

**AMENDED AND RESTATED BYLAWS OF THE  
LOUISVILLE PRESBYTERIAN THEOLOGICAL SEMINARY**

**ARTICLE I**

**SECTION 1.** The name of this corporation shall be "LOUISVILLE PRESBYTERIAN THEOLOGICAL SEMINARY" (also referred to in these Bylaws as the "Seminary").

**SECTION 2.** The Seminary is an educational institution related to the General Assembly of the Presbyterian Church (U.S.A.) ("General Assembly") and from time to time may be in a covenant relationship with other governing bodies of the Presbyterian Church (U.S.A.) as is more fully described in the Seminary's Articles of Incorporation.

**ARTICLE II**

**The Board of Trustees**

**SECTION 1.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Trustees (the "Board" or "Board of Trustees") except as otherwise provided by law or the Articles of Incorporation. The number of Trustees of the Seminary may vary as the Board of Trustees may determine, provided that the number shall be no fewer than eighteen (18) and no more than thirty-seven (37), which minimum and maximum numbers shall be changed only by amendment to these Bylaws.

The Board of Trustees shall elect Trustees upon the recommendation of the Nominating and Governance Committee at any time by the affirmative vote of at least two-thirds (2/3) of the Trustees. Such votes may be at any duly constituted meeting of the Board of Trustees either in person, via video or teleconference and via voting in the Board's cloud based board management software. Election to the Board ordinarily shall be for a term of four years. Trustees are eligible to serve three consecutive four-year terms, after which they ordinarily will step down from the Board for at least one year. After that year, the Board may choose to elect a former Trustee for another term of four years, and that person again would be eligible for three four-year terms. Ordinarily, no Trustee shall serve more than two sets of three consecutive four-year terms. Any exceptions to this pattern of election must be approved by the Board of Trustees.

The Trustees shall be divided into four classes, as nearly equal in number as possible, with approximately one-quarter (1/4) of the total number of Trustees being elected at each annual meeting. Trustees shall hold office until the adjournment of the annual meeting of the Board of Trustees at which their successors are to be elected and until their successors shall have been elected and qualified or until their deaths or until they shall resign or shall have been removed from office in the manner provided in the Articles of Incorporation of the Seminary.

One (1) Trustee shall be nominated by the board of directors of the Alum Association of the Seminary. Said Trustee ordinarily shall be nominated in the spring meeting of the board of directors of the Alum Association. If elected by the Board of Trustees, such Trustee shall serve a term of four (4) years. Such Trustee shall not be eligible for re-election. The President of the Seminary, by virtue of the Office, serves as a member of the Board of Trustees.

**SECTION 2.** After they have been elected, Trustees shall qualify and assume their offices by taking an oath orally or in writing that they will faithfully perform the duties of a Trustee of Louisville Presbyterian Theological Seminary. Newly elected Trustees shall be installed formally at the next meeting of the Board of Trustees, normally in October.

**SECTION 3.** The meetings of the Board of Trustees shall ordinarily be held semi-annually in the fall and the spring. The spring meeting, normally held in March or April, shall be designated as the annual meeting. The Board may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Special meetings may be called by the Chair. The Chair shall call a special meeting upon the request of any five Trustees. Written personal notice of special meetings shall be given at least ten days before the time of meeting. A majority of the voting members of the Board shall constitute a quorum.

Trustees may participate in any convened meeting of the Board or any committee appointed by the Board by or through the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in any meeting by this means is considered to be present in person at the meeting.

**SECTION 4.** The Board shall approve the degrees to be conferred by the Seminary. The Board, upon recommendation from the Faculty, may confer such degrees and make such awards as it deems to be in accord with the resources and objectives of the Seminary and the laws of Kentucky.

**SECTION 5.** The Board shall from time to time fix the amounts of tuition, fees, fines, housing, and other necessary contingent expenses of the Seminary.

**SECTION 6.** The Board shall have the power to confer the title of Honorary Life Member on any Trustee who, in the judgment of the Board, has rendered extraordinary service to the Seminary. Honorary Life Members may sit with the Board as a deliberative body and upon invitation of the Board Chair may sit with and vote in Board committees. Honorary Life members may not sit with the Board in executive session or vote in Board meetings.

**SECTION 7.** The Board shall promulgate and maintain policies governing the operation of the Board and the conduct of Trustees, including, but not limited to, a conflict of interest policy.

**SECTION 8.** The Board shall set policies for the Seminary regarding: mission and strategic direction; governance; academic programs and curricula; personnel; student admissions, continuance, welfare and conduct; resource allocation and management; Seminary facilities and campus use; asset acquisition, disposition, and management; fiscal matters; ethics; risk management; and audit. Ordinarily, policies established by the Board shall be at the strategic level and provide guidance to the administration's actions or at the functional management level and guide activities in major Seminary functions and operations.

**SECTION 9.** As a deliberative body, the Board adopts the latest revision of Robert's Rules of Order, with the exception that mail ballots, facsimile ballots, and decisions reached in conference calls authorized by the Board are as legitimate and binding as decisions reached in a regular meeting of the Board or Board committee.

**SECTION 10.** The Board shall have the authority to appoint representatives of outside organizations associated with the Seminary to serve as Advisory Members of the Board. Advisory Members shall be entitled to report, in writing, at least annually to the Board and shall have voice, but not vote, in meetings of the Board. At the invitation of the Board Chair, Advisory Members may sit with Board committees. Advisory Members shall not sit with the Board in executive session.

### **ARTICLE III**

#### **Officers of the Board**

**SECTION 1.** The officers of the Board shall be a Chair, a Vice Chair, and a Secretary. These officers shall be elected by the Board from its members and shall serve for two-year terms, or until their successors are elected. They shall be eligible for re-election for up to three additional two-year terms. Vacancies in these offices may be filled at any meeting of the Board for the unexpired term.

**SECTION 2.** The Chair, or in the event of the Chair's absence or disability, the Vice Chair, shall establish the agenda for meetings of the Board, shall preside at meetings of the Board, and shall have the powers and perform the duties usually pertaining to the office. In the event of the absence of both these officers, the Secretary shall preside until a Chair pro tempore has been elected.

**SECTION 3.** The Secretary shall maintain a full and accurate record of all the meetings of the Board and its committees and shall give due notice of its meetings. The Secretary shall also authenticate records of the Seminary.

**SECTION 4.** The Board may appoint, pursuant to applicable Kentucky law and upon recommendation of the Finance Committee, agents who will serve as managers and/or custodians of all securities and/or property held by the Seminary. These agents may invest and reinvest the properties and funds of the Seminary under their control as they may deem advisable and as permitted by investment policies approved by the Board and permitted by Kentucky law. These agents shall collect all income from the investments in their custody and shall dispense these funds to the Seminary upon direction of the Vice President for Finance and Administration. These agents shall collect the proceeds of all securities sold, matured, or redeemed and invest the proceeds as herein provided.

### **ARTICLE IV**

#### **Committees**

**SECTION 1.** The Chair shall annually appoint an Executive Committee with the approval of the Board, consisting of at least eight (8) Trustees and the President of the Seminary. The elected officers of the Board shall be members of this Committee. The Chair of the Board shall be the chair of the Executive Committee. To the extent allowed pursuant to Kentucky law, the Executive Committee shall have the full powers of the Board in the interim between the meetings of the Board, excepting the power to amend Bylaws and Articles of Incorporation and to elect, transfer, and terminate the Seminary President or an Officer of Instruction. The presence of five (5)

members of the Board who have been appointed to the Executive Committee or, in the alternative, one-third of the total membership of the Executive Committee (whichever is larger) shall constitute a quorum. It shall report all its actions at the next regular meeting of the Board.

**SECTION 2.** The Chair shall appoint annually an Academic Affairs Committee, an Audit Committee, a Finance Committee, a Governance Committee, an Institutional Advancement Committee, and a Student Life Committee. The membership, powers, and duties of these Committees shall be as authorized by the Board in policy.

**SECTION 3.** The Board may create such other committees as it sees fit. The members and chairs of all committees shall be appointed by the Chair of the Board except as otherwise provided in these Bylaws, Board policy or other Board action. The Chair and the President, by virtue of their Offices, shall be members of all Board committees, with voice and vote, except that the President shall not be a member of the Audit Committee or a committee charged with reviewing the performance of the President. A Trustee may attend any meeting of any Board committee and may participate in committee discussion but may not vote unless the Trustee is a committee member.

## **ARTICLE V**

### **Administration**

**SECTION 1.** General:

- (a) Unless otherwise provided in these Bylaws or in a Board policy, by affirmative vote of two-thirds of all members present, the Board shall have the power, at a regular or a special meeting called for the purpose, to take the following actions with reference to the President and those other persons who are designated herein as “administrative officers:”
  - (i) To elect and to induct or to inaugurate them into office, chair, or position to serve at the pleasure of the Board or for a term;
  - (ii) To transfer them from one office, chair, or position to another;
  - (iii) To suspend them preliminary to and pending investigation of charges against conduct or competent performance of duties;
  - (iv) To remove them from office within the limitations and subject to the procedures stated in Board policy; and
  - (v) To fix their duties, compensation, remuneration, and emoluments of office and position and, within the limitations, if any, provided by express written agreement or contract, change such duties, compensation, remuneration, or emoluments at any time and from time to time.

- (b) The administrative officers shall include the following: President, Academic Dean (also referred to in these Bylaws as the “Dean”), Vice President for Finance and Administration, and Vice President for Institutional Advancement.
- (c) The title of Vice President may be conferred upon another administrator upon recommendation of the President and approval by the Board.
- (d) The qualifications, authority, and duties of such other administrative officers as the Board may authorize shall be prescribed by the Board upon recommendation of the President.
- (e) The President shall be elected by the Board and shall serve for an indefinite period at the pleasure of the Board unless the Board should authorize a term appointment. All other administrative officers shall be elected by the Board on recommendation of the President and shall serve for an indefinite period at the pleasure of the Board unless the Board should authorize a term appointment. The President is authorized to accept the resignations of other administrative officers and shall report resignations to the Board. The Chair of the Board is authorized to suspend the President from the active duties of office as provided in Section 1(a)(iii). The President is authorized to suspend other administrative officers. In the event that the Chair suspends the President or the President suspends another administrative officer, the Chair or the President shall notify the Board or the Executive Committee.

**SECTION 2.** The President:

- (a) The President is the chief executive officer of the Seminary, shall administer the Seminary under the direction of the Board, and shall implement the policies of the Board. The President shall be a teaching elder in good standing in the Presbyterian Church (U.S.A.) or an active member in a particular congregation of the Presbyterian Church (U.S.A.), as these terms are used in the Book of Order of the Presbyterian Church (U.S.A.). The authority and duties of the President shall be those ordinarily vested in the chief executive officer of an educational institution, except as they may be otherwise prescribed in these Bylaws.
- (b) The President of the Seminary shall be responsible to the Board. The President shall have general supervision and direction of all other officers and agents of the Seminary and shall supervise in general the work of the Faculty, the administration, and the students.
- (c) The President shall be the principal representative and spokesperson for the Seminary. The President shall ordinarily preside on public occasions and shall confer degrees and make awards authorized by the Board.
- (d) The President, by virtue of the Office, shall be a member of the Faculty and all Faculty committees. The President shall be the Presiding Officer of the Faculty. As Presiding Officer, the President’s responsibilities shall include: calling all regular and special meetings of the Faculty, presiding over those meetings,

appointing the standing committees of the Faculty, appointing, in consultation with the Faculty, all Faculty search committees, and performing such other duties as are ordinarily conferred on a Presiding Officer. The President attends and has voice and vote at any meeting of the Faculty or component of the Faculty constituted to conduct the business of the Seminary. The President may delegate any or all of the President's authority and responsibilities as Presiding Officer to the Dean.

- (e) The President shall recommend long-range goals and objectives to the Board and, upon adoption by the Board, devise the organization, policies, financial plans, and schedules designed to reach those goals. The President shall recommend strategic academic and curricular decisions to the Board following Board policy and procedures in which the Faculty has a principal role. The President shall submit annually for adoption by the Board a budget for the next fiscal year's operations and shall have general supervision of all expenditures authorized by that budget. At meetings of the Board, the President shall report on the progress of the Seminary. Normally, all petitions and recommendations to the Board shall reach the Board through the President.
- (f) In the event of an extended absence or incapacity of the President or in the event of a vacancy in the office of the President, unless the Board designates otherwise, the duties and powers of the President shall devolve upon the Dean or, in the event that the Dean is unavailable or unable to act, upon the Vice President for Finance and Administration.

**SECTION 3.** The Dean:

- (a) The authority and duties of the Dean shall be those ordinarily vested in such an officer of an educational institution, except as they may be otherwise prescribed in these Bylaws. The Dean shall perform such other duties as are assigned by the President. The Dean shall be elected by the Board of Trustees upon recommendation of the President made pursuant to Board policy and procedures that include substantive consultation with the Faculty.
- (b) The Dean shall be the chief academic officer of the Seminary, shall report to the President, and shall be supervised by the President in the performance of all duties. The Dean shall serve as staff person for the Board's Academic Affairs Committee.
- (c) The Dean shall have general oversight of student services and general student welfare; of Faculty Members' performance, development, and general welfare; and of curricular matters, including Field Education, Lay Education, Continuing Education, and Library Services curricula.
- (d) The Dean, by virtue of the Office, shall be a member of the Faculty and all Faculty committees and shall be entitled to attend and to have voice and vote at any meeting of the Faculty or component of the Faculty constituted to conduct the business of the Seminary. In the absence of the President, the Dean shall preside at Faculty meetings and public occasions. The Dean shall have such other authority and responsibilities of the Presiding Officer of the Faculty as are delegated by the President.

**SECTION 4.** The Vice President for Finance and Administration:

- (a) The Vice President for Finance and Administration shall be the chief fiscal officer of the Seminary, shall report to the President, and shall be supervised by the President in the performance of all duties. The Vice President for Finance and Administration shall serve as staff person for the Finance Committee of the Board.
- (b) The Vice President for Finance and Administration shall prepare current operating and capital budgets, financial reports, and long-range financial plans; shall advise the President and the Board regarding the implementation of investment guidelines; shall supervise managers of support operations; and shall manage human resource administration, property, fiscal, and liability risk and insurance. Subject to Board policy and authority, the Vice President for Finance and Administration shall have general control of all invested funds and properties. The Vice President for Finance and Administration shall perform such other duties as are assigned by the President.

**SECTION 5.** The Vice President for Institutional Advancement:

- (a) The Vice President for Institutional Advancement shall report to the President, shall be the chief development officer of the Seminary, and shall be supervised by the President in the performance of all duties.
- (b) The Vice President for Institutional Advancement shall serve as staff person for the Institutional Advancement Committee of the Board and shall perform such other duties as the President may assign.

**SECTION 6.** Other Administrators:

- (a) Other administrative positions necessary for the efficient operation of the Seminary may be authorized by the Board. Persons filling those positions shall be appointed by the President and shall hold their offices at the pleasure of the President. The Board shall approve their salaries.
- (b) Such administrators shall ordinarily report either to the Dean, the Vice President for Finance and Administration, or the Vice President for Institutional Advancement.
- (c) Duties of such administrative positions shall be set forth in job descriptions prepared by the President and provided to the Board for its information.

**ARTICLE VI**

**Officers of Instruction**

Officers of Instruction in this Seminary (sometimes referred to herein individually as “Faculty Members” or collectively as the “Faculty”) shall perform their duties in a climate of academic freedom and moral responsibility. Such freedom is required for the fulfillment of the Seminary's

obligation as a community of scholars to which the Church has reason to look for thoughtful leadership in bringing the minds of people into harmony with the will of God in intellectual integrity. As members of a community of Christian scholars, Faculty Members and students exercise their freedom within the restraints of the Seminary which is the servant of God and which is related to the General Assembly of the Presbyterian Church (U.S.A.). Faculty Members and students have special responsibilities in view of the mission of the Seminary.

## **SECTION 1. General**

- (a) Unless otherwise provided in these Bylaws or in a Board policy, the Board shall have the power, by affirmative vote of two-thirds of all members present at a regular or special meeting called for the purpose, to take the following actions with reference to Faculty Members:
  - (i) To elect and to induct or to inaugurate them into office, chair, or position to serve at the pleasure of the Board, for a term, or for indeterminate tenure;
  - (ii) To transfer them from one office, chair, or position to another;
  - (iii) To suspend them preliminary to and pending investigation of charges against conduct or competent performance of duties;
  - (iv) To remove them from office within the limitations and subject to the procedures stated in Board Bylaws or policy; and
  - (v) To fix their duties, compensation, remuneration, and emoluments of office and position and, within the limitations, if any, provided by express written agreement or contract, change such duties, compensation, remuneration, or emoluments at any time and from time to time.
- (b) All Officers of Instruction shall be elected by the Board upon the recommendation of the President made pursuant to Board policy and procedures in which the Faculty has a principal role.
- (c) Officers of Instruction shall be classified and shall rank according to the following titles:
  - (i) Professors.
  - (ii) Associate Professors.
  - (iii) Assistant Professors.
  - (iv) Instructors.

- (d) Part-time Faculty Members, Lecturers and other adjunct Faculty Members are designated as special Officers of Instruction and shall be appointed and removed by the President. In appointing such Faculty Members, the President shall follow Board policy and procedures in which the Faculty has a principal role. The honor of "emeritus" or "emerita" may be bestowed upon a Faculty Member by the Board of Trustees upon his or her retirement.
- (e) In addition, upon recommendation by the President made after the President consults with the Faculty, the Board of Trustees may elect to enter into term contracts with Officers of Instruction who are called to administrative positions with Faculty rank. Officers of Instruction who serve under such term contracts shall have all the responsibilities and rights accorded to other Officers of Instruction, except that they shall not be eligible for indeterminate tenure in the posts to which they are appointed. The renewal of their term contracts and promotion shall be recommended by the President, after consultation with the Faculty, to the Board of Trustees for its approval. Officers of Instruction who serve under term contracts shall be reviewed regularly as required by and in accordance with Board policy and procedures.

**SECTION 2.** A majority of the tenured and tenure-track Faculty Members, in the aggregate, shall be members of the Presbyterian Church (U.S.A.) or another church with which the Presbyterian Church (U.S.A.) is in full communion.

**SECTION 3.** Every Officer of Instruction, before entering upon the execution of his or her office, shall respond affirmatively to such declaration of purpose as is required by Board policy.

**SECTION 4.** Unless otherwise provided in a policy approved by the Board, no Officer of Instruction on a tenured appointment or on a term appointment of longer than one (1) year shall resign his or her office without giving at least three (3) months' notice to the President, unless relieved by the President from giving such notice. The President is authorized to accept resignations and shall report resignations to the Board. Unless otherwise provided in a policy approved by the Board, no Officer of Instruction on a tenured appointment or on a term appointment of longer than one year shall be deprived of his or her office without at least three (3) months' notice. The three (3) month notice period shall be extended as necessary for the completion of pre-termination procedures required by Board policy. The President is authorized to suspend an Officer of Instruction from the active duties of office as provided in Section 1(a)(iii) above. In the event that the President suspends an Officer of Instruction, the President shall notify the Board or the Executive Committee.

**SECTION 5.** A Faculty Member shall ordinarily remain in the rank of Assistant Professor for four years and an Associate Professor shall ordinarily remain in the rank for four years. Ordinarily the appointment of Instructors shall be for one year only, but may be made for longer periods of time at the discretion of the Board.

**SECTION 6.** The review for tenure shall take place in the eighth year of a Faculty Member's service to the Seminary. Upon approval by the President and agreement of the Faculty Member, a Faculty Member may receive up to four years' credit towards this requisite period of service prior to tenure review as a result of service in another academic or ecclesiastical appointment. The

tenure review will be preceded by one comprehensive review. For Faculty Members appointed initially to the rank of Assistant Professor, that review will occur prior to consideration for promotion to Associate Professor, using the criteria and procedures referred to in Article VI, Section 7 of these Bylaws. Exceptions to these tenure review requirements must be made by the Board upon recommendation of the President.

**SECTION 7.** Recommendations for the promotion and tenure of Officers of Instruction shall be made to the Board of Trustees by the President pursuant to a Board policy that shall describe criteria and procedures for promotion and tenure and shall provide for a principal role by the Faculty.

**SECTION 8.** Indeterminate tenure implies permanent status as an Officer of Instruction. Tenure is to be rescinded only under the following circumstances: 1) just cause for reasons of incompetence, failure to perform the duties of the office, moral turpitude (including, but not limited to, dishonesty, plagiarism, unethical conduct, and sexual abuse or harassment), and lack of faithfulness to the Seminary's basic purpose; 2) program reduction or elimination; 3) financial exigency or a merger of the Seminary with another institution; and 4) mental or physical incapacity. A term appointment is to be rescinded during its term only under the circumstances described in this Section 8. A decision to rescind indeterminate tenure or a term appointment must be made in accordance with Board policies and procedures. The procedures must include Faculty review. The policy and procedures for disciplinary rescission must include a system of progressive discipline. The termination of an Officer of Instruction as a result of the nonrenewal of a term appointment or a decision not to award tenure is not a rescission and does not result in the application of the requirements of this Section 8.

**SECTION 9.** All Faculty Members shall be reviewed and evaluated regularly as required by and in accordance with these Bylaws and Board policy and procedures. In the event that, as a result of a review and evaluation process, it is determined that a Faculty Member has failed to meet requisite performance standards and the Faculty Member fails to correct the deficiencies within a reasonable period thereafter, the Faculty Member's tenure or term appointment may be rescinded for incompetence or failure to perform the duties of office as described in Section 8 above.

**SECTION 10.** As a deliberative body, the Faculty shall consist of all Faculty members and such administrators, who are not Faculty members, as the Faculty may elect to serve with voice and vote.

**SECTION 11.** To the Faculty is committed the instruction of the students, the immediate government of the students and all student organizations, the pastoral oversight of the students, the selection, supervision, and control of the various courses of study, and the adoption and administration, subject to the review and ultimate control of the Board of Trustees, of such rules and regulations as may be found necessary for the performance of these duties and obligations.

**SECTION 12.** The Faculty may choose to discharge the responsibilities described in Section 11 by delegating them to a deliberative council. The composition and authority of such a council shall be set forth in a Faculty policy approved by the Board of Trustees.

## **ARTICLE VII**

### **Curriculum**

**SECTION 1.** Such courses of study shall be offered by the Faculty as it shall deem best suited to preparing students for the most effective ministry in the church and for such other Christian work as may be deemed to be within the scope of the purposes of the Seminary and in accord with the standards of the Presbyterian Church (U.S.A.) and any other communions with which the Seminary is in covenant relationship. Minor changes in the curriculum may be made by Faculty action, but major changes shall be made only after approval by the Board upon recommendation of the President.

**SECTION 2.** The length of the academic year and the division of it into semesters, quarters, or terms shall be determined by the Board of Trustees.

## **ARTICLE VIII**

### **Degrees**

**SECTION 1.** In accordance with the provisions of these Bylaws, the Board of Trustees, prior to the day of graduation and on recommendation of the Faculty, will grant degrees to students of the Seminary who have met the requirements set forth by the Faculty and approved by the Board.

**SECTION 2.** The President is authorized, with the approval of the Board, to confer degrees annually at Commencement on all candidates who shall be certified by the Dean and the Faculty as having completed the published requirements for the respective degrees.

## **ARTICLE IX**

### **Management of Funds and Other Assets**

**SECTION 1.** All the funds invested for the Seminary shall be invested in the name of "LOUISVILLE PRESBYTERIAN THEOLOGICAL SEMINARY," or in any other name by which the Seminary legally is doing business, except that the agents authorized by the Board to serve as managers and/or custodians of all securities and/or property held by the Seminary may hold title to securities when authorized by the Finance Committee of the Board in order to facilitate transfer of such securities.

**SECTION 2.** Money or property donated to the Seminary, without special designation or condition, shall be added to institutional funds and managed as provided in Board policy.

**SECTION 3.** When authorized by action of the Board or the Finance Committee, two persons in any of the three following positions, President, Vice President for Finance and Administration, and Controller, shall have the power to sell, convey, transfer, or otherwise dispose of any real estate, stocks, bonds, mortgages, or other real or personal property of the Seminary. Notwithstanding the foregoing, two persons in any of the three following positions, President, Vice President for Finance and Administration, and Controller, shall have authority to sell, convey,

transfer or otherwise dispose of, in their discretion, any real estate, stocks, bonds, mortgages, or other real or personal property acquired by gift as provided in Board policy.

## **ARTICLE X**

### **General**

**SECTION 1.** The official colors of the Seminary shall be National Blue and White.

**SECTION 2.** The fiscal year of the Seminary shall close on the thirty-first (31st) day of May.

## **ARTICLE XI**

### **Bill of Rights and Responsibilities**

**SECTION 1.** The Board of Trustees, upon the recommendation of the President and after consultation with the Seminary's constituent groups through the governance process, shall define the rights and responsibilities of members of the Seminary's constituent groups, including the Seminary's rights and responsibilities and including the procedural matters and causes for student separation. All new members of such constituent groups, upon their entrance to the Seminary, shall be informed of their rights and responsibilities as set out in such document.

**SECTION 2.** All constituent groups of the Seminary shall have well defined channels of communication and accountability to the Board of Trustees as described in Board policy.

## **ARTICLE XII**

### **Indemnification and Insurance**

**SECTION 1.** The Seminary shall indemnify any person who 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 (including an action by or in the right of the Seminary), by reason of the fact that such person is or was a Trustee or officer of the Board of Trustees or is or was serving at the request of the Seminary as a voting member of a Board committee or as a board member or officer of the board of another corporation or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with the defense of such action, suit or proceeding. However, the Seminary shall not indemnify any such Trustee or officer of the Board of Trustees or individual serving at the request of the Seminary as a voting member of a Board committee or as a board member or officer of the board of another corporation or other enterprise: (i) for any transaction in which such Trustee or officer of the Board of Trustees or individual serving at the request of the Seminary as a voting member of a Board committee or as a board member or officer of the board of another corporation or other enterprise has a personal financial interest which is in conflict with the financial interests of the Seminary; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to such Trustee or officer of the Board of Trustees or individual serving at the request of the Seminary as a voting member

of a Board committee or as a board member or officer of the board of another corporation or other enterprise to be a violation of law; or (iii) for any transaction which such Trustee or officer of the Board of Trustees or individual serving at the request of the Seminary as a voting member of a Board committee or as a board member or officer of the board of another corporation or other enterprise derived an improper personal benefit.

**SECTION 2.** Unless ordered by a court, an indemnification shall be made in a specific case upon a determination that indemnification, whether full or partial, of the Trustee, voting member of a Board committee, board member, or board officer is proper in the circumstances because he or she has met the applicable standards of conduct set forth in Section 1. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable, or even if obtainable, a majority vote of a quorum of disinterested Trustees so directs, by independent counsel in a written opinion. Indemnification shall be determined whenever the Trustee, voting member of a Board committee, board member, or board officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim, issue, or matter therein.

**SECTION 3.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in a specific case upon receipt of a commitment by or on behalf of the Trustee, voting member of a Board committee, board member or board officer to repay such advanced amounts unless it shall be determined that such trustee or officer is entitled to indemnification.

**SECTION 4.** The Seminary may purchase and maintain insurance on behalf of any person who was or is a Trustee, voting member of a Board committee, board member or board officer, or is or was serving at its request as a trustee or board officer of another corporation or other enterprise, against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Seminary is empowered to indemnify such person against liability under the laws of Kentucky.

**SECTION 5.** This entitlement to indemnification and advancement of expenses provided for in this Article shall continue as to a person who has ceased to be a Trustee, voting member of a Board committee, board member, or board officer and shall inure to the benefit of the heirs and legal representatives of any person entitled to indemnification or advancement of expenses under this Article.

**SECTION 6.** If any provision of this Article shall be held to be invalid, illegal or unenforceable for any reason (1) such provision shall be invalid, illegal or unenforceable only to the extent of such prohibition and the validity, legality and enforceability of the remaining provisions of this Article shall not be affected thereby; and (2) to the fullest extent possible, the remaining provisions of this Article shall be construed so as to give effect to the intent of the prohibited provision(s).

**SECTION 7.** This Article shall apply to every proceeding filed after April 17, 2010, the date of the Board's adoption of Amended and Restated Articles of Incorporation.

## **ARTICLE XIII**

### **Bylaws and Amendments**

**SECTION 1.** The Board of Trustees may adopt Bylaws not in conflict with the Articles of Incorporation to provide for the regulation of any aspect of the work of the Seminary not clearly or explicitly provided in the Articles of Incorporation.

**SECTION 2.** Amendments to these Bylaws, not in conflict with the Articles of Incorporation, shall be adopted in one of the following three ways: (a) by unanimous written consent of the Trustees; (b) after Trustees have been given at least two weeks' written notice of the proposed amendment, upon receiving the affirmative votes of at least two-thirds (2/3) of the Trustees present at a duly constituted meeting of the Board of Trustees; or (c) without prior written notice, upon receiving the affirmative votes of at least three-fourths (3/4) of the Trustees present at a duly constituted meeting of the Board of Trustees.

*As amended by the Board of Trustees on October 25, 2019*