BYLAWS
OF
WARNER UNIVERSITY
A NOT-FOR-PROFIT EDUCATION CORPORATION

These are the Bylaws of Warner University. A Board of Trustees has been authorized by the University in its Articles of Incorporation to manage the affairs and execute the objectives and purposes of the University.

ARTICLE I
BOARD OF TRUSTEES

The Board of Trustees is the governing board of the institution. It is the legal body with specific authority over the institution. The Board of Trustees shall be an active policy-making body and shall be responsible for ensuring that the financial resources of the institution are adequate to provide a sound educational program and to carry out the mission of the institution. The Board shall be responsible for the development and periodic review and approval of the institutional Mission Statement and ensure it is communicated to the various constituents of the institution. The specific duties of the Board of Trustees include the following:

A. Selection and periodic evaluation of the Chief Executive Officer.
B. Review and approve the annual budget submitted by the President.
C. Approve all long-term plans involving capital improvements.
D. Set the policies of the institution.
E. Perform other functions prescribed by these bylaws.

Section 1 - Membership

The Board of Trustees may consist of thirty (30) ratified members with a minimum of twenty-five (25) as follows:

A. A minimum of ten (10) members of the Board of Trustees shall be currently ordained ministers of the Church of God.
B. A minimum of fifteen (15) members of the Board of Trustees shall be laymen affiliated with the Church of God, preferably with professional or business experience.
C. Five members may be from the church at large.
D. In addition to the above, the Board of Trustees shall not exceed five ex-officio non-voting members, said members to be the President of the University, Vice President/Chief Academic Officer of the University, the Vice President for Finance and Business, and a faculty member appointed by the faculty.
E. The president of the Student Government shall be invited as a guest to attend the regular annual meeting of the Board and shall be granted reasonable privileges of the floor.
F. No person directly employed by the University, except those above specifically designated ex-officio non-voting members, shall hold the office of Trustee of the Board.

Section 2 - Trustees Emeritus

The Board shall be authorized to ratify and invite the attendance and participation by such members who shall be recommended by the President and so named by the Executive Committee by reason of distinguished, faithful or outstanding service, as Trustees Emeriti. Such Trustees Emeriti shall be entitled to all rights and privileges of regular board members except the right to vote on matters before the Board. It is hereby declared to be the policy of the University that this office be recognized as an award for high, lengthy and honorable service to the University.
Section 3 - Selection of Board Members and Officers

A. Annually the Committee on Trusteeship shall:

1. Submit to the Board of Trustees for ratification by the Board and by the General Assembly of the Church of God names of qualified ministers and laity that have agreed to serve on the Board, if ratified, and as officers or members of the Executive Committee, if ratified.

2. The Committee will present a name for each board position to be filled. These persons will be ratified by the Board and then presented to the General Assembly of the Church of God for its ratification for a term of five (5) years.

B. Only those members who meet the requirements specifically outlined in the Bylaws shall have voting privileges.

C. The term of office of the ratified Board members, unless otherwise stated at the time of ratification, shall be five years with the term beginning immediately following the ratification of the General Assembly.

1. After serving three successive terms or fifteen years, a member shall be ineligible for ratification for a period of one year.

2. The terms of office shall be staggered in classes in order that approximately one fifth of the voting membership of the Board shall be ratified annually.

Section 4 – Vacancies

A. In the event of a vacancy, the Executive Committee is empowered to appoint a Trustee to fill the vacancy.

B. Any Trustee who refuses, fails or is unable to serve shall be retired from membership of the Board, and the Executive Committee thereof shall fill the unexpired term by appointment.

Section 5 – Board Member Dismissal

Any Trustee may be removed from office for cause.

1. Cause shall be defined as lengthy unexcused absence, immorality, gross incompetence, wanton neglect of duties, any conduct rendering the member unfit to serve, or any conduct tending to bring the Board, the University or its institutions into disgrace or disrespect with the Church of God or the public.

2. Upon written complaint or charge by any person, the Executive Committee shall notify the party charged, in writing, at the last known address by certified mail with return receipt requested, and shall forthwith investigate the complaint or charge. The party charged shall be granted the right to be heard in his or her own defense.

3. Upon determination of conduct constituting cause by the party charged, the Executive Committee shall cause its finding to be made in writing and deliver a true copy thereof to the party charged along with notice of his or her removal.

Section 6 - Officers of the Board of Trustees

A. The Officers of the Board of Trustees shall be elected from among the membership.

B. The Officers shall include: Chairperson, Vice Chairperson, and Secretary.

C. The Chairperson and Vice Chairperson shall be currently active ordained ministers of the Church of God or shall be laymen affiliated with the Church of God.

D. They shall be ratified by secret ballot for terms of three (3) years after presented by the Committee on Trusteeship.

E. The Chairperson and Vice Chairperson shall be ineligible for re-ratification for a period of one (1) year after having served three (3) successive terms.

F. In the event of a vacancy, any office may be filled by the Executive Committee of the Board until the next regular meeting of the Board.
Section 7 - Annual Meeting

A. There shall be an annual meeting of the members of the Board at a time and place determined by the Board of Trustees.

B. Notice of the time and place of the annual meeting shall be given to each participant at least thirty (30) days prior thereto, by mail.

Section 8 – Chairperson

A. The Chairperson of the Board shall preside at all regular and special meetings of the Board and shall be ex-officio member of all standing committees of the Board.

B. The Chairperson shall recommend to the Executive Committee for appointment the members and chairs of all standing committees of the Board annually.

Section 9 - Vice Chairperson of the Board

The Vice Chairman shall perform the duties of the Chairperson in the absence or disability or at the request of the Chairperson.

Section 10 – Secretary

A. The Secretary of the Board shall keep a complete record of the proceedings of all the meetings of the Board, and of the Executive Committee, and shall cause copies of all such minutes to be promptly mailed or delivered to all members of the Board of Trustees.

B. Shall perform such other duties as are from time to time directed by the Board.

Section 11 – Meetings

A. Regular Meetings - At least one regular meeting of the Board of Trustees shall be held annually.

1. Such meetings shall be called by the Chairman of the Board and written notice shall be given by the Secretary to each member of the Board not less than thirty (30) days or more than sixty (60) days before the date of said meeting. The fall meeting shall be deemed the annual meeting.

2. The notice shall state the date, place and hour of said meeting and shall be delivered to each member of the Board personally or by United States mail.

3. All meetings shall be held at the University unless otherwise specified in the notice, and shall be with closed doors and no person not a member of the Board will be allowed to be present without the consent of the Board.

4. The Board or any of its committees is authorized to hold executive sessions with only the voting members in attendance.

B. Special Meetings - Special meetings may be called by the Chairperson of the Board whenever the President of the University, the Executive Committee or any three (3) members of the Board shall so request, and in case there shall be no Board Chairperson, then such meeting may be called by the Vice Chairperson or the Secretary upon a like request.

1. Written notice of the date, place and hour of such special meetings shall be given not less than ten (10) days in advance of the special meetings, and such notice shall state the purpose or purposes of the meeting, unless waived by the Board.

2. No business shall be transacted at any special meeting except that which has been specified in the notice, unless said business is of an emergency nature, and the Board declares said emergency to exist.

3. A special meeting shall require a quorum either present in attendance or via of conference call to transact business.

C. Quorum and Rules - A quorum shall consist of fifty percent plus one of the voting members of the Board. Roberts Parliamentary Rules, as modified from time to time, shall be observed in conducting the business of the Board.

D. Order of Business - The Chairperson of the Board shall cause preparation of a proposed agenda for the order of business for each meeting. The final agenda shall be subject to approval by the Board.
**Section 12- Standing Committees** - There shall be five (5) Standing Committees of the Board as follows:

A. Executive Committee

B. Committee on Student Services

C. Committee on Business and Finance

D. Committee on Institutional Advancement

E. Committee on Trusteeship

A. Executive Committee

1. Membership
   a. The membership of the Committee shall be comprised of the President of the university, ex-officio non-voting, and eight (8) members of the Board, including the Chairperson, Vice Chairperson, Secretary and five (5) other elected members of the Board ratified by the Board at its annual meeting. The Board shall also ratify one alternate member.
   b. The ratified Board officers shall serve as officers of the Executive Committee.
   c. The Executive Committee shall have a minimum of two regular meetings per year as determined by the Committee.

2. Functions and Responsibilities
   a. The Executive Committee shall have full power to act for the Board of Trustees when the full Board is not in session, unless otherwise limited herein or by the Board.
   b. In accordance with the general policy of the Board and during times between the Board meetings, it shall act on such matters as require Board action prior to the next meeting of the Board and shall discharge other duties as the Board may assign to it from time to time.
   c. The Executive Committee shall not have the authority to employ or dismiss the President and it shall not have the power to remove members from the Board or to fix or change the period of their services nor shall the Executive Committee have the power to confer academic or honorary degrees.
   d. The Executive Committee shall advise and consent to the Chairperson in the appointment of the members of all committees and other committees, which may be from time to time designated by the Board.
   e. It shall nominate to the Board of Trustees candidates for honorary degrees.
   f. The Executive Committee shall be responsible for receiving the proposed budget presented by the President and after giving careful consideration, submit the proposed budget, including itemized statement of probable income and sources and estimated expenses with its recommendations, to the members of the Board for its consideration and action.

B. Committee on Student Services

1. Membership
   a. The Committee shall be comprised of at least five (5) members of the Board appointed by the Executive Committee. The Vice President/Chief Academic Officer and Dean of Students shall be ex-officio non-voting representatives to the Committee.
2. Functions and Responsibilities - The Committee on Student Services shall be responsible for reviewing and advising on:
   a. Policies relative to the selection of faculty, academic salary ranges and fringe benefits.
   b. Development of curriculum, standards for admission and graduation, and programs which shall contribute to and improve academic achievement.
   c. Standards for admission and graduation.
   d. Campus life including student housing, discipline, health, safety, and counseling services.
   e. Student Government and other student organizations.
   f. Co-curricular activities, social programs and the activity calendar.
   g. Spiritual and religious life activities and services.
   h. Career services, student placement and Student Life records.
   i. Intercollegiate athletics.

C. Committee on Business and Finance

1. Membership
   a. The Committee on Business and Finance shall be comprised of at least five (5) members of the Board appointed by the Executive Committee.
   b. The Vice President for Finance and Business shall be an ex-officio non-voting representative to the committee.

2. Functions and Responsibilities - The Committee shall be responsible for reviewing and advising on policies relative to all matters of finance and business, including:
   a. Investment of university funds.
   b. Receipt, custody, disbursement and accounting of all university funds, which shall include, but not be limited to, endowment funds, construction funds, operating funds, and student loan funds.
   c. Purchasing of supplies and equipment for operation and maintenance of buildings, grounds and equipment.
   d. Expansion and development of the university campus and the Master Plan.
   e. Financial operation of auxiliary enterprises.
   f. Reviewing legal matters.

D. Committee on Institutional Advancement

1. Membership
   a. The Committee on Institutional Advancement shall consist of at least five (5) members of the Board appointed by the Executive Committee. The Vice President for Advancement and Vice President for Enrollment Management and Marketing shall be an ex-officio, non-voting representatives to the committee.

2. Functions and Responsibilities – The committee shall be responsible for reviewing and advising on policy relative to the following:
   a. Matters of fundraising and donor relations.
   b. Reviewing and advising on publicity and public relations.
c. Community relations.
d. Alumni and parent relations.
e. Church relations.
f. Standards for admission.
g. The recruiting and retention of students to the university.
h. Financial aid and its impact on recruitment and retention.
i. Budget priorities related to recruitment of students.

E. Committee on Trusteeship

1. Membership
   a. The Committee on Trusteeship shall consist of at least five (5) members of the Board appointed by the Executive Committee.

2. Functions and Responsibilities
   a. Comply with Article I, Section 4, Selection of Board Members and Officers.
   b. Educate and orientate Trustees regarding Trustee responsibilities.

Section 13 – Conflict of Interest Policy

The following statement of policy applies to each member of the Board and to all officers of Warner University. Further, it is intended to serve for the guidance of all persons employed by the institution, regardless of position.

A. Fiduciary Responsibility – Members of the Board, officers, and staff serve a public interest role and thus have a clear obligation to conduct all affairs of the institution in a manner consistent with this concept. All decisions of the Board and officers of administration of Warner University are to be made solely on the basis of a desire to promote the best interests of the institution and the public good.

B. Disclosure – The policy of the Board of Warner University requires that in the event the Board or officers must consider any transaction for the institution which also involves (1) a member of the Board or any officer of the institution or a member of his or her family (which shall be a spouse, parent, sibling, child, or the spouse of any such person, or (2) an organization with which a member of the Board or any officer of the institution is affiliated, such trustee or officer, at the first knowledge of the transaction and the interest or involvement, shall disclose fully the precise nature of the interest or involvement.

1. Disclosure is further required of Board members and officers of the institution concerning all relationships and business affiliations that reasonably could give rise to a conflict of interest involving the institution. This disclosure shall be continuously reported and kept current, as set forth below. For the purpose of this policy, affiliation is understood to prevail if the trustee or officers, or a member of the family:
   a. Is a officer, director, trustee, partner, employee, or agent of such organization, or
   b. Is either the actual or beneficial owner of more than five percent of the voting stock or controlling interest of such an organization, or
   c. Has any other direct or indirect dealings with such organization from which he or she knowingly is materially benefited (for example, through receipt directly or indirectly of cash or other property in excess of $250 a year including dividends or interest).

2. All disclosures required under this policy must be directed in writing to the Secretary of the Board or to the University president who, together with the Executive Committee of the Board of Trustees, shall be responsible for the administration of this policy. Matters under this policy concerning trustees shall be reported initially to the Chairman of
the Board for appropriate action; those concerning staff will be referred initially to the President. Information disclosed to the Secretary or President shall be held in confidence except when, and only to the extent that, the best interest of the institution would be served by disclosing the information.

C. Restraint on Participation – Trustees or officers who have declared or been found to have conflict of interest in any matter before the administration or the Board shall refrain from participating in consideration of the proposed transaction, unless for special reasons the Board or administration requests information or interpretation from the person or persons involved. The person or persons involved should not vote on such matters and, if the vote is taken in executive session or upon request by the body voting, should not be present at the time of vote.

1. Any board member who is uncertain about possible conflict of interest in any matter may request the Executive Committee to determine whether a possible conflict prevails; such committee shall resolve the questions by majority vote. When possible, the question of potential conflict should be referred to counsel for an opinion prior to such committee’s vote.

**ARTICLE II**

**UNIVERSITY PERSONNEL**

**Section 1 - Officers**

The officers of the University shall be as follows:

A. The President shall be employed by the Board of Trustees to serve as the Chief Executive and Administrative Officer of the University, and shall conduct the affairs of the University under the supervision of, and in accordance with the policies and directives of the Board of Trustees, and further:

1. Shall have the power to confer earned degrees when requirements have been fulfilled, and upon recommendation of the faculty, and shall have the power to confer honorary degrees when authorized by the Board of Trustees.

2. Shall exercise such direction and supervision of the University as will promote its effectiveness within the aims, policies and precepts established by the Board of Trustees.

3. Shall have the responsibility for the initiation of plans for education programs, services, public information and other activities to increase the University funds and facilities, for personnel management, for physical facilities and equipment, and for financial receipts and expenditures in accordance with these Bylaws.

4. Shall be an ex-officio non-voting member of the Board, and shall be ex-officio non-voting member of all the standing committees.

5. Shall have the privilege of the floor at all meetings of the Trustees, except when they are in Executive session.

6. Shall prepare or cause to be prepared and presented to the Executive Committee, a complete and detailed proposed annual budget for the operation of the University for the next ensuing fiscal year.

7. Shall be a member and the ranking officer of the faculty.

8. Shall appoint such faculty and administrative personnel as are required for the maintenance of high academic standards and effective implementation of the policies of the Board of Trustees with the proviso that the chairman of the Church Ministries Department shall be an active participant in the Church of God Movement.

9. Shall employ or discharge subordinate administrative personnel.

10. Shall appoint such committees of the faculty as he deems necessary for the welfare of the University and may assign such tasks and responsibilities to committees, faculty and administrative personnel as he facilitates the business of the University.

11. Shall in the exercise of all of the powers and in the discharge of all the duties be responsible alone to the Board and shall be the official medium of communication between members of the Board and the faculty or any individual university personnel, group or committee.

12. Shall be final authority of the internal affairs of the University, including disciplinary cases.
13. Shall have the authority, with the advice of the Vice President/Chief Academic Officer, the Faculty or any relative committee thereof, to determine the courses of study, the schedule for classes and the methods of instruction.

14. Shall have the authority to sign checks in execution of university business and to formulate contracts with faculty and staff for the University.

15. Shall make an annual report of the total operation and the state of affairs of the University to the Board at its annual meeting, and shall cooperate with and advise the various committees from time to time as is necessary for their operations.

16. Shall report directly to the chairman of the Board of Trustees on all matters not specifically covered.

17. Shall hold office under the provisions of a written contract with the Board of Trustees, which contract will set forth the tenure in office and the manner of removal from office, which contract shall be ratified by vote of not less than two-thirds of the members of the Board of Trustees.

18. The President shall be an active participant in the Church of God Movement (Anderson, Indiana) and shall believe in its doctrinal concepts and its mission manifested by his commitment thereto and by his devotion and service.

19. Shall notify the Trustees of appointment of ratification and shall notify them of all regular and special Board meetings.

20. Shall formally invite all newly elected Board members to accept positions on the Board.

The President shall appoint officers of the University. The appointment of the Vice President/Chief Academic Officer and the Vice President for Finance and Business are subject to Board confirmation.

Section 2 - Dismissal - Appeal

A. President

1. The President of Warner University may be dismissed for cause, which shall be defined as follows: Immorality, incompetency, insubordination, neglect of duty, inefficiency, or any conduct rendering the person unfit to perform his or her duties, or any conduct tending to bring the University or its institutions into disgrace or disrespect with its constituency or the public.

2. Such dismissal shall be made by the Board of Trustees and shall be in writing, specific as to cause or rule relied on, and delivered personally to the President or by registered mail to his last known address. The decision shall be made only at an annual meeting or a special meeting called for such purpose.

3. Rules governing the conduct of the appeal shall be as follows:

   a. The hearing shall be as informal as justice shall permit, but accurate minutes of the proceedings shall be written, filed and distributed to the Board of Trustees.

   b. The written notice of the dismissal or an exact copy thereof shall be delivered to the appellate body with the notice of appeal.

   c. All parties necessary to determination of the issues shall be invited to appear by written notice ten (10) full days prior to the meeting date.

   d. The hearing shall be held at a convenient place for all parties - Lake Wales, Florida, if possible.

   e. The hearing shall be full and fair, and the aggrieved shall have the right to present a defense.

   f. The Aggrieved shall have right of representation by counsel.

   g. The Aggrieved shall have right to confront and question witnesses who give testimony.

   h. The decision of the Board of Trustees shall be final.
B. Other Administrators, Faculty or Employees

1. Any employee may be dismissed for cause which shall be defined as follows: immorality, incompetency, insubordination, neglect of duty, inefficiency, or any conduct rendering the person unfit to perform his or her duties, or any conduct tending to bring the University or its institutions into disgrace with its constituency or the public.

2. Such dismissal shall be made by the President in writing, specific to the cause relied on. The decision of the President is a final administrative action.

Section 3 - Faculty

The faculty shall consist of the President of the University, the Vice President/Chief Academic Officer, the Dean of Students, and the Instructional Staff of the University.

A. The faculty shall meet monthly with the Vice President/Chief Academic Officer acting as Chairman, and a Secretary, appointed by him shall keep a record of their proceedings.

B. In the absence of the Vice President/Chief Academic Officer, the President of the University shall designate a person to preside.

C. The Faculty Manual shall set forth rules for procedures at these meetings and shall provide for such committees as may be required.

D. Academic Council - The Vice President/Chief Academic Officer, in consultation with the President, shall appoint an Academic Council from the faculty to coordinate the educational work of the University.

1. The Vice President/Chief Academic Officer shall be the Chairman of the Academic Council.

E. The Faculty may recommend to the Board through the President action on matters pertaining to requirements for admission, courses of study, frequency of course scheduling, conditions for graduation, candidates for degrees, fellowships and awards and rules and methods for the educational work of the University.

ARTICLE III
CHRISTIAN IDEALS

Each person accepting employment as an administrative officer or faculty member shall be a Christian.

ARTICLE IV
INDEMNIFICATION

The Board shall indemnify any Trustee or member of the Board of Trustees, including ex-officio, advisory or emeritus members, his or her heirs, personal representatives or executors, who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil or criminal, administrative or investigative, other than action by or in the right of the Board, by reason of the fact that he is or was a Trustee, member, officer, committed member, or agent of the Board, or was serving in a named capacity at the request of the Board, for expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding, if he or she acted in good faith and in a manner he or she believed to be in, or not opposed to, the best interest of the Board or the University, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct unlawful.

Successful, unsuccessful, no contest plea, or any other form of termination of any of the above recited actions shall not create any presumption of wrong doing, negligence, bad faith, misconduct or opposition interest on the part of the person. Only a determination by majority vote of a quorum of the Trustees, who were not parties to such action, suit or proceeding, shall be sufficient to withhold the indemnification authorized herein.

ARTICLE V
DISSOLUTION

If at any time this Corporation shall be dissolved, all of its assets remaining after payment of all costs and expenses of such dissolution shall revert to the Church of God Ministries of Anderson, Indiana, who have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, and none of the assets will be distributed to any member, officer, or Trustee of this Corporation.
ARTICLE VI
AMENDMENTS

Section 1 – Bylaws

The Bylaws of this Corporation may be amended at any meeting of the Board of Trustees by a vote of two-thirds majority of those present, as authorized by the Articles of Incorporation.

The Bylaws constitute the governing rules and principles of WARNER UNIVERSITY, INC., a Corporation not-for-profit chartered by the State of Florida originally as Southeastern Association of the Church of God on May 4, 1964, and includes all amendments as of October 2008.