



Whittier College Board of Trustees Bylaws

Article I: Membership of the Board

Section 1.1. *Members: Number and Qualifications.* The Board of Trustees shall consist of not less than twenty-one (21) nor more than forty (40) persons dedicated to guiding the College and respectful of its mission, long history of excellence, and the traditions informed by our Quaker founding.

Section 1.2 *Regular Members.* Upon nomination by the Committee on Trustees and approval of the Board of Trustees, regular members shall serve for three-year renewable terms, for not more than five consecutive terms. At the end of each three-year term and upon the Committee on Trustees' evaluation of service and nomination, a member may stand for re-election. After a fifth consecutive term, a member may be re-elected to the Board after a hiatus period of at least one year.

Section 1.3. *Trustees Pro Tem.* Upon nomination by the Committee on Trustees and approval of the Board of Trustees, trustees pro tem shall serve one three-year term as full voting members of the Board. The Board of Trustees may elect between two and six trustees pro tem, to include at least two alumni of the College or Law School.

Section 1.4. *Emeriti Members.* Upon nomination by the Committee on Trustees and approval of the Board of Trustees, a retiring member of the Board who has far exceeded his/her responsibilities as trustee may be elected as Trustee Emeritus/a. Emeriti members shall be entitled to attend meetings of the Board of Trustees and other official functions of the College, and are expected to continue to serve as active ambassadors and strong supporters of the College. They may not make or second motions, vote, or be included in determining a quorum of the Board or any of its committees.

Section 1.5. *Resignation and Removal.*

- A. A Trustee may resign at any time by giving notice to the Chair of the Board of Trustees or to the President of the College.
- B. Any member of the Board of Trustees, including Alumni and Emeriti members, may be removed from office, without cause, at any meeting of the Board by an affirmative two-thirds vote. Any member may be removed from office, for cause, at any meeting of the Board by affirmative vote of a majority of Trustees.

Section 1.6. *Prohibitions.* No member of the College faculty or administrative staff other than the President shall be a member of the Board.

Article II: Powers and Duties of the Board of Trustees

Section 2.1. The Board of Trustees shall have and may exercise the following powers and duties on behalf of the College:

- A. Determine the purposes and mission of the College.
- B. Review periodically and approve the educational programs and policies of the College.
- C. Review periodically and approve personnel handbooks and faculty manuals.
- D. Review periodically and approve procedures regarding the granting of earned and honorary degrees upon recommendations of the faculty.
- E. Review periodically and approve procedures regarding appointment, promotion, retention, renewal, tenure, and dismissal of faculty members; also award tenure to the College or to the Law School. The President will bring his or her recommendations in favor of awarding tenure to the Academic Affairs Committee, which will review the recommendation and provide its own recommendation to the Board. The final decision to award tenure is made by the Board of Trustees, which will consider the tenure criteria set forth by the College or Law School faculty, as applicable, recommendations by the applicable faculty body, President and the Academic Affairs Committee, as well as the Board's fiduciary responsibilities. Nothing in the criteria developed pursuant to any faculty handbook, bylaws or other similar manuals or documents, or in the approval of such criteria by the trustees, shall limit or restrict the discretionary authority of the Board in the exercise of its fiduciary responsibilities.
- F. Appoint the president, who shall be the Chief Executive Officer of the College, and establish and approve the terms and conditions of employment of the President and of other Officers of the College, upon the recommendation of the President.
- G. Oversee and approve the budget of the College and establish policy guidelines for the endowment and for investments.
- H. Authorize the purchase, management, and sale of land, buildings, major equipment, securities, or other financial instruments for use of the College.
- I. Authorize the construction of new buildings and major renovations of existing buildings.
- J. Authorize the incurring of debts by the College and the securing of debts by mortgage and pledge of real and personal property.
- K. Authorize changes in tuition and fees of the College.
- L. Oversee and approve major fundraising efforts of the College.

- M. Assign signatory authority to selected Officers of the College and authorize Officers or agents of the College to accept gifts and bequests on behalf of the College.
- N. Exercise other powers, including the power to act as a trustee, executor, or other fiduciary as permitted by California law, as are necessary or convenient to accomplish the College's education purposes, or as are permitted or provided by the College's Articles of Incorporation.

Article III: Officers of the Board

Section 3.1. *Officers.* The Officers of the Board shall be the Chair, Vice Chairs, Secretary, Treasurer, and President of the College. Such Officers shall hold office at the discretion of the Board and shall be subject to removal by the Board. A vacancy in any office may be filled at any time.

- A. The Chair, Secretary, and Treasurer each shall be elected by a majority of the Trustees and typically shall serve three-years, but may be re-elected.
- B. Chairs of standing committees ("Committee Chairs") shall serve as Vice Chairs of the Board.
- C. The outgoing Chair may be asked to fulfill the role of Past Chair to ensure a smooth transition during the following year. The Past Chair shall serve in an advisory capacity and is not an Officer of the Board, but may attend Executive Sessions and other meetings, as requested by the current Chair.

Section 3.2. *Chair and Vice Chairs.*

- A. The Chair shall preside at all meetings of the Board of Trustees, appoint all members of its committees, serve as ex officio member on all of its committees, and have other powers and duties as the Board may prescribe.
- B. The Chair may designate one of the Vice Chairs to act as Chair in his or her absence. In the long-term absence or disability of the Chair, the Executive Committee shall elect the Secretary, Treasurer, or one of the Vice Chairs to serve as Interim Chair until a new Chair has been elected by the Board of Trustees.

Section 3.3. *President.*

Subject to these Bylaws and supervision of the Board of Trustees, the President of the College shall:

- A. Be the Chief Executive Officer of the College and the official adviser to and executive agent of the Board of Trustees.
- B. Have general powers of supervision and control over the business, financial, and other affairs of the College, and shall exercise the powers and perform the duties as may be otherwise prescribed or delegated by the Board of Trustees.

- C. Have primary responsibility for the administration of the College and its educational operations wherever located, and for assuring the conformity by the College to educational standards, regulations, and other guidelines as may be required by authorities having jurisdiction over the College.
- D. Serve at the pleasure of the Board of Trustees and be an ex officio member of all committees of the Board.

Section 3.4. *Secretary and Treasurer.*

- A. The duties and powers of the Secretary and the Treasurer may be performed by an Assistant Secretary(s) and an Assistant Treasurer(s), or other designated person(s) who shall report to the Secretary or Treasurer.
- B. The Secretary shall give, or cause to be given, proper notice of meetings of the Board of Trustees and shall keep a record of the appointment of committees of the Board of Trustees.
- C. The Secretary shall keep, or cause to be kept, a record of the names of those present at Trustees meetings and the minutes of meetings of the Board of Trustees and each of its committees.
- D. The Secretary may have such other duties and powers as may be prescribed by the Board of Trustees.
- E. The Treasurer shall carry out the mandates of the Board of Trustees, the Finance Committee, and the President in overseeing the financial resources of the College including cash, securities, stocks, bonds, and all other property owned by the College.
- F. The Treasurer may have such other duties and powers as may be prescribed by the Board of Trustees.

Article IV: Meetings of the Board

Section 4.1. *Regular Meetings.* There shall be at least three regular meetings of the Board of Trustees each year.

Section 4.2. *Special Meetings.* Special meetings may be held at the call of the Chair, two Vice Chairs or other Officers, or the President, or at the request of three Trustees.

Section 4.3. *Notice.*

- A. Notice of regular meetings shall be conveyed by the Secretary, or his/her designee, to each trustee at least ten days before the date of the regular meeting. Notice of special meetings shall state the purposes of the meeting and no business shall be transacted at the meeting that does not relate to the stated purposes.

- B. Trustees may agree to waive the notice requirement for a specific meeting or may consent to hold a meeting without notice. Attendance at the meeting by a Trustee shall be deemed a waiver of notice of that meeting unless objection is made at the start of the meeting.

Section 4.4. *Quorum, Acts, Proxies, and Records.*

- A. Thirty percent of the Board of Trustees shall constitute a quorum for transaction of business by the Board.
- B. The act of the majority of the Board voting at a meeting of the Board or any of its committees shall be the act of the Board or that Committee.
- C. Any trustee may vote by proxy by designating another trustee to represent the vote and recording that designation with the Secretary or the Secretary's designee.

Section 4.5. *Electronic Participation.* Upon the approval of the Chair, any member may participate in, and vote at, a Board meeting via teleconference or other technology. Similarly, upon the approval of the Committee Chair, any Committee member may participate in, and vote at, a Committee meeting via teleconference or other technology.

Article V: Executive, Standing, and Other Committees

Section 5.1. *Executive Committee*

- A. The Executive Committee shall consist of the Chair, the Vice Chairs, the President, the Treasurer, and the Secretary. The Chair may also appoint chair(s) of ad hoc or special committee(s).
- B. The Executive Committee shall generally have the power and authority to act in the name of the Board of Trustees in the management of the College between Board meetings, except that it may not take action inconsistent with a prior act of the Board of Trustees, award degrees, alter Bylaws, elect Trustees, approve the annual budget, remove or appoint the President of the College, sell or liquidate real property or securities, or take action which has been reserved for the Board of Trustees, except when empowered by the Board of Trustees to do so. Its broad power shall be used only as necessary on routine business, or on emergency matters which cannot and should not be delayed until the Board's next regularly scheduled meeting or until a special meeting of the Board of Trustees can be called, as specified by these Bylaws.
- C. The Executive Committee shall meet on the call of the Chair, two Vice Chairs or other Officers, or the President, as deemed necessary.
- D. Actions taken by the Executive Committee shall be reported to the Board of Trustees at its next meeting.

Section 5.2. *Standing and Other Committees*

- A. The standing committees of the Board of Trustees shall be the Academic Affairs Committee, Advancement Committee, Audit Committee, Buildings and Grounds Committee, Committee on Trustees, Enrollment and Student Life Committee, Finance Committee, and Investment Committee. In addition, the Chair of the Board may establish ad hoc or special committees.
- B. The Chair of the Board shall designate the Committee Chair and membership of each committee, which may include non-trustee members, but only Trustees shall be voting members and count toward having a quorum.
- C. Each Committee Chair, with the consent of the Chair of the Board, may request the President appoint a member of the administrative staff to serve as staff to the committee. The staff person shall be the secretary of the committee and shall assist the committee in carrying out its duties.
- D. A record of the actions taken by each committee shall be reported to the Board of Trustees at its next regular meeting.
- E. Faculty members may be recommended for committee membership by the faculty of Whittier College or Whittier Law School, as may students be recommended by the Senate of the Associated Students of Whittier College.
- F. The Board of Trustees may establish the quorum and other procedural requirements applicable to committees, provided that any requirement is not determined by the committee itself.
- G. Committees shall meet at the call of the Committee Chair or the Chair of the Board.
- H. The Academic Affairs Committee shall:
 - 1. Review periodically and make recommendations to the Board of Trustees regarding general issues of academic policy, including curriculum and faculty personnel matters, consistent with the Board's fiduciary responsibilities.
 - 2. With respect to those candidates for tenure to the College or to the Law School who are recommended by the President, the Academic Affairs Committee will review such candidates based upon their academic qualifications and the Board's fiduciary responsibilities, and provide a recommendation to the Board of Trustees.
- I. The Advancement Committee shall:
 - 3. Review periodically and approve general issues related to securing funds to support College goals, including providing counsel on relations with alumni, parents, and friends of the College.
 - 4. Undertake the solicitation of gifts, in coordination with staff.
- J. The Audit Committee shall:
 - 1. Appraise the financial control and accounting systems of the College and recommend changes it deems appropriate.
 - 2. Oversee policies and practices to mitigate the College's risk exposure.

3. Recommend the designation of an independent auditor each year and cause an audited statement of the financial condition of the College to be submitted to the Board.
4. Conduct its oversight in accordance with all applicable laws and regulations.

K. The Buildings and Grounds Committee shall:

1. Review periodically and approve general issues of campus maintenance and operations policies.
2. Review and approve plans and cost estimates for new facilities.
3. Review relevant annual facilities operating and plant capital budgets, and make recommendations to the Finance Committee.

L. The Committee on Trustees shall:

1. Review and evaluate the functioning of the Board as a whole and make recommendations for its continued improvement.
2. Establish criteria for membership on the Board, evaluate the performance of current Trustees, seek and recommend new nominees, and recommend an annual slate of Trustees for election or re-election to the Board.
3. Recommend for election by the Board nominees for the positions of Chair, Secretary, and Treasurer; and for designation as Trustee Emeritus/a.

M. The Enrollment and Student Life Committee shall:

1. Review periodically and approve general issues related to enrollment, including admission and financial aid policies and retention strategies.
2. Focus on general issues affecting student life and student welfare at the College, including athletics and other co-curricular experiences.

N. The Finance Committee shall:

1. Review annual operating and capital budgets prepared and presented under the direction of the President and make recommendations to the Board of Trustees.
2. Review major financial transactions not provided for in the budget.
3. Make recommendations to the Board of Trustees on the endowment spending policy rate.

O. The Investment Committee shall:

1. Have charge of the investment of funds of the College, including the power to effect purchases, sales or exchanges of securities and other investment assets of the College, within the scope of the investment policy established by the Board.
2. Employ investment counsel and may delegate the authority to purchase or sell securities for the College to investment counsel or to any Officer of the College

Article VI: Miscellaneous

Section 6.1. *Indemnification.* The College shall have the power to indemnify its Trustees and Officers against expenses, judgments, fines, settlements, and other amounts reasonably and actually incurred in connection with any proceeding arising because the person is or was a Trustee or Officer of the College, if the person acted in good faith and in a manner reasonably believed to be in the best interest of the College, and with such care, including reasonable inquiry, as an ordinary prudent person would use under similar circumstances, or as otherwise

provided for by California law. For the purposes of this section, a “Trustee” or “Officer” of the College includes any person who is or was a Trustee or Officer of the College, or is or was serving at the request of the College as a director or Officer of another corporation or other enterprise. The Board of Trustees may, in its discretion, provide by resolution for indemnification of other agents of the College.

Section 6.2. *Conflicts of Interest.* Trustees, or members of any Trustee Committee, the President and the administrative staff shall avoid any conflict, or appearance of conflict, between their personal interests and the interest of the College in dealing with any organization or individual having, or seeking to have, any business relationship with the College or with any organization or individual whose objectives or interests may be adverse to specific College interests.

Section 6.3. *President Emeritus of the College.* The Board of Trustees may designate a past President as President Emeritus, in light of exemplary performance, but such position shall be entirely honorary.

Section 6.4. *Amendments and Repeal of the Bylaws.*

- A. These Bylaws may be amended or repealed at any meeting of the Board by an affirmative two-thirds vote, provided that the majority of Trustees participate in the meeting.
- B. Former Bylaws and amendments are repealed or subsumed upon adoption of these Amended and Restated Bylaws.

Amended and Restated. Adopted by the Board of Trustees on May 14, 2015.

Amended and Restated. Adopted by the Board of Trustees on November 6, 2015.