RESTATED BYLAWS
of
SCHREINER UNIVERSITY

A Non-Profit University

Revised October 2026

Schreiner University

PHILOSOPHY OF GOVERNANCE

Schreiner University pursues the ideal and the practice of shared, or collegial, governance. Under its certificate of formation and corporate bylaws, and applicable statutes of the State of Texas, the board of trustees retains final and full responsibility for the sound management of the institution and its assets. As a matter of practice, the governing board ordinarily confines its concerns to the acquisition and oversight of University fiscal and physical assets, the development and institution of policies as to management, and the approval of administrative recommendations as to budgets, academic and other programs, promotions and tenure, and similar matters.

The board charges the administration to implement its duly adopted policies, to attend to the ongoing and responsible management of University fiscal affairs, property maintenance, enrollment management (with faculty cooperation), staff recruitment and development, through the office of the president to assume the initiative in institutional planning, the maintenance of an environment supportive of collegiality and of student learning, to provide the board with information that it needs to perform its duties, and to accomplish such other tasks as may from time to time be assigned to it. In brief, the administration is responsible for the sound day-to-day operation, and for leading in planning for Schreiner University.

The board lodges in the faculty responsibility for developing and offering programs of instruction, the recommendation of academic policies, the conduct of scholarly activities, and the performance of such service responsibilities as are customary for faculty members. Faculty proposals as to academic policies, programs, faculty appointments and promotions and tenure, proceed to the board of trustees for approval, subject to administrative review and recommendation. Where the administration does not concur with the faculty it will report both its views and those of the faculty to the board, and its nonconcurrence to the faculty, with the reasons therefor.

-Adopted by faculty December 4, l996
-Adopted by board of trustees February 20-21, 1997
-Revised by faculty August 2005
-Revised by board of trustees October 2005
-Revised by board of trustees May 2016
-Revised by board of trustees October 2020
-Revised by board of trustees October 2025
-Revised by board of trustees October 2026

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RESTATED BYLAWS OF SCHREINER UNIVERSITY

ARTICLE I

Name, Purposes, and Powers

Section 1.1. Name. The name of this University is Schreiner University, also referred to herein as "Schreiner University" or the "University."

Section 1.2. Purposes. The University is organized and shall be operated exclusively for those purposes set forth in its Certificate of Formation.

Section 1.3. Powers. The University is a nonprofit and shall have all of the powers, duties, authorizations and responsibilities as provided for nonprofit Universities under the Texas Business Organizations Code as it now exists or as it may hereafter be amended. The University shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a University that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code.

Section 1.4. Synod Relationship. By choice and covenant the University is related to the Synod of the Sun, the Presbyterian Church (USA). The relationship between Schreiner University and the Synod of the Sun is articulated in the Corporate Charters and the Bylaws of each institution, and in the Covenant to which both the Synod of the Sun and the trustees of the University give assent. Responsibility for the governance of the University is vested solely in the University's Board of Trustees.

ARTICLE II

Members

Section 2.1. Membership. The University shall have no members.

ARTICLE III
Board of Directors

Section 3.1. General Powers.

(a) The governance of the University shall be managed by its "Board of Trustees" as authorized by Texas Business Organizations Code Sec. 22.001. The Board of Trustees may exercise all powers and perform all lawful acts permitted by law, by the Certificate of Formation, or by these Bylaws, unless otherwise expressly provided herein.

(b) The Board of Trustees shall determine the general purposes and mission of the University, have oversight of the policies which implement those purposes, shall have

oversight of the University's fiscal stability. It shall elect the chair of the board, the vice chair of the board, the secretary of the board, and the president; and shall give advice and consent to the president's nomination of the provost and the vice presidents of the University, and shall examine and review the purposes, policies, and the work of appointed officers. The Board retains oversight responsibility for the entirety of the University.

Section 3.2. Number and Qualifications. The Schreiner University board of trustees shall consist of no more than thirty-six (36) trustees and no less than twenty-six (26) trustees. Not included in that number will be the current President of the Schreiner Former Students Association, who shall have the right to comment and provide input.

Section 3.3 Term of Office. Trustees shall be elected for three-year terms, serving in three (3) classes with overlapping terms. A trustee shall serve no more than three consecutive terms. At least one year must follow the completion of the third consecutive term before a member may be elected again. The elected term of office will begin with the fall meeting of the board or at the next scheduled meeting after the election. The term of office will be denoted by the year in which the term ends. Any term that does not begin with the October board meeting will have a full three-year term, ending at the May board meeting of the third full year.

Section 3.4. Election to Office. Trustees shall be elected by the board of trustees at a regular or special meeting. The procedures below will guide the annual election of members of the board:

(a) **Current Members.** At the regular May meeting, the Trusteeship Committee shall review the activities of the board and the individual members of the board. The chair of the board shall review with each trustee whose terms are expiring, his or her experience and ascertain willingness to stand for election to another term.

(b) **Vacancies/New Positions.** For vacancies or new positions, the Trusteeship Committee will canvass board members for candidates and place these before the full board for election at any regular meeting. The Executive Committee also may place candidates in nomination for election by the full board.

(c) **Invitation to Serve.** The chair of the board, the president, or the chair's delegate will approach persons being considered for nomination and invite them to serve. Each shall be informed as to the philosophy and purpose of the University and the duties and other stipulations of the office of trustee.

(d) **Orientation.** Newly elected members will be invited to an orientation for new trustees to be planned and carried out by the chair of the Trusteeship Committee and the president or their delegates prior to the fall meeting. New members will be furnished with all documents pertinent to the office, including copies of minutes of the meeting of the board for the past year, if requested. Trustees shall be educated on the history and

traditions of Schreiner, its Covenant with the Presbyterian Church (USA), the mission of the University, and the duties of the office of trustee.

Section 3.5. Installation. New trustee installations may take place at any board meeting and will be asked to affirm their willingness to fulfill the duties of trustees.

Section 3.6. Duties of Trustees. Each trustee will be expected to serve the University by acting in good faith, with ordinary care, and in a manner the trustee reasonably believes is in the best interest of the University.

See: https://statutes.capitol.texas.gov/Docs/BO/htm/BO.22.htm#22.221

See: https://statutes.capitol.texas.gov/Docs/BO/htm/BO.22.htm#22.223

Section 3.7. Individual Commitment of Trustees. The University expects that each trustee will be an advocate by supporting the University financially, by encouraging others, and serving on committees and task forces when elected or appointed.

Section 3.8. Removal of Trustees.

See: https://statutes.capitol.texas.gov/Docs/BO/htm/BO.22.htm#22.211

Section 3.9. Resignations.

See: https://statutes.capitol.texas.gov/Docs/BO/htm/BO.22.htm#22.2111

Section 3.10. Indemnity of Trustees and Officers

(a) **Indemnification Against Expenses.** The University shall, to the extent legally permissible and as authorized by the Certificate of Formation, indemnify each of its board members and officers against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which he or she has been made a party by reason of being or having been in such role, provided he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the University. The University shall also maintain directors' and officers' liability insurance coverage.

(b) **Advance Payment of Expenses.** Expenses, including legal fees, reasonably incurred by any such board member or officer in connection with the defense or disposition of any such action be paid by the institution in advance of the final disposition thereof under the condition that that the board member or officer agrees to repay such advanced fees and costs if it ultimately is determined that the board member or officer is not entitled to be indemnified.

(c) **Personal Liability.** Board members and officers shall not be personally liable for any debt, liability, or obligation of the institution.

(d) **Miscellaneous.** The foregoing rights shall not be exclusive of any other rights to which any board member, officer, or employee may be entitled, under any other agreement, , and shall continue as to a person who has ceased to be a board member, officer, or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 3.11. Duty to Avoid Improper Distributions.

See: https://statutes.capitol.texas.gov/Docs/BO/htm/BO.22.htm#22.226

Trustees who vote for or assent to improper distributions, are jointly and severally liable to the University for the value of improperly distributed assets, to the extent that debts, obligations, and liabilities of the University are not thereafter paid and discharged. Any distribution made when the University is insolvent, other than in payment of corporate debts, or any distribution that would render the University insolvent is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for all known debts, obligations, and liabilities, is also improper.

A trustee is not liable if, in voting for or assenting to a distribution, the trustee (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the University; legal counsel, public accountants, or other persons as to matters the trustee reasonably believes are within the person's professional or expert competence; or a committee of the Board of Trustees of which the trustee is not a member; (2) while acting in good faith and with ordinary care, considers the assets of the University to be at least that of their book value; or (3) in determining whether the University made adequate provision for payment, satisfaction, or discharge of all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, trustees are protected from liability if, in the exercise of ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the University.

Trustees who are held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper.

Section 3.12. Delegation of Duties.

See https://statutes.capitol.texas.gov/Docs/BO/htm/BO.22.htm#22.224

Trustees are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds,

securities, and other investments on behalf of the University; and to sell, transfer, or otherwise dispose of the University's assets and properties at a time and for a consideration that the advisor deems appropriate. Trustees have no liability for actions taken or omitted by the advisor if the Board of Trustees acts in good faith and with ordinary care in selecting the advisor. The Board of Trustees may remove or replace the advisor, with or without cause.

Section 3.13. Trustee Compensation. Trustees shall not receive compensation for service as a trustee. Any trustee (including a trustee who is a "disqualified person" with respect to the University within the meaning of Section 4946 or Section 4958 of the Internal Revenue Code and the regulations promulgated thereunder) shall be entitled to the payment or reimbursement of expenses (including reasonable advances for expenses anticipated in the immediate future) for the performance of personal services which are reasonable and necessary to carry out the exempt purposes of the University.

ARTICLE IV

Meetings of the Board

Section 4.1. Regular Meetings. There shall be three regular meetings of the board each year, ordinarily convening on the third Thursday in October and February and on the Thursday before Commencement in May. The May meeting will be considered the annual meeting of the board. Any changes in these dates shall be authorized by the chair or the executive committee.

Section 4.2. Special Meetings. A special meeting of the board of trustees may be held upon the call of the chair of the board or the president upon not less than five (5) days' notice to each trustee, or upon the request of any seven (7) members of the board, for the transaction of any business. The person or persons calling a special meeting will inform the secretary of the purpose of, and the information to be included in, the notice of the meeting.

Section 4.3. Conduct of Business. The chair of the board determines the agenda for all board meetings. The chair of the board shall preside at all meetings of the board, enforcing the ordinary rules of parliamentary order, and shall require strict observance and fulfillment of the bylaws.

An executive session may be authorized for any full board meeting or committee should the chair of the board or a committee chair identify the need for such a session. Notes are not taken during executive sessions though actions may be taken. Any actions that are taken will appear in the minutes of the full board or the committee. At the board chair's or committee chair's invitation, non-board members may attend the executive session.

The meetings of the board shall be conducted in accordance with the parliamentary procedure prescribed in the manual known as "Robert's Rules of Order."

At each meeting of the board, a report shall be made by the president on the general condition of the University. A report on the financial condition of the University shall also be made by the president or vice president if so requested by the president.

Section 4.4. Location. All regular meetings are typically held at the Kerrville campus unless otherwise designated by the chair of the board and signified in the notice from the president. Special meetings may be held at the call of the chair of the board at such other reasonable locations as may be designated by the chair.

Section 4.5. Telephone or Online Meetings. Subject to the notice provisions of these bylaws, the board of trustees and any committee may hold any meeting via telephone, videoconferencing technology, use of the Internet, or similar communications.

Section 4.6. Action by Trustees Without a Meeting

(a) Any action required by law to be taken at a meeting of the board of trustees or a committee thereof, or any action which may be taken at a meeting of board of trustees or a committee thereof, may be taken without a meeting if written consent, stating the action to be taken, is signed by the number of trustees or committee members necessary to take that action at a meeting at which all of the trustees or committee members are present and voting. The consent must state the date of each trustee's or committee member's signature.

(b) Prompt notice of the taking of an action by the board of trustees or a committee thereof without a meeting by less than unanimous written consent shall be given to each trustee or committee member who did not consent in writing to the action.

Section 4.7. Notice. Notice of all meetings of the board of trustees, whether annual, regular or special, shall be given at least five (5) days prior to the meeting. Any trustee may waive notice of any meeting in writing, either before or after the meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except when a trustee attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully called or convened. The business to be transacted at any regular or special meeting will be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

See https://statutes.capitol.texas.gov/Docs/BO/htm/BO.6.htm#6.051

and https://statutes.capitol.texas.gov/Docs/BO/htm/BO.22.htm#22.217.

Section 4.8. Quorum. At all meetings of the board of trustees, the presence of 51% 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 at any meeting at which there is a quorum shall be the act of the board of trustees, except as may otherwise specifically be provided by statute, the articles of in University, or these bylaws. If a

quorum shall not be present at any meeting of the trustees, the trustees present may adjourn the meeting without notice, other than announcement at the meeting, until a quorum be present. Persons other than trustees shall be allowed to sit with the board upon invitation by the chair of the board of trustees. At the decision of the board, any meeting may on proper motion and action more to executive session.

Section 4.9. Presumption of Assent.

See https://statutes.capitol.texas.gov/Docs/BO/htm/BO.22.htm#22.227.

ARTICLE V

University and Board Officers

A. University Officers

Section 5.1. Elected Officers. The officers of the University shall include a President, and may include one or more Vice Presidents, as may be determined from time to time by the Board. Unless otherwise provided herein, elected officers are not members of the Board of Trustees.

Section 5.2. Election. So far as is practicable, all elected officers shall be elected by the Board of Trustees at each annual meeting thereof.

Section 5.3. Appointive Officers. The Board of Trustees may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board.

Section 5.4. Term of Office; Removal; Filling of Vacancies. Each elected officer of the University shall hold office for a one-year term concluding upon the next annual meeting of the Board of Trustees following such officer's election, and until such officer's successor is chosen and qualified in such officer's stead or until such officer's earlier death, resignation, retirement, disqualification, or removal from office. Each appointive officer shall hold office at the pleasure of the Board of Trustees without the necessity of periodic reappointment. Any officer or agent may be removed at any time by the Board of Trustees whenever in its judgment the best interests of the University will be served thereby. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Trustees.

Section 5.5. Compensation. The compensation of the President of the University shall be set by the Executive Committee. The Board of Trustees delegates to the President the authority to fix the compensation of all of the other employees and agents

of the University. All compensation paid to University Officers or employee must follow all State and Federal laws.

Section 5.6. Resignation. Subject to any contractual obligations, an officer may resign by delivering written notice to the President or the Secretary. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

B. University Officer Duties

Section 5.7. President

(a) The president of the University shall be elected by the board of trustees, shall hold office at the pleasure of the board, and shall be responsible to the board. The president will communicate with the board of trustees regularly concerning the activities and issues at the University. The president shall be the principal executive officer shall have general supervision and direction of all other officers and agents of the school, shall see that all orders and regulations of the board are carried into effect, and shall exercise such supervision and direction as shall promote the usefulness and development of the University. In the president's absence, his or her duties shall be discharged by the provost or another officer of the University if the provost is unavailable. The president shall be responsible for the development of task descriptions for the provost, vice-presidents, and administrative officers. Prior to the annual meeting in May, the president shall review with the executive committee of the board of trustees the tasks assigned the provost and vice presidents.

(b) The president shall be committed to the religious interests of the institution. The president shall make such provision for these as is believed will contribute to the spiritual welfare of the University. The president shall represent the University before the public, shall announce and confer certificates and degrees authorized by the board, shall approve the disbursement of all funds to meet the obligations of the University, and shall sign all agreements and contracts entered into or on behalf of the board unless otherwise provided by these bylaws or by resolution of the board. The president may delegate the signing of agreements and contracts to the vice president for planning and finance. In instances where the president and vice president are not available, another vice president may sign an agreement or contract with subsequent notification to the president and the vice president for planning and finance. The president shall submit the annual budget to the board and shall prepare and present at each meeting of the board a report on the work and needs of the University.

(c) In consultation with the provost and the faculty, the president shall supervise in general the work of the faculty, the officers, and the conduct and character of the student body and its organizations. The president may vote as a member of the faculty and shall be the final authority in cases of discipline.

(d) After consultation with the vice president for planning and finance, the president shall recommend all room, board, tuition or miscellaneous student fees and charges to the executive committee. In cases where circumstances make it necessary to

vary from the fees and charges as set forth in the budget, the president shall make decisions.

C. Board Officers.

Section 5.8. Board Officers. The Board officers are a chair of the board, vice chair of the board, and secretary of the board. Board officers shall be elected by the board of trustees at the annual meeting of the board and shall take office immediately following the meeting for two years or until a successor is elected. Board Officers are not University officers unless otherwise designated as such.

Section 5.9. Chair of the Board. The chair of the board shall preside at all meetings of the board, enforcing the ordinary rules of parliamentary order, and shall require the strict observance and fulfillment of the bylaws. The chair shall have a right to vote on all questions. The chair shall appoint all ad hoc committees and may invite chairpersons of ad hoc committees to serve as members of the Executive Committee during the discharge of such duties. The chair and the president shall jointly appoint officers of the standing committees. No person shall be elected as chair of the board unless he or she has served at least one year as a member of the executive committee.

Section 5.10. Vice Chair of the Board. In the absence or disability of the chair of the board, the vice chair shall preside and shall be vested with all powers and perform all duties of the chair.

Section 5.11. Secretary of the Board. The secretary of the Board of Trustees, with such assistance as needed, shall review the minutes of the board and shall see to it that proper notice is given for all meetings. The secretary shall perform such other duties as the board may from time to time prescribe or require. Any duty of the secretary may be performed by an assistant secretary, duly elected by the board.

D. General Provisions.

Section 5.12. Removal. Any officer elected by the board of trustees or appointed by the president may be removed by the same person(s) authorized to elect or appoint such officer whenever in the judgment of such person(s) the best interest of the University would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.13. Vacancies. A vacancy occurring in any office due to any cause may be filled by the persons authorized to elect or appoint the officer. If a vacancy occurs in the office of a vice president between meetings of the board of trustees, it may be filled by appointment by the president with the advice and consent of the executive committee.

Section 5.14. Responsibility for Policy Oversight. The president and vice presidents have responsibility for facilitating the board's oversight authority of all university policies. The board will exercise this authority according to the policy review

schedule identified in Appendix I. The designated administrative official on each policy will provide notification or recommend action to the appropriate committee or board chair when review or action should be taken as per the schedule. However, it is the prerogative of the board of trustees to review an institutional policy at any time.

Section 5.15. Additional Powers and Duties. In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed officers of the University shall perform such other duties and services and exercise such further powers as may be provided by law, the Certificate of Formation or these Bylaws, or as the Board of Trustees may from time to time determine.

ARTICLE VI

Committees

Section 6.1. Committees of Trustees. By resolution of a majority vote of the Board of Trustees may designate one or more committees to exercise the authority of the Board of Trustees in the management of a specific change associated with an interest of the University. Each committee shall consist of three (3) or more persons, a majority of whom are trustees. The designation of such committees and the delegation of authority to it shall not operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed on the Board or a trustee by law. Any member of a committee may be removed whenever in the judgment of the Chair, or a majority of the trustees in office, determine that the best interests of the University will likely be served by such removal.

Section 6.2. Limitation on Power of Committees. No committee shall have the authority of the Board of Trustees to:

(a) Amend the Certificate of Formation,
(b) Adopt a plan of merger or conversion of the University,
(c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the University,
(d) Authorize the voluntary winding up and termination of the University,
(e) Revoke a voluntary winding up and termination of the University,
(f) Adopt a plan for the distribution of the assets of the University,
(g) Amend, alter, or repeal the Bylaws,
(h) Elect, appoint, or remove a member of a committee or a director or officer of the University,
(i) Approve any transaction to which the University is a party and that involves an unauthorized transaction as referenced herein, and
(j) Take any action outside the scope of authority delegated to it by the Board of Trustees in the charge of the committee, as further specified below.

Section 6.3. Term of Office. Each member of a committee of trustees shall continue only for such term as designated by the Board of Trustees, unless the committee is sooner terminated, or unless such member is removed from such committee or shall cease to qualify as a member thereof.

Section 6.4. Chairperson. Unless otherwise provided in these Bylaws, one or more members of each committee shall be appointed chairperson, or co-chairperson, by the person or persons authorized to appoint the members thereof.

Section 6.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6.6. Quorum; Manner of Acting. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, 51% of the whole committee shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6.7. Committee Rules. Each committee shall follow the provisions of these Bylaws for its governance and may adopt other rules not inconsistent with these Bylaws or with rules adopted by the Board of Trustees for its governance.

Section 6.8. Notice. Written notice of the place, date and time of each meeting of a committee shall be delivered not less than five (5) before the date of the meeting to each member of the committee, at the member's address as it appears on the books of the University at the time such notice is given.

Section 6.9. Standing Committees. The standing committees of the board of trustees shall include, but is not limited to, the following: Executive Committee; Trusteeship Committee; Finance and Resource Oversight Committee; Student Experience Committee; Audit, Physical Assets, and Risk Committee; Campaign, Community Outreach, and University Relations Committee; and Academic and Athletic Affairs Committee. Each standing committee shall have a charge approved and adopted by majority vote of the Board of Trustees. Each charge shall describe the committee's charge or mission statement, authority and areas of responsibility, staff liaisons or designees, and committee governance issues (when meetings are held, how agendas and minutes are handled, etc.). Committees should shape the committee's goals and agendas to best meet the needs of the University. As approved by the chair, the expenses of all duly elected or appointed committees shall be paid by the University.

Section 6.10. Ad Hoc Committees. Ad hoc committees may be appointed by the chair in his or her discretion or at the direction of the board to perform studies or investigations and reports to the board or executive committee. Unless otherwise provided by the board, the authority of such committees extends only to making studies and reports for the board and to making recommendations to the board or executive committee.

Section 6.11. Advisory Councils. Advisory councils not having and exercising the authority, responsibilities, or duties of the Board of Trustees in the management of the University may be formed by the President or by a resolution adopted by the Board of Trustees. The President shall appoint the members of any advisory councils, and any

member may be removed by the President whenever in the President's judgment the best interests of the University will be served by such removal.

ARTICLE VII

Special Status Designations

Section 7.1. Advisory Trustees

(a) Advisory trustees may be elected by the board of trustees at any meeting and will ordinarily serve no longer than a three-year term. As non-voting members, such trustees are not counted toward the number of trustees to create a quorum.

(b) Active advisory trustees will be invited to all meetings of the board, will have the privilege of the floor at board meetings, but will not have the right at such meetings to make or second motions, vote, or attend executive sessions. They may be appointed to standing or ad hoc committees and participate in committee meetings to the full extent of all committee members. All advisory trustees will be available to the board, its committees and officers, and the president to give advice concerning the policies and practices of the University, to participate in the task of relating the University to the public, and to give help in recruiting and advancement efforts.

(c) The board may from time to time invite any or all advisory trustees to assume other specific responsibilities.

(e) The term of an advisory trustee is typically three (3) years.

Section 7.2. Trustee Emeritus. A trustee emeritus may be elected by the board at any regular meeting. The trustee emeritus shall have served the University with special distinction and shall be accorded with such designation for life. Trustee emeriti will be elected on nomination by the executive committee or from the floor. The trustee emeritus designation will be bestowed by the board of trustees and the University at a suitable public function of the University. Trustee emeriti will be invited to all meetings of the board, will have the privilege of the floor, but will not have the right to vote or second motions or the responsibility of the vote.

Section 7.3. President Emeritus. A president emeritus may be elected by the board at any regular or special meeting. The president emeritus shall have served the University with special distinction and shall be accorded such designation for life. Presidents emeriti will be elected on nomination by the executive committee or from the floor. The president emeritus designation will be bestowed by the board of trustees and the University at a suitable public function of the University.

Section 7.4. Former Trustees. All those who have served as trustees of the institute, college, or University remain a part of the larger college of trustees. Although

they do not attend and participate in meetings, the University will continue to communicate with them regularly by a variety of means as appropriate to those who have served as members of the governing board of the University.

Section 7.5. President of the Schreiner Former Students Association (SFSA). The president of the SFSA will serve as a Board of Trustee member while serving in the elected SFSA role to help convey the position of the alumni and to communicate decisions back to the SFSA. The SFSA president is a non-voting member of the Board and is not counted as one of the thirty-six (36) Board members who hold no special status designation.

ARTICLE VIII

Finances

Section 8. 1. General Responsibilities. It is the general responsibility of the board to see that the University is properly undergirded financially. The board shall from time to time review, affirm, or amend the recommendations of the executive committee concerning charges for tuition and fees and the recommendations of the president concerning charges for fines and other necessary and contingent charges in the University and in its several departments. No student shall be advanced in class standing, transferred to another institution, or be eligible for a degree until he or she shall have settled in full all indebtedness to the University or until the president is satisfied that the obligation will be settled.

Section 8.2. Required Books and Records. The Controller of the University shall keep correct and complete books and records of account.

See: https://statutes.capitol.texas.gov/Docs/BO/htm/BO.3.htm#3.152

Section 8.3. Inspection and Copying. Any trustee or officer of the University may inspect and receive copies of all books and records of the University required to be kept by the Bylaws.

See: https://statutes.capitol.texas.gov/Docs/BO/htm/BO.3.htm#3.152.

Section 8.4. Contracts. The Board of Trustees authorizes the President and Vice President for Planning and Finance to enter into contracts and execute and deliver any instrument in the name of and on behalf of the University when acting in accordance with the Spending Authority policy.

Section 8.5. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the University shall be signed by such officer or officers, or agent or agents, of the University and in such manner as shall from time to time be determined by resolution of

the Board of Trustees. In the absence of such determination, such instruments shall be signed by the President.

Section 8.6. Deposits. All funds of the University shall be deposited to the credit of the University in such banks, trust companies, or other depositories as the Board of Trustees may select or as may be selected in accordance with procedures established by the Board.

Section 8.7. Dividends Prohibited. No part of the net income of the University shall inure to the benefit of any private individual, and no dividend shall be paid and no part of the income of the University shall be distributed to its trustees or officers.

ARTICLE IX

The Covenant between Schreiner University and the Synod of the Sun

The Covenant will be established for a five-year period. During each period, the board and the University officers shall expect and welcome a team of visitors appointed by the Council of the Synod of the Sun or its successor for the following purposes:

(a) to review with University officials the Covenant relationship,

(b) to evaluate the actions of the University and the Synod to implement the Covenant; and,

(c) to propose to the Synod and the board such changes in subsequent Covenants as are deemed advisable.

ARTICLE X

Nondiscrimination

The University admits students of any race, color, sex, gender, gender expression, age, national or ethnic origin (ancestry), disability, marital status, sexual orientation, religion, or military/veteran status to all the rights, privileges, programs, and activities generally accorded or made available to students at the University. The University does not unlawfully discriminate on the basis of age, sex, gender, gender expression, race, color, national or ethnic origin, or disability in its programs or activities, including administration of its educational policies, admission policies, scholarship and loan programs, athletic and other school administered programs. Schreiner University is, and will be, an equal opportunity employer and will not discriminate in employment on the basis of age, sex, gender, gender expression, sexual orientation, marital status, race, color, or national or

ethnic origin, religion, disability, military/veteran status, or any other status protected by federal, state, or local laws.

ARTICLE XI

Employment of Relatives

Section 11.1. Policy

The University's policy is designed to permit the employment of relatives under such conditions as will prevent the existence or the reasonable perception of conflicts of interest, discrimination, or favoritism. The policy is flexible, and it relies upon discretion and common sense for its implementation.

Section 11.2. Definitions

For the purposes of this article, the following words have the following meanings:

(a) "Relative" means a spouse, child, parent, brother, sister, grandparent, grandchild, aunt, uncle, first cousin, corresponding in-law, or step relationship. The term also includes any person living in the household of an employee in a relationship that lacks one or more elements of a legal marriage.

(b) "Employment" means and includes any and all remunerative positions of work for Schreiner, including, without limitation, all offices of the University, all faculty and staff positions, hourly paid work and contracts for sale or for work.

(c) "Nepotism" means granting favored treatment or indulging in discrimination in favor of a relative in employment.

Section 11.3. Nepotism Prohibited

To avoid actual or perceived conflicts of interest, no Trustee, officer, employee, or agent of the University shall participate in the hiring, appointment, promotion, compensation, supervision, evaluation, contracting with, or other employment-related decisions involving a family member.

Any Trustee or officer who has a familial relationship with a University employee, applicant, contractor, or vendor shall promptly disclose the relationship and recuse themselves from any discussion, deliberation, recommendation, vote, or decision involving that individual or entity.

No University contract, purchase, or business arrangement may be entered into with a family member of a Trustee or officer unless expressly permitted under the University's

Conflict of Interest Policy and approved in accordance with applicable law and University procedures.

Section 11.4. Permitted Relationships and Conduct

Subject to the prohibition of Section 3, the following employment relationships are permitted:

(a) Relatives of trustees or advisory trustees may be employed in any capacity, subject to a majority vote of approval by the board. The related trustee shall abstain from discussion and voting on the question of such employment. Approval of the board is not required for the engagement of students in the ordinary course of work-study programs.

(b) Relatives of the president may be employed by the provost, any vice president, or dean, subject to a majority vote of approval by the board or, between meetings of the board, the executive committee. The president shall not participate in the hiring, promotion, fixing of compensation, job assignment, or discipline of such relative. All such actions shall be taken by the person having immediate supervision of the relative, subject to normal reporting through normal reporting channels (excluding the president.)

(c) Relatives of other officers may be employed in positions not subject to supervision by the related officer.

(d) Relatives of other employees may be employed to work in the same Schreiner University facility, provided that no direct reporting or supervisory relationship exists between them. In general, no employee is to be permitted to work in the chain of command of a relative, in such manner that one relative's responsibilities, salary, or career progress could be influenced by the other relative.

Section 11.5. Exceptions

If and when the best interests of Schreiner may be served by making an exception to the conditions set out in Section 11.4, the board of trustees may approve such exceptions, by majority vote. Otherwise, exceptions to the rules set out herein are not permitted.

ARTICLE XII

Conflicts of Interest

Section 12.1. Purpose

Members of the board of trustees of the University are fiduciaries and therefore owe a duty of loyalty to the institution. It is recognized that board members have other interests, in business and other types of endeavors, which from time to time may conflict with their duty to the University. This conflict of interest policy is designed to provide

guidelines which will assist trustees to avoid breaches of their duty to protect the interest of the University when conflicts arise.

Section 12.2. Conflicts Defined

A conflict arises when the exercise of a trustee's rights or powers presents an opportunity for personal gain, or when a trustee's personal interests could or would influence the trustee's action. A potential conflict is always present when the trustee owns any financial interest in a privately held company that seeks to do business or is doing business with the University. On the other hand, an interest as a security holder in a University whose securities are listed on any national or regional securities exchange or traded over the counter by members of the National Association of Securities Dealers is unlikely to present a material conflict of interest. In a situation where the trustee has a doubt whether a conflict of interest exists, the trustee should disclose the facts to the board and request it to decide the question.

Section 12.3. Disclosure and Recusal

When it becomes apparent to a trustee that a matter pending before the board gives rise to a conflict of interest, the trustee shall immediately disclose his conflicting interest to the board. The trustee shall thereafter take no part in the deliberations on the matter and shall refrain from voting thereon. In order to avoid the improper disclosure to the conflicted trustee of sensitive information, the trustee shall, on the request of the chair of the board or a majority vote of the board, exit from the boardroom while the matter is under deliberation.

Section 12.4. Other Matters

A trustee must not use information acquired in the performance of his or her duties as a member of the board to obtain a personal financial benefit. A trustee must not attempt to influence a decision or action by any officer, employee, or agent of the University in order to obtain a personal financial or other benefit.

Section 12.5. Certification

Every member of the board of trustees shall execute and deliver to the office of the president annually, on a form to be provided by the University, a certification that he or she has read the conflict of interest policy, understands it, and to the best of his or her knowledge and belief has complied with it fully in the past and will in the future comply fully with it.

ARTICLE XIII

Amendments and Adoption

These bylaws were adopted by the board of trustees on _____, 2026. These bylaws shall supersede all other bylaws, all other bylaws being hereby repealed. These bylaws may be amended or repealed at a regular or special meeting by two-thirds vote of the trustees in attendance at such meeting, provided notice of the proposed amendment or repeal has been submitted in writing to each board member thirty (30) days prior to the meeting.