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**BYLAWS  
OF  
BREWTON-PARKER COLLEGE**

**ARTICLE I - THE CORPORATION**

- SEC. 1.** The name of the Corporation is Brewton-Parker College, Inc.
- SEC. 2.** The principal office of the Corporation shall be Mt. Vernon, Georgia, and may establish other offices elsewhere in the State of Georgia.
- SEC. 3.** The Corporation shall operate under the trade name, "Brewton-Parker College."
- SEC. 4.** The registered Agent for service shall at all times be the President of the Corporation.
- SEC. 5.** The Corporation is a non-profit organization, organized for the purposes set out in the Charter.
- SEC. 6.** The Corporation shall have perpetual duration.

**ARTICLE II - OWNERSHIP**

- SEC. 1.** The Corporation of Brewton-Parker College is owned in its entirety by the Executive Committee of the Georgia Baptist Convention, and it shall be able to transfer ownership or any part thereof, in any manner it may deem appropriate. The Georgia Baptist Convention is the sole member of the Corporation, in accordance with the provisions of the Georgia Nonprofit Corporation Code. In the event the Corporation ceases to exist, all assets of the Corporation shall revert to the Executive Committee.

**ARTICLE III - MANAGEMENT AND CONTROL OF CORPORATION**

- SEC. 1.** The Corporation shall be operated and controlled by a Board of Trustees. The Board shall provide leadership in developing policy which governs institutional goals and operations.
- SEC. 2.** The Trustees shall be elected by the Georgia Baptist Convention.
- A. The Georgia Baptist Convention has the authority to set the term of office for Trustees.
- B. The Georgia Baptist Convention has the authority to establish the number of Trustees serving on the Board.
- C. The Georgia Baptist Convention has the authority to fill Trustee vacancies and to remove Trustees for cause.

- SEC. 3.** The number of Trustees shall be thirty, six (6) of whom shall be elected each year and for a period of five years. The Executive Director of the Georgia Baptist Convention shall serve as an *ex-officio* member.
- SEC. 4.** At least one-fifth of the Board of Trustees shall be Baptist ministers.
- SEC. 5.** The officers of the Board of Trustees shall consist of a Chairman, Vice Chairman, Secretary, and Assistant Secretary, who shall be elected annually.
- SEC. 6.** No Trustee may be elected so as to succeed himself or herself, except in cases where his/her prior service completed less than one-half of the unexpired term of another member of the Board of Trustees
- SEC. 7.** In the event of the death, resignation, or removal of a Trustee, a replacement cannot be made by the Board of Trustees. The office shall remain vacant until the Georgia Baptist Convention names a replacement to fill the unexpired term resulting from the death, resignation, or removal of any Trustee.
- SEC. 8.** Persons serving as members of the Brewton-Parker College Board of Trustees who do not attend at least fifty percent of the meetings during any year, without being excused from a meeting by the President, shall forfeit their membership on the Board. Trustees can be removed from the Board for just cause by a two-thirds majority vote of a quorum of the trustees at a regularly scheduled meeting. Just cause includes but is not limited to violations of moral turpitude, excessive absence, change of denominational affiliation or relocation to a residence outside of Georgia.
- SEC. 9.** Any corporate merger, consolidations, or dissolution involving the College and any sale, lease or other disposition of all or substantially all of the assets or operations of the College must be approved by the Georgia Baptist Convention.
- SEC. 10.** The Board of Trustees and the President are responsible to the Georgia Baptist Convention to maintain congruence in the mission and values of the College and the mission and values of the Convention.

#### **ARTICLE IV - ADMINISTRATION**

- SEC. 1.** The President of the Corporation shall be elected by the Board of Trustees, be subject to its control, and shall serve as the President of the College. The President has responsibility for implementing Board policy by direct action or through delegation to the faculty and administrative staff.
- SEC. 2.** In the administration of the College, the President is empowered to employ and fix salaries of all personnel, including instructors, needed in the administration of the affairs of the College.
- SEC. 3.** In the employment of all personnel, only the President of the College shall have the power to bind the College in any contract.
- SEC. 4.** In the absence of the President caused by illness, or in the absence of the President due to death or resignation, the Chairman of the Board of Trustees shall be empowered to perform all the duties imposed upon the President by these Bylaws, until another President, acting or permanent, is elected by the Board of Trustees.

- SEC. 5.** The President shall function as the official channel of communication between the Board of Trustees and the Faculty, Staff, Administration, and Students.
- SEC. 6.** The President shall sign all contracts, conveyances and other formal documents on behalf of the College and, where required, his signature shall be attested and the seal of the College affixed by the Secretary or Assistant Secretary.

#### **ARTICLE V - MEETINGS OF TRUSTEES**

- SEC. 1.** There shall be three meetings of the Board of Trustees each year, to be held on the third Thursday in January, April and October.
- SEC. 2.** All meetings of the Trustees shall be conducted in accordance with “Robert’s Rules of Order.”
- SEC. 3.** Special meetings of the Trustees may be called at any time by the Chairman of the Board of Trustees, by its Executive Committee or its Chairman, or by the Secretary of the Trustees upon the request in writing of at least one-third of the Trustees then in office, (a minimum of ten). The purpose of the proposed meeting shall be stated in such request.
- SEC. 4.** At special meetings no business can be transacted except that for which the meeting was called.
- SEC. 5.** Notice of all meetings of the Trustees, regular and special, shall be given to each member of the Trustees at least five days in advance of the meetings. In the case of special meetings, the purpose or purposes of the meeting shall be given.
- SEC. 6.** At any regular or special meeting of the Trustees, sixteen (16) members shall constitute a quorum for the transaction of business. Less than a quorum shall have authority to adjourn the meeting to a subsequent date.

#### **ARTICLE VI - COMMITTEES**

- SEC. 1.** The Standing Committees of the Board of Trustees shall be the following:  
The Executive Committee  
The Academic Program Committee  
The Advancement Committee  
The Property and Finance Committee  
The Enrollment Services Committee  
The Audit Committee
- SEC. 2.** Chairman and members of all committees and subcommittees of the Board shall be appointed by the Chairman of the Board of Trustees, after consultation with the President, by January 15 of each year. The Chairman of the Board of Trustees and the President of the College shall be *ex officio* members of all Committees of the Board. Vacancies on any committee may be filled at any time by the Chairman of the Board.
- SEC. 3.** Standing Committees of the Board shall have such standing subcommittees as may be authorized by the Executive Committee. All standing committees and subcommittees shall meet at least once annually and shall keep regular minutes, a copy of which shall be furnished to the Chairman of the Executive Committee.

**SEC. 4.**

Areas of responsibility of the Standing Committees shall be as follows:

- A. The Executive Committee shall consist of the Chairman of the Trustees, the Vice-Chairman of the Trustees, the Secretary of the Trustees, and three other members appointed by the Chairman, from among those available for frequent meetings.

It shall be the duty of the Executive Committee to attend to matters which need attention between meetings of the Trustees, they being hereby given authority to act for the Trustees during such periods. All acts of the Executive Committee shall be subject to revision or alteration by the Trustees provided that no rights of third parties shall be affected by any such revisions or alteration.

- B. The Academic Program Committee shall make recommendations to the Board of Trustees concerning broad policies dealing with the educational and student programs of the College. To this end, the Committee shall maintain continuous communication with the President and the Provost concerning projected changes in curriculum, academic policies, and personnel. It will not seek to participate in the actual management decisions affecting the academic program.

- C. The Advancement Committee shall make recommendations of policies to the Board of Trustees pertaining to the relationship of the College with its various supporting constituencies. Specifically, the Committee shall:

- (1) Evaluate and approve plans designated to win financial support for the College.
- (2) Make recommendations to the Board regarding the naming of buildings.
- (3) Maintain a continuing study of fundraising efforts and other such programs which have an effect on the ability of the College to maintain and enhance its stature as an academic institution.

The College's intercollegiate athletic programs report to the Vice President for College Advancement, and therefore, matters concerning athletics also are presented and considered by this Committee.

- D. The Property and Finance Committee shall make recommendations of policies to the Board of Trustees pertaining to the material circumstances and well-being of the College. Specifically, it shall:

- (1) Formulate recommendations bearing on the financial operation of the College and the acquisition and operation of its physical plant.
- (2) Review and recommend the annual budget of the College to the President of the College, and he shall operate the College within that budget.
- (3) Formulate and recommend policies defining the business practices of the College and its plant operations.
- (4) Procure and submit to the Board an annual audit of all funds under its supervision.

- E. The Enrollment Services Committee shall make recommendations of policies to the Board of Trustees pertaining to issues regarding the growth or maintenance of students served by the College. Recruitment and retention, admissions policies, international recruitment, student demographics, college entrance exam scoring, pricing, and other matters concerning student enrollment will be presented for consideration and policy recommendation to this Committee.

Furthermore, the Enrollment Services Committee shall make recommendations of policies to the Board pertaining to the implementation and maintenance of the student affairs program. The Committee shall maintain a continual study of student affairs issues and make policy recommendations as needed.

- F. The Audit Committee will approve the selection of the College's external auditor, review the preliminary audit and management letters with the external auditor, periodically review the internal audit with the internal auditors, periodically review the financial statements & report at least annually to the full board on the annual audit and financial accountability.

The Audit Committee will be comprised of the Chair of the Trustees, Chair of the Property and Finance Committee, two Trustees at large; and two BPC officers – the President and Chief Financial Officer. Committee decisions will be in compliance of all overseeing authorities.

## **ARTICLE VII - DEPOSITORIES**

- SEC. 1.**
  - A. The Georgia Baptist Foundation, Inc., shall hold and administer a portion of the Brewton-Parker College endowment.
  - B. Other endowments may be held by the College and administered by the President and the officer for Finance and Administration in accordance with the investment policy as prescribed by the Board of Trustees.
- SEC. 2.**
  - A. All other funds of the corporation shall be deposited in two or more local banks as designated by the Board of Trustees.
  - B. Funds may be withdrawn or expended upon the signature of two persons, one of whom shall be the President or his agent designated in writing, and the other shall be the officer for Finance and Administration or his agent designated in writing.

## **ARTICLE VIII - AMENDMENTS TO BYLAWS**

- SEC. 1.** These Bylaws may be adopted, amended, or repealed, or any section or sections thereof, by a majority vote of the Trustees at any regular meeting, or any other special meeting thereof, if notice of intention to do so shall have been expressed in the call of the meeting. Any substantive amendments or changes to the Bylaws shall be approved by the Georgia Baptist Convention.

Contact for Interpretation: The President

This policy statement supersedes all previous policy statements on this subject.