

# **CAPITAL UNIVERSITY BYLAWS**

## **ARTICLE I**

### *Name*

The name of the institution is Capital University.

## **ARTICLE II**

### *Confession of Faith*

The confession of faith of Capital University shall be the Christian faith as expressed by the Evangelical Lutheran Church in America.

## **ARTICLE III**

### *Church Relationship*

The university shall be an institution of the Evangelical Lutheran Church in America (ELCA), with responsibilities for governance and administration of the university vested in the board of trustees. The university shall maintain primary formal relationship with the six Synods of Region VI of the ELCA (Southern Ohio, Northwestern Ohio, Northeastern Ohio, North/West Michigan, Southeast Michigan, and Indiana-Kentucky), and with all expressions of the ELCA.

## **ARTICLE IV**

### *Aim and Purpose*

Aligning with the educational values of Lutheran higher education, the aim and purpose of the university shall be:

- A. To exist as an academic community of diverse interests.
- B. To be dedicated to the free pursuit of knowledge through a shared experience in living and learning, always emphasizing the students' rights and opportunities to grow in freedom and responsibility.
- C. To realize the value of the traditional liberal arts, and at the same time, recognize that education may be directed toward some particular professional or personal goal and must offer both the student and the graduate the opportunity for a life of personal fulfillment and the challenge of service to others.
- D. To look outward from the campus community to the larger community where the ultimate value of its dedication to the pursuit of knowledge and the development of meaningful vocations in the lives of its graduates must, in the end, be assessed.

## **ARTICLE V**

### ***Board Authority and Responsibilities***

**Section 1.** The board of trustees shall have and exercise those corporate powers prescribed by law. Its ultimate authority is affirmed through its general, academic, and financial policy-making functions and its responsibility for the corporation's financial health and welfare. The board of trustees shall exercise ultimate institutional authority as set forth in these bylaws and in such other policy documents it deems to be appropriate. These bylaws and other board policy statements shall take precedence over all other institutional statements, documents, and policies.

**Section 2.** The board of trustees shall have the authority to carry out all lawful functions that are permitted by these bylaws or by the articles of incorporation, and to establish the general policies of the university. This authority, in consultation with the president, shall include but shall not be limited to these illustrative functions:

- Determine and periodically review the university's mission and purposes.
- Appoint the president, who shall be the university's chief executive officer, and set appropriate terms of employment, including compensation.
- Support the president and annually assess his or her performance based on mutually agreed-upon goals and other criteria.
- Review and approve proposed changes in the university's academic programs and other major enterprises consistent with the university's mission, plans, and financial resources.
- Approve institutional policies on faculty appointment, promotion, tenure, and dismissal.
- Approve faculty, staff, and administrative handbooks, which shall prescribe the personnel policies and procedures for university employees.
- Approve the annual budget and tuition and fees, regularly monitor the university's financial condition, and establish policy guidelines affecting all institutional assets, including the acquisition and investment of funds and the facilities.
- Contribute financially to the university's fund-raising goals, participate actively in strategies to secure sources of support, and authorize university officers to accept gifts or bequests subject to board policy guidelines.
- Approve the master facilities plan and the university strategic plan.
- Authorize any debt financing and approve the securitization of loans.
- Authorize the construction of new buildings and facilities, and major renovations of existing buildings and facilities.
- Authorize the purchase, sale, and management of land, buildings, or major equipment.
- Approve such policies that contribute to an environment in which students can learn and develop their abilities.
- Approve such policies that protect academic freedom and contribute to an environment in which faculty can teach, pursue their scholarship, and perform public service.
- Approve all earned and honorary degrees through the faculty and president, as they shall recommend.
- Periodically undertake assessments of the board's performance.

## **ARTICLE VI**

### ***Membership of the Board of Trustees***

**Section 1.** The board of trustees shall consist of no fewer than twenty-four (24) and no more than forty-two (42) voting members, at least thirty percent (30%) of whom shall be Lutheran. Six (6) trustees shall be clergy of the Evangelical Lutheran Church in America. One of the six clergy trustees shall be a Synod Bishop representing Region VI. The president of the university shall be, at all times throughout his or her term of office, a member of the board of trustees. Up to thirty-five (35) trustees shall be at-large members of the board.

**Section 2.** New trustees and incumbent members of the board of trustees who are eligible for reelection normally shall be elected at the board's annual meeting by a majority of the trustees then in office. Any unfulfilled term may be filled through a special election at any meeting of the board of trustees. An unfulfilled term occurs upon death, resignation, or removal.

**Section 3.** Trustees shall serve for four-year terms and shall be eligible for reelection to a maximum of four full consecutive terms, subject to an end of term assessment of performance and recommendation by the nominations committee for reelection. Trustees who have served for sixteen consecutive years (exclusive of any partial term) shall be eligible for reelection following a one-year hiatus. If a trustee's term expires while the trustee is serving as an officer, the trustee's term shall continue until the expiration of his or her term as an officer.

**Section 4.** All trustees serve at the pleasure of the board. A trustee may be removed from office by an affirmative vote of a majority of the trustees. Removal may occur, among other reasons, for failure to attend two consecutive meetings during a term without qualified excuse as determined by the board

**Section 5.** The nominations committee shall recommend candidates for election or reelection to the board in consultation with the president of the university and the chair of the board. A slate of candidates, with biographical information for each prospective trustee candidate, shall be provided to all trustees at least 30 days before the annual or regular meeting of the board of trustees at which an election is scheduled. All trustees shall be elected by the board of trustees.

**Section 6.** The following shall be ex officio members of the board of trustees, with voice but no vote, and shall not be counted as part of quorum determinations: the president of the Alumni Advisory Board; the chair and vice chair of the Faculty Senate; a member of the Faculty Senate's Graduate Program Committee; the president of Student Government; the president of the Student Bar Association of the Law School; a representative from the ELCA church-wide organization; and the Director of the Center for Faith and Learning.

## **ARTICLE VII**

### ***Officers of the University***

**Section 1.** The officers of the university shall be the chair, vice chair, secretary, treasurer, assistant secretary, assistant treasurer, the president, the provost, and the vice presidents. The chair, vice chair, and secretary shall be trustees, whereas the treasurer, assistant secretary, and

assistant treasurer need not be members of the board. The university president is the chief executive officer of the university, and shall not serve as chair, vice chair, secretary, treasurer, assistant secretary, or assistant treasurer. The president shall serve as a trustee during his term as president.

**Section 2.** All officers shall serve at the pleasure of the board of trustees, except for the vice presidents who shall serve at the pleasure of the president in consultation with the board of trustees.

**Section 3.** The terms of office for officers of the university will vary as provided elsewhere in these bylaws. The board may approve the appointment of other officers upon recommendation of the president.

## **ARTICLE VIII**

### ***Terms and Responsibilities of the Chair and Vice Chair of the Board of Trustees***

**Section 1.** The chair and vice chair shall be elected biennially upon recommendation of the nominations committee to a two year term, and shall be eligible for reelection to a maximum of two full consecutive terms. Vacancies may be filled at any time by a majority vote of the members of the board, but election or reelection shall normally take place at the annual meeting.

**Section 2.** The chair shall preside at all board and executive committee meetings, have the right to vote on all questions, appoint committee chairs and vice chairs, determine the composition of all board committees (with the exception of the executive committee), and otherwise serve as the spokesperson for the board, and represent the board at university and other functions. He or she shall serve as chair of the executive committee, and ex-officio member of all other standing committees of the board, and have other duties as the board may prescribe from time to time. In the event that the chair resigns before completion of his or her term, the vice chair will succeed to the position of chair for the remainder of that term.

**Section 3.** In the absence of the chair, the vice chair shall perform the duties of the office of the chair, including presiding at board and executive committee meetings. He or she shall have other powers and duties as the board may from time to time prescribe.

**Section 4.** It is the expectation of the board that the vice chair will succeed to the position of chair at the end of the chair's term, subject to the agreement of the vice chair, recommendation of the nominations committee, and election by the board.

## **ARTICLE IX**

### ***Terms and Responsibilities of the Secretary and Assistant Secretary***

**Section 1.** The secretary shall be elected biennially upon recommendation of the nominations committee to a two-year term, and shall be eligible for reelection to a maximum of two full consecutive terms. The assistant secretary shall be elected biennially upon recommendation of the nominations committee to a two-year term and, if the individual is not a trustee, shall be

eligible for reelection without a maximum number of terms. If the individual elected as the assistant secretary is a trustee, s/he shall be eligible for reelection to a maximum of two full terms. A vacancy may be filled at any time by a majority vote of the members of the board, but election or reelection shall normally take place at the annual meeting.

**Section 2.** The secretary shall ensure that bylaw amendments are promptly made as necessary, that minutes of board and executive committee meetings are accurate and promptly distributed to all trustees, that meetings are properly scheduled and trustees notified, that board policy statements and other official records are properly maintained, and that official reports or communications of the board or executive committee are sent, including reports to the ELCA Division for Education and the councils of the ELCA Synods to which the university is related. The secretary shall perform other duties as prescribed from time to time by the board and may be assisted in all duties by a staff member designated by the president.

**Section 3.** In the absence of the secretary, the assistant secretary shall perform the duties of the office of the secretary.

## **ARTICLE X**

### ***Terms and Responsibilities of the Treasurer and Assistant Treasurer***

**Section 1.** The treasurer and the assistant treasurer shall be elected biennially upon recommendation of the nominations committee to a two-year term and, if the individuals are not trustees, they shall be eligible for reelection without a maximum number of terms. If the individuals are trustees, they shall be eligible for reelection to a maximum of two full consecutive terms. Vacancies may be filled at any time by a majority vote of the members of the board, but election or reelection shall normally take place at the annual meeting.

**Section 2.** The treasurer shall ordinarily be responsible for authorization of disbursements, maintenance of an accurate accounting of all funds received and expended, provision of financial reports to all trustees in a timely manner for review and discussion as appropriate, supervision of investment of endowment and other funds, execution of contracts and documents as legal representative of the board and university, and preservation of appropriate documents and records.

**Section 3.** In the absence of the treasurer, the assistant treasurer shall perform the duties of the office of the treasurer.

## **ARTICLE XI**

### ***Term, Authority, and Responsibilities of the President of the University***

**Section 1.** The president serves at the pleasure of the board of trustees for such term, compensation, and with such other terms of employment, as it shall determine.

**Section 2.** The president shall be the university's chief executive officer. His or her authority is vested through the board of trustees and includes responsibilities for all university educational

and managerial affairs. The president is responsible for leading the university, implementing all board policies, keeping the board informed on appropriate matters, consulting with the board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the university's key spokesperson. He or she has the authority to execute all documents on behalf of the university and the board of trustees consistent with board policies and the best interests of the university. The president serves as an ex-officio member of all board committees except the audit committee.

**Section 3.** The president shall be, at all times throughout his or her term of office, a member of the board of trustees.

**Section 4.** During a prolonged incapacity or absence of the president, or upon the vacancy of that office, the board of trustees or its executive committee if so authorized by the board, shall appoint an acting or interim president.

## **ARTICLE XII**

### ***Terms, Authority, and Responsibilities of the Vice Presidents***

**Section 1.** The president shall appoint a provost and vice presidents with the approval of the board of trustees. The vice presidents shall serve for such terms and have such authority and responsibilities as the president shall determine in consultation with the board of trustees. The provost and vice presidents in their respective areas of responsibility shall serve under the direction of and subject to the authority of the president.

## **ARTICLE XIII**

### ***Meetings***

**Section 1.** The board of trustees shall hold at least three regular meetings annually on such dates and at such places as it shall determine. The annual meeting for the purpose of electing trustees and officers shall be the first board meeting scheduled after January 1 of each year. The chair or secretary of the board of trustees shall send written notice of the time and place of the meetings to all trustees at least ten days prior to the date of the meeting.

**Section 2.** Special meetings may be held at the call of the board chair, the president, or any five trustees. The chair or secretary of the board of trustees shall send written notice of such special meetings to all trustees, along with a clear statement of purpose, at least ten days in advance. Business at such special meetings shall be confined to the stated purpose.

**Section 3.** A quorum for the transaction of business at meetings of the board of trustees or its committees shall consist of a majority of their respective regular, voting members. Except as otherwise provided in these bylaws or the articles of incorporation, a majority vote of those members present with a proper quorum shall constitute proper action.

## **ARTICLE XIV**

### ***Action Without a Formal Meeting***

Any action required or permitted to be taken by the board of trustees or by any committee thereof may be taken without a formal meeting. Meetings may be conducted by mail, electronic mail, fax, conference call, or in any other way the trustees decide. A written consent setting forth the actions taken and signed by each appropriate member trustee shall be filed with the minutes of the proceedings as soon as is practical.

## **ARTICLE XV**

### ***Committees***

**Section 1.** The board shall establish such standing and ad-hoc committees as it deems appropriate to conduct its business and discharge its responsibilities. Each shall have a charter with a written statement of purpose and primary responsibilities as approved by the board and such rules of procedure or policy guidelines as it or the board, as appropriate, approves. Each committee shall review such charters for their appropriateness and adequacy biennially.

**Section 2.** The chair of the board of trustees, in consultation with the president, shall have the responsibility to appoint the chairs, vice chairs, and members of all board committees for two-year terms. All committee chairs, vice chairs, and a majority of each committee's members shall be trustees. The term and full responsibility and authority of the appointed committee chairs will commence at the end of the meeting at which they are appointed, which shall ordinarily be the annual meeting, unless such other time is specified by the board chair.

**Section 3.** Each committee shall have an officer of the university or member of the administrative staff, as designated by the president, to assist it with its work. Each committee shall meet at least three times annually and report regularly on its work and recommendations to the board of trustees.

## **ARTICLE XVI**

### ***Composition, Purposes, and Responsibilities of the Executive Committee***

**Section 1.** The executive committee shall have up to 16 members, all of whom shall be voting trustees. The chair, vice chair, secretary, the chairs of the standing committees of the board, the university president and two trustees who may be appointed by the chair as at large members, shall comprise the executive committee of the board of trustees. At least one member of the executive committee shall be Lutheran.

**Section 2.** The purpose of the executive committee is twofold: (1) It shall serve at the pleasure of the board as its agent in helping the president to address nonessential business between regular board meetings, and (2) it shall assist the chair and the president with their joint responsibility to help the board function effectively and efficiently by suggesting board meeting agenda items and periodically assessing the quality of committee work. The committee shall have authority to act for the board of trustees on all matters except for the following, which shall be reserved for the board: presidential selection and termination; trustee and board-officer election; changes in

institutional mission and purposes; changes to the charter or articles of incorporation; incurring of corporate indebtedness; sale of university assets or tangible property; adoption of the annual budget; and conferral of degrees. The executive committee shall report any action it takes to the board. These bylaws or other board policies may reserve other powers for the board of trustees.

In addition to its authority to take action on emergency matters that cannot or should not be deferred to the board's next scheduled meeting, the executive committee shall oversee the work of board committees, and the university's planning process and progress on planning goals.

**Section 3.** The executive committee meetings shall be convened by the chair, and shall normally meet at least three times a year or as often as is necessary to conduct its business. The chair shall ensure that minutes are taken and distributed to all trustees. A majority of voting trustee committee members shall constitute a quorum.

## **ARTICLE XVII**

### ***Composition, Purposes, Responsibilities of the Nominations Committee***

**Section 1.** The nominations committee shall consist of the board chair, vice chair, secretary, and such additional trustees as may be deemed appropriate. The committee's chair, vice chair, and members shall be appointed for renewable two-year terms by the board chair in consultation with the president.

**Section 2.** The purpose of the nominations committee is threefold: (1) It shall ensure that the board's membership and leadership consists of highly qualified and committed individuals; (2) it shall ensure that regular programs of new trustee and in-service education are maintained; and (3) it shall conduct an end of term assessment for each trustee. The nominations committee serves as the board's agent in reviewing the performance of incumbent trustees and board officers who are eligible for reelection, maintains a list of qualified candidates for possible nomination, considers cultivation strategies for promising trustee candidates, and proposes and periodically reviews the adequacy of a statement of trustee responsibilities as adopted by the board.

**Section 3.** Nominations for election of trustees and for election of the chair, vice chair and secretary, treasurer, assistant treasurer, and assistant secretary, shall be made by the nominations committee in accordance with the bylaws of the university, and shall be submitted in writing to the board at least 30 days prior to the meeting at which the election of trustees and/or officers is to occur.

**Section 4.** The committee shall meet as often as is necessary to conduct its business, but no fewer than three times annually. It shall seek the assistance of all trustees in the course of meetings its responsibilities in accordance with these bylaws and its own rules of procedure, as adopted by the board of trustees. A majority of the committee's voting members shall constitute a quorum.

## **ARTICLE XVIII**

### ***Composition, Purposes, Responsibilities of the Governance Committee***

**Section 1.** The governance committee shall consist of between 4 and 6 trustees as may be deemed appropriate. The committee's chair, vice chair, and members shall be appointed for renewable two-year terms by the board chair in consultation with the president.

**Section 2.** The purpose of the governance committee is: (1) to ensure that policies are developed that assist the board in fulfilling its fiduciary responsibilities, and ensure that policies are developed, recommended, and implemented that support university compliance with applicable local, state, and federal laws as well as applicable higher education regulations related to governance of the board and the operation of the university; (2) to ensure that an appropriate trustee, committee, and board evaluation is regularly conducted and modified as necessary; and (3) to ensure that the board is acting in accordance with its bylaws and committee charters.

**Section 3.** The committee shall meet as often as is necessary to conduct its business, but no fewer than three times annually. The chair shall ensure that minutes are taken, approved and maintained with board minutes. A majority of the committee's voting members shall constitute a quorum.

## **ARTICLE XIX**

### ***Composition, Purposes, Responsibilities of the Audit Committee***

**Section 1.** The audit committee shall consist of at least five members appointed by the chair of the board; two members may be from the central Ohio business community with the balance being university trustees. The members shall be appointed for renewable two-year terms by the board chair in consultation with the president. All members of the committee shall be independent and free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the committee.

**Section 2.** The purpose of the audit committee is to assist the board in fulfilling its oversight responsibilities for the university's system of internal control over financial reporting, external and internal audit process, and the university's process for monitoring compliance with laws, accreditation, regulation, and code of ethics.

**Section 3.** The committee shall meet as often as is necessary to conduct its business, but at a minimum it shall meet at least once in connection with the preparation of the annual audit and again before the presentation of the annual audit report to the full board. The chair shall ensure that minutes are taken, approved and maintained with board minutes. A majority of the committee's voting members shall constitute a quorum.

## **ARTICLE XX**

### ***Organization of the University***

The university shall consist of such colleges, divisions or schools as may from time to time be established by the board of trustees.

## **ARTICLE XXI**

### ***Faculty***

The faculty of the university, as defined in the faculty bylaws, shall make recommendations to the administration and the board of trustees to establish or discontinue departments of instruction, to determine courses of study, and to establish the requirements for admission and graduation.

## **ARTICLE XXII**

### ***Students***

Students of the university, by their application for admission and registration as students, agree to abide by the standards and regulations governing the academic and community life of the university. Failure to abide by such standards and regulations constitutes just cause for disciplinary action including probation, suspension, or dismissal as provided in the student handbook and other university documents. Students are entitled to all rights and privileges provided in the student handbook and university documents.

## **ARTICLE XXIII**

### ***Nondiscrimination Policy***

It is the policy of the university to admit qualified students regardless of race, color, national and ethnic origin, sexual orientation, class, religion, gender, age, disability, veteran status, or any other characteristic protected by law, to all the rights, privileges, programs and activities generally accorded or made available to students at the university. It does not discriminate on the basis of race, color, national and ethnic origin, sexual orientation, class, religion, gender, age, disability, or veteran status, or any other characteristic protected by law, in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other university-administered programs.

The university, in compliance with applicable federal, state, and local law, provides equal employment opportunity for qualified persons and does not discriminate in employment on the basis of race, color, national and ethnic origin, sexual orientation, class, religion, gender, age, disability, veteran status, or other characteristic protected by law.

The university requires all employees to adhere to this policy.

## **ARTICLE XXIV**

### ***Indemnification***

Members of the board of trustees and officers of the university shall be entitled to indemnification in the defense of any criminal or civil action or proceedings as provided by law or by such procedures, not inconsistent with law, as the board may adopt. Other employees of the university may be so indemnified on such terms and conditions as the board may approve.

## **ARTICLE XXV**

### ***Conflict of Interest***

It is the policy of the university to disclose conflicts of interest which may adversely affect the performance of duty by its trustees, officers, faculty, and other employees. Policies and procedures in implementation of this bylaw, as approved by the board of trustees, shall provide that all trustees and officers of the university, and other personnel so designated, shall file disclosure statements with the office of university counsel on an annual basis.

## **ARTICLE XXVI**

### ***Seal***

The university will use a seal with such designs and inscriptions as the board of trustees shall deem proper and by which diplomas, certificates, and all legal documents shall be authenticated.

## **ARTICLE XXVII**

### ***Review and Amendment of Bylaws***

**Section 1.** These bylaws may be changed or amended at any meeting of the trustees by a two-thirds vote of those present and voting, if a quorum is established and provided notice of the substance of the proposed amendment is sent to all trustees at least 30 days before the meeting.

**Section 2.** These bylaws shall be reviewed periodically by the governance committee. The governance committee shall recommend any necessary changes to the board of trustees.

Adopted by the Board of Trustees on: June 6, 2011