

THE REVISED CONSTITUTION AND BYLAWS

of

HAIGAZIAN UNIVERSITY

(Revised in 2011)

and

APPROVED AND RATIFIED

by the

ARMENIAN MISSIONARY ASSOCIATION OF AMERICA, INC.

and

UNION OF ARMENIAN EVANGELICAL CHURCHES IN THE NEAR EAST

## REVISED CONSTITUTION AND BY-LAWS OF HAIGAZIAN UNIVERSITY (2011)

### ARTICLE I

The University shall be an Armenian Evangelical institution. Its name shall be HAIGAZIAN UNIVERSITY and the site of its faculty, student body and facilities shall be in Beirut, Lebanon or such other place as may be agreed upon by the sponsoring bodies as defined in Article III.

### ARTICLE II

Haigazian University is a liberal arts institution of higher learning which operates on the United States model of higher education using English as the language of instruction. Its purpose is to provide quality education in a Christian environment where academic freedom and the search and dissemination of truth are predominant. It seeks to empower students both for leadership positions and as professionals to serve in the Armenian and non-Armenian Lebanese communities as well as in the Middle East. The ethnic and geographic identity of the University demands the preservation and and promotion of its Armenian and Middle Eastern heritage within the global context. Haigazian University is an instrumentality of the witness of the Armenian Evangelical Church. Haigazian University shall be co-educational and open to academically qualified students regardless of race, nationality or creed.

### ARTICLE III

Haigazian University is jointly fostered and supported by the Armenian Missionary Association of America, Inc., (hereafter "A.M.A.A.") and the Union of Armenian Evangelical Churches in the Near East (hereafter "Union").

### ARTICLE IV

Title to the assets in Lebanon of Haigazian University shall be held in the name of the Union in trust for the A.M.A.A. The Union agrees that it will not, without prior written consent of the A.M.A.A., transfer, sell, lease, encumber or otherwise dispose of the assets of Haigazian University. In the event the assets of Haigazian University are sold, the net proceeds of such sale shall belong to the A.M.A.A. and be utilized for educational purposes. The parties acknowledge and reaffirm the Declaration of Trust dated May 19, 1972.

## ARTICLE V

The Board of Trustees, the President and the Faculty shall operate and carry out the functions as set forth in this Article V.

### A. The Board of Trustees

1. The Board of Trustees shall consist of eighteen (18) regular Trustees, twelve (12) of whom shall be appointed by the A.M.A.A. and six (6) of whom shall be appointed by the Union. The President of the University, the President of the Union, the President of the A.M.A.A., the Executive Director of the A.M.A.A. and the Chair of the Stephen Philibosian Foundation shall serve as ex-officio members of the Board. Except for the President, ex-officio Board members shall have the right to vote.
2. Trustees shall be appointed by the A.M.A.A. and the Union at any meetings thereof. The term of each regular Trustee shall be three years (or until the end of the respective term of his/her predecessor if he/she shall have been appointed to succeed a person who shall not have completed his three-year term) and until the election and qualification of his successor. The three-year term of a regular Trustee shall commence as of January 1 of a given calendar year and no regular Trustee shall serve more than two consecutive three-year terms unless, by special resolution, the Board of Trustees shall waive this requirement as to a specific regular Trustee.<sup>1</sup> The terms of office of regular Trustees shall be so staggered so that one-third of the regular Trustees shall be appointed each year. [Each year, the A.M.A.A. shall appoint four (4) Trustees and the Union shall appoint two (2) Trustees.] An ex-officio Trustee shall have all the privileges and responsibilities of a regular Trustee, including the right to vote, but his/her membership as a Trustee shall terminate automatically upon his/her ceasing to hold the relevant office, and his/her successor to the relevant office shall automatically become an ex-officio Board member.
3. The officers shall be a Chairman, elected by the Board of Trustees, and such additional officers as the Board of Trustees shall likewise elect, Officers shall serve one-year terms. Terms of office shall commence as of January 1 of a given calendar year. Except for the President of the University, the ex-officio Trustees shall constitute the Nominating Committee of the Board of Trustees on or before October 1 of each calendar year, the Nominating Committee shall present a slate of candidates for officers of the Board.

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<sup>1</sup> This sentence was revised and approved by the AMAA and by the UAECNE Central Committee during 2007.

4. Thirteen (13) Trustees shall constitute a quorum for the transaction of business at any meeting of the Board. Except for the President of the University, ex-officio Trustees shall be counted for the purpose of establishing a quorum.
5. Any vacancy occurring in the Board of Trustees shall be filled by the entity having appointed such Trustee (either the A.M.A.A. or the Union). A Trustee appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office.
6. The Board of Trustees shall have the responsibility to manage the affairs of the University. Responsibilities of the Board of Trustees shall include:
  - (a) To provide for the safekeeping and management of investments of all University funds entrusted to it for the operation of the University. The A.M.A.A. shall have the responsibility to safe keep, manage and invest all other funds as directed by the Board of Trustees.
  - (b) To formulate and codify procedures and criteria for the administration and operation of the University.
  - (c) To appoint the President of the University. (The appointment of the President shall be by at least a two-third majority vote of the Trustees.)
  - (d) To be responsible for the financial welfare of the University and to approve the budget of the University.
  - (e) To see that the basic policies and purposes of the University, as defined in the Constitution and By-Laws are upheld.
  - (f) To present an annual report (including an audited financial statement) of the Board of Trustees to the A.M.A.A. and to the Union.
  - (g) To appoint such committees, including an Executive Committee of not less than five (5) nor more than seven (7) members from the Board of Trustees primarily from Lebanon, and such additional officers as the Board of Trustees shall deem desirable for the furtherance of the objectives and purposes of the University and the Board of Trustees, and to confer upon such officers and committees such powers as, in the discretion of the Board of Trustees, are appropriate and desirable. Committee members need not be members of the Board of Trustees as long as the Committee chair is a member of the Board. The President of the University shall be a non-voting ex officio member of the Executive Committee.
  - (h) To fix salaries and fees of faculty and staff members; and to regularly supervise and approve the financial accounts and disbursements of the University.

- (i) To approve the members of the Faculty and the staff upon the recommendation of the President and to approve the outline of the curriculum and school activities presented by the Faculty through the President.
  - (j) To be responsible for the establishment of levels of conduct of the University and to draw up and approve rules and regulations for such conduct.
  - (k) To consider the recommendations of the Faculty in regard to the conferring of Certificates and Degrees, and to authorize the granting of such where warranted.
  - (l) To raise funds for the University.
7. The Board of Trustees shall meet at least two times per calendar year. Meetings of the Board may be by telephone or by teleconference upon notice duly given. The Board of Trustees may take any action by unanimous consent of all Trustees in writing.

B. Executive Committee

The Executive Committee of the Board of Trustees, appointed by the board pursuant to Article V, A, 6(h) shall be responsible for the day to day oversight and operation of Haigazian University and for effectuating the policies of the Board of Trustees between Board meeting. Except in the event of an emergency, the Executive committee shall not make any major policy decisions affecting Haigazian University without Board approval. If the Executive committee makes a major policy decision in the event of an emergency, it shall seek ratification at the next meeting of the Board of Trustees.

C. The President

The President who preferably shall be of an Armenian Evangelical background shall be the Chief Executive Officer of the University, both academically and operationally. The President shall supervise all of its personnel activities and the maintenance and operation of its plant and equipment. The President shall represent the University in its relationship with other institutions, engage in fund-raising and in general serve as the presiding officer of school activities and Faculty meetings. The President who shall be accountable to the Board of Trustees is responsible for the implementation of the policies established by the Board of Trustees and for following the regulations decreed by the Ministry of Education and Higher Learning of Lebanon. The President shall be recommended to the A.M.A.A. and Union by two-thirds majority of all Board members. The President shall be an ex-officio non-voting member of the Board of Trustees.

D. The Deans

Haigazian University shall have Academic and Administrative Deans as needed by the University. Deans shall be appointed by the President of the University after consultation

with and approval of the Board of Trustees. The responsibilities of a Dean shall be prescribed by the University President.

E. The Faculty

The Faculty of the University shall consist of the full-time, special Honorary, and temporary appointments, part-time faculty, the President, the Deans, the Campus Minister, and Librarian. The right and responsibilities of each of the above mentioned categories are written in the Faculty Handbook. The Faculty shall (a) provide a class situation which encourages a free pursuit of learning, fosters individuality and creativity, and protects academic freedom; (b) develop the curriculum of the University subject to the approval of the Board of Trustees; (c) recommend to the Board of Trustees candidates for Certificates or Degrees; (d) supervise the academic work of its members; (e) support, work for, and cooperate with the University and its students in achieving and advancing the purpose of the University; and (f) assist in the maintenance of discipline in the student body.

ARTICLE VI

The Board of Trustees shall adopt a Conflict of Interest policy. Such policy shall provide that members of the Board of Trustees, the President, the Deans and members of the Faculty shall not engage in matters which will result in a conflict of interest.

ARTICLE VII

The operating permit of the University shall be registered in the name of the Union. The Union will be in charge of the legal responsibilities of the University.

ARTICLE VIII

Upon not less than sixty days prior written notice, amendments to this Constitution and By-laws may be approved by at least a two-thirds affirmative vote of all of the Trustees who have the right to vote. Any dispute with respect to the interpretation of this Constitution and By-Laws or its interpretation shall be resolved by the sponsoring bodies of the University as defined in Article III.

