



Section 5

Bylaws of George Fox University as Amended by Board of Trustees

Article 1 Identification

Section 1. Name

The name of this corporation is George Fox University (hereinafter referred to as the “University”).

Hist: Amended 2/96

Section 2. Corporate Seal



The Corporate seal of the University shall be circular in form and mounted upon a paper. About the periphery of the seal shall appear the words, “GEORGE FOX UNIVERSITY.”

Hist: Amended 2/96

Section 3. Fiscal Year

The fiscal year of the University shall begin on the first day of July in each year and end on the last day of June in the following year.

Hist: Adopted 12/80; amended 2/94; amended 2/96

Article 2

Purposes of the Board of Trustees

The Board of Directors (hereinafter referred to as the “Board of Trustees” or the “Board”) shall have the following purposes:

1. Assure that the University has a clear sense of its Christ-centered mission and a strategic plan to maintain it
 - A. Take responsibility to develop the mission and plan
 - B. Monitor implementation of the mission and plan.
2. Appoint, support, and monitor the President
 - A. Assure the financial integrity of the University
 - B. Assure enrollment goals
 - C. Assure the quality of all university programs
3. Be responsible for Board development
 - A. Board orientation
 - B. On-going Board education
 - C. Recruitment of new Board members
 - D. Train future Board leadership
 - E. Regularly evaluate the Board

Hist: Amended 3/04

Article 3

Powers of the Board of Trustees

The Board shall have the power to manage the property and business of the University and shall have the power to carry out any other functions that are authorized under Oregon’s Nonprofit Corporation Law or are permitted by the Articles of Incorporation, or these Bylaws, except insofar as such powers may be limited by law. These powers shall include, but not be limited to the following:

1. Appoint or remove the Officers of the University, including the President of the University, the Vice President for Financial Affairs and Treasurer of the University, and the President’s other immediate subordinates in accordance with these Bylaws. The power to appoint or remove the Vice President for Financial Affairs and Treasurer of the University and the President’s other immediate subordinates may, in the discretion of the Board, be delegated to the President of the University;

2. Award Academic Degrees upon recommendation of the faculty and of the Academic Affairs Committee of the Board; award honorary degrees upon recommendation of the Executive Committee of the Board;
3. Establish and review the educational programs of the University and establish the academic standards to be observed by the University;
4. Establish annually the budget of the University, which shall be submitted to it upon recommendation of the Property and Finance Committee;
5. Establish the salaries of the President, professors and other administrators and employees of the University;
6. Authorize the construction of new buildings and major renovations of existing buildings;
7. Authorize the sale and purchase of land, buildings, or major equipment for the use of the University;
8. Institute and promote major fund raising efforts of the University;
9. Authorize any changes in tuition and fees within the University;
10. Authorize Officers or agents of the University to accept gifts for the University;
11. Authorize the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property, tangible and intangible;
12. Retain custody of the books, records, buildings and other property of the University;
13. Prescribe the discipline to be observed in the University and establish the spiritual and social standards to be observed by the entire University community.

Hist: Adopted 12/80; amended 12/83; amended 2/96; amended 3/04

Article 4

Membership of the Board

Section 1. Composition of the Board

- A. The Board of Trustees shall consist of not more than forty-two members, and ex officio, the President of the University, the General Superintendent of Northwest Yearly Meeting of Friends Church (hereinafter also referred to as

“NWYMFC”), and the Chair of the Board of Regents of George Fox Evangelical Seminary.

- B. At least four-sevenths of the members of the Board shall be members of good standing of the Friends Church and of these, at least two-thirds shall be members of NWYMFC.
- C. No person shall be eligible for election prior to attaining the age of 18 years, nor shall any Trustee be elected to serve a term commencing after the Trustee has attained the age of 75 years.
- D. A Trustee shall become an Honorary Trustee at the expiration of the term of office after reaching age 75, if at that time the Trustee has served for nine years or more. Honorary Trustees shall be entitled to receive notices of all meetings of the Board, to attend and speak at all such meetings, to receive minutes of all meetings of the Board and Executive Committee, and to be members of all committees except the Executive Committee. They shall have the power to vote in meetings of any committee on which they may serve, but shall not have voting powers in meetings of the Board of Trustees. An Honorary Trustee shall not be counted as a member of the Board of Trustees for any purpose.
- E. The General Superintendent of NWYMFC and the Chair of the Board of Regents of George Fox Evangelical Seminary shall be voting members of the Board and any committees on which they serve. They shall be counted as the forty-third and forty-fourth members of the Board for purposes of voting, but shall not be counted among the forty-two members of the Board when computing the number of Friends on the Board. The President of the University shall be an ex officio member of the Board without power to vote and shall not be counted as a member of the Board or any committee for any purpose.
- F. No person directly employed by the University, with the exception of the President of the University, shall serve on the Board during such employment.

Hist: Amended 2/96; amended 3/04

Section 2. Election

- a. Trustees shall be appointed by NWYMFC upon nomination by the Board of the University, the Alumni Association of the University (no more than two in any one calendar year), and the George Fox Evangelical Seminary Board of Regents (no more than one in any calendar year), all after having been reviewed and approved by the Committee on Trustees.

- b. Trustees, except those selected to fill an unexpired term of a Trustee, shall serve for three-year terms commencing September 1 of the year of appointment. A Trustee appointed to fill the unexpired term of a Trustee who resigns, dies, or is removed from office shall serve the balance of the unexpired term of such Trustee. Despite the expiration of a Trustee's term, the Trustee shall serve until the Trustee's successor is appointed and qualifies.
- c. Any member of the Board of Trustees may be removed from office, for cause, by NWYMFC.

Hist: Adopted 12/80; amended 5/85; amended 2/94; amended 2/96; amended 3/04; amended 10/06

Article 5

Meetings of the Board

Section 1. Regular and Special Meetings

- A. Regular meetings of the Board shall be held annually the third Saturday of October (sometimes referred to herein as the "annual Meeting"), and the second Saturday in March (sometimes referred to herein as the "Semiannual Meeting") or on such other date and at such other time as set forth in written notice given to each board member. The Board may provide, by resolution, the time and place, either within or without the State of Oregon, for the holding of additional regular meetings without other notice than the resolution.
- B. Special meetings of the Board of Trustees may be called at any time by the chair, upon five (5) days notice. Notice of any special meeting shall be in writing and may be personally delivered, sent by facsimile, or by electronic mail, or mailed by first class mail. The notice is deemed to be properly given on the date it is actually delivered or sent by facsimile or electronic mail, or if mailed, when deposited in the United States mail, addressed to the trustee. The notice shall specify the purpose of the meeting, and no business shall be transacted at such meeting that does not relate to the purposes stated.
- C. Whenever notice is required to be given under the provisions of statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at any meeting by a Trustee shall be conclusively deemed a waiver of notice of that meeting unless objection be made thereto at such meeting.

- D. A majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present and voting at a duly called meeting of the Board or any committee shall be the act of the Board of Trustees or that committee, except as may be provided by statute or by the Articles of Incorporation, or by these Bylaws.
- E. All regular and special meetings of the Board shall be held at the University unless otherwise indicated in the authorized notice.

Hist: Amended 2/96; amended 9/97; amended 2/01; amended 3/04; amended 8/11

Section 2. Action Without a Meeting

Any action required or permitted to be taken by the Board of Trustees or a committee may be taken without a meeting if all the trustees or committee members take the action, each one signs a written consent describing the action taken, and the consents are filed with the records of the corporation. Action taken by consent is effective when the last trustee or committee member signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be so described in any document.

Hist: Adopted 12/80; amended 5/85; amended 4/87; amended 2/94; amended 2/01

Article 6 ***Statement of Faith***

All nominees for Trustees shall be in harmony with the Constitution and Discipline of NWYMFC and its statement of faith, in essence as follows:

1. The Trinity. We believe in one eternal God, the source and goal of life, who exists as three persons in the Trinity – the Father, the Son, and the Holy Spirit. In love and joy, God creates and sustains the universe, including humanity, male and female, who are made in God’s image.
2. God the Father. We believe in God the Father Almighty, whose love is the foundation of salvation and righteous judgment, and who calls us into covenant relationship with God and with one another.
3. God the Son. We believe in Jesus Christ, the Word, who is fully God and fully human. He came show us God and perfect humanity, and, through his life, death, and resurrection, to reconcile us to God. He is now actively present with us as Savior, Teacher, Lord, Healer, and Friend.

4. God the Holy Spirit. We believe in the Holy Spirit, who breathed God's message into the prophets and apostles, opens our eyes to God's Truth in Jesus Christ, empowers us for holy living, and carries on in us the work of salvation.
5. Salvation. We believe that salvation comes through Jesus Christ alone, to whom we must respond with repentance, faith, and obedience. Through Christ we come into a right relationship with God, our sins are forgiven, and we receive eternal life.
6. The Bible. We believe that God inspired the Bible and has given it to us as the uniquely authoritative, written guide for Christian living and thinking. As illumined by the Holy Spirit, the Scriptures are true and reliable. They point us to God, guide our lives, and nurture us toward spiritual maturity.
7. The Christian Life. We believe that God has called us to be and to make disciples of Jesus Christ to be God's agents of love and reconciliation in the world. In keeping with the teaching of Jesus, we work to oppose violence and war, and we seek peace and justice in human relationships and social structures.
8. The Church. We believe in the Church as the people of God, composed of all who believe in Jesus Christ, who support and equip each other through worship, teaching, and accountability, who model God's loving community, and who proclaim the gospel to the world.
9. Christian Worship. We believe Christ is present as we gather in His name, seeking to worship in spirit and in truth. All believers are joined in the one Body of Christ, are baptized by the Spirit, and live in Christ's abiding presence. Christian baptism and communion are spiritual realities, and, as Christians from many faith traditions, we celebrate these in different ways.
10. The Future. We believe in the personal return of Jesus Christ, in the resurrection of the dead, in God's judgment of all persons with perfect justice and mercy, and in eternal reward and punishment. Ultimately, Christ's Kingdom will be victorious over all evil, and the faithful will reign with him in eternal life.

Hist: Adopted 12/80; amended 6/89; amended 9/00; amended 3/04

Article 7 *Officers of the Board*

Section 1. Officers of the Board of Trustees

The Officers shall be the Chair, Vice Chair, and Secretary of the Board of Trustees. The Board may appoint an Assistant Secretary who is not a member of the Board, to assist the Secretary. All Officers shall be appointed by the Trustees.

Hist: Amended 3/04

Section 2. Election of Officers

- A. At the Annual meeting, the Board shall elect by ballot from the Committee on Trustees' recommendations or from nominations from the floor, a Chair, Vice Chair, and Secretary to serve as officers of the Board for one year or until their successors shall have been elected.
- B. The Chair of the Board shall serve no more than five (5) consecutive years in office. Other officers shall serve such terms as may be determined by the Board of Trustees.
- C. In the event of a vacancy in the office of the President, the Board shall appoint a special Presidential Search Committee to submit nominations of candidates for that office.
- D. A vacancy in any of the offices of the Board may be filled at any meeting of the Board of Trustees.

Hist: Amended 3/04

Section 3. Powers and Duties of the Chair of the Board of Trustees

The Chair of the Board shall:

- A. Preside at all meetings of the Board of Trustees; have a right to vote on all questions; appoint to all committees the members who are not appointed by the Board of Trustees; and have such other powers and duties as the Board from time to time may prescribe.

- B. Act as agent of the University to sign on behalf of the University instruments authorized by the Board, if the signature of the Chair is required by the Board or outside regulatory authorities.
- C. Maintain cooperation between the President of the University and the Board.
- D. Serve as Chair of the Executive Committee and be ex officio member of all committees.

Hist: Amended 2/96; amended 3/04

Section 4. Powers and Duties of the Vice Chair

- A. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair.
- B. The Vice Chair also shall perform such other duties as the Chair shall assign.

Section 5. Powers and Duties of the Secretary

The Secretary shall keep a full and complete record of all proceedings of the Board, shall send promptly to each Board member a copy of the minutes of each meeting of the Board, and shall give notice of meetings to be held or order the same to be done. The Assistant Secretary, if named, is empowered to sign any and all documents requiring the signature of the Secretary if the Secretary is not available to provide such signature.

Hist: Adopted 12/80; amended 2/94; amended 3/04

Article 8 ***Committees of the Board***

Section 1. Organization of Committees

- a. By the approval of a majority of the directors when the action is taken (unless a greater number is required by the Articles of Incorporation), the Board, by resolution, may create one or more standing committees and define the duties of such committee or committees. The Chair of the Board shall appoint the chairs and members of the committees.
- b. The Chair and members of all standing committees shall be members of the Board (including Honorary Trustees) in order to be eligible.

- c. Each standing committee shall consist of a Chair, at least three elected members, and ex officio the President of the University and the Chair of the Board. A record of the actions of each committee shall be kept and reported to the Board for approval at its next regular meeting. Proposed action involving changes of policy shall receive approval by the Board prior to implementation.. Each standing committee may establish one or more subcommittees.
- d. For all standing committees, a quorum shall consist of a majority of the members.
- e. The Board of Trustees may at any time establish or discontinue any standing committee for such time as may be determined; the duties of any committee so discontinued shall be performed during such discontinuance by the Executive Committee.
- f. The President of the University may appoint a member of the administrative staff to serve as a liaison between a committee and the office of the President. Such liaison person shall assist the committee in carrying out of its duties.
- g. All standing committees shall meet at least two times annually.
- h. There may be such special or ad hoc committees as the Board of Trustees may from time to time establish for the discharge of particular duties. The Chair of the Board shall appoint special or ad hoc committees and shall inform them of their charges and terms of service. When the Board deems it appropriate, non-trustees may be appointed as members of special or ad hoc committees.

Hist: Amended 2/96; amended 3/04; amended 10/08

Section 2. Powers and Duties of the George Fox Evangelical Seminary Board of Regents

- A. The George Fox Evangelical Seminary Board of Regents, consisting of not more than thirty-five members, will act in an advisory role to the Board of Trustees of George Fox University. The Board of Regents will advise on the administration of the George Fox Evangelical Seminary endowment fund and those programs and staff that are part of the George Fox Evangelical Seminary curriculum.
- B. The Board of Regents shall serve at the discretion and pleasure of the Board of Trustees of George Fox University. Replacement members and subsequent appointments to the Board of Regents shall be made by the Board of Trustees of George Fox University upon recommendation by the Board of Regents, with the review and approval of the Committee on Trustees.

Hist: Adopted 2/96; amended 3/04

Article 9

Officers of the University

Section 1. Powers and Duties of the President of the University

- A. The President of the University shall be the Chief Executive Officer of the university and the official adviser to the Chair of the Board of Trustees and its Executive Committee. The President, as educational and administrative head of the University, shall exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its policy-making responsibilities.
- B. The President shall have power, on behalf of the Board, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee.
- C. Except as otherwise provided in these bylaws, the President shall be ex officio a member of all committees of the Board, without power to vote.
- D. The President shall make an annual report of the condition of the University to the Board and to NWYMFC.
- E. The President shall issue all faculty contracts after selection has been made using procedures as set forth in the Manual of Operation.
- F. The President shall annually give to the Board a review of any research performed, any papers published, or postgraduate study completed by members of the faculty.
- G. In the event of absence from the campus, the President shall appoint an immediate subordinate to act on his or her behalf. Normally the Provost shall be so designated.

Hist: Amended 2/96; amended 3/04

Section 2. Powers and Duties of the Vice President for Financial Affairs and Treasurer of the University.

- A. The Vice President for Financial Affairs and Treasurer of the University shall be the Chief Financial Officer of the University and one of the President's immediate subordinates. The Vice President for Financial Affairs and Treasurer shall receive and have general charge of all the funds, securities,

and valuables of the University, except the endowment funds, which are held and managed by the Investment Committee of the Board.

- B. The Vice President for Financial Affairs and Treasurer shall payout money only upon the general or special authorization of the Board and/or Executive Committee, said authorization to be recorded in the minutes of the Board or Executive Committee. The Vice President for Financial Affairs and Treasurer shall keep full and complete annual accounting showing all of the assets of the University together with all receipts or disbursement of funds or properties received or paid out during the last preceding year and shall render a report thereof to the Board at each Annual meeting.
- C. The Vice President for Financial Affairs and Treasurer shall give bond or bonds as shall be required by the Board. Such bonds shall be executed in due form with sufficient and responsible securities, it being the intent of these bylaws to provide that the Vice President for Financial Affairs and Treasurer shall at all times give such bonds as shall be complete and unquestionable security for the money under his or her control.
- D. Additional duties and responsibilities of the Vice President for Financial Affairs and Treasurer shall be stated in the Faculty Handbook as specified in Section 4 of this article.

Hist: Amended 2/96; amended 3/04

Section 3. Powers and Duties of Other Officers of the University

The President's other immediate subordinates shall be considered Officers of the University in accordance with Article III(a) of these Bylaws. Duties and powers of these Officers, normally the Provost, the Vice President for Student Affairs and Dean of Students, and the Vice President for Marketing and Advancement but regardless of title, shall be stated in the Faculty Handbook as specified in Section 4 of this article.

Hist: Amended 2/96; amended 3/04

Section 4. Duties of University Personnel

The duties and privileges of the offices, administrators, faculty and employees of the University shall be given in handbooks or Faculty Handbook, edited by the Administration, and subject to the concurrence of the Board.

Hist: Adopted 12/80; amended 12/83; amended 2/94; amended 2/96; amended 3/04

Article 10 ***Indemnification***

Each Trustee and Officer of the University shall be indemnified by it against all expenses actually and necessarily incurred by such Trustee or Officer in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been such Trustee or Officer, except in relation to matters as to which such Trustee or Officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

Hist: Adopted 12/80; amended 2/96; amended 3/04

Article 11 ***Conflicts of Interest***

A Trustee shall be considered to have a conflict of interest if: such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of responsibilities to the University; or such Trustee is aware that a member of his or her family (which for purposes of this paragraph shall be spouse or child) or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter, under consideration at a Board or committee meeting, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether he or she has a conflict of interest in any matter may request the Board or Executive Committee to determine whether a conflict of interest exists, and the Board or Executive committee shall resolve the question by majority vote.

Hist: Adopted 12/80; amended 2/96; amended 3/04

Article 12
Review and Amendment of Bylaws

Section 1.

These Bylaws may be changed or amended at any meeting of the Board of Trustees by a two-thirds vote of those present, provided notice of the substance of the proposed amendment is sent to all the Trustees at least ten days before the meeting.

Section 2.

Prior to each Annual meeting of the Board of Trustees, the Executive Committee shall review these Bylaws and suggest any necessary changes thereto.

Section 3.

No change shall be made in these Bylaws affecting the relationship with Northwest Yearly Meeting of Friends Church without the consent of Northwest Yearly Meeting of Friends Church.

Hist: Adopted 12/80; amended 3/04

Article 13
Review and Amendment of Bylaws

All former bylaws are hereby repealed.

Hist: Adopted 12/80; amended 2/94; amended 2/96; amended 3/04