ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
OAKWOOD UNIVERSITY, INC.

Pursuant to the Sections 10A-3-4.02 and 10A-1-3.13 of the Alabama Nonprofit Corporation Law (the “ANC1”), the undersigned corporation, OAKWOOD UNIVERSITY, INC., a nonprofit corporation organized and existing under the laws of the State of Alabama (hereinafter referred to as the “Corporation”), hereby submits the following:

1. The name of the Corporation is: OAKWOOD UNIVERSITY, INC.

2. The Corporation is a nonprofit corporation organized under the laws of the State of Alabama.

3. The Corporation was incorporated on April 9, 1912, by the filing of the original charter (the “Original Charter”) of the Corporation in the office of the Judge of Probate for Madison County, Alabama. The Original Charter was subsequently amended on May 24, 1938, April 5, 1944, May 3, 1989, November 17, 2006 and October 22, 2008 by filings of amendments to the Original Charter with the Madison County Judge of Probate and amendment and restatement of the Original Charter as Articles of Incorporation (the “Articles”).

4. The Articles shall be amended by deleting Article I in its entirety, and substituting the following in lieu thereof:

“ARTICLE I
NAME AND TYPE OF ENTITY

1.01 The name of the Corporation shall be Oakwood University, Inc.

1.02 The Corporation is a nonprofit corporation.”

5. The Articles shall be further amended by deleting Section 4.01 under Article IV in its entirety, and substituting the following in lieu thereof:

“4.01 The Corporation is organized exclusively for charitable, religious, educational, literary, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provision of any subsequent federal tax law. In furtherance of such purposes, the Corporation is organized primarily to further the educational and spiritual ministry of the international Seventh-day Adventist Church, within the context of an historically Black institution of higher education, that
is maintained under the auspices of its sponsoring organization, the General Conference of Seventh-day Adventists."

6. The Articles shall be further amended by deleting the phrase "Article 3, Section 1A, Section 2" from Article V.

7. The Articles shall be further amended by deleting Article VI in its entirety, and substituting the following in lieu thereof:

"ARTICLE VI
BOARD OF TRUSTEES"

The Trustees of this Corporation shall be made up of the number of members specified in the Bylaws. The manner of the election of the Trustees, the conditions of their service, and the length of terms which they serve shall be specified in the Bylaws of the Corporation. The number and names of the initial members of the Board of Trustees were as set forth in the Original Charter, as filed with the Judge of Probate of Madison County, Alabama on April 9, 1912."

8. The Articles shall be further amended by deleting Article VIII in its entirety, and substituting the following in lieu thereof:

"ARTICLE VIII
AMENDMENTS"

These Articles may not be amended without the affirmative votes of not less than two-thirds (2/3) of the members of the Constituency who are present and voting at a regular meeting of the constituency or at any special meeting thereof called for said purpose, subject to quorum rules set forth in the Bylaws and the ANCL."

9. The Articles shall be further amended by deleting Article IX in its entirety, and substituting the following in lieu thereof:

"ARTICLE IX
PLAN OF MERGER, CONSOLIDATION OR DISSOLUTION"

The Corporation may not adopt a plan of merger, consolidation or dissolution without the affirmative votes of at least two-thirds (2/3) of the members of the constituency that are present and voting at any regular meeting of the constituency or at any special meeting thereof called for said purpose, subject to quorum rules set forth in the Bylaws and the ANCL."

10. The Articles shall be further amended by deleting Article XI in its entirety, and substituting the following in lieu thereof:
“ARTICLE XI
LIABILITY

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

11. The Articles shall be further amended by adding Article XII as stated below:

“ARTICLE XII
ORIGINAL ORGANIZER

Pursuant to Section 10A-3-3.02 of the Code of Alabama (1975), as amended, the name of the organizer of the Corporation was set forth in the Original Charter, as filed with the Judge of Probate of Madison County, Alabama on April 9, 1912.”

12. This Amendment to the Articles of Incorporation of the Corporation was approved by two thirds (2/3) of the members of the Corporation present and voting at a duly-called meeting of the members on April 8, 2011, as required under Title 10A of the Code of Alabama (1975), as amended, and the Articles of Incorporation and Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned corporation, by its duly authorized officer and with full authority, has executed these Articles of Amendment to the Articles of Incorporation of the Corporation on the 20th day of April, 2011.

OAKWOOD UNIVERSITY, INC.

[Signature]
Leslie N. Pollard, Ph.D., President

[Signature]
Mervyn A. Warren, Ph.D., Secretary
VERIFICATION OF SECRETARY

I, Mervyn A. Warren, Ph.D., certify that I am the duly elected Secretary of Oakwood University, Inc., an Alabama nonprofit Corporation, and that the previous two pages are the Articles of Amendment to the Articles of Incorporation as adopted by the members at a meeting duly called on April 8, 2011, at which a quorum was present and at which at least two thirds (2/3) of the members present and voting voted in favor of such amendment.

Executed on the 20th day of April, 2011, at Oakwood University, Huntsville, Alabama.

Mervyn A. Warren, Ph.D.
Secretary

THIS INSTRUMENT WAS PREPARED BY:
J. Andrew Watson, III, Esq.
Maynard, Cooper & Gale, P.C.
655 Gallatin Street
Huntsville, Alabama 35801
(256) 551-0171
STATE OF ALABAMA    
COUNTY OF MADISON 

The undersigned, Notary Public in and for said County in said State, hereby certify that LESLIE N. POLLARD, PH.D., whose name as President of OAKWOOD UNIVERSITY, INC., an Alabama nonprofit corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, the same was executed voluntarily.

Given under my hand this the 20th day of April, 2011.

[NOTARIAL SEAL]

Notary Public
My commission Expires: 10-7-2012

STATE OF ALABAMA    
COUNTY OF MADISON 

The undersigned, Notary Public in and for said County in said State, hereby certify that MERVYN A. WARREN, PH.D., whose name as Secretary of OAKWOOD UNIVERSITY, INC., an Alabama nonprofit corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, the same was executed voluntarily.

Given under my hand this the 20th day of April, 2011.

[NOTARIAL SEAL]

Notary Public
My commission Expires: 10-7-2012
STATE OF ALABAMA  )

COUNTY OF MADISON  )

RESTATED AND CONSOLIDATED ARTICLES OF INCORPORATION OF
OAKWOOD UNIVERSITY, INC.

PREAMBLE

That the undersigned, as President of OAKWOOD UNIVERSITY, INC., a nonprofit corporation organized and existing under the laws of the State of Alabama, (the "Corporation") hereby certifies that, as required under the laws of the State of Alabama, including Section 10A-3-4.04 of the Alabama Nonprofit Corporation Law (the "ANCL"), and in accordance with the Articles of Incorporation and Bylaws of the Corporation, that the Articles of Incorporation of the Corporation (the "Articles") were restated by the approval of at least two-thirds (2/3) of the members of the Corporation at a meeting of the members, duly called and held and at which a quorum was present, as of the 8th of April, 2011, and states as follows:

That the name of the Corporation, is: OAKWOOD UNIVERSITY, INC.

That the date of filing of the original charter with the Judge of Probate of Madison County, Alabama, was April 9, 1912 (the "Original Charter"). The Original Charter was subsequently amended on May 24, 1938, April 5, 1944, May 3, 1989, November 17, 2006, October 22, 2008 and April 20, 2011 by the filings of amendments and restatements to the Original Charter with the Madison County Judge of Probate and amendment and restatement of the Original Charter as Articles of Incorporation.

That the text of the Articles, as previously amended and restated, is hereby correctly restated in full to read as hereinafter set forth, and the restatement of the Articles contained herein shall supersede the Articles as heretofore amended and/or restated. This restatement of the Articles correctly sets forth the provisions of the Articles, as heretofore amended and restated.

ARTICLE I
NAME AND TYPE OF ENTITY

1.01 The name of the Corporation shall be Oakwood University, Inc.

1.02 The Corporation is a nonprofit corporation.

ARTICLE II
REGISTERED OFFICE AND AGENT

The location of the principal office of this Corporation is Huntsville, county of Madison, Alabama. The resident agent of the Corporation shall be the President of the Corporation, 7000 Adventist Boulevard, NW, Huntsville, Alabama, 35896.
ARTICLE III
DURATION

The term for which the Corporation shall be organized and the duration of its existence shall be perpetual.

ARTICLE IV
PURPOSE

4.01 The Corporation is organized exclusively for charitable, religious, educational, literary, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provision of any subsequent federal tax law. In furtherance of such purposes, the Corporation is organized primarily to further the educational and spiritual ministry of the international Seventh-day Adventist Church, within the context of an historically Black institution of higher education, that is maintained under the auspices of its sponsoring organization, the General Conference of Seventh-day Adventists.

4.02 The purpose of this Corporation is implemented through its ability to:

a) Confer academic and professional degrees.

b) Provide quality Seventh-day Adventist Christian education.

c) Facilitate an atmosphere for appreciation of oneself and the affirmation of cultural diversity.

d) Issue degrees, certificates, and diplomas evidencing the completion of courses of instruction which may be given by it.

e) Promote the dissemination of knowledge.

f) Conduct research, encourage learning and the advancement of knowledge.

g) Give opportunities for the pursuit of Christian values, character development, and service to humanity.

4.03 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles, the
Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any subsequent federal tax law, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any subsequent federal tax law.

ARTICLE V
MEMBERSHIP

The membership of the Corporation shall be comprised of Seventh-day Adventists in regular standing as prescribed and made up as specified in the Bylaws of the Corporation. At least fifty percent (50)% shall be composed of members from specific denominational constituencies, boards, or executive committees of organizations that are listed in the current edition of the Seventh-day Adventist Yearbook.

ARTICLE VI
BOARD OF TRUSTEES

The Trustees of this Corporation shall be made up of the number of members specified in the Bylaws. The manner of the election of the Trustees, the conditions of their service, and the length of terms which they serve shall be specified in the Bylaws of the Corporation. The number and names of the initial members of the Board of Trustees were as set forth in the Original Charter, as filed with the Judge of Probate of Madison County, Alabama on April 9, 1912.

ARTICLE VII
BYLAWS

The Bylaws of the Corporation and the rules and regulations governing the operation of the Corporation may be made, adopted, or amended at any regular meeting of the membership (constituency) or at any special meeting thereof called for such purpose. Such adoption or amendment shall be made by a two-thirds (2/3) vote of the members, subject to quorum rules.

ARTICLE VIII
AMENDMENTS

These Articles may not be amended without the affirmative votes of not less than two-thirds (2/3) of the members of the Constituency who are present and voting at a regular meeting of the constituency or at any special meeting thereof called for said purpose, subject to quorum rules set forth in the Bylaws and the ANCL.

ARTICLE IX
PLAN OF MERGER, CONSOLIDATION OR DISSOLUTION

The Corporation may not adopt a plan of merger, consolidation or dissolution without the affirmative votes of at least two-thirds (2/3) of the members of the constituency that are present
and voting at any regular meeting of the constituency or at any special meeting thereof called for said purpose, subject to quorum rules set forth in the Bylaws and the ANCL.

ARTICLE X
DISSOLUTION

Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Trustees shall determine. In no way shall any of the assets or property, in the event of dissolution, go or be distributed to members, either for the reimbursement of any sum subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent in the event of dissolution of the Corporation that the property and assets then owned by the Corporation shall be devoted exclusively to charitable, educational, or religious purposes. In the event the General Conference Corporation of Seventh-day Adventists exists as a corporate entity at the time of the dissolution of the Corporation, and qualifies for the tax-exempt status described in this Article, the assets of the Corporation shall be disposed of by gift to said General Conference Corporation of Seventh-day Adventists.

ARTICLE XI
LIABILITY

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

ARTICLE XII
ORIGINAL ORGANIZER

Pursuant to Section 10A-3-3.02 of the Code of Alabama (1975), as amended, the name of the organizer of the Corporation was set forth in the Original Charter, as filed with the Judge of Probate of Madison County, Alabama on April 9, 1912.

OAKWOOD UNIVERSITY, INC.

Leslie N. Pollard, Ph.D., President

Mervyn A. Warren, Ph.D., Secretary
VERIFICATION OF SECRETARY

I, Mervyn A. Warren, Ph.D., certify that I am the duly elected Secretary of Oakwood University, Inc., an Alabama nonprofit Corporation, and that the Restated and Consolidated Articles of Incorporation on this and the previous three pages are the Restated and Consolidated Articles of Incorporation as adopted by not less than two thirds (2/3) of the members at a meeting duly called on April 8, 2011, at which a quorum was present.

Executed on the 20th day of April, 2011, at Oakwood University, Huntsville, Alabama.

Mervyn A. Warren, Ph.D.
Secretary

THIS INSTRUMENT WAS PREPARED BY:
J. Andrew Watson, III, Esq.
Maynard, Cooper & Gale, P.C.
655 Gallatin Street
Huntsville, Alabama 35801
(256) 551-0171
STATE OF ALABAMA  

COUNTY OF MADISON  

The undersigned, Notary Public in and for said County in said State, hereby certify that LESLIE N. POLLARD, PH.D., whose name as President of OAKWOOD UNIVERSITY, INC., an Alabama nonprofit corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, the same was executed voluntarily.

Given under my hand this the 20th day of April, 2011.

[NOTARIAL SEAL]

Notary Public  
My commission Expires: 10-7-2012

STATE OF ALABAMA  

COUNTY OF MADISON  

The undersigned, Notary Public in and for said County in said State, hereby certify that MERVYN A. WARREN, PH.D., whose name as Secretary of OAKWOOD UNIVERSITY, INC., an Alabama nonprofit corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, the same was executed voluntarily.

Given under my hand this the 20th day of April, 2011.

[NOTARIAL SEAL]

Notary Public  
My commission Expires: 10-7-2012
BYLAWS

of

OAKWOOD UNIVERSITY, INC.

PREAMBLE

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

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

ARTICLE I - Name

The name of this Corporation is Oakwood University, Inc.

ARTICLE II – Principal Office

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

ARTICLE III – Organization, Purposes, Reserved Powers

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

Section 3.2 The Members of the Corporation adopt changes to the Articles of Incorporation and Bylaws of the Corporation and elect a Board of Trustees. The Board of Trustees 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 officers who administer the day-to-day operations of the institution and carry out the Board of Trustee’s strategic priorities, policies, and directives.

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

3.3.1 To further the unique mission of the Seventh-day Adventist Church to carry the gospel to all the world, and its various people groups;

3.3.2 To educate students for generous service to the church and society in keeping with a faithful witness to Christ and to the worldwide mission of the Seventh-day Adventist Church;

3.3.3 To provide courses of study, based upon a Biblical foundation, which integrate faith, learning and research at the collegiate, graduate and continuing education levels;

3.3.4 To provide an educational experience that recognizes the priority of spiritual life and honors the values of global diversity; and

3.3.5 To offer its material and human resources to support local, regional, national and global outreach programs of the Seventh-day Adventist Church.

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

ARTICLE IV – Membership of the Corporation

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

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

b. Thirty percent (30%) of full-time faculty of the Corporation selected by the faculty at a duly called meeting of the Faculty Assembly.

c. Two (2) full-time staff persons from each administrative unit of the Corporation, selected at a duly called meeting of the Staff Business Session.

d. One (1) student representative from the student body of the Corporation.

4.1.2 Employees and laypersons of the Seventh-day Adventist Church who are not employees of the Corporation as follows:

a. Members of the General Conference Executive Committee residing in North America who may be present at any regular or special meeting of the Membership shall serve as an ex-officio Member.

b. All Presidents, Secretaries, and Treasurers of every Regional Conference, including the President, Secretary, and Treasurer of the Bermuda Conference, and the Regional Affairs Directors of the Pacific Union Conference and the North Pacific Union Conference shall serve as ex-officio Members.

c. Union Conference Presidents, if not included in paragraph 4.1.2.a. shall serve as ex-officio Members.

4.1.3 From the Southern Union Conference of Seventh-day Adventists:

a. Members of the Southern Union Conference Executive Committee shall serve as ex-officio Members.

b. Members of the South Central Conference Executive Committee shall serve as ex-officio Members,

c. The Senior Pastor of the Oakwood University Church.

d. The President of the Adventist Healthcare System Sunbelt.

4.1.4 From the Board of Trustees and the Alumni Association:

a. Members of the Board of Trustees who are not included in any group described in paragraphs 1 or 2 of this section shall serve as ex-officio
Members.

c. One (1) person who is an alumnus of Oakwood University, selected by the Officers

d. of the Oakwood University Alumni Association.

4.1.5 One (1) layperson from each Regional Conference and the Bermuda Conference, except Regional Conferences within the Southern Union, from which there shall be two laypersons.

Section 4.2 Term and Termination.

4.2.1 Term of Membership. The regular term of membership in the Corporation shall be five (5) years unless sooner terminated pursuant to Section 4.2.2.

4.2.2 Termination of Membership. Membership in the Corporation shall not be transferable (except for ex officio Members whose membership automatically transfers to successors in office) and shall be terminated by death, resignation, expiration of a term of membership or upon failure of a Member of the Corporation to retain the incidents of qualification as described in these Bylaws.

4.2.3 Replacement of Members. A terminated Member shall be replaced by the relevant group or individual empowered by these Bylaws to appoint or elect Members of this Corporation. The replacement Member’s term shall be the remainder of the original Member’s five-year (5) term.

Section 4.3 Meetings of the Corporation.

4.3.1 Regular Quinquennial Meetings. The Membership of the Corporation shall hold its regular quinquennial meeting within twelve (12) months following the regular quinquennial session of the General Conference of Seventh-day Adventists.

4.3.2 Annual Meetings. In any year in which a quinquennial meeting is not held, an annual meeting of the Membership of the Corporation shall be held for the purpose of receiving reports and for other purposes as may be set forth in the notice of meeting other than the election of Trustees.

4.3.3 Special Meetings. Special meetings of the Members may be called from time to time pursuant to this Section 4.3.3. The notice of a special meeting of the Members shall state the purpose(s) for which it is called and only the purpose(s) for which it is called shall be considered at such meeting. Special meetings of the Members may be called:

a. by a majority vote of the Board of Trustees, and
b. by the President of the University;

c. by written request of not less than twenty percent (20%) of the Members of the Corporation, delivered to the Chair, a Vice Chair, or the Secretary of the Corporation; or

d. by majority vote of the Members of the Corporation present at any regular, annual or special meeting of the Membership.

4.3.4 **Time and Place.** The time of the quinquennial annual meetings or any special meetings of the Membership of the Corporation shall be set by action of the Board of Trustees. The quinquennial meetings shall be held at the principal location of the Corporation. The place of annual or special meetings shall be held at any location either within or without the state of Alabama as determined by the Chair of the Board of Trustees, in his/her sole discretion, after consulting the President of the University.

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

a. Give written notice of the time, place and purposes of the quinquennial, annual and special meetings of the Members of the Corporation not less than (10) nor more than sixty (60) days before the day of the meeting either personally or by regular mail or electronic means to each Member of record entitled to vote at the meeting, and shall include a tentative agenda and available supporting materials; and

b. publish in the Adventist Review and Southern Tidings, or such other publication or publications as determined by the Board of Trustees a notice of each regular, annual, or special meeting of the Membership of the Corporation at least four (4) weeks before the date of such meeting;

c. if a special meeting is called in accordance with Section 4.3.3.c above, give the required notice of the meeting no later than thirty (30) days after the request is delivered to the Chair, Vice Chair, or Secretary of the meetings of the Membership, or such longer period as the written request from the Members specifies.

d. Written notice shall be deemed given when mailed or personally delivered, or if sent by electronic means, upon sending such electronic correspondence.

4.3.6 **Quorum.** At any meeting of the Membership of the Corporation, fifty (50) or more Members present in person shall constitute a quorum of the Members for all purposes, except that a lesser number than the quorum, shall have power to adjourn the meeting from time to time until a quorum shall be present. Such
adjournment and the reasons therefore shall be recorded in the minutes of the proceedings.

4.3.7  *Adjourned Meetings.* Any Membership meeting, regular or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the Members present thereat, but in the absence of a quorum no other business may be transacted.

4.3.8  A quorum must also include the following:

a. (i) either the President of the General Conference, or the President's designee who is an eligible Member of the Corporation; or (ii) either the Chair, or a Vice Chair of the Board of Trustees who is an eligible Member of the Oakwood University Corporation; and

b. The Secretary of the Membership for meetings of the Members, as appointed pursuant to Section 4.4.3.

4.3.9  *Parliamentary Authority.* The then current edition of the General Conference Rules of Order shall govern the proceedings of all meetings when not in conflict with the specific provisions of these Bylaws, or the Articles of Incorporation, or the laws of the State of Alabama. The Chair may appoint a parliamentarian to help guide the meeting in matters of procedure.

4.3.10  *Voting.* Each Member of the Corporation shall have only one (1) vote. The method of voting may be by voice, card, show of hands, or such other method as may be available and determined at the discretion of the Chair. Notwithstanding the preceding sentence, voting by proxy shall not be allowed. A vote by secret ballot may be requested by any Member and approved by majority vote of the Members present and voting.

**Section 4.4  Officers at Corporate Meetings.**

4.4.1  *Chair.*

a. The Chair of the Board of Trustees of the Corporation shall serve as chair at meetings of the Members of the Corporation.

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

c. The Chair shall preside at regular and special meetings of the Members.

4.4.2  *Vice Chairs.*
a. The Vice Chair(s), appointed by the Board of Trustees, shall consist of
the following: a Vice President of the General Conference or an
Executive Officer of the North American Division; the President of the
South Central Conference; and a layperson.

b. A Vice Chair shall preside at quinquennial, annual or special meetings of
the Members in the absence of the chair or at the chairs request.

c. The Vice Chairs may have other responsibilities as designated by the
Chair.

4.4.3 Secretary.

a. The Secretary of the Board of Trustees shall serve as the Secretary for the
meetings of the Members;

b. The Secretary shall collaborate with the Chair in the preparation and
distribution of the agenda and materials for meetings of the Members; and

c. The Secretary shall take, prepare, distribute, and be custodian of the
minutes of meetings of the Members.

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

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

4.5.2 To approve any changes in the corporate purposes of the corporation.

4.5.3 At any annual or special meeting, to remove any Trustee for any reason deemed
sufficient by the Members at any annual or special meeting;

4.5.4 To receive reports of the operation of the Corporation;

4.5.5 To approve all amendments or restatements of the Articles of Incorporation and
or the Bylaws of the Corporation;

4.5.6 To take such other actions as may be necessary and proper, which are not in
conflict with the Bylaws, the Articles of Incorporation, or laws of the State of
Alabama, to carry out the purposes of the Corporation and to advance its
interests.

Section 4.6 Nominating Committee for the Election of Trustees. The Members shall
elect the Nominating Committee from the Membership of the Corporation.

4.6.1 *Nominating Committee Functions.* At the quinquennial meeting of the Members of the Corporation, the Nominating Committee shall nominate thirty-seven (37) persons to serve as the Board of Trustees of the Corporation under Article V of these Bylaws for the ensuing term.

4.6.2 *Composition of the Nominating Committee.* The Nominating Committee shall consist of sixteen (16) Members from the following categories as appointed, not less than ninety (90) days prior to the quinquennial meeting of the Corporation as follows:

a. The General Conference of Seventh-day Adventist ex-officio Members [4]:
   
   (i) The President of the General Conference or the President’s designee shall serve as Chair of the Nominating Committee [1].
   
   (ii) The Secretary of the General Conference of Seventh-day Adventists or his or her designee [1].
   
   (iii) The Treasurer of the General Conference of Seventh-day Adventists or his or her designee [1].
   
   (iv) The President of the North American Division of Seventh-day Adventists or his or her designee [1].

b. Elective Members (12): The elective Members of the Nominating Committee shall be appointed by the following five (5) groups represented within the Membership of the Corporation. Each of the following groups shall appoint the designated number of members to the Nominating Committee from among their respective group.

   (i) Five (5) persons from the Regional Conferences.
   
   (ii) Two (2) persons from the Southern Union Conference.
   
   (iii) Three (3) persons from the University faculty.
   
   (iv) One (1) person from the University staff.
   
   (v) One (1) additional person who shall be the Young Alumnus currently serving on the Board of Trustees.

c. No member of the Nominating Committee, whether ex-officio or appointed, may designate proxies to serve on the Nominating Committee
in her/his place.

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

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

4.6.5 Nominating Committee Meetings. The Nominating Committee shall meet and begin its work no less than ninety (90) days prior to the regular quinquennial meeting of the Members. The Chair of the Nominating Committee shall have the power to designate the time and place of such meetings.

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

a. The Secretary of the Corporation or her/his designee shall meet with the committee as a non-voting member to facilitate the committee’s work in accordance with the Bylaws.

b. The committee shall receive from the executive officers of the General Conference, North American Division and Southern Union Conference and/or the Research and Compliance Committee of the Board of Trustees, brief biographical information about the ex-officio Trustees and individuals appointed as Trustees under the authority of the respective executive officers.

c. The committee shall receive and carefully consider the reports and recommendations of the Research and Compliance Committee of the Board of Trustees, as stated in Article VI - Section 6.7 of these Bylaws.

d. The Nominating Committee shall consider the diversity of race, ethnicity, gender, experience, background and professional expertise of its nominees.

e. At one or more of its meetings, the Nominating Committee shall invite as guests the chair of the Board of Trustees and the President of the Corporation to attend at least one meeting of the committee to share their views on prospective Trustees. Invited guests shall not be present during the Nominating Committees’ final determination of nominees.

f. The committee shall report to the Members its nominees for the Board of
Trustees. The committee shall also report the names of ex-officio and appointed Trustees as received by the Nominating Committee under Section 4.6.6.b.

g. This nominating process shall be completed no later than thirty (30) days prior to the regular quinquennial meeting. However, if Members reject one or more of the nominees, the nominating committee shall be immediately reconvened to consider and nominate other nominees to the Members prior to the adjournment of the meeting of the Members at which such nominees were rejected by its Members.

h. The Members have the final authority and responsibility to elect the Trustees who serve under Article V of these Bylaws.

**ARTICLE V – Board of Trustees**

**Section 5.1** Governance by Board of Trustees. The Board of Trustees, as elected by the Membership of the Corporation, has the statutory duty to manage the business affairs of the Corporation (University). The Board of Trustees is charged with ensuring that the Corporation is administered properly in accordance with the purposes of the Corporation as set forth herein and adopt such policies for the direction of the officers which it elects.

**Section 5.2** Qualifications and Term of Trustees. The Trustees, all of whom shall be Members of the Seventh-day Adventist Church in regular standing, shall hold office for a term of five (5) years from the time of their election and qualification until the later of the next regular meeting of the Corporation, or until their successors are duly elected and qualified, unless they have resigned or have been removed in accordance with these Bylaws. A Trustee shall be deemed qualified as such only after filing a written acceptance of such office with the Secretary of the Corporation. A Trustee, other than an ex-officio Member of the Board of Trustees, shall not serve more than three (3) consecutive terms, unless the Board of Trustees resolves that such Member may continue serving as a Member beyond the end of his or her third term and notification of such resolution is delivered to the Nominating Committee prior to the recommendation of candidates for membership on the Board of Trustees by the Nominating Committee as the Members of the Corporation at the next meeting during which Trustees are elected for the next five (5) year term.

**Section 5.3** Membership of the Board of Trustees. The membership of the Board of Trustees shall consist of thirty-seven (37) persons. The Board of Trustees shall be elected by the Members of the Corporation at its regular meeting as follows:

5.3.1 *Ex-officio Trustees.*

a. The President, Secretary, and Treasurer of the General Conference. [3].

b. A Vice President of the General Conference designated by the General
Conference President [1].

c. The Director of the General Conference Department of Education.[1]

d. The President of the North American Division and one other officer [2].

e. The President of Oakwood University [1].

f. The President of the Southern Union Conference [1].

g. Nine Regional Conference Presidents [9].

h. Regional Affairs Directors of the Pacific Union Conference and the North Pacific Union Conference. [2].

5.3.2 Eleven (11) lay Trustees shall be elected from the union territories of the North American Division, and may include a member of the Committee of 100 or similar organizations [11].

5.3.3 One (1) President of the National Alumni Association [1].

5.3.4 One (1) Pastor who is actively pastoring a congregation [1].

5.3.5 The President (1) of the Adventist Healthcare System Sunbelt [1].

5.3.6 Two (2) additional Union Presidents from the North American Division of the General Conference of the Seventh-day Adventist Church [2].

5.3.7 One (1) additional at-large persons shall be elected who may not be a member of the constituency.

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

5.4.1 Board Chair. The Chair shall be the President of the General Conference or a Vice President of the General Conference designated by the President of the General Conference. The functions of the Chair of the Board of Trustees shall be to:

a. Call and preside at regular and special meetings of the members of the University Board of Trustees, of the Executive Committee, and other committees as designated by the Board of Trustees.
b. Act as official spokesperson for the Board of Trustees.

c. Be knowledgeable of the affairs and issues of higher education and be capable of bringing this knowledge to bear upon the plans, programs, and policies of the University.

d. Acquaint himself/herself fully with the Board of Trustees’ policies and philosophies to ensure that they support the purposes, goals, and mission of the University.

e. Assist in fund-raising, in facilitating Trustees to participate in fund-raising, and in securing overall gifts, resources, and expertise for the institution.

f. Lead out in the appropriate orientation of new Trustees, in collaboration with the Secretary of the Board of Trustees.

g. Consult with the Secretary and Vice Chairs in the appointment and membership of the committees of the Board of Trustees, and to ensure that the committees of the Board of Trustees function in a manner to effectively advise the Board of Trustees and to accommodate the needs of the governance of the University.

h. Call to order executive sessions of the Board of Trustees for business with only full Trustees or other persons as specified by the Chair of the Board of Trustees.

i. Facilitate annual evaluations of the President of the University and of the Board of Trustees.

j. Collaborate with the President of the University and Vice Chairs in the planning and evaluation of the responsibilities of the University.

k. Act as adviser to the President of the University.

l. Liaison closely with the President of the General Conference.

m. Ensure that all actions of the constituency, and all actions of the Board of Trustees are carried into effect through the President of the University.

n. Perform such other duties as the Board of Trustees shall delegate.

5.4.3 Board Vice Chairs.

a. There shall be three Vice Chairs appointed by the Board of Trustees who shall consist of the following: a Vice President of the General Conference
or an Executive Officer of the North American Division; a president selected by the Regional Conference Presidents’ Council; and a layperson.

b. A Vice Chair selected by the Board of Trustees shall preside at all meetings of the members of the Corporation and of the Board of Trustees in the absence of the Chair or at the Chair’s request.

c. A Vice Chair of the Board of Trustees shall perform other responsibilities as designated by the Chair of the Board of Trustees.

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

a. Collaborate with the Chair and the Vice Chair(s) in facilitating the planning and scheduling of regular and special meetings of the Board of Trustees and in implementing the business of the Board of Trustees.

b. Correspond and/or communicate, or cause a designee to correspond and/or communicate, with relevant entities and persons on behalf of the Board of Trustees.

c. Serve as the Secretary of the meetings of the Members and the meetings of the Board of Trustees and shall maintain the minutes of Members and the Board of Trustees in one or more books or electronic means provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the current postal and electronic address of each Member and Trustee which shall be furnished to the Secretary by such Trustee; and in general, perform all duties incidental to the office of Secretary of the meetings of the Members and the meetings of the Board of Trustees, and other duties as may be assigned to him/her by the Board of Trustees.

d. Act as custodian to maintain, or cause a designee to maintain all Board of Trustees’ policy minutes, and other official records of the Board of Trustees.

e. Perform, or cause a designee to perform, other duties as prescribed from time to time by the Board of Trustees.

f. Advise the Chair on the appointment and membership of committees of the Board of Trustees.

5.4.5 Assistant Secretary. An Assistant Secretary may be elected from among the Trustees, who shall perform the duties of the Secretary in case of his/her absence or inability to act, and perform other duties as may be delegated by the Secretary or authorized by the Board of Trustees.
5.4.6 Recording Secretary. The Recording Secretary shall be appointed pursuant to Section 5.6.19 of this Article V. It shall be the function of the Recording Secretary to keep the minutes of all sessions of the Board of Trustees and perform other duties as may be delegated by the Secretary or authorized by the Board of Trustees.

Section 5.5 Meetings of the Board of Trustees.

5.5.1 Organizational Meeting. The first meeting of the Board of Trustees following the quinquennial meeting of the Members shall take place not less than fifteen (15) days nor more than forty-five (45) days following the date of the quinquennial meeting of the Members.

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

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

5.5.4 Notice of Meetings. Notice of time and place of all meetings of the Board of Trustees shall be given at least seven (7) days prior to such meeting by electronic means or by written notice delivered personally or sent by regular mail to each Trustee. If mailed, such notice shall be deemed to be delivered when mailed. If sent electronically, notice shall be deemed delivered when sent to the electronic address of a Trustee shown on the records of the Corporation.

5.5.5 Meetings by Telephone or Video Conference. Special meetings of the Board of Trustees convened in accordance with Section 5.5.3 above may be held via teleconference, video conference or other methods that provide for participation by Trustees not present at a duly called meeting of the Board of Trustees. Notwithstanding the previous sentence, voting by proxy shall not be allowed.

5.5.6 Voting. Each Trustee shall have one (1) vote on any question. No person may vote or act by proxy. Unless otherwise specified herein, all questions shall be determined by a majority of Trustees present and voting.

5.5.7 Quorum. Nineteen (19) Trustees of the Board, which shall include the Chair or a Vice Chair, shall constitute a quorum for the transaction of business. If less than a quorum is present at a regular meeting, any resulting action shall not be valid until ratified the next meeting in which a quorum is present, unless the act of a greater number is required by law or by these Bylaws.
Section 5.6 Powers and Duties of the Board of Trustees. The business, property and affairs of the Corporation shall be governed by its Board of Trustees. In addition to those general powers, and those powers conferred upon the Corporation by statute, the Board of Trustees shall have the following powers, functions and duties:

5.6.1 Maintain the University as a Seventh-day Adventist institution of higher education and as an integral part of the Seventh-day Adventist Church in fulfillment of its unique mission and educational objectives.

5.6.2 Elect the President and officers of the University.

5.6.3 Elect the officers of the Board of Trustees.

5.6.4 Establish, approve, and maintain the policies that govern the University.

5.6.5 Develop and facilitate adequate financial support for the operation and development of the University.

5.6.6 Authorize and establish all corporations and entities related to the University in accordance with all necessary laws and regulations.

5.6.7 Establish and discontinue schools, departments, and degrees.

5.6.8 Delegate any of the powers of the Board of Trustees to any standing or special committee or to any officer, agent, or employee upon such terms as it may deem proper.

5.6.9 Adopt annual budgets and require regular auditing of financial accounts review and receive the annual report of the auditor.

5.6.10 Authorize improvement, expansion, and the acquisition and disposition of all real and personal property.

5.6.11 Discipline or remove the officers of the University for cause, the removal of whom shall be only by an affirmative vote of two-thirds (2/3) of all the Trustees.

5.6.12 Appoint, promote, or remove faculty members on the recommendation of the President of the University.

5.6.13 Authorize the officers of the University to execute annuity agreements, trust agreements, life income agreements, and other documents entrusted to the University.

5.6.14 Authorize policies that govern the affairs of the University. To fulfill the mission of the University, the Board of Trustees must continually evaluate the needs of
Seventh-day Adventist young people, educationally, occupationally, morally, spiritually, and socially.

5.6.15 Accept, receive, manage, invest, and administer real and personal property of every kind and description transferred in any manner to the Corporation in trust for the benefit of the Corporation or the donor, trustor, or grantor thereof, or the heirs, dependents or other beneficiaries of such donor, trustor or grantor, in accordance with the terms and conditions of the instrument creating the trust, or as provided by law.

5.6.16 Remove any Trustee for cause deemed sufficient, such removal being only by an affirmative vote of two-thirds (2/3) of all the Trustees or by a majority vote of the members of the Corporation at any regular or special meeting thereof.

5.6.17 Fill any vacancy of any office and/or create or adjust a title of an officer.

5.6.18 Fill any vacancy in the Board of Trustees occurring by reason of the resignation, removal, disqualification, incapacity, or death of a Trustee by a majority vote of the members of the Board of Trustees, the substitute Trustee shall hold office for the unexpired portion of the term related to such vacancy.

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

Section 5.7 Advisers and Invitees.

5.7.1. Advisors. The Board of Trustees shall appoint the following persons to serve as advisors to the Board of Trustees who shall be invited to attend meetings of the Board of Trustees in an advisory capacity.

a. An Executive Officer and Vice President of the North American Division recommended by the President of the North American Division.[2]

b. The Vice President for education for the North American Division of the General Conference or his/her designee [1].

c. The Union Presidents from the North American Division of the General Conference who are not Trustees [6].

d. Two additional Executive Officers of the Southern Union Conference.[2]

e. The President of the Bermuda Conference [1].

f. The Editor of Message magazine [1].

g. Faculty members [2].
h. Staff member [1].

5.7.2 Emerita/Emeritus Trustees. The Board of Trustees may elect as Emerita or Emeritus Trustee, any person who has been elected to membership on the Board of Trustees, and who has served not fewer than three (3) full terms (a total of fifteen (15) years). Nominations for Emerita or Emeritus Trustee may be made to the Board of Trustees by the President’s Cabinet. An Emerita or Emeritus Trustee shall receive notices and minutes sent to Trustees, and shall be invited to attend and may speak at all Board of Trustees meetings without vote. Any Emerita or Emeritus Trustee may be appointed to serve on all committees with voting power on such committee, but may not serve on the Executive Committee.

5.7.3 Honorary Trustees. The Board of Trustees may appoint honorary status to such a person who has demonstrated extraordinary and distinctive services to the University. Honorary Trustees shall assist in the development of the University under the direction of the President of the Corporation. Recommendations for honorary Trustees may be made to the Board of Trustees by the University administration. Honorary Trustees shall receive notices and minutes sent to members of the Board of Trustees, and shall be invited to attend and may speak at all Board of Trustees meetings without vote.

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

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

Section 5.9 Conflict of Interest.

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

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

5.9.3 All Trustees shall annually execute conflict of interest statements.

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

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

5.10.2 Trustees must recognize that the legal authority of the Board of Trustees is only expressed by action of the Board of Trustees as a group and that individual Trustees have no legal authority.

5.10.3 Trustees shall conduct relations with constituents, the University staff, and the community accordingly.

5.10.4 Trustees shall maintain the confidentiality of deliberations of the Board of Trustees and abide by and uphold the final actions taken.

5.10.5 Trustees shall refrain from inviting persons to sessions of the Board of Trustees unless authorized by the Chair or by vote of the Board of Trustees.

5.10.6 Trustees shall refrain from interference with the President of the University and his/her staff in the conduct of administrative affairs of the institution.

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

ARTICLE VI - Committees of the Board of Trustees

Section 6.1 Committees of the Board of Trustees.
6.1.1 At its first meeting following its election, the Board of Trustees shall establish the committees provided in this Article VI. The Board of Trustees may designate any number of additional Ad hoc committees, along with the terms of reference, to assist the Board of Trustees in the fulfillment of its functions and duties pursuant to Section 6.7 of these Bylaws.

6.1.2 The Board of Trustees shall have the power at any time, consistent with these Bylaws, to change the membership of any committee, fill all vacancies in any committee and discharge all members of any committee with or without cause, subject to the restrictions set forth herein.

6.1.3 The Board of Trustees may designate, at its sole discretion, the size and composition of its committees, so long as such designation is not inconsistent with the provisions of these Bylaws. Unless otherwise specified in these Bylaws, the Board of Trustees may appoint up to one (1) non-Trustee Member of the Corporation to serve on each of its committees; provided however. No such non-Trustee Member of the Corporation shall have the authority to vote on the actions of such committee.

6.1.4 Committee meetings of the Board of Trustees may be held via teleconference, videoconference or other methods that provide for full participation. Committee members who are not present in person may participate in all discussions via these methods.

6.1.5 Minutes of each meeting of any committee of the Board of Trustees shall be kept and filed with the corporate records maintained by the Secretary of the Corporation. The Board of Trustees may adopt rules for the governance of any committee that are consistent with these Bylaws, and any rules adopted by the Board of Trustees, as provided in Section 6.11 below.

Section 6.2 Executive Committee.

6.2.1 At its first meeting following its election, the Board of Trustees shall appoint thirteen (13) Trustees from among its Trustees to serve as an Executive Committee, which shall include:

a. Board Chair or at least one Vice chair of the Board of Trustees, and

b. the Secretary of the Corporation.

6.2.2 The Executive Committee shall have, and may exercise between meetings of the Board of Trustees, all the authority of the Board of Trustees in the governance of the Corporation, except that the Executive Committee shall not have authority with respect to the following matters, unless the Board of Trustees specifically delegates such powers to it:

a. Elect, appoint, or remove any member of any committee of the Board of
Trustees, including the Executive Committee, or any Trustee or officer of the Corporation.

b. Recommend to the members an amendment to the Articles of Incorporation or Bylaws.

c. Recommend to the Members that the Corporation adopt an agreement of merger or consolidation.

d. Recommend to the members sale, lease, or exchange of all or substantially all of the Corporation’s property or assets.

e. Recommend to the members a dissolution of the Corporation or revocation of a dissolution.

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

6.2.3 Quorum. A Quorum shall consist of nine (9) members including the Chair of the Board or a Vice chair, and Secretary of the Corporation for the transaction of business by the Executive Committee.

Section 6.3 Academic Affairs Committee. The Board of Trustees shall establish an Academic Affairs Committee of at least seven (7) Trustees, which shall include the President of the University, and shall be chaired by the General Conference Director of Education. The Academic Education Committee is responsible for; addressing the needs of the academic and academic support programs of the University; proposing change and development in academic programs, departments, structures; monitoring preparations for accreditation site visits; promoting University rankings; faculty and continuous appointment, and other major academic changes; and receiving updates on the vision for the academic program of the University. Notwithstanding the restrictions in Section 6.1.3 above, the Provost and/or Vice President for Academic Affairs, will serve as invitees to this committee. Additionally, notwithstanding the restrictions in 6.1.3 above, the Board of Trustees, in its discretion, may appoint as additional invitees to the Academic Affairs Committee, the chair of the faculty Senate and the Academic Affairs President of the Student Association.

Section 6.4 Finance Committee. The Board of Trustees shall establish a Finance Committee. The Finance Committee shall consist of at least seven (7) Trustees appointed by the Board of Trustees including the Treasurer of the General Conference of Seventh-day Adventists or his/her designee serving as Chair of the Finance Committee. The Treasurer of the University shall serve as an invitee to the Finance Committee. The Finance Committee shall serve as a strategic budgetary and finance planning committee with authority to make recommendations to the Board of Trustees in the development and implementation of financial policies and decisions for the Corporation.

Section 6.5 Advancement and Development Committee. The Board of Trustees shall establish an Advancement and Development of Committee of at least seven (7) Trustees. The
Board of Trustees shall appoint the chair of the committee. It is the responsibility of the Advancement and Development Committee to receive reports and make recommendations to the Board of Trustees on all program, projects, and policies related with advancement and public relations, and related public-related entities that strengthen the development and fund-raising initiatives for the University.

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

Section 6.7 Board Research and Compliance Committee. The Board shall establish a Research and Compliance Committee consisting of at least seven (7) Trustees. The Committee shall conduct relative to governance issues facing the Board of Trustees and University including Board education. Among other responsibilities, the committee shall assist the relevant church executive officers and the Nominating Committee in identifying and recruiting qualified persons to be appointed as Trustees prior to the time of the quinquennial meeting, establish, and implement annual performance standards and evaluation tools for individual Trustees and the full Board of Trustees.

Section 6.8 Strategic Planning Committee. The Board shall establish a Strategic Planning Committee consisting of at least seven (7) Trustees. This committee shall work in partnership with the University’s strategic planning efforts to determine priorities and processes that ensures a strategic approach to the University’s future.

Section 6.9 Bylaws Review Committee. Prior to each regular or special meeting of the Members of the Corporation, the Board of Trustees shall appoint a Bylaws Review Committee. The purpose of this committee shall be to prepare to review, evaluate, and make recommendations for amendments, addition or deletions to the Articles of Incorporation and any changes in the Bylaws to the Board of Trustees on a periodic basis to be submitted to the Members of the Corporation for approval. This review process shall take place at a minimum of once every five (5) years.

Section 6.10 Ad Hoc Committees. The Board of Trustees, by resolution adopted by a majority of the Board of Trustees, may designate other standing committees of the Board of Trustees, such other committees as needed, and may delegate to such committees such responsibilities and authority as the Board of Trustees deems desirable for the efficient functioning and development of the University. Such committees shall serve for a term concurrent with the Board of Trustees and may include non-trustees.

Section 6.11 Committee Meetings and Actions. Meetings and actions of the preceding
committees of the University Board of Trustees shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other actions of the Board of Trustees, except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and filed with the corporate records. The Board of Trustees may adopt rules for the governance of any committee that are consistent with these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules. Each committee may adopt rules that are not inconsistent with the rules adopted by the Board of Trustees or the Bylaws. In the event the Board of Trustees adopts rules that are inconsistent with the rules adopted by a committee, the rules adopted by the Board of Trustees shall control to the extent of any inconsistencies. Unless otherwise stated in this Article VI, a majority of the members of any committee set forth in this Article shall constitute a quorum of such committee.

ARTICLE VII - Officers of the Corporation

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

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

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

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

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

Section 7.6  Duties to the University. The President of the University shall be the Chief Executive Officer and the Chief Spiritual Officer of the University and shall provide the spiritual, academic, and administrative leadership. He/she has primary responsibility for personnel, programs, budgets, and fund-raising. The President of the University represents and speaks for the University before the Board of Trustees and to all public and private agencies. His/her functions shall include but not be limited to:

7.6.1. Directing the implementation of the policies and the fulfillment of the directives of the Board of Trustees.

7.6.2. Rendering an annual comprehensive report that includes the annual audited financial statement.

7.6.3. Presenting the annual budget of the University.

7.6.4. Recommending to the Board of Trustees the appointment of the administrative officers of the University.

7.6.5. Appointing other administrators below the rank of Vice President.

7.6.6. Appointing, promoting, reassigning, disciplining, or terminating other administrators and nonacademic staff within the current policies specified by the Board of Trustees.

7.6.7. Planning for the growth, preservation, and nurture of the unique Seventh-day Adventists mission, culture, and identity of the University.

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

Section 7.8 Provost.

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

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

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

Section 7.8.4 Vice Presidents. Vice Presidents shall be recommended by the President of the University and confirmed by the Board of Trustees. The duties of all administrative officers of the University shall be such as normally pertain to those officers and shall be fully delineated in an institutional policy manual and in a handbook of faculty working policy. Vice Presidents shall include but not be limited to: a Vice President for Academic Affairs, a Vice President for Financial Affairs, a Vice President for Student Services, and a Vice President for Advancement and Development.

Section 7.8.5 Treasurer. The Vice President for Financial Affairs shall act as the Treasurer of the Corporation and shall give a bond for the faithful discharge of the Treasurer’s duties in such sum and with such surety or sureties as the Board of Trustees shall determine. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of
the University; receive and give receipts for monies in the name of the University in such banks, trust companies, and other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and, in general, perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him/her by the President of the University.

ARTICLE VIII - Contracts, Checks, Deposits, and Funds

Section 8.1 Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances, but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. Unless otherwise specifically determined by the Board of Trustees, or otherwise required by law, contracts of the Corporation, deeds, conveyances, leases, bonds, and other papers, instruments, and documents of the Corporation shall be executed, signed, or endorsed by the President of the University or a Vice President of the University together with the Secretary or the Assistant Secretary, and may affix the corporate seal thereto.

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

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

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

ARTICLE—IX Exculpation

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

ARTICLE—X Indemnification
The Corporation shall indemnify any Trustee or officer, or former Trustee or officer of the Corporation, or any person who may have served at its request as a Trustee or officer of another corporation which it controls, or in which it owns shares of capital stock, or of which it is a creditor, against reasonable expenses, including attorney’s fees, actually and necessarily incurred by him/her in connection with the defense of any civil, criminal, or administrative action, suit, or proceeding in which he/she is made a party, or with which he/she is threatened by reason of being, or having been or because of any act of such Trustee or officer, within the course of his/her duties or employment, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his/her duties. The Corporation may also reimburse any Trustee or officer for the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the Trustees not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such Trustee or officer was not guilty of negligence or misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian, and conservator of any deceased or former Trustee or officer or person who himself/herself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Trustee or officer may be entitled under any statute, agreement, vote of Members or otherwise.

ARTICLE XI – Auditor

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

ARTICLE XII - Nondiscrimination

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

ARTICLE XIII - Waiver of Notice

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

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

ARTICLE XV – Definitions

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

15.1 “Corporation”: means Oakwood University, Inc. The phrase the “Corporation” shall be synonymous to and interchangeable with the term “University” as used in these Bylaws.

15.2 “ex officio” as used in these Bylaws in reference to a Member, Trustee or member of a committee of the Board of Trustees of the University, or any such other use herein, means that the referenced individual holds such position as a Member, Trustee or member of a committee of the Board of Trustees by virtue of each that individual’s referenced position.

15.3 “Member” means a member of the constituency of the University.

15.4 “proxy” as used in these Bylaws means a person authorized to act for a Member, Trustee or member of a committee of the Board of Trustees of the University, other than a delegate for such person as expressly permitted in these Bylaws.

15.5 “University” means Oakwood University, Inc. The phrase “the University” shall be synonymous to and interchangeable with the phrase “the Corporation” as used in these Bylaws.

15.6 “Trustee” means a member of the Board of Trustees of the University.
CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of Oakwood University Incorporated, an Alabama nonprofit Corporation, and that the above amended and restated Bylaws of Oakwood University on this and the previous fifteen pages are the amended and restated Bylaws as adopted by the Members at a meeting duly called on April 8, 2011, at which a quorum was present.

Executed on April 8, 2011, at Oakwood University, Huntsville, Alabama.

[Signature]
Secretary