

AMENDED AND RESTATED

BYLAWS

OF

MONTREAT COLLEGE

THESE BYLAWS of Montreat College (the “College”) are effective as of January 27, 2017, the date last ratified (the “Bylaws”).

ARTICLE I

Definitions

The following definitions apply to these Bylaws of Montreat College (the “College”) and are incorporated, by reference, in all documents to which these Bylaws refer.

Close Associate(s) – A person or persons who are associated with an employee of the College or a member of the Board through (a) direct employment or through (b) a current, legally binding contractual relationship, in which either the person or the member of the Board may exercise management or fiduciary control over the other or receive or give monetary or non-monetary benefit to the other.

Consent Agenda Items – Items requiring a vote by the Board but that do not require discussion, including, but not limited by way of example to, the President’s statements of policy compliance.

Constitutional Rights – Personal rights accorded to an individual under the Constitution of the United States of America, as amended.

Family Member – a husband or wife (as defined in Scripture), a parent, a sibling, a child (either by blood or through legal adoption) or any other relative, if the latter resides in the same household or is a legal dependent of an officer, a trustee, an employee or an agent of the College.

Immoral – not in conformance with the biblical principles of right and wrong behavior as expressed through Scripture and as interpreted by the elected members of the Board of Trustees.

Key Institutional Officers – are the Chairperson of the Board, Secretary of the Board, Treasurer of the Board, President, Chief Financial Officer, Vice Presidents of the College, and agents designated in writing by the President, all of whom are authorized to bind the College to contractual agreements and / or have legal fiduciary responsibilities. All other positions and / or organizational titles are specifically excluded from this definition. Nothing in the foregoing definition explicitly precludes any one person from serving in one or more of these capacities.

Policy Rights – Personal freedoms and responsibilities in the workplace accorded to each individual under the College’s personnel and administrative rules, as adopted and documented from time-to-time in written policies, processes, practices, procedures, and guidelines published by the College. Rules not explicitly stated in writing are not defined as Policy Rights.

Scripture – God’s revealed truth to man as documented in the New American Standard version of the Bible.

Unethical – in violation of commonly accepted business and professional ethics, as interpreted by the College’s Board of Trustees.

ARTICLE II
Board Authority and Responsibilities

Section 1. The affairs of the corporation shall be managed by the Board of Trustees (the “Board”) in accordance with the provisions of applicable law, the Articles of Incorporation and these bylaws. This includes the right to adopt policies and theological positions from time to time when determined by the Board to be in the best interest of the College.

ARTICLE III
Membership of the Board of Trustees

Section 1. Only people who agree with the College faith statement and are active in a local church, 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. 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 than 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 IV Trustees Emeriti

Upon recommendation of the Committee on Trustees, trustees who have served with distinction for at least two terms may be elected by the majority of trustees as Trustee Emeriti, provided the total number of Trustees Emeriti does not exceed one-third of the total number of regular, voting trustees. They may speak freely at all Board and committee meetings, but shall not have voting privileges and shall not be counted as part of quorum determinations. Trustees Emeriti shall be sent notices of all Board meetings and are encouraged to attend Board meetings or otherwise accept special assignments that are helpful to the Board of Trustees and the College.

ARTICLE V Officers of the Board and College

Section 1. The officers of the Board will be the Chairperson, Vice Chairperson, and Secretary of the Board of Trustees. The officers of the College shall include the President, Treasurer and one or more Vice Presidents. The President shall serve at the pleasure of the Board of Trustees and the Treasurer and Vice President(s) shall serve at the pleasure of the President.

Section 2. The Chairperson, Vice Chairperson, and Secretary shall be trustees. The President shall be ex officio a member of the Board of Trustees without power to vote, and the President's presence at meetings shall not be counted as part of quorum determinations. Other College officers shall not be members of the Board.

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

ARTICLE VI

Terms and Responsibilities of the Chairperson and Vice Chairperson of the Board of Trustees

Section 1. The Chairperson and Vice Chairperson shall be elected annually upon nomination by the Committee on Trustees and ordinarily shall serve 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 or reelection normally shall take place at the designated annual meeting.

Section 2. The Chairperson shall preside at all Board meetings and will have the right to vote on all questions and serve as spokesperson for the Board. The Chairperson shall serve as an ex officio member of all standing or ad hoc committees of the Board and have other duties as the Board may prescribe from time to time.

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

ARTICLE VII

Terms and Responsibilities of the Secretary

Section 1. The Secretary shall be elected annually upon nomination by members of the Board and ordinarily shall serve for at least three consecutive years but not more than five years.

Section 2. The Secretary shall ensure that minutes of Board meetings are accurate and promptly distributed to all trustees, meetings are properly scheduled, and trustees notified. The Secretary shall perform other duties as prescribed from time to time by the Board. Any of the duties or powers of the Secretary may be performed by an Assistant Secretary or Secretaries.

Section 3. The Secretary shall ensure that other official records are properly maintained separate from these Bylaws. This shall include but not be limited to Board Policy statements and descriptions and duties of Board standing or ad hoc committees.

ARTICLE VIII

Powers and Duties of the Treasurer

The Treasurer shall be the Chief Financial Officer of the College. The Chief Financial Officer shall have the duty to keep or cause to be kept full and accurate accounts of all receipts and disbursements and to obey all lawful orders of the President of the College respecting funds, property, and accounts of the College. The Chief Financial Officer shall be responsible for the preparation of any corporate financial reports as may be required by departments of state and federal governments. The Treasurer shall, in the name of the College, give receipts for monies or property as shall be required, deposit funds in accordance with Board resolutions and at the direction of the President, and safeguard the money of the College. The Chief Financial Officer shall be fully cognizant of and operate under such regulations or

Executive Limitation Policies as the Board of Trustees may prescribe for the President. The Chief Financial Officer shall cooperate with any independent auditors or certified public accountants retained by the Board of Trustees for the purpose of conducting audits of the accounts of the College, and shall make reports at meetings of the Board of Trustees or other such meetings, as may be directed by the Board of Trustees or President, with respect to the financial condition of the College at such time and in such form as the Board or the President may require. The Treasurer shall give a bond to the College faithfully to perform the duties of Treasurer, and to account for all monies and other matters and things, which may come into the Treasurer's hands and possession by virtue of said office.

ARTICLE IX

Term, Authority and Responsibilities of the President of the College

Section 1. The President serves at the pleasure of the Board of Trustees for such term, compensation and with such conditions of employment, as the Board shall determine. The Board will elect as President one who is committed to the Christian faith and is a member of a Christian church.

Section 2. The President shall be the college's chief executive officer and the chief advisor to and executive agent of the Board of Trustees. The President's authority is vested through the Board of Trustees and includes responsibilities for all College educational and managerial affairs, subject to the written directions of the Board as expressed in Board-President Linkage, Executive Limitation, and Ends Policies. The President is responsible for consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the College's key spokesperson. He or she has the authority to execute all documents on behalf of the College and the Board of Trustees consistent with Board Policies and the best interests of the College. The President serves ex officio as a member of all Board standing and ad-hoc committees.

ARTICLE X

Term, Authority, and Responsibilities of the Vice President(s)

The Vice President(s) shall serve for such term(s) and have such authority and responsibilities as the President shall determine. 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 XI

Meetings

Section 1. The Board of Trustees shall have three regular meetings a year. One such meeting, designated as the annual meeting, shall be held in the spring semester of each year, the second regular meeting shall be held in the fall semester of each year, and the third meeting shall be held in the winter between the other regular meetings. 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.

ARTICLE XIII

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.

ARTICLE XIV **Committees**

Section 1. The Board hereby establishes an Executive Committee of the Board of Trustees.

1. Executive Committee is a standing committee of the Board and shall consist of not fewer than five (5) and not more than ten (10) members, all of whom shall be voting Trustees. The Chair of the Board shall be the Chair of the Executive Committee, and the President of the College shall be an ex officio member without a vote and not counted for a quorum. Other members shall include the Chairs of all other Board standing committees and the Vice Chair of the Board. Additional members of the Executive Committee may be appointed by the Board at any meeting of the Board. The immediate past Chair of the Board shall serve ex officio on the Executive Committee. The Executive Committee shall continue in existence until dissolved by the Board.

2. The purpose of the Executive Committee shall be twofold: (1) it shall serve at the pleasure of the Board as its agent in advising the President to address business matters during intervals between regular Board meetings, and (2) it shall assist the Chairperson 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 the authority to act for the Board on all matters except making material changes to a Board-approved budget or adopting or eliminating major academic programs or as otherwise provided by law and except for the actions set out in Section 3 below. 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 College's planning process and progress on goals, and the Board's responsibility to support the President.

3. The Executive Committee shall meet at least once per year and as often as is necessary to conduct its business as the Chair determines. Minutes of the Executive Committee are required and shall be distributed to the entire Board. A Majority of the members of the Executive Committee shall constitute a quorum. The act of a majority of the members of the Executive Committee at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 2. Other standing or ad hoc committees having two or more members may be designated by a resolution adopted by a majority of the number of Trustees then in office. Vacancies in the membership of such committees shall be filled by appointment made in the same manner as provided in the case of the original appointment. The standing committees shall consist of the Executive Committee, the Committee on Trustees, the Investment-Finance-Audit Committee, the Enrollment Management Committee, the Advancement Committee, the Academic Affairs Committee and the Student Services Committee.

Section 3. No committees of the Board (including the Executive Committee) shall be authorized to take the following actions which shall be reserved for the Board:

1. Presidential selection and termination;
2. Trustee and Board Officer election or appointment;
3. Changes in institutional mission and purposes;
4. Approving dissolution, merger or the sale, pledge, or transfer of all or substantially all of the College's assets;
5. Adoption, amendment or repeal of the Articles of Incorporation or Bylaws; and
6. Conferral of degrees or tenure.

Section 4. Except for the Executive Committee, the Chair of the Board of Trustees shall have the responsibility for nominating the chair and members of all Board committees. All committee chairs and a majority of committee members shall be trustees. The Chair and members of all committees shall be approved by a quorum of all Board members as defined in Article XIII, Section 3.

Section 5. Each committee shall meet at a frequency determined by the committee in order to accomplish its work, but no less than once, and report on its work and make recommendations to the Board of Trustees. Minutes of meetings are required and shall be distributed to all trustees.

ARTICLE XV Indemnification

Section 1. To the fullest extent and upon the terms and conditions from time to time provided by law, the College shall indemnify any and all of its officers, trustees, employees and agents, or any person who has served or is serving in such capacity at the request of the College in any other corporation, partnership, joint venture, trust or other enterprise, against liability and reasonable litigation expenses, including attorney's fees incurred by the indemnitee in connection with any action, suit or proceeding in which the indemnitee is made or threatened to be made a party by reason of being or having been such trustee, officer, employee or agent (excluding, however, liability or litigation expense which any of the foregoing may incur in relation to matters as to which the indemnitee shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty). Such trustees, officers, employees and agents shall be entitled to recover from the College and the College shall pay, all reasonable costs, expenses and attorney's fees in connection with the enforcement of rights of indemnification granted herein. Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the College shall be deemed to be doing or to have done so in reliance upon and as consideration for the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other right to which such person may be entitled apart from the provisions of this bylaw.

Section 2. Expenses incurred by a trustee, officer, employee, or agent in defending a civil or criminal action, suit or proceeding as described in XVI, Section 1, shall be paid by the College in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of

the trustee, officer, employee or agent to repay such amount unless it shall be ultimately determined that by the trustee, officer, employee, or agent is entitled to be indemnified by the College against such expenses.

Section 3. The College shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the College, or is or was serving at the request of the College as a trustee, officer, employer or agent of another corporation, partnership, joint venture, trustee of other enterprise against any liability asserted against the trustee, officer, employee or agent and incurred by the trustee, officer, employee or agent in any such capacity, or arising out of the trustee's, officer's, employee's or agent's status as such, whether or not the College would have the power to indemnify the trustee, officer, employee or agent against such liability.

ARTICLE XVI ***Conflict of Interest***

A trustee shall be considered to have a conflict of interest if: (a) such trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of the trustee's responsibilities to the College or (b) such trustee is aware that a member of the trustee's family, or any organization in which such trustee (or member of the trustee's family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests. For the purposes of this provision, a family member is defined in Article I, Definitions. All trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. Furthermore, the trustee shall absent himself/herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Trustees or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the trustee having a conflict or possible conflict abstained from voting. Any trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the question in the trustee's absence by majority vote. Each trustee shall complete and sign a disclosure form provided annually by the Secretary of the Board of Trustees.

ARTICLE XVII ***Qualification of Faculty and Administration***

The President shall recommend as members of the College faculty and administration those who are committed to the Christian faith and are members of a Christian church.

ARTICLE XVIII ***Review and Amendment of Bylaws***

Except as otherwise provided herein, these Bylaws may be amended, repealed or suspended and new Bylaws may be adopted by the affirmative vote of two-thirds of the trustees present at any regular or special meeting of the Board of Trustees. No alteration, amendment or rescission of a Bylaw shall be voted upon unless notice thereof has been given in the notice of the meeting or fifteen days prior to the meeting or unless all of the trustees of the College execute a written waiver of notice stating that action upon the Bylaws is to be taken at the meeting, and the original of such waiver shall be recorded in the Corporate Minute Book.

**MONTREAT COLLEGE
BYLAWS**

Appendix E

The Board of Trustees of Montreat College (the “College”) established a standing Executive Committee of the Board at its Fall 2014 (October 15-16, 2014) Board meeting and ratified that action at its February 28, 2016 meeting. In keeping with Article XIV of the College’s Bylaws, the following is the Executive Committee’s Statement of Purpose and related role, policies and procedures:

EXECUTIVE COMMITTEE STATEMENT OF PURPOSE

The Board hereby establishes an Executive Committee of the Board of Trustees which shall consist of not fewer than five (5) and not more than ten (10) members, all of whom shall be voting Trustees. The Chairperson of the Board of Trustees shall be the Chair of the Executive Committee, and the President of the College shall be an ex officio member without a vote and not counted for a quorum. Other members shall include the Chairpersons of all other Board standing committees and the Vice Chair of the Board. Additional members of the Executive Committee shall be appointed by the Board of Trustees at any meeting of the Board. The immediate past Chairperson of the Board of Trustees shall serve ex officio on the Executive Committee. The Executive Committee shall continue in existence until dissolved by the Board of Trustees.

Purpose. The purpose of the Executive Committee shall be twofold: (1) it shall serve at the pleasure of the Board of Trustees as its agent in advising the President to address business matters during intervals between regular Board meetings, and (2) it shall assist the Chairperson and the President with their joint responsibility to help the Board of Trustees function effectively and efficiently by suggesting Board meeting agenda items and periodically assessing the quality of committee work. The Executive Committee shall have the authority to act for the Board of Trustees on all matters except as otherwise provided by law and except for the following, which shall be reserved for the Board of Trustees: (i) Presidential selection and termination; (ii) Trustee and Board Officer election or appointment; (iii) changes in institutional mission and purposes; (iv) approving dissolution, merger or the sale, pledge, or transfer of all or substantially all of the College’s assets; (v) adoption, amendment or repeal of the Articles of Incorporation or Bylaws; and (vi) conferral of degrees or tenure. 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 College’s planning process and progress on goals, and the Board’s responsibility to support the President.

Meetings. The Executive Committee shall meet at least once per year and as often as is necessary to conduct its business as the Chairperson determines. Minutes of the Executive Committee are required and shall be distributed to the entire Board of Trustees.

Quorum. A Majority of the members of the Executive Committee shall constitute a quorum.

Manner of Acting. The act of a majority of the members of the Executive Committee at a meeting at which a quorum is present shall be the act of the Executive Committee.