

JACKSON THEOLOGICAL SEMINARY

Board Manual
Policies, Procedures and Bylaws
2020-2021



TABLE OF CONTENTS

HISTORICAL SKETCH	4
BIBLICAL FOUNDATION (FAITH STATEMENT)	5
PHILOSOPHY OF EDUCATION.....	5
STATEMENT OF ETHICAL VALUES	5
CORE VALUES	6
VISION	6
MISSION	6
INSTITUTIONAL GOALS AND OBJECTIVES	6
DISCRIMINATION FREE ENVIRONMENT	7
ORGANIZATIONAL DOCUMENTATION	7
GOVERNING BODY	7
BOARD RESPONSIBILITIES.....	7
CONFLICT OF INTEREST POLICY	8
BOARD MEMBERS	9
ADMINSTRATION, STAFF & FACULTY	10
ARTICLE I.....	11
THE ORGANIZATION.....	11
ARTICLE II	11
ORDER OF BUSINESS	11
ARTICLE III.....	11
THE BOARD OF TRUSTEES	11
ARTICLE IV.....	12
THE COMMITTEES OF TRUSTEES	12
ARTICLE V	12
MEETINGS OF THE BOARD OF TRUSTEES	12
ARTICLE VI.....	13
OFFICERS	13
ARTICLE VII	14
DUTIES OF THE OFFICERS	14
ARTICLE VIII	15
INDEMNIFICATION.....	15
ARTICLE IX.....	15
FIDUCIARY RESPONSIBILITIES	15
ARTICLE X	16
AMENDMENTS.....	16

ARTICLE XI..... 16
 CODE OF CONDUCT 16
ARTICLE XII 17
 RESPONSIBILITIES AND EVALUATION OF THE PRESIDENT 17
ARTICLE XIII 17
 BOARD SELF-EVALUATION 17
 THE BOARD SELF-EVALUATION 18

HISTORICAL SKETCH

Jackson Theological Seminary (JTS) had its beginning with Shorter College in 1886 and shared many of Shorter's physical facilities and programs. The Seminary is named for the late Dr. Thomas Henry Jackson who served as President 1895-1900 and Dean of the Theological Department 1904 – 1912. Dr. Jackson is a graduate of Wilberforce University. He entered Wilberforce at the age of 14, graduating with the first class, in 1870. In 1865, he was converted and entered the active ministry of the African Methodist Episcopal Church, thus serving 56 years.

Jackson Theological Seminary is owned and operated by the African Methodist Episcopal Church. The

Seminary is a valid Servant of the Church. Since the first graduate, Reverend John March Murchison in

1903, the Seminary has been an effective guide to those aspiring to be useful and great. Jackson Theological Seminary (JTS) played a major role in providing theological and religious education to clergy and lay students in the 12th Episcopal District. In order to more adequately serve its basic purpose of educating and training Christian Ministers and Lay Leaders; several Extension Centers were authorized in Arkansas and Oklahoma. At least 30 hours earned in the Extension Centers could be applied toward the 90-hour course providing other academic requirements were met.

JTS offers a Master of Divinity and Bachelor of Biblical Studies (BA Degree Completion). While the school was not accredited by an accrediting body recognized by the U.S. Department of Education, the administration and faculty modeled the seminary after those that were accredited in the African Methodist Episcopal Church. The leadership of JTS was recognized alternately as either the President or Dean of the seminary.

Some of the individuals who served as Deans during the period of 1960 to 2011 were:

- The Reverend J.M. Watkins
- The Reverend Rufus King Young, Sr.
- The Reverend Nathaniel Irving
- The Reverend Dr. Colin Lambert
- The Reverend James R. Hooper
- The Reverend Clarence H. Guy
- The Reverend Clarence V. Boyd, Sr.

Jackson Theological Seminary held classes and taught courses in theology, Christian education, pastoral leadership, and preaching continuously from 1960 to 2010. In the spring of 2009, JTS entered into an off campus distance learning partnership with Florida Center for Theological Studies. The Florida Center for Theological Studies was an accredited seminary and using teleconferencing technology Jackson was able to offer students the opportunity to take graduate-level courses from an accredited school. The partnership lasted four semesters and ended when Florida Center for Theological Studies merged with another school that discontinued the distance learning program. Jackson discontinued holding classes after the 2011 school year because of a need to focus more attention on Shorter College.

Any objective evaluation of its current status should include the primary concern of the original intent and historical mission.

The African Methodist Episcopal Church decided to establish, maintain, and develop an institution for the Theological Education of both Ministers and Laymen. The African Methodist Episcopal Church takes pride in the fact that it

produces most of her leaders. JTS is a positive expression of the vision and determination to sustain this heritage in a relevant and responsible manner.

Seeing the need to provide theological education to Clergy and Layperson, the 12th Episcopal District of the African Methodist Episcopal Church, decided to reopen Jackson Theological Seminary and pursue accreditation with TRACS (Transnational Association of Christian Colleges and Schools), offering a Bachelor of Arts Degree in Biblical Studies (a degree completion program) and a Master of Divinity Degree. In June 2018, under the leadership of the Chair of the Board of Trustees, Bishop Michael Leon Mitchell and Rev. Cecil Williams, Jr., President of Jackson Theological Seminary, the Seminary opened its doors to a brand-new facility for the continued purpose of educating and preparing clergy and lay for ministry from a theological perspective.

BIBLICAL FOUNDATION (FAITH 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.

"I believe in God the Father Almighty, Maker of heaven and earth, and in Jesus Christ his only son our Lord who was conceived by the Holy Spirit, born of the Virgin Mary, suffered under Pontius Pilate, was crucified, dead; and buried. The third day he arose from the dead' he ascended into heaven and sitteth at the right hand of God the Father Almighty; from thence he shall come to judge the quick and the dead. I believe in the Holy Spirit, the Church Universal, the communion of saints, the forgiveness of sins, the resurrection of the body and the life everlasting. Amen."

PHILOSOPHY OF EDUCATION

The seminary students and faculty seek to experience and examine theological training and thought formation centered on the exquisite grace of God, the example of Jesus Christ, and the excellent power of the Holy Spirit. Our philosophy of education emphasizes teaching and learning as an expression of social justice and liberation theology, tempered with service to community, and faith inspired by biblical, scriptural authority and historical Christian beliefs.

STATEMENT OF ETHICAL VALUES

The ethical values and standards of Jackson Theological Seminary seek to exemplify the liberating ministry, the services of sacrifice, and the standards of justice and love of Jesus Christ in ministerial and pastoral Christian service. The seminary is committed to representing the moral, ethical traditions and standards espoused by the Holy Bible (Old and New Testaments) and the African Methodist Episcopal Church.

Enrollment in Jackson Theological Seminary constitutes a recognition and reverence for these ethical values and standards by all students.

CORE VALUES

Biblical/Scriptural Authority: The extent to which the commandments and doctrines within the Old and New Testament scriptures are authoritative for human belief, conduct and destiny.

Historical Faith: Historical belief, trust, and loyalty of Christian Faith as described in the Old and New Testaments and through the Trinity - God the Father, Jesus Christ and the Holy Spirit.

Academic Rigor: Teach conceptual understanding, procedural skill, fluency, and application.

Social Justice: Teach concepts of fair and just relations between the individual and society. This is measured by the explicit and tacit terms for the distribution of wealth, opportunities for personal activity, and *social* privileges. Micah 6:8..... what does the LORD require of you but to do justice, and to love kindness, and to walk humbly with your God?

Liberation: The process to fight the ills of sin and exploitation through the relationship between *Christian theology* and political activism, economic justice, poverty, and human rights.

Service Orientation: The call to serve community, however, especially the least, the weak, poor and the needy. Mark 10:43but whoever wishes to become great among you must be your servant,⁴⁴ and whoever wishes to be first among you must be slave of all. ⁴⁵ For the Son of Man came not to be served but to serve, and to give his life a ransom for many."

VISION

A Global Academy, providing biblical foundations for Christian ministries that serve, transform and liberate communities.

MISSION

Jackson Theological Seminary is an educational community preparing people for service to the local church and the broader community through transformative teaching and training. The faculty, administration and staff are committed to preparing students for effective Christian leadership in pastoral and ministerial service.

INSTITUTIONAL GOALS AND OBJECTIVES

1. The seminary shall prepare students for careers and service in Christian Ministry for local church and global Christian ministry.

2. The seminary shall promote and prepare academic and theological excellence and scholarship through teaching and training of students for the Bachelor of Arts Degree Completion and the Master of Divinity degree program.
3. The seminary shall educate, encourage, and engage students from varied spiritual, ethnic, cultural, male/female and students with physical handicaps to encourage diversity and inclusiveness at the seminary.
4. The seminary staff, faculty and Board of Trustees shall encourage solicitation of grants, aid, federal funding, research procedures and practices to establish and enhance funding and scholarship for deserving students.
5. The seminary shall promote and encourage professional development of its faculty and staff to insure relevant, realistic and reliable instruction and training for all students.
6. The seminary shall sponsor a holistic, inclusive and involved teaching, training, and learning environment, where all are encouraged to participate, grow and develop in Christian faith and service.

DISCRIMINATION FREE ENVIRONMENT

Jackson Theological Seminary admits students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

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. "No Trustee Board member designated as ex-officio will be a voting member unless the Board requires a tie to be broken by the Chairperson, (who will typically be ex-officio)."

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:

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

CONFLICT OF INTEREST POLICY

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of Jackson Theological Seminary. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of Jackson Theological Seminary.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to Jackson Theological Seminary and the Board member's personal, academic, business or other interests.
3. Full disclosure of all actual and potential conflicts, and a determination by the disinterested Board or Jackson Theological Seminary Executive Committee members (Chairperson, Seminary President and the Board Parliamentarian. If the Parliamentarian is in question, a third member from the Board will be appointed who is not affiliated to the situation at hand) – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to the Trustee Board's Executive Committee through documentation disclosing any existing or new conflict that arises. The disinterested members of the Trustee Board's Executive Committee shall decide as to whether a conflict exists and what subsequent action is appropriate (if any). The Trustee Board's Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. All Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the

Jackson Theological Seminary Executive Committee, as well as all other conflict information provided by Board members.

BOARD MEMBERS				
NAME	POSITION	CONFERENCE	ADDRESS	EMAIL
BISHOP MICHAEL MITCHELL	Ex-Officio Chairperson	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	gcnettes@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	Brohank2000@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

ADMINISTRATION, STAFF & FACULTY

<p>President & Chief Executive Officer Rev. Cecil Williams Jr. cwilliams@jtseminary.org</p>	<p>Full Time Faculty (Master of Divinity) Dr. Daniel Johnson djohnson@jtseminary.org</p>
<p>Chief Academic Officer & Dean of Student Affairs Dr. Robert R. A. Turner rturner@jtseminary.org</p>	<p>Full Time Faculty (B.A. of Biblical Studies Program) Rev. Charlene N. Boone cboone@jtseminary.org</p>
<p>Chief Financial Officer Mrs. Shelia Washington swashington@jtseminary.org</p>	<p>Director of Admissions and Record Registrar Rev. Charles Frost, Sr. cfrost@jtseminary.org</p>

BYLAWS OF JACKSON THEOLOGICAL SEMINARY

ARTICLE I

THE ORGANIZATION

Section 1.1. The 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, nor the 12th Episcopal District, without the express written consent of the AME Church and the 12th Episcopal District.

ARTICLE II

ORDER OF BUSINESS

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 Board of Trustees 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 most current The Doctrine and Discipline of the African Methodist Episcopal Church printed or by these bylaws.

Section 3.2 The number of trustees of the Seminary shall be not less than thirteen (13) nor more than nineteen (20). The Presiding Bishop of the 12th 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 by April 5th each year while serving on the Board.

ARTICLE IV

THE 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 Chairperson. 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 Chairperson of the Board. The Chairperson will select its members. All committees shall include the appropriate staff members of Jackson Theological Seminary 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 semesters). 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 Chairperson 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 bylaw is provided for in Article X 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 “ex-officio”, 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 member’s 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, Removal and Resignations.

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

Chairperson of the Board: The Chairperson 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 Chairperson or designee will conduct formal orientation and training process for new Governing Board members. The New Member Orientation entails the following:

- a. Extensive reviews of the Board Manual (History, Board Roles and responsibilities, Board Committees, List of Board Members).
- b. Approved Budget for the current Fiscal Budget
- c. Most recently monthly financials
- d. Most Recent Audited Financial Statement

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-Chairperson 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 Chief Financial Officer “CFO” are both responsible for managing the budgeting process ensuring adoption by the Board of Trustees. The President/CEO of the Seminary and the CFO are both 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 and 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 Jackson Theological Seminary’s 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 Jackson Theological Seminary 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 XII

RESPONSIBILITIES AND EVALUATION OF THE PRESIDENT

Section 12.1. 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 12.2. The Board of Trustees shall annually conduct a formal evaluation regarding the performance of the President/CEO.

ARTICLE XIII

BOARD SELF-EVALUATION

In an effort to understand the attitudes and perceptions about the Seminary and determine initiatives for improving leadership performance and effectiveness, the Board of Trustees are invited to annually complete a Board Self-Evaluation Assessment. The Board evaluate itself by assessing the following areas:

- **Leadership.** This evaluates the effectiveness of Board leadership, including the Officers and Members. It examines how the leaders were chosen, the skills and experiences the individual brings to bear, their leadership style, and their areas of knowledge and expertise.
- **Effectiveness and Involvement.** This evaluates how the board meetings are conducted. They should note whether the meetings are organized for maximum productivity and the effective exchange of ideas. This includes which Trustees participate and how decisions are made and whether the Trustees encourage the full participation of all members.
- **Professionalism.** This evaluates how board members interact, including who participates and how decisions are made. It is important to note the manner in which the Trustees contribute. In particular, the evaluation process should review the behaviors that Trustees adopt in interacting with others. Encouraged are positive behaviors, which include asking the right questions, building on others' points of view, framing content in a constructive fashion, and staying engaged.

THE BOARD SELF-EVALUATION

Section 13.1. The purpose of the Board self-evaluation is to identify 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). The following process will be used:

RATING SCALE

4 = Excellent 3 = Acceptable 2 = Need Improvement 1 = Unsatisfactory 0 = Unknown

QUESTION	Yes/No	Ratings	Comments/Suggestions
1. Board meeting are conducted in a manner that the purposes are achieved effectively and efficiently.			
2. board member are punctual to and attend all meetings to conclusion.			
3. The Board reviews agenda materials and it prepared for Board meetings.			
4. Board members respect the opinions of on 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 o the basis of study of all available background data and consideration of the recommendation of the President.			
8. The 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.			
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 student and employee while maintaining impartiality.			
15. The Board is knowledgeable about the college's history, values, strengths and weaknesses.			
16. Members of the Board reflects Board policy in individual answers to public questions and in public statements.			
17. The board reflects the interest 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. Agenda include legislative and state policy issues that will impact the District.			
22. Board meeting include some education or information time.			
23. The Board is involved in and understand the budget process.			
24. Board meetings provide adequate time for discussion.			
25. The board gives adequate attention to the mission and goals of the college.			
26. The Board gives adequate attention to future planning.			

27. The Board has a procedure for annual evaluation of the President.			
28. The Board provides appropriate commendations for college employees.			
29. The Board demonstrates a good understanding of collegial consultants and related processes.			
30. In general, what rating does the Board as a whole deserves?			