

## BYLAWS OF POINT LOMA NAZARENE UNIVERSITY

A California nonprofit, religious corporation amended through February 25, 2013.

### ARTICLE 1. NAME

1.1 This organization shall be known as POINT LOMA NAZARENE UNIVERSITY, a California nonprofit, religious corporation.

### ARTICLE 2

#### BOARD OF TRUSTEES: ELECTION OF TRUSTEES AND THEIR POWERS

2.1 TRUSTEES: NUMBER. The Board of Trustees shall consist of not less than 15 and not more than 33 voting members, the exact number of which shall be determined by board resolution from time to time.

#### 2.2 TRUSTEES: QUALIFICATION.

All trustees shall be members of the Church of the Nazarene, with the exception of ex-officio or other elected members. All members of the board of trustees must be a member in good standing of his/her local church, committed to living his/her life under the Lordship of Jesus Christ, and understand and support the doctrines and practices of the Church of the Nazarene.

2.2.1 University Employees - No employee of the University shall be eligible as a member of the Board, except the President of the University.

2.3 TRUSTEES: NOMINATION AND ELECTION. The Board of Trustees shall be elected in the following manner:

2.3.1 The Board shall approve a Board Member Profile designating mandatory and desired qualifications and make it available to those who seek to offer names for consideration by the Board Membership Committee.

2.3.2 Ex-officio Voting Members of the Board of Trustees – The President of the University, the President of the Point Loma Nazarene University Foundation, and the President of the Point Loma Nazarene University Alumni Association shall be ex-officio trustees with vote.

2.3.3 Elected Members of the Board of Trustees –The Board of Trustees shall ensure that every district of the Southwest Educational Region has a minimum of one voting member of the board.

2.3.3.1 District Superintendent Members of the Board of Trustees – The Board Membership Committee, in consultation with the Southwest Educational Region District Superintendents shall nominate district superintendents to serve as Trustees equal to one half of the number of districts within the Southwest Educational Region.

2.3.3.2 Southwest Educational Regional Trustees - At a time determined by the Board Membership Committee, each Southwest Regional District Advisory Board

(or designees) shall be invited to submit to the Board's Membership Committee, the résumés of prospects from each district who meet or exceed the qualifications for membership established from time to time by the Board.

2.3.3.3 Other Trustees – The Board Membership Committee shall maintain a pool of qualified trustee prospects whose demonstrated expertise and leadership will add value to the University's governance. Nominees shall meet or exceed the qualifications identified in the approved Board Profile. When one of these member vacancies occurs the Board Membership Committee may recommend one or more qualified nominees to the Board of Trustees for election.

2.3.4 Minimum Requirement - All members of the board of trustees must be a member in good standing of his/her local church, committed to living his/her life under the Lordship of Jesus Christ, and understand and support the doctrines and practices of the Church of the Nazarene. All trustees shall be members of the Church of the Nazarene with the possible exceptions of the ex-officio positions of Alumni President and Foundation President and up to three other trustees elected by the board.

2.4 TRUSTEES: TERM OF OFFICE. The term of office of all trustees except the University President, President of the PLNU Foundation and the President of the PLNU Alumni Association, who serve so long as they hold those offices, shall be three years or until a successor is elected.

2.4.1 Termination of Term of Office - A Trustee's term of office ends (1) at the adjournment of the fall meeting of the end of the term, or (2) upon acceptance of his or her resignation by the Chair of the Board of Trustees, or (3) upon removal,

with or without cause, by a two-thirds majority vote of the Board when a quorum is present.

2.4.2 Replacement – Should a vacancy occur, the Board Membership Committee shall nominate to the Board for election a qualified nominee from the prospect pool to fill the remainder of the vacated term. Any trustee filling a vacancy for more than 20 months shall be considered to have filled one full term.

2.4.3

### ARTICLE 3: OFFICERS AND COMMITTEES OF THE BOARD

3.1 OFFICERS. The officers of the Board of Trustees shall include a Chair, Vice Chair and Secretary who shall be elected by the board.

3.1.1 Nomination of Officers: The Board Membership Committee shall serve as the nominating committee for Board officers.

3.1.2 Officers: Term of Office All Board officers shall serve for a term of two years with a maximum of two consecutive two-year terms in the same office.

3.2 CHAIR. It shall be the duty of the Chair of the Board to preside at all meetings of the Board and of the Executive Committee to maintain the integrity of the board's own processes and policies, to appoint all committees not otherwise provided for, and to perform such other duties as his or her office may require. By means of electronic signature the Chair of the Board, along with the Secretary of

the Board, the Provost and Chief Academic Officer, and the President of the University shall sign all diplomas.

3.3 VICE CHAIR. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair of the Board.

3.4 SECRETARY. The Secretary shall keep a true and full report of all the meetings of the Board of Trustees unless a professional Staff Board Secretary is employed. The Secretary shall by electronic signature sign all diplomas.

3.4.1 Staff Secretary to the Board -The Board may authorize the President of the University to hire a professional Staff Board Secretary. In such case, the professional Staff Board Secretary shall serve as a member of the University President's staff, rather than as a member of the Board. He or she shall be accountable to both the President of the University and Chair of the Board. The President of the University shall nominate the individual for approval by the Board. The term of service shall be at the pleasure of the President and the Chair. The duties shall include the keeping of all important governance documents including a full and true report of all meetings of the Board of Trustees, have charge of all of the books and documents pertaining to his or her office and assisting the President of the University and Chair of the Board in assuring that the Board of Trustees' business is conducted effectively.

3.5 STANDING COMMITTEES. The Board shall create an Executive Committee and may create other standing committees as it determines from time to time according to procedures and definitions in its Board Policies Manual. Each Board member shall be assigned to at least one standing committee. These

committees are authorized to meet with appropriate University officials, review the activities of the University under their purview; study areas as may be deemed appropriate and make recommendations to the Board for consideration. No standing committee is authorized to act for the Board except as may be authorized by the Board. The Chair of the Board and the President of the University shall be members *ex officio* of all standing committees.

#### ARTICLE 4: MEETINGS OF THE BOARD OF TRUSTEES

4.1 REGULAR BOARD MEETINGS. Regular meetings of the Board of Trustees shall be held at least twice each year. In the fall meeting, the officers of the Board shall be elected (if needed) and the dates of meetings for at least the next two years shall be set. Notice of all regular meetings shall be served by electronic or other means at least ten (10) days prior to the date of the meeting.

4.2 SPECIAL AND EMERGENCY BOARD MEETINGS. These meetings of the Board of Trustees may be called upon by request of the Chair, five (5) members of the Board, or the President of the University. The call for meeting shall state the nature of the business to be considered and shall be delivered by electronic or other means at least four days prior to the date of the special called meeting.

4.3 CONDUCT OF MEETINGS. The Chair shall determine the conduct and order of the meetings of the Board of Trustees. In the event of a procedural question, Robert's Rules of Order Newly Revised with regard to appropriate parliamentary procedures shall guide the Chair.

4.4 MEETING BY TELEPHONE OR OTHER ELECTRONIC MEANS.

Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

(a) each member participating in the meeting can communicate concurrently with all other members, and

(b) each member is provided the means of participating in all matters before the Board of Trustees, including the capacity to propose or to interpose an objection to, a specific action to be taken by the corporation.

4.5 QUORUM. One-half (1/2) plus one of the members of the entire Board of Trustees in office shall be necessary to constitute a quorum for the transaction of any business except as otherwise noted within the Bylaws. Actions taken or decisions made by a majority (or greater vote as may be required herein) of the Trustees present at a duly held meeting at which a quorum is present shall be an act of the Board of Trustees. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Trustees from that meeting, if any action taken or decision made is approved by at least a majority (or greater vote as may be required herein) of the required quorum for that meeting.

4.6 ACTION WITHOUT A MEETING. Any action that the Board of Trustees is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board of Trustees. All such consents shall be filed with the minutes of the proceedings of the Board.

4.7 REGULAR COMMITTEE MEETINGS. The standing committees shall meet at each regular Board meeting.

4.8 SPECIAL COMMITTEE MEETINGS. The Chair of the committee, the Chair of the Board, or the President of the University may call special meetings of any standing committee. Recommendations and minutes of all committee meetings shall be forwarded to the board for action, and kept by, the Secretary and/or professional Staff Board Secretary.

## ARTICLE 5: PRESIDENT OF THE UNIVERSITY

5.1 ELECTION AND TERM OF THE PRESIDENT. When a vacancy occurs in the Office of the President of the University, at least two (2) nominees, in preferred order, who must be members of the Church of the Nazarene, shall be nominated by a Search Committee, selected by the Board of Trustees. Election shall be by two-thirds vote of the Board of Trustees present and voting. Election shall be by ballot. The initial election of a new President shall be for a term of three years beyond the end of the fiscal year following election. Each subsequent election shall be for a term of five years. The Board of Trustees shall establish a written contract for each term of service.

5.2 DUTIES OF THE PRESIDENT. The President of the University shall be the University's chief executive officer and act under the authority of the Board of Trustees. He or she shall ultimately be responsible for carrying out all policies officially related to the operations of the University and any special matters agreed upon with the Board of Trustees. He or she shall:



(a) Have authority over all departments of the University, including all activities in the broad areas of Spiritual Development, Academics, Finance, Student Development, and External Relations, exercising such supervision and directions as necessary to promote their effectiveness.

(b) Ensure that all full-time administrators and faculty are committed to Jesus Christ and embrace the University's mission and core values, are hired following a thorough search process, have access to professional development opportunities, are purposefully evaluated, and are fairly compensated.

(c) After consultation with the appropriate Board committee, recommend to the Board of Trustees all promotions in rank for the faculty. He/she shall also recommend to the Board of Trustees faculty to receive tenure and emeriti status for qualified retiring faculty.

(d) Have the direction and control of the buildings and grounds used for University purposes.

(e) Direct the official correspondence and communication of the institution and shall exercise general supervision over all its concerns.

(f) Be the presiding officer of the faculty, and may preside, or designate someone to represent him or her, at all meetings of the faculty.

(g) With the Chair, Secretary of the Board of Trustees, and Provost and Chief Academic Officer, electronically sign all diplomas.

(h) Ensure that the development and execution of University policies, including the Faculty and Staff handbooks, are not inconsistent with the Board Policies Manual.

(i) Make an annual report in writing to the Board of Trustees of the work and condition of the University and from time to time give the Board reports concerning the condition of the University, and shall present for their consideration

such measures as he or she deems necessary or expedient for the University's welfare.

(j) Have the authority to terminate any employee in accordance with legal and policy guidelines. As to faculty and administrators answering directly to the President, he or she shall first consult with the Executive Committee and finalize termination in accordance with established procedures.

(k) Have direction and control of programs to enhance University relationships with the community, government, Church of the Nazarene, other affiliated churches and ministries, and the media.

(l) Have direction and control of institutional planning.

(m) Other duties as identified in the Board Policies Manual

5.3 EVALUATION OF THE PRESIDENT. The Board of Trustees shall establish a procedure in its Board Policies Manual for the evaluation of the President's performance.

#### ARTICLE 6: CONFLICTS OF INTEREST

6.1 The Board shall adopt from time to time a comprehensive Conflict of Interest Policy that reflects current legal, regulatory, accreditation and other expectations on the University which shall be reviewed annually by the Board and presented to each Trustee for completion and signature.

#### ARTICLE 7: INDEMNIFICATION AND INSURANCE

7.1 INDEMNIFICATION. To the fullest extent permitted by law, this corporation shall indemnify its Trustees and officers and other persons described in

Corporations Code Section 9246(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Code Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was the person described in that Section. "Expenses" as used in this bylaw, shall have the same meaning as in that Section of the Corporations Code.

7.1.1 On written request to the Board of Trustees by any person seeking indemnification under Corporations Code Section 9246(b) or Section 9246(c), the Board shall promptly decide under Corporations Code Section 9246(e) whether the applicable standard of conduct set forth in Corporations Code Section 9246(b) or Section 9246(c) has been met and, if so, the Board shall authorize indemnification.

7.1.2 To the fullest extent permitted by law and except as otherwise determined by the Board of Trustees in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

7.2 **INSURANCE.** This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Trustees, employees, and other agents, to cover any liability asserted against or incurred by any officer, Trustee, employee, or agent in such capacity or arising from the officer's, Trustee's, employee's, or agent's status as

such.

## ARTICLE 8: THE FOUNDATION

8.1 NAME AND CORPORATE STATUS. The Board of Trustees may establish, support or terminate a separate supporting nonprofit organization called the Point Loma Nazarene University Foundation, whose Articles, Bylaws, board membership must be approved by this corporation.

## ARTICLE 9: AMENDMENTS

9.1 These Bylaws may be amended at any regular meeting or special meeting of the Board of Trustees, or at any special meeting called for that purpose, provided that no amendment shall be voted upon unless the same is filed with the Secretary or the Board Staff Secretary twenty (20) days before the meeting at which it is submitted, and ten (10) days written notice of the proposed amendment is given to all members of the Board of Trustees containing the amendment in full or a statement of its effect; provided further, that no amendment to these Bylaws shall be adopted except on a two-thirds vote of the total membership of the Board of Trustees. The Board may edit amendments under consideration at the time of discussion if there is not a substantive change in purpose and effect.

## ARTICLE 10: FORMER BYLAWS REPEALED

10.1 REPEAL. All former Bylaws are hereby repealed and superseded by these Bylaws. Revised February 25, 2013.