

2016

Centenary
COLLEGE OF LOUISIANA

BYLAWS

Revised April 21, 2016

ARTICLE I: Name and Location

SECTION 1. Name

The name of this corporation is Centenary College of Louisiana.

SECTION 2. Principal Office

The principal office of the corporation is located in Shreveport, Louisiana.

SECTION 3. Other Offices

The board of trustees may establish other offices within or without Louisiana, as it deems advisable.

ARTICLE II: Purposes

The purpose of Centenary College of Louisiana is to establish and maintain in Louisiana a college to promote education, with the power to confer earned academic degrees and certificates and honorary degrees, if authorized.

ARTICLE III: Board

SECTION 1. Powers

The board of trustees is vested by law with all the powers and authority to govern effectively and set policy for the institution in accordance with the laws of Louisiana.

SECTION 2. Responsibilities

The board shall establish, disseminate and keep current the institution's mission; select a president to lead and serve as chief executive officer of the institution; support and periodically assess the performance of the president; charge the president with the task of leading a strategic planning process; and use its best efforts to ensure both the fiscal integrity of the institution and the quality and nature of its educational programs.

SECTION 3. Number of Board Members

The board of trustees shall consist of no more than 30 voting members, including the president of the institution and the presiding bishop of the Louisiana Annual Conference of the United Methodist Church, who both shall be *ex officio*, voting members of the board.

SECTION 4. Method of Selection

New and incumbent board members who are eligible for re-election shall be nominated by the governance committee and elected at any meeting of the board by a majority of the board members then in office.

SECTION 5. Terms

Board members shall serve for a four-year term, with the possibility of re-election to a second term, provided he or she shall have attended at least three-quarters of the regularly scheduled meetings of the full-board in his or her first term and has satisfied the giving requirements as set by resolution by the board. Providing a proxy for voting does not constitute attendance. After a maximum of two consecutive terms, a former trustee may be elected to a subsequent set of terms after a one-year hiatus from membership.

SECTION 6. Resignation

Any board member may resign at any time by submitting a written notice to the board chair or secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

SECTION 7. Removal

Any board member may be removed from the board by a two-thirds majority vote of the trustees at any regular or special meeting of the board called expressly for that purpose. Any board member proposed to be removed shall be entitled to reasonable notice and an opportunity to be heard.

SECTION 8. Life Trustees

Upon recommendation of the governance committee, a board member who has served with exceptional distinction for a cumulative total of 16 years of service and who has reached the age of 72 may be elected by the majority of the board as a life trustee. Life trustees may attend the annual meeting of the board, shall not have voting privileges, shall not serve on a committee or be counted as part of quorum determinations. Life trustees shall be appointed for a term of four years, renewable without limit, and are subject to removal as outlined in Article III, Section 6.

ARTICLE IV: Board Meetings

SECTION 1. Regular Meetings

The board shall have at least two regular meetings each year, including the annual meeting, on such dates and at such places as it shall determine. At such meetings any business related to the authority of the board may be discussed and transacted.

SECTION 2. Special Meetings

Special meetings may be held at the call of the board chair, the president, or any group consisting of one-half of the voting board members, who submit such a request in writing to the chair of the board. The board chair or secretary shall cause to be delivered to each member of the board, by regular mail, electronic mail, or otherwise, notice of such special meetings, along with a clear statement of purpose, at least ten days in advance.

SECTION 3. Notice

Notice of the time and place of the meeting together with a proposed agenda and all available, pertinent material shall be delivered to each member of the board, by regular mail, electronic mail, or otherwise, not less than three days before any regularly scheduled meeting. Meetings may be held without regular notice if each board member signs a statement waiving notice or if members attend the meeting without objection to lack of notice. In the event of a dispute concerning proper notice of a special meeting, a majority of board members may sign a written or electronic statement waiving the legally required notice without objecting to the lack of such notice.

SECTION 4. Quorum

A quorum for the transaction of business at meetings of the board or its executive committee shall consist of a majority of their respective regular, voting members. If the number of board members present at any meeting does not constitute a quorum, no meeting may be convened. Proxies shall be counted in the establishment of a quorum.

SECTION 5. Manner of Acting

Except as otherwise provided in these bylaws, the articles of incorporation, the college charter, or by law, a majority vote of those members present and those who have provided to the secretary a written notice of voting proxy to another board member at any meeting at which a quorum is achieved, shall constitute an action of the board.

SECTION 6. Board Action by Unanimous Written Consent

The chair or the president may request that any action required or permitted to be taken by the board or by any committee be taken without a meeting if a unanimous written consent setting forth the actions taken is signed in counterpart by all members of the board or committee and such written consent is filed with the minutes.

SECTION 7. Executive Sessions

The board and any board or institutional committee may hold any regular or special meeting, or any part thereof, in executive session with participation limited to voting board members. Other individuals may be invited to attend all or portions of an executive session as deemed necessary by the board or committee chair.

ARTICLE VI: Board Officers

SECTION 1. Officers of the Board

The officers of the board shall be the chair, immediate past chair, vice chair, secretary and treasurer. The board may establish additional officers of the board as it deems necessary. All officers of the board shall be elected, voting members of the board. Officers serve at the pleasure of the board and are not subject to board term length or limits outlined in Section 4 as long as they hold office. The president may appoint College staff to assist the officers in carrying out their duties.

SECTION 2. Chair

The chair shall preside at all board and executive committee meetings, have the right to vote on all questions, and otherwise serve as the spokesperson for the board when authorized to do so by a majority of the board. The board chair shall serve as chair of the executive committee and as an *ex-officio* voting member of all other standing committees of the board.

SECTION 3. Vice Chair

The vice chair shall serve as the chair-elect and, in the absence of the chair, shall perform the duties of the office of the chair, including presiding at board and executive committee meetings. The vice chair shall have other duties as may be assigned by the board or chair from time to time.

SECTION 4. Immediate Past Chair

The immediate past chair shall serve as an officer immediately upon completion of his or her term as chair and until the conclusion of the term of his or her successor. The immediate past chair may be assigned duties by the board chair.

SECTION 5. Secretary

The secretary shall be appointed by the chair, subject to board approval. The secretary works closely with the office of the president to maintain a current roster of members and records of attendance. The secretary shall be responsible for insuring proper notice of meetings and for maintaining minutes and records of board action. The secretary shall serve as parliamentarian for the board. In addition to the President, the secretary is authorized to affix the college seal on documents as may require such official recognition.

SECTION 6. Treasurer

The treasurer shall be appointed by the chair, subject to board approval. The treasurer shall coordinate with the chair of the financial integrity committee and the administration, as necessary, with regard to financial matters and shall perform such other duties as are assigned from time to time by the board of trustees or its executive committee.

SECTION 7. Election and Terms

The board shall elect the vice chair as chair-elect at its annual meeting for a six-year succession through chair and immediate past chair. The officers shall serve for a two-year term in each office. Officers whose membership term has ended may serve on the Board as long as they hold office until a new appointment is made.

SECTION 8. Resignation of Officers

Any board officer may resign at any time by submitting a written notice to the board chair or secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

SECTION 9. Removal of Officers

Any officer may be removed from such office by a two-thirds majority vote of the board members at any regular or special meeting of the board called expressly for that purpose.

SECTION 10. Vacancies

Board officer vacancies may be filled through a special election at any regular or special meeting of the board, but election or re-election shall normally take place at the board's annual meeting.

ARTICLE VII: College Officers

SECTION 1. Officers of the College

The officers of the college shall be the president and any other executives established and appointed by the president, subject to board approval. Officers of the college report to and serve at the pleasure of the president.

SECTION 2. President

The president is the chief executive officer of the institution. The president shall be appointed by the board and shall serve at the pleasure of the board. The president may be removed from office only by a two-thirds majority of voting members of the board then in office, provided that notice is sent to all board members in accordance with Article IV, Section 3. The president shall be responsible for the supervision and management of the institution, for the duties mandated by the charter and these bylaws, and for interpreting and implementing the policies of the institution and of the board.

ARTICLE VIII: BOARD COMMITTEES

SECTION 1. Standing and Ad Hoc Committees

The board shall establish such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. Standing committees include but are not limited to three board committees: executive, governance and audit, and three institutional committees: financial integrity, educational quality and resource development. Each committee shall have a written statement of purpose and primary responsibilities approved by the board, and such rules of procedure or policy guidelines as it or the board, as appropriate, may approve. The board chair, in consultation with the governance committee, may establish ad hoc committees, teams or task forces as he/she deems necessary for the exercise of the board responsibilities.

SECTION 2. Committee Membership

Each committee shall have at least three voting members. All committee chairs, vice chairs, and a majority of each committee shall be board members. Each committee shall have a chair and vice chair, who shall serve for two-year terms. The members of each standing committee, except the executive and governance committees, shall be recommended by the governance committee and approved by the board. The board chair shall appoint chairs and vice chairs of each committee, subject to ratification by the board. The president of the institution shall serve as an ex-officio, non-voting member of all board committees and an ex-officio, voting member of all institutional committees. The chair of the board shall be an ex-officio, voting member of all committees. Each committee shall have an officer of the institution, designated by the

president, to assist with its work. A majority of the committee's voting members shall constitute a quorum.

SECTION 3. Executive Committee

The executive committee shall be composed of the officers of the board, the president and the chairs and vice-chairs of all standing committees. The bishop of the Louisiana Annual Conference shall be an ex-officio, voting member of the executive committee. The executive committee is empowered to act for the board between regular board meetings on all matters except for the following, which shall be reserved for the board: (i) presidential selection and termination, (ii) board member and board officer election, (iii) changes in the mission and purposes of the institution, (iv) amendments to the articles of incorporation and bylaws, (v) incurrence of corporate indebtedness, and (vi) conferral of degrees.

SECTION 4. Governance Committee

The governance committee shall be made up of the chair, vice chair, immediate past chair, the president and two at large members appointed by the chair. The purpose of the governance committee is to determine the most effective composition of the board and to develop practices and policies that enhance board performance. The committee is responsible for (i) establishing and maintaining standards of board conduct, (ii) developing and facilitating board member recruitment, (iii) recommending a slate of officers for board approval, (iv) ensuring that board members have adequate orientation and ongoing education, (v) assessing the performance of the board and board members, (vi) conducting regular reviews of the president, (vii) setting the compensation of the president, and (viii) periodically reviewing and ensuring compliance with these bylaws and other board policies.

SECTION 5. Audit Committee

The purpose of the audit committee is to review the institution's financial practices and standards of conduct. The committee is responsible for (i) overseeing the external financial audit, (ii) ensuring compliance with legal and regulatory requirements, and (iii) monitoring internal controls and risk-management systems. The committee shall have authority, through its chair or a majority vote of its members, to ask management to address specific issues within the mandate of the committee as well as the authority to engage independent legal counsel and other professional advisers to carry out its duties. The audit committee chair shall not be a member of the financial integrity committee.

SECTION 6. Financial Integrity Committee

The purpose of the financial integrity committee is to insure the assessment and improvement of the institution's long-term financial health. It is responsible for (i) monitoring financial

performance, (ii) reviewing annual and long-range operating budgets, (iii) reviewing and recommending to the board requests and plans for borrowing, (iv) ensuring that accurate and complete financial records are maintained, (v) ensuring that timely and accurate financial information is presented to the board, and (vi) overseeing the endowment, facilities, property and other institutional investments.

SECTION 7. Educational Quality Committee

The purpose of the educational quality committee is to insure the assessment and improvement of the quality of the college's educational programs. The committee is responsible for monitoring (i) learning goals and outcomes; (ii) program quality, institutional and program accreditation, and program review; (iii) student retention, graduation rates, graduate school acceptances, and job placements; (iv) policies and procedures related to faculty compensation, appointment, tenure, and promotion; (v) academic and co-curricular planning; (vi) and the structure of the academic programs.

SECTION 8. Resource Development Committee

The purpose of the resource development committee is to oversee and facilitate board and board member participation in institutional advancement, resource development, and fundraising activities. The committee is responsible for (i) monitoring resource development plans and progress; (ii) reviewing fundraising policies; (iii) establishing goals for and evaluating board member participation in charitable giving; (iv) participating in identifying, cultivating, and soliciting major donors; and (v) supporting the diversification of and increase of net revenue streams, including net tuition revenue, in support of the college's mission.

ARTICLE IX: Conflicts of Interest

SECTION 1. Conflict of Interest Policy

Board members must act in accordance with these bylaws and the institution's Conflict of Interest Policy. The board shall adopt and revise, as appropriate, the Conflict of Interest Policy. Each provision of this article shall apply to all board members, with and without voting privileges, and all members of any board committees.

SECTION 2. Definition

Subject to the Conflict of Interest Policy, a board member shall be considered to have a conflict of interest if he or she, or persons or entities with which he or she is affiliated; has a direct or indirect interest that may impair or may reasonably appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to the institution.

SECTION 3. Voting

Board members shall disclose to the board any actual, apparent, or possible conflict of interest at the earliest practical time. A board member who has made such a disclosure shall abstain from voting on such matters. Subject to the Conflict of Interest Policy, the board member may be invited by the board to participate in the discussion. The board meeting minutes shall reflect that a disclosure was made and note the board member's abstention from voting. A board member, who recuses himself or herself, may be counted for purposes of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite board action.

SECTION 4. Annual Disclosure

In accordance with the Conflict of Interest Policy, every board member shall complete and sign a disclosure form on an annual basis and update that form as promptly as possible following knowledge of conditions that may create a possible conflict of interest.

SECTION 5. Compensation

Board members serve as volunteers and are not compensated for their services. They may be reimbursed for transportation and other direct expenses while engaged in the discharge of their official board duties.

ARTICLE X: Indemnification

SECTION 1. Indemnification Against Liabilities and Expenses

The institution shall, to the extent legally permissible, indemnify each of its board members and officers against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which he or she has been made a party by reason of being or having been in such role, provided he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the institution. Board members and officers shall not be entitled to indemnification for acts that are adjudicated in such action, suit, or proceeding to be the result of gross negligence or willful misconduct in the performance of duty.

SECTION 2. Advance Payment of Expenses

Expenses, including legal fees, reasonably incurred by any such board member or officer in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by the institution in advance of the final disposition thereof under the condition that the board member or officer repay such advanced fees and costs if it ultimately

is determined that the board member or officer is not entitled to be indemnified by the institution as authorized by these bylaws.

SECTION 3. Eligibility for Indemnification

The board may, at its discretion and to the extent legally permissible, authorize, purchase, and maintain insurance on behalf of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the institution or who serves at the request of the institution as an employee or other agent of an organization in which the institution has an interest.

SECTION 4. Personal Liability

Board members and officers shall not be personally liable for any debt, liability, or obligation of the institution. All persons, corporations, or other entities extending credit to, contracting with or having any claim against the institution may look only to the funds and property of the institution for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the institution.

SECTION 5. Miscellaneous

The foregoing rights of indemnification and advancement of expenses shall not be exclusive of any other rights to which any board member, officer, or employee may be entitled, under any other bylaw, agreement, vote of disinterested board members, or otherwise, and shall continue as to a person who has ceased to be a board member, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI: Amendments to Bylaws

These bylaws may be amended or suspended at any meeting of the board by a two-thirds majority of voting members of the board then in office, provided notice of the substance of the proposed amendment(s) is sent to all board members in accordance with Article IV, Section 3.

ARTICLE XII: Miscellaneous Provisions

SECTION 1. Fiscal Year

The fiscal year of the institution begins on July 1st of each year and ends on June 30th of the succeeding year.

SECTION 2. Nondiscrimination

The institution does not discriminate in its educational and employment policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, national or ethnic origin, or on any other basis proscribed by federal, state, or local law.

SECTION 3. Governance and Control

To the extent that any of these bylaws may be inconsistent with the charter of the college, the charter shall control. No resolution, policy or procedure shall limit the authority of these by-laws or of the board. The board delegates to the president responsibility and authority to implement policy and establish procedures for the administration of the college.