

UNIVERSITY CHARTER

SOUTHWEST BAPTIST UNIVERSITY

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The undersigned Chair, Vice Chair and Secretary of the Board of Trustees of Southwest Baptist University, heretofore incorporated under the laws of the State of Missouri relating to benevolent, religious, scientific, educational, and miscellaneous associations, and pursuant to a resolution heretofore duly adopted by the Board of Trustees, do hereby associate ourselves together for the purpose of amending, extending, and perpetuating said corporation in accordance with the provisions of Chapter 352 of the Revised Statutes of Missouri, for the year 1959, and we do now and hereby adopt the following Articles of Agreement and Association amending and changing the Articles of Agreement and Association of said corporation; so that the same, when so amended, altered, and changed shall be as follows:

ARTICLES OF ASSOCIATION

ARTICLE I NAME

Section 1 This association shall be known and named "Southwest Baptist University" and shall be located in the city of Bolivar, Polk County, Missouri.

ARTICLE II LIMIT OF EXISTENCE

Section 1 The first named Board of Trustees and their successors in office shall constitute a body politic and corporate, and the term of said corporation shall be perpetual, and with full power in their corporate capacity to sue and be sued in any of the courts of this state.

ARTICLE III OBJECT

Section 1 The object of this association is to establish, strengthen, perpetuate, and maintain a superior university in which courses and branches in literature, the sciences, the arts, music, the Bible, morals, and all branches of a general and professional education may be taught.

ARTICLE IV BOARD OF TRUSTEES

Section 1 There shall be a Board of Trustees consisting of twenty-five members nominated and elected by the Missouri Baptist Convention following the election of the Trustees by the Missouri Baptist Convention in 1997, each of whom shall be a member of good standing in a Baptist church affiliating with the Southern Baptist Convention, which Board of Trustees shall have control of and direct the management and business of the University. This section shall be implemented over a five year period by having five members nominated and elected each year and with all present Board members serving their full terms. The Board membership shall decrease by five each year until it reaches twenty-five members following the election of the Trustees by the Missouri Baptist Convention in 1997.

- Section 2 The term of each elected Trustee shall be a term of five years. No member who has served two successive terms shall be eligible for re-election until after the expiration of one year from the close of the second term in which he/she has served, and an unexpired term shall be construed as a whole term.
- Section 3 The Board of Trustees shall hold its regular meetings at the city of Bolivar in October, February, and May on dates to be determined at least one year in advance unless a majority of the Trustees agreed in a previous meeting to a different date or location. The October meeting shall be considered the annual meeting, at which time the officers of the Board shall be elected in even years.
- Section 4 One more than half of the number of Trustees (Article IV, Section 1.) present at any special or regular meeting shall constitute a quorum for the transaction of business.
- Section 5 At the option of the Chair of said Board, or upon the written request of any eight members thereof, a special meeting shall be called.
- Section 6 If any member of the Board of Trustees shall fail to attend two regular meetings of said Board in succession without a reasonable excuse, his place may be declared vacant.
- Section 7 Any officer or member of the Board of Trustees may be removed at any time for gross misconduct, neglect of duty, or for any cause in the wisdom of said Board, PROVIDED, that no such removal shall be made without the concurrence of a majority of the entire Board of Trustees.

ARTICLE V MANAGEMENT AND SCHOLARSHIP

- Section 1 The Board of Trustees shall have power to adopt such regulations for the conduct and operation of said University and to prescribe such standards of scholarship as it may deem necessary, provided that the same shall not be contrary to the provisions of these Articles, nor in conflict with the Constitution of the United States nor the Constitution of the State of Missouri.

ARTICLE VI OFFICERS AND DUTIES

- Section 1 The officers of this association shall consist of a Chair, Vice Chair and Secretary, who shall be elected by the Board of Trustees and shall hold their respective office for two years and until their successors are elected and qualified.
- Section 2 The Chair shall preside at all meetings of the Board of Trustees. The Chair shall assign Trustees to committees except for the chairs and vice chairs of standing committees who shall be selected in the same manner as officers of this association. The Chair shall sign all legal instruments when ordered by the Board of Trustees or Executive Committee thereof and shall see that the Constitution and By-Laws are faithfully executed. The Chair shall at all times promote a spirit of harmony and good will and work faithfully for the best interests of the University.
- Section 3 In case of the absence, refusal, or inability of the Chair of the Board of Trustees to act, then the Vice Chair of said Board shall succeed to the duties of said Chair with

full authority to perform all acts and duties in the same manner and to the same effect as could the Chair of said Board.

Section 4 The Secretary shall be present at all meetings of the Board of Trustees. The Secretary shall keep a record of the proceedings of the Board of Trustees, issue all calls for meetings when ordered, and notify each member in writing of such meetings. The Secretary shall sign and attest all legal instruments when ordered by the Board of Trustees or Executive Committee.

Section 5 The record of the proceedings of the Board of Trustees and all records of the University shall be open to inspection upon order of the Board of Trustees or the Executive Committee of the Board of Trustees.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1 The Executive Committee shall be composed of the Chair, Vice Chair and Secretary of the Board and chairs of all standing committees of the Board of Trustees. The majority of said committee shall constitute a quorum.

Section 2 The Executive Committee shall meet at the call of the Chief Executive Officer of the University or the Chair of the Executive Committee. Said committee, when the Board of Trustees is not in session, shall have and may exercise all of the power of the Board of Trustees with reference to the management and business of the University not contrary to the established policy of the Board of Trustees.

ARTICLE VIII ELECTION AND VACANCIES

Section 1 All officers of the Board of Trustees shall be elected at the annual meeting in even years.

Section 2 All vacancies in the Board of Trustees caused by death, resignation, or otherwise shall be filled by the Executive Board of the Missouri Baptist Convention until the next meeting of the Missouri Baptist Convention.

Section 3 There shall be a nominating committee consisting of the Chair of the Board, the President of the University, and three members of the Board of Trustees nominated by the Chair of the Board and approved by the Board of Trustees no later than the May meeting. This committee shall nominate officers of the association including chairs and vice chairs of standing committees for election by the Board of Trustees. Nominations may be made from the floor.

ARTICLE IX OFFICERS, FACULTY, AND STAFF

Section 1 The Board of Trustees shall provide for the employment of such executive and administrative offices, faculty, and staff as the Board deems necessary for the efficient management and operation of the University. The University shall endeavor to employ faculty and staff who are Baptist.

ARTICLE X STUDENTS

Section 1 The University shall be open to all alike, regardless of any religious faith or profession, provided however, since said University is a Missouri Baptist institution, preference in enrollment shall be given Baptist students.

Section 2 The Board of Trustees shall have power to prescribe the course of study, the conditions of admission and attendance, and make and enforce such rules and regulations as may be deemed necessary for the good government and discipline of the University and student body. In the absence of specific rules and regulations for the government and discipline of the University and student body, the administration shall be empowered to make and enforce such rules and regulations.

ARTICLE XI PROPERTY

Section 1 As to property, real and personal, the corporation and the Board of Trustees in their corporate capacity shall have the following powers:

- 1) to accept any trust, the purpose whereof is within the objects of the University and may receive and take by deed, bequest or devise in its corporate capacity any property, real or personal, for the use and purposes of such trust with power to act as trustee in any trust and to execute the trust so created;
- 2) to invest and re-invest its money, provided, that all endowment funds or endowment property given for the aid of Southwest Baptist University shall be invested by the Board of Trustees of the University in conformity with the wishes of the donor, with the Missouri Baptist Foundation in trust for the University, or with other reputable agencies and the net earnings from said endowment funds or endowment property shall be paid no less than annually to the University, necessary building purposes, or for the re-transfer to the endowment funds of the University, all as may be determined by the Board of Trustees.
- 3) to receive, hold, alienate, let and lease, mortgage, and convey real and personal property, to borrow money and execute notes, bonds, mortgages, and deeds of trust, securing the payment of same by lien on any property owned by the said University, subject to the limitations stated in Section 2.

Section 2 Property known (as of July 10, 2012) as the Shoffner and Stufflebaum campuses in Bolivar cannot be sold or leased without the approval of the Executive Board of the Missouri Baptist Convention or the Convention in annual session.

ARTICLE XII DIPLOMAS AND DEGREES

Section 1 The said University may grant diplomas, certificates, or honorary testimonials and may confer such literary honors, degrees, and diplomas as are usually conferred by institutions of like grade in the United States; and the same shall entitle the possessor to all the immunities and privileges allowed by usage or statute to the possessor of like diplomas from any institution of like grade in this state.

ARTICLE XIII FINANCE AND ENDOWMENT

Section 1 The Board of Trustees shall have power and authority to raise money for the use and benefit of the University or any department or work carried on by said

University, as well as for the purpose of creating and establishing an endowment fund for the institution. Endowment funds shall be invested in accordance with Article XI.

Section 2 The records of the University shall be audited by an accounting firm annually and an audit presented to the Board of Trustees. A review may (an audit shall also) be made at the termination of office of any official handling University funds. All checks or other orders for the payment of money shall be signed and countersigned by persons designated by the Board of Trustees. All employees who handle University money shall give bond to the University of faithful performance of duties, said bond to be in some responsible surety company, the premium paid by the University.

ARTICLE XIV OWNERSHIP AND CONTROL

Section 1 Southwest Baptist University and all its funds and properties, except endowment funds and endowment properties, shall be forever held in trust by the Board of Trustees to implement the purposes of these articles.

ARTICLE XV CHANGING THE CONSTITUTION

Section 1 These Articles of Association may be amended and changed as provided by the Statutes of the State of Missouri, upon a two-thirds vote of the entire Board of Trustees at the meeting after such proposed change has been submitted in writing to said Board and after such change has been approved at the next meeting of the Missouri Baptist Convention.

ARTICLE XVI BY-LAWS AND STATEMENT OF FAITH

Section 1 The Board of Trustees shall have power to establish such ordinances and by-laws for the government of its proceedings and the management of said University as it may deem necessary, provided that the same shall not be contrary to the provisions of these Articles of Association, nor in conflict with any laws of the State or Federal Government, which may be amended at any regular meeting of the Board by a two-thirds vote of the members present.

Section 2 The Board of Trustees adopts the following statement of faith and belief:

It is hereby expressly declared that Southwest Baptist University is, and must forever remain, distinctively a Baptist institution. It must conserve, defend, and promote the fundamentals of the Baptist Faith, and in all its teachings and policies conform to and be in harmony with the established and acknowledged principles and policies of Baptist churches affiliated with the Missouri Baptist Convention and with the Southern Baptist Convention.

We hold the following as fundamental Baptist Doctrine:

1. Belief in the inspiration and all sufficient authority of the Bible in all matter of Christian faith and practice.

2. The absolute Deity, the Virgin birth, the vicarious death, the bodily resurrection, the visible second coming, and the supreme Lordship of Jesus Christ.
3. That salvation is only and wholly by grace through faith.
4. That the human conditions of salvation are--Repentance toward God and faith in our Lord Jesus Christ.
5. That the individual soul is competent to deal directly with God through Christ.
6. That all members are entitled to equal privileges in the church.
7. That the true ideal of the relations between church and state is "a free church and a free state."
8. That a church is a body of baptized believers associated together in solemn covenant, with Christ as its head and the scriptures as its Law, to worship God, conserve and administer the ordinances of His house, and to preach the Gospel to the world.
9. The ordinances of the church are two, viz: Baptism and the Lord's Supper.
10. That baptism is immersion in water, by a scripturally authorized administrator, of a believer in Christ; that its purpose is to symbolize the death of the subject to sin and his resurrection to a newness of life.
11. That the Lord's Supper is memorial in nature and that the terms of admission to the supper are regeneration, baptism, and church membership.

Amended and Approved by the Missouri Baptist Convention July 10, 2012