

Relationship to Members of the Corporation

Policy Statement

Marywood University, a sponsored institution of the Congregation of the Sisters, Servants of the Immaculate Heart of Mary, Scranton, Pennsylvania, is a public charitable institution, legally incorporated in the Commonwealth of Pennsylvania. The President of the Congregation and her councilors constitute the Members of the (Marywood University) Corporation.

The Board of Trustees, the governing body of Marywood University, recognizes its relationship to the Members of the Corporation, as delineated in the Bylaws of the University. It has a fiduciary responsibility to promote the corporate purpose and to preserve the mission of Marywood University according to Church tradition and in conformity with the spirit and mission of the IHM Congregation. The Members of the Corporation reserve to themselves the authority to influence decisions that preserve the identity, philosophy, mission and property of the institution. These reserved powers are defined in the Bylaws of the University.

1. The Board speaks “with one voice” to the Members of the Corporation as a body. Conversely, the Board recognizes the conduct of business from the Members of the Corporation as a body.
2. The Board submits nominations to trusteeship to the Members of the Corporation for their vote.
3. The Board seeks approval of the Members of the Corporation for actions relating to reserved powers specified in the Bylaws of the University:
 - changes in institutional purpose and philosophy;
 - appointment, reappointment, or termination for cause of the President of the University;
 - acquisition, disposition, encumbrance, or lease of real property of the institution;
 - construction of new buildings;
 - dissolution, merger, or consolidation of the institution with another corporation;
 - amendments to the Bylaws;
 - disposition of property upon dissolution.
4. In the event of disability of the President of the University, the Board will seek the consent of the Members of the Corporation before designating a University officer to assume the duties of that office for the interim.
5. The Board meets in special session if requested by the Members of the Corporation.

Related Policies

Bylaws of the University

History of Policy Relationship to Members of the Corporation

01/23/99 – Adopted by the Board of Trustees and placed in *Board of Trustees Manual*

MARYWOOD UNIVERSITY
POLICIES AND PROCEDURES MANUAL