

THE UNIVERSITY OF OMAHA, TRUSTEE'S MINUTES

ARTICLES OF INCORPORATION OF THE UNIVERSITY OF OMAHA

Preamble.

We, the undersigned, for the purpose of organizing, establishing, and conducting an institution of learning at or near Omaha, in Douglas County, Nebraska, associate ourselves and our successors under and by virtue of the laws of Nebraska, and hereby adopt the following Articles of Incorporation, to-wit:

Article I. Name.

This Corporation shall be known and designated as the University of Omaha, and its office and principal place of business shall be at or near Omaha in Douglas County, Nebraska.

Article II. Object.

The object of this Corporation shall be to establish, endow, conduct, and maintain a University for the promotion of sound learning and education, such as is usually contemplated in colleges and universities, under such influence as will lead to the highest type of Christian character and citizenship, with the Bible as supreme authority.

Article III. Powers.

This Corporation shall have all the rights, powers, privileges, and immunities now or hereafter to be conferred by the laws of the State of Nebraska upon corporations of this character; it shall have the right to perpetual succession; it may sue and be sued in its corporate name; it may make contracts; it may acquire real estate and personal property by grant, purchase, bequest, devise, or otherwise, and may sell, mortgage, transfer, and convey the same and in this respect shall possess the same rights and powers as a private individual; and it shall have the right to affiliate with it any separately incorporated school, academy, seminary,

college or institute wherever located. It may have a common seal and may alter the same at pleasure.

Article IV Trustees

This Corporation shall consist of and be controlled by a Board of Trustees of not more than Thirty-nine in number in whom shall be vested all of its property, rights and powers. Said Trustees shall be elected as hereinafter provided and shall have the power to make such by-laws, rules and regulations as may be necessary for the government of the University and the management of the business of the Corporation; may fill all vacancies occurring in its body and may exercise all the powers usually devolving upon the trustees of colleges and universities under and by virtue of the laws of Nebraska. At least five members of said board of Trustees shall be resident free holders of said Douglas County.

Article V. Present Board and Term of Office

The following named persons shall constitute the Board of Trustees under these Articles and shall hold their office during the terms herein stated, and until their successors shall be duly elected and qualify, to wit:

- |                       |                      |   |                         |
|-----------------------|----------------------|---|-------------------------|
| Rev. R. B. A. McBride | G. M. Wilhelm        | } | Term expires June 1909  |
| Rev. E. H. Jenks      | David W. Merrow      |   |                         |
| Robert Dempster       | Howard Kennedy       |   |                         |
| Frank Keys            | Rev. D. E. Jenkins   |   |                         |
| Henry E. Maxwell      | Rev. W. S. Fulton    |   |                         |
| J. D. Haskell         | Dr. W. S. Gibbs      |   |                         |
| C. E. McGrew          | Albert A. Lameroux   | ) |                         |
| Judge A. L. Sutton    | Rev. Wm. H. Kearns   | } | Term expires June, 1910 |
| Dr. W. S. Stockey     | Dr. H. H. Maynard    |   |                         |
| William Baird         | Rev. H. Salisbury    |   |                         |
| W. T. Graham          | Dr. H. M. McClanahan |   |                         |
| Nathan Merriam        | R. B. Stouffer       |   |                         |
| H. H. Baldrige        | John R. Webster      |   |                         |
| C. S. Hayward         | Frank W. Judson      | } | Term expires June, 1911 |
| Dr. W. O. Henry       | Dr. J. H. Vance      |   |                         |
| H. J. Hughes          | David Cole           |   |                         |
| Oak Redick            |                      | ) |                         |

And the Board of Trustees shall at its regular meeting in June in each and every year elect thirteen persons to succeed the members of the Board whose term of office shall expire at that time and such members so elected shall hold office for three years and until their successors shall have been duly elected and qualify.

#### Article VI. Officers

The Board of Trustees shall at its regular June Meeting each year elect from its own number a President, First and Second Vice-President, Treasurer, Secretary, and such other officers as may be provided for in the by-laws, each of whom shall perform the duties pertaining to such officers and such offices and such other duties as may be defined by the by-laws.

#### Article VII. Executive Committee

The Board of Trustees at its regular meeting in June of each year shall elect an Executive Committee consisting of eleven persons, three of whom shall be the President, Secretary, and Treasurer, and all of whom shall be members of the Board of Trustees. It shall be the duty of the Executive Committee to carry into effect such plans and policies as may be determined upon by the Board of Trustees and in the interim of the meetings of the Board, to transact the business of the Corporation.

#### Article VIII. Regular and Special Meetings

The Board of Trustees shall hold two regular meetings each year at the office of the University of Omaha, Nebraska, one at 10 o'clock A. M. on Tuesday of Commencement Week, and the other at 10 o'clock A. M. on the first Tuesday in October. It shall hold such special meetings as may be necessary for the transaction of the business of the Corporation on such notice as may be provided in the by-laws.

#### Article IX. Quorum

A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business. A less number may be provided for by the by-laws. Provided a vote of at least two-thirds of all the members of the Board shall be required to alter or amend these Articles.

#### Article X. Title to Property

The title to all real estate and control of the same as well as of all personal property belonging to the corporation shall be vested in the Trustees and all deeds and conveyances or other instruments affecting real estate or granting any right or interest therein shall be executed by the President and Secretary; all such instruments however, to be valid shall be duly authorized by a vote of the Trustees.

#### Article XI. Endowments

No part of the principal sum of any permanent endowment which may be made to said University of Omaha shall ever be used or expended for equipment, facilities or University buildings, but only the income arising from such endowment.

#### Article XII. Amendments

These Articles may be altered or amended in any manner not inconsistent with the purposes of this corporation at a regular meeting of the Trustees, ten days notice having been given by mail of the proposed amendment; or at a special meeting of the Trustees called for that purpose, ten days notice having been given by mail of the proposed amendment. Said notice shall be given by the Secretary at the request of a majority of the Executive Committee of any ten members of the Board of Trustees. A vote of two-thirds of all the Trustees shall be required to alter or amend these Articles. It shall be sufficient if said notices are mailed to the last known post office addresses of the Trustees ten days prior to the proposed meeting.

Article XIII. Present Officers and Executive Committee.

Until the regular meeting in June, 1909, and until their successors are elected and qualify, the following named persons shall constitute the Executive Committee:

S. S. Hayward	Dr. W. S. Gibbs
Dr. Edwin H. Jenks	J. R. Webster
W. T. Graham	Dr. J. H. Vance
O. C. Redick	Judge Howard Kennedy
D. W. Merrow	Dr. D. E. Jenkins
H. E. Maxwell	

And the following named persons shall serve as Officers of the Corporation, to-wit:

President-----	Judge Howard Kennedy
First Vice President---	
Second Vice President--	
Secretary-----	Wilson T. Graham
Treasurer-----	David W. Merrow

Witness our hands this 8th day of September, 1908

Dr. W. O. Henry  
J. H. Vance, M. D.  
R. B. A. McBride  
A. A. Lameraux  
H. H. Maynard  
H. J. Hughes  
S. W. Stookey  
O. A. Redick  
D. E. Jenkins  
David Cole  
Howard Kennedy  
W. T. Graham  
John D. Ware