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RESOLUTION OF
THE BOARD OF TRUSTEES

Lincoln University
Lincoln University, PA 19352

RESOLUTION 597
February 9, 2019

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PROPOSED AMENDMENT TO THE BYLAWS
OF LINCOLN UNIVERSITY OF THE COMMONWEALTH
SYSTEM OF HIGHER EDUCATION, ARTICLE VII   **RES597_020919**

WHEREAS, the Lincoln University Board of Trustees appointed an Ad Hoc Bylaws Committee to review the Bylaws of Lincoln University of the Commonwealth System of Higher Education adopted by the Board of Trustees on November 20, 1999 and as amended on September 15, 2018, July 1, 2014 and on February 12, 2011 in its entirety (the "Bylaws"); and

WHEREAS, Article VII of the Bylaws, provides that,

> *The Board of Trustees shall select a General Counsel, which shall represent the University in all legal matters. General Counsel shall serve at the pleasure of the Board and may be an individual or a firm. All matters requiring legal advice or legal action shall be referred to General Counsel. When requested General Counsel, or if General Counsel is a firm, one of its members shall attend meetings of the Board of Trustees and of the Executive Committee. The General Counsel and or a member of his or her law firm may not be a member of the Lincoln University Board of Trustees or to any board to which the Lincoln University Board of Trustees has nominating or appointing authority; and*

WHEREAS, the proposed amendment to Article VII, General Counsel, distinguishes the need to avoid conflicts of interest among members of the Board of Trustees who are licensed to represent individuals and/or organizations/institutions in a legal matter; therefore, be it

RESOLVED, that the Board of Trustees approves the Proposed Amendment to Article VII, General Counsel, to add the following language to the current language:

> *The Board may from time to time obtain legal counsel to address specific matters related to Board business. Said Counsel shall not be a member of the Lincoln University Board of Trustees or any board to which the Lincoln University Board of Trustees has nominating or appointing authority.*