New Trustees and incumbent members of the Board of Trustees who are eligible for reelection normally shall be elected at the Board's annual meeting by a majority of the Trustees then in office. Any unfulfilled term may be filled at any regular meeting of the Board of Trustees.

Section 3. Successor Trustees shall serve for four-year terms and shall be eligible for reelection.

Section 4. All Trustees serve at the pleasure of the Board of Trustees. A Trustee may be removed from office by an affirmative vote of two-thirds of the Trustees.

Section 5. The Committee on Board Organization shall recommend candidates for election or reelection to the Board through procedures adopted by the Board and consistent with the Articles of Association.

Section 6. Be It Resolved, that when an individual is elected to the Drury University Board of Trustees, that individual shall no longer serve as a member of a committee (other than standing committees of the Board) or other groups (e.g., advisory boards, etc.) which influences or adopts policy or direction for any school, activity or portion of Drury University without specific approval in writing from either the Chair of the Drury University Board of Trustees or the President of Drury University and that written approval shall be placed in the records of the Drury University Board of Trustees.

Article III

Membership of the Board of Trustees; Life Trustees and Emeritus Trustees

Section 1. Life Trustees. Upon recommendation of the Committee on Board Organization, and subject to the limitations contained in the Articles of Association, an individual may be elected by the majority of Trustees as a Life Trustee. Qualifications to be a Life Trustee are set forth in the Articles of Association, and include: (1) proven devotion and dedication to higher education, especially to the University; (2) outstanding service and assistance to the President and his staff; and (3) unusual and outstanding stewardship of resources on behalf of the University. Attendance at Board meetings is not required for Life Trustees. Life Trustees who attend Board meetings shall have voice but no vote at such meetings, and shall not be counted as part of quorum determinations.

Section 2. Emeritus Trustees. Upon Recommendation of the Committee on Board Organization, Trustees who have served with distinction as Successor Trustees may, with the consent of the Trustee, be approved by a majority vote of Trustees as Emeritus Trustees. Emeritus Trustees shall be eligible to serve on Board committees and shall be granted voice and vote at all committee meetings. They shall not have voting privileges at Board meetings or be counted as part of quorum determinations. Emeritus Trustees shall be sent notices and minutes of all Board meetings and shall be encouraged to attend Board meetings or otherwise accept special assignments that are helpful to the Board of Trustees and the University.

Article IV

Officers of the University

Section 1. The officers of the University shall be the Chair of the Board of Trustees, the Vice Chair of the Board of Trustees, the Secretary and Treasurer of the Board of Trustees, the President of the University, and one or more Vice Presidents of the University. All officers shall serve at the pleasure of the Board of Trustees, except for the Vice Presidents, who shall serve at the pleasure of the President in consultation with the Board of Trustees.

Section 2. The Chair, Vice Chair, Secretary and Treasurer shall be Successor Trustees. The President shall be an ex-officio member of the Board of Trustees without power to vote, and his or her presence at meetings shall not be counted as part of quorum determinations. The Vice Presidents shall not be members of the Board.

Section 3. The terms of office for officers of the University will vary as provided elsewhere in these Bylaws. The Board may approve the appointment of other officers upon recommendation of the President.

Article V

Terms, Authority, and Responsibilities of the Chair and Vice Chair of the Board of Trustees

Section 1. The Chair and Vice Chair shall be elected annually upon nomination by the Committee on Board Organization, and shall ordinarily serve in such office for at least three consecutive years but not more than five years. Vacancies may be filled at any time by a majority vote of the members of the Board, but election of a new Chair-elect shall normally take place at the fall meeting to allow a period of transition with the existing Chair until the Annual Meeting, when the remaining officers shall be elected and the then Chair-elect shall become Chair. The election of the Vice Chair or re-election of the Chair and the Vice Chair shall normally take place at the Annual Meeting.

Section 2. The Chair shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, appoint committee chairs and vice chairs, determine the composition of all Board committees (with the exception of the Executive Committee), and otherwise serve as a spokesperson for the Board. He or she shall serve as chair of the Executive Committee, as an ex-officio member of all other committees of the Board, and shall have such other duties as the Board may prescribe from time to time.

Section 3. In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair, including presiding at Board and Executive Committee meetings. He or she shall have such other powers and duties as the Board may prescribe from time to time, and may or may not be nominated to succeed the Chair when a vacancy occurs as the Committee on Board Organization shall determine.

Article VI

Term, Authority, and Responsibilities of the Secretary of the Board of Trustees

Section 1. The Secretary shall be elected annually upon nomination of the Committee on Board Organization and shall ordinarily serve in such office for at least three consecutive years but not more than five years.

Section 2. The Secretary shall ensure that the Board of Trustees is acting in accordance with these Bylaws, that Bylaw amendments are promptly made as necessary, that a faithful record of the proceedings of all meetings of the Board and of the Executive Committee are kept, that meetings are properly scheduled and Trustees notified, and that Board policy statements and other official records are properly maintained. The Secretary shall perform such other duties as the Board may prescribe from time to time, and may be assisted in all duties by a staff member designated by the President.

Article VII

Term, Authority, and Responsibilities of the Treasurer of the Board of Trustees

Section 1. The Treasurer shall be elected annually upon nomination of the Committee on Board Organization, and shall ordinarily serve in such office for at least three consecutive years but not more than five years.

Section 2. The Treasurer shall ordinarily serve as chair of the Finance Committee of the Board of Trustees and otherwise serve as the Board's key leader on all financial management policy matters. He or she shall ensure that all Trustees regularly receive appropriate and comprehensive financial statements from the University's administration that include comparisons of revenues and expenditures with the approved annual budget and the preceding fiscal year for the same time periods. The Treasurer shall ensure that other financial reports – including those for special or major Board-approved expenditures, University investments, and annual or special audits – are provided to all Trustees in a timely manner for review and discussion as appropriate. He or she consults with the University's chief financial officer, Board-approved auditor, and the Investment and Audit Committees of the Board as appropriate or necessary. The Treasurer shall perform such other duties as the Board may prescribe from time to time, and may be assisted in all duties by a staff member designated by the President.

Article VIII

Term, Authority, and Responsibilities of the President of the University

Section 1. The President serves at the pleasure of the Board of Trustees for such term, compensation, and with such other terms of employment as it shall determine.

Section 2. The President shall be the University's chief executive officer and the chief adviser to and executive agent of the Board of Trustees. His or her authority is vested through the Board of Trustees and includes responsibilities for all University educational and managerial affairs. The President is responsible for leading the University, implementing all Board policies, keeping the Board informed on appropriate matters, consulting with the Board in a timely manner on matters appropriate to its policymaking and fiduciary functions, and serving as the University's key spokesperson. He or she has the authority to execute all documents on behalf of the University and the Board of Trustees consistent with Board policies and the best interests of the University. The President serves as an ex-officio member of all Board committees, including the Executive Committee but excepting the Audit Committee, without power to vote and shall not be counted as a member of any committee for purpose of a quorum.

Article IX

Terms, Authority, and Responsibilities of the Vice Presidents of the University

The President shall have the authority to appoint one or more Vice Presidents (in consultation with the Board of Trustees as appropriate), who shall serve for such terms and have such authority and responsibilities as the President shall determine in consultation with the Board of Trustees. In the absence or disability of the President, the Board of Trustees shall determine which Vice President or other individual shall perform the President's duties.

Article X

Meetings

Section 1. The Annual Meeting of the Board of Trustees shall be held at Springfield, Missouri, on a day convenient to the annual commencement day, or on such date as set by the Executive Committee.

Section 2. One or more regular meeting(s) of the Board of Trustees shall be held during each academic year. At the discretion of the President or of the Executive Committee or of the Board, such regular meeting may be held at Springfield, Kansas City, or St. Louis, Missouri, and such regular meetings shall have authority to consider and dispose of all matters pertaining to the University or that may properly come before it.

Section 3. Special meetings of the Board of Trustees may be called by the President or the Chair, and shall be called upon the written request of three members of the Board. Notice of meetings shall be given as provided in the Articles of Association.

Section 4. As provided in the Articles of Association, a majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business. A quorum for the transaction of business at meetings of the Executive Committee shall consist of a majority of the regular voting member Trustees on that Committee. Except as otherwise provided in these Bylaws or the Articles of Association, a majority vote of those members present with a proper quorum at any meeting of the Board of Trustees or any committee shall constitute proper action.

Article XI

Action Without a Formal Meeting

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting. Meetings may be conducted by any generally accepted means of communication. The Board may act on any matter by written consent of not less than two-thirds ($2/3$) of the members of the Board of Trustees. The Executive Committee or any other committee may act upon any matter within its jurisdiction by written consent of not less than two-thirds ($2/3$) of the members of the committee.

Article XII

Board Committees Generally

Section 1. The Board shall establish an Executive Committee, a Finance Committee, a Committee on Board Organization, and such other standing and ad-hoc committees as it deems appropriate to the discharge of its responsibilities. Each committee shall have a written statement of purpose and primary responsibilities as approved by the Board, and such rules of procedure or policy guidelines as it or the Board, as appropriate, approves. Each committee shall review such statements for their appropriateness and adequacy annually.

Section 2. The Chair shall have the responsibility to appoint the chairs, vice chairs, and members of all Board committees except the Executive Committee. Committee chairs shall ordinarily serve in such capacity for at least three consecutive years but not more than five consecutive years, after which he/she must stand down from chairing that Committee for at least one term. All committee chairs, vice chairs, and a majority of each committee's members shall be Trustees or Emeritus Trustees.

Section 3. Each committee shall have an officer of the University or member of the administrative staff designated by the President to assist it with its work. Each committee shall meet as necessary and report regularly on its work and recommendations to the Board of Trustees. Each Committee, including the Executive Committee, shall keep minutes of all Committee meetings, which minutes shall be approved by the members of the meetings and shall be retained permanently in University files.

Article XIII

Composition, Purposes and Responsibilities of the Executive Committee

Section 1. The Chair shall be the Chair of the Executive Committee. The chairs of the other Board committees shall serve as members of the Executive Committee, and the Vice Chair, Secretary, and Treasurer shall, by virtue of their elected position as officers of the Board, also serve as members of the Executive Committee. Up to two additional members may be elected to the Executive Committee annually to serve for a one-year term. All members of the Executive Committee shall be Trustees or Emeritus Trustees.

Section 2. During the interval between meetings of the Board of Trustees, the Executive Committee shall have general supervision of the affairs of the University subject always to directions previously given by the Board of Trustees and except that unless specifically empowered by the Board of Trustees to do so, it may not take any action inconsistent with a prior act of the Board of Trustees, alter Bylaws, locate or commit for the construction of permanent buildings, sell or contract to sell permanent real property belonging to the University, remove or appoint the President, or take any action that has been reserved by the Board provided, however, that the Executive Committee may authorize the sale of personal or real property received from estates, bequests, or other gifts.

The Executive Committee shall meet as called by the Secretary at the request of the Chair or upon the written request of at least three members of the Board.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The minutes of the meetings of the Executive Committee shall be distributed promptly after each meeting to each member of the Board of Trustees. At each meeting of the Board of Trustees, the proceedings and actions taken by the Executive Committee since the last meeting of the Board shall be reported to the Board. All matters proposed to be undertaken by the University, and which are not specifically reserved for action by the Board of Trustees pursuant to Section 2 and Section 3(2) of Article XIII of the Drury University Bylaws, shall first be presented to the Executive Committee for its consideration and action.

Section 3. The purpose of the Executive Committee is twofold:

- (1) It shall serve at the pleasure of the Board as its agent in helping the President to address nonessential business between regular Board meetings, and
- (2) It shall assist the chair and the President with their joint responsibility to help the Board function effectively and efficiently by suggesting Board meeting agenda items and periodically assessing the quality of committee work. The Executive Committee shall have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the Board: Presidential selection and termination; Trustee and Board-officer election; changes in institutional mission and purposes; changes to the Articles of Association; incurring of corporate indebtedness; sale of University assets or tangible property; adoption of the annual budget; and conferring of degrees. These Bylaws or other Board policies may reserve other powers for the Board of Trustees.

In addition to its authority to take action on emergency matters that cannot or should not be deferred to the Board's next scheduled meeting, the Executive Committee shall oversee the work of Board committees, the University's planning process and progress on planning goals, the Board's responsibility to support the President and assess his or her performance, and review annually the President's compensation and terms of employment.

Article XIV

Composition, Purposes and Responsibilities of the Committee on Board Organization

Section 1. The Committee on Board Organization shall have at least five members, all of whom shall be Trustees or Emeritus Trustees. The committee's chair, vice chair, and members shall be appointed for renewable one-year terms by the Chair.

Section 2. The purpose of the Committee on Board Organization is: (1) to ensure that the Board's membership and leadership consists of highly qualified and committed individuals; (2) to ensure that regular programs of new Trustee and in-service education are maintained; and (3) to periodically recommend initiatives by which the Board shall assess its performance. The Committee on Board Organization serves as the Board's agent in reviewing the performance of incumbent Trustees and

Board officers who are eligible for reelection, maintains a list of qualified candidates for possible nomination, considers cultivation strategies for promising Trustee candidates, and proposes and periodically reviews the adequacy of a statement of Trustee responsibilities as adopted by the Board. It shall establish its own rules of procedure in consultation with the Chair, President, and the Board of Trustees.

Section 3. The Committee on Board Organization shall meet as often as is necessary to conduct its business. It shall seek the assistance of all Trustees in the course of meeting its responsibilities in accordance with these Bylaws and its own rules of procedure, as adopted by the Board of Trustees. A majority of the Committee's members shall constitute a quorum.

Article XV

Corporate Seal

The corporate seal shall have inscribed thereon the name “Drury University” and the words “Corporate Seal.”

Article XVI

Indemnification of Officers and Trustees

Each Trustee or officer, or former Trustee or officer of the University and his legal representatives shall be indemnified by the University against liabilities, expenses, counsel fees, and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been, such Trustee or officer if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the University; provided that in no case shall the University indemnify such Trustee or officer with respect to any matters as to which he shall be finally adjudged in any action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such Trustee or officer. The indemnification here provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Trustee or officer (including expenses, counsel fees, and costs reasonably incurred in connection therewith), provided the Board of Trustees of the University shall have first approved such proposed compromise settlement and determined that the Trustee or officer involved was not guilty of negligence or misconduct; but in taking such action any Trustee involved shall not be qualified to vote thereon.

Article XVII

Conflict of Interest

Section 1. Policy Statement and Purpose.

Trustees, officers, and employees of Drury University serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the

Board of Trustees and employees of the University should be made solely on the basis of a desire to promote the best interests of the University and the public good. The University's integrity must be protected and advanced at all times.

This policy provides definitions and guidelines related to conflicts of interest involving the University, and applies to Trustees, officers, and all covered employees, as defined by the University's Bylaws or the definitions within this policy.

Section 2. Definitions

- A. **Conflict of Interest:** Any situation in which an individual's private interests conflict or are incompatible with his or her responsibilities to Drury University. A conflict of interest could involve a personal, family or business relationship between an individual and the institution which could cause Drury to be legally or otherwise vulnerable to criticism, embarrassment or litigation in the opinion of responsible persons.
- B. **Business relationship:** One in which a trustee, officer or a member of his/her family serves as an officer, director, employee, trustee, shareholder, or owner of an entity that does substantial business with Drury University.
- C. **Family member:** A spouse, parents, siblings, children or any other relative if the latter resides in the same household as the trustee, officer or covered employee.
- D. **Substantial benefit:** A situation in which a trustee, officer, covered employee or member of their family is the actual or beneficial owner of more than 5 percent of the voting stock or controlling interest of an entity that does substantial business with the University or who has other direct or indirect dealings with such an entity from which he/she or a member of their family benefits directly, indirectly or potentially from cash or property receipts which could total \$10,000 or more annually.
- E. **Trustee:** Any person serving as a member of the University's Board of Trustees, including Successor, Emeritus, and Life trustees.
- F. **Officer:** The Chair of the Board of Trustees, the Vice Chair of the Board of Trustees, the Secretary of the Board of Trustees, the Treasurer of the Board of Trustees, the President of the University, and one or more Executive Vice Presidents of the University.
- G. **Covered employee:** Non-officer employees with access to or influence upon purchasing, bidding, budget, fund solicitation, or other financial matters.

Section 3. Responsibilities

- A. Each trustee, officer, and covered employee is expected to manage his or her personal and business affairs so as to avoid situations which might lead to conflicts of interest or the appearance of thereof.

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B. It is the responsibility of those covered by this policy to ensure that the University and/or Board of Trustees is made aware of situations which involve personal, family, or business relationships that could lead to a conflict of interest or substantial benefit.

C. Officers and Trustees

1. All trustees and officers will be expected to:
 - a. Review this policy annually;
 - b. Complete form 400.002F1: Conflict of Interest Certification and Disclosure on which they:
 - 1) Certify that they have no conflict of interest to report OR
 - 2) Disclose any personal, family or business relationships, board relationships, or employment for purposes of determining possible current or future conflicts of interest involving the University;
 - 3) Acknowledge that they are in compliance with the purpose and spirit of this policy, AND
 - 4) Obtain the signature of his/her supervisor (for employees) or Chair or Secretary of the Board of Trustees.
2. The Assistant Secretary of the University or the Executive Assistant to the President must collect form 400.002F1 from each trustee and officer during May of each year.
 - a. Completed forms must be kept in the Office of the President or the Assistant Secretary of the University for no less than three (3) years.
 - b. The Assistant Secretary of the University must make available for review all collected forms upon request from the University's President, Chief of Staff, General Counsel, Chief Financial Officer, Controller, Board officers, and/or external auditors.
3. Trustees or officers who become aware of actual or potential conflicts of interest arising after their previous disclosure or certification of no conflict are required to update and re-file their forms promptly, and will be reminded by the Assistant Secretary of the University of their reporting obligations at each semi-annual meeting of the Board of Trustees.
4. Trustees and officers who disclose a conflict of interest in a particular matter must absent themselves from discussions of, and abstain from voting on, said matter when under consideration by the Board of Trustees, its committees, or the University.
5. Any Trustee or officer who is uncertain as to whether a conflict of interest may exist in any matter may request that the Board or Executive Committee resolve the question in his/her absence by majority vote.

D. Covered Employees

1. Covered employees must disclose conflicts of interest as necessary in the performance of their duties, as required by various University policies.
2. Covered employees must disclose conflicts of interest via form 400.002F1: Conflict of Interest Disclosure.
3. Covered employees who disclose a conflict of interest in a particular matter must recuse themselves from any further dealings with the transaction with which the conflict of interest exists.

4. Covered employees who are uncertain as to whether a conflict of interest may exist in any matter should request clarification from the Controller, Executive Vice President for Administration, Chief of Staff, General Counsel, or President.
5. Conflict of interest forms will be held on file in Administrative Services for the life/term of the transaction to which they apply or no less than three (3) years, whichever is longer.

Section 4. Procedure to Manage Conflicts

A. Trustees and Officers

1. The President (with the aid of the Chief of Staff and General Counsel) will monitor proposed or ongoing University transactions for conflicts of interest and disclose them to the Chair of the Board of Trustees in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.
2. For each conflict of interest disclosed to the Chair of the Board of Trustees, the Chair will determine whether to:
 - a. Take no action;
 - b. Disclose to the Board of Trustees and other individuals covered by this policy;
 - c. Ask the person to recuse from participation in related discussions or decisions related to the applicable transaction or within the University; or
 - d. Ask the person to resign from his or her position in the University or, if the person refuses to resign, become subject to possible removal in accordance with the University's removal procedures.

B. Covered University Employees

1. The University's Chief of Staff, General Counsel, and the Office of Administrative Services will monitor proposed or ongoing transactions for conflicts of interest involving non-officer University employees and disclose conflicts as they are reported or discovered to applicable divisional vice presidents/executive directors, the President, and/or the Chair of the Board of Trustees, depending on the nature and severity of the conflict.
2. For each conflict of interest disclosed to or discovered by the University, the University administration (i.e., the President or appointed designee) will determine whether to:
 - a. Take no action;
 - b. Assure full disclosure to the appropriate University officers and other individuals covered by this policy;
 - c. Ask the person to recuse from participation in related discussions or decisions related to the applicable transaction or within the University; or
 - d. Ask the person to resign from his or her position in the University or, if the person refuses to resign, become subject to possible removal in accordance with the University's removal procedures.

Section 5. Enforcement

- A. Officers and Covered Employees: Violation of this policy may result in disciplinary action, up to and including termination of employment.
- B. Trustees: Violation of this policy may result in removal from the Board of Trustees.

Section 6. Changes to this Policy.

- A. Due to its ties to the University Bylaws, changes to this policy require approval by the full Board of Trustees.

Article XVIII Confidentiality

Section 1. Policy Statement and Purpose

Individuals associated with Drury University (the “University”) must act at all times in the best interest of the University and must also act to protect the confidential nature of information regarding its activities. To that end, the University has adopted a Confidentiality Policy (the “Policy”, the terms of which are set forth below.

This Policy shall apply to:

- all members of the Board of Trustees;
- all members of University committees, task forces, and others in the University governance structure; and,
- all University officers.

Section 2. Definitions

A. Confidential information shall include:

1. all University information regarding an individual or corporate donor, including but not limited to, donor records, lists, addresses, assets, trusts, family data, estate or tax information, charitable giving, history, or gifts to or services provided by donors to the University;
2. all financial information concerning the University, including but not limited to, salaries paid to employees, spending policy projections, investment and similar information;
3. all plans and projections for new or developing resources of the University, including enrollment, marketing pricing strategies, program development, and fundraising techniques;
4. all information relating to the University’s resource development activities, employee lists, personnel matters, vendor relationships, trade secrets and other confidential or proprietary information;
5. all information collected, disseminated, or obtained as part of the grant review process; or
6. any of the information described in subsections 1 through 5 of Section 2 that the University obtains from another party or entity, regardless of whether such information is:
 - a. owned or was developed by the University or by a third party; or
 - b. otherwise publicly available in whole or in part.

Section 3. Use and Disclosure of Confidential Information

- A. Except to the extent that the use or disclosure of any confidential information is required to carry out an individual's assigned duties, such individual will not, without prior written approval by an officer of the Board of Trustees:
 - 1. misappropriate,
 - 2. use for the purpose of competing with the University, either directly or indirectly,
 - 3. disclose to any third party, either directly or indirectly, or
 - 4. aid anyone else in disclosing to any third party, either directly or indirectly, all or any part of any confidential information.

Section 4. Continued Obligation of Confidentiality

- A. Any confidential information which a person covered by the Policy receives during the person's association with University shall remain the property of University and shall be returned to University upon request, or in the case of an officer of University, upon termination of such person's employment with University. The obligations of confidentiality under this Policy are intended to survive a person's association with University.

Section 5. Compliance with Laws

- A. Nothing in this policy shall be construed to require an individual to violate the law or order of a Court of competent jurisdiction.

Section 6. Enforcement

- A. A breach of this policy may be deemed a sufficient basis for sanction by the Board Officers.
 - 1. University Employees: Violation of this policy may result in disciplinary action, up to and including termination of employment.
 - 2. University Trustees: Violation of this policy may result in removal from the Board of Trustees.

Section 7. Changes to this Policy

- A. Changes to this policy require approval by the full Board of Trustees.
 - 1. Changes to this policy must be submitted to the Executive Committee of the Board of Trustees for initial approval and recommendation to the full Board of Trustees.
 - 2. Approved changes must then be incorporated into this policy and the updated policy made available to all University Trustees and University employees.

Article XIX

Review and Amendment of Bylaws

- Section 1. The Bylaws may be altered or amended by a majority of the Board of Trustees at any regular or special meeting provided notice of such alteration or amendment has been given to each

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member of the Board in writing at least five days prior to said meeting or said Bylaws may be altered or amended without notice at any regular or special meeting of the Board upon a vote of three-fourths of the entire Board.

Section 2. These Bylaws shall be reviewed periodically by the Secretary of the Board of Trustees and the Executive Committee. The Secretary and the Executive Committee shall recommend any necessary changes to the Board of Trustees.

{ Adopted by the Board of Trustees on May 11, 2007 }

Amended by the Board of Trustees:

May 15, 2009 | May 13, 2011 | May 11, 2012 | May 17, 2013 | May 11, 2018 | May 10, 2019 | May 13, 2021