ARTICLE III
Membership of the Board of Trustees

Section 1. Only people who agree with the College faith statement and are loyal active church members, giving evidence by their lives of the strength of their Christian faith and commitment, shall be nominated as trustees. Montreat College, in its witness to the uniqueness of the Christian faith must be responsible to diversity in both the College and the world. The Board of Trustees will give full expression to this rich diversity in an inclusiveness leading to wholeness in its work. Persons of all racial and ethnic groups, different ages, both sexes, disabilities and diverse geographic areas and different theological positions consistent with the Reformed tradition will be considered for membership on the Board.

Section 2. The Board of Trustees shall consist of not fewer that twelve (12) and not more than thirty-six (36) members, and at least one member shall be an officer or active member of the Montreat College Alumni Association.

Section 3. New trustees and incumbent members of the Board of Trustees who are eligible for reelection shall ordinarily be elected annually by the Board of Trustees at the Board’s annual meeting, although vacancies may be filled at any regular or special meeting of the Board.

Section 4. Trustees shall serve three-year terms and shall be eligible for reelection to a maximum of three full consecutive terms (a total of nine full, consecutive years of service). Regular terms for trustees begin on July 1 following their election and end on June 30 of the following calendar year. In the event a trustee is elected to fill a vacancy on the Board of Trustees or in the event a trustee is elected at a time other than the annual meeting, such trustee’s first year of service shall begin immediately after his or her election and continue until the following June 30. A trustee shall serve no more than nine full, consecutive years, inclusive of any partial term that the trustee filled, and shall only be eligible for reelection following a one-year hiatus. The Chairperson of the Board shall be exempt from this provision until at least one year has passed following completion of the Chairperson’s term of office, or until the Board of Trustees shall otherwise determine.

Section 5. Any member of the Board of Trustees may recommend a candidate for election or reelection to the Board of Trustees through procedures adopted by the Board of Trustees.
Section 6. All trustees serve at the pleasure of the Board of Trustees. At any meeting of the Board, a trustee may be removed from the Board for cause by an affirmative vote of two-thirds (2/3) of the trustees present at the meeting. Removal may be proposed by either the Chairperson or any ten (10) members of the Board. “Cause” shall include, but not be limited to, refusal or failure to discharge the duties of a trustee or engaging in conduct contrary to the interests or welfare of the College. The trustee subject to removal shall receive written notice ten (10) days prior to the meeting which: (1) states the reason(s) for the proposed removal, (2) states that the trustee has the opportunity to be present at the meeting and to state the reasons why the trustee believes he or she should not be removed, and (3) notes that written notice of the Board’s decision with regard to the removal will be provided to the trustee within ten (10) days of the meeting. All other trustees shall receive written notice at least five (5) days prior to the date of the meeting stating that removal of such trustee will be considered at such a meeting and stating the reasons for consideration of removal.

Section 7. A trustee may resign at any time by communicating such resignation in writing to the Chairperson of the Board of Trustees or to the President. The resignation is effective when communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 8. A vacancy on the Board of Trustees shall be deemed to exist at any time when a member of the Board of Trustees dies, resigns or is removed. Any vacancy on the Board of Trustees that results in the Board of Trustees having fewer than twelve (12) members shall be filled through a special election at any regular or special meeting of the Board of Trustees. Any vacancy on the Board of Trustees that does not result in the Board of Trustees having fewer than twelve (12) members may, in the Board’s discretion, be filled through a special election at any regular or special meeting of the Board of Trustees. If a vacancy occurs prior to the expiration of the trustee’s term, the trustee’s successor shall be elected to serve only until the expiration of the term of the predecessor trustee.
ARTICLE XI
Meetings

Section 1. The Board of Trustees shall have two regular meetings a year. One such meeting, designated as the annual meeting, shall be held in the spring semester of each year, and the second regular meeting shall be held in the fall semester of each year. The Chair of the Board of Trustees shall have the authority to designate the location, time and date of each meeting and shall notify the Board of Trustees at least sixty (60) days in advance of each meeting. Such meetings may be held within or without the State of North Carolina.

Section 2. Special meetings may be held at the call of the Board Chairperson, the President, or at least twenty-five percent (25%) of the trustees by written notice to the Chairperson or Secretary. The Chairperson or Secretary of the Board of Trustees shall notify the Board of Trustees at least five (5) days in advance of the special meeting and shall provide a clear statement of purpose(s) for the special meeting. Business at special meetings shall be confined to the stated purpose(s).

Section 3. A quorum for the transaction of business at meetings of the Board of Trustees shall consist of a majority of the trustees.

Section 4. Attendance by a trustee at a meeting shall constitute a waiver of notice, except when a trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5. Except as otherwise provided for in these Bylaws or the Articles of Incorporation, a majority vote of those members present with a proper quorum shall constitute action by the Board of Trustees.
ARTICLE XII
Action Without a Formal Meeting

Any action required or permitted to be taken by the Board of Trustees or by any committee of the Board of Trustees may be taken without a formal meeting but only if the action taken is unanimously approved by the Board of Trustees or committee members, as the case may be. Action taken without a formal meeting may be conducted by regular mail, electronic mail, fax, conference call, Internet or any other means. A written consent setting forth the actions taken and signed by each committee member or trustee shall be filed with the minutes of the proceedings as soon as is practical.
NEW ARTICLE XVIII
General Provisions

Section 1. The College may conduct any transaction or transactions by electronic means and this provision shall constitute the agreement by the College, the Board of Trustees and all committee members to the conduct of transactions by electronic means.

Section 2. Any or all trustees may participate in a meeting of the Board of Trustees or a committee of the Board by means of a conference telephone, video conference or by any communications device which allows all trustees participating in the meeting to simultaneously hear each other during the meeting, and such participation shall constitute presence at the meeting.

Section 3. Notice of a meeting of the Board of Trustees or a committee shall be in writing, shall state the place, day, hour and agenda of the meeting, and shall be delivered to each trustee or committee member, as the case may be, either personally or by facsimile, mail or electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, postage prepaid, addressed to the trustee/committee member at her or his physical address as it appears on the records of the College. If faxed or electronically mailed, such notice shall be deemed to be delivered when transmitted to the trustee’s or committee member’s facsimile number or email address as it appears on the records of the College. Notice of annual and regular meetings of the Board of Trustees need not specify the purpose for which the meeting is called unless such a statement is required pursuant to the provisions of these Bylaws or the North Carolina Nonprofit Corporation Act. Notice of a special meeting of the Board of Trustees shall specify the purpose or purposes for which the meeting is called, and no business shall be transacted at such a meeting that does not relate to the purposes stated in such notice.

Section 4. Whenever notice is required to be given by law, the Articles of Incorporation of the College or these bylaws, a written waiver of notice signed by the person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The waiver shall be filed with the minutes or corporate records. In addition, attendance or participation by a trustee, officer or committee member, as the case may be, at any meeting shall constitute waiver of notice of that meeting unless (i) objection is made by the trustee, officer or committee member at such meeting on the grounds that the meeting has not been lawfully called or notice was not lawfully provided and (ii) the trustee, officer or committee member does not thereafter vote for or assent to action taken at the meeting.