

BYLAWS OF POINT LOMA NAZARENE UNIVERSITY

A California nonprofit, public benefit corporation

amended through November 17, 2006

ARTICLE I. NAME

This organization shall be known as the Board of Trustees of POINT LOMA NAZARENE UNIVERSITY, a California nonprofit, public benefit corporation.

ARTICLE II. ELECTION OF TRUSTEES AND THEIR POWERS

SECTION 1. TRUSTEES: NUMBER AND QUALIFICATIONS

The Board of Trustees shall consist of not less than 35 and not more than 50 members, the exact number of which shall be determined in Section 2. All elected trustees unless otherwise specified in the bylaws, shall be members in good standing in the Church of the Nazarene and in the experience of entire sanctification. Ex officio members who are not members of the Church of the Nazarene must be members in good standing of their local church and committed to living their lives under the Lordship of Jesus Christ. No full-time employee of the University shall be eligible as a member of the Board, except the President of the University who shall be a member ex officio.

SECTION 2. TRUSTEES: ELECTION AND TERM OF OFFICE

The Board of Trustees shall be elected in the following manner: the President of the University shall be a member ex officio; the President of the Point Loma Nazarene University Foundation shall be an ex officio member, as shall one other Foundation member nominated by the Foundation Board; the District Superintendents in each of the districts comprising the Southwest Educational

Region of the Church of the Nazarene shall be ex officio members; and one (1) member shall be nominated by the Alumni Association to serve as an ex officio member. The President of the University, in consultation with the Board Development Committee, may nominate up to three (3) individuals to serve as at-large Trustees. The district assemblies of the Southwest Educational Region of the Church of the Nazarene shall nominate the remaining trustees on the basis of the following representation: one (1) layperson from each assembly district of five thousand (5,000) or fewer members; one (1) elder (in addition to the District Superintendent who is ex officio) and one (1) additional layperson for each district having over five thousand (5,000) church members. In determining the number of trustees to be elected, the membership reported at the district assembly and recorded in the district assembly journal shall be used. All nominated trustees shall be elected, as the Board of Trustees shall determine. All ex-officio members of the Board shall be entitled to full voting rights.

The nominating process shall be led by the District Superintendents and should include input from the President and the University Board Development Committee, as mutually agreed to by the Superintendents and the President.

The term of office shall be three (3) years or until the successor is elected. A trustee's term of office terminates 1) at midnight on the day before the fall annual meeting, 2) upon acceptance of his or her resignation by the Chair of the Board of Trustees, or 3) on the date he or she ceases to be an active member of a church on the district which nominated him or her. Should a vacancy occur, the District Advisory Board of said district shall nominate an individual to fill the vacancy for the unexpired term. To assure continuity the Board shall be divided into three (3) groups according to the expiration of the term of office, approximately one-third being elected each year.

SECTION 3. TRUSTEES: THEIR POWERS

The primary responsibility of the Board of Trustees is to oversee the affairs of the Corporation as authorized by the Articles of Incorporation. They are empowered to see that an institution of the type described in the Articles of Incorporation is established, maintained, supported, and properly administered.

The trustees are empowered to establish policy for said institution, approve programs recommended by the administrators, adopt budgets, approve major building programs, authorize major fund-raising activities, and authorize the incurring of indebtedness as may be prudent and necessary for the institution.

The Board of Trustees shall elect the President of the University, establish his or her salary and benefits, and broadly define his or her duties.

The Board of Trustees shall approve, upon the recommendation of the President, the employment of the administrative vice presidents and shall ratify the employment of all full-time faculty members, policies regarding their duties, salaries, and conditions of employment.

The Board of Trustees shall approve nominations for rank advancement for faculty members. Election to tenure of faculty shall be by vote of the Board upon recommendation of the President of the University and the Committee on Academic Affairs.

The Board shall maintain standing committees as described in Article III and may authorize other ad hoc committees as necessary. These committees shall make recommendations to the Board, as necessary, for consideration and action and shall give a report of their activities at least annually.

ARTICLE III: OFFICERS AND COMMITTEES OF THE BOARD

SECTION 1. OFFICERS

The officers of the Board of Trustees shall be a Chair, who shall be President of the Corporation; Vice Chair, who shall be Vice President of the Corporation; Secretary; and Treasurer. The officers shall be elected by ballot at the annual fall meeting of the Board. They shall serve until adjournment of the annual meeting subsequent to their election. An officer may not serve more than five (5) consecutive years in the same office.

SECTION 1a. CHAIR

It shall be the duty of the Chair of the Board to preside at all the meetings of the Board and of the Trustee Council, to enforce due observance of the Bylaws and Rules of Order, to appoint all committees not otherwise provided for, and to perform such other duties as his or her office may require. The Chair of the Board, the Secretary of the Board, the Provost and Chief Academic Officer, and the President of the University shall sign all diplomas and certificates. As President of the Corporation, the Chair shall sign and execute all legal instruments necessary for the business of the Corporation including deeds and conveyances for the transfer of property. Administrative officers of the University may be authorized by Board resolutions to sign legal documents.

SECTION 1 b. VICE CHAIR

In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair of the Board.

SECTION 1c. SECRETARY

The Secretary shall keep a true and full report of all the meetings of the Board of Trustees unless a professional staff Board Secretary is employed. He or she shall have charge of all of the books and documents pertaining to his or her

office and shall keep the official seal of the Corporation. The Secretary shall: see that all bonds required by officers and employees of the University, for the faithful performance of their duties, are filed in his or her office; with the President of the Corporation sign and execute all deeds and conveyances for the transfer of property; sign all diplomas and certificates, and affix the seal of the Corporation to all contracts or other official documents upon which such seal is required by law. Administrative officers of the University may be authorized by Board resolutions to sign legal documents.

The Board may authorize the President of the University to hire a professional staff Board Secretary in addition to the Corporation secretary defined in the foregoing paragraph. In such case, the professional staff Secretary shall serve as a member of the University President's staff, rather than as a member of the Board. He or she shall be accountable to both the President of the University and Chair of the Board. The President of the University shall nominate the individual for approval by the Board. The term of service shall be at the pleasure of the President and the Chair. The duties shall include the keeping of a full and true report of all the meetings of the Board of Trustees and assisting the President of the University and Chair of the Board in assuring that the Board of Trustees' business is conducted effectively.

SECTION 1d. TREASURER

The Treasurer shall serve as one of the Corporation officers of the Board. The office of Treasurer may be combined with any other office except that of Chair.

SECTION 2. STANDING COMMITTEES

The Board shall be divided into standing committees. Each Board member shall be assigned to a standing committee. These committees are authorized to meet with appropriate University officials, review the activities of the University

under their purview; study areas as may be deemed appropriate and make recommendations to the Board for consideration.

No standing committee is authorized to act for the Board except as authorized herein or as authorized by the Board.

The standing committees shall be a Committee on Academic Affairs, a Committee on External Affairs, a Committee on Financial Affairs, a Committee on Spiritual Development, a Committee on Student Development, a Committee on University Advancement, the Trustee Council, and such other special or standing committees as the Board shall order. The Chair of the Board and the President of the University shall be members ex officio of all standing committees.

The Chair of the Board of Trustees shall appoint a committee to include the President of the University to nominate members for election by the Board for all standing committees. The corporate officers of the Board and the President of the University shall constitute a nominating body to nominate the chairs of the standing committees for election by the Board. The election of committee members and committee chairs shall be at the annual fall meeting of the Board. They shall serve until adjournment of the annual meeting subsequent to their election. A committee chair may not serve more than five (5) consecutive years as chair of the same committee.

SECTION 2a. COMMITTEE ON ACADEMIC AFFAIRS

The Committee on Academic Affairs shall:

Ensure that the effectiveness of the educational programs and strategies are consistent with institutional mission.

Ensure that the budget reflects the institution's academic priorities and institutional mission.

Ensure that faculty personnel policies and procedures reflect academic priorities and institutional mission.

Ensure that the University maintains academic program quality and high standards appropriate to its mission and continued accreditation.

Review and ratify faculty employment and approve promotions, tenure, and sabbaticals.

Ensure that adequate strategic planning occurs for academic programs, in order to keep pace with the changes that occur in social, economic, political and global areas.

SECTION 2b. COMMITTEE ON EXTERNAL AFFAIRS

The Committee on External Affairs shall:

Direct and protect the mission of the University by a review of all State and Federal Legislation which may relate to the mission of the University, for the purpose of educating board members regarding same.

Articulate to State and Federal Representatives the concerns of the University regarding the impact of legislation on the University's purpose and mission.

Ascertain meaningful ways for the members of the Board of Trustees to elevate the prominence of the University.

Assist with the development of resource relationships for the benefit of the University.

Recognize that the University is a Non-Profit Public Benefit Corporation, as permitted under the provisions of Section 501 © (3) of the Internal Revenue code, no member of the Board of Trustees, nor any employee of the University, while acting in their employed capacity, is authorized to engage in any activity which is prohibited in said code section.

SECTION 2c. COMMITTEE ON FINANCIAL AFFAIRS

The Committee on Financial Affairs shall have at least one (1) pastor as a member of the Committee; the Treasurer of the Corporation shall serve ex officio.

The Committee on Financial Affairs shall:

Ensure an effective policy and program of financial aid, such as grants, loans, and scholarships.

Oversee all matters relative to the financial structure of the University and ensure that current financial operations are fiscally sound.

Review proposed annual budgets and recommend adoption to the Board of Trustees.

Ensure that a viable long-range financial plan is established and maintained.

Ensure orientation of the Board in all other financial matters as necessary.

Ensure that appropriate and legally consistent personnel policies for employees are established and maintained.

Recommend policy to the Board of Trustees relative to the use of Foundation assets by the University.

SECTION 2d. COMMITTEE ON SPIRITUAL DEVELOPMENT

Ensure appropriate programs to enhance the relationship of the University to the Church of the Nazarene.

Ensure an effective program of church relations.

Monitor the educational budgets and promote the full payment thereof.

Ensure policies and programs which foster an environment of vital Christianity in the evangelical and Wesleyan tradition.

Monitor the allocation of financial resources to ensure a vital and comprehensive spiritual development program.

Ensure an effective and consistent chapel program.

Ensure programs which encourage spiritual growth and discipleship.

Ensure policies and programs which encourage comprehensive involvement in mission and service.

Ensure programs which provide appropriate pastoral care to the various members of the University community.

SECTION 2e. COMMITTEE ON STUDENT DEVELOPMENT

The Committee on Student Development shall:

Ensure an effective policy and program to maximize retention.

Represent student interests in all policy decisions made by the Board of Trustees.

Monitor the allocation of financial resources to ensure adequacy for a comprehensive student development program.

Ensure that Board policies keep pace with changing student needs and with quality student development programming.

Be an advocate for whole person growth and for the health and welfare of students.

Stimulate involvement of all members of the academic community--alumni, faculty, staff, students, and supporters--in the lives of students.

Ensure effective co-curricular programs of student development which minimally include counseling, residential life, advising, athletics, community life, student government, student activities, security, community safety, learning skills, outdoor programming, commuter students, student health, wellness education, intramurals, service learning, student employment, and career development.

SECTION 2f. COMMITTEE ON UNIVERSITY ADVANCEMENT

The Committee on University Advancement shall:

Review, discuss and, when appropriate and necessary, recommend action to either the Board of Trustees or the Trustee Council on important and substantive

issues and proposals emanating from the Office of the Vice President for University Advancement.

The Committee specifically shall address university-wide policies and practices concerning alumni programming, communications/media/marketing activities, undergraduate admissions and recruiting, graduate administrative services, all fundraising initiatives (annual, capital and endowment support, and planned giving) and other advancement programs which are necessary to enable the University to achieve its advancement goals.

The Committee shall ensure that University fundraising programs are consistent with the University mission and supportive of its operating plans and its strategic initiatives.

SECTION 2g. TRUSTEE COUNCIL

The Trustee Council, who shall serve as an executive committee, shall be composed of all officers of the Corporation, President of the University, chairs of all standing committees, and President of the Point Loma Nazarene University Foundation, all serving ex officio.

The Trustee Council shall be convened on call of the Chair or the President of the University and shall hold meetings at times and places it shall determine. A majority of members shall constitute a quorum for the transaction of business. It shall make a formal report of its actions to the Board at its next meeting.

In the interim of the meetings of the Board, the Trustee Council shall function in the interest of the Board of Trustees in the timely care and direction of matters pertaining to the welfare of the University. The Council shall arrange for the implementation of the orders and resolutions of the Board not otherwise specifically committed or provided for by the Board.

The Trustee Council shall also serve as an advisory council to the President of the University and shall convene on call at his or her discretion.

The Trustee Council shall further serve as the Board Development Committee. The Trustee Council shall select the Chair of the Committee. The responsibilities of this Board Development Committee shall include consultation with the District Advisory Boards of the Southwest Education Region of the Church of the Nazarene regarding the selection of nominees for the Board of Trustees, the orientation of new Board members, the assessment of Board performance, and such further study that may be required for the continued improvement of the Board of Trustees. The Board Development Committee shall meet at such time and place as scheduled by the Chair of the Committee, or by the Chair of the Trustee Council, or by the President of the University.

SECTION 2h. COMMITTEE ON HONORARY DEGREES

The Committee on Honorary Degrees shall be a special committee and shall be composed of the President of the University, three (3) members of the faculty appointed by the President, and three (3) members of the Board of Trustees elected by the Trustee Council, one (1) of whom shall be the Chair of the Board.

The Committee shall consider only candidates whose names have been presented with supportive material in writing by or to the President.

The number of degrees conferred shall not normally exceed three (3) in any two-year period.

The Committee shall make its recommendations directly to the Board of Trustees for approval.

ARTICLE IV. THE FOUNDATION

SECTION 1. NAME AND CORPORATE STATUS

There shall be a University foundation incorporated as a nonprofit, public benefit corporation in the State of California, known as the Point Loma Nazarene University Foundation.

The Foundation shall be a subordinate corporation to Point Loma Nazarene University, a nonprofit, public benefit corporation. The Articles of Incorporation shall provide that the parent corporation may dissolve the Foundation if it so elects and assume all assets and liabilities thereof.

The Foundation shall submit a formal report to the Board of Trustees at least annually. An audited financial report shall be submitted to the fall meeting.

SECTION 2. PURPOSE

The purpose of the Foundation shall be to supply financial assistance to Point Loma Nazarene University to assure meeting the basic institutional purpose of providing a quality education in an environment of vital Christianity in the evangelical and Wesleyan tradition.

SECTION 3. FUNCTION

The Foundation shall achieve its purpose by procurement of funds through soliciting gifts and bequests; acquisition and sale of real and personal property; owning, leasing, or operating facilities; and through management and investment of the assets of the Corporation in a prudent business manner.

The Foundation may also function as the fund-raising committee of the Board of Trustees of Point Loma Nazarene University and when so functioning shall present an appropriate review and recommendations for all such programs to the Board.

SECTION 4. MEMBERS

The Board of Directors of the Foundation shall be elected as determined by the Bylaws of the Foundation. The President of the Foundation, and one (1) other member nominated by the Board of Directors, shall be nominated to serve as ex officio members of the Board of Trustees of Point Loma Nazarene University.

SECTION 5. THEIR POWERS

The Board of Directors of the Foundation shall have the power to conduct the affairs of the Corporation subject to the Articles of Incorporation and Bylaws, which shall require approval of the Board of Trustees of Point Loma Nazarene University.

ARTICLE V. MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1. REGULAR BOARD MEETINGS

Regular meetings of the Board of Trustees shall be held twice each year, once in the fall and once in the spring. In the fall meeting, the organization of the Board for the year shall be effected and times of the spring and fall meetings set.

Notice of all regular meetings shall be served at least ten (10) days prior to the date of the meeting.

SECTION 2. SPECIAL BOARD MEETINGS

Special meetings of the Board of Trustees may be called by the Secretary upon request of the Chair, five (5) members of the Board, or the President of the University. The call for a special meeting shall state the nature of the business to be considered and shall be mailed at least ten (10) days prior to the day on which the meeting is to be held.

SECTION 3. REGULAR COMMITTEE MEETINGS

The standing committees shall meet at each regular Board meeting.

SECTION 4. SPECIAL COMMITTEE MEETINGS

The Chair of the committee, the Chair of the Board, or the President of the University may call special meetings of any standing committee. The Secretary of the Board may be requested to notify committee members. Record of the actions of all committee meetings shall be forwarded to, and kept by, the Secretary of the Board.

SECTION 5. PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall be followed at all meetings of the Board of Trustees and its committees.

SECTION 6. VOTING METHOD BETWEEN BOARD MEETINGS

If it is necessary for the members of the Board or committees to cast a ballot at times other than regularly called Board meetings, telephonic meetings may be called and the members may cast their ballots by voice, facsimile, or electronic mail.

ARTICLE VI. PRESIDENT OF THE UNIVERSITY

SECTION 1. ELECTION AND TERM OF THE PRESIDENT

When a vacancy occurs in the Office of the President of the University, at least two (2) nominees, who must be members of the Church of the Nazarene, shall be nominated by the Trustee Council, or a Search Committee, as determined by the Board of Trustees, in consultation with the Board of General Superintendents of the Church of the Nazarene. Election shall be by two-thirds vote of the Board of Trustees present and voting. Election shall be by ballot.

The initial election of a new President shall be for a term of two years beyond the next regularly scheduled meeting of the Board of Trustees. After the two-year term, each subsequent election shall be for a four-year term. The Board of Trustees shall establish a written contract for each term of service.

SECTION 2. DUTIES OF THE PRESIDENT

The President of the University shall act under the authority of the Board of Trustees, or the Trustee Council between the meetings of the Board of Trustees. He or she shall ultimately be responsible for carrying out all policies officially related to the ongoing of the University and any special matters agreed upon with the Board of Trustees. He or she shall:

(a) Have authority over all departments of the University, including all activities in the broad areas of religious life, academics, business, student personnel, and University advancement, exercising such supervision and directions as necessary to promote their effectiveness.

(b) Write position descriptions for, and recommend to the Board of Trustees for employment, all administrative vice presidents and present for ratification by the Board all members of the faculty. All other personnel are employed upon his or her approval.

(c) After consultation with the Committee on Academic Affairs, recommend to the Board of Trustees all promotions in and appointments to the faculty. He/she shall also recommend to the Board of Trustees faculty to receive tenure.

(d) Have the direction and control of the buildings and grounds used for University purposes.

(e) Direct the official correspondence of the institution and shall exercise general supervision over all its concerns.

(f) Be the presiding officer of the faculty, and may preside, or designate someone to represent him or her, at all meetings of the faculty.

(g) With the Chair, Secretary of the Board of Trustees, and Provost and Chief Academic Officer, sign all diplomas and certificates of degree.

(h) Be responsible for the discipline of the University and for executing such measures concerning the general administration of the University, as the Board of Trustees may enact.

(i) Make an annual report in writing to the Board of Trustees of the work and condition of the University and from time to time give the Board reports concerning the condition of the University, and shall present for their consideration such measures as he or she deems necessary or expedient for the University's welfare.

(j) Have the authority to terminate any employee in accordance with legal and policy guidelines. As to faculty and administrators answering directly to the President, he or she shall first consult with the Trustee Council and finalize termination in accordance with established procedures.

(k) Have direction and control of programs to enhance University relationships with the community, government, and media.

(l) Have direction and control of institutional planning.

SECTION 3. EVALUATION OF THE PRESIDENT

The Board of Trustees shall establish a procedure for an annual evaluation of the President's performance. The Trustee Council shall act as the Evaluation Committee of the Board to implement the review process.

ARTICLE VII. CONFLICTS OF INTEREST

A Trustee shall be considered to have a conflict of interest if (a) 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 his or her responsibilities to the University; or (b) such Trustee is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the Trustee) 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 or other 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 a conflict of interest may exist in any matter may request the University General Counsel, the Board, or committee to resolve the question.

ARTICLE VIII. INDEMNIFICATION

Each Trustee and officer of the University shall be indemnified against all judgments and 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 shallful misconduct in the performance of duty.

ARTICLE IX. AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board of Trustees or at any special meeting called for that purpose, provided that no amendment shall be voted upon unless the same is filed with the Secretary twenty (20) days before the meeting at which it is submitted, and ten (10) days written notice of the proposed amendment is given to all members of the Board of Trustees containing the amendment in full or a statement of its effect; provided further, that no amendment to these Bylaws shall be adopted except on a two-thirds vote of the total membership of the Board of Trustees. The Board may edit amendments under consideration at the time of adoption if there is not a substantive change in purpose and effect.

ARTICLE X: FORMER BYLAWS REPEALED

All former Bylaws are hereby repealed and superseded by these Bylaws.
Revised November 16, 2006.