

BYLAWS OF CONCORDIA UNIVERSITY
OF
RIVER FOREST, ILLINOIS
(Revised 14 February 2002)

The affairs of Concordia University of River Forest, Illinois (hereafter "the University"), shall be governed by the following Bylaws.

- I. Concordia University of River Forest, Illinois, shall operate as an affiliate of The Lutheran Church—Missouri Synod.
- II. The Board of Regents, consisting of thirteen (13) Regents, shall provide effective local administrative organization and facilitate the achievement of the mission for which the University is organized. The corporation shall have no members.

A. Membership on the Board of Regents shall include:

1. The President of the Northern Illinois District of The Lutheran Church—Missouri Synod shall serve as a Regent *ex officio*, or, at the District President's discretion, a District Vice President may serve in his stead for the duration of the President's current term of office in the District.
2. Three (3) Regents shall be elected by the Northern Illinois District of The Lutheran Church—Missouri Synod in years divisible by three (3) with a remainder of two (2). The terms of these three (3) Regents shall begin on September first of the year elected.

The three (3) elected Regents shall consist of one (1) ordained minister, one (1) commissioned minister, and (1) layperson.

3. Five (5) Regents shall be elected at the conventions of Synod in years evenly divisible by three (3). The terms of these five (5) Regents shall begin on September first of the year elected.

The five (5) elected Regents shall consist of one (1) ordained minister, one (1) commissioned minister, and three (3) laypersons.

4. Four (4) Regents shall be elected by the Board of Regents for years divisible by three (3) with a remainder of one (1). The terms of these four (4) Regents shall begin on September first of the year for which initially elected. Procedures for the election of these Regents shall be according to section II.A.5. of these Bylaws.

These four (4) elected Regents shall be laypersons.

5. Election of Regents to be elected by the Board of Regents shall be conducted by written ballot at least two meetings prior to September 1.

A Nominating Committee shall be elected at a meeting of the Board at least seven months prior to the election meeting. The Nominating Committee shall consist of three (3) Board members not elected by the Board.

The election of members to serve on the Nominating Committee shall be carried out as prescribed for the election of Regents except that all nominations will be from the Board of Regents membership present at the prescribed meeting.

The Nominating Committee shall meet within thirty (30) days of its election, appoint a Chairperson and complete a slate of eight (8) or more candidates at least sixty (60) days prior to the date of the election.

The Nominating Committee may solicit suggestions for nominees by its own methods but seek a slate which aids the Board of Regents to achieve diversity in terms of education, experience, qualifications, and geographic origin.

The Nominating Committee shall distribute by mail to the Regents the slate of consenting nominees together with data on qualifications of each.

The election shall proceed as follows:

The Nominating Committee will present the previously distributed slate of nominees.

The Chair shall call for additional nominations. Regents elected by the Board are not permitted to add nominees. Additional nominations shall be accompanied by written qualifications and include consent from the nominee.

The Chair will close the nominations.

A secret ballot shall be made with each Regents present voting for up to four (4) different candidates. Any candidate receiving a majority of the votes shall be declared elected unless more than four candidates receive such a majority. Then the four (4) receiving the most votes shall be declared elected. If less than four (4) candidates receive majority vote, a subsequent ballot is held with removal of candidates elected and the candidate (or candidates if tied) receiving the fewest votes.

The Chair shall declare the balloting completed when four (4) candidates receive majority vote.

B. Term of Office

The term of office for all elected Regents is three (3) years. No elected Regent of the Board may serve more than three (3) successive three (3)-year terms.

C. Vacancies

The Board of Regents shall fill vacancies occurring in any elected Regent's terms as follows:

The Chair shall notify the Regents of the vacancy as soon as practical. Members not elected by the Board of Regents shall be invited to submit names of candidates and qualifications according to a prescribed profile.

If Regents have been notified of the vacancy forty-five (45) days prior to the next regularly scheduled meeting of the Board, then the election for a replacement shall be carried out at that meeting.

The election shall proceed as follows:

The Chair will present the previously distributed slate of nominees.

The Chair shall call for additional nominations. Regents elected by the Board are not permitted to add nominees. Additional nominations shall be accompanied by written qualifications and include consent from the nominee.

The Chair will close the nominations.

The election will be carried out by secret ballot until one candidate receives a majority of the ballots cast. If no candidate receives a majority, the election is deferred until the next meeting and the mail nomination process repeated prior to the meeting.

D. The Executive

The authority and responsibility of the Board of Regents shall reside in the Board as a whole. The Board shall delegate the application of its policies and the execution of its resolutions to the President of the University as its Executive Officer.

E. Meetings

1. The Board of Regents may hold regular or special meetings. At least four (4) regular meetings shall be held in a calendar year. A regular meeting is a meeting scheduled in advance and agreed upon by vote of the Board, including date, time, and place, with written notification to all Regents of date, time, and place made by the President.

A special meeting may be called by the Chairman, or, in his absence, by the Vice Chairman, or, in his absence, by the Secretary; or at the oral or written request of any three Regents presented to the Chairman, or, in his absence, to the Vice Chairman, or, in his absence, to the Secretary. The Board Officer calling the meeting shall determine the date, time, and place. Notice of such meeting shall be given in writing or by telephonic or other electronic means by stating date, time, and location, such notice to be made by the President. Care should be taken to ensure that this notice is always reasonable under the circumstances.

All meetings provided by these Bylaws, may be held through the use of conference telephone, or other communications equipment by means of which all persons participating in the meeting can communicate with the others.

2. A quorum for holding meetings of the Board shall consist of eight (8) Regents. The President of the University, not being a Regent, is not counted for quorum or voting purposes.

The act of the majority of the Regents present at a meeting at which a quorum is present shall be the act of the Board of Regents.

No Regent may act by proxy on any matter.

A Regent who is present at a meeting of the Board of Regents at which action on any matter is taken is conclusively presumed to have assented to the action unless his or her dissent or abstention is entered into the minutes of the meeting or unless he or she files a written dissent or abstention before the adjournment of the meeting or immediately thereafter.

3. Attendance of a Regent at any meeting constitutes a waiver of notice unless the Regent attends the meeting for the express purpose of objecting to the meeting because it was not lawfully convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Regents need be specified in the notice or waiver of notice, except that no special meeting of the Board of Regents may remove any Regent of the Board of Regents.

4. All actions by the Board of Regents may be taken by unanimous written consent in lieu of a meeting provided that the subject matter or issue has previously been presented to the Board at a regular or special meeting within the last six months.
5. The President of the University shall attend Board of Regents meetings in an advisory capacity. The President may, with the Board's consent, ask other University Officers to assist in reporting on matters.

F. Organization

1. The Board of Regents shall elect annually a Chairman, Vice Chairman, and Secretary who shall perform the normal duties of those offices. These officers shall be elected at the first meeting of the Board on or after September first and assume office at the conclusion of the meeting in which the election occurred.

Nomination and election of each office will occur in the sequence listed. Election will be conducted by secret ballot. Nominated Regents may be excused to permit discussion among the Regents of qualifications of the candidates. All members shall have one vote and each office must be filled by majority vote.

The Board shall elect officers for vacancies as they may occur to complete the one (1)-year terms.

2. The Board of Regents may appoint necessary standing committees accountable to it, which will assume office at the conclusion of the meeting in which appointed.
3. The Board of Regents may appoint necessary special committees accountable to it which will assume office at the conclusion of the meeting in which appointed.

G. Legal Capacity

The Board of Regents shall constitute the governing body of this corporation. It shall be solely responsible for all matters of educational policy and also for the management and control of the property and assets of the corporation and shall make all contracts and assume all financial obligations in the name of the corporation. The Board shall be responsible for the carrying out and enforcement of the said contracts.

H. General Functions and Duties

1. The Board of Regents shall make certain that the work of the University, as a part of the system of education within which it exists, is carried on effectively. To this end, it shall establish a Board Policy Manual setting forth the Ends to be pursued by the University, the processes by which it will govern the University, the leadership responsibilities assigned to itself and to the President, respectively, and the limitations placed on the means by which the President may pursue the assigned ends.
2. The Board of Regents shall be responsible for the educational program of the University.

3. The Board of Regents shall be responsible for the employment and general welfare of its instructional staff members and other employees for their working conditions and for the proper housing of instructional staff members. It shall develop policies to include salary and wage scales, provisions for appointment, promotion, tenure, vacations, periodic health examinations, sick and service leaves, dismissal, retirement and pension, and other employee welfare and benefit provisions.
 4. The Board of Regents shall be responsible for the general welfare of the students of the University, the adequacy of their housing and boarding facilities, the health service available to them, and the appropriateness of the co-curricular activities.
 5. The Board of Regents shall be responsible for the efficient business management of the University.
 6. The Board of Regents shall be responsible for the condition of the physical property of the University and shall arrange for the adequate operation, management, control, and supervision of the University's property, grounds, buildings, and equipment.
 7. The Board of Regents shall also have authority, in its discretion, to grant such literary honors and degrees as are usually granted by universities, colleges, and educational institutions, the same to be issued under the corporate seal of said corporation and to be signed by the Chairman and Secretary thereof and attested by the President of the University.
 8. A conflict of interest may exist where a Regent has the opportunity to influence the University's business, administrative, academic, or any other decisions in ways that could lead to a personal gain or advantage of any kind, or any other set of facts which could be reasonably construed as being in conflict with the interests of the University. Where there is a possible conflict of interest relative to any matter presented to the Board of Regents for consideration, the Regent thereby affected shall take reasonable steps to ensure that the material facts of the matter are known or disclosed to the Regents who authorize, approve, or ratify it.
 9. Nothing contained elsewhere in these Bylaws shall be interpreted to prohibit the Board of Regents from engaging for a reasonable period, with the right of termination on agreed terms, an individual, firm, or corporation to buy, sell, manage, and otherwise deal with the investment funds of the University, subject to general supervision by the Board of Regents.
- III. Mortgages, notes, bonds of indebtedness, and real estate purchases, sales, or transfers must be authorized by a majority vote of the Regents present at any duly called and constituted meeting of the Board of Regents. When so authorized, mortgages, notes, bonds of indebtedness, real estate purchases, sales, or transfers shall be executed in the name of the University and shall be impressed with the corporate seal. All other security documents and contractual agreements shall be signed by the President of the University or other administrative officer empowered by authorization of the Board of Regents.
- IV. The corporation through its Board of Regents shall have power and authority to exercise all of the legal powers granted to Illinois not for profit corporations under the Illinois General Not for Profit Corporation Act of 1986, as amended from time to time, or any successor statute, and all legal powers granted to the corporation under any other applicable law, including, without limitation,

the Illinois Uniform Management of Institutional Funds Act, notwithstanding any other provision contained in these Bylaws.

- V. Regents and officers of the corporation shall be, and employees and agents of the corporation may be, indemnified for liabilities arising out of their action and in behalf of the corporation to the fullest extent permitted by the Illinois Not for Profit Corporation Act of 1986, as amended from time to time, or any successor statute. Insurance may be purchased by the corporation to protect the Regents, officers, employees, and agents from such liabilities.
- VI. These Bylaws may be amended by majority vote of the Regents of the Board of Regents at any regular or special meeting.

ADOPTED Board of Regents, 9/14/87; amended, 5/25-26/90; amended, 10/14-15/91; amended, 8/13-14/92; amended, 10/12-13/92; amended, 12/4-5/95; amended, 12/2-3/99, amended, 2/14-25/02.