



Articles of Association

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ARTICLES OF ASSOCIATION

Article I

Preamble

BE IT KNOWN, that we, the undersigned, do hereby on this 29th day of July, A.D. 1873, organize and constitute ourselves a body corporate and politic, under the provisions of Article VIII of Chapter 37 of Wagner's Missouri Statutes, for the purpose of promoting the higher education and Christian culture, by founding and forever maintaining a school of liberal learning, and agree to be styled and known as Drury College, claiming for ourselves, our associates and successors in perpetual succession, for the period of nine hundred and ninety-nine years, the right to exercise all the powers, and enjoy all the privileges which are accorded to bodies corporate and politic by the laws of the State of Missouri and in particular such powers and privileges as are necessary to the successful prosecution of the enterprise of founding, maintaining and conducting a college of liberal learning, with the power to execute any trust the purpose whereof is to aid in the successful prosecution of the enterprise of founding, maintaining, and conducting a college of liberal learning, including the power to execute trusts for the benefit of others if such trusts also provide benefits for Drury College, whether such benefits be contingent or vested, and irrespective of the date when enjoyment thereof is to begin, and to that end receiving and taking by deed or devise in a corporate capacity any property, real and personal, for the uses and purposes of such trust, and to execute the trust so created; and further, to have, take, possess, acquire, purchase or otherwise receive lands, tenements, hereditaments, goods, chattels, or other estates, and the said lands, tenements, hereditaments, goods, chattels, or other estates, to grant, demise, lease, use, manage or improve for the good and benefit of said college according to the tenor of their donation in their discretion. All of which said powers, together with all powers now conferred, or which may hereafter be conferred upon said corporation Bylaws shall be vested in and exercised by a Board of Trustees to be appointed as hereinafter provided, and by their successors in office.

Article II

Aim and Goals of the College

Our aim in establishing said "Drury College" is to afford to youth of both sexes ample facilities of instruction and discipline in those arts and sciences, a knowledge of which constitutes what is commonly known as a "liberal education" by always maintaining in said college as comprehensive courses of study and as high standard of instruction and scholarship as prevail in other American colleges of the first rank and at the same time to train youth in the high morality and culture of the Christian religion.

And, therefore, in order to extend the more widely the advantages of such instruction and culture, the Board of Trustees may, whenever the wants of the community and the resources of the college

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shall, in the judgment of the Board, justify it, establish in connection with the college proper other departments either as accessory to the college or for instruction and training in the liberal professions.

The said "Drury College" shall be established and permanently maintained in or near the City of Springfield, Greene County, in the State of Missouri.

Article III

Board of Trustees - Trustees Number

The Board of Trustees of Drury University shall consist of a number as determined by the Board of Trustees from time to time, but in any event not less than twenty (20) nor more than forty (40) members besides life trustees and emeritus trustees and the President of the University, who shall be a member ex-officio. In the choice of Trustees, officers and faculty, no denominational test shall be used.

Board of Trustees - Term of Office

The term of office of the members of the Board of Trustees of Drury University shall be for the period of four years or until their successors are chosen if within one year after the expiration of their respective terms, under such an arrangement as will allow the official term of one quarter of the trustees to expire annually. On the expiration of the term of office of any trustee or trustees, the remaining members of the Board shall proceed to elect a successor or successors for the term of four years as aforesaid.

Board of Trustees – Selection/Quorum

All vacancies in the Board of Trustees shall be filled at the annual meeting of the Board. A vacancy occurring in the office of any Trustee before the end of his or her regular term shall be filled by the remaining members of the Board but only for the unexpired portion of such term.

A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business.

Board of Trustees - Life Trustee

[Life Trustee established by Board resolution on May 8, 1986; Amended May 16, 2006, October 20, 2009]

In addition to the not less than twenty (20) nor more than forty (40) members constituting the Board of Trustees, a category of membership is created to be known as Life Trustee. Qualifications for this position include: (1) proven devotion and dedication to higher education, especially to Drury University; (2) outstanding service and assistance to the president and his staff; and (3) unusual and outstanding stewardship of resources on behalf of the University. A Life trustee will have a voice in Board Matters but will not vote. He/she will not be assigned to a committee, but he/she could serve on a special project or committee. Attendance at the board meetings is not required for Life Trustees.

Article III

(continued)

The number of Life Trustees shall be as determined by the Board in its sole discretion from time to time.

Board of Trustees - Emeritus Trustee

[Emeritus Trustee established by Board resolution on May 16, 2006; Amended May 13, 2011]

Upon Recommendation of the Committee on Board Organization, trustees who have served with distinction as successor trustees may with the consent of the trustee be approved, by a majority vote of trustees, as Emeritus Trustees. These trustees shall be eligible to serve on Board committees and granted voice and votes at all committee meetings. They shall not have voting privileges at Board meetings or be counted as part of quorum determinations. Emeritus Trustees shall be sent notices and minutes of all Board meetings and be encouraged to attend Board meetings or otherwise accept special assignments that are helpful to the Board of Trustees and the institution.

Board of Trustees – Responsibilities

The Board of Trustees of Drury College shall have power to appoint a President of said College, and all other officers, instructors, agents, and servants necessary for the successful conduct of its affairs; to establish the terms of their representative offices or service, to determine their duties, fix their compensation and remove them when the interest of the College shall require it, and appoint their successors.

The Board of Trustees shall also determine the course of study and instruction to be pursued in the College or any of its departments and ordain the necessary bylaws and regulations for the government and direction of all officers, instructors, students and servants of the College, and for the general management of all its affairs.

There shall be an annual meeting of the Board of Trustees held at Springfield, Missouri, on a day convenient to the annual commencement day. The Executive Committee of the Board shall have power to fix other dates for the holding of such annual meetings. Special meetings of the Board of Trustees may be held when called by the President or by the Chair of the Board or by three members of the Board.

A regular meeting of the Board of Trustees shall be held near the middle of each school year, and such meetings shall be held in Springfield, Kansas City or St. Louis, Missouri; the place of holding such meeting to be selected annually by the Board or the Executive Committee or the President of the College. The date of such regular meeting shall be fixed by the President of Drury College and notice of time and place thereof mailed to each member of the Board at least ten days prior to such meeting.

Notice of the annual and all regular or special meetings shall be mailed to each member of the Board at least five days before the time set for such meetings and such notice shall state the time, place, and object of the meeting.

Article IV

Officers of the Board of Trustees

The Board shall choose from among their number a chair whose duty it shall be to preside at all regular and special meetings, and in his or her absence or at his or her request, the Board may select another of their number to preside at such meeting.

Selection

In case a member of the Board of Trustees shall be appointed permanent President of the College, his or her office as trustee shall be considered vacant and a successor appointed.

Responsibilities

The President of the College shall also be President of the Faculty of Instruction of the College.

The Board of Permanent Instructors in the College shall constitute the College Faculty.

Under the general direction of the Board of Trustees, the "Faculty of the College" shall arrange the plan of instruction in the College, prepare the requisite code of regulations for the government of the students, administer the discipline of the college and be held responsible for the right performance of the educational work. A Secretary for the College shall be annually appointed by the Board of Trustees, whose duty it shall be to make and keep a faithful record of the proceedings of all meetings of the Board and of the Executive Committee; have custody of the papers of the College and do and perform such other duties as may be required of him or her in the Bylaws, by the Executive Committee or Board of Trustees. The Secretary shall give bond for the faithful discharge of his or her duties in such sum as the Board of Trustees shall require.

The Board of Trustees shall annually appoint a Treasurer of the College. He or she shall receive, keep or deposit in bank and disburse all moneys belonging to the College in accordance with regulations to be prescribed by the Board of Trustees. Before entering upon the duties of his office, the Treasurer shall give bond for the faithful discharge of the same in such sum as the Board of Trustees shall require.

Executive Committee

The Executive Committee shall be appointed by the Board of Trustees at their annual meeting to hold office for one year.

The Executive Committee shall have the general supervision of the affairs of the College during intervals between meetings of the Board of Trustees, subject always to directions previously given by the Board of Trustees.

In particular, the Executive Committee shall act as a "Board of Audit" on all claims upon the College Treasury.

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Article IV
(continued)

A record of all transactions by the Executive Committee shall be kept by the Secretary of the College, which shall be submitted for approval to the Board of Trustees at their next subsequent convening.

All standing committees shall be appointed by the Board of Trustees at regular or special meetings.

Article V

Use of College Funds

All monies or property received by the Board of Trustees or by any officer or agent of the College for the benefit of the same whether by gift, bequest, or the sale of the College property shall be sacredly devoted to the specific object (if designated) intended by the Giver or Testator and to none other.

It shall not be lawful for the Board of Trustees to loan College funds to each other, nor to any officer or instructor, or agent of the College, nor for the Treasurer or any other officer or person having custody of college funds to use same or any portion thereof for his own advantage or for the advantage of any other officer or agent of the College.

Article VI

Awarding of Degrees

The Board of Trustees of Drury College shall have power to confer upon the graduates and students of said College the customary academic and literary honors, degrees and certificates of merit.

The Board may also bestow on the worthy the usual honorary degree and titles in the liberal and learned professions.

Article VII

No Religious or Political Tests

No religious, political or racial test as a condition precedent to the enjoyment of all the advantages afforded by Drury College for study and instruction shall be established or allowed by the Board of Trustees.

Article VIII

First Meeting

The first meeting of the Board of Trustees of Drury College shall be held at the parlors of the Metropolitan Hotel in the City of Springfield, Greene County, Missouri, on Tuesday, at 7:30 p.m., the 5th day of August, A.D., 1873.

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Article IX

Amendment of Articles

These Articles of Association may be altered or amended by the Board of Trustees of Drury College agreeably to the provisions of the Constitution, statutes and laws of the State of Missouri.

Article X

Change of Name

[Drury University name change made by Board resolution on October 29, 1999]

Notwithstanding the foregoing, as of the 1st day of January, 2000, and from that point forward, the said Drury College shall be styled and known as "Drury University " and shall no longer be styled and known as "Drury College".

{ As Amended through May, 2018 }