

**CONSTITUTION AND BYLAWS  
OF  
OAKWOOD UNIVERSITY, INC.**



**AMENDED BY THE MEMBERS**

**June 16, 2022**

**Corporate Members Meeting  
Huntsville, AL 35896**

## **PREAMBLE**

Oakwood University is organized by the General Conference of Seventh-day Adventists under the laws of the State of Alabama. These Bylaws operate within the terms and provisions of the Articles of Incorporation of this Corporation which define Oakwood University as an institution of higher education within the educational system of the Seventh-day Adventist Church. Founded and established by the General Conference of Seventh-day Adventists in 1896, Oakwood University, a historically Black, primarily liberal arts institution, has as its fundamental purpose quality Christian education at the undergraduate and graduate levels. As an institution of the North American Division of the General Conference of Seventh-day Adventists (NAD), Oakwood University serves national and international students who come from diverse geographical, cultural, educational, and socioeconomic backgrounds.

In accordance with the laws of the State of Alabama, Oakwood University is organized as a non-stock, nonprofit educational Corporation upon a Membership basis with the number, qualification, rights, preferences, and limitations of the Members of the Corporation (commonly called the constituency) set forth in these Bylaws. The Members of the Corporation are required to receive reports and elect a Board of Trustees. The Board of Trustees is required to provide governance for the Corporation. The Board of Trustees elects and appoints the President and officers of the Corporation to administer and implement its business, policies, and decisions.

### **ARTICLE I - Name**

The name of this Corporation is Oakwood University, Inc.

### **ARTICLE II – Principal Office**

The principal office of the Corporation shall be located at Oakwood University, 7000 Adventist Boulevard, NW, Huntsville, County of Madison, Alabama 35896. The Corporation may have such other offices, either within or without the State of Alabama, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

### **ARTICLE III – Organization, Purposes, Reserved Powers**

**Section 3.1 Organization.** Oakwood University, as set forth in its Articles of Incorporation, is an international institution of higher learning as part of the educational program of the worldwide Seventh-day Adventist Church. In accordance with the laws of the state of Alabama, Oakwood University is organized exclusively for charitable, religious, literary and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code as a non-stock and non-profit educational corporation upon a Membership basis with the number, notices, rights, references and limitations of the Members of the Corporation set forth by these Bylaws. Oakwood University is organized by its sponsor, the North American Division of the General Conference of Seventh-day Adventists, as an instrumentality to carry its purposes into the world and operate within the qualifying educational parameters established by Section 501 (c) (3) of the Internal

Revenue Code, the laws of the state of Alabama, and other applicable laws, rules and regulations established. As used herein, the phrase “the Corporation” refers to the University.

**Section 3.2 Corporate Structure.** The Members of the Corporation adopt changes to the Articles of Incorporation and Bylaws of the Corporation and elect a Board of Trustees. The Board of Trustees governs the Corporation by providing, intellectual, spiritual, reputational, financial, and social capital to ensure the fulfillment of the institution’s mission. The Board of Trustees also appoints officers who administer the day-to-day operations of the institution and carry out the Board of Trustee’s strategic priorities, policies, actions, and directives.

**Section 3.3 Purposes.** The purposes of Oakwood University are all related to the mission of the Seventh-day Adventist Church, including:

- 3.3.1 To further the unique mission of the Seventh-day Adventist Church to carry the gospel to all the world, and its various people groups;
- 3.3.2 To educate students for generous service to the church and society in keeping with a faithful witness to Christ and to the worldwide mission of the Seventh-day Adventist Church;
- 3.3.3 To provide courses of study, based upon a Biblical foundation, which ~~integrate~~ **reflect** faith, learning and research at the collegiate, graduate and continuing education levels;
- 3.3.4 To provide an educational experience that recognizes the priority of spiritual life and honors the values of global diversity; and
- 3.3.5 To offer its material and human resources to support local, regional, national and global outreach programs of the Seventh-day Adventist Church.

**Section 3.4 Reserved Powers.** Any proposed changes in the scope or essential purposes of the University shall be approved by at least sixty-six (66%) percent of the Members of the Corporation.

#### **ARTICLE IV – Membership of the Corporation**

**Section 4.1 Membership of the Corporation.** The constituent Membership of the Corporation shall be comprised of the persons in items specified in Sections 4.1.1 through 4.1.5 of this subsection. Notwithstanding the preceding sentence, all Members of the Corporation shall be members of the Seventh-day Adventist Church in regular standing:

- 4.1.1 From the officers and employees of the Corporation:
  - a. The officers of the Corporation and University Administrators, elected or appointed in accordance with Article VII, Section 7.1.

- b. Five (5) full-time Faculty members from each of the University's Schools, the Dean from each school, the chair of the Faculty Senate, and three (3) at-large, full-time faculty members of the Corporation voted by the faculty at a duly called meeting of the Faculty Assembly.
  - c. Two (2) full-time staff persons from each administrative unit of the Corporation, selected at a duly called meeting of the Staff Business Session.
  - d. One (1) student representative from the student body of the Corporation.
- 4.1.2 Employees and laypersons of the Seventh-day Adventist Church who are not employees of the Corporation are ex officio members as follows:
- a. Members of the North American Division's NADCOM.
  - b. All Secretaries, and Treasurers of every Regional Conference in the NAD, including the Secretary, and Treasurer of the Bermuda Conference, and the Regional Affairs Directors of the Pacific Union Conference and the North Pacific Union Conference.
- 4.1.3 From the Southern Union Conference of Seventh-day Adventists are ex officio members as follows:
- a. Members of the Southern Union Conference Executive Committee.
  - b. Members of the South Central Conference Executive Committee.
  - c. The Senior Pastor of the Oakwood University Church.
  - d. The President of the Adventist Health System.
- 4.1.4 From the Board of Trustees and the Alumni Association **Network**:
- a. Members of the Board of Trustees who are not included in any group described in paragraphs 1 or 2 of this section shall serve as ex officio Members.
  - b. One (1) person who is an alumnus of Oakwood University, selected by the Officers of the Oakwood University Alumni Association **Network**.
- 4.1.5 One (1) layperson from each Regional Conference and the Bermuda Conference, one lay person from **Guam Micronesia mission**, and 1 layperson from Canada.

except Regional Conferences within the Southern Union, from which there shall be two laypersons.

- 4.1.6 Two (2) Members of the Constitution and Bylaws Committee if they have not been selected as delegates to the session.

#### **Section 4.2 Term and Termination.**

- 4.2.1 *Term of Membership.* The regular term of membership in the Corporation shall be five (5) years unless sooner terminated pursuant to Section 4.2.2.
- 4.2.2 *Termination of Membership.* Membership in the Corporation shall not be transferable (except for ex officio Members whose membership automatically transfers to successors in office) and shall be terminated by death, resignation, expiration of a term of membership or upon failure of a Member of the Corporation to retain the incidents of qualification as described in these Bylaws.
- 4.2.3 *Replacement of Members.* A terminated Member shall be replaced by the relevant group or individual empowered by these Bylaws to appoint or elect Members of this Corporation. The replacement Member's term shall be the remainder of the original Member's five-year (5) term.

#### **Section 4.3 Meetings of the Corporation.**

- 4.3.1 *Regular Quinquennial Meetings.* The Membership of the Corporation shall hold its regular quinquennial meeting ~~within twelve (12) months following the regular quinquennial session of the General Conference of Seventh-day Adventists~~ at the determination of the North American Division.
- 4.3.2 *Annual Meetings.* In any year in which a quinquennial meeting is not held, an annual meeting of the Membership of the Corporation shall be held for the purpose of receiving reports and for other purposes as may be set forth in the notice of meeting other than the election of Trustees.
- 4.3.3 *Special Meetings.* Special meetings of the Members may be called from time to time pursuant to this Section 4.3.3. The notice of a special meeting of the Members shall state the purpose(s) for which it is called and only the purpose(s) for which it is called shall be considered at such meeting. Special meetings of the Members may be called:
- a. by a majority vote of the Board of Trustees, and
  - b. by the President of the University;

- c. by written request of not less than twenty percent (20%) of the Members of the Corporation, delivered to the Chair, a Vice Chair, or the Secretary of the Corporation; or
- d. by majority vote of the Members of the Corporation present at any regular, annual or special meeting of the Membership.

4.3.4 ***Time and Place.*** The time of the quinquennial annual meetings or any special meetings of the Membership of the Corporation shall be set by action of the Board of Trustees. The quinquennial meetings shall be held at the principal location of the Corporation. The place of annual or special meetings shall be held at any location either within or without the state of Alabama as determined by the Chair of the Board of Trustees, in his/her sole discretion, after consulting the President of the University. Generally, regular or specially called Oakwood University Corporate Members Meetings are to be held in person and onsite. However, delegates when requested by the Board of Trustees, may participate by means of an electronic conference or similar communications by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person and attendance at such a meeting. Votes cast remotely shall have the same validity as if the online delegates met and voted onsite.

**[Member Notification—June 14, 2022: The action incorporating virtual convening of the Member’s Meeting will go into effect immediately upon approval by the Members. Because of a unique wording in the State of Alabama statutes dealing with specific advance notification of recommended Constitutional changes, members attending virtually, at this upcoming meeting, may speak on any issue. However, they will not be able to vote virtually until the next scheduled meeting when the Alabama’s required time notifications have been satisfied.]**

4.3.5 ***Notice of Meetings.*** Notice of all meetings shall be distributed to the Members of the Corporation by the Secretary of the Corporation who shall:

- a. Give written notice of the time, place and purposes of the quinquennial, annual and special meetings of the Members of the Corporation not less than (10) nor more than sixty (60) days before the day of the meeting either personally or by regular mail or electronic means to each Member of record entitled to vote at the meeting, and shall include a tentative agenda and available supporting materials; and
- b. publish in the North American Edition of Adventist World magazine and Southern Tidings magazine, Inside Oakwood e-newsletter, NAD Newspoints e-newsletter or such other publication or publications as determined by the Board of Trustees a notice of each regular, or annual meeting of the Membership of the Corporation at least four (4) weeks before the date of such meeting;

- c. if a special meeting is called in accordance with Section 4.3.3.c above, give the required notice of the meeting no later than thirty (30) days after the request is delivered to the Chair, Vice Chair, or Secretary of the meetings of the Membership, or such longer period as the written request from the Members specifies.
  - d. Written notice shall be deemed given when mailed or personally delivered, or if sent by electronic means, upon sending such electronic correspondence.
- 4.3.6 **Quorum.** At any meeting of the Membership of the Corporation, fifty (50) or more Members present in person shall constitute a quorum of the Members for all purposes, except that a lesser number than the quorum, shall have power to adjourn the meeting from time to time until a quorum shall be present. Such adjournment and the reasons therefore shall be recorded in the minutes of the proceedings.
- 4.3.7 **Adjourned Meetings.** Any Membership meeting, regular or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the Members present thereat, but in the absence of a quorum no other business may be transacted.
- 4.3.8 A quorum must also include the following:
- a. (i) either the President of the NAD, or the President's designee who is an eligible Member of the Corporation; or (ii) either the Chair, or a Vice Chair of the Board of Trustees who is an eligible Member of the Oakwood University Corporation; and
  - b. The Secretary of the Membership for meetings of the Members, as appointed pursuant to Section 4.4.3.
- 4.3.9 **Parliamentary Authority.** The then current edition of the General Conference Rules of Order shall govern the proceedings of all meetings when not in conflict with the specific provisions of these Bylaws, or the Articles of Incorporation, or the laws of the State of Alabama. The Chair may appoint a parliamentarian to help guide the meeting in matters of procedure.
- 4.3.10 **Voting.** Each Member of the Corporation shall have only one (1) vote. The method of voting may be by voice, card, show of hands, or such other method as may be available and determined at the discretion of the Chair. Notwithstanding the preceding sentence, voting by proxy shall not be allowed. A vote by secret ballot may be requested by any Member and approved by majority vote of the Members present and voting.

## **Section 4.4 Officers at Corporate Meetings.**

### **4.4.1 *Chair.***

- a. The Chair of the Board of Trustees of the Corporation shall serve as chair at meetings of the Members of the Corporation.
- b. The Chair shall consult with the Secretary and President of the University in setting the agenda for each quinquennial, annual and special meeting of the Members and shall be authorized to appoint a designee on his/her behalf as Chair of the Board of Trustees.
- c. The Chair shall preside at regular and special meetings of the Members.

### **4.4.2 *Vice Chairs.***

- a. The Vice Chair(s), appointed by the Board of Trustees, shall consist of the following: an Executive Officer of the North American Division; the President of the Southern Union Conference of Seventh-day Adventists; and a layperson.
- b. A Vice Chair shall preside at quinquennial, annual or special meetings of the Members in the absence of the chair or at the chairs request.
- c. The Vice Chairs may have other responsibilities as designated by the Chair.

### **4.4.3 *Secretary.***

- a. The Secretary of the Board of Trustees shall serve as the Secretary for the meetings of the Members;
- b. The Secretary shall collaborate with the Chair in the preparation and distribution of the agenda and materials for meetings of the Members; and
- c. The Secretary shall take, prepare, distribute, and be custodian of the minutes of meetings of the Members.

**Section 4.5 Powers and Duties of the Members.** In addition to the powers conferred upon the Members of the Corporation by law, the Members shall have the following powers, functions and duties:

- 4.5.1 At its quinquennial meeting, and after receiving a report from the Nominating Committee, to elect those Trustees who serve under Article V of these Bylaws;



- 4.5.2 To approve any changes in the corporate purposes of the corporation;
- 4.5.3 At any annual or special meeting, to remove any Trustee for any reason deemed sufficient by the Members at any annual or special meeting;
- 4.5.4 To receive reports of the operation of the Corporation;
- 4.5.5 To approve all amendments or restatements of the Articles of Incorporation and or the Bylaws of the Corporation;
- 4.5.6 To take such other actions as may be necessary and proper, which are not in conflict with the Bylaws, the Articles of Incorporation, or laws of the State of Alabama, to carry out the purposes of the Corporation and to advance its interests.

**Section 4.6 Nominating Committee for the Election of Trustees.** The Members shall elect the Nominating Committee from the Membership of the Corporation at the time of the quinquennial meeting of the members. The Nominating Committee shall be a standing committee which will serve the five (5) year term of the quinquennium. It will assist in the preparations for the Constituency which follows its election. The term of service shall commence at the conclusion of each quinquennial session and will end at the conclusion of the subsequent quinquennial session five (5) years later.

- 4.6.1 ***Nominating Committee Functions.*** At the quinquennial meeting of the Members of the Corporation, the Nominating Committee shall nominate thirty-nine (39) persons to serve as the Board of Trustees of the Corporation under Article V of these Bylaws for the ensuing term. The members shall elect at the time of the quinquennial, a nominating committee.
- 4.6.2 ***Composition of the Nominating Committee.*** The Nominating Committee shall consist of sixteen (16) Members from the following categories as elected by the members and shall meet, not less than ninety (90) days prior to the quinquennial meeting of the Corporation as follows:
  - a. From the NAD, ex officio Members [4]:
    - (i) The President of the NAD or the President’s designee shall serve as Chair of the Nominating Committee [1].
    - (ii) The Secretary of the NAD or his or her designee [1].
    - (iii) The Treasurer of the NAD or his or her designee [1].
    - (iv) The Vice President of Education for the NAD or his or her designee [1].

- b. Elective Members (12): The elective Members of the Nominating Committee shall be appointed by the following five (5) groups represented within the Membership of the Corporation. Each of the following groups shall appoint the designated number of members to the Nominating Committee from among their respective group.
  - (i) Five (5) persons from the Regional Conferences.
  - (ii) Two (2) persons from the Southern Union Conference.
  - (iii) Three (3) persons from the University faculty.
  - (iv) One (1) person from the University staff.
  - (v) One (1) additional person who shall be a recent Alumnus currently serving on the Board of Trustees.
- c. No member of the Nominating Committee, whether ex officio or appointed, may designate proxies to serve on the Nominating Committee in her/his place.

4.6.3 ***Nominating Committee Officers.*** The chair of the Nominating Committee shall be the President of the NAD or such other Member of the Nominating Committee as designated by the President of the NAD, except that the Chair of the Nominating Committee shall be an officer of the Board of Trustees. The Secretary of the Nominating Committee shall be elected from its membership by its members.

4.6.4 ***Nominating Committee Quorum.*** Nine (9) members of the Nominating Committee shall constitute a quorum.

4.6.5 ***Nominating Committee Meetings.*** The Nominating Committee shall meet and begin its work no less than ninety (90) days prior to the regular quinquennial meeting of the Members. The Chair of the Nominating Committee or the Chair's designee shall conduct the meetings.

4.6.6 ***Nominating Committee Process.*** The following process shall be observed during the Nominating Committee's work:

- a. The Secretary of the Corporation or her/his designee shall meet with the committee as a non-voting member to facilitate the committee's work in accordance with the Bylaws.
- b. The committee shall receive from the executive officers of the North American Division and Southern Union Conference and/or the Research and Compliance

Committee of the Board of Trustees, brief biographical information about the ex officio Trustees and individuals appointed as Trustees under the authority of the respective executive officers.

- c. The committee shall receive and carefully consider the reports and recommendations of the Research and Compliance Committee of the Board of Trustees, as stated in Article VI - Section 6.7 of these Bylaws.
- d. The Nominating Committee shall consider the diversity of race, ethnicity gender, experience, background and professional expertise of its nominees.
- e. At one or more of its meetings, the Nominating Committee shall invite as guests the President of the Corporation to attend at least one meeting of the committee to share his/her views on prospective Trustees. Invited guests may be present during the Nominating Committees' final determination of nominees to provide information or perspective on the final composition of the Board of Trustees.
- f. The committee shall report to the Members its nominees for the Board of Trustees. The committee shall also report the names of ex officio and appointed Trustees as received by the Nominating Committee under Section 4.6.6.b.
- g. This nominating process shall be completed no later than ten (10) days prior to the regular quinquennial meeting. However, if Members reject one or more of the nominees, the nominating committee shall be immediately reconvened to consider and nominate other nominees to the Members prior to the adjournment of the meeting of the Members at which such nominees were rejected by its Members.
- h. The Members have the final authority and responsibility to elect the Trustees who serve under Article V of these Bylaws.

## **ARTICLE V – Board of Trustees**

**Section 5.1 Governance by Board of Trustees.** The Board of Trustees, as elected by the Membership of the Corporation, has the statutory duty to govern the Corporation. Board governance includes, but is not limited to adopting policies, setting strategic direction, identifying processes and mission supportive resources, and appointing officers responsible for executing administrative operations on behalf of the Board of Trustees. The Board of Trustees is charged with ensuring that the Corporation is administered properly in accordance with the purposes of the Corporation as set forth herein and adopt such policies for the direction of the officers which it elects.

**Section 5.2 Qualifications and Term of Trustees.** The Trustees, all of whom shall be Members of the Seventh-day Adventist Church in regular standing, shall hold office for a term of five (5) years from the time of their election and qualification until the later of the next regular quinquennial meeting of the Corporation, or until their successors are duly elected and qualified,

unless they have resigned or have been removed in accordance with these Bylaws. A Trustee shall be deemed qualified as such only after filing a written acceptance of such office with the Secretary of the Corporation. A Trustee, other than an ex officio Member of the Board of Trustees, shall not serve more than three (3) consecutive terms, unless the Board of Trustees resolves that such Member may continue serving as a Member beyond the end of his or her third term and notification of such resolution is delivered to the Nominating Committee prior to the recommendation of candidates for membership on the Board of Trustees by the Nominating Committee as the Members of the Corporation at the next meeting during which Trustees are elected for the next five (5) year term.

**Section 5.3 Membership of the Board of Trustees.** ~~The membership of the Board of Trustees shall consist of not more than thirty-nine (39) persons.~~ The Board of Trustees shall be elected by the Members of the Corporation at its regular meeting **and shall consist of the following persons:**

5.3.1 *Ex officio Trustees.*

- a. The President, Secretary, and Treasurer of the NAD [3].
- b. A Vice President of the NAD designated by the NAD President [1].
- c. The NAD Vice President of Education [1].
- d. The President of Oakwood University [1].
- e. The President of the Southern Union Conference [1].
- f. Nine Regional Conference Presidents [9].
- g. Regional Affairs Directors of the Pacific Union Conference and the North Pacific Union Conference. [2].

5.3.2 Thirteen (13) lay Trustees shall be elected from the union territories of the North American Division, and may include a member of the Committee of 100 or similar organizations [1].

5.3.3 A representative of the University's Official Alumni Network [1].

5.3.4 A Pastor who is actively pastoring a congregation [1].

5.3.5 The President of Adventist Health System [1].

5.3.6 Four (4) additional Union Presidents from the NAD [4].

5.3.7 One (1) recent ~~Alumni~~ **Alumnus**, selected as an at-large Trustee, shall be elected for a full term.

**Section 5.4 Officers of the Board of Trustees.** At the first meeting following its election, the Board of Trustees shall be called to order by the President of the North American Division of Seventh-day Adventists or said President's designee to elect the President of the University, and the Chair of the Board of Trustees, and other officers of the University, and for consideration of any other matter which may come before the meeting. The Board of Trustees shall elect the officers of the Board of Trustees as follows:

5.4.1 *Board Chair.* The Chair shall be the President of the NAD or an executive officer of the NAD as designated by the President of the NAD. The functions of the Chair of the Board of Trustees shall be to:

- a. Call and preside at regular and special meetings of the members of the University Board of Trustees, of the Executive Committee, and other committees as designated by the Board of Trustees.
- b. Act as official spokesperson for the Board of Trustees.
- c. Be knowledgeable of the affairs and issues of higher education and be capable of bringing this knowledge to bear upon the plans, programs, and policies of the University.
- d. Acquaint himself/herself fully with the Board of Trustees' policies and philosophies to ensure that they support the purposes, goals, and mission of the University.
- e. Assist in fundraising, in facilitating Trustees to participate in fund-raising, and in securing overall gifts, resources, and expertise for the institution.
- f. Lead out in the appropriate orientation of new Trustees, in collaboration with the Secretary of the Board of Trustees.
- g. Consult with the Secretary and Vice Chairs in the appointment and membership of the committees of the Board of Trustees, and to ensure that the committees of the Board of Trustees function in a manner to effectively advise the Board of Trustees and to accommodate the needs of the governance of the University.
- h. Call to order executive sessions of the Board of Trustees for business with only full Trustees or other persons as specified by the Chair of the Board of Trustees.
- i. Facilitate annual evaluations of the President of the University and of the Board of Trustees.

- j. Collaborate with the President of the University and Vice Chairs in the planning and evaluation of the responsibilities of the University.
- k. Act as an advisor to the President of the University and work closely with the President of the NAD.
- l. Ensure that all actions of the constituency and all actions of the Board of Trustees are carried into effect through the President of the University.
- m. Perform such other duties as the Board of Trustees shall delegate.

5.4.3 ***Board Vice Chairs.***

- a. There shall be four Vice Chairs appointed by the Board of Trustees who shall consist of the following: an Executive Officer of the North American Division; the President of the Southern Union of Seventh-day Adventists; a president selected by the Regional Conference Presidents' Council; and a layperson.
- b. Vice Chair selected by the Board of Trustees shall preside at all meetings of the members of the Corporation and of the Board of Trustees in the absence of the Chair or at the Chair's request.
- c. A Vice Chair of the Board of Trustees shall perform other responsibilities as designated by the Chair of the Board of Trustees.

5.4.4 ***Secretary.*** The Secretary of the Board of Trustees shall be the President of the University. The functions of the Secretary of the Board of Trustees shall be to:

- a. Collaborate with the Chair and the Vice Chair(s) in facilitating the planning and scheduling of regular and special meetings of the Board of Trustees and in implementing the business of the Board of Trustees.
- b. Correspond and/or communicate, or cause a designee to correspond and/or communicate, with relevant entities and persons on behalf of the Board of Trustees.
- c. Serve as the Secretary of the meetings of the Members and the meetings of the Board of Trustees and shall maintain the minutes of Members and the Board of Trustees in one or more books or electronic means provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the current postal and electronic address of each Member and Trustee which shall be furnished to the Secretary by such Trustee; and in general, perform

all duties incidental to the office of Secretary of the meetings of the Members and the meetings of the Board of Trustees, and other duties as may be assigned to him/her by the Board of Trustees.

- d. Act as custodian to maintain, or cause a designee to maintain all Board of Trustees' policy minutes, and other official records of the Board of Trustees.
- e. Perform, or cause a designee to perform, other duties as prescribed from Time to time by the Board of Trustees.
- f. Advise the Chair on the appointment and membership of committees of the Board of Trustees.

5.4.5 ***Assistant Secretary.*** An Assistant Secretary may be elected from among the Trustees, who shall perform the duties of the Secretary in case of his/her absence or inability to act, and perform other duties as may be delegated by the Secretary or authorized by the Board of Trustees.

5.4.6 ***Recording Secretary.*** The Recording Secretary shall be appointed pursuant to Section 5.6.19 of this Article V. It shall be the function of the Recording Secretary to keep the minutes of all sessions of the Board of Trustees and perform other duties as may be delegated by the Secretary or authorized by the Board of Trustees.

## **Section 5.5 Meetings of the Board of Trustees.**

5.5.1 ***Organizational Meeting.*** The first meeting of the Board of Trustees following the quinquennial meeting of the Members shall take place within forty-five (45) days following the date of the quinquennial meeting of the Members.

5.5.2 ***Regular Meetings.*** Regular meetings of the Board of Trustees shall be held at least two (2) times during the calendar year at such time and place as the Board of Trustees may determine.

5.5.3 ***Special Meetings.*** Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the Chair of the Board of Trustees or if the Chair of the Board is absent or unable or refuses to act, by a Vice Chair of the Board of Trustees, or upon written request of not less than twenty percent (20%) of all the Trustees in office delivered to the Secretary of the Corporation.

5.5.4 ***Notice of Meetings.*** Notice of time and place of all meetings of the Board of Trustees shall be given at least seven (7) days prior to such meeting by electronic means or by written notice delivered personally or sent by regular mail to each Trustee, unless such meeting immediately follows the quinquennial meeting of the members, then no notice is required. If mailed, such notice shall be deemed to be

delivered when mailed. If sent electronically, notice shall be deemed delivered when sent to the electronic address of a Trustee shown on the records of the Corporation.

- 5.5.5 *Meetings by Telephone or Video Conference.* Special meetings of the Board of Trustees convened in accordance with Section 5.5.3 above may be held via teleconference, video conference or other methods that provide for participation by Trustees not present at a duly called meeting of the Board of Trustees. Notwithstanding the previous sentence, voting by proxy shall not be allowed.
- 5.5.6 *Voting.* Each Trustee shall have one (1) vote on any question. No person may vote or act by proxy. Unless otherwise specified herein, all questions shall be determined by a majority of Trustees present and voting.
- 5.5.7 *Quorum.* Nineteen (19) Trustees of the Board, which shall include the Chair or a Vice Chair, shall constitute a quorum for the transaction of business. If less than a quorum is present at a regular meeting, any resulting action shall not be valid until ratified the next meeting in which a quorum is present, unless the act of a greater number is required by law or by these Bylaws.

**Section 5.6 Powers and Duties of the Board of Trustees.** Governance of the University is the sole responsibility of the Board. Through the exercise of its governance authority, the Board of Trustees establishes policies, approves processes, appoints administrative leadership, and determines the structures needed to facilitate the fulfillment of the mission of the University. This means that the business, property and affairs of the Corporation shall be governed by its Board of Trustees. In addition to those general powers, and those powers conferred upon the Corporation by statute, the Board of Trustees shall have the following powers, functions and duties:

- 5.6.1 Maintain the University as a Seventh-day Adventist institution of higher education and as an integral part of the Seventh-day Adventist Church in fulfillment of its unique mission and educational objectives.
- 5.6.2 Elect the President and officers of the University.
- 5.6.3 Elect the officers of the Board of Trustees.
- 5.6.4 Establish, approve, and maintain the policies that govern the University.
- 5.6.5 Develop and facilitate adequate financial support for the operation and development of the University.
- 5.6.6 Authorize and establish all corporations and entities related to the University in accordance with all necessary law regulations within the provisions of the NAD policy.



- 5.6.7 Establish and discontinue schools, departments, and degrees.
- 5.6.8 Delegate any of the powers of the Board of Trustees to any standing or special committee or to any officer, agent, or employee upon such terms as it may deem proper.
- 5.6.9 Adopt annual budgets and require regular auditing of financial accounts review and receive the annual report of the auditor.
- 5.6.10 Authorize improvement, expansion, and the acquisition and disposition of all real and personal property.
- 5.6.11 Discipline or remove the officers of the University for cause, the removal of whom shall be only by an affirmative vote of two-thirds (2/3) of all the Trustees.
- 5.6.12 Appoint, promote, or remove faculty members on the recommendation of the President of the University.
- 5.6.13 Authorize the officers of the University to execute annuity agreements, trust agreements, life income agreements, and other documents entrusted to the University.
- 5.6.14 Authorize policies that govern the affairs of the University. To fulfill the mission of the University, the Board of Trustees must continually evaluate the needs of Seventh-day Adventist young people, educationally, occupationally, morally, spiritually, and socially.
- 5.6.15 Accept, receive, manage, invest, and administer real and personal property of every kind and description transferred in any manner to the Corporation in trust for the benefit of the Corporation or the donor, trustor, or grantor thereof, or the heirs, dependents or other beneficiaries of such donor, trustor or grantor, in accordance with the terms and conditions of the instrument creating the trust, or as provided by law.
- 5.6.16 Remove any Trustee for cause deemed sufficient, such removal being only by an affirmative vote of two-thirds (2/3) of all the Trustees or by a majority vote of the members of the Corporation at any regular or special meeting thereof.
- 5.6.17 Fill any vacancy of any office and/or create or adjust a title of an officer.
- 5.6.18 Fill any vacancy in the Board of Trustees occurring by reason of the resignation, removal, disqualification, incapacity, or death of a Trustee by a majority vote of the members of the Board of Trustees, the substitute Trustee shall hold office for the

unexpired portion of the term related to such vacancy.

5.6.19 To appoint a Recording Secretary who may or may not be a member of the Board of Trustees.

### **Section 5.7 Advisors and Invitees.**

5.7.1. *Advisors.* The Board of Trustees shall appoint the following persons to serve as advisors to the Board of Trustees who shall be invited to attend meetings of the Board of Trustees in an advisory capacity. An Advisor or Invitee shall receive notices and minutes sent to Trustees, and shall be invited to attend and may speak at all Board of Trustees meetings without vote.

- a. The Union Presidents from the North American Division of the General Conference who are not Trustees [6].
- b. Two additional Executive Officers of the Southern Union Conference [2].
- c. The President of the Bermuda Conference [1].
- d. The Editor of Message magazine [1].
- e. Faculty members [2].
- f. Staff member [1].

5.7.2 ***Emerita/Emeritus Trustees.*** The Board of Trustees may elect as Emerita or Emeritus Trustee, any person who has been elected to membership on the Board of Trustees, and who has served not fewer than three (3) full terms (a total of fifteen (15) years). Nominations for Emerita or Emeritus Trustee may be made to the Board of Trustees by the President's Cabinet. An Emerita or Emeritus Trustee shall receive notices and minutes sent to Trustees, and shall be invited to attend and may speak at all Board of Trustees meetings without vote. Any Emerita or Emeritus Trustee may be appointed to serve on all committees with voting power on such committee, but may not serve as a voting member on the Executive Committee. Emeritus Trustees may meet with the Executive Committee by invitation of the Chairman or the Secretary, having voice regarding, but with no vote on, Executive Committee matters.

5.7.3 ***Honorary Trustees.*** The Board of Trustees may appoint honorary status to such a person who has demonstrated extraordinary and distinctive services to the University. Honorary Trustees shall assist in the development of the University under the direction of the President of the Corporation. Recommendations for honorary Trustees may be made to the Board of Trustees by the University administration. Honorary Trustees shall receive notices and minutes sent to

members of the Board of Trustees, and shall be invited to attend and may speak at all Board of Trustees meetings without vote.

5.7.4 **Others.** The Board of Trustees may invite other persons to meet with the Board of Trustees as approved by the Board of Trustees.

**Section 5.8 Resignation of Trustees.** Any Trustee may resign at any time upon written notice to the Corporation, addressed to its principal office, or to its President or its Secretary. Any such resignation shall become effective at the time or upon the happening of the condition, if any, specified therein, or if no such condition or time is specified, upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 5.9 Conflict of Interest.**

5.9.1 A Trustee shall be considered to have a conflict of interest if the Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair the exercise of independent, unbiased judgment in the discharge of responsibilities of the Corporation; or if the Trustee is aware that a family member (a spouse, parent, sibling, or child, or any relative residing in the same household as the Trustee), or any organization in which he Trustee (or a family member), as an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests.

5.9.2 All Trustees shall disclose to the Board of Trustees any possible conflict of interest at the earliest practical time. No Trustee shall vote on any matter under consideration at a meeting of the Board of Trustees or any of its committees in which the Trustee has a conflict of interest. The minutes of such a meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board of Trustees or a committee of the Board of Trustees to resolve the question by a majority vote.

5.9.3 All Trustees shall annually execute conflict of interest statements.

**Section 5.10 Ethical Responsibility.** It is the ethical responsibility of individual Trustees to keep in mind the mission, values, and goals of the Corporation when making decisions and to reject actions which are merely expedient. Personal decisions shall be based on all available facts in each situation. Individual votes shall result from honest conviction, unswayed by partisan bias of any kind. Trustees shall make clear to other Trustees any significant disagreement with an action under consideration. A violation of any of the standards below may be grounds for disciplinary action by the Board, up to and including dismissal from the Board of Trustees.

5.10.1 Trustees shall work with other Trustees in a spirit of decency, harmony, and cooperation in spite of differences of opinion that may arise during debate on issues.

- 5.10.2 Trustees must recognize that the legal authority of the Board of Trustees is only expressed by action of the Board of Trustees as a group and that individual Trustees have no legal authority.
- 5.10.3 Trustees shall conduct relations with constituents, the University staff, and the community accordingly.
- 5.10.4 Trustees shall maintain the confidentiality of deliberations of the Board of Trustees and abide by and uphold the final actions taken.
- 5.10.5 Trustees shall refrain from inviting persons to sessions of the Board of Trustees unless authorized by the Chair or by vote of the Board of Trustees.
- 5.10.6 Trustees shall refrain from interference with the President of the University and his/her staff in the conduct of administrative affairs of the institution.

**Section 5.11 Unanimous Consent Without Meeting.** Any action required or permitted by the Articles of Incorporation or the Bylaws, or any action required by provision of law to be taken by the Board of Trustees or a committee thereof at a meeting or by resolution, may be taken without a meeting if before or after the action all Trustees or members of the committees consent thereto in writing. The consents shall be filed with the minutes of the proceedings of the Board of Trustees or committee. The consent has the same effect as a vote of the Board of Trustees or committee for all purposes.

## **ARTICLE VI - Committees of the Board of Trustees**

### **Section 6.1 Committees of the Board of Trustees.**

- 6.1.1 ~~At its first meeting following its election, t~~**he** Board of Trustees shall establish the subcommittees provided in this Article VI. The Board of Trustees may designate any number of additional Ad hoc committees, along with the terms of reference, to assist the Board of Trustees in the fulfillment of its functions and duties pursuant to Section 6.7 of these Bylaws.
- 6.1.2 The Board of Trustees shall have the power at any time, consistent with these Bylaws, to change the membership of any committee, fill all vacancies in any committee and discharge all members of any committee with or without cause, subject to the restrictions set forth herein. Each respective chair of each Board committee will be appointed by the Board no later than the second meeting of the Board of Trustees following its election.
- 6.1.3 The Board of Trustees may designate, at its sole discretion, the size and composition of its committees, so long as such designation is not inconsistent with the provisions of these Bylaws. Unless otherwise specified in these Bylaws, the Board of Trustees may appoint up to one (1) non-Trustee Member of the Corporation to serve on each of its committees; provided however, no such non-Trustee Member

of the Corporation shall have the authority to vote on the actions of such committee.

- 6.1.4 Committee meetings of the Board of Trustees may be held via teleconference, videoconference or other methods that provide for full participation. Committee members who are not present in person may participate in all discussions via these methods.
- 6.1.5 Minutes of each meeting of any committee of the Board of Trustees shall be kept and filed with the corporate records maintained by the Secretary of the Corporation. The Board of Trustees may adopt rules for the governance of any committee that are consistent with these Bylaws, and any rules adopted by the Board of Trustees, as provided in Section 6.11 below.

## **Section 6.2 Executive Committee.**

- 6.2.1 At its first meeting following its election, the Board of Trustees shall appoint eleven (11) Trustees from among its Trustees to serve as an Executive Committee, which shall include:
  - a. Board Chair or at least one Vice chair of the Board of Trustees, and
  - b. the Secretary of the Corporation.
- 6.2.2 The Executive Committee shall have, and may exercise between meetings of the Board of Trustees, all the authority of the Board of Trustees in the governance of the Corporation, except that the Executive Committee shall not have authority with respect to the following matters, unless the Board of Trustees specifically delegates such powers to it:
  - a. Elect, appoint, or remove any member of any committee of the Board of Trustees, including the Executive Committee, or any Trustee or officer of the Corporation.
  - b. Recommend to the members an amendment to the Articles of Incorporation or Bylaws.
  - c. Recommend to the Members that the Corporation adopt an agreement of merger or consolidation.
  - d. Recommend to the members sale, lease, or exchange of all or substantially all of the Corporation's property or assets.
  - e. Recommend to the members dissolution of the Corporation or revocation of dissolution.

- f. Amend or repeal any resolution or action of the Board of Trustees which by its terms may be amended or repealed only by the Board of Trustees.

6.2.3 *Quorum.* A Quorum shall consist of seven (7) members including the Chair of the Board or a Vice chair, and Secretary of the Corporation for the transaction of business by the Executive Committee.

**Member Notification:** Recent voted changes in responsibilities of the Officers of the Corporation no longer conform exactly to the designated responsibilities below. Rather than repeatedly amending the constitution and bylaws as duties are reassigned, the Constitution and Bylaws committee is requesting to work with the Board and Administration in languaging the functions in generic terms. The work resulting from this process will be brought back to the members for ratification.

**Section 6.3 Spiritual Life and Mission Committee.** The Board of Trustees shall establish a Spiritual Life and Mission Committee of at least five (5) Trustees which shall include the President of the University. The Spiritual Life and Mission Committee is responsible for prioritizing and promoting the mission and message of the Seventh-day Adventist Church, both in the curricular and co-curricular environments of the University. Special attention is to be *given* to the delivery of Spiritual Life and Mission within the context of the University's online programs and traditional classroom environments. The Spiritual Life and Mission committee is responsible for addressing the spiritual wellbeing of the campus community, for promoting and preserving the values of the Seventh-day Adventist Church in the context of the University's mission. Plans, ministry updates, and mission reports will be shared with the Board of Trustees for purposes of receiving counsel and creating improvements. The Senior Chaplain of the University shall serve as a regular invitee.

**Section 6.4 Academic Administration Committee.** The Board of Trustees shall establish an Academic Administration Committee of at least five (5) Trustees, which shall include the President of the University and the NAD Vice President for Education. The Academic Administration Committee is responsible for; addressing the needs of the academic and academic support programs of the University; proposing change and development in academic programs, departments, structures; monitoring preparations for accreditation site visits; promoting University rankings; faculty and continuous appointment, and other major academic changes; and receiving updates on the vision for the academic program of the University. Notwithstanding the restrictions in Section 6.1.3 above, the Provost and/or Vice President for Academic Administration will serve as a regular invitee to this committee. Additionally, notwithstanding the restrictions in 6.1.3 above, the Board of Trustees, in its discretion, may appoint as additional invitees to the Academic Administration Committee, the chair of the faculty Senate and/or the Academic Administration representative of the Student Association.

**Section 6.5 Financial Administration.** The Board of Trustees shall establish a Financial Administration Committee. The Financial Administration Committee shall consist of at least five (5) Trustees appointed by the Board of Trustees including the Treasurer of the NAD. The Financial Administration Committee shall serve as a strategic budgetary and finance planning

committee with authority to make recommendations to the Board of Trustees in the development and implementation of financial policies and decisions for the Corporation. The Vice President for Financial Administration of the University shall serve as a regular invitee to the Financial Administration Committee.

**Section 6.6 Audit Committee.** The Board of Trustees shall establish an Audit Committee of at least five (5) Trustees, none of whom shall be employees of the Corporation. The Audit Committee shall advise the University Board of Trustees in discharging its responsibilities relating to internal controls, accounting, reporting, and financial practices of the University. The Audit Committee shall review audit and compliance issues involving the University and make recommendations to the Board of Trustees regarding policies and actions necessary to address any issues identified in an audit. The Board of Trustees shall select the University's outside auditor after receiving a recommendation from the Audit Committee regarding policies and actions necessary to resolve any issues. The Vice President for Financial Administration shall serve as a regular invitee to the Audit Committee.

**Section 6.7 Advancement and Development Committee.** The Board of Trustees shall establish an Advancement and Development of Committee of at least five (5) Trustees. It is the responsibility of the Advancement and Development Committee to receive reports and make recommendations to the Board of Trustees on all program, projects, and policies related with advancement and public relations, and related public entities that strengthen the development and fundraising initiatives for the University. The Vice President and/or Executive Director for Advancement and Development shall serve as a regular invitee to the Advancement and Development Committee.

**Section 6.8 Research and Employee Services Committee.** The Board of Trustees shall establish a Research and Employee Services committee of at least five (5) Trustees. The RES committee is established for the purpose of receiving reports and making recommendations on University research/grant activity and employee services, such as human resource management, faculty and staff development, benefits analysis, and other related employee policies. The Research and Employee services committee is also responsible for proposing, reviewing, revising and/or recommending relevant policies related to these functions. The Vice President for Research and Faculty Development shall serve as a regular invitee to the RES Committee.

**Section 6.9 Board Research and Compliance Committee.** The Board shall establish a Research and Compliance Committee consisting of at least five (5) Trustees. The Committee shall conduct research relative to governance issues facing the Board of Trustees and University, including Board education. Among other responsibilities, the committee shall assist the relevant church executive officers and the Nominating Committee in identifying and recruiting qualified persons to be appointed as Trustees prior to the time of the quinquennial meeting, establish, and implement annual performance standards and evaluation tools for individual Trustees and the full Board of Trustees.

**Section 6.10 Strategic Planning Committee.** The Board shall establish a Strategic Planning Committee consisting of at least five (5) Trustees. This committee shall work in partnership

with the University's strategic planning efforts to determine priorities and processes that ensures a strategic approach to the University's future.

**Section 6.11 Bylaws Review Committee.** Prior to each regular or special meeting of the Members of the Corporation, the Board of Trustees shall appoint a Bylaws Review Committee. The purpose of this committee shall be to prepare to review, evaluate, and make recommendations for amendments, addition or deletions to the Articles of Incorporation and any changes in the Bylaws to the Board of Trustees on a periodic basis to be submitted to the Members of the Corporation for approval. This review process shall take place at a minimum of once every five (5) years. This committee will serve as a standing committee of the corporation.

**Section 6.12 Student Services Committee.** The Board of Trustees shall establish a Student Services Committee of at least five (5) Trustees which shall include the President of the University. The Student Services Committee is responsible for prioritizing, promoting, and recommending the policies and practices of the University's student life program in the curricular and co-curricular environments of the University. Special attention is to be given to the policies that support the success of University students and the plans that support that success. the Student Services Committee is especially Responsible for addressing the unique spiritual mission of the institution and its relationship to the student body. The Student Services Committee also promotes and preserves the values of the Seventh-day Adventist Church in the context of the University's mission. Plans, updates, reports, and recommendations will be shared with the Board of Trustees for purposes of receiving counsel and creating improvements. The Vice President for Student Services of the University shall serve as a regular invitee.

**Section 6.13 Ad Hoc Committees.** The Board of Trustees, by resolution adopted by a majority of the Board of Trustees, may designate other standing committees of the Board of Trustees as needed, and may delegate to such committees such responsibilities and authority as the Board of Trustees deems desirable for the efficient functioning and development of the University. Such committees shall serve for a term concurrent with the Board of Trustees and may include non-trustees.

**Section 6.14 Committee Meetings and Actions.** Meetings and actions of the preceding committees of the University Board of Trustees shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other actions of the Board of Trustees, except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and filed with the corporate records. The Board of Trustees may adopt rules for the governance of any committee that are consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules. Each committee may adopt rules that are not inconsistent with the rules adopted by the Board of Trustees or the Bylaws. In the event the Board of Trustees adopts rules that are inconsistent with the rules adopted by a committee, the rules adopted by the Board of Trustees shall control to the extent of any inconsistencies. Unless otherwise stated in this Article VI, a majority of the members of any committee set forth in this Article shall constitute a quorum of such committee.



## **ARTICLE VII - Officers of the Corporation**

**Section 7.1 Officers of the University.** The officers of the University shall be determined by the Board of Trustees and shall include a President, who shall be the President of the Corporation; a Secretary, who shall be the Provost and/or Vice President for Academic Administration of the University; a Treasurer, who shall be the Vice President for Financial Administration; one or more Vice Presidents; and other officers as deemed necessary. Any two or more offices may be held by the same person, except the office of the President. Inasmuch as the President of the University is responsible to the Membership and Board of Trustees, all officers of the University shall be accountable to the President for the execution of the duties and obligations of his/her office, arising from instructions of the President.

**Section 7.2 Election and Term of Office.** At the first meeting following its election, the Board of Trustees shall elect the President and the officers of the University. If the election of officers is not held at such meeting, such election shall be held at a called meeting of the Board of Trustees not more than 30 days after the first meeting of the Board of Trustees following its election as the Board of Trustees. The initial term of each officer shall be three (3) years, in accordance with Section 10A-3-21 of the Code of Alabama (1975), as amended; provided; however, no officer shall be elected or appointed for a term that extends past the next quinquennial meeting of the Members. Each officer shall hold office for the term to which he or she is elected or appointed, or until his or her death, or until he or she resigns, or shall have been removed in the manner hereinafter provided. The election or appointment of an officer does not constitute an employment contract with the Corporation or the University.

**Section 7.3 Appointment and Removal of Officers.** Any officer of the University elected or appointed by the Board of Trustees, may be removed by the Board of Trustees whenever in its judgment the best interest of the Corporation would be served thereby with or without cause by vote of at least fifty percent (50%) of the Trustees then in office.

**Section 7.4 Vacancies.** A vacancy in any office of the University because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Trustees for the unexpired portion of the term. Procedures and process for filling any vacancies or any office will be determined by the Board of Trustees which may appoint a search committee for such purpose.

**Section 7.5 President.** The President of the University shall be the Chief Executive Officer of the University and shall in general supervise the business of the University. The President of the University is the strategic visionary leader, and representative of the University to its constituencies and to the diverse public. He/she shall perform all duties incident to the office of President of the University and such duties as may be prescribed by the Board of Trustees.

**Section 7.6 Duties to the University.** The President of the University shall be the Chief Executive Officer and the Chief Spiritual Officer of the University and shall provide spiritual, academic, and administrative leadership. He/she has primary responsibility for personnel,

programs, budgets, and fund-raising. The President of the University represents and speaks for the University before the Board of Trustees and to all public and private agencies. His/her functions shall include but not be limited to:

- 7.6.1. Directing the implementation of the policies and the fulfillment of the directives of the Board of Trustees.
- 7.6.2. Rendering an annual comprehensive report that includes the annual audited financial statement.
- 7.6.3. Presenting the annual budget of the University.
- 7.6.4. Recommending to the Board of Trustees the appointment of the administrative officers of the University.
- 7.6.5. Appointing other administrators below the rank of Vice President.
- 7.6.6. Appointing, promoting, reassigning, disciplining, or terminating other administrators and nonacademic staff within the current policies specified by the Board of Trustees.
- 7.6.7. Planning for the growth, preservation, and nurture of the unique Seventh-day Adventists mission, culture, and identity of the University.

**Section 7.7 Powers.** The President of the University shall exercise such specific powers as are assigned to him/her by the Board of Trustees. In the exercise of these functions, he/she shall be assisted by the administrators in respective areas of responsibility, each of which is an extension of his/her office. In the event that the President of the University shall for reason of absence, health, or any other reason be or become unable to serve as Chief Executive Officer of the University, then in that event, during such interim, the Provost shall serve as the acting Chief Executive Officer of the University until such time as the President of the University again takes up such responsibilities or the Board of Trustees shall otherwise provide. In the event the Provost shall for any reason be unable, then, in that event, one of the following named officers shall assume the responsibility of acting Chief Executive Officer of the institution in the following order, to wit: the Senior Vice President (in the event that there is no Provost acting as such), the Vice President for Academic Administration, the Vice President for Financial Administration, the Vice President for Student Services, and the Vice President for Advancement and Development.

**Section 7.8 Provost.**

- 7.8.1 The Provost shall be recommended to the Board by the President of the University to serve as a Member of the University's administrative team, and shall be appointed by the Board of Trustees. As the Chief Operating Officer and the Senior Vice President, the Provost reports to the President of the University and, in his or her absence, acts on behalf of the President. He/she shall perform such duties as

shall be assigned or delegated to him/her by the President and/or by the Board of Trustees.

7.8.2 The Provost shall serve as the Senior Vice President, Chief Operating Officer and the Chief Academic Officer, unless the Vice President for Academic Administration is appointed the Chief Academic Officer by the Board of Trustees. The Provost shall serve as the Chief Operating Officer in administration and planning. The Provost confers with the President of the University in all areas of institutional life. The Provost is responsible for the coordination and execution of the duties of his/her office with the President and Vice Presidents in collaborative decision-making, budget development, and institutional quality.

7.8.3 The Provost shall serve as Secretary of the University and shall maintain the minutes of the meetings of the Members of the Corporation in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the postal and electronic addresses of each Member which shall be furnished to the Secretary by such Member; and, in general, perform all duties incidental to the office of Secretary and other duties as may be assigned to him/her by the President of the University.

**Section 7.9 Vice Presidents.** Vice Presidents shall be recommended by the President of the University and confirmed by the Board of Trustees. The duties of all administrative officers of the University shall be such as normally pertain to those officers and shall be fully delineated in an institutional policy manual and in a handbook of faculty working policy. Vice Presidents shall include but not be limited to: a Vice President for Academic Administration, a Vice President for Financial Administration, a Vice President for Student Services, and a Vice President for Advancement and Development.

**Section 7.10 Treasurer.** The Vice President for Financial Administration shall act as the Treasurer of the Corporation and shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Trustees shall determine. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the University; receive and give receipts for monies in the name of the University in such banks, trust companies, and other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and, in general, perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him/her by the President of the University.

## **ARTICLE VIII - Contracts, Checks, Deposits, and Funds**

**Section 8.1 Contracts.** The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, but the appointment of any person

other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. Unless otherwise specifically determined by the Board of Trustees, or otherwise required by law, contracts of the Corporation, deeds, conveyances, leases, bonds, and other papers, instruments, and documents of the Corporation shall be executed, signed, or endorsed by the President of the University or a Vice President of the University together with the Secretary or the Assistant Secretary, and may affix the corporate seal thereto.

**Section 8.2 Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the President of the University.

**Section 8.3 Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may authorize.

**Section 8.4 Gifts.** The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

## **ARTICLE IX – Exculpation**

Pursuant to Section 10A-20-16.01, et. seq., Code of Alabama (1975), all non-compensated officers of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such officers which gives rise to a cause of action amounts to willful or wanton misconduct or fraud, or gross negligence. For purposes of this Article, the term “officer” shall include the Corporation’s officers, Trustees and the Members of any other governing body of the Corporation.

## **ARTICLE X – Indemnification**

The Corporation shall indemnify any Trustee or officer, or former Trustee or officer of the Corporation, or any person who may have served at its request as a Trustee or officer of another corporation which it controls, or in which it owns shares of capital stock, or of which it is a creditor, against reasonable expenses, including attorney’s fees, actually and necessarily incurred by him/her in connection with the defense of any civil, criminal, or administrative action, suit, or proceeding in which he/she is made a party, or with which he/she is threatened by reason of being, or having been or because of any act of such Trustee or officer, within the course of his/her duties or employment, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his/her duties. The Corporation may also reimburse any Trustee or officer for the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed

of the Trustees not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such Trustee or officer was not guilty of negligence or misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian, and conservator of any deceased or former Trustee or officer or person who himself/herself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Trustee or officer may be entitled under any statute, agreement, and vote of Members or otherwise.

#### **ARTICLE XI – Auditor**

The financial statements and records of Oakwood University shall be audited annually by an independent firm of certified public accountants as the Board of Trustees selects. This audit shall not preclude any services requested by the Executive Committee of the NAD, or required by denominational policy, to be performed by the General Conference Auditing Service.

#### **ARTICLE XII - Nondiscrimination**

The Corporation shall be committed to equal educational and employment opportunities for men and women, and shall not discriminate on the basis of race, color, sex, gender, national origin, or disability (if otherwise qualified) or other legally-protected characteristics among its students or employees, or among applicants for admission or employment, not otherwise inconsistent with the current Working Policy of the NAD and the Fundamental Beliefs and teachings of the Seventh-day Adventist Church.

#### **ARTICLE XIII - Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Alabama Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice in timely manner.

#### **ARTICLE XIV - Amendments**

These Bylaws or any section thereof may be amended, when the proposed amendment does not conflict with federal or state laws or with the Articles of Incorporation, or repealed and new Bylaws adopted by a two thirds (2/3) vote of the Members present and voting at any regular or special meeting of the Corporation, but not less than fifty (50) of the Members present, at which a quorum is present. When it is proposed to change the Bylaws at any meeting of the Corporation, notice shall be given to that effect in the call for the meeting. All amendments and approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

## ARTICLE XV – Definitions

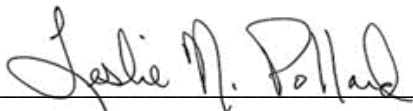
As used herein, the terms below shall be defined as follows:

- 15.1 “Corporation”: means Oakwood University, Inc. The phrase the “Corporation” shall be synonymous to and interchangeable with the term “University” as used in these Bylaws.
- 15.2 “ex officio” as used in these Bylaws in reference to a Member, Trustee, Advisor, or member of a committee of the Board of Trustees of the University, or any such other use herein, means that the referenced individual holds such position as a Member, Trustee or member of a committee of the Board of Trustees by virtue of each that individual’s referenced position.
- 15.3 “Member” means a member of the constituency of the University.
- 15.4 “proxy” as used in these Bylaws means a person authorized to act for a Member, Trustee or member of a committee of the Board of Trustees of the University, other than a delegate for such person as expressly permitted in these Bylaws.
- 15.5 “University” means Oakwood University, Inc. The phrase “the University” shall be synonymous to and interchangeable with the phrase “the Corporation” as used in these Bylaws.
- 15.6 “Trustee” means a member of the Board of Trustees of the University.
- 15.7 “Governance” as used in these Bylaws refers to the Board of Trustees’ sole and statutory duty to adopt policies, set strategic direction, identify processes, establish structures, and appoint officers entrusted with the responsibility to execute strategic and administrative operations on behalf of the Board of Trustees.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected Secretary of Oakwood University Incorporated, an Alabama nonprofit Corporation, and that the above amended and restated Bylaws of Oakwood University on this and the previous fifteen pages are the amended and restated Bylaws as adopted by the Members at a meeting duly called April 17, 2016, at which a quorum was present.

Executed on April 17, 2016, at Oakwood University, Huntsville, Alabama.

  
Secretary