

JACKSON THEOLOGICAL SEMINARY

*Board Manual
Policies, Procedures and Bylaws*

2019-2020



PURPOSE

The purpose of this document is to describe Jackson Theological Seminary Board of Trustees governance including its Board structure and management policies.

MISSION STATEMENT

It is the policy of Jackson Theological Seminary Board of Trustees to annually review and adopt a clearly articulated mission statement, which serves to guide the Seminary work. This statement shall describe why the Seminary exists and what it hopes to accomplish. The Board shall also develop business and strategic plans that describe the activities that the Seminary will undertake, where, and for whom.

BIBLICAL FOUNDATION STATEMENT

Jackson Theological Seminary as a part of the African Methodist Episcopal Church, believes and affirm that the Bible is the Word of God and that the "Holy Scriptures" contains all things necessary to salvation. The Bible is primary, authoritative, and informative in all matters of faith and practice. There is nothing like the written Word of God for showing the way to salvation through faith in Christ Jesus. Every part of Scripture is God-breathed, showing us truth, exposing our rebellion, correcting our mistakes, and training us to live the way God intended. In the name of the Holy Scriptures, we do understand those canonical books of the Old and New Testament, of whose authority was never any doubt in the Church. We do believe and affirm the Apostle's Creed.

ORGANIZATIONAL DOCUMENTATION

The Board shall ensure that the Seminary is organized and operated exclusively for the exempt purposes defined in its organizational charters, articles, bylaws, and related documents.

GOVERNING BODY

The Governing body of Jackson Theological Seminary is its Board of Trustees. The Board shall be charged to maintain a coeducational Christian Seminary, where students may secure a sound theological education. The seminary shall also provide for the delivery and holding of worship, lectures, exhibitions, public meetings, classes and conferences, calculated directly or indirectly to advance the cause of theological education, as the Board of Trustees acting through their duly authorized officials may deem proper; and further to promote Christian learning and piety; to confer, the Bachelor of Arts Biblical Studies degree completion diplomas and the Master of Divinity diplomas as offered at the Seminary.

BOARD RESPONSIBILITIES

The Board is responsible for the leadership and control of Jackson Theological Seminary. This includes, but is not limited to, policy making and review, board appointments, strategic plan approvals, budget and funding approvals, significant expenditure approval, and annual review of the seminary's policies, procedures, and internal controls.

The Board has delegated responsibility for the management of Jackson Theological Seminary to the President/Chief Executive Officer (CEO). The following are the chief responsibilities of the Board of Trustees:

- The Board reviews the performance achieved by the seminary's management and instigates change if necessary.
- The Board approves the religious educational programs.
- The Board ensures the well-being of the faculty, students, and staff.
- The Board ensures adequate financial resources and management of all financial resources.
- The Board preserves institutional autonomy.
- The Board interprets the campus to the community.
- The Board interprets the needs of society to the campus.
- The Board serves as a court of appeal.
- The Board annually reviews its own performance and initiates improvement measures as necessary.
- The Board approves executive compensation plans.

BOARD MEMBERS

NAME	Position	CONFERENCE	ADDRESS	EMAIL
BISHOP MICHAEL MITCHELL	Ex-Officio Chairman	ARKANSAS	Little Rock, AR	bishopmitchell134@gmail.com
REVEREND CECIL WILLIAMS	Ex-officio/ CEO Member	EAST	1117 W. Pullen Street, Pine Bluff, AR 71601	rev.cecilwilliamsjr@gmail.com
REVEREND CHESTINE SIMS	Member	ARKANSAS	141 Grizzly Bear, White Hall, AR 71602	chestinesims@gmail.com
REVEREND TRUMAN TOLEFREE	Vice-Chair	ARKANSAS	2924 Shadow Creek Drive, Little Rock, AR 72212	trumantolefree@att.net
MRS. TINA GRISSOM	Recording Secretary	ARKANSAS	4401 West 17th Street, Little Rock, AR 72204	grissomtina@gmail.com

REVEREND JOHNNY KELLEY	Member	EAST	P.O. Box 726, Marianna, AR 72360	cjkelly@ipa.net
REV. BILLY R. REDDICK	Member	EAST	196 Hill Road, Warren, AR 71671	reddickfuneralhome@sbcglobal.net
DR. SHARON FLETCHER	Secretary	EAST	11514 Dogwood Forest Dr., Pine Bluff, AR 71603	sharonfletcher10@msn.com
REVEREND GERALD PATTERSON	Member	OKLA. STATE	3312 No. Maloney Dr., Oklahoma City, OK 73121	gpatt002@aol.com
REVEREND ANGELA BREWSTER	Member	OKLA. STATE	1128 NE 16th St., Oklahoma City, OK 73117	angelbrewster55@yahoo.com
REVEREND GREGORY C. NETTLES	Chaplain	WEST	317 Lakeside Ave., Camden, AR 71701	gcnettles@yahoo.com
REVEREND CHARLENE BOONE	Member	WEST	227A Clubhouse Cir., Hot Springs, AR 71901	cboone7145@aol.com
REVEREND KENT BROUGHTON	Treasurer	WEST	1221 Hwy. 425 So. #24, Monticello, AR 71655	Brohamk2000@yahoo.com
MR. CHARLES MOORE	Member	WEST	827 Visor St., Camden, AR 71701	mrcemoore@yahoo.com
REVEREND CLARENCE GUY	Parliamentarian	WEST	63 Wedgeside Dr., Little Rock, AR 72210	clareceguy@sbcglobal.net

BYLAWS OF JACKSON THEOLOGICAL SEMINARY

ARTICLE I

Name

Section 1.1. This organization shall be known as the “Jackson Theological Seminary, Incorporated.”, “(JTS)” or “the Seminary” and shall be a school of the “African Methodist Episcopal Church”, “AMEC” under the auspices of the 12th Episcopal District.

Section 1.2. The Seminary is the legal entity. The Seminary shall not hold itself out to the public as an agent of the AME Church, and 12th Episcopal District, without the express written consent of the AME Church and the 12th Episcopal District.

ARTICLE II

Section 2.1. The following shall constitute the order of business for meetings:

- a. Devotion/Prayer
- b. Reading and Disposal of Minutes of the previous meeting
- c. Reports of Boards and Standing Committees
- d. Reports of Special (Select) Committees
- e. Unfinished Business and General Orders
- f. New Business
- g. Devotion/Prayer

Section 2.2. Members of the Trustee Board shall have the option to transact business out of the regular order if desired. Whenever it is desired to transact business out of its order, it shall be necessary to suspend the rules

ARTICLE III

The Board of Trustees

Section 3.1. The business and affairs of the Seminary shall be managed by the Board of Trustees in accordance with the rules, regulations and policies of the African Methodist Episcopal Church, and the terms and provisions of any participation agreement or arrangement to which the Seminary is a party with the staff institutions. In addition to the powers and authority expressly conferred upon it by these bylaws, the Board of Trustees shall exercise all such powers of the Seminary and do all such lawful acts as are not prohibited by law, by the articles of incorporation, the Book of Discipline of the A.M.E. Church, or by these bylaws.

Section 3.2 The number of trustees of the Seminary shall be not less than sixteen (13) nor more than twenty (19). The Presiding Bishop of the Twelfth Episcopal District of the African Methodist Episcopal Church and the President of Jackson Theological Seminary shall be members of the Board of Trustees by virtue of their offices. The Bishop of the 12th Episcopal District shall serve as Chairperson by virtue of office and the remaining trustees shall be elected by each Annual Conference, annually. A person may serve as a trustee for 3 consecutive terms. Each trustee shall serve a term of two years or, except in case of death, resignation, retirement, disqualification or removal, shall serve until the successor shall have been elected and qualified.

Section 3.3. Any trustee may be removed from office with or without cause by the affirmative vote of a majority of the members or the Board of Trustees. Removal action may be taken at any Board of Trustees meeting with respect to which notice, or such purpose has been given.

Section 3.4. A vacancy occurring in the Board of Trustees may be filled for the unexpired term by the Chair. A person removed from trusteeship shall not be named again for twenty-four months.

Section 3.5. Trustees shall not receive any stated compensation for their services as trustees, but by resolution of the Board may be reimbursed for their expenses of attendance and travel to the meetings of the Board.

Section 3.6. Every member of the Board will pay \$500.00 (five-hundred dollars) by April 5th each year while serving on the Board.

ARTICLE IV

Committees of Trustees

Section 4.1. An Executive Committee (elected officers) of the Board of Trustees shall exist which shall have all of the powers and authority of the Board of Trustees, during the interim meetings of the full Board, except as otherwise provided by law. Such Executive Committee shall not have the power to amend or repeal any resolution of the Board of Trustees which by its terms is not subject to amendment or repeal by the Executive Committee.

Section 4.2. The Executive Committee shall meet quarterly or at the call of the Chairman. Meeting of the committee may be held at such place or places as the members of the Committee shall determine or as may be specified or fixed in the respective notices or waivers of such meetings. The Executive Committee must fix its own rules or procedures, including provision for a notice of its meetings. It shall keep a record of its proceedings and shall report those proceedings to the Board of Trustees at the next meeting of the Board, and all such proceedings shall be subject to revision or alteration by the Board of Trustees except to the extent that action shall have been taken pursuant to or in reliance upon such proceedings prior to any such revision or alteration.

Section 4.3. Committees may be formed directed by the chairman of the board. The chairman will select its members. All committees shall include the appropriate staff members of Jackson Theological Seminary (JTS) as a member of their committee.

ARTICLE V

Meetings of the Board of Trustees

Section 5.1. Regular Meetings of the Board of Trustees shall be bi-annually (fall and spring). In addition, the Board of Trustees may schedule other meetings at the call of the Chairperson.

Section 5.2. Special meetings of the Board of Trustees may be called by a majority of the Board after due notice.

Section 5.3. Trustees may hold their meetings at any place. The Board of Trustees may from time to time establish for regular meetings or as is set forth in the notice of special meeting.

Section 5.4. Unless waived as contemplated, the Chairman of the Board of Trustees, shall give notice to each trustee of each meeting stating the time, purpose and place of the meeting. Such notices shall be given by mailing the notices of the meeting at least five (5) days before the date of the meeting, or by telephone, telegram, email or personal delivery at least three (3) days before the date of the time the notice is filed with the transmitting agency. Attendance at a meeting by a trustee shall constitute waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transacting of business because the meeting is not lawfully called.

Section 5.5. At meetings of the Board of Trustees, the number necessary to constitute a quorum for the transacting of business shall be those present after a legal call for meeting.

Section 5.6. Except as otherwise provided in this section or bylaw, the actions of a majority of the trustees present at a meeting shall be the act of the Board of Trustees. Adoption, amendment and repeal of a by law is provided for in Article ten of these bylaws. Vacancies in the Board of Trustees may be filled as provided in Section 3.4 of these bylaws. Removal of a trustee requires the vote set forth in Section 3.3.

Section 5.7. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if a written consent thereto shall be signed by all of the trustees

then in office and such written consent is filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote of the Board of Trustees.

Section 5.8. A meeting of the Board of Trustees may be adjourned by a majority of the trustees present to reconvene at a specific time and place. It shall be necessary to give notice of the reconvened meeting or of the business to be transacted other than by announcement at the meeting which was adjourned. At any reconvened meeting at which a quorum is present, any business maybe transacted which could have been transacted at the meeting which was adjourned.

ARTICLE VI

Officers

Section 6.1. Qualifications. Any member of the Board of Trustees shall be eligible to be elected to office. A member of the Board does not have to be a member of the African Methodist Episcopal Church in order to be elected to office. At-large members elected by the Board shall occupy the same status as members of the Board who are elected by an annual conference. The presiding bishop who serves as chair of the Board and ex-officio member, all duly elected officers, and all committee chairpersons shall be qualified to serve on the Executive Committee

Section 6.2. Positions. The officers of the Board of Trustees shall be the Chair of the Board, Vice-Chair of the Board, Recording Secretary, Assistant Recording Secretary, Treasurer, Chaplain and Parliamentarian. The President/CEO of Jackson Theological Seminary shall be ex-officio member.

Section 6.3. Election and Term of Office. The officers shall be elected or appointed for a term of two years or the length of the term of the trustee, to fill vacancies, at the first meeting of the Board following the series of annual conferences for the Twelfth Episcopal District of the African Methodist Episcopal Church. If the election is not held at such meeting, then the election shall be held as soon thereafter as possible. Each officer shall hold office until a successor has been duly elected and qualified. Election or appointment to office shall not of itself create contractual rights. The majority of members of the Board of Trustees shall constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for any person to be elected.

Section 6.4. Removal from office and Resignations. The following procedures(s) shall apply to persons resigning or being removed from office:

Removal. Any officers may be removed by a two-thirds vote of the Board of Trustees whenever in its judgment the best interests of the Seminary will be served thereby. Such removal, other than for cause, shall be without prejudice to any contractual rights of the person so removed. A person removed from trusteeship shall not be named again for twenty-four months.

Resignations. Any officer of the Board of Trustees may resign at any time by giving a written notice of such resignation to the chair of the Board. Unless otherwise specified, such resignation shall take effect upon receipt by the chair of the Board.

Section 6.5. Any interim vacancy of office shall be filled by the Board of Trustees upon official notification that the vacancy has occurred, and the chair of the Board has acknowledged receipt

of such vacancy. The affirmative vote of a majority of the remaining members shall be necessary for filling all vacancies. A vacancy occurring in the Board of Trustees may be filled for the unexpired term by the Chair.

Section 6.6. Trustees shall not receive any stated compensation for their services as trustees, but by resolution of the Board may be reimbursed for their expenses of attendance and travel to the meetings of the Board.

ARTICLE VII

Duties of the Officers

Chairman of the Board: The chair of the Board of Trustees shall preside at meetings conducted by both the Board of Trustees and the Executive Committee. The chair shall appoint chairpersons of all committees as may be necessary to conduct the business of the Board. The chair shall have general supervision and direction of all activities of the Board of Trustees and shall be limited only by the powers specified in the Charter and these by-laws.

Vice-Chairman of the Board: The vice chair of the Board of Trustees shall serve in the absence of the chair of the Board. The vice chair shall plan, evaluate and promote the activities of the Board of Trustees under the direction of the chair if the opportunity to serve becomes a reality.

Recording Secretary: The recording secretary shall keep accurate records of the business of the Board of Trustees and the Executive Committee, and under the direction of the chair of the Board, shall perform all other duties common to such office. The recording secretary shall make available duplicate copies of all materials for the Board's consideration, including the publication of minutes. All minutes shall be published by the recording secretary and distributed at least four (4) days prior to the next meeting.

Assistant Recording Secretary. The assistant recording secretary shall assist the recording secretary in keeping all records, and in the absence of the recording secretary, shall perform all other duties assigned to the recording secretary.

Treasurer. The treasurer shall cooperate with the chair of the Board in setting up the budget and shall work closely with the president of the Seminary. The treasurer shall use approved accounting procedures at all times. All checks shall be signed by the treasurer and another member designated by the Board. The treasurer shall only write checks that have been ordered by the chair. The treasurer shall receive all monies and disburse the same upon authorization of the chair as approved by the Executive Board and/or the Board of Trustees. The treasurer shall keep accurate records and give an itemized report at each board meeting. The treasurer shall be bonded and said bond shall be held by the secretary or other designated official.

Chaplain. The chaplain, or appointee, should open all meetings with an invocation of divine blessing upon the Seminary and governing board. The Chaplain is of the Christian faith and has had training in the area (i.e. clergy member or an ordained minister of faith).

Parliamentary. The Parliamentarian is responsible for the ensuring Robert Rules of Order and the proper procedures are used for conducting Board meetings. Parliamentarians are responsible for ensuring bylaws, procedures and policies are properly followed.

ARTICLE VIII

Indemnification

Section 8.1. Each trustee, officer, employee and or volunteer worker of this Seminary shall be indemnified by the Seminary against those expenses which are allowed by Arkansas law and which are reasonably incurred in connection with any action suit or proceeding, pending or threatened, in which such person may be involved by reason of their being or having been an officer or trustee of this Seminary. Such indemnification shall be made only in accordance with the laws of the State of Arkansas and subject to the conditions prescribed therein.

The Seminary may purchase and maintain on behalf of any such person(s) insurance against any liabilities asserted against such persons whether or not the Seminary would have the power to indemnify such officers and trustees against such liability under the laws of the State of Arkansas.

ARTICLE IX

Fiduciary Responsibilities

Section 9.1. The Board of Trustees is authorized to fix the fiscal year of the Seminary and to change the same from time to time as it deems appropriate.

Section 9.2. Not later than two months after the close of the fiscal year, the Seminary shall prepare (a) a balance sheet showing in reasonable detail the financial condition of the Seminary as of the close of the fiscal year, and (b) a profit and loss statement showing the results of the Seminary's operations during its fiscal year.

Section 9.3. The President of the Seminary must submit quarterly financial reports to the Board of Trustees and should be reviewed accordingly, to ensure fiscal viability and health of the Seminary.

Section 9.4. The President of the Seminary must present a proposed budget annually for review and approval prior to the commencement of the fiscal year. The annual operating budget of the Seminary is the statement of planned operating revenues and expenses for the fiscal year (July 1 through June 30). Development of the annual operating budget for Board Approval shall occur no later than April of the current fiscal year. The budget shall summarize estimated expenditures by source. Expenditure authority is granted to the President upon Board approval of the Budget. Budgeting at the Seminary is a continuous process that is carried out at all levels of management. The President and the CFO are both responsible for managing the budgeting process ensuring adoption by the Board of Trustees. The President/CEO of the Seminary is responsible for initiating the preparations of the annual budget during the strategic planning process. The Chief Financial Officer (CFO) of the Seminary is responsible for developing the budgeting policies and procedures. The annual budget shall be organized by the following revenue sources (where

applicable): Tuition and Fees, Connectional Support, Episcopal District Support, Fundraising, Unrestricted Gifts and Donations, Restricted Funds, Grants and Scholarships, Investment Income. The following expense groups shall be included (where applicable) in the annual budget: Staff Positions, Fringe Benefits, Insurance and Taxes, Consulting and Professional Fees, Rent, Supplies, Equipment, Telephone and Communications, Contingency.

ARTICLE X

Amendments

Section 10.1. The Board of Trustees shall have power to alter, amend or repeal these bylaws or adopt new bylaws.

Section 10.2. Action by the Board of Trustees with respect to bylaws shall be taken by affirmative vote of a majority of the Board of Trustees.

Section 10.3. Robert's Rules of Order are to be applied where these bylaws are deficient.

ARTICLE XI

Code of Conduct

Section 11.1. The Staff of this Seminary is expected to adhere to the following JTS Code of Conduct required for participation in this Seminary which serves to assure public confidence in the integrity and service of preparing future religious leaders and supporters.

This Code of Conduct of the JTS is intended as a guide to staff in their activities with the Seminary and with other Staff.

- A. Member of the Staff shall not engage in any business or transaction or have any financial or private interest which creates a conflict of interest with the Seminary.
- B. A primary mission of the Association is to promote the field of human resources management and to foster the professional development of its staff. The free and open flow of communications between staff must be treated with the utmost professionalism and confidentiality, should demonstrate the highest level of professional ethics by refraining from the use of staff for purposes of direct or person business solicitation or promotion.
- C. No staff will engage in activities which would serve to bring JTS into disrepute.
- D. No guests at JTS functions will be allowed to engage in activities not permitted by the staff without the express authorization of the Executive Board or the Chairperson. Staff are responsible for the conduct of their guests at Seminary functions.
- E. The Seminary shall not be represented as advocating or endorsing any issue unless approved by the Board of Trustees.
- F. Any breach of this Code shall be referred to the Board of Trustees for possible action.

ARTICLE XII

Dissolution

In the event of the Seminary's dissolution, the remaining assets, after Seminary expenses have been paid, will accrue to the 12th Episcopal District of the African Methodist Episcopal Church.

ARTICLE XIII

Responsibilities and Evaluation of the President

Section 13.1. The president's responsibilities shall be centered around the following nine (9) areas:

1. Ability to relate to the Board of Trustees
2. Ability to reasonably interpret and execute board policy and procedures
3. Academic management and leadership
4. Administrative management and leadership
5. Fiscal management and leadership
6. Fundraising skills with the ability to attract new money
7. Ability to provide leadership in effecting and implementing a strong student recruitment program
8. Ability to provide leadership in the recruitment of outstanding faculty and staff
9. External relations and the ability to work with people

Section 13.2. The Board of Trustees shall have the responsibility to professionally monitor and evaluate the president's performance. The Board shall:

1. Conduct formal evaluation regarding the performance of the President, annually.

ARTICLE XIV

Board Self-Evaluation

Section 14.1. The purpose of the Board self-evaluation is to identify those areas of Board functions which are working well and those which may need improvement. The Board self-evaluation speaks to the Board, not to individual trustees. It is the evaluation process of the overall effectiveness of the Board as a decision-making group.

The following process will be used:

- A self-evaluation form will be distributed to all Board members, annually (in the Spring Board Meeting, with results being discussed during the fall board meeting).

<u>Rating Scale</u>			
4 = Excellent	3 = Acceptable	2 = Need Improvement	1 = Unsatisfactory 0 = Unknown

Question	Yes/No	Rating	Comments/Suggestions
1. Board meetings are conducted in a manner that the purposes are achieved effectively and efficiently.			
2. Board members are punctual to and attend all meetings to conclusion.			
3. The Board reviews agenda materials and is prepared for Board meetings.			
4. Board members respect the opinions of one another.			
5. Discussions are structured so that all members have an opportunity to contribute to the decision.			
6. Board members have adequate information upon which to base decisions.			
7. The Board reaches decisions on the basis of study of all available background data and consideration of the recommendation of the president.			
8. New Board members receive an orientation to rules and responsibilities and the institution's mission and policies.			
9. Board members are knowledgeable about community college and state related issues.			
10. The Board acts as an advocate for the college.			
11. Board members participate actively in community affairs.			

Question	Yes/No	Rating	Comments/Suggestions
12. The Board keeps the President informed of community contacts.			
13. The Board shows its support for the college through members attending various events.			
14. The Board is sensitive to the concerns of students and employees while maintaining impartiality.			
15. The Board is knowledgeable about the college's history, values, strengths and weaknesses.			
16. Members of the Board reflect Board policy in individual answers to public questions and in public statements.			
17. The Board reflects the interests of the College.			
18. The Board has processes in place for appropriately involving the community in relevant decisions.			
19. The Board helps promote the image of the college in the community.			
20. The Board agendas focus on policy issues that relate to Board responsibilities.			
21. Agendas include legislative and state policy issues that will impact the District.			
22. Board meetings include some education or information time.			
23. The Board is involved in and understands the budget <u>process</u> .			
24. Board meetings provide adequate time for discussion.			
25. The Board gives adequate attention to the mission and goals of the college.			

Question	Yes /No	Rating	Comments/Suggestions
26. The Board gives adequate attention to future planning.			
27. The Board has a procedure for annual evaluations of the President.			
28. The Board provides appropriate commendations for college employees.			
29. The Board demonstrates a good understanding of collegial consultation and related processes.			
30. In general, what rating does the Board as a whole <u>deserve</u> ?	Not Applicable		