

Living University

# Bylaws of the University

2301 Crown Centre Drive, Suite A; Charlotte, NC 28227-7705

Office of the President  
8/22/2013



**Contents**

Article 1–Identification ..... 5

    1.1 Name ..... 5

    1.2 Location ..... 5

Article 2–Board of Regents ..... 5

    2.1 General Powers ..... 5

    2.2 Specific Powers ..... 5

    2.3 Number of Members ..... 6

Article 3–Meetings of the Board ..... 8

    3.1 Regular Meetings ..... 8

    3.2 Special Meetings ..... 8

    3.3 Meeting by Teleconference ..... 9

    3.4 Decision Without Meeting ..... 9

    3.5 Notices ..... 9

    3.6 Quorum ..... 10

Article 4–Officers of the Board ..... 11

    4.1 Officers ..... 11

    4.2 Selection and Tenure of Officers ..... 11

    4.3 Determination of Duties ..... 11

    4.4 Duties of the Chair and Vice Chair ..... 11

    4.5 Duties of the Secretary ..... 11

Article 5–Committees of the Board ..... 12

    5.1 The Executive Committee ..... 12

    5.2 Special Committees ..... 13

Article 6–The Board and the Chief Executive Officer ..... 13

    6.1 The President ..... 13

    6.2 Powers and Duties ..... 14

    6.3 Board Communications ..... 14

    6.4 Employment ..... 15

    6.5 President’s Annual Report ..... 15

    6.6 Emergency Powers ..... 15

Article 7–Conflict of Interest.....	15
Article 8–Indemnification .....	15
8.1 Power to Indemnify .....	15
8.2 Insurance.....	16
Article 9–Dissolution.....	16
Article 10–Disclosures.....	16
10.1 Annual Financial Report.....	16
10.2 Disclosure of Certain Transactions and Indemnifications.....	17
Article 11–Board Legislation .....	17
11.1 Classification of Board Legislation .....	17
11.2 Amendment of Board Legislation .....	17
11.3 Consultation .....	18
11.4 Judicial Authority .....	18

# Bylaws of the University

---

## Article 1–Identification

### 1.1 Name

This educational institution, a nonprofit North Carolina corporation, shall be known as Living University.

### 1.2 Location

Living University shall be and remain located in the county of Mecklenburg, state of North Carolina, and may establish and conduct branches, and have offices, at such other places as the Board of Regents may from time to time designate, or as the business of the institution may require.

**1.2.1** The principal office of Living University, a non-profit corporation, in the state of North Carolina shall be located in the county of Mecklenburg.

**1.2.2** The registered office of the Corporation maintained in the state of North Carolina, may be, but need not be, identical with the principal business office of Living University in the state of North Carolina, and the address of the registered office may be changed from time to time by the Board of Regents.

## Article 2–Board of Regents

### 2.1 General Powers

All power and authority of this Corporation shall be exercised by or under the direction of the Board of Directors, known as and referred to herein as the “Board of Regents” or the “Board,” with each member of said Board being referred to herein as a “Regent.”

### 2.2 Specific Powers

Without prejudice to the general powers of the Board of Regents, and in accordance with and subject to the further provisions of these Bylaws, it is hereby expressly declared that the Board of Regents shall have and exercise the following specific powers:

**2.2.1** To approve the mission and scope of the University.

**2.2.2** To be the policy-making body of the University ultimately responsible for ensuring that the financial resources of the institution are adequate to provide a sound educational program.

**2.2.3** To employ and appoint a President of the Corporation and the University, as chief executive and administrative officer, other officers of the Corporation and the University, members of the faculty, and all such employees as may be necessary; to define their powers, duties, and terms of employment; and to adopt and apply rules of tenure. And further shall have the power to displace any or such of them as

the interests of the institution may require, and to fill vacancies which may happen by death, resignation, or otherwise, among such officers and personnel.

**2.2.4** To establish colleges, schools, divisions, and departments for the study of any and all the learned and liberal professions and disciplines and to confer such academic degrees, both for undergraduate and for graduate studies, as may be merited on the recommendation and advice of the faculty.

**2.2.5** To confer such honorary degrees on distinguished persons as may, in the judgment of the Board, be merited.

**2.2.6** To approve the course of studies and other programs to be pursued in the University, and to establish the necessary broad principles and policies for the governance and direction of the officers, faculty, employees, and students of the University.

**2.2.7** To authorize and direct all expenditures involved in the operation of the University.

## **2.3 Number of Members**

There shall be not more than sixteen (16), nor less than five (5), members of the Board of Regents of which not more than fifteen (15), nor less than four (4), shall be appointed members and one (1) member shall serve ex officio. Two (2) members of the Board of Regents may be appointed as public members.

### **2.3.1 Ex Officio Member**

The President of the Living Church of God (International), Inc., hereinafter Living Church of God, who shall at all times fill the office of Chair of the Board of Regents, shall be an ex officio member of the Board of Regents.

### **2.3.2 Appointed Members**

**2.3.2.1** Qualification. Each appointed member of the Board of Regents shall be of good reputation and above reproach in his or her community.

**2.3.2.1.1** Except for public members, each appointed member shall be and remain a member in good standing of the Living Church of God at the time of and during his or her term of appointment.

**2.3.2.1.2** Except for public members, if for any reason an appointed member of the Board of Regents does not remain a member of the Living Church of God in good standing during his or her term of appointment, then such Regent shall be disqualified from serving which shall constitute his or her removal from the Board without the necessity of further action.

**2.3.2.1.3** During their term of office public members shall be and remain in harmony with the philosophy and principles of the University and those of its principal sponsor, the Living Church of God. A public member shall not attempt to subvert that philosophy or those principles, nor shall he or she advocate or encourage the acceptance of a contrary philosophy or contrary principles, nor otherwise

intentionally undermine or seek to disparage the Statement of Fundamental Beliefs or the Canons of Evangelistic Discipline of the Living Church of God.

**2.3.2.2** Appointments. Appointed members to the Board of Regents shall be made by nomination and recommendation of the Executive Committee, consent of two-thirds (2/3) of the members of the Board of Regents present at any meeting, and formal ratification of the proposed appointed member by the Board of Directors of the Living Church of God.

**2.3.2.3** Term of Appointment. Each appointed member of the Board of Regents shall serve for a term of three (3) years except as otherwise herein provided.

**2.3.2.3.1** In order to provide for staggered tenures, of this Board as first constituted by designation in the Articles of Incorporation two (2) members shall serve for three (3) years, two (2) members for two (2) years as the Board shall determine. For purposes of these Bylaws these four (4) individuals shall be deemed appointed members.

**2.3.2.3.2** Each new member thereafter appointed shall be designated for and shall serve such initial term as the Board of Regents shall determine, but not more than three (3) years, such that the term of appointment for about one-third (1/3) of the appointed members shall expire annually.

**2.3.2.3.3** A term of appointment shall expire on June 30 in the year of expiration but he or she shall continue to serve until a successor

Regent has been ratified by the Board of Directors of the Living Church of God.

**2.3.2.3.4** There shall be no limit on the number of terms that any appointed member may serve.

#### **2.3.2.4** Removal of Appointed Members

**2.3.2.4.1** The Board of Regents is empowered to remove any appointed member of the Board prior to the expiration of his or her current term for good cause. A Regent may be removed but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Regent. The removal of a Regent shall be effective when, in the judgment of the Board as expressed by a two-thirds (2/3) consent of the members present at any meeting at which a quorum is present. Good cause shall include, but shall not be limited to: (a) the failure or unwillingness of a Regent to abide by the Bylaws, Statutes, Administrative Regulations of the University; (b) the failure or unwillingness of a Regent to carry out his or her duties in accordance with applicable law or the policies and procedures of the University, including attending half or more of regularly scheduled meetings of the Board of Regents over a two-year period (absent a showing of reasons acceptable to the Board); (c) the failure to maintain confidentiality with respect to any confidential knowledge or any knowledge or information, other than that which is public information, of or relating to board matters; or (d) any action by a Regent that may negatively reflect on the University.<sup>1</sup>

---

<sup>1</sup> Article 2.3.2.4.1 amended 11/9/2012.

**2.3.2.4.2** Further, any public member may be removed when, in the judgment of the Board as expressed by a two-thirds (2/3) consent of the members present at any meeting, such Regent has attempted to subvert the underlying philosophy and principles of the University or those of its principal sponsor, the Living Church of God, or has advocated or encouraged the acceptance of a contrary philosophy or contrary principles, or otherwise intentionally undermined or sought to disparage the Statement of Fundamental Beliefs or the Canons of Evangelistic Discipline of the Living Church of God.

#### **2.3.2.5 Vacancy of an Appointed Member**

A vacancy on the Board of Regents, including a vacancy resulting from the removal of a Regent, shall be filled pursuant to the section on appointments as set forth above. A Regent may resign at any time by providing notice in writing to the Chair. In the case of a resignation that will become effective at a specified later date, the vacancy may be filled before the vacancy occurs, but the new Regent may not take office until the vacancy occurs. Any such appointment to fill a vacancy shall be for the unexpired term of such Regent.

## **Article 3–Meetings of the Board**

### **3.1 Regular Meetings<sup>2</sup>**

Regular meetings of the Board shall be held at least three times each calendar year, at 10:30 a.m. at the principal office of the corporation, on the first Wednesday of each month, or on the next succeeding business day if the first Wednesday is a holiday.

**3.1.1** Regular meetings shall be held in August, January, and June, but additional regular meetings may be scheduled by the Board.

**3.1.3** The Annual Meeting shall be the regular meeting scheduled in August of each academic year or such other meeting as shall be annually directed by the Board.

### **3.2 Special Meetings**

A special meeting of the Board of Regents for any lawful purpose may be called at any time by the Chair of the Board or by at least two (2) of its members.

**3.2.1** A special meeting called by any person entitled to call a meeting shall be called by written request. The request shall specify the general nature of the business proposed to be transacted, and shall be submitted to the Chair of the Board.

**3.2.2** Once received, the Chair shall cause notice to be given promptly to the entire Board. Such notice shall state that a meeting will be held at a specified time and date fixed by the Board. The meeting date shall be at least thirty (30) days, three (3) in the case of an emergency, but no more than ninety (90) days, seven (7) in the case of an emergency, after receipt of the request. If the notice is not given within

---

<sup>2</sup> Article 3.1 amended 6/03/2009.

twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice.

**3.2.3** No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

### **3.3 Meeting by Teleconference**

The Board of Regents, and any committee thereof, may hold a meeting by conference telephone or by similar communications equipment, hereinafter teleconference, in which one or more Regents participating in the meeting, whether in person or by electronic means, can hear each other.

**3.3.1** The notice of a meeting where Regents may participate by means of a teleconference shall state the fact that the meeting can be so attended.

**3.3.2** Nevertheless, participation of a Regent in any meeting by teleconference shall constitute the personal presence of that Regent at the meeting.

**3.3.3** With respect to all other rules of the Board regarding meetings, these remain the same for meetings utilizing a teleconference.

### **3.4 Decision Without Meeting**

Any decision required or permitted to be made at a meeting of the Board of Regents, or any committee thereof, may be made without a meeting.

**3.4.1** A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to deliberate on the matter.

**3.4.2** The original signed consents shall be placed in the Corporation minute book and kept with Corporation's records.

**3.4.3** Such action by written consent shall have the same force and effect as the unanimous vote of such Regents.

### **3.5 Notices**

Written notice of all meetings shall be sent to each member at his or her last known address at least one (1) week in advance of any meeting.

**3.5.1** The Secretary or Assistant Secretary shall serve all notices required by law or by the Bylaws of the Board of Regents and, in case of their absence, inability, refusal or neglect to do so, by the Chair or Vice Chair of the Board, or any five (5) members of the Board.

**3.5.2** Notices shall include an agenda for the meeting.

**3.5.3** Any new business that is not held over from a previous meeting or not listed on the agenda shall require the affirmation of not less than a two-thirds (2/3) majority of those in attendance for passage.

**3.5.4** Any notice required or permitted by these Bylaws to be given to a member, officer, or member of a committee may be given by first class mail, postage prepaid, or by e-mail, telephone, or telegram.

**3.5.4.1** If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with postage prepaid.

**3.5.4.2** If said notice is sent by e-mail, addressed to the person at his or her e-mail address as it appears on the records of the corporation. A notice shall be deemed to be delivered upon the electronic return of a read receipt.

**3.5.4.3** If given by telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at his or her address appears on the records of the corporation.

**3.5.4.4** If given by telephone, a notice shall be deemed to be delivered when actual notice is verbally given to said individual personally. A voice mail message does not fulfill this provision.

**3.5.4.5** A person may change his or her address, e-mail address, and telephone number by giving written notice to the Secretary or Assistant Secretary.

**3.5.5** Whenever any notice is required to be given under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

**3.5.6** The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **3.6 Quorum**

**3.6.1** The Quorum for all Board meetings will be a majority of the members of the Board, provided that either the Chair, or Vice-Chair is present, otherwise the quorum will be no less than seventy-five percent (75%) of the remaining Board members and all decisions must then be by unanimous consent of all members present except as otherwise provided for in these Bylaws.

**3.6.2** Any number less than a quorum present at a meeting, duly called, may adjourn from time to time until a quorum shall be in attendance.

## **3.7 Place of Meeting**

Regular and special meetings of the Board shall be held at the principal office of Living University unless otherwise ordered by the Board.

## **Article 4–Officers of the Board**

### **4.1 Officers**

The officers of the Board shall consist of the Chair, Vice Chair, Secretary, Assistant Secretary, and such other officers as the Board may determine. The offices of Chair and Vice Chair shall be held by members of the Board. Other officers appointed by the Board need not be appointed from its members.

### **4.2 Selection and Tenure of Officers**

The President of the Living Church of God shall serve as Chair of the Board of Regents. Other officers of the Board shall be chosen by and serve at the pleasure of the Board except, as heretofore provided in these Bylaws.

### **4.3 Determination of Duties**

The officers of the Board shall perform the duties expressly enjoined upon them by the laws of this state and by the Bylaws and Statutes of the Board and such other incidental duties as pertain to their respective offices.

### **4.4 Duties of the Chair and Vice Chair**

All meetings of the Board shall be presided over by the Chair of the Board.

**4.4.1** In addition the Chair shall:

**4.4.1.1** Appoint, except as otherwise provided for, all committees of the Board including the designation of the chairs of such committees.

**4.4.1.2** Execute all deeds, mortgages, leases, bonds, contracts and other documents duly authorized by the Board, except where other provision is made by the Board.

**4.4.1.3** Perform such other duties as the office may require.

**4.4.1.4** Bear the honorary designation Chancellor of the University and shall exercise such ceremonial acts as would thereunto pertain.

**4.4.2** The Vice Chair shall preside in the absence of the Chair, assume the powers and authority of the Chair in the Chair's absence or disability, and discharge any other functions delegated to the Vice Chair by the Chair or the Board.

### **4.5 Duties of the Secretary**

A true and full record of all meetings of the Board shall be kept by the Secretary of the Board who shall promptly furnish a copy of the minutes of each regular or special meeting of the Board and of the Executive Committee to all members of the Board and to the President.

**4.5.1** In addition the Secretary shall:

**4.5.1.1** Notify all committees of the Board of their appointment and furnish to them a copy of all resolutions or orders assigning functions to such committees.

**4.5.1.2** Record all calls for meetings of the Board and shall notify all members of such meetings; keep in a separate book a current and complete record and text of the Bylaws and Statutes of the Board; and attest the same by his or her signature whenever required.

**4.5.1.3** File in such book all written consents of members of the Board to any action taken without a meeting.

**4.5.1.4** Be custodian of the corporate seal and shall affix it to attest to the authenticity of the signature of any officer of the Board, or to the contractual authority of the President and the authenticity of the President's signature for the prosecution of routine activities of that Office and approved programs and projects, or in other cases as provided by law or as authorized by the Board.

**4.5.1.5** Such officer shall not affix the corporate seal to any document attesting to his or her own signature.

**4.5.2** An Assistant Secretary shall have such powers and duties as may be assigned to him or her by the Secretary or by the Board.

**4.5.2.1** If the Secretary is absent, disqualified from acting, unable to act or refuses to act, the Assistant Secretary shall have the powers of, and perform the duties of, the Secretary. The performance of any such duties shall, in respect of any other person dealing with the Corporation, be conclusive evidence of his or her power to act.

**4.5.2.2** He or she shall have all such further powers and duties as generally are incident to the position of Assistant Secretary.

## **Article 5–Committees of the Board**

The Board of Regents may establish such standing committees and such ad hoc committees as it deems necessary to secure and protect the institution's welfare. The Chair of the Board shall appoint the members of all committees.

### **5.1 The Executive Committee**

**5.1.1** The Executive Committee shall consist of four (4) members of the Board.

**5.1.2** The Chair of the Board of Regents shall appoint such members to the Executive Committee at the annual meeting of the Board, and an appointed member shall hold office for one (1) year and until a successor is appointed. In addition, the Chair of the Board shall designate one (1) member to act as chair of the Executive Committee. The Chair of the Board may elect to serve as a member and chair of the Executive Committee.

**5.1.3** The President of the University shall be an ex-officio member of the Executive Committee with only advisory privileges.

**5.1.4** The Executive Committee, during intervals between meetings of the Board, shall have and exercise all powers, privileges, and prerogatives of the Board, except with respect to matters of delegation not authorized by law, to act on matters of such emergency that they should not be postponed until a called or a regular meeting.

**5.1.5** The Executive Committee shall have authority to transact such routine business as may arise during the recess of the Board and to act for the Board in all matters of an emergency nature upon which immediate decisions are necessary for the present welfare of the Corporation. The chair of the Executive Committee shall act as an immediate advisor to the President on interim affairs.

**5.1.6** The Executive Committee shall normally meet at least once a month and special meetings may be called at any time by its chair. Regular meetings may be dispensed with by the Committee or by its chair. Two (2) members must be in attendance to constitute a quorum.

**5.1.7** The Executive Committee shall keep minutes of its meetings which shall be provided to the Board of Regents at or before the next meeting of the Board.

## **5.2 Special Committees**

**5.2.1** Special committees may be appointed from time to time as the Board may deem desirable.

**5.2.2** Such committees are subordinate to the Board and subject to the instruction and direction of the Board.

**5.2.3** Regular meetings of special committees may be dispensed with by the committee or by its chair. Two (2) members must be in attendance to constitute a quorum.

**5.2.4** Each committee shall be discharged automatically at the annual meeting unless the Board takes specific action to continue it beyond that period.

## **Article 6–The Board and the Chief Executive Officer**

### **6.1 The President**

The President, as chief executive and administrative officer of the Corporation and the University, shall be appointed by the Board of Regents and shall serve at its pleasure. Moreover,

**6.1.1** The President shall execute and enforce the Statutes adopted by the Board and shall perform such other duties as may be assigned by the Board of Regents;

**6.1.2** The consent of at least one-half (1/2) of the total membership of the Board shall be required for the initial appointment of the President or the termination of the President's services as such; and

6.1.3 From time to time, the Board shall fix the President's salary.

## **6.2 Powers and Duties**

The President shall be empowered to execute all documents and exercise all executive and administrative powers necessary to such office except those powers as are reserved to the Board. The President shall:

**6.2.1** Be responsible for the internal self-governance structure of the University including, but not limited to, the administration of academic affairs, institutional advancement, institutional research, business and financial affairs, and student services;

**6.2.2** Monitor educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions;

**6.2.3** Lead the University to accomplish its mission and goals;

**6.2.4** Serve as the Corporation's and the University's key spokesperson;

**6.2.5** Participate in the drafting of agendas for meetings of the Board in consultation with the Chair;

**6.2.6** Control the institution's fund-raising activities exclusive of institution-related foundations that are independent and separately incorporated;

**6.2.7** Have ultimate responsibility for, and exercises appropriate administrative and fiscal control over, the institution's intercollegiate athletics program;

**6.2.8** Assign to University executive officers, administrative officers, faculty, and staff of the University powers, duties and responsibilities, and they shall be responsible to the President and the Board of Regents for the performance thereof, as well as for those powers, duties and responsibilities specifically vested in them by Statutes of the Board;

**6.2.9** Exercise such other powers, duties and responsibilities as are delegated or assigned by the Board of Regents; and

**6.2.10** Serve as an ex-officio, non-voting member of the Board and all Board Committees with only advisory privileges.

## **6.3 Board Communications**

The President shall serve as the principal liaison officer and official channel of communication between the Board and all subordinate executive and administrative officers, faculty, staff, and students of the University; and, in this connection, they each shall have direct access to the Board, consistent with such procedures as the Board shall from time to time declare. The President shall attend all Board meetings unless instructed to the contrary by the Board, and shall inform and advise the Board with respect to the internal operations of the University and its relationships.

## **6.4 Employment**

All personnel appointments shall be subject to the approval of the President or designee thereof; however, the appointment of any dean, but not assistant or associate deans, and any administrator reporting directly to the President, shall be subject to approval of the Board of Regents.

## **6.5 President's Annual Report**

On or before the annual meeting each year, the President shall make an annual report to the Board of Regents concerning the previous year, pertaining to the affairs of the University and including recommendations with respect thereto.

## **6.6 Emergency Powers**

In emergencies involving situations beyond the normal condition of the University, the President shall, within the limits of available funds or unappropriated surplus, have the power to act with dispatch in matters involving the University. Any such actions, together with reasons thereof, shall be reported promptly to the Board.

## **Article 7–Conflict of Interest**

All Regents shall disclose to the Board any possible conflict of interest. A Regent shall not participate in the decision making process with regard to any matter in which said Regent has a conflict of interest and the minutes of Board meetings shall report the disclosure and the abstention of said Regent from participation.

## **Article 8–Indemnification**

### **8.1 Power to Indemnify**

Subject to, and to the extent consistent with, the requirements for qualification of the Corporation as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), the Board is authorized to indemnify its Regents and officers to the full extent permitted by the laws of the State of North Carolina.

**8.1.1** Any person who at any time after the adoption of these Bylaws serves or has served as a Regent of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein, and any modification or repeal of these provisions for indemnification shall be prospective only and shall not affect any rights or obligations existing at the time of such modification or repeal.

**8.1.2** Such right shall inure to the benefit of the legal representatives of any such person, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Bylaw, and shall not be limited by the provisions for indemnification in

Sections 55A-8-51 through 55A-8-56 of the North Carolina Nonprofit Act or any successor statutory provisions.

## **8.2 Insurance**

The Board shall have power to secure or purchase and maintain insurance on behalf of any Regent, officer, employee, or agent of the corporation, its affiliated or subordinate organizations, or their predecessors or successors, against any liability asserted against or incurred by them in such capacity or arising out of their status as such whether or not the Corporation would have the power to indemnify them against such liability.

## **Article 9–Dissolution**

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debt and obligations of this corporation, and after compliance with the applicable provisions of N.C. Gen. Stat. § 55A-14-03, the remaining assets of this corporation shall be distributed to the Living Church of God, provided it is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor statutes, for one (1) or more purposes that are exempt under North Carolina statutes pursuant to franchise and income taxes.

In the event the Living Church of God is not so exempt at the time it is to take title to such assets, then such assets shall be vested in one of the following organizations, corporations, or other entities, provided the same are described within, and shall use said assets for religious purposes within the meaning of, Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor statutes:

**9.1** The Council of Elders of the religious denomination known as “Living Church of God (an international religious group)”, an unincorporated association, of which Roderick C. Meredith, Presiding Evangelist (or his successor Presiding Evangelist in terms of the Canons of Evangelistic Discipline of the Living Church of God), is the principal or leading principal, or in the event it is unable to take title for any reason, then to:

**9.2** The organization, corporation or other entity appointed by the Chair of the Board of Regents of Living University, a North Carolina non-profit corporation.

## **Article 10–Disclosures<sup>3</sup>**

### **10.1 Annual Financial Report**

Not later than one hundred twenty (120) days after the close of the Corporation’s fiscal year the President or designee thereof shall provide the Board of Regents a report of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The President or designee thereof shall furnish a copy to all Regents, the Board of Directors of Living Church of God, and otherwise make it public.

---

<sup>3</sup> Article 10 amended 12/18/2008.

## **10.2 Disclosure of Certain Transactions and Indemnifications**

The President shall furnish to the Board of Regents a statement of any transaction or indemnification described in NC § 55A-16-21 of the North Carolina Nonprofit Corporation Act (NCGS §55A), if such a transaction or indemnification took place.

## **Article 11–Board Legislation**

### **11.1 Classification of Board Legislation**

Legislation by the Board of Regents shall be classified as (1) Bylaws and (2) Statutes. The Board shall adopt, alter, revise, or repeal such Bylaws and Statutes, for the conduct of the business of the Corporation and the general governance of the University.

#### **11.1.1 Bylaws**

Legislation concerning the organization, procedures, and functions of the Corporation and the Board of Regents shall be classified as Bylaws. These Bylaws, and amendments thereto, shall become effective immediately on their adoption unless the Board, in adopting them as hereinafter provided, provides that they are to become effective at a later date.

#### **11.1.2 Statutes**

Board legislation concerning the broad structure, operational principles, broad over-arching policies, and guidelines for the internal organization of the University shall be classified as Statutes.

**11.1.2.1** The board intends the Statutes to provide the broad principles, wide-ranging policies, required courses of action, and guidelines for institutional operations and activities to be carried out by the University.

**11.1.2.2** These Statutes, and amendments thereto, shall become effective immediately on their adoption unless the Board, in adopting them as hereinafter provided, determines that they are to become effective at a later date.

### **11.2 Amendment of Board Legislation**

The Bylaws and Statutes of the Board may be changed or amended and additional Bylaws and Statutes may be adopted at any regular or special meeting or the Board by the affirmation of at least two-thirds (2/3) of those present, provided that:

**11.1.2** A notice of the intention to change, amend, or add to the Bylaws and Statutes in whole or in part (which notice may be included in the call for the meeting) shall have been given to the members of the Board of Regents by mail, postmarked not less than one (1) week prior to a meeting.

**11.1.2** Such notice shall be in writing and shall include the exact wording of legislation proposed.

### **11.3 Consultation**

It will be the practice of the Board whenever practicable, to submit to appropriate subordinate University authority for comment and recommendation, prior to final action by the Board, any proposed Statutes with respect to the internal operation of the University. The Board's freedom of action with respect to matters thus submitted shall not, however, be restricted by the recommendations made. Provided, however, that the failure to consult as provided in this shall not invalidate any action by the Board or be a violation of these Bylaws.

### **11.4 Judicial Authority**

The Board retains its final judicial authority with respect to the interpretation and enforcement of the Bylaws and Statutes and with respect to any controversy that may arise thereunder.

**15.4.1** The Board also retains its freedom to refuse jurisdiction, when in its opinion the judgment of subordinate authority should be determinative.

**15.4.2** The Board also retains its power to withdraw any specific case from the jurisdiction of the President or of any other agency of the University when, in the opinion of the Board, such action will best serve the purposes of justice.