



DR. M.G. "PAT" ROBERTSON
Founder, Chancellor & CEO

CONFIDENTIAL TREATMENT REQUESTED

As of December 7, 2022

Via Email – OCR@ed.gov

The Honorable Catherine Lhamon
Assistant Secretary for Civil Rights
U.S. Department of Education
400 Maryland Avenue, SW
Washington, DC 20202-1475

**Re: Regent University's Notice of Religious Exemption to Title IX
Requirements and Response to July 24, 2021,
Complaint Case No. 11-21-2233**

Dear Ms. Lhamon:

I am responding on behalf of Regent University, including its School of Law, (collectively, "Regent University") to your May 24, 2022 letter from the Office for Civil Rights, concerning Case No. 11-21-2233. Thank you for providing the redacted copy of the Complaint as well as the extension of time to respond. We respectfully request that OCR dismiss the Complaint on account of the Free Exercise Clause of the First Amendment to the U.S. Constitution, the statutory exemption for religious institutions in Title IX of the Education Amendments of 1972, and the protection of the Religious Freedom Restoration Act of 1993 ("RFRA").

I. The Complaint fails to state a violation of Title IX because Title IX addresses discrimination on the basis of biological sex.

Title IX applies to discrimination on the basis of biological sex and does not address sexual orientation. Regent University respectfully disagrees with the apparent position of both the Complainant and the U.S. Department of Education (the "Department") that "sex" has the same meaning under Title IX that the Supreme Court attributed to that term under Title VII of the Civil Rights Act of 1964 in *Bostock v. Clayton County*, 140 S. Ct. 1731 (2020), reaching sexual orientation.¹

¹ Regent University also notes that, depending on the content of redacted factual details in the Complaint, allegations in the Complaint may be untimely under OCR's Case Processing Manual § 106. The Complainant is no longer affiliated with Regent University, as she recently graduated. The Complaint does not contain any unredacted documentation to substantiate the Complaint's allegation of ongoing discrimination to support the request to waive the 180-day time frame for filing the Complaint. Although the Complaint contains a cursory

The Supreme Court expressly limited its holding in *Bostock* to Title VII and did not reach the issue of application of Title IX. *See id.* at 1753. Unlike Title VII, Title IX has numerous provisions for sex-based distinctions that can only reasonably be understood to refer to biological sex. Moreover, there are many instances in which Title IX and its implementing regulations not only permit but *require* schools to consider a student's biological sex. *See* 20 U.S.C. §§ 1681(a), 1686; 34 C.F.R. §§ 106.32(b), 106.33, 106.34, 106.40, 106.41, 106.43, 106.52, 106.59, 106.61. It therefore does not follow from *Bostock* that "sex" under Title IX should be interpreted to mean anything other than biological sex. As the *Bostock* Court itself indicated, a broader reading of "sex" should not be deployed in a way that infringes on a religious organization's free exercise rights. *See* 140 S. Ct. at 1753–54.

Although the Department recently proposed amending the Title IX regulations to address sexual orientation, those substantive changes to the regulations do not apply to this Complaint, and they confirm that the best interpretation of the current regulations does not cover sexual orientation. *See generally* U.S. Dep't of Educ., Office for Civil Rights, Notice of Proposed Rulemaking regarding Title IX, June 22, 2022 (proposed regulation) (available at <https://www2.ed.gov/about/offices/list/ocr/docs/t9nprm.pdf>). In any event, no regulatory change can expand the substantive scope of Title IX to cover claims that are not covered by the plain text of the statute.

Accordingly, OCR should dismiss the Complaint under Case Processing Manual ("CPM") § 108(a) because the Complaint does not assert that Regent discriminated against anyone on the basis of biological sex. The Complaint therefore fails to state any violation of the laws or regulations that OCR enforces.

II. Regent University is an educational institution which is controlled by a religious organization and, thus, may assert the Title IX religious exemption.

Even under OCR's interpretation that Title IX addresses discrimination on the basis of sexual orientation, OCR does not have jurisdiction to consider such a claim against Regent University because Title IX does "not apply to an educational institution which is controlled by a religious organization if the application of this subsection would not be consistent with the religious tenets of such organization." 20 U.S.C. § 1681(a)(3); *see also* 34 C.F.R. § 106.12(a); CPM § 108(a).² Similarly, Title IX's implementing regulations recognize that

assertion that discrimination is "current [and] ongoing," Compl. ¶ 6, it does not contain any concrete allegations to support that conclusion. Accordingly, OCR may have grounds to dismiss the Complaint as untimely under Case Processing Manual §§ 106 & 108(b).

² OCR acknowledges that the Title IX religious exemption applies to OCR's interpretation of sex as meaning sexual orientation. *See* U.S. Dep't of Educ., Office for Civil Rights, Notice of Interpretation, Enforcement of Title IX of the Education Amendments of 1972 with Respect to Discrimination Based on Sexual Orientation and Gender Identity in Light of *Bostock v. Clayton County*, 86 Fed. Reg. 32,637, 32,639 n.2 (June 22, 2021).

an educational institution is exempt from its restrictions insofar as “it is controlled by a religious organization” that has religious beliefs contrary to those restrictions. 34 C.F.R. § 106.12(c).

Title IX’s implementing regulations provide a list of non-exhaustive factors that allow an educational institution to demonstrate that it is controlled by a religious organization and “is therefore eligible to assert a religious exemption.” *Id.* “Any” one of these factors “shall be sufficient to establish that an educational institution is controlled by a religious organization.” *Id.* At least four of these factors establish Regent’s Title IX religious exemption. As explained in greater detail below, Regent University establishes that it is an educational institution controlled by a religious organization through the following factors:

- “the educational institution is a school or department of divinity,” 34 C.F.R. § 106.12(c)(1);
- “the educational institution has a doctrinal statement or a statement of religious practices, along with a statement that members of the institution community must engage in the religious practices of, or espouse a personal belief in, the religion, its practices, or the doctrinal statement or statement of religious practices,” 34 C.F.R. § 106.12(c)(4);
- “the educational institution requires its faculty, students, or employees to be members of, or otherwise engage in religious practices of, or espouse a personal belief in, the religion of the organization by which it claims to be controlled,” 34 C.F.R. § 106.12(c)(2); and
- “the educational institution has a published institutional mission that is approved by the governing body of an educational institution and that includes, refers to, or is predicated upon religious tenets, beliefs, or teachings,” 34 C.F.R. § 106.12(c)(5).

These factors establish that Regent University is controlled by a religious organization such that Regent University is exempt from Title IX to the extent that OCR’s interpretation of Title IX is not consistent with Regent University’s religious beliefs. Accordingly, OCR should dismiss this Complaint because OCR ultimately lacks jurisdiction over the subject matter of the allegation. *See* CPM § 108(f).

A. Regent University’s Board of Trustees is the religious organization that controls Regent University.

Regent University is an educational institution that is controlled by a religious organization, namely the Regent University Board of Trustees (“Board of Trustees”), who is influenced by the Christian Broadcasting Network, Inc. (“CBN”). CBN is a like-minded religious organization which founded Regent University (originally named CBN University) and provided its initial funding. 34 C.F.R. § 106.12(c)(1). For purposes of the Title IX religious exemption, the identity of the controlling organization may either be an external church

organization, or it may be the Board of Trustees itself, if the board has a sufficiently specific religious identity and set of beliefs. Regent's Articles of Incorporation and Bylaws demonstrate Regent's Board of Trustees is a religious organization that controls Regent University, including its Divinity School, Law School, and other schools.

According to the Department, "the Title IX statute, as written, does not contain an independent requirement that the controlling religious organization be a separate legal entity than the educational institution." U.S. Dep't of Educ., Office of Postsecondary Education, Final Rule, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards, Direct Grant Programs, State-Administered Formula Grant Programs, Developing Hispanic-Serving Institutions Program, and Strengthening Institutions Program, 85 Fed. Reg. 59,916, 59,956 (Sept. 23, 2020). The U.S. Court of Appeals for the Ninth Circuit deferred to the Department's longstanding interpretation "that Title IX's religious exemption encompasses educational institutions . . . that are controlled by their own religiously affiliated board of trustees." *Maxon v. Fuller Theological Seminary*, No. 20-56156, 2021 U.S. App. LEXIS 36673, *5 (9th Cir. Dec. 13, 2021) (citing *Skidmore v. Swift & Co.*, 323 U.S. 134, 140 (1944)). As the Ninth Circuit noted, the Department "formalized this interpretation in a rule promulgated in 2020, which said that if an 'educational institution is a school or department of divinity,' that is 'sufficient to establish that [it] is controlled by a religious organization.'" *Id.* (citing 34 C.F.R. § 106.12(c)(1)).

Regent University's foundational documents demonstrate that its Board of Trustees is a religious organization that controls Regent University.

Regent University's Amended and Restated Articles of Incorporation unequivocally state that Regent University is a corporation that "shall exist for the purpose of bringing glory to God and His Son Jesus Christ by providing an institution or institutions of learning in which those who are mature in the knowledge of God and His Ways can assist and guide, in a spirit of free inquiry and scholarly excellence, those who would learn of Him, His ways, and His creation, while together they study ways to glorify God and better their world." Am. & Restated Art. of Inc., Art. 2 (May 15, 2014).³ The Articles of Incorporation further provide: "Guided by this overriding purpose and philosophy, the Corporation shall provide and maintain schools or colleges devoted to the study of communications, theology, government, music and drama, business and finance, law, education and other appropriate fields of spiritual, professional, and intellectual inquiry . . ." *Id.*

The Articles of Incorporation establish a Board of Trustees that controls Regent University and require that "[n]o Trustee may be appointed to office who does not subscribe to the

³ The language quoted in this letter has been part of the Articles of Incorporation since Regent University's inception.

philosophy of the institution and its Statement of Faith.” *Id.* at Art. 6(c)–(d). Additionally, Regent’s Amended and Restated Bylaws begin with a Statement of Faith and the requirement that “all Trustees, Officers, Administrators and Faculty will subscribe to this statement in writing.” Am. & Restated Bylaws of Regent University, Statement of Faith (April 2014). The Statement of Faith provides:

- a. We believe that the Holy Bible is the inspired, infallible, and authoritative source of Christian doctrine and precept.
- b. We believe that there is one God, eternally existent in three persons: Father, Son, and Holy Spirit.
- c. We believe that man was created in the image of God, but as a result of sin is lost and powerless to save himself.
- d. We believe that the only hope for man is to believe on Jesus Christ, the virgin-born Son of God, who died to take upon Himself the punishment for the sin of mankind, and who rose from the dead so that by receiving Him as Savior and Lord, man is redeemed by His blood.
- e. We believe that Jesus Christ in person will return to earth in power and glory.
- f. We believe that the Holy Spirit indwells those who have received Christ for the purpose of enabling them to live righteous and godly lives.
- g. We believe that the Church is the Body of Christ and is composed of all those who through belief in Christ have been spiritually regenerated by the indwelling Holy Spirit. The mission of the church is worldwide evangelization on the one hand and the nurture and discipline of Christians on the other.

Id.

The Bylaws further provide that the Board of Trustees governs Regent University through various committees such as the Executive Committee, Audit Committee, Building and Grounds Committee, Compensation Committee, Educational Policies Committee, Faculty and Student Affairs Committee, Finance Committee, Investment Committee, Public Relations and Advancement Committee, and Board Governance Committee. *Id.* at Art. 4, § I. The Trustees also have the power, on the recommendation of the President, to elect Executive Vice Presidents, Vice Presidents, and Deans. *Id.* at Art. 6, §§ II, IV.

Regent University’s Board of Trustees is a religious organization as all the Trustees must sign a Statement of Faith and advance the mission to bring glory to God through Regent University. Regent University’s Board of Trustees controls Regent University through its voting power, various committees, and power to elect administrative officials.

The Board of Trustees’ relationship with CBN further demonstrates its religious character. Regent University’s Articles of Incorporation and Bylaws confirm that CBN is a religious organization that influences its Board of Trustees. First, “[t]he election or removal of [Regent University’s] individual Trustees, and the selection of [Regent University’s]

Chairman of the Board of Trustees, shall be made by a majority vote of the Directors of The Christian Broadcasting Network, Inc.,” and “[n]o Trustee may be appointed to office who does not subscribe to the philosophy of the institution and its Statement of Faith.” Art. 3(c)–(d).

Second, Regent University’s Amended and Restated Articles of Incorporation “may be amended only by a two-thirds vote of the Trustees taken at a meeting called for that purpose, followed by the duly certified concurrence of a majority of the Board of Directors of The Christian Broadcasting Network, Inc.” Art. 7.

Third, Regent University’s real property “shall be used, kept, maintained, and disposed of with the advice and consent of the Board of Directors of The Christian Broadcasting Network, Inc.” Art. 3.

Fourth, Regent University’s Amended and Restated Bylaws, updated April 2014,⁴ confirm that “[a]ll vacancies on the Board of Trustees shall be filled by election of the Board of Directors of The Christian Broadcasting Network, Inc.” Art. 2, Sec. III. Regent University’s nominees to the Board of Trustees are ultimately “submitted to the Board of Directors of The Christian Broadcasting Network, Inc. for their consideration and election.” Art. 2, Sec. IV. “The Chairman shall be selected by the Board of Directors of The Christian Broadcasting Network, Inc. from among the Members of the Board of Trustees.” Art. 3, Sec. II. “The Chancellor is the principal liaison between The Christian Broadcasting Network, Inc. and Regent University.” Art. 3, Sec. IV. “The Chancellor’s primary responsibility, however, shall be to work with the President to *assure that the University faithfully adheres to the founding purposes delineated in the Articles of Incorporation.*” *Id.* (emphasis added). Trustees may only be removed “for cause,” with cause including “failure of the Trustee to subscribe to the Statement of Faith,” and “[t]he Board of Directors of The Christian Broadcasting Network, Inc. shall be required to concur with the decision of the Board of Trustees to remove a Trustee, pursuant to the Articles of Incorporation of the University.” Art. 6, Sec. VI.

Finally, CBN is undoubtedly a religious organization. Regent University was founded in 1977 as an educational project of evangelist Dr. M. G. “Pat” Robertson and CBN. The Regent *Student Handbook* explains the Christian religious nature of Regent University’s founding:

Dr. M. G. “Pat” Robertson, founder of the Christian Broadcasting Network, had an inspired vision of establishing a graduate-level institution (now also undergraduate-level) that would train mature men and women for the challenge of representing Christ in their professions. In 1977, that dream materialized when CBN University was incorporated as a nonprofit

⁴ This language has been in the Bylaws since the inception of the University.

educational institution in Virginia Beach, Virginia. In the fall of 1978, 77 students began classes in modest, rented facilities.

By October 1989, CBN University had grown from a College of Communication and the Arts (now known as the School of Communication & the Arts) to seven professional Schools with nearly 800 students. On January 1, 1990, in recognition of this growth, the Board of Trustees, with the blessing of the Christian Broadcasting Network, unanimously voted to change the name of CBN University to Regent University.

The Articles of Restatement of The Christian Broadcasting Network, Inc., adopted June 17, 1993, state that CBN “is organized as a non-profit religious corporation for the purpose of bringing glory to Almighty God.” Art. 2. Accordingly, “[t]he secondary purpose in light of this is the promulgation of the Gospel of Jesus Christ and the truths of the Holy Bible by whatever means possible, including, but not limited to the following, each of which shall be exclusively for religious purposes in furtherance thereof, and for no other purposes: . . . The conduct of education, including correspondence courses.” Art. 2; *id.* at (f).

Further establishing CBN’s religious nature, the Bylaws of The Christian Broadcasting Network, Inc., include a statement of faith that “shall be used as a guide for its policy. It is expected that all of the directors and officers will subscribe to this statement either orally or in writing.” Sec. 5. CBN’s statement of faith, based on seven doctrinal principles, is nearly identical to Regent University’s Statement of Faith, aside from a few minor stylistic changes.

Regent University’s relationship with CBN unequivocally demonstrates that Regent University is influenced by CBN, a religious organization, for purposes of the Title IX religious exemption. The Eleventh Circuit, for example, determined that the Eternal Word Television Network, Inc., “a non-profit worldwide Catholic media network,” had the right to assert sincerely held religious beliefs triggering judicial review under RFRA and the Free Exercise Clause. *See, e.g., Eternal Word Television Network, Inc. v. Sec’y of U.S. Dep’t of Health & Hum. Servs.*, 818 F.3d 1122, 1135 (11th Cir. 2016), *vacated on other grounds*, No. 1412696-CC, 2016 WL 11503064 (11th Cir. May 31, 2016), *modified sub nom. Eternal Word Television Network, Inc. v. Sec’y of the U.S. Dep’t of Health & Hum. Servs.*, No. 14-12696, 2016 WL 11504187 (11th Cir. Oct. 3, 2016). Like the Eternal World Television Network, CBN is a Christian media ministry with the purpose of bringing glory to God and providing a platform to preach the Gospel. CBN is undoubtedly a religious organization that influences Regent University’s Board of Trustees with respect to the Title IX religious exemption and further demonstrates that Regent University has a right to assert the Title IX religious exemption.

B. Regent University's trustees, officers, administrators, faculty, employees, and students must conduct themselves in accordance with Regent University's religious mission and beliefs.

Regent University is a religious organization exempt from Title IX because it "has a doctrinal statement or a statement of religious practices, along with a statement that members of the institution community must engage in the religious practices of, or espouse a personal belief in, the religion, its practices, or the doctrinal statement or statement of religious practices." 34 C.F.R. § 106.12(c)(4). The Articles of Incorporation, Bylaws, *Faculty and Academic Policy Handbook*, *Regent University Employee Handbook*, *Student Handbook*, and other documents, described below, demonstrate that Regent's community members are required to adhere to articulated religious beliefs.

1. Regent University's trustees, officers, administrators, faculty, and employees must adhere to Regent University's Statement of Faith.

Regent University broadly requires adherence to a doctrinal statement. As noted above, Regent University's Bylaws include Regent University's Statement of Faith "that all Trustees, Officers, Administrators and Faculty . . . subscribe to . . . in writing." Faculty must be members of the Christian faith. The *Faculty and Academic Policy Handbook* requires that, to be employed by Regent University, individuals must "affirm their agreement with Regent University's Statement of Faith and other Christian beliefs and shall not subscribe to or promote any religious beliefs inconsistent with these beliefs." 2.8.1.1. Other conditions of employment derive from this requirement. For example, all University employees are ministers. 2.7.3.3. All employees "shall at all times (both during working and nonworking hours) endeavor to conduct themselves in a manner that affirms Biblical standards of conduct in accordance with Regent University's Christian beliefs. Such conduct standards include Regent University's Standards of Personal Conduct." 2.8.1.2. All employees "shall be ready, willing and able to lead or contribute to distinctly Christian activities such as worship or prayer services." 2.8.1.3. Notice of the requirement to subscribe to Regent University's Statement of Faith and Mission Statement is publicly available on [Regent University's webpage](#). Additional notices of policies directly related to the Law School's religious purpose are included on the faculty and staff employment applications and are provided individually to faculty and staff before their affiliation with the Law School.

All employees, including part time employees and student workers, must adhere to Regent University's Statement of Faith. Employees must sign a verification of receipt and review the *Regent University Employee Handbook*, with the following acknowledgment: "I understand that I am expected to read, understand and adhere to the policies and procedures set forth in the [Employee Handbook](#)." Employees also sign a Statement of Faith & Personal Conduct, which states: "Regent University is a Christ-centered institution. The Board of

Trustees, along with the faculty and staff of the university, are committed to an evangelical interpretation and application of the Christian faith.”

This specific statement for employees requires that “employees are expected to understand and adhere to” Regent University’s Statement of Faith.⁵ Additionally, this statement notes that regular “church and chapel attendance and participation in the activities of the Regent [University] community and its founding organization are encouraged for students and expected for faculty and staff.” Finally, the Statement of Faith & Personal Conduct acknowledges: “Regent University fully accepts the teachings of the traditional Biblical view with regard to the goodness of our sexuality, the importance of chastity, and the place of heterosexual marriage as God’s intended context for complete sexual expression to occur (Gen. 2:21-24). Sexual misconduct that is prohibited includes disorderly conduct or lewd, indecent, or obscene conduct or expression, involvement with pornography, premarital sex, adultery, homosexual conduct or any other conduct that violates Biblical standards.”

2. Regent University’s students must affirm an understanding of Regent University’s religious mission and beliefs and act in accordance with them.

Students must affirm their understanding of Regent University’s religious mission and beliefs. The Regent University *Student Handbook*⁶ describes Regent University’s vision “[t]o be the most influential, Christian, transformational university in the world.” 2.2.1. Regent University’s mission is to “serve[] as a center of Christian thought and action to provide excellent education through a Biblical perspective and global context equipping Christian leaders to change the world.” 2.2.2. The *Student Handbook* also contains a statement on “Christian Community and Mission” that states, “[t]he Regent [University] Christian community is based on Regent[University’s] Christian beliefs, which include the Statement of Faith.” 2.3.1.1.

The *Student Handbook* explains the breadth of Regent University’s commitment to a religiously based educational community: “Regent[University’s] Christian community is represented by all of Regent[University’s] trustees, officers, employees and student or volunteer leaders, each of whom serves Regent[University’s] mission and is an integral part of the community.” 2.3.1.2. The *Student Handbook* provides that “[a]ll students must acknowledge that Regent [University] is a Christian community and must agree to receive

⁵ Regent University’s [Application for Employment](#) includes its Statement of Faith under a requirement stating “[a]ll employees are expected to understand and adhere to the following articles of belief.” The application also asks applicants to “[b]riefly state your Christian testimony.”

⁶ Unless otherwise stated, this letter quotes the edition of the *Student Handbook* believed to have been in effect around the time of the allegations, published August 14, 2020. The current *Student Handbook*, which is [available](#) on Regent University’s website, is effective January 10, 2022; all quoted or cited portions of the 2020 version remain the same in the current version.

an education in accordance with Regent[University's] mission, Statement of Faith, and community standards, including Christian standards of personal conduct." 2.3.3.3.

The *Student Handbook* specifically requires that "[a]ll students must abide by Biblical standards of personal conduct as set forth in the Student Handbook." 2.3.3.4. It explains that "[i]n response to current cultural and legal trends, Regent [University] has determined to articulate more specifically its Christian beliefs and associated community standards" regarding several areas of behavior. 2.3.4.2. These standards include:

Marriage. Regent [University] subscribes to the Christian belief that God has instituted marriage as a covenant relationship between one man and one woman. Regent [University] shall recognize only such marriages for all policies and programs in the Regent [University] Christian community.

Sexual Conduct. Regent University fully accepts the teachings of the traditional Biblical view with regard to the goodness of our sexuality, the importance of chastity, and the place of heterosexual marriage as God's intended context for complete sexual expression to occur (Gen. 2:21-24). Husbands and wives are called to exclusive sexual fidelity to one another and single persons are called to abstinence. Sexual misconduct that is prohibited includes disorderly conduct or lewd, indecent, or obscene conduct or expression, involvement with pornography, premarital sex, adultery, homosexual conduct or any other conduct that violates Biblical standards.

Student Handbook at 2.3.4.2.1–2. The *Student Handbook's* standard regarding sexual conduct is repeated in section 5 as part of an extensive code of behavior it refers to as the Standard of Personal Conduct. *Id.* at 5.2.15. The *Student Handbook* applies to all students, including undergraduate students and graduate students such as students in the Law School.

Indeed, applicants to Regent University's Law School, such as the Complainant, must sign the Community Life Statement, acknowledging "students' obligations and responsibilities" according to the *Student Handbook's* Standard of Personal Conduct, along with an agreement to "understand and be committed to receiving an education in accordance with" the Statement of Faith, among other requirements. The Community Life Statement further explains that "[b]y agreeing to follow the University Honor Code and Standard of Personal Conduct, students certify that they will submit themselves to the standards of the Regent University community throughout their time of enrollment." Accordingly, law students such as the Complainant agree to abide by the *Student Handbook's* Standard of Personal Conduct as a condition of enrollment.

C. Regent University requires its faculty and employees to be members of its faith and engage in its religious practices, according to its educational mission.

Regent University has the right to assert the Title IX religious exemption because it “requires its faculty, students, or employees to be members of, or otherwise engage in religious practices of, or espouse a personal belief in, the religion of the organization by which it claims to be controlled.” 34 C.F.R. § 106.12(c)(2). As discussed above, Regent University requires its faculty to sign the same Statement of Faith that its Trustees sign, and this Statement essentially requires all faculty to espouse a personal belief in Jesus Christ and engage in the religious practices of the Christian faith. Additionally, Regent University’s Board of Trustees unanimously adopted the [Statement of Christian Community and Mission](#) that Regent University requires its faculty and employees to abide by in serving as members of the Regent University community. This Statement of Christian Community and Mission specifically states that each employee “is to be anointed with oil and commissioned at a ceremony,” and “each employee is deemed a minister to [the] student body.” Accordingly, Regent University satisfies 34 C.F.R. § 106.12(c)(2) through its religious requirements for faculty and employees.

D. Regent University’s Board of Trustees approved its Vision & Mission, which includes the Statement of Faith, and its Statement of Christian Community and Mission.

Regent University has the right to assert the Title IX religious exemption because it “has a published institutional mission that is approved by the governing body of [the] educational institution and that includes, refers to, or is predicated upon religious tenets, beliefs, or teachings.” 34 C.F.R. § 106.12(c)(5). Regent University’s Board of Trustees unanimously adopted its [Vision and Mission](#) Statement, which includes the Statement of Faith, and its [Statement of Christian Community and Mission](#). Regent University’s Vision “is to be the most influential, Christian, transformational university in the world,” and its Mission is to serve “as a center of Christian thought and action to provide excellent education through a biblical perspective and global context equipping Christian leaders to change the world.” Similarly, its Statement of Christian Community and Mission applies to “Regent [University]’s trustees, officers, employees and students or volunteer leaders” and expressly provides that “Regent [University] subscribes to the Christian belief that all of its activities, including the duties of every Regent [University] representative, should express Regent[University’s] beliefs and be rendered in service to God as a form of worship.” This Statement of Christian Community and Mission also provides that “all Regent [University] activities further Regent[University’s] mission and are an exercise and an expression by Regent [University] and by each Regent [University] representative of Regent[University’s] Christian beliefs.” Regent University’s published institutional mission, namely the Vision and Mission Statement as well as the Statement of Christian Community and Mission, which its Board of Trustees unanimously adopted, sufficiently satisfy the

requirements in 34 C.F.R. § 106.12(c)(5) to establish that Regent University is an educational institution controlled by a religious organization.

III. Applying Title IX as argued in the Complaint “would not be consistent with the religious tenets” of Regent University.

The Complainant’s allegations conflict with Regent University’s free exercise of its religious tenets. As discussed above, Regent University holds its trustees, faculty, staff, and students to a standard of conduct consistent with its religious beliefs, and Regent University’s community members agree to abide by this standard of conduct. *See, e.g., Student Handbook* at 2.3.3 (“Regent [University] students should understand the applicable Christian community standards and must agree to certain commitments as community participants.”); 5.2.15 (according to the “Standard of Personal Conduct,” the “University Policies Regarding Student Conduct” include a religiously informed standard regarding “Sexual Conduct”).

The discrimination the Department alleges occurred relates to school officials explaining that Regent University and its academic community take seriously its teachings on “premarital sex,” whether heterosexual or homosexual, and Biblical values related to sex regardless of a student’s stated sexual orientation. Compl. ¶ 5. The Complaint appears to disagree with the following requirement in the *Student Handbook*: “Sexual misconduct that is prohibited includes disorderly conduct or lewd, indecent, or obscene conduct or expression, involvement with pornography, premarital sex, adultery, homosexual conduct, or any other conduct that violates Biblical standards.”⁷ *Id.*; *see Student Handbook* at 2.3.4.2.2, 5.2.15. The Complaint also presents it to be problematic that Regent University professors spoke about sexual conduct in accordance with their religious beliefs. Compl. ¶ 8. Although the Complaint is heavily redacted, the Complainant appears to allege that a discussion of sexual conduct constitutes harassment, even though the alleged discussion reflects Regent University’s religious beliefs, as articulated in the Statement of Faith and the *Student Handbook*. An undeniable conflict exists between the Complaint and Regent University’s religious values and governing standards.

The entirety of the remedy the Complaint seeks is redacted, but the Complaint’s clear implication is that Regent University must change its religious beliefs or its teachings and behaviors in accordance with its religious beliefs in a way inconsistent with those religious beliefs and tenets to comply with Title IX. The heart of the Complaint appears to be challenging Regent University’s religious tenets and those of its religious faculty and community. Compl. ¶ 11. Even assuming that Title IX would otherwise impose a requirement of nondiscrimination based on sexual orientation, Regent University clearly

⁷ To the extent the unredacted Complaint contains any additional alleged discriminatory acts, Regent University has not been provided any notice nor any meaningful opportunity to respond.

may assert the Title IX religious exemption with respect to its religious beliefs about sexual conduct irrespective of a student's sexual orientation.⁸ Accordingly, Regent University asserts its Title IX religious exemption with respect to its religious beliefs about sexual conduct, including but not limited to homosexual conduct, adherence to the standards in the *Student Handbook* regarding sexual conduct, the ability and freedom of its faculty and employees to discuss sexual conduct from a Biblical perspective, and the right to be exempt from complaints that directly challenge and seek to change Regent University's religious beliefs about sexual conduct.

IV. Regent University remains free under the U.S. Constitution and RFRA to practice its religious beliefs without government interference or entanglement.

Independent of the Title IX statutory exemption, the U.S. Constitution and RFRA protect Regent University's sincere religious conduct that the Complaint attempts to challenge. The Complaint self-evidently conflicts with Regent University's long-standing and clearly articulated religious beliefs. Under Title IX itself, and the Department's implementing regulations and guidance, it is unmistakably clear that this Complaint should be dismissed. But proceeding further would not just conflict with OCR's statutory and regulatory mandates; it would violate Regent University's fundamental right to religious liberty.

OCR has acknowledged that it "will not interpret any statute or regulation to require impinging upon rights protected under the First Amendment or require recipients to encroach upon the exercise of such rights," including Regent University's free exercise rights. CPM § 109. Additionally, OCR expressly stated that RFRA "applies to all laws governing ED programs, including but not limited to nondiscrimination laws such as Title IX of the Education Amendments of 1972" and "applies to all actions by ED, including rulemaking, adjudication, or other enforcement actions and grant or contract distribution and administration." U.S. Dep't of Educ., Office of the General Counsel, Notice, Guidance Regarding Department of Education Grants and Executive Order 13798, 85 Fed. Reg.

⁸ Neither the redacted Complaint nor OCR's letter identifies any provision or specific requirement under Title IX that Regent University is alleged to have violated. Nonetheless, Regent University would be exempt from any Title IX requirements related to sexual orientation to the extent that those requirements conflict with Regent University's teachings. Accordingly, Regent University's exemption would apply to requirements in 34 C.F.R. § 106.2122 (admission), 34 C.F.R. § 106.23 (student recruitment), 34 C.F.R. § 106.31 (education programs or activities), 34 C.F.R. § 106.32 (housing), 34 C.F.R. § 106.33 (comparable facilities), 34 C.F.R. § 106.34 (access to classes and schools), 34 C.F.R. § 106.36 (counseling), 34 C.F.R. § 106.37 (financial assistance), 34 C.F.R. § 106.38 (employment assistance to students), 34 C.F.R. § 106.39 (health and insurance benefits and services), 34 C.F.R. § 106.40 (marital or parental status), 34 C.F.R. § 106.41 (athletics), 34 C.F.R. § 106.42 (textbooks and curricular material), 34 C.F.R. § 106.43 (measuring skills or progress in physical education classes), and 34 C.F.R. § 106.51-61 (employment).

61,736, 61,783 (Sept. 30, 2020) (hereinafter “Notice re: Grants”). Accordingly, the First Amendment and RFRA also require OCR to dismiss this Complaint.

No law may require Regent University to “renounce its religious character in order to participate” in higher education. *Trinity Lutheran Church of Columbia, Inc. v. Comer*, 137 S. Ct. 2012, 2024 (2017). Our Nation enjoys a proud history of religious education that has included governmental support. See *Espinoza v. Montana Dep’t of Revenue*, 140 S. Ct. 2246, 2258 (2020). A critical matter for people of any faith—and thus for the constitutional guarantee of free exercise—is the ability to “preserve and transmit their teachings from one generation to the next.” Michael W. McConnell, *Academic Freedom in Religious Colleges and Universities*, 53 L. & CONTEMP. PROBS. 303, 316 (1990); see also Douglas Laycock & Susan E. Waelbroek, *Academic Freedom and the Free Exercise of Religion*, 66 TEX. L. REV. 1455, 1466 (1988) (“To build and run a religious university is an exercise of religion.”). Regent University is proud to be a part of that tradition.

Applying Title IX to Regent University in a manner that conflicts with its religious tenets would “impose[] a penalty on the free exercise of religion that must be subjected to the ‘most rigorous’ scrutiny.” *Trinity Lutheran*, 137 S. Ct. at 2024 (quoting *Church of the Lukumi Babalu Aye, Inc. v. City of Hialeah*, 508 U.S. 520, 546 (1993)). Among other things, it would interfere with Regent University’s “internal governance,” its “control over the selection of those who will personify its beliefs,” and its “right to shape its own faith and mission” through rules based on both faith and conduct. *Hosanna-Tabor Evangelical Lutheran Church & Sch. v. E.E.O.C.*, 565 U.S. 171, 188 (2012). It would also create an “excessive governmental entanglement in the affairs of the church-operated schools.” *N.L.R.B. v. Catholic Bishop of Chicago*, 440 U.S. 490, 501 (1979). And to the extent the Complaint would compel Regent to espouse views about homosexuality that conflicts with its own beliefs, it would equally run afoul of the First Amendment’s Speech Clause. Cf. *Agency for Int’l Development v. Alliance for Open Soc’y*, 133 S. Ct. 2321 (2013).

Further proceedings on the Complaint would not involve application of a neutral law of general applicability under *Employment Division v. Smith*, 494 U.S. 872 (1990). The existence of a statutory exemption for *some* religious institutions and practices would necessarily subject the Department to strict scrutiny in denying an exemption to *others*. See *Fulton v. City of Philadelphia*, 141 S. Ct. 1868, 1878 (2021). For example, if the Department were to recognize a religious exemption for a Catholic university, controlled by a hierarchical religious organization outside the university, it should likewise apply the exemption to religious educational institutions with a different structure such as a congregational structure. To do otherwise would discriminate among and between religious organizations merely because of their religious beliefs about church structure. Indeed, the Department states it:

recognizes that religious organizations are organized in widely different ways that reflect their respective theologies. Some educational institutions are controlled by a board of trustees that includes ecclesiastical leaders from a particular religion or religious organization who have ultimate decision-making authority for the educational institutions. Other educational institutions are effectively controlled by religious organizations that have a non-hierarchical structure, such as a congregational structure. The Department does not discriminate against educational institutions that are controlled by religious organizations with different types of structures. Indeed, the Department has long recognized exemptions for educational institutions that are controlled by religious organizations with hierarchical and non-hierarchical structures.

U.S. Dep't of Educ., Office of Postsecondary Education, Notice of Proposed Rulemaking, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards, Direct Grant Programs, State-Administered Formula Grant Programs, Developing Hispanic-Serving Institutions Program, and Strengthening Institutions Program, 85 Fed. Reg. 3,190, 3,206-07 (Jan. 17, 2020).

At any rate, RFRA would subject further proceedings to strict scrutiny even if the Constitution did not. *See* 42 U.S.C. § 2000bb. Eradicating religious conduct codes in private religious schools can hardly be considered a compelling governmental interest—particularly when in Title IX, Congress has adopted the opposite view that such institutions should preserve their religious autonomy. RFRA protects the rights of religious institutions and entities, just as much as the rights of religious individuals. *See, e.g., Burwell v. Hobby Lobby Stores, Inc.*, 134 S. Ct. 2751 (2014). And OCR itself has acknowledged that RFRA applies to Title IX and to its enforcement actions under the Act. Notice re: Grants, 85 Fed. Reg. at 61,783.

V. Regent University treated the Complainant with compassion, consistent with its sincere religious beliefs.

Regardless of any legal obligations, Regent University, consistent with its Statement of Faith, respected the Complainant and treated her with compassion throughout her time as a Regent University student. Regent University faculty and administrators met with the Complainant several times regarding events that are likely related to the Complaint's allegations. Regent University's faculty and administrative staff took the Complainant's concerns seriously, engaged in good faith discussions based on the Regent University community's shared religious principles, provided straightforward responses, and appropriately addressed her requests. Regent University faculty and administration acted in a kind manner throughout their conversations with the Complainant, speaking with her

about their sincerely held religious beliefs, and providing an agreeable path for her to successfully graduate from the Law School with a J.D. degree.

For all these reasons, and consistent with applicable laws and regulations, Regent University urges the Office to dismiss the Complaint under CPM §§ 106, 108(a), 108(b), 108(f), or 109, or otherwise to resolve this matter in Regent University's favor without further investigation.

* * * * *

We have submitted to the Department a letter seeking confidential treatment under FOIA of this letter and submission to the Department. A copy of that letter is enclosed. This letter and any document marked "Confidential" in connection with this Complaint remain the property of Regent University and are provided to you in connection with OCR's inquiry in this matter. If any of the documents are found to be "agency records" within the meaning of the Freedom of Information Act, 5 U.S.C. § 552, as amended (FOIA), and the applicable regulations of the Department, 34 C.F.R. § 5.2(e)(2), we request confidential treatment for such materials pursuant to FOIA and the applicable regulations. If any person (including any government employee who is not an employee of the Department) should request an opportunity to inspect or copy any or all of the documents marked "Confidential," we request that Regent University, by communication with Louis A. Isakoff, Senior Vice President and General Counsel, 977 Centerville Turnpike, SHB 202, Virginia Beach, Virginia 23463, (757) 226-2794, isakoff@regent.edu, (i) be promptly notified of such request; (ii) be furnished with a copy of all written materials pertaining to such request (including, but not limited to, the request itself and any Department determination with respect to any such request); and (iii) be given sufficient advance notice of any intended release of the Confidential documents so that Regent University, if it deems necessary or appropriate, may pursue any remedies available, including but not limited to objecting to the request.

Sincerely,



M.G. Robertson, Chancellor
Regent University

Enclosures: The Articles of Restatement of The Christian Broadcasting Network, Inc.,
updated July 1, 1993
Bylaws of The Christian Broadcasting Network, Inc.
Regent University's Amended and Restated Articles of Incorporation,
updated May 15 2014
Regent University's Amended and Restated Bylaws, updated April 2014
FOIA Confidential Treatment Request Letter, dated July 8, 2022

cc: Abony Alexander, Attorney, U.S. Department of Education, Office for Civil Rights
Louis A. Isakoff, Senior Vice President and General Counsel

Office for Civil Rights
December 7, 2022
Case No. 11-21-2233
Page 18.

CONFIDENTIAL

Bcc: Bill Hathaway, Ph.D., Executive Vice President for Academic Affairs
Joseph Umidi, Ph.D., Executive Vice President for Student Life

ARTICLES OF RESTATEMENT
OF
THE ARTICLES OF INCORPORATION
OF
THE CHRISTIAN BROADCASTING NETWORK, INC.

ONE

The name of the corporation is *The Christian Broadcasting Network, Inc.*

TWO

The text of the Articles of Restatement of The Christian Broadcasting Network, Inc. are attached hereto and incorporated herein as Exhibit I.

THREE

The foregoing Articles of Restatement were adopted on June 17, 1993 by a unanimous vote of all Directors in office.

FOUR

The foregoing Articles of Restatement contain an amendment to the Articles of Incorporation which does not require member approval. There are no members of the Corporation.

The undersigned Assistant Secretary declares that the facts herein stated are true as of July 1, 1993.

The Christian Broadcasting Network, Inc.

By: Barbara A. Johnson
Barbara A. Johnson, Assistant Secretary

STATE OF VIRGINIA
CITY OF VIRGINIA BEACH

The foregoing instrument was acknowledged before me this 1st day of July 1993, by Barbara A. Johnson, Assistant Secretary of The Christian Broadcasting Network, Inc., a Virginia non-stock corporation, on behalf of the corporation.

Beverly Milner
Notary Public

My commission expires: 6-30-97

EXHIBIT I

ARTICLES OF RESTATEMENT OF THE CHRISTIAN BROADCASTING NETWORK, INC.

ARTICLE 1

The name of the corporation is The Christian Broadcasting Network, Inc.

ARTICLE 2

Purposes

The corporation is organized as a non-profit religious corporation for the purpose of bringing glory to Almighty God. The secondary purpose in light of this is the promulgation of the Gospel of Jesus Christ and the truths of the Holy Bible by whatever means possible, including, but not limited to the following, each of which shall be exclusively for religious purposes in furtherance thereof, and for no other purposes:

- (a) The ownership and operation of one or more radio or television stations which would feature religious truth.
- (b) The ownership and operation of one or more printing plants or publishing houses for the publication of religious literature.
- (c) The production and distribution of religious and educational programs on films, tapes, slides, or other audio or visual devices suitable for projection and broadcasting.
- (d) The financial support of individuals or organizations engaged in religious work outside of the continental limits of the United States of America.
- (e) The donation of money and supplies for the relief of human need and suffering in all parts of the world, including the United States of America.
- (f) The conduct of education, including correspondence courses.
- (g) The encouragement by every means, including the donation of money and equipment, of radio and television broadcasting which conveys religious truth.

It shall also be a permitted purpose of the corporation to carry on such other educational, religious, charitable and other activities as may be permissible for a corporation that is tax-exempt pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended. Such activities shall include, but shall not be limited to, the conduct of a grants and charitable gift annuities program. In fulfilling and achieving its purposes, the corporation shall not engage, except to an insubstantial extent, in any activity or course of action which is not deemed educational, religious, or charitable under the applicable Sections of the Internal Revenue Code, as amended, dealing with tax-exempt foundations and charitable institutions.

ARTICLE 3

Limitation

(a) The corporation is empowered to finance its operations through all lawful means. However, it is forbidden to engage except to an insubstantial extent of its activities, in any activity which is not within the purview of Section 501(c)(3) of the Internal Revenue Code of 1954.

(b) None of the income of the corporation, except payments of reasonable salaries, shall inure to the benefit of any private shareholder or individual.

(c) The corporation shall not become or function as a church or religious denomination in derogation of Section 59 of the Constitution of Virginia.

ARTICLE 4

Dissolution

In the event of the dissolution of the corporation, all of the assets remaining after the full discharge of any indebtedness shall be distributed at the discretion of the directors to such organization or organizations as are then engaged in broadcasting religious truth, and which are organized and operated for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE 5

Membership

The corporation is to have no members.

ARTICLE 6

Directors

The number of directors shall be from time to time fixed by the By-Laws, and vacancies in such numbers are to be filled by the remaining directors. The entire voting power shall be vested in the directors, who may take any lawful action by or on behalf of the corporation which might be taken by members having such voting power or by stockholders and directors under any provision of the law of Virginia. The Board of Directors may, by resolution passed by a majority of the whole Board, designate not less than two (2) nor more than five (5) of their number to constitute an Executive Committee who shall have and exercise the power of the Board of Directors in the management of the business and affairs of the corporation during the interval between Board meetings to the extent permitted by law. Directors shall be elected by the Board for a term of three (3) years and shall be eligible for reelection.

ARTICLE 7

Limitation of Liability of Officers and Directors

In accordance with the provision of Section 13.1-870.1 of the Code of Virginia, in any proceeding brought by or in the right of the corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence or course of conduct, whether heretofore or hereafter occurring, shall not exceed One Thousand Dollars (\$1,000.00).

ARTICLE 8

Indemnification

The corporation shall indemnify and also advance all reasonable expenses incurred by any director, officer, employee or agent of the corporation against any liability or expense incurred or to be incurred by him arising from the performance or failure to perform the duties of such position, whether heretofore or hereafter occurring, with respect to proceedings brought by third parties or proceedings brought by or in the right of the corporation. This requirement for the advance for reasonable expenses and indemnification by the corporation shall be to the fullest extent permitted by the statutory or common law of the Commonwealth of Virginia as the same may now exist or hereafter be established.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

July 12, 1993

The State Corporation Commission has found the accompanying
articles submitted on behalf of

THE CHRISTIAN BROADCASTING NETWORK, INC.

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of amendment in
the Office of the Clerk of the Commission, effective July 12, 1993
at 12:48 PM.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

AMENACPT
CIS20436
93-07-07-0076

BYLAWS
OF
THE CHRISTIAN BROADCASTING NETWORK, INC.

1. DIRECTORS

- a. The directors shall meet at least two times per annum at such times and places as shall be determined by them. Other meetings may be called by the President of the corporation or by any two or more of the directors. The provisions of Section 13.1-865 of the Virginia Code shall apply to action taken without a meeting.
- b. The corporation secretary shall give notice in writing to each of the directors at least seven days before each of the periodically scheduled meetings. At least three days notice shall be given in the case of special meetings.
- c. The number of directors of the corporation shall be not less than three nor more than twelve, with the specific number thereof as designated by resolution of the Board of Directors.
- d. Each of the directors of the corporation shall hold office until his successor shall have been duly qualified or until he shall resign or shall have been removed from office.
- e. The Board of Directors shall have the following powers:
 1. The direction of policy of the corporation.
 2. The election of directors and key officers.
 3. The authorization of any long term borrowing.
 4. The approval of the annual capital and operating budgets and substantial amendments thereto.
 5. The management of corporate assets in the event of dissolution.
- f. For a quorum to exist at a meeting of the Board of Directors, a majority of the number of directors in office must be present.
- g. Any or all of the directors may participate in a regular or special meeting of the Board of Directors or a committee of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear each other simultaneously, and such participation shall constitute presence in person at the meeting.
- h. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the directors may be paid for their expenses, if any, of attendance at each meeting of the Board

of Directors, and may be paid a fixed sum for attendance at each such meeting, in an amount to be determined by the Board of Directors from time to time. Any director who is a member of a special executive committee or similar smaller committee appointed by the Board of Directors may be paid his or her expenses, if any, of attendance at each meeting of such committee, and may be paid a fixed sum for attendance at each such meeting, in an amount to be determined by the Board of Directors from time to time. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

2. OFFICERS

a. There shall be three principal officers of the corporation: the President, the Treasurer, and the Secretary. In addition, the Board of Directors may authorize as many vice presidents as would be necessary to the conduct of corporate affairs, and such other officers having such duties and powers as the Board of Directors may designate and establish from time to time.

b. The officers of the corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or hereafter provided or as from time to time shall be conferred by the Board of Directors.

c. The Chairman of the Board shall be the Chief Executive Officer of the corporation with all rights and powers incident to that position, and shall be responsible for the general management of the corporation, and shall see that the policies of the corporation are carried out. He shall also have such powers and duties as may be prescribed or assigned by the Board of Directors from time to time.

d. The President shall be the Chief Operating Officer of the corporation with all the rights and powers incident to that position and shall conduct the day to day affairs and business of the corporation. He may sign and execute in the name of the corporation deeds, mortgages, leases, bond, contracts and all other instruments except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer, or shall be required by law otherwise to be signed or executed. In addition, he shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him by the Board of Directors.

e. The Treasurer shall take charge of the funds of the corporation. He shall keep a record of the financial activities of the corporation, and shall make periodic reports to the President and the Board of Directors. He shall make such disbursements of the corporation's funds as are directed by the President or the Board of Directors. Unless a separate individual is appointed Treasurer by the Board of Directors, the Vice President, Chief Financial Officer of the corporation, by virtue of his appointment as such, shall also serve as, and hold the office of, Treasurer. In the absence of a Vice President, Chief Financial Officer, the office of Treasurer shall be carried out by such other individual as may be designated by the President from time to time.

f. The Secretary shall keep the books and records of the corporation. He shall keep a faithful record of the minutes of the meetings of the Board of Directors. He shall file such

papers as shall be required by local, state, or federal authority and shall in general perform all duties incident to the office of Secretary, and such other duties as from time to time may be assigned by the Board of Directors. The Secretary or any Assistant Secretary shall be authorized to authenticate records of the Corporation.

g. Vice Presidents shall perform such duties as may be prescribed or assigned to them by the Board of Directors, the Chairman or the President. They may sign and execute in the name of the corporation contracts, and other documents and instruments pertaining to their respective area of responsibility, and such other documents and writings as may also be authorized by the Board of Directors or these Bylaws or incident to the office of Vice President.

h. The officers of the corporation shall be appointed by the Board of Directors for a term of three years. At the end of such period they shall be eligible to succeed themselves.

i. The officers of the corporation shall receive such compensation, as the directors of the corporation shall determine.

3. VIRGINIA LAW

It is understood that these Bylaws are made under the Code of Virginia in effect from time to time, and this Code shall be controlling in those affairs of the corporation upon which these Bylaws are silent.

4. AMENDMENT OF THE BYLAWS

The Bylaws may be amended by a majority vote of the Board of Directors at any regular or special meeting.

5. STATEMENT OF FAITH

The statement of faith of the corporation shall be used as a guide for its policy. It is expected that all of the directors and officers will subscribe to this statement either orally or in writing.

a. We believe that the Holy Bible is the inspired, infallible, and authoritative source of Christian doctrine and precept.

b. We believe that there is one God, eternally existent in three persons: Father, Son, and Holy Spirit.

c. We believe that man was created in the image of God, but as a result of sin is lost and powerless to save himself.

d. We believe that the only hope for man is to believe on Jesus Christ, the virgin-born Son of God, Who died to take upon Himself the punishment for the sin of mankind, and Who rose from the dead so that by receiving Him as Savior and Lord, man is redeemed by His blood.

e. We believe that Jesus Christ in person will return to earth in power and glory.

f. We believe that the Holy Spirit indwells those who have received Christ for the purpose of enabling them to live righteous and godly lives.

g. We believe that the Church is the Body of Christ and is composed of all those who through belief in Christ have been spiritually regenerated by the indwelling Holy Spirit. The mission of the church is worldwide evangelization on the one hand and the nurture and discipline of Christians on the other.

6. ADVISORY COMMITTEES

From time to time as the Board of Directors sees fit it may appoint Advisory Committees in locations in which the corporation is operating. The nature, term, and function of these advisory committees shall be at the discretion of the Board of Directors.

7. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS.

The corporation shall indemnify and advance expenses to any officer, director, employee, or agent of the corporation against any liability or expense incurred or to be incurred by him arising from the performance or failure to perform the duties of such position, to the fullest extent allowable in any situation in which indemnity is permitted or mandated by the common or statutory law of the Commonwealth of Virginia as the same may now exist or be hereafter established; provided that such officer, director, employee, or agent meets the qualifications for indemnity set forth in such statutory or common law. Such indemnity or the advancement of expenses shall be made according to the applicable procedures set forth in the statutes of the Commonwealth of Virginia as the same may now exist or be hereafter amended.

**AMENDMENT NO. 1
TO THE RESTATED BYLAWS
OF
THE CHRISTIAN BROADCASTING NETWORK, INC.**

The following amendment to the restated Bylaws of The Christian Broadcasting Network, Inc., was duly adopted effective December 1, 2007:

RESOLVED, that Sections 2.c and 2.d of the Bylaws of the Corporation be, and the same hereby are, amended by the deletion thereof, and the substitution therefore of the following:

c. (i) The Chairman of the Board shall preside over all meetings of the Board of Directors, and shall have such other rights, powers, and duties as may be prescribed or assigned by the Board of Directors from time to time. The Chairman shall report directly to the Board of Directors.

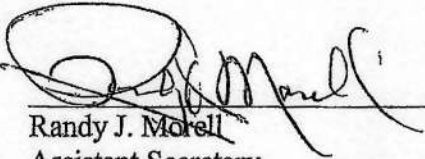
(ii) The Vice Chairman shall preside over all meetings of the Board of Directors, and shall otherwise exercise all rights and powers, and fulfill all duties of, the Chairman in the absence or inability of the Chairman to act. He shall also have such other rights, powers and duties as may be prescribed or assigned by the Board of Directors from time to time.

(iii) The Chief Executive Officer shall be responsible for the general management of the corporation, and shall see that the policies of the corporation are carried out, and shall have all other rights, powers, and duties as are incident to that position. He may sign and execute in the name of the corporation deeds, mortgages, leases, bonds, contracts and all other instruments and agreements except in cases where the signing and execution thereof shall be expressly limited by the Board of Directors or these Bylaws to some other officer, or shall be required by law otherwise to be signed or executed. In addition, he shall have such other rights, powers and duties as may be prescribed or assigned by the Board of Directors from time to time. The Chief Executive Officer shall report directly to the Chairman of the Board. If the offices of Chairman of the Board and Chief Executive Officer are held by the same individual, the Chief Executive Officer shall report directly to the Board of Directors.

(iv) The President shall be the Chief Operating Officer of the corporation with all the rights, powers and duties incident to that position, and shall conduct the day to day affairs and business of the corporation. He may sign and execute in the name of the corporation deeds, mortgages, leases, bonds, contracts and all other instruments and agreements except in cases where the signing and execution thereof shall be expressly limited by the Board of Directors or these Bylaws to some other officer, or shall be required by law otherwise to be signed or executed. In addition, he shall have such other rights, powers, and duties as may be prescribed or assigned to him by the Board of Directors from time to time. The President shall report directly to the Chief Executive Officer.

d. In the event the Chairman of the Board should at any time hereafter resign, die, or otherwise be removed from office, then and thereupon, the Vice Chairman by virtue thereof shall immediately succeed to the office of Chairman of the Board without need for further action by the Board of Directors, whereupon the office of Vice Chairman shall be vacated.

I hereby certify that the foregoing amendment to the Bylaws is a complete and accurate copy thereof as duly adopted by the Board of Directors of The Christian Broadcasting Network, Inc. effective December 1, 2007.



Randy J. Morell
Assistant Secretary

**AMENDMENT NO. 2
TO THE RESTATED AND AMENDED BYLAWS
OF
THE CHRISTIAN BROADCASTING NETWORK, INC.**

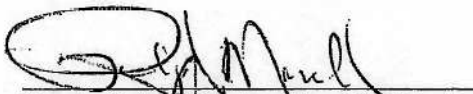
The following amendment to the Restated and Amended Bylaws of The Christian Broadcasting Network, Inc. was duly adopted effective October 18, 2019:

RESOLVED, that Sections 1.a and 1.b of the Bylaws of the Corporation be, and the same hereby are, amended in their entirety by the deletion thereof, and the substitution therefore of the following:

a. The directors shall meet at least two times per annum at such times and places as they shall determine by resolution ("regular meetings"). Other meetings of the Board of Directors not set by prior resolution ("special meetings") may be called by the Chairman of the Board, the Chief Executive Officer, or by any two or more of the directors. The provisions of Section 13.1-865 of the Virginia Code shall apply to actions taken without a meeting.

b. Except as provided hereafter regarding oral notice, the Secretary or any Assistant Secretary of the corporation shall give notice in writing or electronically to each of the directors at least one day before each special meeting of the board. No such notice shall be required for a regular meeting. Notice for a special meeting may be provided to a director in physical form by hand delivery, or may be provided by mail, regular or certified, or by overnight delivery or other courier service, to either the director's residence or business address (if provided by the director), or any other address consented to by them in writing. In addition, any such notice may be electronically transmitted to a director in any manner consented to by them in writing, which consent to electronic service may be revoked by written or electronic notice given to the Secretary or any Assistant Secretary of the Corporation. Any notice given pursuant to this Section shall be deemed delivered, and otherwise governed, as provided in Section 13.1-810 of the Virginia Code. Notwithstanding the foregoing, notice of any special meeting may also be given orally to a director either face to face or by telephone at least one day prior to the time and date of such meeting provided that any director notified by telephone shall personally receive such telephone call from the Secretary or any Assistant Secretary of the corporation. No notice of a special meeting shall be required to state the purpose of such meeting.

I hereby certify that the foregoing amendment to the Bylaws is a complete and accurate copy thereof as duly adopted by the Board of Directors of The Christian Broadcasting Network, Inc. effective October 18, 2019.


Randy J. Morell, Assistant Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
REGENT UNIVERSITY

We, the undersigned, hereby associate to form a non-stock corporation under the provisions of Title 13.1 of the Code of Virginia, and to that end set forth the following:

ARTICLE 1

The name of the Corporation is Regent University.

ARTICLE 2

The Corporation shall exist for the purpose of bringing glory to God and His Son Jesus Christ by providing an institution or institutions of learning in which those who are mature in the knowledge of God and His ways can assist and guide, in a spirit of free inquiry and scholarly excellence, those who would learn of Him, His ways, and His creation, while together they study ways to glorify God and better their world.

Guided by this overriding purpose and philosophy, the Corporation shall provide and maintain schools or colleges devoted to the study of communications, theology, government, music and drama, business and finance, law, education and other appropriate fields of spiritual, professional, and intellectual inquiry, and shall grant upon satisfactory completion of prescribed courses of study such undergraduate or graduate degrees, certificates, or diplomas as are appropriate to the level of instruction offered, as well as honorary degrees to persons distinguished for learning, ability, and character in their respective vocations.

The Corporation shall have all other powers granted to corporations similarly situated under the laws of the State of Virginia except as stated below.

ARTICLE 3

In fulfilling its stated purposes, the Corporation shall not engage, except to an insubstantial extent of its activities, in any course of action which is not deemed educational, religious, or charitable under the applicable sections of the Internal Revenue Code dealing with tax exempt foundations and educational institutions.

Provided also that all real property acquired by the Corporation through purchase or otherwise on the main campus of the Corporation in Virginia Beach, Virginia shall be used, kept, maintained and disposed of with the advice and consent of the Board of Directors of The Christian Broadcasting Network, Inc.

ARTICLE 4

In the event of the dissolution of the Corporation, all assets remaining after the payment of all lawful debts will be distributed to The Christian Broadcasting Network, Inc., a public foundation, exempt under Section 501 (c) (3) of the Internal Revenue Code. However, if the named recipient is not then in existence or no longer a qualified distribute, or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE 5

The Corporation is to have no members.

ARTICLE 6

The entire voting power except as provided in these articles shall be vested in the Board of Trustees. The Trustees may by resolution passed by a majority of the whole Board of Trustees designate not less than two nor more than five of their number to constitute an Executive Committee who shall have and exercise the power of the Board of Trustees in the management of the business and affairs of the Corporation during the interim between board meetings to the extent permitted by law. Qualifications, election, and term of office of the Trustees shall be as follows:

(a) The initial Board of Trustees shall be three in number and they by appropriate by-laws shall provide for such other members as the Trustees from time to time deem appropriate.

The names and addresses of the initial Trustees are as follows:

M. G. Robertson
A. E. Robertson
S. Tucker Yates

P.O. Box 6322, Portsmouth, VA
P.O. Box 6322, Portsmouth, VA
P.O. Box 100, Asheboro, NC

(b) The initial Board of Trustees shall serve for one year. As soon as the Board is reconstituted, the term of the Trustees shall be as follows:

One fourth shall be elected for one year;
 One fourth shall be elected for two years;
 One fourth shall be elected for three years;
 One fourth shall be elected for four years.

Thereafter all Trustees shall be elected for a four year term.

(c) The election or removal of individual Trustees, and the selection of the Chairman of the Board of Trustees, shall be made by a majority vote of the Directors of The Christian Broadcasting Network, Inc.

(d) No Trustee may be appointed to office who does not subscribe to the philosophy of the institution and its Statement of Faith.

(e) Any member of the Board of Trustees may be removed for cause at a meeting called for that purpose and by two-thirds vote of the members present (excluding the member in question) in accordance with the procedures in the Bylaws, and with concurrence according to Article 6 (c).

ARTICLE 7

These articles may be amended only by a two-thirds vote of the Trustees taken at a meeting called for that purpose, followed by the duly certified concurrence of a majority of the Board of Directors of The Christian Broadcasting Network, Inc.

ARTICLE 8

This Corporation is organized and shall be operated not for profit. It shall have no capital stock and in the carrying out of its purposes no part of the net income or principal except for the payment of reasonable salaries and expenses shall inure to the benefit of any private individual.

ARTICLE 9

The address of the registered office is 977 Centerville Turnpike, SHB 202, Virginia Beach, VA 23463. The registered agent is Louis A. Isakoff who is member of the Virginia State Bar and a resident of the Commonwealth of Virginia and Attorney for the Corporation and whose business office is 977 Centerville Turnpike, SHB 202, Virginia Beach, Virginia 23463.

ARTICLE 10

The duration of this Corporation is perpetual.

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ARTICLE 11

In accordance with the provision of Section 13.1-870.1 of the Code of Virginia, in any proceeding brought by or in the right of the Corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence or course of conduct, whether heretofore or hereafter occurring, shall not exceed one thousand dollars (\$1,000.00)

ARTICLE 12

To the fullest extent permitted by law, including without limitations Section 13.1-883(B) of the Code of Virginia, the Corporation shall indemnify, defend and hold harmless (and may contract in advance to do so) any individual who is, was, or is threatened to be made, a party to a proceeding (regardless of whether the proceeding is by or in the right of the Corporation) arising out of or resulting from (a) such individual's service in the position or capacity of a director, officer, employee or agent of the Corporation, (b) while serving as a director, officer or employee of the Corporation, such individual's service (at the request of the Corporation) in the position or capacity of a director, officer, manager, member, partner, trustee, employee or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, employee benefit plan or other entity (a "Legal Entity") or (c) such individual's acts or omissions to act in any such position or capacity described above, whether heretofore or hereafter occurring. In addition unless a determination has been made that indemnification is not permissible under applicable law: (i) to the fullest extent permitted by law, the Corporation shall advance funds to pay for or reimburse the reasonable expenses incurred by any such indemnitee described above in connection with the relevant proceeding and (ii) such expenses incurred by the indemnitee shall be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding, provided that the indemnitee furnishes to the Corporation (A) a signed written statement of such indemnitee's good faith belief that such indemnitee has met the standard of conduct required for indemnification and (B) a signed written undertaking, executed personally by such indemnitee, to repay any funds advanced if such indemnitee is ultimately determined not to have met the relevant standard of conduct.

For purposes of this Article 12, the Board of Trustees may, by resolution, approve a procedure or alternative procedures by which a director, officer or employee of the Corporation may be designated and conclusively deemed to be serving in the position or capacity of a director, officer, manager, member, partner, trustee, employee or agent of a Legal Entity at the

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request of the Corporation; provided however, no such procedure or procedures shall be the exclusive means by which such an individual may establish that he or she has served in such a position or capacity at the request of the Corporation.

Terms defined in Section 13.1-875 of the Code of Virginia shall have the same respective meanings in this Article 12.

Executed this 15th day of May, 2014 by its Secretary.

By: Carol Dixon


(Assistant Secretary)

April 2014

AMENDED AND RESTATED BYLAWS

Of

REGENT UNIVERSITY

Statement of Faith

The Statement of Faith of the Regent University shall be used as a guide for its policy. It is expected that all Trustees, Officers, Administrators and Faculty will subscribe to this statement in writing.

- a. We believe that the Holy Bible is the inspired, infallible, and authoritative source of Christian doctrine and precept.
- b. We believe that there is one God, eternally existent in three persons: Father, Son, and Holy Spirit.
- c. We believe that man was created in the image of God, but as a result of sin is lost and powerless to save himself.
- d. We believe that the only hope for man is to believe on Jesus Christ, the virgin-born Son of God, who died to take upon Himself the punishment for the sin of mankind, and who rose from the dead so that by receiving Him as Savior and Lord, man is redeemed by His blood.
- e. We believe that Jesus Christ in person will return to earth in power and glory.
- f. We believe that the Holy Spirit indwells those who have received Christ for the purpose of enabling them to live righteous and godly lives.
- g. We believe that the Church is the Body of Christ and is composed of all those who through belief in Christ have been spiritually regenerated by the indwelling Holy Spirit. The mission of the church is worldwide evangelization on the one hand and the nurture and discipline of Christians on the other.

ARTICLE 1

Meetings of Board of Trustees

SECTION I: ANNUAL MEETINGS. There shall be held at least two meetings of the Board of Trustees annually: one on or about the weekend beginning with the fourth Friday during the month of April of each year, to be known as the SPRING MEETING, and one on or about the weekend beginning with the fourth Friday during the month of October of each year, to be designated as the ANNUAL MEETING, such meeting to be held at such place and at such hour as the Chairman of the Board of Trustees shall designate.

SECTION II: ADDITIONAL REGULAR MEETINGS. There shall be such additional regular meetings during the calendar year as the Board of Trustees may, from time to time, determine.

SECTION III: SPECIAL MEETINGS. The Board of Trustees, or any six (6) Members thereof, or the Chairman, may call any special meeting of the Board of Trustees. Meetings of the Board of Trustees may also be called by the Chancellor or President of the University.

SECTION IV: NOTICE. Not less than ten (10) days' written notice shall be given of the annual meetings of the Board of Trustees, and not less than five (5) days' written, email, telegraphic or telephone notice shall be given of any other regular or special meeting of the Board of Trustees. Shorter notice may be given in the event of an emergency, as determined by the Chairman, Chancellor or President.

No special notice of any meeting of the Board of Trustees need be given if all Members of the Board of Trustees waive notice of the time and place of such meeting in writing.

SECTION V: PLACE. Regular or special meetings of the Board of Trustees may be held at such place as may be specified in the call of such meeting. A Member of the

Board of Trustees may participate in person or by telephone or other suitable means now known of hereafter developed.

SECTION VI: QUORUM. At any regular or special meeting of the Board of Trustees, a majority of the Members of the Board shall constitute a quorum for the purpose of transacting business.

SECTION VII: PURPOSE AND BUSINESS OF MEETING. Any meeting of the Board of Trustees may consider and act upon any purpose or business, and no mention of any purpose of business need be made in the notice or call of any regular meeting, except in cases of proposed amendments to these Bylaws.

SECTION VIII: VOTING. Members of the Board of Trustees may vote only if in attendance at the meeting, unless the Chair calls for an alternative means of voting (e.g., by email ballot). No proxy voting will be recognized.

ARTICLE 2

Board of Trustees

SECTION I: NUMBER OF TRUSTEES. The Board of Trustees shall consist of not less than twelve (12) or more than forty-eight (48) Members, such number to be determined by the Board of Trustees, to be nominated and elected in accordance with the provisions of the Articles of Incorporation.

SECTION II: TERM OF OFFICE. The initial Board of Trustees shall serve for one year as provided in the Articles of Incorporation. Thereafter, Trustees shall be elected for a four-year term. The Board shall be divided into four (4) Classes, with one (1) Class elected each year for a four (4) year term. The Chancellor and President do not rotate off the Board. Terms run through the October Annual Meeting.

SECTION III: VACANCIES. All vacancies on the Board of Trustees shall be filled by election of the Board of Directors of The Christian Broadcasting Network, Inc. for the unexpired term of the Trustee creating the vacancy.

SECTION IV. TRUSTEES ELECTION AND TERM OF OFFICE. The Regent University Board Governance Committee shall present to the Board of Trustees of Regent University a list of nominees and alternate nominees (alternate nominees may be invited if a nominee declines the invitation) to be approved and submitted to the Board of Directors of The Christian Broadcasting Network, Inc. for their consideration and election for the upcoming Class of Regent University Board of Trustees. Upon election by the Board of Directors of The Christian Broadcasting Network, Inc., the nominee may be invited to serve as Trustee, which invitation shall be delivered to the nominee as soon as possible after the Spring Meeting of the Board of Trustees prior to the start of their tenure. In the event that a nominee declines the invitation to join the Board, an alternate nominee approved by the Board of Directors of The Christian Broadcasting Network, Inc. shall be invited in his/her place. Each Class of the Board of Trustees shall be invited to attend the Fall Meeting of the Board of Trustees next occurring after their election. Such attendance shall be as non-voting observers and guests. The Class shall commence its term of office immediately upon the conclusion of such Fall Meeting of the Board of Trustees. The term of such Class shall end upon the conclusion of the Fall Meeting of the Board of Trustees four years thereafter. In the event that a new Member is added to the Board of Trustees, other than to fill a vacancy pursuant to Section III of this Article 4, such new Member shall be added to the most recently elected Class of Trustees.

ARTICLE 3

Officers of the Board of Trustees and Duties

SECTION I: TITLES. The Officers of the Board of Trustees shall be: a Chairman, a Chancellor, one or more Vice Chairmen, a Secretary, and such other Officers as the Board of Trustees may, from time to time, determine. The Board of Trustees is charged to oversee the purposes of the University and ideals by which it is guided; to safeguard the Board and the University from undue influence from political, religious, or other external bodies; and to protect the academic environment of the University from improper pressure or interference adversely affecting the functions of scholarship, teaching, and learning. An undue influence exists any time that the interest of one or more of these outside bodies would conflict with the best interests or benefit of the University.

The Trustees, Officers, and Employees of the University owe a fiduciary duty to the University to take no action that would harm the University and to always act in the best interests of the University to the best of their abilities. The Members of the Board of Trustees may not use the information acquired in their official capacity for personal gain. The Board of Trustees, the Officers, and the Employees of the University have a duty to exercise the powers of their offices for the benefit of the University and must not put themselves in a position where their personal interests and fiduciary duties may conflict.

SECTION II: ELECTION AND TERM. The Chairman shall be selected by the Board of Directors of The Christian Broadcasting Network, Inc. from among the Members of the Board of Trustees. The Chairman shall serve an initial term of two (2) years, or until the successor is elected and qualified. The Board of Directors of The Christian Broadcasting Network may, in its sole discretion, reappoint the Chairman for one additional term. The President of Regent University shall not serve as Chair of the Board of Trustees.

Other Officers shall be elected at the organizational meeting of the Board of Trustees and shall serve until the FIRST ANNUAL MEETING. Thereafter, all Officers other than the Chairman shall be elected at the ANNUAL MEETING of the Board of

Trustees and each such officer shall serve for one (1) year or until the successor is elected and qualified.

SECTION III: DUTIES OF THE CHAIRMAN. The Chairman shall preside at all meetings of the Board of Trustees and shall serve as Chairman of the Board's Executive Committee, and shall preside at all meetings of the Executive Committee. The Chairman shall perform such other duties as usually pertain to the office of Chairman or that may be required by the Board of Trustees. The Chairman of the Board of Trustees shall serve as an ex-officio Member on all committees of the Board of Trustees, and shall have the right to vote on all committees.

A Vice Chairman, in the absence of the Chairman, shall assume and discharge the duties pertaining to the office of Chairman.

SECTION IV: CHANCELLOR. The Chancellor shall serve as the Executive Chairman of Regent University. The Chancellor is the principal liaison between The Christian Broadcasting Network, Inc. and Regent University. As such, The Chancellor consults with the President and the Board of Trustees on such matters as the mission of the University, its scope and its direction. The Chancellor gives guidance on fiscal expenditures, general resource development and coordinates such matters with The Christian Broadcasting Network, Inc. The Chancellor's primary responsibility, however, shall be to work with the President to assure that the University faithfully adheres to the founding purposes delineated in the Articles of Incorporation. The Chancellor is a Member of the Board of Trustees and the Executive Committee thereof. The Chancellor shall be the principal liaison between the Board of Trustees and the President in the interim between meetings of the Board of Trustees. In the event of a vacancy in the Office of the President of Regent University, The Chancellor shall serve as the Chief Executive Officer.

SECTION V: SECRETARY. The Secretary of the Board of Trustees shall record the minutes of the meetings of the Board and shall be custodian of its records. The

Secretary shall act in a like capacity for the Executive Committee. After each meeting of the Board of Trustees and the Executive Committee, the Secretary shall transmit copies of the minutes of such meeting to all Members of the Board. The Secretary shall perform such other duties as usually pertain to the Office of Secretary. The Board of Trustees may appoint one or more Assistant Secretaries.

SECTION VI: REMOVAL. A Trustee may be removed from the Regent University Board of Trustees only for cause, and only subject to the procedure set forth in this Section. Cause shall include, but not be limited to, engaging in any activity which reflects adversely on the reputation of the University, failure of the Trustee to subscribe to the Statement of Faith, conviction of a crime, or engaging in any action inimical to the best interest of the University, or any activity which demonstrates the unworthiness or the inability of such Trustee to properly and effectively discharge the duties of the office of Trustee. The removal of a Trustee shall only occur pursuant to a two-thirds vote of the Trustees present at a duly constituted meeting of the Board called for that purpose, and at which a quorum is present. The notice of the meeting shall state that the purpose of the meeting is to vote on the removal of a Trustee. At the meeting, a Member of the Board of Trustees shall present the reason(s) for the proposed removal of the Trustee, and shall present evidence in support thereof. The Trustee who is proposed for removal shall have the opportunity to respond to the charges and to present evidence on the Trustee's behalf. The meeting may be recessed for such time as the Chairman shall determine if there is a need to solicit further evidence. After all evidence has been presented, the Board of Trustees shall deliberate on the matter, and after full opportunity for discussion, the Board of Trustees shall vote by secret ballot. The Member who is sought to be removed shall not have the right to vote. The Board of Directors of The Christian Broadcasting Network, Inc. shall be required to concur with the decision of the Board of Trustees to remove a Trustee, pursuant to the Articles of Incorporation of the University. There shall be no appeal from

the decision of the Board of Trustees if the Board of Directors of The Christian Broadcasting Network, Inc. concurs with the decision to remove.

ARTICLE 4

Committees of the Board of Trustees

SECTION I: COMMITTEES. The Chairman of the Board of Trustees shall recommend and the Board of Trustees shall elect the Members of the following standing committees: Audit Committee, Building and Grounds Committee, Compensation Committee, Educational Policies Committee, Faculty and Student Affairs Committee, Finance Committee, Investment Committee, Public Relations and Advancement Committee, and Board Governance Committee. There shall also be an Executive Committee. The Members of the Executive Committee shall be the Chairman of the Board of Trustees, the Vice Chairmen of the Board of Trustees, the Chancellor, the President and the Secretary of the Board of Trustees. The Chairman, Chancellor and President shall serve as ex officio Members of all committees of the Board, except that the President shall not have the right to vote on such committees:

The Board of Trustees may have appointed by its Chairman any number of special committees. Upon the appointment of any such committee, the Chairman of the Board of Trustees shall designate, in writing, the title and duties of such committee, subject to the approval of the Board of Trustees at the next meeting following the appointment of such committee.

SECTION II: ELECTION AND TERMS. The number of Members constituting the standing committees shall be determined by the Board of Trustees and the committees shall be recommended by the Chairman and elected by the Board of Trustees and serve until the next ANNUAL FALL MEETING.

The Chairman of each committee shall be recommended by the Chairman of the Board of Trustees and elected by the Board of Trustees. The Chairman of the Board of Trustees shall be Chairman of the Executive Committee.

SECTION III: QUORUM. A quorum at any meeting of a Committee shall consist of a majority of the Membership of the Committee.

SECTION IV: MEETINGS. The Committees shall meet at such time and place as the Chairmen of the Committees shall determine. Any meeting of the Committees shall be had upon the call of the Chairman upon notice of not less than three (3) days, or upon like notice by any three (3) Members of the Committee. In cases of emergency, The Chairman may call a meeting of a Committee on less than Three (3) days' notice. Notice of any meeting may be waived in writing by the Members of the Committee.

SECTION V: PRESIDENT OF THE UNIVERSITY. The President of the University shall be a non-voting, ex officio Member of all committees. However, except in the case of the Executive Committee he shall not be counted in determining the number of Members, or the quorum thereof.

SECTION VI: POWERS AND DUTIES OF COMMITTEES.

The Executive Committee shall have all powers of the Board of Trustees in the intervals between meetings of the Board of Trustees, except (1) the power to elect the Members of the Executive Committee, (2) the power to amend these Bylaws, (3) the power to rescind or alter previous action of the Board of Trustees, or (4) the power to remove any Member of the Board of Trustees.

The Audit Committee shall meet with the Vice President of Finance and the independent auditors of the University to review the audit report. The Audit Committee shall advise the Board on the findings and recommend whether or not to accept the annual audited statements. The Audit Committee shall review and evaluate the performance of the auditors to determine their retention or replacement.

The Building and Grounds Committee shall have the duty to supervise the construction of buildings, the care and maintenance thereof, and the care and maintenance of the grounds of the University.

The Compensation Committee shall review total compensation of the Officers and Deans of the University including review of salary, benefits and other remuneration programs and to make recommendations to the Executive Committee.

The Faculty and Academic Policies Committee shall meet with the Executive Vice President or Vice President of Academic Affairs to review, recommend and supervise the curriculum of the University, its Library, and its educational resources, as well its Faculty, including matters of recruitment, promotion, and tenure, to the end that both scholastic excellence and spiritual maturity are being achieved, and that necessary accreditation is obtained and kept.

The Student Life and Services Committee shall meet with the Executive Vice-President, Vice President, and the Vice President or Executive Director of Student Services to review, recommend and provide general oversight to Student Services of the University, to include campus ministries, student support, student housing, student regulations student discipline, communications, and from time to time, make recommendations to the Board to the end that the quality of student life, both body and soul, are encouraged and realized.

The Finance Committee shall work with the Vice President for Finance and have the duty to review, and recommend budgets, and the expenditure of funds, as well as to advise the Board on the fiscal affairs of the University.

The Investment Committee shall work with the Vice President for Finance and the Investment Advisor(s) to review and advise the Board on the best course of action for the University with respect to its invested assets.

The Public Relations and Advancement Committee shall work with the Vice President for University Marketing & Public Relations and the Vice President for

Advancement in order to determine and pursue fruitful approaches to the establishment of the friendliest possible relations with the University constituency, the alumni, and the general public. The Committee, in consultation with the President and the Vice President of Advancement, shall establish priorities and goals for the fund raising program of the University and shall assume leadership in seeking to achieve these goals.

The Board Governance Committee shall prepare and, subject to Board approval, shall administer a Board Policy Manual setting forth the procedures for internal governance of the Board of Trustees. The Committee also shall solicit and review Trustee nominations and brings recommendations to the Board of Trustees. The Board of Trustees shall then approve the nominees to be presented to the Board of Directors of The Christian Broadcasting Network, Inc. for approval.

ARTICLE 5

Officers of the University

Other than those who are also Officers of the Board

SECTION I: TITLE. In addition to the Officers above specified of the Board of Trustees, who are also Officers of the University, there shall be the following additional Officers of the University: a President; one or more Executive Vice-Presidents or Vice Presidents; a Dean or Deans; and such other Officers as the Board of Trustees may from time to time determine.

SECTION II: COMBINATIONS OF OFFICERS. The Board of Trustees may declare and designate that one person may hold more than one of the above-listed offices.

ARTICLE 6

Duties of Officers

SECTION I: PRESIDENT. (a) The President is the chief executive officer of the University, and implements Board policy. The President of the University shall call and

preside at all meetings of the Faculty except as otherwise provided in these Bylaws, and shall see that the regulations and policies of the Trustees affecting the administration and work of the University are observed. He or she shall have direction of the discipline and work of the University, and, except as otherwise provided in these Bylaws, shall appoint all committees of the Faculty. He or she shall recommend the appointment of all Members of the Faculty to the Board. Anything in these Bylaws or otherwise to the contrary notwithstanding, the President may veto any action of any Faculty, or committee or agency thereof. The President shall make an annual report to the Board of Trustees of the work, condition, and needs of the University and any other matters that may be of concern to the University or to the cause of higher education. He or she shall be a Member of the Board of Trustees and of the Executive Committee thereof, but shall not have voting rights as an ex officio Member. The Board will evaluate the President at least biennially.

SECTION II: VICE PRESIDENTS. The Trustees, from time to time, on the recommendation of the President, may elect one or more Executive Vice Presidents or Vice Presidents of the University to have such duties as they may deem proper. The Executive Vice Presidents or Vice Presidents will be evaluated annually by the President.

SECTION III: VICE PRESIDENT OF ACADEMIC AFFAIRS. The Executive Vice President or Vice President of Academic Affairs shall administer the academic affairs of the University. Deans of each school and the Dean of the Library shall report to the Executive Vice President or Vice President of Academic Affairs, who in turn shall report to the President of the University.

SECTION IV: DEANS. Upon recommendation of the President, the Board of Trustees shall elect a Dean or Deans, who in consultation with Faculty and subject to the approval of the President and the Executive Vice President or Vice President of Academic Affairs, shall be responsible for the academic life, the curriculum, and the selection of Faculty Members in each of the schools. The respective Deans shall report to the Executive

Vice President or Vice President of Academic Affairs, and Faculty Members (or department Chairs and Assistant Deans) shall report to their respective Dean. The Executive Vice President or Vice President of Academic Affairs shall evaluate the Deans and the Faculty Members shall be evaluated by their supervisors.

SECTION V: BUSINESS AND FINANCE. The President shall be charged with the duty to recommend to the Board of Trustees, an appropriate officer or Officers to have control of the physical property of the University and of its financial affairs and who through the President shall make periodic reports to the Board of Trustees, or to the Executive Committee, concerning his accounts and the property in his charge. This Officer shall annually prepare a budget of the expenses, receipts, and disbursements and submit the same to the President of the University who shall submit the budget to the Board for approval.

SECTION VI: SECRETARY. The Secretary of the University shall have custody of the corporate seal and affix and attest same when circumstances require and the Board of Trustees or the Executive Committee so direct. The Secretary shall have such other duties and responsibilities as the Secretary title suggests and as may from time to time be delegated to the Secretary by the Board of Trustees or as law shall require. The Secretary of the University and Secretary of the Board of Trustees shall be one and the same person.

SECTION VII: TREASURER. If the Board of Trustees elects a Treasurer, the Treasurer of the University shall be responsible for all funds assigned to the Treasurer and shall see that such funds are properly deposited, secured and disbursed. The Treasurer of the University shall be bonded in an amount to be fixed by the Board of Trustees. If the Board of Trustees does not elect a Treasurer, then the Vice President of Finance or such other person as designated by the Board of Trustees shall fulfill the function of the Treasurer.

SECTION VIII: OTHER OFFICERS. The Board of Trustees may from time to time elect other Officers of the University and, after consultation with the President, assign to them such duties as the Board may deem best. In any such case the Board shall designate the title of the Officer elected and shall set out by particular resolution the duties of the office.

ARTICLE 7

Fiscal Policies

SECTION I: FISCAL YEAR. The fiscal year of the University shall be from July 1 through June 30.

SECTION II: FISCAL METHOD. The accounting system of the University shall be such as shall be approved by the Board of Trustees.

SECTION III: ANNUAL AUDIT. There shall be an annual audit of all funds of the University to be conducted and certified by a Certified Public Accountant or Accountants retained by the University.

SECTION IV: BONDS OF EMPLOYEES. The Treasurer of the University and all other Officers or Employees of the University who shall have in their charge any University funds shall be duly bonded in amount to be fixed by the Board of Trustees.

ARTICLE 8

Faculty

SECTION I: TITLE. The Faculty of each school or college shall be composed of: (a) the Executive Vice President or Vice President of Academic Affairs, (b) the Dean of the school or college and such persons designated by the President as are primarily responsible for instruction and research, and (c) all persons of the rank of full instructor or above who are engaged in work from which recognized college degrees are awarded.

SECTION II: DUTIES. The Faculty in cooperation with the Executive Vice President or Vice President of Academic Affairs, President, and Officers of the University, is

responsible for the conduct of instruction and research in the various schools and colleges of the University.

In furtherance thereof the Faculty:

- (a) Shall with the consent of, and in coordination with, the Deans and Executive Vice President or Vice President of Academic Affairs recommend to the President such regulations as it deems necessary to carry on instruction and research, promote Faculty and student welfare, advance the standard of work, and otherwise further the aims of each school or college, within the University.
- (b) Shall, normally in coordination with the Vice President of Academic Affairs and/or the Deans, recommend to the President and the University Trustees:
 - i. Such persons as it deems fit to receive degrees or other marks of distinction; and
 - ii. The establishment of new degrees or diplomas.
- (c) May request such information on the affairs of the University as is necessary for the exercise of its functions.
- (d) Subject to the approval of the Trustees and the President, and in coordination with the Executive Vice President or Vice President of Academic Affairs and/or the Deans, shall recommend policies to which the Faculty of any school or college and all committees and councils thereof are expected to conform.
- (e) In extraordinary circumstances, when normal channels of communications are not available, may by formal action request conferences between its representatives and the Board of Trustees. Under normal conditions the Executive Vice President or Vice President of Academic Affairs reporting to the President is the liaison between the University Faculty and the Board of Trustees of the University or the committees thereof.

- (f) Shall have as its Chairman, a Dean of a school or college and may have a secretary elected by the Faculty.
- (g) Shall meet on the call of the Executive Vice President or Vice President of Academic Affairs. At the first meeting of each year the combined faculties shall ordinarily receive from the President the report on the state of the University.
- (h) May exercise its functions through such committees as approved and appointed by the President.

ARTICLE 9

Amendments to Bylaws

SECTION I: PROCEDURE. These Bylaws may be amended at any annual, other regular, or special meeting of the Board of Trustees when notice of such amendment shall have been given in the call for such meeting; and may be amended by a simple majority vote of the Members present at any such meeting.



Louis A. Isakoff
Senior Vice President & General Counsel
977 Centerville Turnpike, SHB 202
Virginia Beach, Virginia 23463

July 8, 2022

FOIA CONFIDENTIAL TREATMENT REQUEST

VIA REGULAR MAIL and EMAIL (edfoiamanager@ed.gov)

Mr. Gregory Smith
FOIA Director
U.S. Department of Education
400 Maryland Ave., SW
LBJ 7W104
Washington, DC 20202-4500

RE: In the Matter of Regent University

Dear Mr. Smith:

On behalf of Regent University, we hereby request confidential treatment of Regent University's letter, dated July 8, 2022 and all enclosures (hereinafter collectively "Confidential Materials") to Abony Alexander, Attorney, U.S. Department of Education, Office for Civil Rights ("OCR"), with respect to OCR Complaint, Case No. 11-21-2233.

If any person (including any government employee who is not an employee of the Department) should request an opportunity to inspect or copy any or all of the Confidential Materials, we request that Regent University, by communication with me, Louis A. Isakoff, Senior Vice President and General Counsel, 977 Centerville Turnpike, SHB 202, Virginia Beach, Virginia 23463, (757) 226-2794, isakoff@regent.edu, (i) be promptly notified of such request; (ii) be furnished with a copy of all written materials pertaining to such request (including, but not limited to, the request itself and any Department determination with respect to any such request); and (iii) be given sufficient advance notice of any intended release of the Confidential Materials so that Regent University, if it deems it necessary or appropriate, may pursue any remedies available. We would likewise appreciate being advised promptly as to any determination not to accord confidential treatment to the Confidential Materials. In the event the Department is inclined to release any Confidential Materials, Regent University requests that I be notified by telephone at the above-mentioned telephone number. If the Department is not satisfied that the Confidential Materials are exempt from disclosure, Regent University stands ready to supply further particulars and to request a hearing on the claim of exemption.

Gregory Smith
Confidentiality Request
Case No. 11-21-2233
July 8, 2022
Page 2.

Please acknowledge receipt of this letter by signing the space provided on the enclosed duplicate copy of this letter and returning it to me in the enclosed self-addressed stamped envelope.

Sincerely,
Regent University

A handwritten signature in black ink, appearing to read "Louis A. Isakoff", with a stylized flourish at the end.

By: Louis A. Isakoff

Cc: Abony Alexander