

BYLAWS OF THE OKLAHOMA BAPTIST UNIVERSITY
A RELIGIOUS AND EDUCATIONAL CORPORATION

Adopted by the Board of Trustees in regular session on July 3, 1984,
and amended in regular session on March 16, 1990 and July 11, 1997.

ARTICLE I

POWER OF TRUSTEES

Section 1.

The Board of Trustees shall have the power to manage the property and business of the corporation (referred to in this and the following articles as “University”) and shall have the power to carry out any other functions which are permitted by the Charter, or these Bylaws, except insofar as such powers may be limited by law. These powers shall include but shall not be limited to the following:

1. Appoint or remove the President and other Officers of the University Corporation in accordance with these Bylaws;
2. Approve degrees in courses upon recommendations of the faculty;
3. Approve the awarding of honorary degrees upon recommendation of any of the following: Faculty, President, or appropriate Board Committee;
4. Establish and review the educational programs of the University after review by the Board Committee on Academic Affairs or Special Committees of Review set up by the President and Chairman of the Board in financial emergency situations;
5. Establish annually the budget of the University, which shall be submitted to it upon recommendation of the Board Business Affairs Committee;
6. Authorize the construction of new buildings and major renovations of existing buildings;
7. Authorize the sale and purchase of land, buildings or major equipment for the use of the University;
8. Institute and promote major fundraising efforts of the University;
9. Authorize any changes in tuition and fees within the University;
10. Authorize Officers or agents of the University to accept gifts for the University;
11. Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible;
12. Any other duties or responsibilities which obtain to it under the Charter of Oklahoma Baptist University.

Section 2.

The Board of Trustees of the University shall not launch any expansion project, major expenditure of capital funds, creation of debt for capital needs, change in Charter or Bylaws, or any significant change in usual operations except upon authority given by a vote of the Baptist General Convention of the State of Oklahoma or its Board of Directors.

ARTICLE II

MEMBERSHIP OF THE BOARD OF TRUSTEES

Section 1.

The Board of Trustees of The Oklahoma Baptist University shall consist of thirty-two trustees who shall be elected by the Baptist General Convention of Oklahoma at their annual convention held in November of each year. Each trustee shall be a member of a Southern Baptist church affiliated with the Baptist General Convention of Oklahoma. Eight trustees of said thirty-two shall be elected at each annual convention of the Baptist General Convention of Oklahoma, four of whom shall be from among the professional clergy (pastors, church staff, directors of missions, etc.) or their spouses and four of whom shall be from among the laymen in the churches. Each trustee shall hold office for a term of four years after he is elected, and no trustee may be elected to immediately succeed himself. An employee of the Baptist General Convention of Oklahoma, its agencies or institutions, may not serve as a trustee; and should a trustee of Oklahoma Baptist University become an employee of the Baptist General Convention of Oklahoma, its agencies or institutions, his term of service on the board will terminate.

Section 2.

Vacancies in the office of the trustees shall occur through resignation, ceasing to be a resident of the State of Oklahoma or member of a cooperating Southern Baptist Church in the State of Oklahoma, or death of the trustee, or as the result of his inability or failure to act. Should a vacancy in the office of trustees occur during the interval between the annual sessions of the Baptist General Convention of Oklahoma, the vacancy shall be filled at the next annual session of the Baptist General Convention of Oklahoma.

In the event any member misses two (2) consecutive meetings of the Board without giving advance notification to the Office of the President of the University, the member shall be considered as having resigned.

Section 3.

No person shall be eligible for election prior to attaining the age of twenty-one (21) years.

Section 4.

Any member of the Board of Trustees may be removed from office, for cause, at any meeting of the Board of Directors of the Baptist General Convention of Oklahoma and by affirmative vote of the Convention.

Section 5.

All uses of the masculine gender in these bylaws may be construed as meaning either masculine or feminine gender as the case may be.

ARTICLE III

OFFICERS OF THE BOARD OF TRUSTEES AND UNIVERSITY CORPORATION

Section 1.

The officers of the Board of Trustees shall consist of the Chairman of the Board of Trustees, Vice-Chairman, Secretary, one or more Assistant Secretaries, and Treasurer, all of whom shall be elected annually by the Board of Trustees at its last meeting of the University's fiscal year. For the purpose of executing legal documents in compliance with Oklahoma Law, the office of Chairman of the Board of Trustees shall be synonymous with the office of President of the corporation and Vice Chairman with the office of Vice-President of the corporation. At the March Board Meeting the Board shall elect three trustees to serve as a nominating committee, at least two of whom shall be in their fourth year of service. These trustees shall be elected by open nomination from the floor and vote of the members present and voting. The nominating committee shall nominate candidates to serve as officers of the Board at the July meeting with opportunity provided at that meeting for nominations to be made from the floor. The term of service for officers of the Board begins at the conclusion of the annual meeting of the Baptist General Convention of Oklahoma in November.

Section 2.

All officers of the Board of Trustees shall hold office as such officer for a period of one year, or until their successors are elected.

Section 3.

The Chairman and Vice Chairman shall be members of the Board of Trustees. The President of the University shall be an ex officio member of the Board without power to vote and shall not be counted as a member of the Board or any committee on which he may serve for any purpose. The

Chief Financial Officer of the University shall serve as Treasurer of the Corporation and as such shall be an ex officio member of the Board without power to vote and shall not be counted as a member of the Board or any committee on which he may serve for any purpose.

Section 4.

The Board may elect one or more Vice Chairmen, Assistant Secretaries, and such other Officers as may be deemed necessary for the proper management of the University Corporation.

Section 5.

All Officers of the University Corporation shall hold office at the discretion of the Board of Trustees and shall be subject to removal by affirmative vote of a majority of the entire membership of the Board of Trustees, without prejudice to any contract rights such Officer may have against the University.

ARTICLE IV

POWERS AND DUTIES OF UNIVERSITY CORPORATION OFFICERS

Section 1.

The Chairman of the Board of Trustees shall preside at all meetings of the Board of Trustees, sign all deeds, contracts, bonds, mortgages, and other papers evidencing the official acts of the Board of Trustees where the signature of a presiding officer is required by these bylaws or by custom or practice, and he shall call all special meetings of the Board of Trustees, give notice of the time and place of all meetings of the Board of Trustees as herein provided, appoint all committees and generally exercise such authority as is usually exercised by a chairman or president of the Board of Trustees of a religious corporation. He shall also perform any other and further duties as may be determined or assigned to him by the Board of Trustees.

Section 2.

The Vice Chairman of the Board of Trustees shall perform all the duties of the office of Chairman of the Board of Trustees in the absence of the Chairman of the Board of Trustees, or as a result of the inability of the Chairman of the Board of Trustees to act because of sickness, misfortune, casualty, or emergency absence.

Section 3.

The Secretary of the Board of Trustees shall keep minutes of the meetings of the board; issue, or cause to be issued, notices of meetings under the direction of the Chairman; have charge of the seal of The Oklahoma Baptist University and affix and attest the same to all instruments which may require the corporate seal of The Oklahoma Baptist University; and shall perform the duties usually performed by a secretary of the Board of Trustees of a religious corporation and any other duties which may be assigned to the secretary by the Board of Trustees.

Section 4.

The Secretary of the Board of Trustees, with the approval of the Board of Trustees and the President of The Oklahoma Baptist University, may authorize an officer of The Oklahoma Baptist University and a person other than the Secretary of the Board of Trustees to affix the corporate seal to any diploma, transcript, or other instrument having to do with the administration of the affairs of The Oklahoma Baptist University, and to exercise the same authority with regard to the affixing of the corporate seal to such instrument as may be exercised by the Secretary of the Board of Trustees.

Section 5.

The Assistant Secretary shall perform all the duties of the Secretary of the Board of Trustees in the absence of the Secretary or in the event of the inability of the Secretary to attend a meeting of the Board of Trustees or as a result of the inability of the Secretary to act because of sickness, misfortune, casualty, or emergency.

Section 6.

The Treasurer shall be the Chief Financial Officer of the University and shall be as Treasurer an ex officio member of the Board of Trustees without power to vote and shall not be counted as a member of the Board. He shall have the duty to keep or cause to be kept full and accurate accounts of all receipts and disbursements and to obey all lawful orders of the Trustees, the President of the University, and the Business Affairs Committee respecting funds, property, and accounts of the University. He shall be responsible for the preparation of any corporate financial reports as may be required by departments of federal or state government. The Treasurer shall, in the name of the

University, give receipts for monies or property as shall be required, deposit funds in accordance with resolution and direction of the Business Affairs committee or the Board of Trustees, and safeguard the money of the University. He shall not pay out any money unless by order of the Board of Trustees or under such regulations or with such approval as the Business Affairs committee may prescribe. He shall cooperate with any independent auditors or certified public accountants retained by the Board of Trustees for the purpose of conducting audits of the accounts of the University, and shall make reports at meetings of the Board of Trustees or the Business Affairs Committee with respect to the financial condition of the university at such time and in such form as the Board or the Committee may duly require. The Treasurer shall give a bond to the University faithfully to perform the duties of his office, and to account for all monies and other matters and things which may come into his hands and possession by virtue of said office, in such amount as the Business Affairs Committee shall direct.

ARTICLE V

POWERS AND DUTIES OF THE PRESIDENT OF THE UNIVERSITY

Section 1.

The affairs of The Oklahoma Baptist University shall be administered by a President of the University who shall be elected by the Board of Trustees and hold office at the pleasure of the Board of Trustees under the rules of tenure now existing which have been approved by the Board of Trustees. Such tenure shall include a periodic evaluation system by the Board of Trustees and/or its agents. Such evaluation shall also set the salary and compensation for the President for the term acceptable to the Board and the President.

Section 2.

The President of the University shall be the Chief Executive and Operational Officer of the University and the official adviser to and executive agent of the Board of Trustees and its executive Committee. The President of Oklahoma Baptist University must be an active member of a cooperating Southern Baptist Church. He shall, as educational and administrative head of the University, exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its policy-making responsibilities. He shall have power, on behalf of the Trustees, to perform all acts, and execute all documents to make effective the actions of the Board or its Executive Committee. Except as otherwise provided in these bylaws he shall be an ex officio member of all committees of the Board without power to vote.

Section 3.

The President of The Oklahoma Baptist University shall have the power and authority to appoint officers to assist him in the administration of the affairs of the University, including such officers as Vice-Presidents, Deans, Directors, Treasurers, Registrars, and their assistants. The officers so appointed by the President of The Oklahoma Baptist University shall hold office for such periods of time as the President determines and the tenure of office shall be subject to the will of the President and the contractual employment procedures of the Administrative and Staff Handbook then in force.

Section 4.

The members of the faculty of The Oklahoma Baptist University shall be recommended by the President of The Oklahoma Baptist University and elected by the Board of Trustees at their meeting in July of each year, and the members of the faculty, when their election has been confirmed by the Board of Trustees, shall hold office subject to the rules of the existing contractual employment and tenure which have been approved by the Board of Trustees in the Faculty Handbook then in force. Nominations of faculty members, however, may be made by the President of The Oklahoma Baptist University and confirmed by the Board of Trustees at any regular or special meeting.

Section 5.

In the event the office of President of The Oklahoma Baptist University becomes vacant, a special nominating committee of three trustees shall be elected at a meeting of the Board. The committee, at least two of whom shall be in their fourth year of service, shall be elected by open nomination from the floor and secret ballot. At the next meeting of the Board of Trustees, this special nominating committee shall nominate seven trustees to serve as members of the Presidential Search Committee with opportunity provided for nominations to be made from the floor. Election shall be by secret ballot. If the Chairman of the Board of Trustees is not one of the seven members elected, he shall join the Presidential Search Committee as a voting member. The Executive Director-Treasurer of the Baptist General Convention of Oklahoma, the Chairman of the Faculty Council, the President of the Alumni Association and the President of the Student Government Association shall serve as ex officio, non-voting members of the Search Committee. In the event any trustee serving on the Presidential Search Committee should cease being a trustee for any reason except for the normal expiration of his elected term, a vacancy shall result and the Executive Committee of the Board of Trustees shall appoint another to fill such vacancy. Trustees whose terms expire during the search process shall continue to serve on the Presidential Search Committee.

The Search Committee shall notify in writing all members of the Board of Trustees of the dates and times of the on-campus visit of the candidate to be recommended. A vita of the candidate shall accompany the notification. Members of the Board of Trustees shall have opportunity to participate in the on-campus visit. Before the Search Committee presents the candidate for election, an informal meeting of the candidate and the Board of Trustees shall be held.

ARTICLE VI

MEETINGS

Section 1.

All meetings of the Board of Trustees shall be held upon the campus of The Oklahoma Baptist University in Shawnee, Oklahoma. The Board of Trustees shall hold three meetings each year and such other special meetings as may be called by the Chairman of the Board of Trustees, or, in his absence from the State of Oklahoma, by the Vice-Chairman of the Board of Trustees. The first meeting shall be held in November or December, following the annual meeting of the Baptist General Convention of Oklahoma, on a date selected by the Chairman of the Board of Trustees, at which time the Board of Trustees shall orient newly-elected trustees, receive reports, and conduct any and all other business which it may desire to consider concerning the affairs of The Oklahoma Baptist University or its own affairs. The second meeting shall be held on a date selected by the Chairman of the Board of Trustees during the month of March, at which time the Board of Trustees shall adopt the budget for the University, elect returning faculty, receive reports and consider any and all other business which the Board of Trustees may desire to transact. The third meeting shall be held on a date selected by the Chairman of the Board of Trustees during the month of July, at which time the Board of Trustees shall elect any new members of the faculty, receive reports, adopt strategic objectives for the upcoming year, and consider any and all other business which the Board of Trustees may desire to transact. The dates of regular meetings and of all special meetings and the hour and place thereof shall be selected by the Chairman of the Board of Trustees, and notice thereof shall be mailed to each trustee not less than seven days before the meeting. Notice of the time and place of all special meetings of the Board of Trustees shall be mailed to each trustee in such time and manner as the Chairman of the Board of Trustees deems reasonable and proper, except as hereinafter provided for amendment to the Bylaws. Notice of special meetings shall include a brief summary of the purpose of the meeting and the business expected to come before it.

Section 2.

The presence of at least fifty percent of the Board of Trustees shall constitute a quorum and be sufficient to enable the Board of Trustees to pass any resolution or motion, receive reports or recommendations, and transact any business which may properly come before it.

Section 3.

The meetings of the Board of Trustees shall be in accordance with and governed by parliamentary law, insofar as is practicable, as laid down in Robert's Rules of Order.

Section 4.

No notice of the time, place, or purpose of any meeting of the Board of Trustees, except for amendment of the Bylaws, whether prescribed by law, by the Charter or the Bylaws, need be given to any member of the Board who attends in person, or who in writing, executed and filed with the records of the meeting either before or after the holding thereof, waives such notice.

ARTICLE VII

ACTION WITHOUT FORMAL MEETING

Section 1.

Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting. Meetings may be conducted by mail, telegram, cable, teleconference, or in any other way the trustees shall decide. However, a written consent setting forth the action so taken and signed by all members of the Board or of a committee, as the case may be, must be filed with the minutes of the proceedings of the Board or the committee.

ARTICLE VIII

COMMITTEES

Section 1.

There may be such special or ad hoc committees as the Board of Trustees may from time to time establish for the discharge of particular duties.

Section 2.

There shall be the standing committees specified in this Article. Members and chairmen of standing committees shall be appointed by the Chairman of the Board after consultation with the President, annually, at or following the November-December meeting of the Board of Trustees. Except as provided in these bylaws the Chairman of the Board and the President of the University shall be ex officio members of all standing committees, and each standing committee shall include at least five additional Trustees. Except where otherwise provided in this Article, additional ex officio members, including persons who are not on the Board of Trustees, may be enlisted as resource persons. The chairman of each standing committee and a majority of its members shall be Trustees, however.

Section 3.

The Board of Trustees may at any time discontinue any of its standing committees for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by the Executive Committee.

Section 4.

The chairman of any committee, with the consent of the chairman of the Board, may request the President of the University to appoint an Administrative Officer of the university or a member of the administrative staff to serve as a liaison between the committee and the office of the President. Such liaison person shall assist the committee in the carrying out of its duties.

Section 5.

Except as provided in this section, all standing committees shall meet at least two times annually.

Section 6.

The Board of Trustees of Oklahoma Baptist University shall be organized into the following committees:

The Executive Committee: The Executive Committee shall consist of the elected officers of the Board (Chairman, Vice-Chairman, Secretary) and the Chairmen of the Administrative Committees. The presence of at least 50 percent of the members of the Executive Committee shall constitute a quorum. It shall be the duty of the Executive Committee to advise with the President of the University concerning affairs of the University when the Board of Trustees is not in session, to make recommendations to the Board of Trustees and to perform such duties as may be referred to it by the Board of Trustees. The Executive Committee shall receive from the Secretary annually in July the record of attendance and participation by all Board members during the fiscal year preceding. In the event that a trustee has failed to meet the responsibilities of service, the committee shall request from the trustee an indication of his desire for continuing service on the Board or his intention to resign in light of the circumstances and report his response to the Chairman of the Baptist General Convention of Oklahoma's Nominating Committee. The Executive Committee shall at all times be subject to and governed by the Board of Trustees of the University.

Administrative Committees: There shall be five standing administrative committees of the Board: Academic Affairs Committee, Business Affairs Committee, Development Committee, Student Development Committee, and the Spiritual Life Committee. The committees and their chairmen shall be appointed by the Chairman of the Board in consultation with the President of the University. The Administrative Committees shall receive reports from University administrators and consider policies and recommendations regulating the life and function of the University.

Section 7. Academic Affairs Committee

The Academic Affairs Committee shall be composed of at least five trustee members. It shall, in cooperation with the President, study and appraise the quality of the academic program, measure the program relative to other comparable institutions in terms of teaching load, class size, student-faculty ratios, instructional expenditures, research programs, and other relevant factors; formulate desirable short and long-range enrollment goals; advise the Business Affairs Committee on the specifications and requirements for financing the academic programs; recommend salary, pension, and other personnel policies concerning the academic and faculty personnel; and shall review matters affecting the faculty of the University; consider proposals on such matters; and report and make recommendations thereon to the Board of Trustees as may be required.

Section 8. Business Affairs Committee

The Business Affairs Committee shall be composed of at least five members. It shall review annual operating and capital budgets prepared and presented under the direction of the President and make recommendations with respect thereto to the Board of Trustees. It shall review major financial transactions not provided for in the budget and submit proposed variances with recommendations to the Board of Trustees or Executive Committee. The Chief Financial Officer of the University shall be an ex officio member of the Business Affairs Committee, without power to vote and shall not be counted as a member of the Committee for any purpose.

Section 9. Development Committee

The Development Committee shall be composed of at least five trustee members. It shall review and recommend fundraising and public relations programs and report to the Business Affairs Committee on fundraising progress and estimates of income to be received therefrom. It shall report on its activities to the Board of Trustees at the annual meeting.

Section 10. Student Development Committee

The Student Development Committee shall be composed of at least five trustee members. It shall review matters affecting students of the University, other than those relating to the spiritual life and academic program, consider proposals on such matters, and report and make recommendations thereon to the Board of Trustees as may be required.

Section 11. Spiritual Life Committee

The Spiritual Life Committee shall be composed of at least five trustee members. It shall review all matters concerning religious activities and the programs that promote spiritual growth and development at Oklahoma Baptist University, consider proposals on such matters, and report and make recommendations thereon to the Board of Trustees as may be required.

ARTICLE IX

INDEMNIFICATION

Each Trustee and Officer of the University shall be indemnified by it against all expenses actually and necessarily incurred by such Trustee or Officer in connection with the defense of any action, suit, or proceeding to which he has been made a part by reason of his being or having been such Trustee or Officer except in relation to matters as which such Trustee or Officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

ARTICLE X

CONFLICTS OF INTERESTS

A Trustee shall be considered to have a conflict of interest if (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgement in the discharge of his responsibilities to the University, or (b) such Trustee is aware that a member of his family (which for purposes of this paragraph will be a spouse, parents, siblings, children, and any other relative if the latter reside in the same household as the Trustee), or any organization in which such Trustee (or member of his family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter, under consideration at a Board or committee meeting, in which such Trustee has a conflict of interest. The minutes of such 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 he has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by majority vote.

ARTICLE XI

ADMINISTRATOR OF PROPERTY

Section 1. Contracts

The Board of Trustees may authorize any officer or agent of the University to enter into any contract or execute and deliver any instrument in the name of or on behalf of the University, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the University shall be signed by such officer or agent of the University and in such manner as shall from time to time be determined by the Board of Trustees.

Section 3. Bonding

The Board of Trustees shall require all officers, agents, or employees charged with responsibility for the custody of any of the funds of the University to give bonds in amounts the Board of Trustees deems appropriate, the cost thereof to be paid by the University.

Section 4. Deposits

All funds of the University shall be deposited to the credit of the University in such banks, trust companies, or other depositories as the Board of Trustees may from time to time select or approve.

Section 5. Gifts

The Board of Trustees may accept on behalf of the University any contribution, gift, bequest, or device for the general purpose or for any special purposes of the University, and may delegate this authority to appropriate corporate and/or administrative officers. These officers shall make regular reports to the Board of Trustees of all gifts accepted by them in the name of the University.

Section 6. Fiscal Year

The fiscal year of the University shall begin the first day of August and end the last day of July each year.

ARTICLE XII

BYLAW AMENDMENT

Section 1.

These Bylaws may be amended by the Board of Trustees at any meeting, regular or special, by a vote to amend constituting two-thirds of the members present at such a meeting, provided that the notice calling the Board meeting shall announce that amendments to the Bylaws will be voted upon and proposed amendments accompany the notice. Such notice must be mailed at least thirty (30) days prior to such meeting to each trustee at his usual place of residence.

Section 2.

These Bylaws shall stand in the place and stead of and shall be substituted for all other and former Bylaws of the Board of Trustees of The Oklahoma Baptist University which have heretofore been adopted.

Section 3.

Prior to each March meeting of the Board of Trustees, the Executive Committee shall review these Bylaws and suggest any necessary changes thereto.

Section 4.

The corporate charter of the University or its bylaws cannot be changed without final approval of the Baptist General Convention of Oklahoma or its Board of Directors.