

**BYLAWS OF
CINCINNATI CHRISTIAN UNIVERSITY**

Revised March 7, 2019

ARTICLE I. NAME

The name of this corporation shall be Cincinnati Christian University.

ARTICLE II. LOCATION

The location where the principal activities of this school and business of this Corporation are to be transacted is in the City of Cincinnati, in the County of Hamilton, State of Ohio, at 2700 Glenway Avenue.

ARTICLE III. CHARACTER AND PURPOSE

The purpose of Cincinnati Christian University (herein "Corporation", "University" or "Cincinnati Christian University") shall be to equip and train men and women for Christian service. To this end, Cincinnati Christian University shall make the Bible its chief textbook and shall arrange all of its courses of study and conduct its work in harmony with the spirit and letter of the Word of God expressed in the Bible.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. The Board of Trustees Authority and Accountability

The Board of Trustees (herein "Board" or "Board of Trustees") retains the full Authority to govern Cincinnati Christian University and accountability to pursue the purposes of Cincinnati Christian University.

Section 2. Membership of the Board of Trustees

- 1) The Board of Trustees shall be composed of not less than eleven (11) members nor more than twenty-one (21) members each of whom shall serve a term of three (3) years, with one-third (1/3) of said trustees being elected each year at the annual meeting of the trustees. Each Trustee may be elected or appointed for no more than two full or partial terms consecutively. A Trustee who has served two full or partial terms consecutively shall not be eligible to serve as a Trustee for a period of one (1) year following the completion of any such second consecutive term.
- 2) Membership on the Board of Trustees automatically terminates upon remunerated employment in any capacity by the University, including family members, with the exception of trustees employed as instructors.
- 3) A trustee who has served with unusual distinction for two or more terms may, upon recommendation of the Nominating Committee, be elected as a Trustee Emeritus. Trustees Emeriti enjoy all the rights and privileges of trustees except the right to vote at Board meetings. They may not be elected to any office of the Board.

A Trustee Emeritus shall not be counted as a member of the Board of Trustees in determining a quorum. The total number of Trustees Emeriti shall not exceed one-third the total number of regular voting members of the Board of Trustees.

- 4) Any trustee may resign at any time and may be removed from the Board by a majority vote of the trustees.
- 5) No fewer than Three Fourths (3/4) of persons serving on the Board of Trustees shall consist of members of the undenominational fellowship of Christian Churches and Churches of Christ. Up to One Fourth (1/4) of the persons serving on the Board of Trustees may consist of persons who are not members of the undenominational fellowship of Christian Churches and Churches of Christ so long as each such person professes to be Christian and meets the other requirements of serving as a member of the Board of Trustees.
- 6) The Trustees shall establish a Code of Conduct and a Statement of Faith in accordance with Biblical Principles. Every Trustee must execute and subscribe to the Code of Conduct and the Statement of Faith.

Section 3. Meetings of the Board of Trustees

- 1) There shall be three regular meetings of the Board each year, one during the fall semester, one during the spring semester, and one during Commencement Week. The regular meeting held during Commencement Week shall be the annual meeting of the Corporation.
- 2) Special meetings of the Board of Trustees may be called by the Chairperson of the Board at his or her own discretion, at the request of a majority of the Executive Committee, or at the request of seven (7) trustees.
- 3) Attendance and participation at any meeting of the Board of Trustees, regular or special and inclusive for the purposes of establishing quorum, may be established by telephone or other method of electronic communication.

Section 4. Quorum

A majority of the trustees shall constitute a quorum for transaction of business at any regular, annual or special meeting.

Section 5. Officers

- 1) The officers of the Board of Trustees shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and other officers as may be appointed by the Board of Trustees. These officers shall perform the duties prescribed by these bylaws and those delegated to them by the Board of Trustees.
- 2) The Chairperson, the Vice Chairperson, the Secretary, and the Treasurer of the Board of Trustees shall be elected by and from the Board to serve for one year or until their successors are elected. Their term of office begins at the close of the annual meeting at which they are elected.
- 3) The Treasurer shall serve as Treasurer of the Board of Trustees and also as Treasurer of the Corporation.

Section 6. Duties of Officers of the Board

- 1) Chairperson. The Chairperson shall preside at all meetings of the Board, and unless otherwise directed by the Board or these Bylaws, shall have the authority to appoint members of and to fill vacancies on all standing and special committees. He or she shall serve as Chairperson of the Executive Committee. Subject to these Bylaws, he or she shall fix the date and time of all regular, special, and emergency meetings, and perform such other duties as may be pertinent to the office of the Chairperson.
- 2) Vice-Chairperson. The Vice-Chairperson, in the absence or incapacity of the Chairperson, shall assume the duties and obligations of the Chairperson.
- 3) Secretary. The Secretary shall keep minutes of all Board meetings and shall promptly distribute copies to all Board members. He or she shall be responsible for the orderly preservation of all records pertaining to Board business, shall perform all other duties customary to the office or assigned by the Chairperson or by Board action, and shall be responsible for sending out timely notices in accordance with these Bylaws.
- 4) Treasurer. The Treasurer shall be responsible for the fiscal management of the University, including supporting budget preparation, the preparation of all officially required financial reports, management of investments, coordination of audits with auditors, including federal and state auditors, overseeing relationships with financial reporting agencies, and all other financial responsibilities generally or specifically assigned by the Board or the President.

ARTICLE V. COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Nominating Committee.

- 1) The Nominating Committee shall be composed of the Chairperson of the Board of Trustees and a minimum of four (4) other trustees. The President of the school shall serve as an ex-officio member of the committee without power to vote.
- 2) The Nominating Committee shall consult broadly, identify, and continuously encourage highly qualified and committed persons who might become trustees; gather information, prepare documentation, and nominate candidates for trustee to the Board; oversee orientation programs for newly appointed trustees; evaluate trustees eligible for re-appointment; and evaluate the performance of Board Officers and recommend trustees to serve in leadership positions.
- 3) The Nominating Committee shall also monitor, review and, as necessary, make recommendations to amend the Code of Conduct and Statement of Faith to be considered for adoption by the Board.

Section 2. Finance Committee.

- 1) The Finance Committee shall consist of the Treasurer of Cincinnati Christian University, the Chairperson of the Board of Trustees, and a minimum of three (3) additional at-large members of the Board, elected at-large by the Board at the annual meeting. The President, the Chief Financial Officer and such other persons as the Board may appoint shall serve as ex-officio members of the Finance Committee without power to vote.
- 2) The at-large members of the Finance Committee shall serve for terms of three years, at least one of whom shall be elected at the annual meeting each year. No at-large member of the Finance Committee shall be eligible to serve more than two consecutive three-year terms. After two consecutive three-year terms, a mandatory retirement of one year is required after which said member is eligible for reelection to the Finance Committee.

- 3) The Finance Committee shall review the annual operating and capital budgets prepared and presented under the direction of the President; and review major financial transactions not provided for in the budget and submit the proposed Presidential budget and variances with recommendations to the Board of Trustees.
- 4) The Finance Committee shall review the borrowing of funds; naming, location, planning, construction, and maintenance and renovation of University facilities and grounds; the purchase, sale and lease of lands and buildings; reviewing and monitoring of all investments; contract oversight on public utilities and other large contracts; recommend investment policy, and advise the Board on investments and the appointment of investment advisors.

Section 3. Audit Committee.

- 1) The Audit Committee shall consist of a minimum of three (3) members of the Board of Trustees, appointed at the annual meeting of the Board of Trustees by the trustees for a term of three (3) years. No member of the Finance Committee may be appointed to the Audit Committee. A member of the Audit Committee may not succeed himself or herself, thus serving for one (1) term only. The President shall serve as an ex-officio member of the committee without power to vote.
- 2) The Audit Committee shall assist the Board of Trustees in monitoring the integrity of the financial statements of the University, in complying with legal and regulatory requirements, and ensuring the independence and performance of the University's auditors. The Audit Committee shall have authority to accept and approve the annual audited financial statements of the University, and oversee appropriate matters in connection with independent audits. The Audit Committee shall be responsible for the formulation of policies and procedures for the avoidance of Trustee conflicts of interest. The Committee shall make regular reports to the Board on matters requiring its attention.

Section 4. Strategic Planning Committee.

- 1) The Strategic Planning Committee shall consist of a minimum of three (3) members of the Board of Trustees. The President, the Chief Academic Officer, and the Chief Financial Officer shall serve as ex-officio members of the Strategic Planning Committee without power to vote.
- 2) The Strategic Planning Committee shall develop strategic planning initiatives to accomplish the purpose of the University, to assess market conditions and societal needs and develop initiatives to address these needs, and to assess the performance of Cincinnati Christian University in the accomplishment of its goals.

Section 5. Academic Affairs Committee.

- 1) The Academic Affairs Committee shall consist of a minimum of three (3) members of the Board of Trustees. The President, the Chief Academic Officer, and appointed deans of the University shall serve as ex-officio members of the Academic Affairs Committee without power to vote.
- 2) The Academic Affairs Committee shall work with the President to review matters affecting the academic mission, philosophy, plans and goals, and programs of the University and make recommendations to advance the academic mission and programs of the University.

Section 6. Student Affairs Committee:

- 1) The Student Affairs Committee shall consist of a minimum of three (3) members of the Board of Trustees. The President, the Director of Athletics, and the Director of Student Services shall serve as ex-officio members of the Student Affairs Committee without the power to vote.

- 2) The Student Affairs Committee shall work with the President to monitor student needs, retention, satisfaction and morale and shall assist the President to develop initiatives to encourage a superior student life experience.

Section 7. Advancement, Marketing & Enrollment Committee.

- 1) The Advancement, Marketing & Enrollment Committee shall consist of a minimum of three (3) members of the Board of Trustees. The President, the Director of Advancement, the Director of Marketing, and the Director of Admissions shall serve as ex-officio members of the Advancement, Marketing & Enrollment Committee without the power to vote.
- 2) The Advancement, Marketing & Enrollment Committee shall be responsible to work with the President to develop student enrollment and retention goals, to assess and encourage initiatives to meet student enrollment and retention goals, and to develop University branding and messaging.
- 3) The Advancement, Marketing & Enrollment Committee shall also be responsible to work with the President develop advancement goals, to create initiatives designed to meet these goals, and to work with the Cincinnati Christian University Foundation to coordinate and communicate advancement goals and initiatives.

Section 8. Other Committees.

The Board of Trustees is empowered to form such other committees, standing or special, as the Board shall deem necessary to carry on the work of the school.

ARTICLE VI. THE EXECUTIVE COMMITTEE

Section 1. Membership

- 1) The Chairperson, Vice Chairperson, Secretary, and Treasurer of the Board of Trustees, together with one (1) trustee elected at-large by the Board at the annual meeting, shall constitute the Executive Committee of the Board.
- 2) The at-large member of the Executive Committee shall serve for a term of three years. No at-large member of the Executive Committee shall be eligible to serve more than one consecutive three-year term. After one consecutive three-year term, a mandatory retirement of one year is required after which said member is eligible for reelection to the Executive Committee.
- 3) The Board of Trustees may appoint one or more additional persons then serving on the Board to the Executive Committee temporarily or for a term not to exceed three years as circumstances may dictate and from time to time.

Section 2. Powers and Responsibilities

- 1) The Executive Committee shall be entrusted with the conduct of the affairs of Cincinnati Christian University between the regular meetings of the Board of Trustees. The Executive Committee shall be subject to the orders of the Board of Trustees, and none of its acts shall conflict with action taken by the Board.
- 2) The Executive Committee shall have the authority to act and to bind the Corporation on any matter delegated to it by the Board of Trustees.
- 3) The Chairperson of the Board shall serve as Chairperson of the Executive Committee.

- 4) The Executive Committee is responsible for review and update of the Bylaws.

Section 3. Meetings

The Executive Committee shall meet as often as necessary to transact business requiring the attention or the action of the Board. It may be called into session by either the Chairperson or three (3) members of the Executive Committee. Minutes of its sessions shall be submitted to the Board of Trustees, and except as otherwise specifically delegated by the Board, its actions shall be subject to the approval of the Board.

ARTICLE VII. THE PRESIDENT

Section 1. Appointment

The Board of Trustees shall either elect a President or Chief Executive Officer of Cincinnati Christian University to serve at the pleasure of the Board. The President or the Chief Executive Officer shall be a man or woman of God, respected for character, integrity, and leadership. The President shall be a member of a church within the undenominational fellowship of Christian Churches and Churches of Christ. However, in the event that a Chief Executive Officer is elected in lieu of a President, he or she shall not be required to be a member of a church within the undenominational fellowship of Christian Churches and Churches of Christ, but shall be required to execute and fully adhere to the Statement of Faith and the Affirmations of the Cincinnati Christian University. He or she must be capable of providing the spiritual, academic, and executive leadership necessary to carry out the mission of the school and to represent the school before the church, the academic community, and the public. The President or Chief Executive Officer, as the case may be, must be in complete accord with the character and purpose of Cincinnati Christian University as it is set forth in Article III. Character and Purpose. He or she must believe, without reservation, in the full and final inspiration of the Bible as the infallible Word of God, in the deity and supreme authority of Christ, in obedience to the gospel, in edification of the church, and in the restoration of its unity on the New Testament basis. In the event that a Chief Executive Officer also serves as a member of the Board of Trustees, the Chief Executive Officer shall become an Ex Officio member of the Board of Trustees during his or her service as Chief Executive Officer, attending all meetings of the Board of Trustees, participating in all meetings fully, but shall serve on the Board of Trustees without a vote.

Section 2. Duties

- 1) The President is the Chief Executive Officer of Cincinnati Christian University. The President's primary responsibility is to carry out the Policy and to achieve the Performance goals established for Cincinnati Christian University by the Board of Trustees. The President is the executive agent of the Board of Trustees. He or she is responsible for budgeting, staffing, administrative organization and program development to ensure that Policy and Performance goals established by the Board of Trustees are met. All budgets must be submitted to the Board of Trustees for approval.
- 2) The President shall attend all meetings of the Board and shall, in an advisory capacity, have a voice in its deliberations. He or she shall have the authority to initiate any subject at Board meetings. The President shall provide the Board of Trustees with all material information relating to the University, its performance and its progress toward Board policy initiatives.
- 3) The Board of Trustees shall provide the President, no less often than annually, a performance review and shall hold the President accountable for the achievement of the policy initiatives developed by the Board.

ARTICLE VIII. THE CHIEF FINANCIAL OFFICER

Section 1. Appointment

The Board of Trustees, with the advice and consent of the President, shall elect a Chief Financial Officer of Cincinnati Christian University to serve at the pleasure of the Board. The Chief Financial Officer shall be a man or woman of God, respected for character and integrity who has the education and experience necessary to oversee the duties of the Chief Financial Officer expressed herein. The Chief Financial Officer must be in complete accord with the character and purpose of Cincinnati Christian University as it is set forth in Article III. Character and Purpose. He or she must believe, without reservation, in the full and final inspiration of the Bible as the infallible Word of God, in the deity and supreme authority of Christ, in obedience to the gospel, in edification of the church, and in the restoration of its unity on the New Testament basis. The Board of Trustees has the sole authority to dismiss the Chief Financial Officer.

Section 2. Duties

1) The Chief Financial Officer will be the chief accounting and financial officer of the University; will be responsible for assuring that the University is in compliance with applicable financial and accounting standards and has appropriate internal controls; will be responsible for assuring that payments made by the University are included in the approved budget for the fiscal year, unless approved by the Board, and that restricted funds are expended in accordance with applicable limitations and restrictions; will be responsible for collecting, recording, and safeguarding all funds and securities of the University, which will be deposited with such banks or trust companies as authorized by the Board; will be responsible for keeping proper books of account, preparing quarterly and annual financial reports, and providing financial reports to the members and the Board of Trustees at least annually and as requested by the President or Board or its committees; will make available during business hours, on request by any Trustee, the University's books of account and records; will work with the University's independent certified public accounting firm in its preparation of the annual audit; and will have such other powers and duties as the President, or Board of Trustees may prescribe from time to time. The Chief Financial Officer shall immediately bring to the attention of the Board of Trustees any matter of critical financial importance and any matter which would cast doubt upon the financial integrity of Cincinnati Christian University or any officer of the Corporation.

ARTICLE IX. EMPLOYMENT STANDARDS

Section 1. Nondiscrimination Policy.

Within the confines of its doctrinal position, Cincinnati Christian University does not discriminate on the basis of race, color, age, gender, national and ethnic origin, or disability (if otherwise qualified) in employment, or in the administration of its admission policies, educational programs, scholarship and loan programs, and other school administered programs.

Section 2. Faith Requirement.

- 1) All faculty members assigned to the Departments of Biblical Studies and Theology and all full-time faculty members assigned to the Ministry Department must be members of the undenominational fellowship of Christian Churches and Churches of Christ, must believe, without reservation, in the full and final inspiration of the Bible, that the Bible is the infallible Word of God, in the deity and supreme authority of Christ, in obedience to the Gospel, in edification of the church and in the restoration of its unity on the New Testament basis.
- 2) All faculty members of any classification assigned to any department of the University must execute and subscribe to the Statement of Faith established by the Board of Trustees.

ARTICLE X. INDEMNIFICATION OF TRUSTEES, OFFICERS, AND EMPLOYEES

Each trustee and officer of the University shall be indemnified 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.

ARTICLE XI. AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by a two-thirds vote, provided that a copy of the amendment has been made available to each trustee at least ten (10) days prior to the meeting.