

BYLAWS OF EAST TEXAS BAPTIST UNIVERSITY

As Adopted September 4, 2009

ARTICLE I. – MISSION

1.01. The University shall have a mission statement which shall guide the University which shall be approved by the Board of Trustees. The statement shall be reviewed periodically by the Board, and communicated to the institution's constituencies. It shall be a clearly defined statement specific to this University and appropriate to an institution of higher education. It shall address both teaching and learning, and the religious nature of the University.

ARTICLE II. - BOARD OF TRUSTEES

2.01. Composition of the Board of Trustees. The Board of Trustees is composed of thirty-six (36) members. The Board shall be divided into two classes: One class shall be composed of seventy-five (75) percent of the total number of members and shall be appointed by the Baptist General Convention of Texas and shall be designated as "Convention-appointed" Trustees; and another class, composed of twenty-five (25) percent who shall be elected by the Board of Trustees and shall be designated "Board-elected."

2.02. Term of Office of Trustees. Trustees shall be elected or appointed for a term of three years unless (a) elected or appointed to fill a vacancy, in which case Trustees may be elected by the Board for the unexpired term of the predecessor in office, and Trustees may be appointed by the Convention to serve some or all of the unexpired term of the predecessor in office; or (b) elected or appointed to a term of office of one or two years in order to accomplish the rotation of the Board to achieve a rotation in office whereby the terms of one-third of each class expire each year; or (c) the Trustee dies, resigns, or is removed from office prior to the expiration of the term. Unless removed, each Trustee shall hold office for the term for which the Trustee is elected or appointed and until the Trustee's successor shall have been elected or appointed, and qualified. A Trustee's term shall commence on the date of the annual organizational meeting for the Board immediately following the Trustee's election.

2.03. Election and Appointment of Trustees.

a. Board-elected Trustees. The Board of Trustees may elect persons to fill vacancies which occur in positions in the Board-elected class, and, upon the expiration of the terms of Board-elected Trustees, the Board may elect the successors. The Board Chair shall appoint three (3) at-large Trustee members at the January Board meeting to serve on a Trustee Nominating Committee along with the Vice Chair of the Board and the Chair of the Board. The Chair of the Board will serve as the Trustee Nominating Committee Chair. This five (5) member Trustee Nominating Committee shall nominate individuals to fill vacancies in positions in the Board-elected class of Trustees. The nominations shall be presented to the full Board at the May Board meeting for consideration and election. The elected Trustees will take office at the annual reorganization Board meeting the following January. Election of a Trustee shall occur upon the affirmative vote of a majority of Trustees present and voting in a meeting at which a majority of the Trustees in office are present.

b. Convention-appointed Trustees. The Baptist General Convention of Texas may appoint persons to fill vacancies which occur in positions in the Convention-appointed positions, and, upon the expiration of the terms of Convention-appointed Trustees; the Convention may appoint the successors. The Baptist General Convention of Texas may delegate its authority to appoint Trustees to its Executive Board.

2.04. Qualifications. Trustees shall be active members of Baptist churches. A Trustee who has served three full successive terms shall not be eligible for re-election until he or she shall have been out of office for one year.

2.05. Conflict of Interest. Placed in a position of trust, individual Trustees shall act in good faith, with ordinary care, and in a manner the Trustee reasonably believes to be in the best interest of the Corporation. Trustees owe a duty of loyalty to East Texas Baptist University. Having been charged with a fiduciary responsibility, the Trustee must place the interests of the University first and foremost, keeping in mind the unique nature and mission of the University as an institution affiliated with the Baptist General Convention of Texas. A Trustee shall claim no higher allegiance to a special interest group such as alumni, faculty, outside business interest, or church or denominational affiliation. Trustees shall cause the Board of Trustees to be free from undue influence from political, religious, or other external bodies and shall protect the institution and its officers from such influence. The overriding premise of a Trustee's duty of loyalty is that of fairness to East Texas Baptist University. The standard commonly used to determine fairness is whether a proposed transaction is at least as favorable to the institution as it would be should the transaction be entered into with strangers. Accordingly, a Trustee must avoid using his or her position for personal gain or advantage, or to obtain favored status for any special group, business, or family entity with which the Trustee is affiliated. In the spirit of disclosure, the Trustee shall notify the Board of Trustees of a potential conflict of interest and shall recuse him/herself from all votes pertaining to the contract or transaction. Contracts or transactions between the University and a Trustee or officer, or an entity or other organization in which one or more of the University's Trustees or officers is a managerial official or a member or has a financial interest, shall be governed by Section 22.230 of the Texas Business Organizations Code and East Texas Baptist University Policy 1.4.00.

2.06. Removal. A Trustee may be removed from office by whoever, the Convention or the Board of Trustees, appointed or elected the Trustee. Removal shall occur only upon the finding of cause and following fair process which shall include notice to the Trustee of the reason for removal and an opportunity for the Trustee to be heard. Removal by the Board of Trustees shall occur upon the vote of two-thirds of the Trustees in attendance at a regular meeting. Removal by the Convention shall occur upon the vote of a majority of a quorum of messengers. "Cause" shall include excessive unexcused absences from the meetings of the Board, and conduct which is illegal, or deemed immoral or not to be in the best interests of the University.

a. With regard to excessive unexcused absences, the Trustee shall be removed from office by the body which elected or appointed the Trustee upon the Board's finding that the Trustee should be removed. The duty of care owed by the Trustee to the University requires that the Trustee be faithful in attending meetings of the Board and of committees of which the Trustee is a member. Any Trustee who, within one year, is absent from three meetings, shall be contacted by the Board Chair to determine the cause of the absences and their commitment as a Trustee. If the chairperson is not satisfied with the response,

removal proceedings may be initiated. The Trustee may be heard and the explanations, if any, which were offered for his absence, shall be made available to the Board. The Board shall consider the circumstances and determine by the vote of two-thirds of the Trustees in attendance at a regular meeting if the Trustee should be removed. If the Board determines that a Trustee appointed by the Convention shall be removed, the Secretary shall communicate that finding to the Convention.

b. With regard to conduct that is deemed illegal, immoral, or for conduct not in the best interest of the University, the Trustee shall be removed from office by the body which elected or appointed the Trustee upon the Board's finding that the Trustee should be removed. The duty of care owed by the Trustee to the University requires that the Trustee not engage in behavior which is illegal, or deemed immoral or not to be in the best interests of the University. Any Trustee accused of such behavior shall be contacted by the Board Chair to determine if there is a basis for the accusation. If the Chair is not satisfied with the response, removal proceedings may be initiated. The Trustee may be heard and the explanations, if any, which were offered for his behavior, shall be made available to the Board. The Board shall consider the circumstances and determine by the vote of two-thirds of the Trustees in attendance at a regular meeting if the Trustee should be removed. If the Board determines that a Trustee appointed by the Convention shall be removed, the Secretary shall communicate that finding to the Convention.

2.07. Regular Meetings. Unless otherwise designated by resolution of the Board of Trustees, the Board of Trustees shall meet not less than three (3) times annually on dates designated by the Board of Trustees. An annual re-organizational meeting shall be held during the month of January of each year for the election of Officers of the Corporation. The remaining two meetings will be held in May and September on a date designated by the Board of Trustees.

2.08. Notice. Notice for regular meetings of the Board of Trustees shall be delivered at least ten (10) days in advance of such meeting to each Trustee.

2.09. Special Meetings. Special meetings of the Board of Trustees may be called by the Chair of the Board of Trustees, the President of the Corporation, or the Executive Committee of the Board of Trustees with not less than seven (7) days advance notice to each Trustee, in person, by mail or by telecommunication. The purpose of any special meeting of the Board must be specified in the notice.

2.10. Alternative Forms of Meetings. Subject to the Texas Business Organizations Code and the governing documents of this Corporation, the Board of Trustees or a committee of the Board of Trustees may hold meetings using a conference telephone or similar communications equipment, or another suitable electronic communications system, including video conferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, the Board must implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified and shall keep a record of any vote or other action taken.

2.11. **Quorum.** A quorum for the transaction of business at any regular or special meeting of the Trustees shall consist of a majority of the members of the Board, but a majority of those present at any regular or special meeting shall have power to adjourn the meeting to a future time.

2.12. **Powers and Duties.** The Board of Trustees shall adopt such rules, regulations and policies as it shall deem necessary or desirable to manage the affairs of this Corporation, and implement the purpose and achieve the mission of the University. The Board shall have the responsibility for adoption of institutional policies, goals and guidelines, and shall delegate the execution, administration, and implementation of policy to the University's administration, its President and the officers of the University Corporation, administrative employees, and faculty. However, the oversight and legal responsibility of the Board shall not be delegated. The Board shall assume ultimate responsibility for ensuring that the financial resources of the University are adequate to provide a sound educational program. The Board shall take care to avoid control by a minority of Trustees or by organizations or interests separate from it.

2.13. **Trustee Emeritus.** One or more persons who have actively served as exemplary members of the Board of Trustees may be elected by the Board of Trustees to serve for their remaining life as a "Trustee Emeritus" of the Board. Any nominations for Trustee Emeritus status shall first be submitted to the Trustee Officers for consideration. The Trustee Officers may then present said nomination to the Trustee Executive Committee for their consideration. The Executive Committee may recommend the nomination to the full Board for action. Such Trustee Emeriti shall be ex officio members of the Board of Trustees and as such entitled to notice of, and to attend meetings of the Board, but shall not be entitled to vote and shall not have the duties or liabilities of a Trustee as provided in these Bylaws or the Texas Non-Profit Corporation Law.

2.14. **Faculty or Staff Emeritus.** The Board of Trustees may grant honorary emeritus status to exemplary faculty or staff members who have given significant and outstanding years of service to the University. Candidates for the emeritus title must have been retired for a period of at least one year before being considered.

Internal Administration policies and procedures shall govern the screening of qualified faculty and staff candidates prior to their recommendation to the Trustee Executive Committee and subsequently to the full Board for consideration. In order for a candidate to be presented to the full Board for consideration, it must come as a recommendation from both the Administration and the Trustee Executive Committee. Primary consideration shall be given to candidates who have provided extraordinary and unusually outstanding service to the University which has substantially advanced the University's mission and/or growth.

Since the emeritus title is an honorary title, it carries no additional permanent responsibilities, duties or authority. It does, however, represent the highest recognition the University can bestow upon a retired faculty or staff member.

ARTICLE III. - COMMITTEES OF THE BOARD OF TRUSTEES

3.01. **Appointment of Committees.** The Board, by resolution adopted by a majority of Trustees in office, or by these Bylaws, may designate one or more committees of the Board to have and exercise the authority of the Board in the management of the Corporation to the extent provided in the resolution or the Bylaws.

3.02. Committee Responsibility. The establishment of a committee or the delegation of authority to a committee shall not relieve the Board of Trustees or any individual Trustee of any responsibility imposed by law or these Bylaws. No committee shall have the authority of the Board of Trustees to amend its Certificate of Formation, or any other corporate document, authorize the sale, lease, exchange, or mortgage of all, or substantially all, of the property of the Corporation, authorize the dissolution of the Corporation, adopt a plan for distribution of the assets of the Corporation, amend or repeal the Bylaws, or approve any transaction to which the Corporation is a party that involves a real or potential conflict of interest. Further, no committee shall have the authority to authorize merger, elect appoint or remove Trustees or fill vacancies on the Board, take any action contrary to, inconsistent with, or to repeal any action of the Board, or act to elect or remove an officer of the Corporation or an officer of the Board.

3.03. Standing Committees. The standing committees of the Board of Trustees shall be the following: The Executive Committee, the Academic Affairs Committee, the Administration and Finance Committee, the Enrollment Management and Marketing Committee, the University Advancement Committee, the Spiritual Development Committee, and the Student Affairs Committee. All committees shall include two (2) or more Trustees, and shall not include persons who are not Trustees. The Board may establish qualifications for membership on a committee. The Board shall be presumed to have delegated to the Executive Committee its power to appoint and remove members of a committee, unless such authority is specifically withheld by resolution of the Board of Trustees. A preference form shall be circulated among all members of the Board of Trustees prior to designation of standing committees, and preferences for committee service shall be considered by the Executive Committee in assignment of Trustees to standing committees. The Chair of the Board of Trustees shall be an ex officio member of all standing committees. All standing committees shall elect one of their number as Chair, and one as secretary of such committee. No committee member shall be Chair of a committee for more than two consecutive years.

3.04. Executive Committee. The Executive Committee shall be composed of the Chair of the Board, Vice-Chair and Secretary of the Board of Trustees, and the Chair of the following Committees: Academic Affairs Committee, Administration and Finance Committee, Enrollment Management and Marketing Committee, University Advancement Committee, Spiritual Development Committee, Student Affairs Committee, and four members chosen at-large from the Board of Trustees. No member of the Board of Trustees shall serve for more than two consecutive years as a member at-large of the Executive Committee.

a. The Executive Committee may be called to meet by the Chair of the Board, or by any two (2) or more of its other members. Meetings called by any two (2) or more members of the Executive Committee shall be upon three (3) days prior notice, in person or in writing, given by those calling the meeting. The Executive Committee shall meet at such times, place and frequency as it shall determine.

b. The Executive Committee shall transact the business of the Board of Trustees between regularly scheduled meetings of the Board, together with any other special transactions or authority committed to it by the Board of Trustees. The Executive Committee is authorized to exercise the authority for the Board in the management of the Corporation to the extent provided by the Certificate of Formation, and these Bylaws.

c. The Executive Committee shall serve as an advisory council to the President of the University. The Executive Committee shall have authority but shall not be required to call special meetings of the Board of Trustees for those transactions which may arise which may be deemed not in the usual and ordinary course of business of the Corporation. Each meeting of the Executive Committee shall be recorded in minutes in writing, which minutes shall be presented for information to the next ensuing meeting of the Board of Trustees.

3.05. The Academic Affairs Committee. This committee shall be responsible to the Board for recommending educational policy designed to achieve the objectives of the University in reviewing the University operation, evaluating compliance with policy and achievement goals established as scholastic standards. The committee shall review the recommendations of the President as they may have developed through the work of the Vice-President for Academic Affairs, and the faculty where the educational program is involved, particularly curriculum, faculty, salaries and student affairs. It shall advise the President and recommend to the Board both immediate action and long range programs and plans for the University.

3.06. The Administration and Finance Committee. This committee shall be responsible to the Board for recommending business policy for the effective and efficient operation of the University and for reviewing the University operation, evaluating the compliance with policy and the achievement of objectives. The committee may specialize in the handling of its work by delegating to certain members assignments for (1) investments, (2) budget and finance, and (3) buildings and grounds. However, because of the interrelatedness of financial affairs, the committee shall operate as a unit as it recommends policy and reviews both intermediate and long-range plans.

3.07. The Enrollment Management and Marketing Committee. The Enrollment Management and Marketing Committee shall be responsible to the Board for recommending policy to effectively lead and direct a comprehensive enrollment management and marketing program. The committee shall work collaboratively with the Academic Affairs Committee in administering policy related to admission, registration, degree planning, and awarding of academic credit. It shall also work collaboratively with the Administration and Finance Committee to ensure that financial aid and scholarship policies are within the institutional budget.

3.08. The University Advancement Committee. The University Advancement Committee shall be responsible to the Board for recommending policy for the development of the University and for the evaluation of the program and progress in achieving the objectives. The committee shall review the recommendations of the President as they may have been prepared through the development, executive, faculty, staff, volunteer groups, and alumni. It shall recommend policies and programs which will provide the necessary funds, students, information, and other proper relations with the various publics of the University.

3.09. The Spiritual Development Committee. This committee shall be responsible to the Board for recommending policy concerning the religious affairs on the campus. It shall advise the President and Board of Baptist trends and emphases and seek to help them establish policy to strengthen the spiritual development of the campus personnel.

3.10. The Student Affairs Committee. This committee shall be responsible to the Board for recommending student affairs policies and for the evaluation of compliance with policy and achievement of goals established.

3.11. Other Committees of the Board. The Board may, by resolution adopted by the majority of the Trustees at a meeting at which a quorum is present, or the President of the University, may designate and appoint other committees that do not have the authority of the Board of Trustees in the management of the Corporation.

3.12. Special or Ad Hoc Committees. Special committees, not constituting “committees of the Board,” authorized by the Board of Trustees, shall be appointed by the Chair of the Board in consultation with the President of the University. Such committees shall be given specific instructions governing their activities and tenure of the committee.

ARTICLE IV. - OFFICERS OF THE BOARD OF TRUSTEES

4.01. The Board of Trustees shall elect from its membership the following officers: Chair, Vice-Chair, and Secretary.

4.02. Officers. The officers of the Board of Trustees shall be elected annually and shall hold office until their successors are elected and qualified. Fifteen (15) days or more preceding the September meeting of the Board, the Chair shall appoint a nominating committee whose duties shall be to nominate officers of the Board of Trustees for the ensuing year and report such nominations to the Trustees at the September meeting. The new officers shall be installed and take office at the annual reorganization meeting in January.

4.03. Chair. The Chair of the Board of Trustees shall preside at all meetings of the Board and the Executive Committee, performing those duties which are usually incumbent upon the presiding officers of a deliberative body. No Trustee shall serve as Chair of the Board of Trustees for more than two (2) successive years.

4.04. Vice-Chair. The Vice-Chair shall serve as the presiding officer of the Board of Trustees and the Executive Committee in the absence or disability of the Chair. The Vice-Chair shall perform the duties which are usually incumbent upon such position, together with those additional duties delegated to it by the Executive Committee. No Trustee shall serve as Vice-Chair of the Board of Trustees for more than two (2) successive years.

4.05. Secretary. The Secretary shall keep or arrange for keeping of minutes of all meetings of the Board of Trustees and its committees requested by the Executive Committee, and shall perform such other duties usually attendant upon this office, or as may be delegated or assigned by the Executive Committee. No Trustee shall serve as Secretary of the Board of Trustees for more than two (2) successive years.

4.06. The Vice-Chair and Secretary of the Board of Trustees shall not serve as officers of a standing committee while serving in such position.

ARTICLE V. – PROCEDURE

5.01. The Board of Trustees may make all necessary bylaws, elect, employ, and remove the chief executive officer, defined as the President, fix the President's and other Corporate officer's compensation, promotion of faculty, approve the annual budget and the annual audit, confer degrees, and do, perform or delegate all necessary acts to carry into effect the objectives of the Corporation. Among these, the Board shall establish general admissions policies, determine the size and character of the student body, and approve the number and types of degrees and the number and nature of departments, programs, and schools through which the curriculum is delivered. The authority to approve all general institutional policy resides in the Board of Trustees. Once these general policies have been approved, the administration, under the direction of the President, shall have the authority to administer and implement them.

ARTICLE VI. - OFFICERS OF THE CORPORATION

6.01. Officers. The officers of the Corporation shall include a President, a Treasurer- the Vice-President for Administration and Finance, unless otherwise designated by the Trustees, and a Secretary-the Vice-President for Academic Affairs, unless otherwise designated by the Trustees. Each of the preceding officers of the Corporation shall be elected annually by the Board of Trustees; to serve for a period of one (1) year, and thereafter until a successor shall be duly elected and qualified. The compensation of each corporate officer shall be determined by the Board of Trustees in consultation with the President of the University. The term of employment shall not necessarily coincide with the term of service as a corporate officer, but the term of employment shall not exceed three (3) years.

Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

6.02. Two or More Offices. No two or more offices of the Corporation may be held by the same person. Any two or more academic offices of the University may be held by the same person upon designation of such combined offices by the President. Additional Corporate officers may be designated by an amendment of the Bylaws by the Board of Trustees.

6.03. Compensation. The compensation of all officers of the Corporation shall be fixed from time to time by the Board of Trustees. The President shall have the authority to fix the compensation and the term of employment of all employees and agents of the Corporation.

6.04. President. It shall be the duty of the President to execute the policies of the institution as determined by the Board of Trustees. He is responsible for the internal life of the University as well as its relationship to the Baptist General Convention of Texas or any sponsoring body. The President shall be the principal executive officer of the Corporation. As a corporate officer, the President shall supervise and control all of the business and affairs of the Corporation. The President shall have the power to acquire or convey property of East Texas Baptist University on the prior authority of the Board of Trustees or the Executive Committee acting for the Board, of any value, and where the value shall not exceed the sum of fifty thousand (\$50,000) dollars, without prior authority. The President may execute any deed, mortgage, bonds, contracts or other

instruments that the Board of Trustees has authorized to be executed. In case of vacancy in the office of the President of the University, Vice-President for Administration and Finance, or Vice-President for Academic Affairs, the Board of Trustees shall appoint an acting President or other corporate officer, or an interim corporate officer as may be appropriate. A vacancy shall be deemed filled upon the election of a successor to the office by the Board of Trustees.

6.05. Treasurer. The Vice-President for Administration and Finance, unless otherwise designated by the Trustees, shall serve as Treasurer of the Corporation, keeping all books, documents, papers, and records of the Corporation, except those for which some other officer or agent is properly accountable. The Vice-President for Administration and Finance shall be the chief accounting officer of the Corporation, and shall have active control of, and be responsible for all matters pertaining to the accounts and finances of the Corporation, shall direct and supervise the matter of keeping of all vouchers and documents relating to revenues of and payments by the Corporation, audit and consolidate all financial statements of the various corporate departments, and generally supervise all books of account of the Corporation, and its accounting and auditing practices. This corporate officer shall be responsible to the Board for implementing an effective and efficient fiscal policy for the operation of the University including supervision of its investments and all assets, all budget and finance activities and the supervision, operation, and maintenance of all buildings and grounds, and sale of all goods and services.

6.06. Secretary. The Vice President for Academic Affairs, unless otherwise designated by the Trustees shall serve as Secretary of the Corporation, keeping true and accurate records of all meetings of the Board. The Vice-President for Academic Affairs shall be the chief academic officer of the Corporation and shall have responsibility for developing and implementing the educational policy and procedures of the University. This corporate officer shall plan the delivery of the academic program, supervise the scheduling of classes and registering of students, and be responsible for the evaluation of instruction and the faculty.

ARTICLE VII. – MISCELLANEOUS

7.01. Discrimination Prohibited. In administering its affairs, the University shall not illegally discriminate against any person. The University shall not discriminate on the basis of race, color, national origin, sex, disability, or age in its programs and activities. Specific policies regarding nondiscrimination shall be established by the Board and enforced by the President. In interpreting these Bylaws, any gender-specific pronoun shall be understood to include both male and female.

ARTICLE VIII. - INDEMNIFICATION

8.01. Indemnification of Directors and Officers. Except as otherwise expressly provided by law, each director or officer, regardless of whether then in office, shall be indemnified by the Corporation to the maximum extent permitted by Sections 8.101-8.106 of the Texas Business Organizations Code as may be amended from time to time. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law or by order of court.

ARTICLE IX. - AMENDMENTS TO BYLAWS

9.01. The Bylaws may be altered, amended, repealed, or new bylaws may be adopted by the Board of Trustees by a two-thirds vote of a meeting at which a quorum is present. Written notice of the proposed amendment or amendments and purpose of the meeting shall be given to the Board at least fifteen (15) days in advance of the meeting. The following types of bylaw amendments may be adopted only by prior notice to and approval of the Baptist General Convention of Texas, or its Executive Board:

- a. Increasing or extending the terms of Trustees.
- b. Altering the relationship of the University with the Baptist General Convention of Texas.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the East Texas Baptist University Board of Trustees, and that the foregoing Bylaws constitute the Bylaws of the University. These Bylaws were duly adopted to be effective as of the 4th day of September, 2009.

Dated this 4th day of September, 2009

Joy Howell
Secretary to the Board of Trustees