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**RESTATED ARTICLES OF INCORPORATION AND
BY-LAWS FILED PURSUANT TO SECTION 73.3613**

KAUR(NCE-FM)

SIoux FALLS, SOUTH DAKOTA

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Date: April 20, 2010



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April 20, 2010

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Our File No. 22561-00100-61

VIA HAND DELIVERY

Marlene H. Dortch, Secretary
 Federal Communications Commission
 Office of the Secretary
 445 12th Street, SW
 Room TW-A325
 Washington, D.C. 20554

APR 20 2010

Federal Communications Commission
 Office of the Secretary

STAMP & RETURN

Re: Section 73.3613 Filing
 Station KAUR (NCE-FM)
 Facility ID 3239
 Sioux Falls, SD

Dear Ms. Dortch:

On behalf of Augustana College Association, licensee of noncommercial educational FM station KAUR, Sioux Falls, South Dakota, I hereby submit a copy of its Restated Articles of Incorporation and its By-Laws. These documents are submitted pursuant to Section 73.3613(b) of the Commission's Rules, to assure that the current versions of these documents are on file with the Commission.

A copy of these documents is also being placed in the KAUR public inspection file.

Respectfully submitted,


 John Crigler

Enclosures
 JC:cll

Restated Articles of Incorporation

AUGUSTANA COLLEGE ASSOCIATION
RESTATED ARTICLES OF INCORPORATION

ARTICLE I. CORPORATE NAME

Section 1.1. Name. The name of this corporation shall be the Augustana College Association (hereinafter also referred to as the "association").

ARTICLE II. LOCATION AND REGISTRATION

Section 2.1. Principal Office. The principal office of this corporation is located in the State of South Dakota, City of Sioux Falls, Minnehaha County. The association may have such other offices, either within or outside the State of South Dakota, as the Board of Trustees (hereinafter also referred to as the "board") may designate.

Section 2.2. Registered Office. As required by the South Dakota Non-Profit Corporation Act, the registered office of this corporation is located at 2001 South Summit Avenue, Sioux Falls, SD, 57197. The registered office may be transferred to such other place as the board may determine and certify to the South Dakota Secretary of State.

Section 2.3. Registered Agent. The registered agent required by the South Dakota Non-Profit Corporation Act shall be designated by the board and may be changed as the board may determine and certify to the South Dakota Secretary of State.

Section 2.4. Maintenance of Records. The association shall keep correct and complete copies of its Articles of Incorporation and Bylaws at its registered office. Minutes of Board of Trustees meetings for the last six (6) years shall be open to inspection by any member of the board or voting member of the association. Prior minutes shall be maintained in the archives.

ARTICLE III. PURPOSE AND AUTHORITY

Section 3.1. Purpose. The purpose of the Augustana College Association is to provide the corporate body for ownership of Augustana College (hereinafter also referred to as the "college"), an institution of higher education located in Sioux Falls, South Dakota.

Section 3.2. Delegation of Authority. The management of business and other affairs of the association including governance and promulgation of policies for the college shall be vested in a Board of Trustees.

Section 3.3. Powers. The association shall delegate to the Board of Trustees the powers to provide faculty, suitable grounds and buildings, libraries, equipment and other resources; to prescribe courses of study; to arrange such honors and academic degrees as are usually granted by similar institutions; to acquire real and personal property by purchase, gift, or in any other lawful manner; to establish and administer endowment funds for the benefit of the institution; and in general, to do all things necessary and incidental to the successful conduct of the college, consistent with the law.

Section 3.4. Adoption of Bylaws. The Board of Trustees shall adopt Bylaws to establish rules and regulations necessary and proper to carry into effect its powers here set forth and as authorized by law.

47 **ARTICLE IV. AFFILIATION AND MEMBERSHIP**

48
49 Section 4.1. Church Affiliation. The Augustana College Association is affiliated with the Evangelical
50 Lutheran Church in America (ELCA). Augustana College shall be known as one of the colleges and
51 universities of the ELCA.

52
53 Section 4.2. Congregation Membership The congregational members of the association shall
54 consist of all ELCA congregations in the South Dakota Synod, Nebraska Synod, Southwestern Minnesota
55 Synod, and Western Iowa Synod (hereinafter also known as "supporting synods"), and in such additional
56 geographical areas as may accept the association's invitation to join its membership.

57
58 Section 4.3. Voting Members. The voting members of the association shall consist of 160
59 delegates--40 delegates from each of the four supporting synods--and all elected members of the Board of
60 Trustees. Each synod may develop its own process for electing or appointing voting delegates provided
61 that each ELCA designated conference or cluster within the synod is represented by a minimum of one
62 clergy delegate and one lay delegate.

63
64 Section 4.4. College Advocates in Congregations To facilitate the relationship between the
65 association and its member congregations, each congregation within the supporting synods shall be
66 requested to select one or more persons to serve as Augustana Advocates. Individuals volunteering to
67 serve as Augustana Advocates in congregations located in other geographical areas also may be
68 recognized.

69 **ARTICLE V. MEETINGS OF THE CORPORATION**

70
71 Section 5.1. Meetings of the Association The association shall act through its voting members at
72 corporate meetings.

73
74 Section 5.2. Annual Meetings Annual meetings of the association shall normally be held on the
75 first Friday in December, which coincides with Augustana College Vespers weekend, or at such other date
76 and time as determined by the Board of Trustees. The purpose of the annual meeting is to receive an
77 annual report on the status of the college, elect individuals to serve on the board, elect members of the
78 association's Nominating Committee, and conduct any other business that may properly be brought before
79 the association. The Chair and the President shall prepare a written agenda of the business to come
80 before an annual meeting. Items not on the agenda may be added thereto by a simple majority vote. The
81 agenda for a meeting adjourned for lack of a quorum or other reason shall be continued to the next
82 properly constituted association meeting.

83
84 Section 5.3. Special Meetings Special meetings of the association may be called by the Chair and
85 President to consider an urgent matter(s). Special meetings must be called at the written request of ten
86 (10) members of the Board of Trustees or forty-eight (48) delegates (i.e., 30% of the 160 association
87 delegates). The agenda for a special meeting shall be limited to the identified matter(s). The Chair shall fix
88 the date, time, and place for holding such special meetings.

89
90 Section 5.4. Place of Meetings Annual meetings and special meetings of the association shall be
91 held at the principal office of the association or at such other place, either within or outside the State of
92 South Dakota, as the Board of Trustees may designate.

93
94 Section 5.5. Notice of Meetings Notice of the annual meeting or any special meeting of the
95 association shall be given not less than ten (10) days nor more than fifty (50) days prior to the date of such
96 meeting. Notice of the meeting shall be given in writing to the Office of the Bishop of each supporting
97 synod. This written notice may be personally delivered, mailed first class, or sent by facsimile machine,
98 electronic mail, or other methods considered fair and reasonable. Each bishop's office shall be responsible

99 for providing notice to the synod's ELCA conference or cluster leaders and for facilitating the election or
100 appointment of voting delegates.
101

102 Section 5.6. Quorum and Voting by Proxy. A quorum for the annual meeting and any special
103 meeting of the association shall consist of ten percent (10%) of the duly elected or appointed voting
104 members. At any meeting at which a quorum of voting members is not present, those present may adjourn
105 the meeting to another time, and notice of such meeting shall be given to the voting members as provided
106 in Section 5.5. No voting member may vote or be represented at a meeting by proxy.
107

108 Section 5.7. Manner of Acting. The act of the majority of voting members present at a meeting at
109 which a quorum is present shall be the act of the association, except as otherwise provided in these
110 Articles of Incorporation.
111

112 Section 5.8. Vote by Mail or Telephone. Any action required or permitted to be taken by the
113 association may be taken without a meeting, and with the same force and effect as a vote taken at a
114 meeting. A vote on any matter may be conducted by mail, telephone, or other electronic device. To
115 constitute the act of the association without a meeting, such matter must receive the affirmative vote of
116 two-thirds (2/3) of all responding voting members.
117

118 Section 5.9. Rules of Procedure. The voting members may adopt or establish rules of procedure
119 for conducting meetings provided such rules are not inconsistent with these Articles of Incorporation or
120 South Dakota law. Unless otherwise specified, all meetings shall be governed by the rules and regulations
121 set forth in the most recent edition of *Robert's Rules of Order Newly Revised*
122

123 Section 5.10. Appearances Before the Association. Individuals or representatives of groups who
124 desire to appear before the association must submit a request in writing to the Office of the President at
125 least three days prior to the start of the meeting. The President and the Chair will determine whether the
126 item will be heard. The Chair may place time limits on any presentation or discussion.

127 **ARTICLE VI. BOARD OF TRUSTEES**

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129 Section 6.1. Board Size and Composition. The Board of Trustees shall consist of not less than
130 fifteen (15) members nor more than thirty (30) members, including the President of the college as an ex-
131 officio non-voting member. The exact number of trustees shall be determined from time to time by the
132 board.
133

134 Section 6.2. Trustee Qualifications and Terms of Appointment. A majority of the Board of Trustees
135 shall be members of the ELCA or its successor. Board members shall be elected by the voting members of
136 the association for a term of three (3) years. A trustee elected to fill the unexpired term of a prior trustee
137 and who serves in such office for a period exceeding eighteen (18) months shall be deemed to have
138 served a complete term of office.
139

140 Section 6.3. Election of Trustees. Normally, one-third (1/3) of the board's trustees shall be elected
141 at each annual meeting of the association.
142

143 Section 6.4. Removal of Trustees. A trustee proposed for removal shall be given due process,
144 including an opportunity to speak at a regular or special meeting of the board. Such trustee may be
145 removed with cause by the affirmative vote of not less than two-thirds (2/3) of all elected trustees.

146 **ARTICLE VII. OFFICERS AND COMMITTEES**

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148 Section 7.1. Officers and Terms of Office. The officers of the association shall be a Chair, a Vice
149 Chair, a Secretary, an Assistant Secretary, and a Treasurer. The Chair, Vice-Chair, and Secretary shall be
150 elected annually by the Board of Trustees from their membership. The Treasurer shall be a senior member

of the college's finance office, and the Assistant Secretary shall be a staff member of the college.

Section 7.2. Concurrent Officer Positions. The officers of the association shall concurrently hold the same officer positions on the Board of Trustees. The Treasurer and Assistant Secretary shall serve as ex-officio officers without vote; these two positions shall not be included when counting total Board of Trustees members or voting members of the association.

Section 7.3. Nominating Committee. The purpose of the association's Nominating Committee is to prepare a slate of candidates for membership on the Board of Trustees. The Nominating Committee shall consist of nine (9) persons. Three (3) shall be members of the board and elected by the board. The other six (6) members shall be representative of the supporting synods and elected at the annual meeting of the association from the voting members present. The President of the college or his/her designated representative shall serve as an advisor to the committee.

Section 7.4. Committee Procedures. The Nominating Committee may adopt such rules and procedures for the conduct of its business as the committee may determine, except that the committee shall not establish a quorum of less than a simple majority of its members, nor shall the committee permit vote by proxy. Committee members may participate in meetings by telephone or other electronic communication, provided that all participating members deliberate collectively, each in the hearing of every other committee member. Such members shall be counted for quorum purposes and their votes shall be counted when determining the actions of the committee. The committee shall record its meetings in written minutes and shall report its actions to the Board of Trustees and the Augustana College Association at their respective next meetings.

ARTICLE VIII. PRESIDENT OF THE COLLEGE

Section 8.1. Qualifications and Election. The President of Augustana College shall be a member of a Lutheran congregation. The President shall be elected by the Board of Trustees to be the chief executive officer of the college. A two-thirds (2/3) affirmative vote of the board present and voting is required for electing a President.

Section 8.2. Length of Term. The term of office for the President normally is six years. However, the Board of Trustees shall have authority to elect or re-elect a President for a shorter term if this is deemed desirable.

ARTICLE IX. CORPORATE SEAL

Section 9.1. Corporate Seal. The association shall adopt a corporate seal that embodies the name and traditions of Augustana College and its motto *verbum dei manet in aeternum* which translates to "the word of God endures forever." The seal shall be the property of the association and the college.

Section 9.2. Authorized Use of Seal. The corporate seal shall be used on special items such as diplomas and certificates, for special events such as commencement, and to authenticate legal documents.

ARTICLE X. CAPITAL STOCK

Section 10.1. Issuing of Capital Stock. This association shall have no capital stock and shall issue no capital stock.

ARTICLE XI. EXEMPTION FROM LIABILITY

Section 11.1. Liability. The private property of the association's member congregations, voting

00 delegates, and trustees shall not be liable for the debts of the corporation.

01
02 Section 11.2. Indemnification. Trustees and association delegates shall be indemnified by the
03 corporation against all claims incurred by them in connection with matters related to their elected or
04 appointed positions or as they may be entitled as a matter of law.

05 **ARTICLE XII LIFE OF CORPORATION**

06
07 Section 12.1. Length of Existence. The term of existence of the association shall be perpetual
08 unless dissolved as specified below.

09
10 Section 12.2. Dissolution of Corporation. In accordance with South Dakota law, the Augustana
11 College Association may be dissolved by a two-thirds (2/3) affirmative vote of the trustees present and
12 voting. In the event of the dissolution of this corporation, any surplus property remaining after the payment
13 of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts,
14 community chests, or foundations organized and operated exclusively for one or more of the purposes of
15 this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, in such
16 proportions as the voting members of this corporation shall determine. Notwithstanding any provision
17 herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets
18 held by this corporation upon trust or other condition, or subject to any executory or special limitation, and
19 such property, upon dissolution of this corporation, shall be transferred in accordance with the trust,
20 condition, or limitation imposed with respect to it.

221 **ARTICLE XIII AMENDING ARTICLES OF INCORPORATION**

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223 Section 13.1. Amendments. These Articles of Incorporation may be amended at a meeting of the
224 association by a two-thirds (2/3) vote of those present and voting, provided that the amendment has been
225 read at the last preceding meeting of the association or has been approved by the Board of Trustees and
226 communicated to the voting delegates at least three (3) weeks in advance of such meeting.

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The Articles of Incorporation for the Augustana College Association were initially adopted on October 15, 1925 and last amended on June 15, 1997. These Restated Articles of Incorporation will be considered for adoption by the Board of Regents at their September 17-19, 2004 meeting and subsequently considered by the Augustana College Association on December 3, 2004. ** These Restated Articles of Incorporation supercede all previous Articles of Incorporation and Amendments.

Approved by the Augustana Board of Regents September 18, 2004

Bylaws

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AUGUSTANA COLLEGE ASSOCIATION

BYLAWS

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ARTICLE I. CORPORATE NAME, AUTHORITY, AND POWERS

7 Section 1.1. Corporate Name. The name of this corporation shall be the Augustana College
8 Association (hereinafter also referred to as the "association").
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10 Section 1.2. Authority. The management and direction of the business and other affairs of the
11 Augustana College Association and Augustana College (hereinafter also referred to as the "college") shall
12 be vested in a Board of Trustees (hereinafter also referred to as the "board").
13

14 Section 1.3. General Powers. The Board of Trustees shall have all the powers that may be
15 exercised by a board of directors pursuant to law except as otherwise provided by the Articles of
16 Incorporation. The Board of Trustees shall establish policies for the college and shall have management
17 and control of the property and affairs of the college including, but not limited to the following: establish
18 annually the budget of the college; have charge of the investment funds of the college; authorize the sale
19 and purchase of real estate, buildings, and equipment; authorize officers and agents of the college to
20 accept gifts for the college; and authorize the incurring of debts by the college and securing thereof any
21 mortgage or pledge of real and personal property, tangible and intangible.
22

23 Section 1.4. Academic Powers. The Board of Trustees shall be ultimately responsible for
24 overseeing the academic integrity of the college through actions such as appointing, evaluating, and fixing
25 the compensation of the President; establishing and reviewing the educational programs of the college;
26 determining qualifications for appointment to and continuation on the faculty; granting degrees in courses
27 of study and honorary degrees; awarding of tenure to the faculty upon the recommendation of the
28 President; and setting forth policies concerning the rights and obligations of faculty.

29

ARTICLE II. BOARD MEMBERSHIP

30 Section 2.1. Number of Trustees. The Board of Trustees shall consist of not less than fifteen (15)
31 nor more than thirty (30) members, including the President of the college as a non-voting ex-officio
32 member. The exact number of trustees may be fixed from time to time by the board.

33 Section 2.2. Trustee Qualifications. Trustees need not be members of the corporation, but at all
34 times at least one trustee must be a resident of the State of South Dakota. A majority of the board shall be
35 members of the Evangelical Lutheran Church in America (ELCA) or its successor. Insofar as possible, the
36 make-up of the board shall adhere to the principles of inclusiveness expressed in the ELCA constitution,
37 bylaws, and continuing resolutions. No person shall serve more than four (4) consecutive terms of office.
38 The board membership shall include the position of Young Alumni Trustee whose term as trustee shall be
39 one (1) non-renewable three-year term. The Young Alumni Trustee shall have graduated from the college
40 within three (3) years of election to the board.
41

42 Section 2.3. Term of Office. Elected members of the Board of Trustees shall hold office for a term
43 of three (3) years commencing January 1st of the calendar year immediately following the annual meeting
44 of the association at which they were elected. Each trustee shall hold office until December 31st of the
45 year that ends his or her term or until his or her successor has been duly elected. A trustee elected to fill
46 the unexpired term of a prior trustee and who serves in such office for a period exceeding eighteen (18)
47 months shall be deemed to have served a complete term of office.
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49
50 Section 2.4. Nomination Process. Nominations for membership on the Board of Trustees shall be
51 made by the association's Nominating Committee consisting of nine (9) persons, three (3) of whom shall

52 be members of the Board of Trustees and elected by the board for two-year terms. The other six (6)
53 members of the Nominating Committee shall be elected at the annual meeting of the association.
54 Delegates in each of the South Dakota Synod, Nebraska Synod, Southwestern Minnesota Synod, and
55 Western Iowa Synod (hereinafter referred to as the "supporting synods") shall meet in separate caucuses
56 to elect one representative to the committee and nominate one candidate for any vacant at-large position.
57 All voting members of the association shall elect the at-large committee members. These six members of
58 the Nominating Committee are elected for a term of two (2) years commencing at the time of their election.
59 The Chair of the Board of Trustees shall appoint one of the trustee members to serve as Chair of the
60 Nominating Committee. Positions on the committee shall be staggered to permit approximately one-half
61 (1/2) of the members to be elected annually. No person shall serve more than two (2) consecutive two-year
62 terms on the committee. The President of the college or his/her designated representative shall serve as
63 an advisor to the association's Nominating Committee.
64

65 Section 2.5. Election of Trustees. Normally one-third (1/3) of the members of the Board of
66 Trustees shall be elected at each annual meeting of the association. The association's voting members
67 shall include elected members of the Board of Trustees and 160 delegates--40 elected or appointed
68 delegates from each of the four supporting synods.
69

70 Section 2.6. Trustee Resignation. A trustee may resign at any time by giving written notice of such
71 resignation to the Secretary. Such resignation shall be effective upon delivery, unless a later date is
72 specified in the notice.
73

74 Section 2.7. Removal of a Trustee. A trustee proposed for removal shall be given due process,
75 including an opportunity to speak at a regularly scheduled board meeting. Such trustee may be removed
76 with cause by the affirmative vote of not less than two-thirds (2/3) of all elected trustees.
77

78 Section 2.8. Conflict of Interest. Each trustee shall annually sign a statement which affirms that
79 such person has received a copy of the Conflict of Interest Policy, has read and understands the policy,
80 and has agreed to comply. If a trustee fails to disqualify himself or herself from taking part in the
81 consideration or disposition of matters for which he or she has conflicting interest, any contract,
82 transaction, or other matter entered into by the board that is in violation of this policy shall be void.
83

84 Section 2.9. Vacancies. If a vacancy in the membership of the Board of Trustees occurs by trustee
85 death, resignation; or removal, the board may elect a trustee to fill the unexpired term. If the board does
86 not fill the vacancy, the voting members of the association shall elect a trustee for the unexpired term at
87 their next meeting. A new trustee position to be filled by reason of an increase in the number of trustees
88 shall be elected for a term consistent with the goal of one-third (1/3) of the board being eligible for election
89 annually.
90

91 Section 2.10. Trustee Society. To encourage the continued support of the college, former trustees
92 (and those earlier known as regents) shall become members of the Trustee Society. Members of this
93 group shall have the right to attend and have voice at all meetings of the board, but they shall not have
94 vote or be considered as trustees for purposes of a quorum or for any other legal requirement.
95

96 Section 2.11. Advisory Members. Advisory members to the Board of Trustees shall be identified to
97 enhance the communication between the board and its constituencies. Advisors shall be entitled to receive
98 notice of all regular and special meetings of the Board of Trustees, to attend and speak at such meetings,
99 and to receive minutes of board meetings. Advisory members may select a qualified substitute to represent
100 them. The following representatives and persons holding specific offices shall be non-voting advisory
101 members of the board:
102

- 103 a. A representative of the ELCA churchwide office.
- 104 b. Bishop, South Dakota Synod, ELCA.
- 105 c. A representative from the bishops of the Nebraska, Southwestern Minnesota, and Western
106 Iowa Synods, ELCA. These bishops may rotate or select their representative so that just one
107 from this group will serve in a given year.

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- d. President, Women of the ELCA, South Dakota Synod.
- e. A representative from the presidents, Women of the ELCA, of the Nebraska, Southwestern Minnesota, and Western Iowa Synods. These presidents may rotate or select their representative so that just one from this group will serve in a given year.
- f. A representative of the college's Faculty.
- g. A representative of the college's Administrative Personnel Council.
- h. A representative of the college's Support Staff Personnel Council.
- i. President, Augustana Student Association.
- j. President, Augustana Alumni Association.
- k. Chair, Augustana Fellows Cabinet.

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ARTICLE III. OFFICERS OF THE BOARD

Section 3.1. Officers. The Board of Trustees' officers shall consist of a Chair, a Vice Chair, a Secretary, an Assistant Secretary, and a Treasurer. Except for the Treasurer and Assistant Secretary, all officers of the board must be elected trustees. The Treasurer shall be the chief financial officer or the acting chief financial officer of the college. The Assistant Secretary shall be a member of the college staff recommended by the President.

Section 3.2. Concurrent Officer Positions. The five Board of Trustees officers shall concurrently hold the same officer positions for the Augustana College Association.

Section 3.3. Elections and Term of Office. The Chair, Vice Chair, and Secretary shall be elected by the Board of Trustees from their membership. These officers shall be elected annually at a regular meeting of the board for a term of one (1) year, and shall hold office at the discretion of the board. These three officers of the board may be elected for two (2) additional one-year terms in the same office. The Treasurer and Assistant Secretary will also be elected annually by the board, but they will not be subject to term limits. The Treasurer and Assistant Secretary shall serve as ex-officio members of the board without vote; these two positions shall not be included when counting total membership of the Board of Trustees. Officers shall be elected at the last regular meeting of the Board of Trustees prior to the end of each fiscal year of the College and shall serve their one-year terms for the next-following fiscal year for the College.

Section 3.4. Nomination Process. Using the eligibility requirements and responsibilities described in these Bylaws, a subcommittee of the Governance Committee shall prepare a slate of candidates for the five board officer positions and three board representatives on the association's Nominations Committee. Current board officers who are eligible for re-election to the same or other board officer positions shall be ineligible to serve on this subcommittee, unless they waive their right to be nominated. The Chair of the Governance Committee shall appoint one subcommittee member to serve as Chair. If the slate of candidates presented to the board has only one nominee for each of the positions and no additional nominees are received from the floor, a motion to cast a unanimous ballot for the slate may be accepted.

Section 3.5. Chair. The Chair shall, when present, preside at all meetings of the Board of Trustees and shall have the right to vote on all questions. The Chair is the chief executive officer of the board and shall perform all duties commonly incident to the office and shall have general supervision of the affairs of the board. The Chair shall appoint trustees to committees where members are not elected. He or she shall be an ex-officio member of all standing committees and shall be entitled to vote at all such meetings. The Chair shall serve as the spokesperson for the board and shall approve all press releases and public statements made by the board. The Chair shall also have such other powers and duties as the board may prescribe from time to time.

Section 3.6. Vice Chair. The Vice Chair shall have and exercise all the powers and duties of the Chair in cases of his or her absence or inability to act. The Vice Chair shall serve as Chair of the Governance Committee and be an ex-officio member of all standing committees with vote. The Vice Chair shall perform such other duties as the board may prescribe from time to time.

Section 3.7. Secretary. The Secretary shall have the responsibility to ensure that the official records of the board are collected, maintained, and preserved. He or she shall see that the minutes of all proceedings of the board are accurately and completely recorded and distributed to the membership in a timely manner. He or she may authorize the use of the corporate seal. The Secretary shall provide oversight to the development and maintenance of a *Board of Trustees Handbook* including indexing policies as they are adopted by the board. The Secretary shall provide oversight to the administrative work of the Assistant Secretary and shall perform such other duties as may be prescribed from time to time by the board.

Section 3.8. Assistant Secretary. The Assistant Secretary shall have the following responsibilities: prepare and distribute the agenda and supporting materials for regular, special, and committee meetings; make necessary logistical arrangements for meetings; prepare minutes and reports for meetings and distribute them in a timely manner; be responsible for securing information from the college's administration; acknowledge and answer routine correspondence directed to the board Chair; serve as a liaison between the President and members of the board; conduct research and analysis of policies relating to issues before the board; collect and preserve the official records of the board; organize policies which are adopted by the board; see that all meeting notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the seal of the college and see that the seal of the college is affixed to required documents, the execution of which on behalf of the corporation under its seal is duly authorized; keep a register of the names, postal addresses, and other contact information for current trustees, former trustees, advisors, and voting delegates of the Augustana College Association, whose addresses shall be furnished to the Assistant Secretary by such individuals; and perform additional duties as from time to time may be assigned by the board.

Section 3.9. Treasurer. The Treasurer shall be the financial officer of the Board of Trustees and shall render a true and faithful account of all moneys received and paid out. More specifically, the Treasurer shall have these responsibilities: have charge, custody, and responsibility for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, and/or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general, perform all of the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the board.

Section 3.10. Officer Resignation or Removal. An officer may resign at any time by giving written notice of such resignation to the Secretary. Such resignation shall be effective upon delivery, unless a later date is specified in the notice. An officer proposed for removal shall be given due process, including an opportunity to speak at a regular or special board meeting. Such officer may be removed with cause by the affirmative vote of two-thirds (2/3) of all elected trustees.

ARTICLE IV. MEETINGS OF THE BOARD

Section 4.1. Regular Meetings. A regular meeting of the Board of Trustees shall be held in conjunction with the annual meeting of the association. In addition, the board shall meet at least twice annually at such time as the board may designate. In the event no time is fixed by the board for such meetings, the board Chair and President of the college shall be authorized to schedule these meetings.

Section 4.2. Special Meetings. A special meeting of the Board of Trustees may be called by the Chair and the President to consider a specific urgent matter(s). Special meetings must be called within thirty (30) days at the written request of any five (5) or more trustees. The Chair and President shall fix the date, time, and place for holding special meetings. The agenda shall be limited to the specific matter(s) for

consideration.

Section 4.3. Place of Meetings. Meetings of the Board of Trustees shall be held at the principal office of the corporation, or at such other place, either within or outside the State of South Dakota, as the board may specify from time to time.

Section 4.4. Notice of Meetings. Notice of any regular or special meeting of the Board of Trustees shall be delivered personally, mailed first class, or sent by facsimile machine, electronic mail, or such other methods as are fair and reasonable. The dates for regular meetings of the board shall be announced at least 60 days prior to the meeting. Notice for special meetings shall be given not less than five (5) days prior to the meeting.

Section 4.5. Waiver of Notice. Trustees may individually waive the requirements for notice of a board meeting in writing before, at, or after a meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting and does not participate in the meeting. If a majority of the trustees are present and if those not present sign a written waiver of notice of such meeting, whether prior to or after the holding of such meeting, then the transactions thereof are as valid as if accomplished at a meeting regularly called and noticed. Written waivers shall be filed with the Assistant Secretary.

Section 4.6. Agenda. The Chair and President shall prepare a written agenda of business to come before a meeting. The meeting shall consider business as set forth in said agenda. Items not on the agenda may be added thereto by a majority vote of the board. The agenda for any meeting adjourned for lack of a quorum or other reason shall be continued to the next properly constituted meeting of the trustees.

Section 4.7. Quorum and Voting by Proxy. A quorum for any regular or special board meeting shall consist of one third (1/3) of the trustees then duly elected. At any meeting for which a quorum of trustees is not present, those trustees present may adjourn the meeting to another time, and notice of such meeting shall be given to all trustees as provided herein. No trustee may vote or be represented at a meeting by proxy.

Section 4.8. Rules of Procedure. The Board of Trustees may adopt or establish written rules of procedure for conducting meetings provided such rules are not inconsistent with the association's Articles of Incorporation, these Bylaws, or South Dakota law. Any written rules of procedure shall be included in the *Board of Trustees Handbook*. Unless otherwise specified in any of the aforementioned documents, all meetings of the Board of Trustees and its committees shall be governed by the rules and regulations set forth in the most recent edition of *Robert's Rules of Order Newly Revised*.

Section 4.9. Manner of Acting. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except as otherwise may be specifically provided by statute, the Articles of Incorporation, or these Bylaws.

Section 4.10. Executive Sessions. Executive sessions of the board may be routinely scheduled to deal with personnel and other sensitive matters. In addition, upon the motion of a board member and vote by a majority of the members present, the board may move to an executive session at any time during a regular or special meeting. Unless others are specifically invited, only the voting trustees and the President are eligible to participate in these closed sessions. For a limited range of discussions (e.g., evaluating, re-appointing, and fixing the compensation of the President), the President may be excluded. All discussions within executive sessions are confidential and only motions duly passed shall be recorded by the Secretary.

Section 4.11. Presumption of Assent. A trustee who is present at a meeting of the board at which action is taken shall be presumed to have assented to the action taken unless he or she requests that the names of the dissenting trustees be entered into the minutes of the meeting. Such right to record votes of dissenting trustees shall not apply to a trustee who voted in favor of such action.

Section 4.12. Vote by Mail or Telephone Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting, and with the same force and effect as a vote taken at a meeting. The vote may be conducted by mail, telephone, or other electronic device. To constitute the act of the board, such matter must receive the affirmative vote of two-thirds (2/3) of all elected trustees.

Section 4.13. Meetings by Electronic Communication A conference among trustees by a means of communication through which the trustees simultaneously hear each other constitutes a meeting of the Board of Trustees or one of its committees if the same notice is given as would be required for a meeting and if the number of trustees participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by electronic communication shall be deemed personal presence at a meeting.

Section 4.14. Appearances Before the Board Individuals or representatives of groups who desire to appear before the board must submit their request in writing to the Office of the President at least three days prior to the start of the meeting. The Chair and President will determine whether the item will be heard. The Chair may place time limits on any presentation or discussion.

ARTICLE V. COMMITTEES OF THE BOARD

Section 5.1. Authority of Committees. Unless otherwise delegated by appropriate resolution or policy of the Board of Trustees, authority to act on all matters is reserved to the full board and the duty of each committee shall be only to consider and to report or recommend to the board on appropriate matters. Committee recommendations may be approved, modified, or defeated by a majority vote of board members.

Section 5.2. Executive Committee. The Executive Committee of the Board of Trustees shall consist of the board Chair, Vice Chair, and Secretary, and the chairs of the board's standing committees. The immediate past board Chair shall be a member of the Executive Committee for one year following expiration of his or her term as Chair. The Treasurer shall be an advisory member of the Executive Committee. The Executive Committee shall have full authority to the extent permitted by law to act for and on behalf of the board between regular meetings of the board. At the next regular meeting of the board, the Executive Committee shall report its decisions to the full board.

Section 5.3. Governance Committee. The purpose of the Governance Committee shall be to determine the most effective composition of the board and to develop practices and recommend strategies and policies that attract, orient, mentor, organize, and assess performance of trustees. The board Vice Chair shall be the Chair of this committee. In addition, the Secretary and the three elected trustee members on the association's Nominating Committee shall serve on this committee. The board Chair shall appoint three (3) additional trustees to complement the committee membership that serve by virtue of their elected positions. The Governance Committee shall be responsible for maintaining a profile of current trustees, identifying future trustee needs of the board, orienting new members of the board, and assessing board and trustee performance. The committee shall develop ethical guidelines for the board including a Conflict of Interest policy. To facilitate the provision of current information to all trustees, the committee shall develop and maintain a *Board of Trustees Handbook*. In addition, a subcommittee of the Governing Committee shall serve as the board's nominating committee to prepare a slate of nominees for the five officers of the board and the three elected trustee positions on the association's Nominating Committee.

Section 5.4. Standing Committees. The Board of Trustees shall have the power to create standing committees which shall report directly to the board to assist it in carrying on the business of the association and college. The responsibility of each standing committee shall be to consider proposals referred to it by

the board, initiated by the college administration, or originated within the committee in its area of activity. Actions taken in standing committees are subject to confirmation by the board. Each trustee shall be appointed to one standing committee. Immediately after the election of board officers, the board Chair in consultation with the Vice Chair shall appoint standing committee members and designate a Chair and Vice Chair for each committee. The appointments are made for one (1) year terms, but there are no term limits for standing committee membership. Committee Chairs and Vice Chairs may serve no more than two (2) consecutive terms without interruption. The President shall assign an officer of the college to staff each standing committee. The existence, duties, and functions of standing committees may be abolished, changed, altered or added to, and new and additional standing committee may be created by the board from time to time at its pleasure. Standing committees of the board shall be the Academic Affairs Committee, the Financial Management Committee, the Institutional Resources Committee, and the Student Life Committee. Descriptions of the charge and responsibilities of each standing committee shall be included in the *Board of Trustee Handbook*

Section 5.5. Ad-Hoc and Special Committees Ad-hoc committees may be established upon authority of the board with such powers and duties and period of service as may be determined, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The membership and leadership of ad-hoc committees shall be appointed by the board Chair from elected trustees. The board shall also be empowered to create special committees of the board; not all members of special committees need to be members of the Board of Trustees. After consultation with the President and upon the advice and consent of the board, the Chair shall have the power to appoint members of special committees and the leadership thereof. The period of service for both ad-hoc and special committees shall be time limited.

Section 5.6. Committee Procedures. Each committee may adopt rules and procedures for the conduct of its business, except that any committee shall not establish a quorum of less than one-half (1/2) of its members, nor shall any committee permit vote by proxy. Trustees may participate in committee meetings by telephone or video conferencing, provided that all participating trustees deliberate collectively, each in the hearing of every other trustee and others in attendance at the meeting. Such trustees shall be counted for quorum purposes and their votes shall be counted when determining the actions of the committee. All committees shall record their meetings in written minutes and shall report to the Board of Trustees with any recommended action.

Section 5.7. Discontinuance. At any time the Board of Trustees may discontinue any of its committees except its Executive Committee. Ad-hoc and special committees shall dissolve upon completion of their task or upon the date specified for such dissolution in the resolution creating such committees.

ARTICLE VI. PRESIDENT AND OTHER OFFICERS OF THE COLLEGE

Section 6.1. Authority of the President The President is the chief executive officer of the college and the official advisor to and executive agent of the Board of Trustees and its Executive Committee. As educational and administrative head of the college, the President exercises a general superintendence over the affairs of the institution and brings such matters to the attention of the board as appropriate. On behalf of the board, the President has the power to perform all acts and execute all documents to make effective the actions of the board and its Executive Committee. Except as provided in these Bylaws, he or she has authority to hire, supervise, and discharge any person employed by the college. The President shall be responsible to maintain an effective administrative structure and to recruit able people to administrative positions. The President shall be the official channel of communication between the board and the administrative, faculty, and student groups on the campus. The President or the President's designee shall have the authority to suspend or expel students enrolled at the college in cases where such action is necessary or desirable. The board shall hold the President responsible for the college's operation and management, performance, fiscal accountability, and compliance with federal and state laws.

Section 6.2. Qualifications and Election The President shall be a member of a Lutheran

congregation. When a President is to be recruited and elected, the Board of Trustees shall cause to be published in the official journal of the ELCA, or its successor, a call for nominations of persons qualified for the position of President. Publication of such notice shall occur not less than ninety (90) days prior to the anticipated date of election of the President. Any individual may submit a nomination for the position of President. In electing a President, the Presiding Bishop of the ELCA, or his/her representative, may be present and shall be entitled to vote. A two-thirds (2/3) affirmative vote of the board present and voting shall be required for election. The President shall serve at the pleasure of the board.

Section 6.3. Length of Term and Reappointment The term of office for the President normally shall be six years. However, the Board of Trustees may elect a President for a shorter term if it is deemed desirable. The term shall be determined at the time of election. If the President is serving a six-year term, a comprehensive midpoint review shall occur in the third year. If the President wishes to be considered for reappointment to another term, a comprehensive review shall be conducted during the fifth year of the current term. In the event that a President is to be considered for a final reappointment of two years or less, the comprehensive review may be waived. A two-thirds (2/3) affirmative vote of the trustees present and voting shall be required for reappointment.

Section 6.4. Delegation of Authority. When the President is unavailable for a defined period of time, he or she may appoint a designee to act in the President's behalf until he or she returns to campus or makes regular contact with the college. In case of protracted absence on the part of the President or an inability to act, an Acting President may be designated by the board to assume the President's duties until such time as the Board of Trustees shall make other provision to care for the duties of the President's office.

Section 6.5. Other Officers. Subject to approval by the Board of Trustees, the President shall recommend Vice Presidents, Deans, and other officers as may be necessary to efficiently carry out the responsibilities of the President. All such appointed individuals shall be under the general supervision of the President and may exercise such powers and duties as included in position descriptions and may be prescribed by the President from time to time.

ARTICLE VII. FACULTY AND STAFF OF THE COLLEGE

Section 7.1. Appointment. The Board of Trustees, upon the recommendation of the President, shall appoint the faculty of the college. The board shall grant tenure, prescribe the conditions thereof, and confirm the rank, compensation, and duties of all faculty. The President may from time to time appoint persons to the faculty and staff on a temporary basis pending board approval.

Section 7.2. Qualifications. The Board of Trustees shall from time to time determine qualifications for appointment to and continuation upon the faculty. All faculty and staff shall be persons of moral integrity and high character and shall be supportive of the Christian mission of the college. Priority may be given to members of a Lutheran church.

Section 7.3. Authority. The faculty of the college shall, upon approval of the Board of Trustees, establish departments of instruction, courses of study, and requirements for admission to and graduation from the college. The faculty shall, with the approval of the board, establish such rules and regulations and institute such form of organization as it deems appropriate and necessary to govern its organization, policies, privileges, and functions.

Section 7.4. Suspension or Termination. The President may, when deemed necessary or appropriate, suspend or terminate the appointment of any faculty or administrative staff member and shall report such actions to the Board of Trustees. Any person so suspended or terminated may request a review by the board or a committee thereof established for such purposes.

ARTICLE VIII. FISCAL MATTERS

Section 8.1. Contracts. The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf on the association or the college, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by board resolution. Such authority may be general or confined to specific instances.

430 Section 8.3. Payments. All checks, drafts, or other orders for the payment of money, notes, or other
431 evidence of indebtedness issued in the name of the association or the college shall be signed by such
432 officers or agents and in such manner as shall from time to time be determined by board resolution.
433

434 Section 8.4. Deposits. All funds of the college not otherwise employed shall be deposited from
435 time to time to the credit of the corporation in such banks, trust companies, or other depositories as the
436 board may select.
437

438 Section 8.5. Voting Stock in Other Corporations. Stock held by this corporation in any other
439 corporation shall be voted by the President unless the Board of Trustees shall by resolution direct how
440 such stock shall be voted.
441

442 Section 8.6. Fiscal Year. The fiscal year of the corporation shall begin on the 1st day of August in
443 each calendar year and end on the 31st day of July in the next calendar year.
444

445 Section 8.7. Audit. The Board of Trustees shall cause the books and records of accounts of the
446 corporation to be audited by certified public accountants, to be selected by the board, at least once in each
447 fiscal year and at such other times as it may deem necessary or appropriate.

448 **ARTICLE IX. AMMENDMENTS AND REPEAL**

449
450 Section 9.1. Amending the Bylaws. These Bylaws may be amended in two ways. First, at any
451 regular meeting of the Board of Trustees, by the affirmative vote of two-thirds (2/3) of the trustees present
452 and voting, provided that such amendment(s) have been presented in writing at a previous meeting of the
453 board. Second, these Bylaws may be amended at any Board of Trustees meeting by the affirmative vote of
454 two-thirds (2/3) of those members present and voting, provided that written notice of the proposed
455 amendment(s) shall have been mailed to each member of the Board together with notice of the meeting at
456 which such amendment(s) will be presented for action in accordance with the provisions contained herein
457 for notice of meetings.
458

459 Section 9.2. Suspension of Rules. Except as noted in Section 9.1, any provision of these Bylaws
460 may be suspended to consider a matter before the board. Suspension of the rules requires an affirmative
461 two-thirds (2/3) vote of trustees present and voting.
462

463 Section 9.3. Severability. All provisions of these Bylaws are severable. In the event that any
464 provision contained herein is determined to be contrary to law, such provision shall be void, and the
465 remaining portion of these Bylaws shall, to the greatest extent possible, continue in full force and effect.
466

467 **ARTICLE X. EXEMPTION FROM LIABILITY**

468
469 Section 10.1. Liability of Trustees and Officers. Except as otherwise granted by any provision of
470 law, no trustee or officer of the corporation shall be liable to the corporation for any loss or damage
471 suffered on account of any action taken or not taken in good faith if such person a) exercised and used the
472 same degree of care and skill as a prudent man or woman would have exercised or used under the
473 circumstances in the conduct of his or her own affairs, or b) took or omitted to take such action in reliance

474 upon advice or counsel for the corporation or upon statements made or information furnished by
475 administrators or other employees of the corporation which he or she had reasonable grounds to believe to
476 be true. The private property of every trustee and board officer shall not be liable for the debts of the
477 corporation. The foregoing shall not be exclusive of other rights and defenses to which such trustee or
478 officer may be entitled as a matter of law.

479
480 Section 10.2. Indemnification. Trustees and officers of the corporation shall be indemnified by the
481 corporation against all claims incurred by them in connection with matters related to their elected or
482 appointed position or as they may be entitled as a matter of law. Unless provided otherwise by a provision
483 of law, every trustee and officer or former trustee and officer of the corporation shall be indemnified by the
484 corporation against all costs, damages, and expenses asserted against, incurred by, or imposed upon him
485 or her in connection with or resulting from any claim, action, suit, or proceeding, including criminal
486 proceedings, to which he or she may be made a party by reason of being or having been such trustee or
487 officer, except in relation to matters as to which a recovery shall be had against such person by reason of
488 having been finally adjudged in such action, suit or proceeding to have been guilty of fraud, willful
489 negligence, or willful misconduct in the performance of his or her duty as such trustee or officer. The
490 indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such
491 action, suit, or proceeding; a conviction or judgment (whether based on a plea of guilty *nolo contendere* or
492 its equivalent, or after trial) shall not be deemed an adjudication that such trustee or officer is liable for
493 such negligence or misconduct, or if guilty of fraud in the performance of his or her duties, if such trustee's
494 or officer's action in good faith is what he or she considered to be the best interest of the corporation and
495 with no reasonable cause to believe that the action was illegal. The foregoing rights of indemnification shall
496 be in addition to all rights to which trustees, officers, employees, or agents may be entitled as a matter of
497 law.

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500 _____
501 The Bylaws were last amended in December 2002. These proposed Bylaws will be considered for adoption by the Board of
502 Regents during their September 17-19, 2004 meeting.

503
504 Approved by the Augustana Board of Regents September 18, 2004
505 Revised: September 22, 2007
506