

Amended by Board of Trustees  
January 8, 2010  
Amended by Board of Trustees  
April 23, 2009  
Amended by Board of Trustees  
March 8, 2012  
Amended by Board of Trustees  
March 7, 2013  
Amended by Board of Trustees  
November 14, 2013

**BYLAWS  
OF  
WILLIAM CAREY UNIVERSITY**

**ARTICLE I  
MISSION STATEMENT OF WILLIAM CAREY UNIVERSITY**

“As a Christian university which embraces its Baptist heritage and namesake William Carey University provides quality educational programs, within a caring Christian academic community, which challenge the individual student to excel in scholarship, leadership, and service in a diverse global society.”

**ARTICLE II  
POWER AND DUTIES OF BOARD OF TRUSTEES**

The Board of Trustees shall have the power and duty to manage the property and business of the corporation (referred to in this and the following articles as "University"), and shall have the power to carry out any other functions which are permitted by the articles of incorporation, or these bylaws, except insofar as such powers may be limited by law. These powers and duties of the Board of Trustees shall include but shall not be limited to the following:

- A. Ensure that the University is committed to be an institution of unquestioned integrity and loyalty to the ideals of Christ.
- B. Ensure that the University's Statement of Purpose (Mission Statement) is implemented and that the University maintain an ongoing Institutional Effectiveness Assessment, seeking improvements in the University's provision of sound educational programs.
- C. Function as the primary policy-making body of the University.
- D. Appoint or remove the President of the University in accordance with these bylaws.
- E. Appoint or remove other Officers of the University in accordance with these bylaws.

- F. Approve faculty appointments, annual contracts, salary levels, promotion in rank, tenure, and removal from said appointments, based upon recommendations from the President and the Committee on Academic Programs, Faculty Resources, and Institutional Assessment.
- G. Approve educational programs, academic degrees awarded, including honorary degrees, and the academic organization/administration of the University, based upon recommendations of the faculty, the President, and the Committee on Academic Programs, Faculty Resources, and Institutional Assessment.
- H. Approve the size, quality, and character of the student body and major student development programs and policies based on recommendations of the President and the Committee on Student Programs and Enrollment.
- I. Approve annually the operating budget of the University, including any changes in tuition and fees, based upon the recommendation of the President and the Committee on Budget, Finance, Investments and Audits.
- J. Approve annually the overall capital budget of the University, including long-range plans for the construction of new buildings and major renovations of existing facilities, based upon recommendations of the President and the Committee on Development, Facilities, and Long-Range Planning.
- K. Approve the sale and purchase of land, buildings, or major equipment for the use of the University.
- L. Approve, support, and promote major fund-raising efforts of the University based upon recommendations of the President and the Committee on Development, Facilities, and Long-Range Planning.
- M. Approve officers or agents of the University to accept gifts for the University based upon recommendations of the President and the Committee on Development, Facilities, and Long-Range Planning.
- N. Approve the incurring of long-term debt by the University and securing thereof by mortgage and pledge of real and personal property or tangible and intangible property, based upon recommendations of the President and the Committee on Budget, Finance, Investments, and Audits.
- O. Approve annually the employment of a certified public accountant who shall complete an independent audit of the financial records, statements, and reports of the University, such employment being based upon the recommendation of the Committee on Budget, Finance, Investments, and Audits.
- P. Ensure that the University is able to function independently, free from outside interference.

- Q. Evaluate annually the Chief Executive Officer based upon the expectations stated in Article VI.
- R. Ensure that all Board of Trustee members, university administrators designated by the President, and all administrators and full-time faculty of the WCUCOM sign an annual Conflict of Interest Statement that includes full disclosure of contractual, employment, personal, or familial financial interest in the university. Trustee Conflict of Interest forms shall be reviewed by the Chairman of the Trustees and employee Conflict of Interest forms shall be reviewed by the President and reported to the Board of Trustees.
- S. The Trustees shall assure that all requirements of COCA, including nondiscrimination requirements, are followed. Any provision in these bylaws that is in conflict with COCA Standards are non-applicable to the College of Osteopathic Medicine.

### **ARTICLE III POLICY-MAKING DISTINCTIONS**

The University distinguishes between the policy-making functions of the Board of Trustees and the responsibility of the administration and faculty to administer and implement policy.

The Board of Trustees is responsible for all general institutional policies as outlined in the University's bylaws. Policies should originate within the board or be recommended to the board by the President. All segments of the University (faculty, staff, and students) are encouraged to be involved in the policy-making process through established committees, councils and other organizations. Such suggested policies formulated by these groups shall be presented to the administration for review and recommendation to the Board of Trustees. The Board of Trustees may approve, modify, or reject all policies that the administration presents to the Board.

The administration is responsible for implementing official policies within the framework established by the board.

The faculty is responsible for the quality of the educational program and operates within the policies determined by the administration and the Board of Trustees.

The administration, the faculty, and all personnel of the University are responsible to ensure institutional effectiveness in accordance with the approved policies established by the board of trustees as stated in this article.

**ARTICLE IV  
MEMBERSHIP OF BOARD OF TRUSTEES**

- A. The Board of Trustees shall be composed of twenty four (24) persons nominated jointly by the William Carey University Trustees and the Committee on Nominations of the Mississippi Baptist Convention and elected by the Mississippi Baptist Convention for terms of three (3) years. The trustee positions shall be divided into three groups so that one third of the trustees are serving in their first year, one third are serving in their second year, and one third are serving in their third year of service. Trustees selected to fill vacancies resulting from the completion of a trustee's term shall take office on January 1 following their selection and shall serve a term of three years or until their successor is elected.
- B. Trustees selected to fill vacancies arising from the death, resignation, or removal occurring prior to the expiration of the term, shall take office immediately and shall serve the remainder of the term of their predecessor and until their successors are selected.<sup>1</sup> A vacancy on the Board of Trustees may be filled by the remaining trustees until the next annual meeting of the Mississippi Baptist Convention.<sup>2</sup>
- C. Trustee emeriti may be chosen by the Board to serve for a length of time at the pleasure of the Board without vote or other rights of membership on the Board. A trustee emeritus election shall be reserved for those persons who have a distinguished record of service or commitment to the University.
- D. A trustee selected by the Board of Trustees and the Committee on Nominations of the Mississippi Baptist Convention may be removed for cause prior to the expiration of the trustee's term either by the Convention in its annual session or by the Board of Trustees.<sup>3</sup> Prior to the act of removal, the trustee shall be treated in a manner which includes fair processes, including: timely notice to the trustee by the Board of Trustees or the Convention of its intention to remove the trustee and of the cause alleged to exist for removal, an opportunity for the trustee to be heard at a time following the notice by the Board of Trustees or the Convention, and a finding by the Board of Trustees or the Convention of cause for removal.

**ARTICLE V  
OFFICERS OF THE UNIVERSITY**

- A. The Officers of the University shall be the Chair and Vice Chair of the Board of Trustees, President, Provost, Chief Academic Officer, Chief Financial Officer, and Secretary. All Officers shall be elected by the Trustees. Unless a vacancy in an office occurs at another time, election of Trustee Officers shall be held at the fall meeting of the Board. The Chair of the Board shall appoint a Nominating Committee to nominate the new officers, and these nominees will be presented to the full Board for their approval. The new officers will assume their duties at the winter meeting of the Board. The Chair and Vice Chair shall serve for terms of one year and until their successors are

elected and qualified. The Chair shall preside at all Board meetings; in the absence of the Chair, the Vice Chair shall preside.

The Board of Trustees may appoint one or more Assistant Secretaries or Assistant Treasurers based upon the recommendations of the President of duties related thereto.

- B. The Chair and Vice Chair shall be members of the Board of Trustees. The President shall be an *ex-officio* member of the Board without power to vote and shall not be counted as a member of the Board or any Board committee on which the President may serve. No other Officer shall be a member of the Board of Trustees.
- C. The Board may approve, upon recommendation of the President, other officers as may be deemed necessary for the proper management of the University.
- D. In the event of a vacancy in the office of the President, the Chair of the Board shall appoint a special President Search Committee to recommend a candidate to the Board. A vacancy in any of the officers of the University may be filled at any meeting of the Board of Trustees.

## **ARTICLE VI POWERS AND DUTIES OF THE PRESIDENT OF THE UNIVERSITY**

The President shall be the Chief Executive Officer of the University and shall report directly to the Board of Trustees. The President shall be the official adviser to and executive agent of the Board of Trustees and its Executive Committee. The President shall, as educational and administrative head of the University, exercise a general superintendence over all of the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its policy-making responsibilities. The President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the decisions of the Board or its Executive Committee. The President shall give proper notice of all meetings of the Board of Trustees and shall keep a record of all committee appointments of the Board of Trustees and members of the administrative offices. The President shall be an *ex-officio* member of all committees of the Board without power to vote.

In addition to the responsibilities related to the Board of Trustees, the President will give primary focus to the following: (1) Implement the University statement of Purpose, (2) Implement the long-range institutional and financial plans of the University, (3) Secure financial resources for the University, (4) Expand the donor base of the University, (5) Strengthen ties between the University and the churches of the Mississippi Baptist Convention, (6) Give direction and oversight to the intercollegiate athletic program, including direct supervision of the Director of Intercollegiate Athletics, evaluation of the Director of Intercollegiate Athletics, approval of

employment of all coaches, approval of athletics budget, approval of conference and national affiliation and scheduling, and approval of expenditures for intercollegiate athletics, (7) Provide general oversight for the College of Osteopathic Medicine including direct supervision of the COM Dean, who shall have authority to operate the WCUCOM within standards of COCA, including direct control of the academic program, budget and faculty, (8) Keep faculty, staff, students, and alumni informed about the progress of the University, (9) Evaluate annually the effectiveness of the Office of the President to make improvements, (10) Conduct annual performance evaluations of those persons reporting directly to the President, (11) Assume other functions necessary for achieving excellence as a Christian University.

**ARTICLE VII  
POWERS AND DUTIES OF THE  
EXECUTIVE VICE PRESIDENT AND PROVOST**

The Executive Vice President and provost reports directly to the President. The Executive Vice President and Provost (referred to as the provost) implements supervision to all academic, and selected non-academic, areas of the university. The Provost is responsible for working in coordination with the president to implement the university mission statement and to assist with carrying out the university financial and strategic plan. The Provost will annually evaluate the effectiveness of the office and will project goals for advancing the university. The Provost is empowered to make decisions in the absence of the president within the policies and procedures established by the board of trustees and university documents, subject to review by the president.

**ARTICLE VIII  
POWERS AND DUTIES OF THE CHIEF ACADEMIC OFFICER**

The Vice President for Academic Affairs in the role as Chief Academic Officer shall report directly to the President. The Vice President for Academic Affairs primary responsibilities are as follows: (1) Assist the University in implementing the Statement of Purpose, (2) Assist the University in implementing the long-range institutional and financial plans, (3) Provide oversight for all academic matters of the university, (4) Evaluate annually the effectiveness of the Office of Academic Affairs to make improvements, and (5) Evaluate annually the effectiveness of the Academic deans except the dean of the WCUCOM, who is evaluated by the President. Other responsibilities are contained in the job description and organizational chart of the University.

**ARTICLE IX  
POWERS AND DUTIES OF THE  
CHIEF FINANCIAL OFFICER**

The Vice President for Business Affairs shall be the Chief Financial Officer of the University and shall report directly to the President. The Chief Financial Officer shall be responsible for the following: (1) Assist the University in implementing the Statement of Purpose, (2) Assist the University in implementing the long-range institutional and financial plans, (3) Provide a bond to the University to faithfully perform the duties of the office, and to account for all monies, (4) Cooperate with any independent auditors or certified public accountants retained by the Board of Trustees for the purpose of conducting audits of the financial statements and accounts of the University, and shall make reports at all meetings of the Board of Trustees and the Committee on Budget, Finance, Investments, and Audits with respect to the financial condition and operations of the University, (5) Evaluate annually the effectiveness of the Business Office to make improvements. The Chief Financial Officer has general oversight of all business and financial matters of the university. Other responsibilities are contained in the job description and organizational chart of the University.

**ARTICLE X  
POWERS AND DUTIES OF THE SECRETARY**

The Secretary shall have custody of the seal of the University and shall attest to and affix said seal to such documents as required in the business of the University. The Secretary shall keep or cause to be kept a record of and may authenticate<sup>4</sup> the minutes of all meetings of the Board of Trustees. The Secretary shall mail a copy of the minutes of each meeting to all Board members within ten days of all Board meetings. Any of the duties or powers of the Secretary may be performed by an Assistant Secretary who shall be responsible to and report to the Secretary.

The Secretary shall ensure that all Board members receive a copy of University documents prior to a Board member's term of service. Such documents shall include: (1) the University's Charter, (2) the University's Revised Articles of Incorporation, (3) the University's Bylaws, (4) the University's catalogs, (5) the *Faculty Handbook*, (6) the *Administrative Handbook* (7) *Staff Handbook*, (8) *Policies and Procedures Manual*, (9) *Criteria for Accreditation*, (10) Organizational charts for all personnel, and (11) the student handbook, *The Lance*.

**ARTICLE XI**  
**DEAN, COLLEGE OF OSTEOPATHIC MEDICINE**

The Dean of the COM reports directly to the President of the University. The dean is responsible for the overall development and management of the WCUCOM, including, but not limited to: (1) Fund raising, (2) Recruitment and selection of faculty, (3) Recruitment of qualified students of diverse backgrounds, (4) Fiscal management of the COM budget, (5) Supervision of personnel, (6) Assurance of compliance with standards of SACS, COCA and the university. The dean shall assist the university and COM with the implementing of its mission statement, except in cases of conflict the COCA standards shall prevail. The dean shall perform other duties pertaining to the COM assigned by the President. The Dean is expected to devote his full time to the WCUCOM and is prohibited from engaging in outside employment.

**XII**  
**MEETINGS OF BOARD OF TRUSTEES**

- A. There shall be a minimum of four (4) regular meetings of the Board of Trustees each year, which shall be held in the fall, spring, summer, and winter on such dates and at such places as may be designated either by the Board, the Chair or the President. The annual meeting of the Board shall be the fall meeting of each year.
- B. Special meetings may be held at the call of the Chair and the President, and it shall be the duty of the Chair and the President to call such special meetings, setting forth the purposes of the meeting.
- C. Written notice of all meetings of the Board of Trustees shall be sent by the President to each Trustee at least ten days before the dates of the meetings. In the case of special meetings, the notice shall state the purposes of the meeting, and no business shall be transacted at such meeting that does not relate to the stated purposes. Special meetings may be conducted by teleconference.
- D. Written notice is required to be given under the provisions of statutes or of the articles of incorporation or of these bylaws, a waiver thereof in writing signed by the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at any meeting by a Trustee shall be conclusively deemed a waiver of notice of that meeting unless objection be made thereto at such meeting.<sup>5</sup>

- E. A majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present and voting at a duly called meeting of the Board or any Trustee Committee shall be the act of the Board of Trustees or that Committee, except as may be provided by statute or by the articles of incorporation, or by these bylaws.
- F. The Secretary shall keep a record of all the minutes of the Trustee meetings and shall mail a copy of the minutes to all Trustees within ten days of the Trustees' meeting.

### **ARTICLE XIII ACTION WITHOUT FORMAL MEETING**

Any action required or permitted to be taken by the Board of Trustees or by any Committee thereof may be taken without a formal meeting. Meetings may be conducted by telephone, facsimile, e-mail, or in any other legal way the Trustees shall decide. However, a written consent setting forth the action so taken and signed by all members of the Board or of a Trustee Committee, as the case may be, must be filed with the minutes of the proceedings of the Board or the Committee.<sup>6</sup>

### **ARTICLE XIV COMMITTEES OF THE BOARD OF TRUSTEES**

- A. There may be special or ad hoc committees as the Board of Trustees or the Chair may from time to time establish for the discharge of particular duties. The creation of committees other than the standing committees created by these bylaws and the appointment of trustees to the committees must be approved by a majority of trustees then in office.<sup>7</sup>
- B. There shall be the standing committees specified in this Article. Members of standing committees shall be appointed annually by the Chair and President after consultation with the Board, at or following the annual meeting of the Board of Trustees. Except as provided in these bylaws, the Chair of the Board and the President of the University shall be *ex-officio* members of all standing committees, and each standing committee shall include a minimum of five (5) additional Trustees.
- C. The Board of Trustees may at any time discontinue any of its standing committees for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by the Executive Committee.
- D. Except as provided in this Article, all standing committees shall meet prior to all regular meetings.

E. *Executive Committee*

- a. The Executive Committee shall be composed of six (6) trustees. The Chair of the Board of Trustees shall be the chair of the Executive Committee. The Vice Chair of the Board and the chair of each standing committee of the Board shall be members of the Executive Committee. The President shall be an *ex-officio* member of the Executive Committee, without power to vote, and shall not be counted as a member of that committee for any purpose.
- b. Between meetings of the Board of Trustees, the Executive Committee shall have general supervision of the administration and property of the University except in matters specifically prohibited by the Board of Trustees. The Executive Committee may not take any action inconsistent with a prior act of the Board of Trustees, award degrees, adopt or amend or repeal bylaws or the Articles of Incorporation,<sup>8</sup> locate permanent buildings on property held for University purposes, remove or appoint the President of the University, fill vacancies on the Board or on any of the Committees,<sup>9</sup> or take any action which has been reserved by the Board.
- c. The Executive Committee shall meet when called by the Chair or the President.
- d. The Executive Committee shall conduct an annual performance review of the President based upon the expectations stated in Article VI and the results shall be reported to the full Board of Trustees, including appropriate recommendations.
- e. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business by the Committee.
- f. The minutes of the meetings of the Executive Committee shall be distributed promptly after each meeting to each member of the Board of Trustees. At all meetings of the Board of Trustees, the proceedings and actions taken by the Executive Committee since the last meeting of the Board shall be reported to the Board.

F. *Committee on Academic Programs, Faculty Resources and Institutional Assessment*

The Committee shall be composed of six (6) members. The Vice President of Academic Affairs and Vice President for Institutional Effectiveness shall be *ex-officio* members of the Committee, without power to vote, and shall not be counted as members of the Committee for any purpose. To ensure that the Board is fully informed about academic programs, faculty resources, and institutional assessment, the Committee will do the following: (1) In cooperation with the President and Vice President of Academic Affairs approve academic programs and degrees and recommend distance learning sites, (2) Review the quality of the academic, library and learning resource programs, including all accreditation issues, (3) Formulate desirable

short- and long-range enrollment goals, including student quality and character, (4) Advise the Committee on Budget, Finance, Investments and Audits on the specifications and requirements for financing the academic, library and learning resource programs, (5) Recommend salary, promotion, tenure, and other personnel policies concerning the academic personnel, (6) Review and evaluate the University's Institutional Effectiveness Plan, making recommendations to the Board for institutional improvements, (7) Make such reports and recommendations to the Board of Trustees relative to the foregoing as may be required.

G. *Committee on Budget, Finance, Investments, and Audits*

The Committee shall be composed of six (6) members. The Chief Financial Officer of the University shall be an *ex-officio* member of the Committee, without power to vote, and shall not be counted as a member of the Committee for any purpose. In order for the Trustees to be adequately informed about the financial condition and stability of the institution, the Committee shall ensure the following: (1) Review and evaluate annually the operating and capital budgets prepared and presented by the President, Vice President of Academic Affairs, and Chief Financial Officer with such budgets being presented to the full Board, (2) Ensure that a financial statement that includes budget to actual expenditure comparison be sent monthly to the Board of Trustees, (3) At the regular Trustee meetings, the Chief Financial Officer will provide a detailed financial report to the Committee on Budget, Finance, Investments, and Audits. This report will also be presented to the full Board, (4) Review major financial transactions not provided for in the budget and submit proposed variances with recommendations to the full Board of Trustees, (5) Acting within the scope of investment policy guidelines established by the Board of Trustees, the Committee shall have charge of the investment of all funds of the University, including the power to effect purchases, sales, or exchanges of securities and other investment assets of the University; all such

decisions will be presented to the full Board, (6) Shall regularly report changes in investments to the Board of Trustees and from time to time prepare and submit to the Board appropriate estimates of expected endowment income, (7) Appraise and evaluate annually the financial control and accounting systems of the University and, in conjunction with the University administration, implement any changes it deems appropriate, (8) Recommend the designation of an independent auditor each year and cause to be prepared and submitted to the Board of Trustees at the close of the fiscal year a set of audited financial statements of the University. The Committee shall file two copies of the audit with the Treasurer of the Mississippi Baptist Convention Board within 10 days of its' receipt.<sup>10</sup>

H. *Committee on Development, Facilities, and Long-Range Planning*

The Committee shall be composed of five (5) members. To ensure that the Board is fully informed about development, facilities, and long-range planning, the Committee will do the following: (1) Review and make recommendations concerning the Pressing Forward Campaign, Annual Fund, President's Circle, and Institutional Plan, (2) Report to the Committee on Budget, Finance, Investments, and Audits fund-raising progress and estimates of income to be received, (3) Review the Master Facility Plan and analyze facilities maintenance and operations policy, including recommended improvements, (4) Recommend approval of major new facilities and cost estimates for such facilities, (5) Report on its activities at the regular meeting of the Board of Trustees and at such other times as it may be requested to do so by the Board of Trustees.

I. *Committee on Student Programs, Enrollment, and Spiritual Life*

The Committee shall be composed of five (5) members. The Dean of Student Services and the Vice President of Church and Denominational Relations shall be *ex-officio* members of the Committee, without power to vote, and shall not be counted as a member of the Committee for any purpose. To ensure that the Board is fully informed on issues related to student programs, enrollment and spiritual life, the Committee will do the following: (1) Review matters affecting students of the University, other than those relating to the academic program, including athletics, marketing, financial aid, retention, and campus life, (2) Consider policies and proposals on student affairs, and make recommendations to the Board of Trustees as may be required, (3) Review and evaluate annually the student handbook, *The Lance*, (4) Review issues affecting the spiritual life of the campus, including Church-Related Vocations programs, missions programs and Baptist Student Union and make recommendations to the full Board, (5) Explore ways to keep the Mississippi Baptist Convention fully informed on the mission of William Carey University and to strengthen ties between the University and the Convention.

**ARTICLE XV  
DISCRIMINATION PROHIBITED**

In administering its affairs, the University shall not discriminate against any person on the basis of race, color, ethnicity, national or ethnic origin, sex, age, gender, or disability. However, in the University's employment of faculty, the University shall implement its free exercise of religious rights under the First Amendment of the United States Constitution.

To assure compliance with Standards (currently standards 2.8 and 5.6) of the Commission on Osteopathic College Accreditation (COCA), in administering its affairs the College of Osteopathic Medicine (COM) will not discriminate on the basis of race, sex, gender, color, ethnicity, religion, creed, national origin, age or disabilities.

**ARTICLE XVI**  
**REVIEW AND AMENDMENT OF BYLAWS**

- A. Prior to each annual meeting of the Board of Trustees, the Executive Committee shall review these bylaws and suggest any necessary changes thereto.
  
- B. These bylaws may be changed or amended at any meeting of the Trustees by a two thirds vote of those present, provided reasonable notice of the substance of the proposed amendment is sent to all Trustees (i.e., at least ten days before the meeting).

- 1 Article VII of The Plan of Organization and Action requires 15 trustees. That article also calls for 3 year terms but XIII suggests terms could be otherwise.
- 2 Allowed by Article XIII, The Plan of Organization and Action.
- 3 Repeats M.C.A. 79-11-245 (Mississippi Code Annotated-1972).
- 4 M.C.A. 79-11-271(3) (Mississippi Code Annotated-1972).
- 5 Allowed by M.C.A. 79-11-261 (Mississippi Code Annotated-1972).
- 6 Permitted by M.C.A. 79-11-257.
- 7 Required by M.C.A. 79-11-265(2) (Mississippi Code Annotated-1972).
- 8 M.C.A. 79-11-265 (Mississippi Code Annotated-1972).
- 9 M.C.A. 79-11-265 (Mississippi Code Annotated-1972).
- 10 Article XVIII, Conventions Plan of Organization and Action.