

By-Laws
The University of the World Corporation

Article I Organization

1. The name of this organization shall be The University of the World Corporation, a 501(c)3 charitable and educational organization, hereinafter referred to as The University.
2. The organization may, at its pleasure, by a two-thirds vote (in two separate votes at two succeeding meetings) of the Board of Governors change the name or other aspects specified in these By-Laws of the organization, and these By-Laws will be so amended.
3. The organization is chartered in the State of West Virginia, USA, with at least its financial offices located in Pendleton County.

Article II Mission and Purposes

1. Mission

Brief Mission Statement

Seeking to open access to higher education and knowledge, The University of the World advances rigorous systematic *learning and research from the world*. The locus of learning shifts to communities from campus or Internet. A method of collaborative research is advanced through learner/scholar peer-review of local practice on how to do societal change. A new universe of learning is possible based in communities and connected around the world.

Explanation of Mission

Students will be front line users all over the world brought together in a learning community. The pedagogy of blended learning is utilized to integrate: mentored learning in communities from faculty and student peers, interactive online learning, visits to site-based examples of best practice, and student-led practice that gives evidence of skill competencies. Through promoting a global learning community that is continuously learning, the university will have constantly improving ability to use what they have more effectively for community social and economic advancement and to protect their natural and cultural heritages.

In operations, through an evolving pedagogy of constantly rising practice, The University will follow parallel systems of: educational delivery, educational experimentation, and the gathering of knowledge. These parallel systems create feedback loops to constantly improve their respective processes for: learning effectiveness, the accumulation of knowledge, fiscal management, faculty performance, and promoting innovation of the pedagogies being used.

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In terms of function, The University is a non-governmental 501(c)3 corporation chartered in the State of West Virginia in the United States that carries forth three purposes worldwide. First, it provides higher education degree programs as well as specialized training. Second, it conducts research relating to how communities can promote equity between peoples and enhance an enduring planet. Third, it is a forum for partnerships, bringing together now scattered knowledge and action into a global learning community

2. Purposes

The University advances knowledge around the solutions to the challenges experienced by the poor or excluded, especially by the impacts of macro global forces of deteriorating environments, declining economies, and challenged cultural identities.

The University will: 1) Pursue an open non-discriminatory admissions. In admissions the primary criterion will be student proof of specific community-engaged work connected to a vision to use their education to improve that, and the second criterion will be proof of ability to use the four streams of blended learning; 2) Continuing through this process in accord with standards defined by University policy under guidelines of the State of West Virginia and the Higher Learning Commission; 3) In this learning process using a community-based pedagogy (rather than classroom) shaped by peer-engagement in Learning Cohorts with faculty mentoring and oversight of standards; and 4) resulting in shaped curricula around applied knowledge and skills.

The University in its mission or academic processes seeks not to replicate presently established university roles of basic research or development of scientific theory; rather, it will pursue a parallel role of rigorous pedagogy and research platform on the application and utilization of global knowledge in community-based contexts.

An overriding purpose is expanding access to higher education. Poor and excluded communities have lower access to send their members for higher education due to financial and geographical barriers – and, in addition, instructional foci of many higher education institutions are not appropriate to the needs of such communities. The University will address this gap with management and business models designed to expand access to higher education globally. The curriculum will be specifically targeted to prepare grassroots leadership to initiate and sustain locally-based change.

3. The University will be headquartered in Franklin, West Virginia, USA.

4. The fiscal year will be October 1 to September 30.

Article III Membership

The University of the World is not a membership organization.

Article IV Meetings

1. At least three regular meetings shall occur of the Board of Governors per organizational/fiscal year. Participation at these meetings by telephone or video conference also constitutes attendance. Such meetings will be held on dates and at places designated by the Board or, in the absence of its decision, by the President. The Annual Meeting of the Board of Governors is held in October or November of each calendar year following the commencement of the fiscal year. The fiscal planning meeting is held in June or July of each year to prepare for the new fiscal year.
2. Special meetings may be held by call of the President or a one-quarter representation of the Board of Governors. At these meetings participation may be face-to-face, telephonic, or electronic.
3. Written notice or email communication with automatic reply receipt of all meetings of the Board shall be sent at least two-weeks in advance of the date of the meeting. Urgent meetings may be called for immediate action if sponsored by the President with a one-quarter vote of support from other Governors. In the case of special meetings, the notice shall state the purposes of the meeting and no additional business shall be transacted at such meetings unless agreed to by a two-thirds majority of those present. Other topics may be considered but for decisions to be binding they must be ratified at a future board meeting.
4. Periodic informal or ad hoc meetings among Governors, faculty, and staff will be permitted in person, by mail, telephone, or e-mail or any other communications medium that the Board approves. These meetings should primarily be for informational exchange. However, when such meetings occur and there are more than three Governors present, if concrete recommendations for action come forward, written communication setting forth the rationale and action should be filed with the President and for the next meeting of the Board or committee.
5. Governors may not cast their ballots by proxy.
6. Unless specifically designated as a two-thirds majority, all uses of the term “majority” in these By-Laws shall refer to a simple majority defined as over one-half.
7. If a Governor attends only part of a larger, formal Board meeting, the minutes must record the time of that person’s arrival and/or departure.
8. Voting privileges are provided to any Governor in good standing plus Governors who serve *ex-officio* (such as the President or possibly a faculty representative). Additionally, votes are denied to any Governor that may have a material interest in a vote or the appearance of a material interest in a vote; when such votes are being cast in which the said Governor has interest or appearance of interest, that person must vacate from the room for the vote.

Article V Board of Governors

1. Membership

- a. The Board of Governors shall consist of at least five and no more than fifteen. The terms of office shall be for three years with the possibility of reappointment by nomination and agreement of a majority of the members of the Board of Governors. Governors may not serve for more than three consecutive terms; reelection following a gap term is possible.
- b. Members of the Board of Governors are elected by a majority of the Governors then in office and attending at the Annual Meeting of the Board. Regular terms commence immediately following election, and conclude with the third annual meeting following. Terms of office will be staggered in thirds to ensure organizational memory. Members may, at the pleasure of the board, be elected to fill vacancies during a vacated term; in which case that term continues only for the length of the vacated period.
- c. The President (who functions as Chief Executive Officer with administrative, financial, personnel management and representational authority) shall serve as an *ex-officio* member with voting privileges except on issues of presidential performance or compensation.
- d. As The University grows, there shall be the following standing committees: Executive, Finance, Nominations, Academic Policy & Standards and Partner Performance Review. No committee shall exceed four members with three being recommended. Ad hoc committees shall be created from time to time.
- e. The Board is chaired by a Chairperson – and this position follows from election by the board.
- f. Nominations to membership on the Board will normally be presented to the Governors by the Chairperson of the Nominating Committee.
- g. Any member of the Board of Governors shall be removed from office, for cause, at any meeting of the Board by affirmative vote of two-thirds of the Governors then in office. Any member may be removed without cause if the proposal to remove the Governor is circulated in writing at least two weeks before a scheduled meeting of the Board and, if at that meeting, a quorum is present, and if a two-thirds majority to remove is achieved.
- h. A Governor may resign at any time from the Board by providing written notice to the Chancellor and Secretary. Or, the resignation may be submitted verbally during the course of business at a scheduled meeting of the Board.

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- i. Any member of the Board missing more than 50% of the regular and special meetings during a three year term will not be re-appointed.
 - j. Vacancies on the Board of Governors may be filled by the remaining Governors at any regular meeting of the Board.
 - k. Governors receive no compensation.
2. Powers

The Board of Governors shall have the power to manage the property and the business of the corporation and shall have the power to carry out any other functions that are permitted by the Articles of Incorporation or these By-Laws, within the limits of the law. These powers shall include, but are not limited to the following:

- a. Appointing or removing the President and the officers of Vice-President, Secretary and Treasurer – officers of Vice-President, Secretary, and Treasurer will be nominated to the board by the President;
- b. Approving degrees and honorary degrees upon recommendation of the faculty;
- c. Establishing and reviewing the educational programs of the organization submitted to it upon recommendation of the faculty;
- d. Authorizing or delegating authorization through the budget the expenditure of funds and authorizing material expenses not otherwise budgeted for;
- e. Authorizing the sale and purchase of land and buildings and other major investments;
- f. Instituting and promoting fundraising efforts of the organization;
- g. Authorizing the incurring of debts by the organization and the securing thereof by mortgage and pledge of real and personal property, tangible and intangible;
- h. Establishing and reviewing personnel policies and procedures.

Article VI Officers

1. The officers of the organization shall be President, Vice-Presidents, Secretary, and Treasurer. All the officers shall be elected by the Board. Unless a vacancy in an office occurs at another time, appointment of officers shall be held at the Annual Meeting of the Board. Interim appointments may be made by the President. Appointments are for three-year periods.

The Secretary to the Board is not a member of the Board of Governors but will serve the Board as a paid employee.

2. The President sits on the board in an *ex-officio* voting capacity and on the Executive Committee. In addition, the President shall be counted as a member of other committees for quorum and other purposes including with voting privileges. The President is the full-time professional leader of The University – whose duties include: a) following the Mission, and bringing to the attention of the Governors instances where the Governors themselves may be straying from the Mission; b) implementing corporation resolutions and policies as the Chief Executive Officer with authority over management, finance, curriculum, and personnel to faculty and students; c) representing the university to the world community; d) leading in all financial matters both fund raising and fund expending following a plan approved by the Governors and spending according to a budget approved by the Governors. The compensation package of the President is recommended by the Finance Committee and voted on by the full Board.
3. All officers of the organization shall hold office at the pleasure of the Board of Governors and shall be subject to removal by affirmative vote of a majority of the entire membership of the Board of Governors without prejudice to any contract rights such officers may have.
4. In the event of a vacancy in the office of President, the Board shall appoint a search committee to submit nominations of candidates for that office, and in the interim will appoint an Interim President to serve in an acting capacity.
5. At the discretion of the President, candidates for the senior management team will be proposed and final approval by the Board of Governors. Senior appointments relate to the positions of all Vice-Presidents, Provost, Comptroller, and Secretary.

Article VII Powers and Duties of the Chair of the Board of Governors

The Chair shall preside at all meetings of the Board of Governors, shall have the right to vote on all motions, shall appoint to all committees the members who are not appointed by the Board of Governors, and shall have such other powers and duties as the Board may prescribe. The Chair is responsible for ensuring the Governors uphold the By-Laws. In the absence of the Chair, the Vice-Chair is responsible or another Governor as the board may so assign. The Chair is a non-salaried position, although reasonable itemized expenses incurred by the may be reimbursed.

Article VIII Powers and Duties of the President

The President shall be the chief executive officer of the organization and advisor to the Board of Governors and its Executive Committee. The President shall have the power on behalf of the Board to perform all acts and execute all documents to make effective the actions of the Board and its Executive Committee holding voting privileges.

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All staff serve at the pleasure of the President subject to the terms and conditions of the Board-approved Policies & Procedures.

The President serves as the chief executive of The University and all its departments. He/she shall be responsible to the Board of Governors for the operation and management of the organization and for executing all directives of the Board of Governors.

The President will be the official channel of communication between staff and faculty with the Board of Governors. To prepare for each meeting of the Board, the President shall make a formal written report of programs and finances. The President shall develop and present the annual budget and lead in all aspects of securing private and public donor support. The President shall prepare a draft agenda for Board meetings, with the final decision as to agenda being set by the Chairperson.

The President shall implement the organizational policy as shaped by the Board of Governors, then present that to staff and faculty, partner organizations, and cooperating governments and agencies. The President shall have responsibility to engage, evaluate, and dismiss all staff and faculty (within the terms and conditions of approved Policies & Procedures) and budgetary limitations to fix salaries and approve promotions, leaves, and other issues as may arise in the performance of duties pursuant to policies. (Salary policies but not specific salaries are to be set by the Board of Governors.) In the event staff or faculty has substantive disagreement with the leadership of the President, these individuals may appeal to the Chair of the Board of Governors. (What constitutes substantive appeal resides with the discretion of the Chair, unless the Chair holds a material interest in the matter, in which case appeal goes to the full Board of Governors.)

Article IX Powers and Duties of the Secretary

The Secretary (who is not a Governor) is responsible for keeping the minutes of the Board of Governors meetings, give, as may be needed, notice of all meetings of the Board of Governors and keep a record of the appointment of all committees of the Board and members of the administrative and teaching staff. The Secretary is the keeper of all official papers. The Secretary is also the official keeper of all official financial documents including but not limited to an independent copy of all institutional financial records upon completion of each year's financial audit. Any duties or powers of the Secretary may be delegated to an assistant Secretary or staff member. The Secretary has authority to submit concerns or documents directly to the Chair or the whole Board of Governors.

Article X Powers and Duties of the Treasurer

The Treasurer is an officer of the Board of Governors and a voting member. The Treasurer has oversight and access to the Comptroller (who reports to the President). However the Treasurer is not the chief financial officer, but those duties reside with the Comptroller. The Treasurer is directly responsible to make sure that full and accurate accounts of all financial matters are being kept by the Comptroller. The Treasurer is also consulted in preparing the Budget before it is presented formally to the Board. The Treasurer does not make financial management decisions –

those are led by the President. Respecting funds, property and the accounts of the organization, the Treasurer assures compliance with the budget, relevant laws, and also with the By-Laws.

The Treasurer shall advise the Board on financial matters and shall assure that financial policies are developed and adhered to by all members of the organization. The Treasurer is responsible to ensure that accurate reports of financial transactions and those outstanding are conveyed to the Board of Governors in a timely manner. The Treasurer shall ensure that an annual independent outside audit is performed and presented to the Board of Governors. At the decision of the Chairperson of the Board, a Finance Committee is to be appointed of which the Treasurer must be assigned as a member. In order to ensure multiple channels of communication on fiscal matters, the Treasurer can have direct communication access to the Comptroller, and the Comptroller can have direct access to the Treasurer, although it is understood that in such access the Comptroller does not report directly to the Treasurer but rather to the President.

Article XI Committees

The Board of Governors functions as a committee of the whole; an Executive Committee is allowed, but if such is created the terms and limits need to be such that the Executive Committee does not become the *de facto* governing body. In addition, the Executive Committee can be disbanded or restructured by a simple majority vote of the Board of Governors.

Other standing committees of the Board may include: Finance, Nominations, Academic Policy & Standards, and Partner Performance Review. Additionally, there may be such ad hoc committees as the Board may establish for the discharge of particular duties.

Article XII Faculty & Administration

1. Faculty positions shall be under the overall and ultimate direction of the President.

The leader of the faculty will be the Provost who shall be the chief academic officer and have oversight of academic operations. The Provost also sits as a voting member on the Academic Policy & Standards Committee as an *ex-officio* member.

Academic and administrative personnel will be appointed as needed by the President in accord with budgeted positions: registrar, librarian, and admissions staff.

The faculty will be assigned with regular and temporary appointments as professor, associate or assistant professor, as well as those holding visiting appointments at academic rank and those holding emeritus appointments at academic rank. Appointments will be made by the President; all regular appointments will be vetted by a faculty committee that will provide non-binding advice to the Provost and President. Special and innovative structures will need to be worked out to engage and to appropriately compensate staff.

Separate and operating in parallel to the Provost may be further offices of Vice-President as established by the Board of Governors to create a constantly rising global learning

organization. Cross-organizational cooperation to augment such learning among these partner organizations is to be promoted along with the academic instruction by these organizations.

2. Faculty Responsibilities

Under the direction of the President and Provost and the approval of the Board of Governors, faculty shall have responsibility for the academic program. In addition, faculty will also lead in staffing the research program.

3. Meetings of the Faculty

The faculty shall hold scheduled meetings for the purpose of implementing directives of the Board and Administration and for mutual consultation. Faculty who hold adjunct appointments will not, except for special circumstances determined by the President or Provost, be considered voting members of faculty decisions.

Special meetings of the faculty can be called only by the President or Provost. Any decisions taken by the faculty in their meetings must be recorded in the official record book of the faculty. The President or designated representative shall preside at all meetings of the faculty.

Given that the faculty of The University will be globally distributed, physical attendance at meetings will be impossible. Therefore, all official faculty meetings will be conducted in electronic format. Appropriate and effective participatory structures for such electronic dialogue need to evolve.

The faculty should constitute at least one standing committee on student learning, and it may constitute, as appropriate, other committees to manage needed faculty duties. Such committees might include but not be limited to: faculty appointments, faculty discipline, faculty compensation and support, and research coordination.

Article XIV Conflict of Interest

A Governor shall be considered to have a conflict of interest if:

- a) Such a Governor has existing or potential financial or other interests that impair or reasonably appear to impair the Governor's independent and unbiased judgment in the discharge of the Governor's responsibility to the organization, or
- b) A member of the Governor's immediate family or the Governor is an officer, director, employee, member, partner, Governor or controlling stockholder has an existing or potential financial or other interest.

All Governors shall disclose to the Board any possible conflict at the earliest practical time. No Governor shall vote on any matter under consideration at a Board or committee meeting in which

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such Board member has a conflict of interest unless approved by a unanimous vote of all the members of the Board of Governors.

The minutes shall reflect that a disclosure was made and that the Governor having a conflict of interest abstained from voting or was approved by the Board. Any Governor who is uncertain whether s/he has a conflict of interest in any matter may request the Board to determine whether a conflict of interest exists and the Board shall resolve the question by majority vote.

A conflict of interest transaction is a transaction within the corporation in which a Governor or employee has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability if all of the following apply:

- a) The transaction is fair to the organization at the time it was entered into;
- b) The material facts of the transaction and the Governor's or employee's interests are disclosed or known to the Board;
- c) The Board considers and in good faith determines that after reasonable investigation that under the circumstances, the organization could not obtain a more advantageous arrangement with reasonable effort;
- d) The organization enters into the transaction for its own benefit, and
- e) The transaction is approved by the Board of Governors or the West Virginia Attorney General or a West Virginia Circuit Court.

Article XV Statement Required by IRS in Articles of Incorporation for 501(c)(3)

Said corporation is organized exclusively for charitable, educational and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, governors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forward.

No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) in any political campaign (domestic or foreign) or on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future purpose. Such determination must be made according to a two-thirds vote by the

Board of Governors. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county and country in which the relevant office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XVI Institutional Review Board

An Institutional Review Board (IRB) will be created. It will operate under the standards set by the U.S. Department of Education plus associated IRB regulations of the related countries where operations may be occurring. The IRB will establish ethical policies as well as review projects.

Article XVII Discrimination Prohibited

The University of the World is committed to maintaining a diverse community in an atmosphere of mutual respect and appreciation of differences. The University of the World follows a uniform policy of nondiscrimination and does not discriminate in its educational, service, and employment policies on the basis of race, color, creed, religion, national/ethnic origin, gender, sexual orientation, age, or with regard to the bases outlined in the Veteran Readjustment Act and the Americans with Disabilities Act or other protected classes as required by State or Federal Law.

Article XVIII Review and Amendment of By-Laws

These By-Laws may be changed or amended at any meeting of the Board. Changes to the By-Laws must be proposed at one meeting, and the proposed new wording passed at that meeting by at least a two-thirds vote. Before these changes can take effect, however, they must then be reviewed at a subsequent meeting of the Board (a special meeting is permitted so long as it occurs at least forty-eight hours later) and at this second meeting the proposed changes must again pass with at least a two-thirds majority vote.

*Initial By-Laws Filed for West Virginia Incorporation
Adopted: 20 August 2010
Prepared Under the Leadership of Daniel C. Taylor
Chairman, Board of Governors*