



This form should be completed in black

CHFP025

This form must be completed for all  
'Place of Business' registrations  
(See note below for re-registration  
from a 'Branch')

This form should be completed in black.

## Return and declaration delivered for registration a place of business of an overseas company

(Pursuant to section 691 of the Companies Act 1985)



Previous branch number  
(if applicable)

Company name

Country of incorporation

Abilene Christian University

United States of America

Address of place of business in  
Great Britain

9 and 10 Canterbury Road

Post town Oxford

County / Region Oxfordshire

Postcode OX2 6LU



\*A93IDT9J\*

A28 25/09/2007 499  
COMPANIES HOUSE

### Either

Constitution of the company

(See notes 1 and 2)  
(A certified English translation must  
be included)

\* Delete as applicable

# Mark appropriate box(es)

A certified copy of the

# ☒ Instrument(s) constituting or defining the constitution of  
the company, and

☐ A certified translation

\* is / ~~are~~ delivered for registration

The company must deliver  
certified copies of its  
constitutional documents  
(with certified translations),  
and the particulars of the  
company's directors and  
secretary

However, if the company is  
closing a branch registration  
and effecting a place of business  
registration, it may rely on the  
documents or the particulars of  
the directors and secretary  
previously filed in  
that part of Great Britain, provided  
any relevant alterations to those  
documents have been updated  
on the register

Laserform International 6/02

### OR

The

# ☐ The constitutional documents (and a certified translation \*)

\* and / or

☐ Particulars of the current directors and secretary(ies)

were previously delivered in respect of a branch of the company  
registered at this registry

Branch

## Directors (See notes 3, 4 and 5)

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address ††

☐

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

Date of birth

(See note 5)

Business occupation  
(if any) If none  
other directorships

CD

Phillip

Schubert

AD 8042 Saddle Creek Drive

Post town Abilene

County / Region Texas

Postcode 79602

Country USA

DO 2 0 0 8 1 9 6 9

Nationality NA USA

OC University Executive Vice President

OD

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address ††

☐

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

Date of birth

(See note 5)

Business occupation  
(if any) If none  
other directorships

\*Voluntary details

CD

Jack

Rich

AD 250 Hedges

Post town Abilene

County / Region Texas

Postcode 79605

Country USA

DO 0 9 0 7 1 9 5 5

Nationality NA USA

OC University Senior Vice President and

OD Chief Investment Officer

## Directors (See notes 3, 4 and 5)

**Name** **\*Style/Title**

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address in the case of a corporation, give the registered or principal office address.

Address ††

☐

Date of birth

(See note 5)

Business occupation  
(if any) If none  
other directorships

☐ CD

Royce

Money

PhD

☐ AD

1209 S Saddle Lakes Drive

Post town Abilene

County / Region Texas

Postcode 79602

Country USA

☐ DO 1 1 3 0 1 7 1 9 4 1 2

Nationality ☐ NA USA

☐ OC

University President

☐ OD

**Name** **\*Style/Title**

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address in the case of a corporation, give the registered or principal office address

Address ††

☐

Date of birth

(See note 5)

Business occupation  
(if any) If none  
other directorships

\*Voluntary details

☐ CD

Dwayne

VanRheenen

PhD

☐ AD

841 Green Valley Drive

Post town Abilene

County / Region Texas

Postcode 79601

Country USA

☐ DO 1 1 3 0 1 4 1 9 4 1 4

Nationality ☐ NA USA

☐ OC

University Provost

☐ OD

## Company Secretary(ies)

(See notes 4 and 6)

Name \*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office

☐

CS

Jane

Beard

J D.

Varner

AD

1901 River Oaks Road

Post town Abilene

County / Region Texas

Postcode 79605

Country USA

Name

\*Style/Title

Forenames

Surname

\*Honours etc

Previous forenames

Previous surname

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office

☐

CS

AD

Post town

County / Region

Postcode

Country

## Person(s) authorised

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf services of process and any notice required to be served on it

\*Style/Title

Forenames

Surname

Address

Ronald

Morgan

9 Canterbury Road

Post town Oxford

County / Region Oxfordshire

Postcode OX2 6LU

\*Voluntary details

**Declaration** (See note 8)

**Full name and address**

I Slade Sullivan

of (address) 1201 Cedar Crest Drive, Abilene, Texas, 79601,  
USA

† delete as applicable

a ~~Director~~ ~~Secretary~~ person authorised to accept on the company's behalf  
service of process or any notices required to be served on it, do solemnly and  
sincerely declare that the company established its place of business in Great  
Britain on

Day Month Year

2	7	1	0	2	0	0	5
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(enter date)

and I make this solemn declaration conscientiously believing the same to be true  
and by virtue of the provisions of the Statutory Declarations Act 1835

Signed



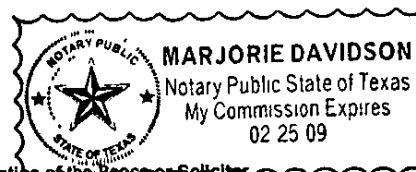
**Declared at**

Abilene, Texas, USA

on Day Month Year

1	9	0	9	2	0	0	7
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before me, Marjorie Davidson,



A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor  
having the powers conferred on a Commissioner for Oaths (See note 8)

Number of continuation sheets attached

☐

To whom should Companies House  
direct any enquiries about the  
information on this form?

Eversheds LLP  
Kett House, Station Road  
Cambridge

Postcode CB1 2JY

Telephone 0845 497 9797

Extension

Please ensure the form is fully  
completed and then send it to  
the Registrar of Companies at  
(See note 9)

**Companies House, Crown Way, Cardiff CF14 3UZ**  
for companies establishing a place of business in England and Wales  
**Companies House, 37 Castle Terrace, Edinburgh EH1 2EB**  
for companies establishing a place of business in Scotland

**AMENDED & RESTATED  
ARTICLES OF INCORPORATION**

**ABILENE CHRISTIAN UNIVERSITY**

1. Abilene Christian University, pursuant to the provisions of Article 4.06 of the Texas Non-Profit Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended by such Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof

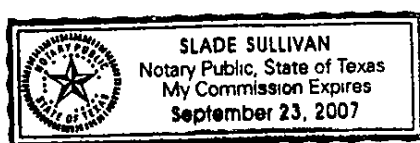
2. Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and the Restated Articles of Incorporation were adopted in the following manner: The Restated Articles of Incorporation were adopted at a meeting of the Board of Trustees held on October 3, 2001, and received the vote of a majority of the trustees in office, there being no member having voting rights.

3. The Articles of Incorporation of the corporation are amended by the Restated Articles of Incorporation as follows.

Article X is amended only by deleting the last sentence thereof in its entirety.

4. The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth.

I certify this is a true copy of the original Articles of Incorporation of Abilene Christian University, a non-profit corporation incorporated under the laws of the State of Texas.



  
\_\_\_\_\_  
Notary Public, State of Texas

COMPANIES HOUSE

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**RESTATED  
ARTICLES OF INCORPORATION**

**ABILENE CHRISTIAN UNIVERSITY**

**ARTICLE I.**

The name of this corporation is "ABILENE CHRISTIAN UNIVERSITY "

**ARTICLE II.**

The corporation is a non-profit corporation.

**ARTICLE III.**

This corporation is created for the following purposes, to wit. the establishment and maintenance of a university for the advancement of education in which the arts, sciences, languages and Holy Scriptures shall always be taught, together with such other courses of instruction as shall be deemed advisable by the Board of Trustees and which shall be managed and controlled as hereinafter set forth by a Board of Trustees, each of whom shall be a member of a congregation of the Church of Christ, which takes the New Testament as its only and sufficient rule of faith, worship and practice, and rejects from its faith, worship and practice everything not required by either precept or example, and which does not introduce into the faith, worship and practice, as a part of the same or as adjuncts thereto any supplemental organization or anything else not clearly and directly authorized in the New Testament by either precept or example

**ARTICLE IV.**

The location of this university and the business office of this corporation shall be in the county of Taylor in or near the City of Abilene, State of Texas.

**ARTICLE V.**

This corporation shall have perpetual existence.

**ARTICLE VI.**

This corporation shall have power through the Board of Trustees to do all lawful acts including to grant diplomas, appoint officers and employ teachers or other agents; to procure grounds suitable for the university and to procure donations and subscriptions; and shall have the right to exercise all such powers as may be necessary or desirable to

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execute the purposes for which it is created and such as are usually exercised in the establishment and maintenance of first class institutions of learning.

#### **ARTICLE VII.**

The number of members of the Board of Trustees shall be determined from time to time by the Board of Trustees either by resolution of the Board of Trustees or by provision in the Bylaws of the corporation. A majority of those serving at any given time shall constitute a quorum. No meeting of the Board, either regular or special, shall be held without a quorum as herein defined. Every member of the trustees, at the time of his or her election and during his or her entire term of office, shall be a member of a congregation of the Church of Christ, as defined in Article III hereof, in good standing, said standing to be determined by the congregation of which the Trustee is a member.

The Board of Trustees shall have the power to appoint an Executive Committee of seven or more trustees who shall exercise all powers of the Board between meetings of the Board, except that the Executive Committee shall not elect members of the Board, Officers of the Board, or Officers of the University, other than an interim Chief Executive Officer of the University, and except that the Executive Committee shall comply with the Bylaws of the University

#### **ARTICLE VIII.**

The names and places of residence of members of the Board of Trustees of this corporation who are serving at the present time are:

Akins, G. Thane  
2912 North I Street  
Midland, Texas 79705

April Anthony  
6231 Norway Rd.  
Dallas, Texas 75230

Joe B. Baisden  
304 East 20<sup>th</sup> Avenue  
Belton, Texas 76513

Jane V. Beard  
1901 River Oaks Rd.  
Abilene, Texas 79605

Edwin V. Bonneau  
2710 Farmers Branch Lane  
Dallas, Texas 75234

Cynthia R. Brown  
8021 Winston  
Lubbock, Texas 79424-3143

Dale A. Brown  
3804 Trinity Dr  
Midland, Texas 79707

Herbert L. Butrum  
12118 RIP Van Winkle  
Houston, Texas 77024



Royce S. Caldwell  
797 Grandview Pl.  
San Antonio, Texas 78209

Virginia P. Chambers  
501 Cumberland Rd  
Tyler, Texas 75703

Donald R. Conder  
5605 Wedgefield  
Grandbury, Texas 76049

C. E. Cornutt  
9618 Hillview  
Dallas, Texas 75231

Jennifer H. Doan  
#9 Ladera  
Texarkana, Texas 75503

N. Sharron Drury  
6449 Elm Crest Court  
Fort Worth, Texas 76132

Charles W. Ezzell  
1633 Hillview Rd.  
Abilene, Texas 79601

Bob L. Gowens  
3711 Panorama  
Missouri City, Texas 77459

Ralph L. Harvey  
13 Oakdale Farm Circle  
Edmond, Oklahoma 73013

Patrick M. Holder  
2005 Sandy Way  
Bedford, Texas 76021

Paul W. Johnson  
No. 3 Whisperwood Circle  
Lubbock, Texas 79416

Michael R. Calvert  
30 Legend Park Dr.  
Sugarland, Texas 77459

Terry L. Childers  
1124 Fairview Farm Rd  
Edmond, Oklahoma 73013

David L. Copeland  
1451 Tanglewood  
Abilene, Texas 79605

Don W. Crisp  
12012 Excelsior Way  
Dallas, Texas 75230

A. Don Drennan  
825 Cloverleaf Dr.  
Abilene, Texas 79601

John M. Duncum  
P. O. Box 10233  
College Station, Texas 77849

Deon B. Fair  
5508 Glenshire Dr.  
Plano, Texas 75093

Ray V. Hansen  
730 North Rosemary  
Bryan, Texas 77802

Ira D. Hill  
10 Clay Court  
Locust, New Jersey 07760

Jasper Howard  
4603 McKnight Rd.  
Texarkana, Texas 75503

William K. Johnson  
14001 I-27  
Amarillo, Texas 79119

Barbara B Johnston  
401 North Tower Dr.  
San Antonio, Texas 78232

Guy M. Lewis  
18506 Spring Creek Oaks Dr.  
Spring, Texas 77379

Janice M Massey  
1503 Bellevue  
Durham, North Carolina 27705

C. Todd Miller  
9515 Trainhill  
Dallas, Texas 75238

Tommy Morris  
26 Muirfield  
Abilene, Texas 79606

G. Randy Nicholson  
32 Pinehurst St.  
Abilene, Texas 79606

Robert K Oglesby, Sr.  
16 Bunker Hill  
Richardson, Texas 75080

Patsy F Parker  
#5 Sawgrass Court  
Frisco, Texas 75034

Ted Poe  
P. O. Box 608  
Humble, Texas 77347

Joe A. Powell  
14 West Vale  
Paducah, Kentucky 42001

John J. Riehl  
13612 Elena Gallegos Pl. NE  
Albuquerque, New Mexico 87111

George W Knight  
4100 Cedar Creek Dr.  
Edmond, Oklahoma 73034

Thomas K. Lyons  
115 Douglas Dr  
Glasgow, Kentucky 42141

Prentice A Meador, Jr.  
6127 Bluff Point  
Dallas, Texas 75248

Cle Montgomery  
404 Dakota Trail  
Irving, Texas 75063

James Muns  
5508 St Andrews Court  
Plano, Texas 75093

George Q. Offutt  
5106 76<sup>th</sup> St.  
Lubbock, Texas 79424

Barry D. Packer  
12218 Creek Forest Dr.  
Dallas, Texas 75230

Hubert Pickett, Jr.  
3418 Amarillo Court  
Abilene, Texas 79602

James R. Porter  
58 Red Sable Dr.  
Spring, Texas 77380

Don C. Rhoden  
P. O. Box 6449  
Abilene, Texas 79608

Joe T. Ritchie  
217 Camino Principal  
Belton, Texas 76513

S Doug Smith  
874 So. Curtiswood  
Nashville, Tennessee 37215

Steven L. Smith  
3840 Cedar Ridge Dr.  
College Station, Texas 77845

Eugene C. Stallings  
Route 2, Box 241-1  
Powderly, Texas 75473

Johnny Stites II  
6750 Walnut Ridge  
Cookville, Tennessee 38501

Warlick Thomas  
7215 Versailles  
Amarillo, Texas 79121

Gary A. Thornton  
2807 George B. Hatley Dr  
Austin, Texas 78746

J. McDonald Williams  
3920 Shannon Lane  
Dallas, Texas 75205

Melinda A. Worley  
7103 Valburn Dr.  
Austin, Texas 78731

The Board of Trustees of the corporation shall be self perpetuating, with the members of the Board electing their successors pursuant to the Bylaws.

#### **ARTICLE IX.**

The street address of the registered office of the corporation is 111 Hardin Administration Building, Abilene Christian University, Abilene, Texas 79699, and the name of its registered agent at such address is Gaston Welborn, Jr

#### **ARTICLE X.**

There shall be elected by a vote of the Board of Trustees a Chair of such Board, a Chief Executive Officer of the University, and such other officials as the Board may deem advisable.

#### **ARTICLE XI.**

The Board of Trustees shall have the power and authority to incur debt for all corporate purposes and to issue and execute appropriate evidences of such debt, and as security therefor may mortgage or otherwise encumber any property owned by the corporation.

#### **ARTICLE XII.**

The corporation will not have members.

### **ARTICLE XIII.**

No part of the net earnings of the corporation shall inure to the benefit of any trustee of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, or religious educational organizations associated with the Church of Christ which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended

### **ARTICLE XIV.**

This Charter shall never be changed or amended as to religious qualifications of the Board of Trustees defined in Article VII of this Charter, but in other respects, said Charter may be amended as occasion may require upon notice to the Board of Trustees mailed at least fourteen (14) days prior to the meeting at which the amendment is to be presented and provided the amendment is approved by a two-thirds majority of the Trustees present at a meeting where a quorum is present. The notice shall state the nature of the proposed amendment.

### **ARTICLE XV.**

To the fullest extent permitted by the Texas Miscellaneous Corporation Law Act or any other applicable laws as presently or hereafter in effect, no person shall be liable to Abilene Christian University for monetary damages for or with respect to any acts or omissions in his or her capacity as a Trustee of Abilene Christian University. No amendment to or repeal of this Article XV shall apply to or have any effect on the liability

or alleged liability of any Trustee for or with respect to any acts or omissions of such Trustee occurring prior to such amendment

Dated: January 9, 2002

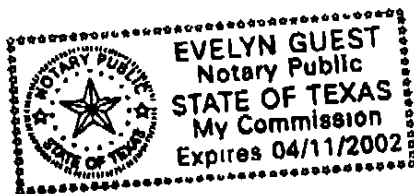
*Wyn*  
**ABILENE CHRISTIAN UNIVERSITY**

By: *Royce Money*  
Royce Money, President

By: *Jane Tamm Beard*  
Jane Beard, Secretary

STATE OF TEXAS       §  
                                  §  
COUNTY OF TAYLOR   §

Acknowledged before me on this 16<sup>th</sup> day of January 2002, by ROYCE MONEY, President, and JANE BEARD, Secretary, of ABILENE CHRISTIAN UNIVERSITY, a Texas non-profit corporation, on behalf of said corporation



*Evelyn Guest*  
Notary Public, State of Texas

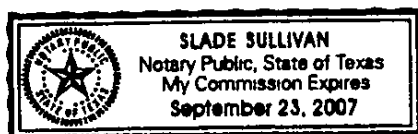
**BYLAWS**  
of  
**ABILENE CHRISTIAN UNIVERSITY**

Adopted August 23, 1997  
Amended August 26, 2000  
Amended January 9, 2002  
Amended August 20, 2005  
Amended February 18, 2006

TUESDAY

COMPANIES HOUSE

I certify this is a true copy of the original Bylaws of Abilene Christian University, a non-profit corporation incorporated under the laws of the State of Texas



*Slade Sullivan*  
\_\_\_\_\_  
Notary Public, State of Texas

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## **BYLAWS**

### ***Abilene Christian University***

#### **ARTICLE I.**

##### **OFFICES**

The principal office of the corporation in the State of Texas shall be located at Abilene, Texas. The corporation may have such other offices, either within or without the State of Texas, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the registered office may be changed from time to time by the Board of Trustees.

#### **ARTICLE II.**

##### **BOARD OF TRUSTEES**

###### **Section 1 General Powers**

The affairs of the corporation shall be managed by its Board of Trustees. Trustees need not be residents of the State of Texas.

###### **Section 2 Duties**

Trustees will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. Trustees are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

###### **Section 3 Number, Tenure and Qualifications**

The number of Trustees shall be at least 45 and not more than 65. Each Trustee shall hold office until his or her term expires. The term of office for Trustees shall be five (5) years. A Trustee may be re-elected to successive terms of five (5) years each. However, the term of office of a Trustee shall expire at the next annual meeting of the Board immediately following the time when the Trustee attains the age of seventy (70) years. Each Trustee, at the time of his or her election to the Board and throughout the term or terms of his or her service on the Board, shall be a faithful member of a local

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congregation of the Church of Christ, in good standing, said standing to be determined by the said congregation

#### Section 4 Regular Meetings

A regular annual meeting of the Board of Trustees shall be held on the campus of the University, at such time as the Board of Trustees may determine. An additional regular meeting shall be held annually on the campus of the University in conjunction with the official opening of the Fall semester. The Board of Trustees may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

#### Section 5 Special Meetings

Special meetings of the Board of Trustees may be called by the chair or at the request of the President or any nine Trustees. The chair, or in the chair's absence, any vice-chair or the President, shall fix the date, time and place of each such meeting and notify all Board members as required in Section 6 of this Article II.

#### Section 6 Notice

Reasonable notice, including the date, time and place, shall be given before all meetings of the Board, regular and special. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, by the Articles of Incorporation, or by these bylaws.

#### Section 7 Quorum

A majority of the Board of Trustees serving at any given time shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

#### Section 8 Manner of Acting

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of the greater number is required by law, by the Articles of Incorporation, or by these bylaws.



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### Section 9 Vacancies

Any vacancy occurring in the Board of Trustees whether occasioned by death, resignation, removal, disqualification or expiration of term of office, and any position on the Board filled by reason of an increase in number of Trustees may be filled by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present. If the total number of Trustees serving at a given time is less than the minimum number of Trustees then required by Section 2 of this Article II, the vacancies shall be filled by the majority vote of the remaining Trustees.

### Section 10 Compensation

Trustees as such shall not receive any salaries for their services as Trustees, but by resolution of the Board of Trustees expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefor.

### Section 11 Special Procedures for Meeting

(a) Meeting by Telephone The Board of Trustees, and any committee of the Board of Trustees, may hold a meeting by telephone conference-call procedures or similar communication in which all persons participating in the meeting can hear each other. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

(b) Decision Without a Meeting Any decision required or permitted to be made at a meeting of the Board of Trustees, or any committee of the Board of Trustees, may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter and such consent shall have the same force and effect as a unanimous vote of such Trustees or committee members, as the case may be. The original signed consents shall be placed in the minute book of the Board of Trustees.

### Section 12 Removal

A Trustee may be removed from his or her position as a Trustee or as an officer of the Board of Trustees only for cause and by employing procedures, including due process procedures applicable to private entities, which provide to the Trustee who is subject to a removal action advance notice of the reason(s) giving rise to the removal action by the Board of Trustees and an opportunity to respond to the Trustees present at the meeting of the board at which the removal action is held.

### Section 13 Proxy Voting

A member of the Board cannot be counted present by proxy nor can any member of the Board vote by proxy at any meeting or on any question before the Board.

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#### Section 14 Senior Trustees

Senior Trustees are those members of the Board who have either attained the age of 70 years while serving as Trustees or Trustees under the age of 70 and with at least ten (10) years of service on the Board who, at their request or with their permission, are elected to Senior status by the Board. A Trustee who attains the age of seventy (70) will leave the Board and become a Senior Trustee at the next annual meeting of the Board following the Trustee's 70th birthday, upon approval by the Board.

Senior Trustees do not have legal responsibility as members of the Board of Trustees. That is, they are advisory Trustees. They are not voting members and therefore, do not have responsibility for the actions of the Board of Trustees. Neither does their presence or absence at the meeting affect the quorum. However, Senior Trustees shall be invited to all meetings of the Board, be eligible to serve on the standing and other committees of the Board, except for the Executive Committee, can vote as members of those committees that are advisory in nature and can participate fully in the discussions and debates of both the committees and the Board.

#### Section 15 Conflicts of Interest

Contracts or transactions between Trustees or officers who have a financial interest in the matter are not void or voidable solely for that reason. However, the Conflict of Interest Policy adopted by the Board, and as it may from time to time be amended by the Board, shall be adhered to in these types of contracts or transactions.

### **ARTICLE III.**

#### **OFFICERS**

#### Section 1 Officers

The officers of the corporation to be elected from the membership of the Board of Trustees shall be a Chair, one or more Vice Chairs (the number to be determined from time to time by the Board of Trustees), a Secretary, one or more Assistant Secretaries (the number to be determined from time to time by the Board of Trustees), and such other officers as may be determined by the Board of Trustees. Additional officers of the corporation who need not be members of the Board of Trustees shall be a President, one or more Vice Presidents of the University, including, but not limited to a General Counsel and Vice Presidents with responsibility for the major operational divisions of the University, to-wit: academics, finance and administration, campus life, development, and university relations, an Executive Assistant to the President, and such other officers, such as Chancellor, as may be determined by the Board of Trustees. The specific titles for Vice Presidents shall be those chosen by the President such as, but not limited to, one or more Vice Presidents with responsibility for major operational divisions of the University, an Executive Vice President and a Provost. The President shall be the Chief Executive Officer of the University. In addition, any person serving as interim Chief Executive Officer under Article III, 3.11 hereof is so designated during his or her interim term of office.

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## Section 2 Election and Term of Office

Except for the Chair of the Board, the officers of the corporation to be elected from the membership of the Board of Trustees, the President and the Chancellor, if there is one, shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. The Vice Presidents, Executive Assistant to the President, and other officers of the corporation shall be appointed by the Chief Executive Officer with the advice and consent of the Board of Trustees.

The term of office for Chair of the Board shall be five (5) years.

The Chair of the Board shall be selected as follows:

- a. A committee consisting of the Chairs of the standing committees, not including the Chair of the Executive Committee, shall serve to nominate the Chair-Elect.
- b. The nominating committee will begin its work at the annual meeting of the Board in February, one year prior to the end of the term of office for the Chair then serving. The committee will solicit suggestions and nominations, not to exceed three (3) per Board member. All Trustees will be invited to submit nominations, including also Senior Trustees. The committee will consider the responses, interview nominees to ascertain availability to serve, and submit from 1 to 4 names to the Board for selection. The presentation to the Board will be at its next regularly scheduled meeting following the February meeting at which the committee commenced its work. The Trustee that is selected will be designated Chair-Elect, to serve in a preparatory role until the following February when the 5-year term will commence.

## Section 3 Removal

Any officer of the Board of Trustees and those employees of the university directly employed by the Board of Trustees, that is the President and the Chancellor, may be removed from office or from employment, as the case may be, by the Board of Trustees at any time by a majority vote of a quorum of the Board of Trustees, but such removal shall be without prejudice to the contract rights, if any, of the employee so removed.

## Section 4 Vacancies

A vacancy in any office caused by death, resignation, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

## Section 5 Chair, Board of Trustees

The Chair of the Board of Trustees shall preside at all meetings of the Board of Trustees and the Executive Committee.

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#### Section 6 Vice Chair, Board of Trustees

In the absence of the Chair or in the event of the Chair's inability to act, a Vice Chair, in the order of seniority on the Board, shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such other duties as from time to time may be assigned to the Vice Chair by the Chair or by the Board of Trustees.

#### Section 7 Secretary

The Secretary shall keep the minutes of meetings of the Board of Trustees and of the Executive Committee and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair or by the Board of Trustees.

#### Section 8 Assistant Secretaries

In the absence of the Secretary or in the event of the Secretary's inability to act, an Assistant Secretary shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. Any Assistant Secretary shall perform such other duties as from time to time may be assigned to the Assistant Secretary by the Chair or by the Board of Trustees.

#### Section 9 Chief Executive Officer

The Chief Executive Officer shall in general supervise and control all of the business and affairs of the corporation including the responsibility to employ a sufficient faculty and staff for the operation of the University and shall perform such other duties as may be prescribed by the Board of Trustees from time to time.

#### Section 10 Other Officers

The Vice Presidents and Assistant to the Chief Executive Officer and other officers of the corporation shall perform such duties as shall be assigned to them by the Chief Executive Officer and, in the case of the General Counsel such duties as shall also be assigned by the Board of Trustees. In the absence of the Chief Executive Officer, either the Senior Vice President and Chief Investment Officer, the Vice President for Finance, the Executive Vice President, the Provost, the Chair or any Vice Chair of the Board of Trustees may sign in the place of the Chief Executive Officer such legal documents or other instruments as the Chief Executive Officer is authorized to sign, and when so acting shall be subject to all the restrictions upon the Chief Executive Officer.

#### Section 11 Emergency Replacement of Chief Executive Officer

In case of the sudden death or disability of the Chief Executive Officer of the University, the following procedure will be followed:

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- A In case of the death of the Chief Executive Officer of the University, the Chair of the Board will immediately assume the duties of the Chief Executive Officer. The temporary assumption of the duties of the Chief Executive Officer will only be effective until a special meeting of the Executive Committee of the Board of Trustees can be convened.
  - B In case of the disability of the Chief Executive Officer of the University, the Chair of the Board, along with any other two Trustees who are immediately available, will determine when in their judgment the Chief Executive Officer is incapable of fulfilling the responsibilities of such office. Upon making this determination, the Chair of the Board will call a meeting of the Executive Committee of the Board of Trustees as soon as possible to consider the disability of the Chief Executive Officer and the selection of an interim Chief Executive Officer if the Executive Committee determines that the Chief Executive Officer is disabled and unable to continue as Chief Executive Officer of the University. The Chair of the Board will also immediately notify the members of the Board of Trustees.
  - C In case of the simultaneous death or disability of both the Chair of the Board and the Chief Executive Officer of the University, the senior Vice-Chair of the Board of Trustees in length of service on the Board of Trustees who is a member of the Executive Committee (to be designated in advance) will temporarily serve as Chief Executive Officer of the University until a special meeting of the Executive Committee of the Board of Trustees can be convened. The senior Vice-Chair of the Board of Trustees will call a meeting of the Executive Committee of the Board of Trustees as soon as possible and immediately notify the members of the Board of Trustees.
  - D The Executive Committee of the Board of Trustees will meet to name an interim Chief Executive Officer of the University to serve until the next special meeting or regular meeting of the Board of Trustees.
  - E The Chair of the Board, or, in the Chair's absence, the Senior Vice-Chair of the Board, shall in such officer's discretion call a special meeting of the Board of Trustees or decide to wait until the next regular meeting of the Board of Trustees. At such meeting the Board of Trustees will either approve the selection of the interim Chief Executive Officer or will name another interim Chief Executive Officer, and the Board of Trustees will adopt a plan to search for and employ a new Chief Executive Officer.

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## ARTICLE IV

### BOARD COMMITTEES

#### Section 1 Executive Committee

The Executive Committee includes the Chair of the Board of Trustees, the chairs for the standing committees, not including the Chair of the Executive Committee, and four (4) at-large members. Terms on the Executive Committee shall be for three (3) years each. Committee chairs shall rotate off the Executive Committee if they cease to be chair of one of the designated standing committees.

The Executive Committee shall exercise all the powers of the Board of Trustees between meetings of the Board in accordance with the provisions of the Charter of the corporation and these bylaws, except that the Executive Committee shall not have the authority

- A To elect or remove members of the Board
- B To elect officers of the corporation, other than an interim Chief Executive Officer of the University in the event of the death or disability of the Chief Executive Officer of the University
- C To appoint or remove any member of the Executive Committee
- D To amend the Charter
- E To amend, alter, or repeal the bylaws or the Trustee Policy Manual
- F To adopt a plan of merger or consolidation with another corporation
- G To amend, alter, or repeal any resolution of the Board of Trustees pertaining to the sale or mortgage of real estate
- H To authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets
- I To authorize voluntary dissolution of the Corporation
- J To revoke proceedings for voluntary dissolution of the Corporation
- K To adopt a plan for distributing the Corporation's assets

#### Section 2 Investment Management Committee

The Investment Management Committee shall have the responsibility to oversee the investments of the University in accordance with and pursuant to the Investment Policy of the University as adopted by the Board of Trustees. The Investment Management Committee shall also make recommendations to the Board for changes or modifications to the Investment Policy. The Investment Management Committee will be appointed by the Chair of the Board, with the advice and consent of the Board. The Chair of the Board may appoint himself or herself to the Investment Management Committee. This committee shall have at least four members.

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### Section 3 Committee on Purpose

The Committee on Purpose shall principally focus on the institution's faithfulness to its stated purposes, monitoring and assessing the effectiveness of the university in fulfilling those purposes. It is also the responsibility of this committee to address matters pertaining to trusteeship, including nominating individuals for election and reelection to the Board, assessing the Board's membership in terms of background, skills, diversity and service, and recommending Trustees to serve in leadership positions on the Board. This committee will also review and recommend proposed changes to the Articles of Incorporation and Bylaws, consider nominations for honorary degrees, and also perform such other duties as may be assigned to it by the Chair of the Board or by the Board of Trustees. The Chair of the Board shall appoint the members of the committee and its Chair with the advice and consent of the Board. This committee shall have at least seven members.

### Section 4 Other Committees

Other Board committees may be appointed by the Chair for study, investigative and advisory purposes.

### Section 5 Term of Office

Each member of a committee shall serve at the pleasure of the Board Chair. A committee member can resign from his or her committee at any time upon advance notice to the Board Chair.

### Section 6 Chairs

One member of each committee established under Section 4 of this Article shall be appointed Chair by the Chair of the Board.

### Section 7 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### Section 8 Notice of Committee Meetings

Reasonable notice shall be given each member of a committee before a committee meeting.

### Section 9 Quorum

In the case of the Executive Committee, a majority of the members of the whole committee shall constitute a quorum. In the case of the Investment Management Committee, one-half (½) of the members of the committee shall constitute a quorum for making recommendations to the Board of Trustees for changes or modifications to the Investment Policy and for making investment decisions. A quorum shall not be required

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for the Investment Management Committee to meet and transact other business of a study, investigation and advisory nature. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. In the case of all other committees, with only study, investigation, and advisory functions, a quorum shall not be required for the committee to meet and transact its business.

#### Section 10 Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or rules adopted by the Board of Trustees.

### **ARTICLE V.**

#### **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

##### Section 1 Real Estate

All real estate owned by the corporation shall be designated as follows:

Campus-Related Real Estate  
Investment Real Estate  
Real Estate to be Offered for Sale

"Campus-related real estate" and "investment real estate" shall not be sold or mortgaged except upon resolution duly adopted by the Board of Trustees. In order to facilitate the sale, transfer or mortgage of "real estate offered for sale," the Secretary, or any Assistant Secretary of the board may execute affidavits stating that certain real estate of the corporation is not designated by the Board of Trustees as either "campus-related real estate" or "investment real estate" and, therefore, is available for sale.

Real estate acquired by gift or purchase which is contiguous (adjacent to or separated only by a thoroughfare) to existing "campus related real estate" shall be classified as "campus-related real estate." Non-contiguous real estate acquired by gift or purchase will be classified as "real estate to be offered for sale." Change in classification to or from "campus related real estate" or "investment real estate" will be made by resolution of the Board of Trustees.

##### Section 2 Debt Management Policy

All debt issues must be consistent with the parameters/uses outlined in the university's Debt Management Policy. Up to \$5 million of debt may be issued every eighteen months with Finance Committee approval. All issues greater than \$5 million (as well as a debt issue of any amount that causes the \$5 million cap within an eighteen month period to be exceeded) must be approved, upon Finance Committee recommendation, by the Executive Committee or full board prior to execution.



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### Section 3 Leases and Easements

The Chief Executive Officer of the University, or, in the Chief Executive Officer's absence, either the Senior Vice President and Chief Investment Officer, the Vice President for Finance, the Executive Vice President, the Chair or any Vice Chair of the Board of Trustees shall have the authority to enter into mineral leases and grant easements. All other leases may be entered into on behalf of the University by the Chief Executive Officer of the University, the Provost, the Senior Vice President and Chief Investment Officer, the Vice President for Finance, the Executive Vice President, the Chair or any Vice Chair of the Board of Trustees or another designated by the Chief Executive Officer.

### Section 4 Legal Instruments Relating to Real Estate

Legal instruments relating to the mortgage or sale of either campus related or investment real estate shall be executed by the corporation by the signatures of either the Chief Executive Officer, the Senior Vice President and Chief Investment Officer, the Vice President for Finance, the Executive Vice President and the Chair or any Vice Chair of the Board of Trustees in the name of the corporation. The Secretary or any Assistant Secretary of the Board shall attest such signatures. Legal instruments relating to the mortgage or sale of all other real estate belonging to the corporation shall be executed by the corporation by the signature of the Chief Executive Officer, the Senior Vice President and Chief Investment Officer, the Vice President for Finance, the Executive Vice President, the Provost, the Chair or any Vice Chair of the Board of Trustees.

### Section 5 Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

### Section 6 Legal Review

Legal Counsel for the corporation shall review and approve for legal concerns all contracts, deeds, leases, easements, releases, mortgages, deeds of trust, bid and offering documents, government grant and loan documents and all other legal instruments and documents to which the corporation is proposed to become a party. Such review shall be made prior to the corporation's execution and delivery of the document or instrument under review.

### Section 7 Checks and Drafts

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

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### Section 8 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Trustees may select

### Section 9 Gifts

The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status

## **ARTICLE VI.**

### **BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote

## **ARTICLE VII.**

### **FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of June and end on the last day of May in each year

## **ARTICLE VIII.**

### **AMENDMENTS TO BYLAWS**

These bylaws, upon notice to the Board mailed fourteen (14) days prior to the meeting, may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds majority of the Trustees present at any annual, regular or special meeting. Such notice shall state the nature of the proposed change

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## ARTICLE IX.

### INDEMNIFICATION

#### Section 1. Third Party Actions

The University shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the University) by reason of the fact that such person is or was a trustee or officer of the University, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person believed to be in or not opposed to the best interests of the University, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the University, and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

#### Section 2. Derivative Actions

The University shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in right of the University to procure a judgment in the University's favor by reason of the fact that such person is or was a trustee or officer of the University against expenses (including attorneys' fees) and judgments and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the University, and, with respect to amounts paid in settlement, the settlement of the suit or action was in the best interests of the University, *provided, however*, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of such person's duty to the University unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper. The termination of any action or suit by judgment or settlement shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the University.

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### Section 3 Successful Defense

Notwithstanding any other provision in this Article, to the extent that a trustee or officer of the University has been successful on the merits or otherwise, in whole or in part, in defense of any action, suit or proceeding referred to in Sections of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified to said extent against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith

### Section 4 Authorzation

Any indemnification under Sections of this Article shall be deemed to have been duly authorized without further action by the Board of Trustees, special legal counsel, or any other person or persons

### Section 5 Advances

Reasonable expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the University, at any time or from time to time, in advance of the final disposition of such action, suit or proceeding upon receipt of a written affirmation by the trustee or officer of a good faith belief that he or she has met the standard of conduct necessary for indemnification under Sections of Article IX and a written undertaking by or on behalf of such person to repay the amount paid or reimbursed if it is ultimately determined that those requirements have not been met. The undertaking to repay amounts paid must be an unlimited general obligation of the trustee or officer but need not be secured

### Section 6 Non-Exclusivity

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, bylaw, agreement, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee or officer and shall inure to the benefit of the heirs, executors and administrators of such person

### Section 7 Insurance

The University shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee or officer of the University against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the University would have the power to indemnify such person against such liability

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### Section 8 Limitation

The Board of Trustees may at all times determine how the funds used to indemnify any person subject to indemnification under this Article will be applied in furtherance of the provisions of this Article

### Section 9 Certain Terms Defined

For the purposes of this Article IX, references to the "University" shall include, in addition to the corporation, any wholly owned subsidiary thereof and any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its trustees and officers so that any person who is or was a trustee or officer of such constituent corporation or of any entity the majority of the voting stock of which is owned by such constituent corporation, or is or was serving at the request of such constituent corporation as a trustee or officer shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued For the purposes of this Article IX, references to "officer" shall include only those persons who are "officers of the corporation" as provided in Article III of these bylaws

### Section 10 Severability

It is the intent that the provisions of this Article be consistent with the provisions of Article 1396-2 22A of the Texas Non-Profit Corporation Act The invalidity or unenforceability, however, of any provision of this Article, or any portion of any provision of this Article, shall not affect the validity or enforceability of the remaining provisions of this Article, or the validity or enforceability of the remaining portion of any provision of this Article, each and all of which shall remain in full force and effect as fully and to the same extent as though the provision or portion of a provision determined to be invalid or unenforceable had never been a part hereof

## **ARTICLE X.**

### **MISCELLANEOUS PROVISIONS**

#### Section 1 Waiver of Notice

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice

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## Section 2 Legal Authorities Governing Construction of Bylaws

These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

## Section 3 Legal Construction

To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

*Adopted August 23, 1997  
Amended August 26, 2000  
Amended January 9, 2002  
Amended August 20, 2005  
Amended February 18, 2006*

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## CERTIFICATE OF REGISTRATION OF AN OVERSEA COMPANY

(Establishment of a place of business)

Company No. FC027854

The Registrar of Companies for England and Wales hereby certifies that  
ABILENE CHRISTIAN UNIVERSITY

has this day been registered under Section 691 of the Companies Act  
1985 as having established a place of business in England and Wales

Given at Companies House, Cardiff, the 3rd October 2007



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —