

THE BOARD OF TRUSTEES

**Lincoln University
Lincoln University, PA**

**RESOLUTION 710
September 17, 2022**

**PROPOSED AMENDMENTS TO THE FEBRUARY 9, 2019 RES710_091722
AMENDED AND RESTATED BY-LAWS OF LINCOLN UNIVERSITY –
OF THE COMMONWEALTH SYSTEM OF HIGHER EDUCATION**

WHEREAS, the current By-Laws of Lincoln University – of the Commonwealth System of Higher Education (the “Lincoln University”) were adopted by the Board of Trustees on November 20, 1999 and amended and restated on February 12, 2011; September 15, 2018 and February 9, 2019 (collectively, together, the “By-Laws”); and

WHEREAS, the Board of Trustees of Lincoln University (the “Board of Trustees”) has determined based upon unexpected events and incidents that took place during the fiscal year of 2020 at various times at Lincoln University by the Board of Trustees that the By-Laws should be reviewed by an Ad Hoc By-Laws Committee (“Ad Hoc Committee”) and be amended and restated, if necessary, to be in compliance with the Commonwealth Court Order dated October 21, 2020; the Lincoln University – Commonwealth Act of July 7, 1972, P.L. 743, No. 176; the Sunshine Act, 65 Pa. C.S. § 703 and the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa. C.S. §§ 1501.

WHEREAS, after several meetings of the Ad Hoc Committee and combined with their review of the current amended and restated By-Laws, the Ad Hoc Committee proposes for consideration and adoption that the current By-Laws dated February 9, 2019 be amended and restated in their entirety so as to read in accordance with the amended and restated By-Laws attached hereto showing the proposed amendments and made a part hereof as Exhibit A; and

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the new form of the Amended and Restated By-Laws identified as Exhibit A to this Resolution are hereby adopted and accepted as the Amended and Restated By-Laws of the Board of Trustees of Lincoln University and that the Secretary of the Board of Trustees is hereby authorized and instructed to insert said Amended and Restated By-Laws into the Board of Trustees’ corporate minute book to supersede the existing current By-Laws for the regulation of the affairs of the Board of Trustees and Lincoln University.

Duly adopted this 17th day of September, 2022, by the Board of Trustees of Lincoln University – of the Commonwealth System of Higher Education.