

BYLAWS OF
ANDREWS UNIVERSITY
Revised and Restated ~ March 7, 2023

Article I – Name

The name of this Corporation is Andrews University.

Article II – Principal Location

The principal office of the Corporation shall be located at Berrien Springs, Michigan. The Corporation may have such other offices, either within or without the State of Michigan, as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.

Article III – Organization, Purposes, and Reserved Powers

Section 3.1 – Organization. Andrews University, as set forth in its Articles of Incorporation, is an international institution of higher education established by the General Conference of Seventh-day Adventists as part of the educational ministry of the world-wide church. In accordance with the laws of the state of Michigan, Andrews University is organized exclusively for the purposes defined in Section 501(c)(3) of the Internal Revenue Code as a non-profit, non-stock educational corporation upon a membership basis with the number, qualifications, rights, preferences and limitations of the Members of the Corporation set forth in these Bylaws.

Section 3.2 - The Members of the Corporation adopt bylaws and elect a Board of Trustees. The Board of Trustees leads by providing intellectual, spiritual, reputational, financial, and social capital to ensure the fulfillment of the institution’s mission. The Board of Trustees also appoints the president who manages the day-to-day operations of the institution and carries out the Board’s strategic priorities, policies and directives.

Section 3.3 – Purposes. The purposes of Andrews University are to serve the interests of the Seventh-day Adventist church, including:

- 3.3.1 To further the mission of the Seventh-day Adventist church to carry the gospel to all the world;
- 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 faith, learning and research;
- 3.3.4 To provide an educational experience that recognizes the priority of spiritual life and honors the value of 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 changes in the international scope or essential purposes of the University shall be approved by at least fifty percent (50%) of the entire membership of the Corporation.

Article IV – Membership of the Corporation

Section 4.1 – Membership (Constituency). The membership of the Corporation shall be comprised of the persons specified in Sections 4.1.1 through 4.1.7. All Members of the Corporation shall be members of the Seventh-day Adventist church in regular standing.

- 4.1.1 Each member of the Executive Committee of the General Conference of Seventh-day Adventists who resides in the North American Division shall serve as an *ex officio* Member.
- 4.1.2 Each executive officer (president, secretary and treasurer) of a world division of the Seventh-day Adventist church shall serve as an *ex officio* Member.
- 4.1.3 Each member of the Executive Committee of the Lake Union Conference of Seventh-day Adventists shall serve as an *ex officio* Member. The Lake Union Conference executive committee may appoint up to an additional fifteen (15) Members from individuals who serve on local conference executive committees.
- 4.1.4 Each member of the Andrews University Board of Trustees shall serve as an *ex officio* Member.
- 4.1.5 The president of the Andrews University Corporation shall serve as an *ex officio* Member.
- 4.1.6 The alumni board of Andrews University, in consultation with the Corporation president or her/his designee, shall appoint up to thirty-five (35) Members, each of whom shall be a graduate of Andrews University, none of whom shall be primarily employed by Andrews University and at least seventy-five percent (75%) of whom shall not be primarily employed by the Seventh-day Adventist church.
- 4.1.7 Thirty-seven (37) employees of Andrews University shall be Members, selected as follows:
 - (a) The general faculty of Andrews University shall elect nineteen (19) Members, each of whom shall be employed full-time as a member of the Andrews University faculty and at least ten (10) of whom shall be faculty on continuous appointment.
 - (b) The general staff of Andrews University shall elect ten (10) Members, each of whom shall be employed full-time by Andrews University and at least seven (7) of whom shall be salaried staff.
 - (c) The president of Andrews University shall appoint eight (8) Members from the university administration, three (3) of whom shall be academic deans.

Section 4.2- All appointments or elections of Members shall be finalized and communicated to the secretary of the Corporation not less than sixty (60) days prior to the quinquennial meeting of the Corporation.

Section 4.3 – Term and Termination.

- 4.3.1 *Term of Membership:* Unless sooner terminated as specified in Section 4.3.2., the term of membership in the Corporation for appointed and elected Members shall expire the date on which the relevant group or individual that originally appointed or elected such Members

transmits to the Corporation secretary a new roster of appointed and elected Members as specified in Section 4.2.

- 4.3.2 *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, as determined by the relevant group or individual empowered by these Bylaws to appoint or elect such Member. The Membership shall also have the right to remove an elected or appointed Member by majority vote of the Membership at any duly held meeting.
- 4.3.3 *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 4.4 – Meetings of the Members of the Corporation.

- 4.4.1 *Quinquennial Meetings:* The Membership of the Corporation shall hold its regular quinquennial meeting no later than twelve (12) months after the conclusion of the regular session of the General Conference of Seventh-day Adventists. In the event of any delay in the regular session of the General Conference of Seventh-day Adventists, the date of the quinquennial meeting will be adjusted to remain aligned with the next session.
- 4.4.2 *Annual Meetings:* In any year in which a quinquennial meeting is not held and decisions of the Corporation are needed, a meeting of the membership of the Corporation may be held for the purpose of receiving reports and for other purposes as may be set forth in the notice of the meeting.
- 4.4.3 *Special Meetings:* Special meetings of the Members, which when held may only address items specified in the notice of such a meeting:
(a) may be called by the Board of Trustees, and
(b) shall be called upon written request of not less than ten percent (10%) of the Members of the Corporation, delivered to the secretary of the Corporation.
- 4.4.4 *Time and Place:* The time of the quinquennial, annual, or any special meetings of the Membership of the Corporation shall be set by action of the Board of Trustees. The place of the quinquennial meetings shall be at the principal location of the Corporation and the place of the annual or special meetings may be at any location either within or without the state of Michigan as determined by the chair of the Corporation in consultation with the president of the Corporation. An annual or special meeting may also be held remotely by videoconference, telephone conference, or other electronic means that provide for full participation of voting members and for verification of attendee identifications.
- 4.4.5 *Notice of Meetings:* Notice of all meetings of the Members shall be distributed by the secretary of the Corporation who shall:
(a) give written notice of the time, place and purposes of quinquennial, annual and special meetings of the Members of the Corporation not less than ten (10) nor more than sixty

(60) days before the day of the meeting either personally or by electronic or regular mail to each Member of record entitled to vote at the meeting;

- (b) for a quinquennial meeting, publish in the *Lake Union Herald* and the *Adventist Review* a notice of the meeting at least four (4) weeks before the date of the meeting; and
- (c) if a special meeting is called in accordance with Section 4.4.3(b), above, give the required notice of the meeting no later than thirty (30) days after the request is delivered to the secretary, or such longer period as the written request from the Members specifies:

4.4.6 *Quorum:* At any meeting of the Members of the Corporation, fifty (50) or more Members present shall constitute a quorum, except that a lesser number shall have power to adjourn the meeting from time to time until a quorum shall be present, and such adjournment and the reasons therefore shall be recorded in the minutes of the proceedings.

4.4.7 *Parliamentary Authority:* The 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.

4.4.8 *Voting:* Each Member shall have one (1) vote, and there shall be no voting by proxy. The chair of the membership meeting shall determine the method of any vote, except that a secret ballot shall be used if a majority of the Members present requests it.

Section 4.5 - Officers at Corporate Meetings

4.5.1 *Chair.*

- (a) The chair of the Board of Trustees shall serve as chair for meetings of the Members of the Corporation;
- (b) The chair shall consult with the vice chair(s), secretary and president of the Corporation in setting the agenda for each quinquennial, annual and special meeting of the Members;
- (c) The chair shall collaborate with the secretary in the preparation and distribution of the agenda and materials for meetings of the Members; and
- (d) The chair, if present and unless the chair designates a vice chair to do so, shall preside at quinquennial, annual and special meetings of the Members.

4.5.2 *Vice Chair(s).*

- (a) The vice chair(s) of the Board of Trustees shall serve as vice chair(s) for meetings of the Members of the Corporation;
- (b) The vice chair(s) shall participate in the preparation of the agenda; and
- (c) The vice chair(s) shall preside at quinquennial, annual or special meetings of the Members in the absence of the chair or at the chair's request.

4.5.3 *Secretary.*

- (a) The secretary of the Corporation shall serve as secretary for meetings of the Members of the Corporation;
- (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 4.6 – 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:

- 4.6.1 At its quinquennial meeting, and after receiving a report from the nominating committee, to elect those trustees who serve under Section 5.3.5 of these Bylaws;
- 4.6.2 At any annual or special meeting, to remove any trustee for any reason deemed sufficient by the Members;
- 4.6.3 To receive reports of the operation of the Corporation;
- 4.6.4 To amend or restate the Articles of Incorporation and/or the Bylaws of the Corporation;
- 4.6.5 To take such other actions as may be necessary and proper to carry out the purposes of the Corporation and to advance its interests.

Section 4.7 – Nominating Committee for Election of Trustees.

- 4.7.1 *Composition of Nominating Committee:* The nominating committee shall consist of twenty-four (24) Members of the Corporation as follows:
- (a) *Ex Officio members.* The following six (6) individuals shall be members of the nominating committee:
 - (i) President of the General Conference of Seventh-day Adventists;
 - (ii) Secretary of the General Conference of Seventh-day Adventists;
 - (iii) Treasurer of the General Conference of Seventh-day Adventists;
 - (iv) President of the North American Division of Seventh-day Adventists;
 - (v) President of the Lake Union Conference of Seventh-day Adventists; and
 - (vi) Chair of the Governance Committee of the Board of Trustees.
 - (b) *Appointed members.* Eighteen (18) individuals shall be appointed to serve on the nominating committee as follows:
 - (i) Six (6) Members who obtained Membership under 4.1.3 shall be appointed to serve on the nominating committee by the executive committee of the Lake Union Conference of Seventh-day Adventists;
 - (ii) Six (6) Members who obtained Membership under 4.1.6, shall be appointed to serve on the nominating committee by the alumni board of Andrews University;
 - (iii) Four (4) Members who obtained Membership under 4.1.7(a), shall be appointed to serve on the nominating committee by the general faculty of Andrews University; and
 - (iv) Two (2) Members who obtained Membership under 4.1.7(b), shall be appointed to serve on the nominating committee by the general staff of Andrews University.
 - (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.
- 4.7.2 *Nominating Committee Officers:* The chair of the nominating committee shall be the president of the General Conference of Seventh-day Adventists or such other member of the nominating committee as designated by the General Conference president except that the chair of the nominating committee cannot be a current officer of the Board of Trustees. The secretary of the nominating committee shall be elected from its members.

- 4.7.3 *Nominating Committee Functions:* At the quinquennial meeting of the Members of the Corporation, the nominating committee shall nominate individuals to serve as trustees under Section 5.3.5 of these Bylaws.
- 4.7.4 *Nominating Committee Meetings:* The nominating committee shall meet and accomplish its work in advance of the quinquennial meeting of the Members. The chair shall have the power to designate the time and place of the meetings.
- 4.7.5 *Nominating Committee Quorum:* Fifteen (15) members of the nominating committee shall constitute a quorum.
- 4.7.6 *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 General Conference, North American Division and Lake Union Conference and/or the Governance 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 report and recommendations of the Governance Committee of the Board of Trustees, as stated in Section 6.5 of these Bylaws.
 - (d) In its work and deliberations, the 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 committee shall invite as guests the chair of the Board of Trustees and the president of the Corporation to address the committee to share their views on prospective trustees. Invited guests shall not be present during the nominating committee's final determination of nominees.
 - (f) The committee shall report to the Members its nominees for the Board of Trustees. The committee also shall report the names of *ex officio* and appointed trustees as received by the nominating committee under Section 4.7.6(b).
 - (g) If Members reject one or more of the nominees, the nominating committee shall be immediately reconvened for the purpose of considering other nominees.
 - (h) The Members have the final authority and responsibility to elect the trustees who serve under Section 5.3.5 of these Bylaws.

Article V – Board of Trustees

Section 5.1 – Governance by Board of Trustees. The Board of Trustees shall ensure that the Corporation is administered properly by the Corporation officers and in accordance with the Board's policies and decisions.

Section 5.2 – *Qualification and Term of Trustees.* The trustees shall all be members of the Seventh-day Adventist church in regular standing and support its mission, goals and strategic objectives. Trustees shall hold office from the time of their election and qualification until the earlier of: (a) the date that their successors are duly elected and shall qualify or (b) the date of their resignation or removal. A trustee shall be qualified as such only after filing a written acceptance of such office after being presented with the acceptance form by the secretary of the Corporation.

Section 5.3 – *Membership of the Board of Trustees.* The membership of the Board of Trustees shall consist of up to forty-one (41) persons as follows:

- 5.3.1 *General Conference of Seventh-day Adventists.* The president, secretary and treasurer of the General Conference shall serve as *ex officio* trustees. The General Conference executive officers may appoint up to three (3) additional trustees.
- 5.3.2 *North American Division of the General Conference of Seventh-day Adventists.* The president of the North American Division shall serve as an *ex officio* trustee. The North American Division executive officers may appoint up to four (4) additional trustees.
- 5.3.3 *Lake Union Conference of Seventh-day Adventists.* The president, secretary, treasurer and education director of the Lake Union Conference, and each of the presidents of the five (5) local conferences within the Lake Union Conference, shall serve as *ex officio* trustees.
- 5.3.4 The president of the Corporation shall serve as an *ex officio* trustee.
- 5.3.5 Twenty (20) trustees shall be elected by the Members from persons not primarily employed by the Seventh-day Adventist church and representing a wide range of professional and business interests relevant to the mission of the university. At least five (5) of these twenty (20) trustees must be alumni of Andrews University.
- 5.3.6 In the selection of trustees, appropriate efforts shall be made to achieve diversity and inclusiveness.

Section 5.4 – *Officers of the Board of Trustees.* At the first meeting following its election at a quinquennial meeting of Members, the Board of Trustees shall elect the officers of the Board of Trustees. The Board of Trustees shall elect its officers as follows:

- 5.4.1 *Board Chair.* The chair shall be chosen by the Board from among the trustees appointed in accordance with Section 5.3.1. The functions of the chair of the Board of Trustees shall be to:
 - (a) Collaborate with the president of the Corporation in the leadership of the University;
 - (b) Act as official spokesperson for the Board of Trustees;
 - (c) Be fully acquainted with the Board and Corporation's policies and procedures;
 - (d) Support the purposes, vision, goals and mission of the University;
 - (e) Be knowledgeable of issues in higher education;
 - (f) Call and preside at regular and special meetings of the Board of Trustees;
 - (g) Prepare agendas in consultation with the secretary and vice chair(s);
 - (g) With the advice of the secretary, provide for appropriate orientation of new trustees;
 - (h) Consult with the secretary and vice chair(s) before making recommendations to the Board regarding membership of the committees of the Board of Trustees; and
 - (i) Act as confidante of, and adviser to, the Corporation president.

- 5.4.2 *Board Vice Chair(s)*: One or more trustees shall be chosen by the Board as vice chair(s), at least one of whom shall be the president of the Lake Union Conference of Seventh-day Adventists. The functions of the vice chair(s) of the Board of Trustees shall be to:
- (a) Support the purposes, vision, goals and mission of the University;
 - (b) Be knowledgeable of issues in higher education;
 - (c) Preside at all meetings of the Board of Trustees in the absence of the chair or at the chair's request;
 - (d) Consult with the chair and secretary in the preparation of meeting agendas; and
 - (e) Consult with the chair and secretary in making recommendations on membership of committees of the Board of Trustees.
- 5.4.3 *Board Secretary*: The secretary shall be the president of the Corporation. The functions of the secretary of the Board of Trustees shall be to:
- (a) Collaborate with the chair and vice chair(s) in preparing agendas for meetings of the Board of Trustees;
 - (c) Prepare and distribute to trustees written notices of meetings, together with agendas and supporting materials;
 - (d) Keep and circulate to trustees a full and complete record of the proceedings of all Board of Trustees meetings;
 - (e) Correspond on behalf of the Board of Trustees;
 - (f) Maintain all Board of Trustees' policy statements, minutes, and other official records;
 - (g) Consult with the chair and vice chair(s) in making recommendations on membership of committees of the Board of Trustees; and
 - (h) Perform other duties as prescribed 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 a quinquennial meeting of the Members shall take place not less than thirty (30) days nor more than one-hundred twenty (120) days from the date of the Members' quinquennial meeting. At this regular meeting, the trustees shall elect the officers of the Board of Trustees, appoint the president, and upon the recommendation of the president, appoint the other officers of the Corporation, and conduct such other business as is necessary and desirable.
- 5.5.2 *Regular Meetings*. Regular meetings of the Board of Trustees shall be held at least three (3) times during each 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 may be called by the chair of the Board of Trustees or if the chair of the Board of Trustees 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 before the meeting by written notice delivered personally or sent by electronic or regular mail to each trustee. If mailed, such notice shall be deemed to be delivered when mailed. Notice may be waived if the waiver is accomplished either by an

affirmative vote of, or by written waiver from, at least three-fourths (3/4) of the trustees then in office.

- 5.5.5 *Meetings by Teleconference or Videoconference.* Special meetings of the Board of Trustees convened in accordance with Sections 5.5.3 and 5.5.4 above may be held via teleconference, videoconference or other methods that provide for full participation of voting members. Any votes taken by this method must be ratified by written and signed ballots of trustees participating in the meeting and otherwise meeting the quorum and voting requirements of these Bylaws. Ratification ballots must be delivered to the Chair or a Vice Chair within twenty-four (24) hours of a meeting held in accordance with this subsection to sustain the validity of any action taken. If mailed, such ratification ballots shall be deemed to be delivered when mailed.
- 5.5.6 *Voting.* Each trustee shall have one (1) vote, and there shall be no voting by proxy. The chair of the Board of Trustees shall determine the method of any vote, except that a secret ballot shall be used if a majority of the trustees present request it.
- 5.5.7 *Email Voting.* The chair of the Board of Trustees, in consultation with the president of the Corporation, may agree to use of email for a Board of Trustees' vote when the issue under consideration is not considered substantive and requires action between meetings. For the vote to be accepted, a quorum of the Board of Trustees must return email votes within 48 hours of the email request, and a majority of those voting must be in favor of the motion unless the act of a greater number is required by law, by these Bylaws, or by previous act of the Board of Trustees. If more than five (5) trustees request the agenda item be discussed in person or by teleconference/video conference within the 48 hours allowed for the vote, the vote will be considered void and a meeting must be called.
- 5.5.8 *Advisors/Observers.* The chair of the Board of Trustees or the president of the Corporation may invite individuals to attend meetings of the Board of Trustees as advisors or observers, except during executive sessions of the Board of Trustees.
- 5.5.9 *Quorum.* Nineteen (19) trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than nineteen (19) trustees are present at any meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law, by these Bylaws or by previous act of the Board of Trustees.

Section 5.6 – Powers and Duties of the Board of Trustees. 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 Corporations 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 learning and as an integral part of the Seventh-day Adventist church in fulfillment of its mission;
- 5.6.2 Formulate, establish and/or approve significant University policies;
- 5.6.3 Develop adequate financial support for the operation and development of the University;
- 5.6.4 Adopt annual budgets;
- 5.6.5 Elect the officers of the Board of Trustees;
- 5.6.6 Create committees of the Board of Trustees and appoint and/or remove any member of any Board committee;

- 5.6.7 Remove any trustee with or without cause by an affirmative vote of two-thirds (2/3) of the trustees then in office;
- 5.6.8 Fill any vacancy occurring in the Board of Trustees;
- 5.6.9 Elect Emeriti trustees;
- 5.6.10 Consistent with Section 7.2, appoint or remove officers of the Corporation;
- 5.6.11 Review, vacate or alter any appointment, promotion, demotion or removal of any administrative personnel, academic department chairs and faculty members. Appointment, promotion, demotion or removal of other personnel is delegated to the officers of the Corporation;
- 5.6.12 Authorize the acquisition and disposition of all real property of whatever value, and authorize the acquisition and disposition of any personal property that exceeds the cost of Two Hundred Fifty Thousand Dollars (\$250,000); and
- 5.6.13 Approve and discontinue colleges, schools, and departments.
- 5.6.14 Approve and discontinue new programs and degrees.

Section 5.7 *Emeriti Trustees.* The Board of Trustees may appoint a former member of the Board of Trustees to the status of Emeritus/Emerita Trustee. Emeriti trustees shall assist in the development of the University under the direction of the president of the Corporation. Emeriti trustees may attend all meetings of the Board of Trustees and participate therein but shall not have the right to vote.

Section 5.8 – *Unanimous Consent Without Meeting.* Any action required or permitted by the Articles of Incorporation or 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 of the committee consent thereto in writing. The written 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.

Section 5.9 – *Conflict of Interest.*

- 5.9.1 A conflict of interest is considered to exist in those instances where a relationship, responsibility or interest that an individual has or had might influence the individual's actions on a matter which is, or might be, contrary to the best interest of the University.
- 5.9.2 The Board of Trustees shall adopt and apply a conflict of interest policy and procedure designed to ensure that trustees and officers of the Corporation as well as other senior administrators and deans undertake their respective responsibilities with an uncompromised duty of loyalty and fidelity and confidence consistent with their fiduciary relationship to the University. The policy shall require that all such persons make full disclosure of interests which might result in, or have an appearance of, a conflict of interest or of a competing interest.
- 5.9.3 The trustees, officers and senior administrators of Andrews University shall refrain from considering or consummating any transaction involving any conflict of interest until all relevant and pertinent facts regarding the transaction and the conflict of interest have been disclosed, considered, avoided and/or resolved.

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, the Board of Trustees shall establish the committees provided in this Article VI. The Board of Trustees may designate any number of additional committees, along with terms of reference, to assist the Board of Trustees in the fulfillment of its functions and duties.
- 6.1.2 The Board of Trustees shall have power at any time, consistent with these Bylaws, to change the membership of committees, fill all vacancies in them and discharge them, with or without cause.
- 6.1.3 Unless otherwise specified in these Bylaws, the Board of Trustees may designate, at its sole discretion, the size and composition of its committees. Unless otherwise specified in these Bylaws, the Board may appoint up to one (1) non-trustee Member of the Corporation to serve on each of its committees.
- 6.1.4 Committee meetings of the Board of Trustees may be held via teleconference, videoconference or other methods that provide for full participation. In these cases voting may be by verbal acclamation, unless members request a written vote as consistent with 5.5.5. Email votes may also be taken as consistent with 5.5.7.
- 6.1.5 Minutes of each meeting of any committee of the Board shall be kept and filed with the corporate records maintained by the Corporation secretary. The Board 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.

Section 6.2 – Executive Committee

- 6.2.1 The Board of Trustees shall appoint eleven (11) trustees to serve as an Executive Committee. Six (6) members of the executive committee shall be trustees by virtue of their appointment under Sections 5.3.1 through 5.3.4 of these Bylaws. Five (5) members of the executive committee shall be trustees by virtue of their election under Section 5.3.5 of these Bylaws.
- 6.2.2 The chair, vice chair(s) and secretary of the Board of Trustees shall be *ex-officio* members of the executive committee and shall serve as the chair, vice chair(s) and secretary of the executive committee, respectively.
- 6.2.3 A quorum of seven (7) shall be necessary for the transaction of business by the Executive Committee.
- 6.2.4 The Executive Committee of the Board shall be delegated the broad authority of the Board of Trustees to act on its behalf between regular meetings and on specific matters explicitly requested by the Board. The full Board of Trustees will retain responsibilities for changes in institutional mission, approval of the institutional strategic plan, approval of the annual budget, approval of major construction projects, incurring debt financing, sale or acquisition of major assets, election of board members, dismissing or hiring of the President, approval of changes to the Board Policies Manual and other items decided by that Board.

6.2.5 A Presidential Evaluation Committee shall serve as a sub-committee of the Executive Committee and shall report to the Executive Committee.

6.2.6 The Executive Committee shall be responsible for establishing employment conditions and compensation for the President.

Section 6.3 – *University Operations & Finance Committee.* The Board shall establish a University Operations & Finance Committee consisting of at least seven (7) trustees. This committee shall serve as a strategic budgetary and financial planning committee with authority to make recommendations to the Board in the development and implementation of financial policies and procedures for the Corporation.

Section 6.4 – *Audit & Risk Management Committee.* The Board shall establish an Audit & Risk Management Committee consisting of five (5) trustees, none of whom shall be employees of the Corporation. This committee shall review audit and compliance issues involving the University and make recommendations to the Board 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.

Section 6.5 – *Governance Committee.* The Board shall establish a Governance Committee consisting of at least seven (7) trustees. This committee shall provide leadership and oversight relative to governance issues facing the Board and University. Among other responsibilities, the committee shall: assist the relevant church executive officers and the Members' nominating committee in identifying and recruiting qualified persons to be appointed as trustees prior to the time of the quinquennial meeting and establish and implement annual performance standards and evaluation tools for individual trustees and the full Board of Trustees.

Article VII – Officers of the Corporation

Section 7.1 – *Officers of the Corporation.* The officers of the Corporation shall be a president, provost, secretary and treasurer. No offices may be held concurrently by the same person.

Section 7.2 – *Appointment and Removal of Officers.* All officers serve the Corporation at the pleasure of the Board of Trustees. The Board of Trustees appoints the president and, upon the recommendation of the president, appoint the other officers of the Corporation. The Board of Trustees reserves the power to remove any officer of the Corporation at any time. The removal of any officer can be accomplished with or without cause by vote of at least fifty percent (50%) of the trustees then in office.

Section 7.3 – *President.* The president shall be the chief executive officer of the Corporation and shall in general supervise and control all of the academic functions, business and affairs of the Corporation. The president may, in consultation with the Board, appoint any and all vice presidents. The president may sign, with any officer of the Corporation or other any other individual authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees, by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 7.4 – *Provost.* The provost shall serve in the capacities of second officer of the university and chief operating officer. The provost may also hold the title of chief academic officer. The provost shall report to, and be accountable to, the president of the University and shall act on the president's behalf during any absence of the president. The provost shall work collaboratively with the president, vice

presidents, college/school deans, faculty, and student leadership to maintain and improve the quality of undergraduate, graduate, and professional education programs. In addition, the provost shall be an active participant in collaborative decision-making involving strategic planning and budget development, management of auxiliary enterprises and the conduct of research and scholarship. The provost shall perform such other duties as assigned or delegated by the president.

Section 7.5 – Secretary. The secretary shall: maintain the minutes of the meetings of the Members of the Corporation and of the Board of Trustees 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; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Member which shall be furnished to the secretary by such Member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president.

Section 7.6 – Treasurer. The treasurer, who shall also be the chief financial officer, shall: be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source; and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws. In general the treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president. If required by the Board of Trustees, the treasurer 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.

Section 7.7 – Officer Vacancies

- 7.7.1 A vacancy in the office of the president because of death, resignation, removal, termination, disqualification or otherwise, shall be filled by the Board of Trustees. A vacancy in any other corporation office shall be filled by the Board of Trustees upon recommendation of the president.
- 7.7.2 In the event of a vacancy in any corporation office, the Board of Trustees shall appoint a search committee consistent with the university's working policy.

Article VIII – Contracts, Checks, Deposits, and Gifts

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 any two officers of the Corporation; provided, however, that the secretary must be one of the two officers signing when it is necessary to 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, the provost, or the secretary of the Corporation.

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 president and treasurer may select, provided that the Board of Trustees has not otherwise directed.

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

Article IX – Audit

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

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 reasonable attorney's fees, in connection with the defense of any civil, criminal or administrative action, suit or proceeding in which s/he is made a party or with which s/he is threatened by reason of being or having been or because of any act as such trustee or officer, within the course of her/his duties or employment, except in relation to matters as to which s/he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or intentional misconduct in the performance of her/his duties. The Corporation may also reimburse any trustees 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 gross negligence or intentional misconduct. The right of indemnification provided in these Bylaws shall extend to the estate, executor, administrator, guardian and conservator of any deceased or former trustee or officer or person who her/himself 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, vote of Members, or otherwise.

Article XI – Non-discrimination

The Corporation shall be committed to equal educational and employment opportunities for men and women, and shall not unlawfully discriminate on the basis of race, color, sex, national origin, age, disability (if otherwise qualified), or other legally-protected characteristics not otherwise inconsistent with the values and teachings of the Seventh-day Adventist church.

Article XII – Waiver of Notice

Whenever any notice is required to be given under the provisions of the Michigan 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 all persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice in a timely manner.

Article XIII – Amendments

The Articles of Incorporation and these Bylaws may be amended or repealed and new Bylaws adopted by a two-thirds (2/3) vote of the Members of the Corporation present and voting at any quinquennial, annual or special meeting at which a quorum is present. Any proposed amendments shall not conflict with federal or state laws or, in the case of the Bylaws, with the Articles of Incorporation. When it is proposed to change the Bylaws or the Articles of Incorporation at any meeting of the Corporation, notice shall be given to that effect in the notice of the meeting.