



**BYLAWS OF**

**CONCORDIA UNIVERSITY CHICAGO**

**Adopted December 16, 2016**

**Effective January 1, 2017**

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## I. GENERAL GOVERNANCE

### A. Offices

The address of the registered office of Concordia University, an Illinois not-for-profit corporation doing business as Concordia University Chicago (the “**University**”) in the State of Illinois shall be at 7400 Augusta Street, River Forest, Illinois 60305 (Cook County). The Corporation may have other offices, both within and without the State of Illinois, as the Board of Regents of the University (the “**Board**”) from time to time shall determine or the business of the University may require. Any records maintained by the University in the regular course of its business, including its books of account and minute books, may be maintained on any information storage device or by any method; provided that the records so kept can be converted into clearly legible paper form within a reasonable time. The University shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law or regulation.

### B. No Compensation

Except for reimbursement for reasonable travel expenses pursuant to the University’s expense reimbursement policies in effect from time to time, and courtesies provided to Board members by virtue of service (e.g., parking permit, academic regalia rental, lodging for Board meetings, similar items, and items available to Board members on the same basis as faculty or staff), no Board member shall be entitled to compensation for service as a Board member.

## II. BOARD ORGANIZATION

### A. Number and Election

1. The Board may consist of not more than eighteen (18) voting members and not less than fourteen (14) voting members.
  - a. One (1) ordained minister, one (1) commissioned minister, and two (2) lay persons are elected at each convention of The Lutheran Church-Missouri Synod (“Synod”), in accordance with Synod election procedures.
  - b. One (1) ordained minister, one (1) commissioned minister, and two (2) lay persons are elected at each convention of the Northern Illinois District of the Synod (the “**District**”), in accordance with District election procedures.
  - c. The Praesidium of the Synod, after consultation with the President of the University and the Board, will appoint one (1) member who may be an ordained minister, a commissioned minister, or a lay person.
  - d. The District President serves *ex officio* as a voting member of the Board.

- e. The Board shall appoint no fewer than four (4) and no more than eight (8) persons to serve as Board-appointed voting members of the Board. Board appointed voting members may be ordained ministers, commissioned ministers, or lay persons. No Board-appointed member may be appointed between the opening of a Synod convention and September 1 immediately following. The Board has set the number of such positions at seven (7); such number may be revised by Board action from time to time without the need to amend these Bylaws.
2. The President of the University is *ex officio* a member of the Board, who shall have voice but not vote, and who may attend the meeting of any committee established by the Board. The President shall recuse himself from any discussion of presidential evaluation or compensation.
3. The Board of Concordia University Foundation, River Forest, Illinois (“Foundation”), may from time to time designate a representative to the Board, who (i) shall be a representative of the Foundation to the Board but not a member of the Board, (ii) shall have voice but not vote, and (iii) who may be appointed by the Board to serve on one or more committees established by the Board (the “Foundation Representative”).

## **B. Terms and Term Limits**

1. Except for the District President, all voting members shall be elected to three (3)-year terms. The term of office of the District President as a voting member of the Board shall coincide with his term of office as District President.
2. The term of office of the President of the University as a nonvoting member of the Board shall coincide with the term served as President of the University. The term of the Foundation Representative as a representative of the Foundation to the Board shall be for such term as the Foundation may appoint such individual to serve as its representative to the Board.
3. Members elected at Synod conventions assume office on the September 1 immediately following the Synod convention at which they are elected, and serve until the earlier of their resignation or the date their successor assumes office. Members elected at District conventions assume office on the first (1<sup>st</sup>) day of the third (3<sup>rd</sup>) month following the District convention at which they are elected (e.g., if the convention occurs in March, members would take office June 1), and serve until the earlier of their resignation or the date their successor assumes office. The member appointed by the Praesidium of the Synod will assume office on the later of September 1 immediately following the Synod convention or the date of appointment by the Praesidium and serve until the date of such member’s resignation or the date a successor assumes office. Members appointed by the Board assume office on the first (1<sup>st</sup>) day of the month following the Board meeting

at which they were appointed, and unless they voluntarily resign or are removed, serve for the longer of a full term of three-years (regardless of the length of service of their predecessor) or until their successor is elected and assumes office.

4. All voting members, except the District President, are limited to three (3) consecutive full terms. A voting member who has served at least one-half (1/2) of a term (eighteen (18) months) shall be deemed to have served a full term for purposes of term limits. Except for the District President, a voting member who has completed three (3) consecutive full terms shall be ineligible for service on the Board until at least three (3) years have elapsed since the end of the last term served.
5. Except for the District President, any voting member may resign at any time by notice given in writing or by electronic transmission to the Chairman and Secretary. Such resignation shall take effect at the date of receipt of such notice by the Chairman or at such later time as is therein specified. A voting member appointed by the Board may be removed by a vote of at least two-thirds (2/3) of the members of the Board present at a duly constituted meeting of the Board. Voting members elected by the District, the Synod, or the Praesidium may be removed only by their respective appointing body.

### **C. Officers**

1. The corporate officers of the University shall be a Chairman, Vice Chairman, Secretary, who shall be voting members of the Board, and a President of the University and a CFO/Treasurer, who need not be voting members of the Board. The Chairman, Vice Chairman and Secretary shall be elected by the Board at the first regular meeting following September 1 of each Synod convention year for a three-year term. In the event of a resignation or removal of any such officer prior to the expiration of his or her term, the Board shall elect an officer to fill the remaining term of the officer who has resigned or been removed. The election, term of service and qualifications of the President of the University shall be in accordance with the Bylaws of the Synod. The CFO/Treasurer shall be elected by the Board for a term commencing on the effective date of his or her election and continuing until his or her resignation, termination of employment by the University or removal from office.
2. The Chairman presides at all meetings of the Board. Where appropriate, the Chairman shall be the spokesman and correspondent on behalf of the Board as a whole. The Chairman may execute approved documents and resolutions on behalf of the Board.
3. The Vice Chairman serves in the absence of the Chairman. The Vice Chairman may execute approved documents and resolutions on behalf of the Board in the absence, or at the direction, of the Chairman, or as a second signature.

4. The President of the University is the executive officer of the Board who shall serve as the spiritual academic and administrative head of the University. The President is the principal agent of communication between the University and Synod, its officers and boards, between the University and Concordia University System, between the University and the community, and between the University and its constituency and shall have such other duties and responsibilities as assigned by the Bylaws of the Synod or the Board. The President may, on behalf of the University, execute any corporate documents, records or instruments.
5. The CFO/Treasurer shall have custody of all funds, property and securities of the University in accordance with the policies and procedures determined by the Board. When necessary and proper, the CFO/Treasurer may endorse, on behalf of the University, for collection checks, notes and other obligations, and shall deposit the same to the credit of the University at such bank or banks or depositories as may be determined by the Board or in the absence of such determination as may be selected by the CFO/Treasurer. Subject to the policies of the Board, he or she shall sign all receipts and vouchers, and, together with such other officer or officers, if any, as may be designated by the Board, he or she shall sign all checks of the University. The CFO/Treasurer shall further have such other duties and responsibilities as assigned by the Board. The CFO/Treasurer may, on behalf of the University, execute any corporate documents, records or instruments.
6. The Secretary is responsible for keeping minutes of Board proceedings (with the assistance of staff). The Secretary may execute and certify approved documents and resolutions on behalf of the Board. The Secretary shall transmit official Board correspondence, overtures, and the like to the appropriate parties and shall attest to and certify the signatures of officers. The Secretary shall also serve as corporate secretary of the University. The Board may also appoint one or more assistant secretaries, who shall assist the Secretary with the maintenance of records, certify documents approved by the Board, attest to and certify the signatures of officers and perform such other functions as may from time to time be assigned by the Board.
7. The Board may elect one or more vice presidents or other officers or assistant officers as it shall determine to be necessary for the conduct of the affairs of the University. Any such officer, if so elected, shall have such power and authority and only such power and authority as the Board shall by formal action delegate to such officer and, unless designated as such by formal action of the Board, shall not be a corporate officer.
8. The Board may, at any time, and with or without cause, remove any officer from office; provided that in acting to remove the President of the University from office, the Board must act in compliance with the Bylaws of the Synod. Termination of an officer's service shall not, of itself, terminate such officer's membership on the Board

(in the case of the Chair, Vice Chair and Secretary) or rights under any contract of employment with the University.

#### **D. Board Meetings**

1. The Board shall meet in person at least three (3) times per year, and may hold additional meetings either in person or by audio or video conference as needed. The annual meeting of the Board will be held during the month of September of each year. Dates for regular in-person meetings for the new academic year (the "Regular Meetings") shall be established annually at the September meeting. Additional special meetings may be called by the Chairman or the President of the University, either of their own volition or upon the request of any five (5) board members.
2. A quorum, consisting of at least a majority of the current voting membership then serving shall be required to transact business at any meeting of the Board. Except as otherwise expressly required by these bylaws, the Articles of Incorporation or by applicable law, the act of a majority of a quorum shall be the act of the Board.
3. Notice by electronic mail stating the place, day and hour of the meeting and if the meeting is to be held by telephone conference or video conference, the information necessary to gain access, shall be delivered to each member of the Board and the Foundation Representative at least five (5) days prior to the meeting; provided, that if the Chairman in his sole discretion determines that urgent circumstances exist requiring prompt action, the notice period may be reduced to not less than twenty-four (24) hours but in such event reasonable efforts (telephone, personal communications, or e-mail acknowledgment) shall be made to confirm that all members have received notification. In the case of a special meeting, the notice shall also state the purpose or purposes for which the meeting is called and the topics to be considered.
4. Members of the Board may participate in and act at any meeting of the Board held through the use of telephone conference, video conference or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in meetings conducted using such electronic means shall constitute attendance and presence in person at the meeting of the person or persons so participating.
5. Proxy votes are not permitted, however, any action of the Board may be taken without a meeting if written consent to such action by each voting member of the Board is executed and returned to the Secretary, in person, by U.S. Mail or other delivery service, by facsimile transmission or as an electronic record (e.g., by e-mail or other electronic transmission), which electronic record may be signed using an electronic signature.

6. Board meeting materials are provided through an electronic board docket. Materials can be annotated but for purposes of confidentiality, generally cannot be printed or forwarded. Absent extenuating circumstances, the Board packet will be available no later than two (2) weeks prior to each regular Board meeting, to allow a reasonable time for Board members to review the materials.
7. Meetings may be held at such place, if any, either within or outside the State of Illinois as shall be designated from time to time by resolution of the Board. If a meeting is to be held at a location other than the University campus in River Forest, Illinois, notice of such other location shall be transmitted to all Board members at least thirty (30) days prior to the meeting. Any properly noticed meeting of the Board, including an adjourned meeting, may be adjourned and reconvened to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board shall be given to each member whether or not present at the time of the adjournment. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.
8. Whenever the giving of any notice to members is required by applicable law, the Articles of Incorporation or these Bylaws, a waiver thereof, given by the member entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a member at a meeting shall constitute a waiver of notice of such meeting unless the member, upon arriving at the meeting (if the objection is with respect to notice of the meeting itself) or prior to the vote on any matter as to which the member asserts that proper notice was not given, objects to the lack of notice and does not vote for or assent to any action as to which the member asserts lack of required notice. Neither the business to be transacted at, nor the purpose of, any regular or special Board meeting need be specified in any waiver of notice.
9. The current edition of Robert's Rules of Order Revised shall govern Board proceedings except as otherwise required by Policies or specified in these *Bylaws*.

#### **E. Committees**

1. The Board shall have an Executive Committee and six (6) additional standing committees: Academics, Administration, Finance and Audit, Governance, Planning and Oversight, and Student Success. Standing committee chairmen and members shall be appointed by the Chairman from time to time and approved by the Board. Committees may meet with administration and staff members present for advice and consultation, and/or in executive session, as the respective committee chairmen shall determine. The Executive Committee shall, except as limited by applicable law, have and exercise the authority of the Board of Directors in the management of the University when the Board is not meeting. Any action taken by the Executive Committee shall be reported to the full Board by electronic means within twenty-four (24) hours of the time the action was taken.

2. The Executive Committee shall consist of the Chairman, Vice Chairman, and Secretary. The provisions contained in these Bylaws regarding notice and conduct of meetings shall also apply to meetings of the Executive Committee.
3. The Board committee structure exists for efficiency of administration, and is not to be viewed as a substitute for the function of the Board as a whole. Except for the Executive Committee, no Board committee shall exercise the authority of the Board unless such authority has been expressly delegated to it by formal Board resolution. Appropriate staff and other persons as the committee chairman determines may attend Board committee meetings, but committee action shall require the affirmative vote of a majority of the Board members appointed to serve on such committee. The Board may revise the committee structure and/or create ad hoc committees from time to time as needed.
4. Additional committees not having and exercising the authority of the Board in the management of the University may be established by the Chairman or by a resolution of the Board. The members of any committee so established need not be members of the Board and shall be appointed by the Chairman, unless the Board has reserved the right to appoint the members of such committee and/or has required that they be members of the Board.
5. The Board may meet as a “committee of the whole” with other persons (e.g., the Foundation board, the Concordia University System board, town hall meetings), but no votes shall be taken at such meetings. Under no circumstances shall the Board delegate its authority to, nor commingle its authority with, that of any body that includes individuals who are not voting members of the Board.

#### **F. Agenda**

Regular meetings of the Board ordinarily occur over two days (currently Friday/Saturday), including committee meetings and plenary sessions of the Board (provided that reasonable modifications may be made as required due to staff availability, number of items on the agenda, *et cetera*). The specific agenda for each meeting shall be determined by agreement of the Chairman and the President of the University.

#### **G. Vacancies**

1. For vacancies, reappointments, or expirations of eligibility for any Board-appointed position on the Board, the Chairman shall promptly notify the Board members thereof and invite them to submit nominations for appointment. The notice shall state the period of time during which nominations may be submitted, which period may not be less than thirty (30) days from the date of such notice. The Board shall act not later than the next regular meeting after the nomination period expires.

2. If a vacancy arises in a District-elected position on the Board, the Chairman shall promptly notify the Board members and invite them to submit nominations for appointment. The notice shall state the period of time during which nominations may be submitted which period may not be less than thirty (30) days from the date of such notice. Using the nominations received, the Board shall submit a slate of candidates to fill the vacancy to the District Board of Directors not later than the next regular meeting after the nomination period expires.
3. If a vacancy arises in a Synod-elected position on the Board, the Chairman shall promptly notify the Board members and invite them to submit nominations to be suggested to the appropriate Synod appointing authority. The notice shall state the period of time during which nominations may be submitted which period may not be less than thirty (30) days from the date of such notice. Based on the nominations received, the Board shall submit a recommendation to the appropriate Synod appointing authority.

### **III. Indemnification of Officers, Directors and Employees**

1. *Third Party Action.* The University shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the University) by reason of the fact that such person is or was a regent, officer or employee of the University, or who is or was serving at the request of the University as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the University, and, regarding any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that such person reasonably believed to be in or not opposed to the best interest of the University, or regarding any criminal action or proceeding, that the person had reasonable cause to believe that such person's conduct was unlawful.
2. *Expenses.* Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the University in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer or employee to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the University as authorized herein.

3. *Not Exclusive Provisions.* The indemnification and advancement of expenses provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, contract, agreement, vote of disinterested regents, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a regent, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.
4. *Insurance.* The University shall purchase and maintain insurance on behalf of any person who is or was a regent, officer or employee of the University, or is or was serving at the request of the University as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such.

#### **IV. Amendments to Bylaws**

The Bylaws of the University may be altered, amended, repealed or restated by the affirmative vote of two-thirds (2/3) of the full voting membership of the Board; provided that the nature and purpose of the proposed amendment has been included in the notice of the meeting at which such vote is taken.