



## Whittier College Board of Trustees Bylaws

### **Purpose:**

The purpose of the Board of Trustees is to advance the mission and statement of values of Whittier College, act as thought partners in strategic planning initiatives, ensure educational quality, and maintain the fiscal integrity of Whittier College.

### **Definitions:**

The Board of Trustees shall be collectively referred to herein as the "Board" and each individual member of the Board of Trustees shall be referred to herein as "Trustee".

Whittier College shall be referred to herein as the "College", which is understood to refer to the Institution as a whole and not a part or portion thereof unless specifically identified as such.

The former Whittier College School of Law or Whittier Law School shall be referred to herein as the "former Law School".

### **Article I: Membership of the Board**

Section 1.1. *Members: Number and Qualifications.* The Board of Trustees may consist of not less than twenty (20) nor more than thirty (30) persons. Each Trustee shall be dedicated to guiding the College and carrying out its mission, respecting its long history of excellence, and the traditions informed by our Quaker founding with an eye to the current needs, responsibilities, and obligations of the College as an institution in an ever-changing world. The Board will strive to include at least one alumnus or alumna of the College and/or the former Law School.

Section 1.2 *Regular Members.* Upon nomination by the Governance Committee 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 Governance Committee's evaluation of such member's service and nomination, a member may stand for re-election. After a fifth consecutive term, at the discretion of the Board, a member may be re-elected to the Board after a hiatus period of at least one year.

Section 1.3. *Emeriti Members.* Upon nomination by the Governance Committee and approval of the Board of Trustees, a retiring member of the Board, who has far exceeded his/her responsibilities as Trustee, as determined by the Governance Committee, 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. Such Emeritus/a 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.
- C. Any member of the Board of Trustees, including Alumni and Emeriti members, may be removed from office, for violation of these Bylaws, the Board of Trustees Roles and Responsibilities, or the Board of Trustees Code of Conduct, after review and upon a decision by an ad hoc committee consisting of at least the Chair of the Board of Trustees, the Chair of the Audit Committee, and the Chair of the Governance Committee.

*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, and periodically review these in light of changes in societal, financial, and regulatory climates with input from stakeholders. Review periodically and approve the educational programs and policies of the College.
- B. Review periodically and approve personnel handbooks and faculty manuals.
- C. Review periodically and approve procedures regarding the granting of earned and honorary degrees upon recommendations of the faculty.
- D. Review periodically and approve procedures regarding appointment, promotion, retention, renewal, tenure, and dismissal of faculty members; also award tenure to the College. 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 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.
- E. 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.

- F. Oversee and approve the budget of the College and establish policy guidelines for the endowment and for investments, consistent with the College Authority Matrix.
- G. Authorize the purchase, management, and sale of land, buildings, major equipment, securities, or other financial instruments for use of the College.
- H. Authorize the construction of new buildings and major renovations of existing buildings.
- I. Authorize the incurring of debts by the College and the securing of debts by mortgage and pledge of real and personal property.
- J. Authorize changes in tuition and fees of the College.
- K. Oversee and approve major fundraising efforts of the College.
- L. 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 in accordance with the College Gift Policy.
- M. 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 and Election Procedure**

Section 3.1. *Officers.* The Officers of the Board shall be the Chair, Vice Chair(s), 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 by expression of interest in such office. The ultimate decision will be made by the Chair of the Board and the President of the College. The Chair is elected by the full Board by a majority vote, and the President of the College is hired by the Board.

- 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 for an additional term.
- B. Chairs of standing committees ("Committee Chairs") may serve as Vice Chairs of the Board at the discretion of the Chair of the Board.
- C. The immediate 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. *Election Procedure.*

- A. Each Officer position shall be for a term of three years with a renewal possible for another three-year term. The election of new officers shall occur each year at the Board meeting prior to or at the expiration of each officer's term.
- B. Officers are nominated prior to the election meeting by open invitation from Board members to the Chair of the Governance Committee. Upon the nominees' agreement to run for office, the names of the nominees will be disclosed to the full Board along with the position for which they wish to be considered.
- C. Officers will be elected by a majority vote by the full Board.

Section 3.3. *Chair and Vice Chairs.*

- A. The Chair is the Chair of the Board of Trustees and the Chair of the Executive Committee. The Chair is elected to a three-year term, but may be re-elected for an additional term, subject to any required hiatus period. 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 a Vice Chair 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 a Vice Chair to serve as Interim Chair until a new Chair has been elected by the Board of Trustees.
- C. Duties of the Vice Chair. One or more Vice Chairs may be elected by the Chair of the Board and may act in the absence of the Chair in accordance with Section 3.2.B. Vice Chair(s) preside over their designated committee(s), including ensuring adherence to the Committee Charge, reporting to the Executive Committee as requested by the Chair of the Board, holding regular committee meetings, and being the point of contact for their committee(s).

Section 3.4. *Secretary and Treasurer.*

- A. The duties and powers of the Secretary and the Treasurer may be performed by an Assistant Secretary(ies) and an Assistant Treasurer(s), or other designated person(s) who shall report to the Secretary or Treasurer. The Assistant Secretary(ies) and Assistant Treasurer(s) may be an Officer of the College.
- B. The Secretary shall give, or cause to be given, a minimum of one-month prior notice of regular meetings of the Board of Trustees and one-week prior notice of special meetings of the Board. The Secretary 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. The minutes of meetings of the Board of Trustees shall be available online and for review by all members of the Board. The minutes of all committee meetings, except the Executive Committee meetings, shall be available online and for review by all members of the Board.



- D. The Secretary may have such other duties and powers as may be prescribed by the Board of Trustees.
- E. The Treasurer shall present the College's Statements of Financial Position to the Board at each regular meeting. The Treasurer shall, prior to each regular meeting, review the financial status of the College with the Chief Financial Officer of the College. 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.

### Section 3.5. *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 3.6. *Incapacity of an Officer of the Board or President of the College.* Should an Officer of the Board or the President of the College become unable to perform their duties and are unable to designate another person to fulfill their duties, the Chair of the Board of Trustees and the President of the College shall designate a person or persons on the Board to perform such duties in their stead. Where the incapacitated person is the Chair of the Board, the Vice Chairs, together with the President of the College, shall appoint an interim Chair of the Board. Where the incapacitated person is the President of the College, the Chair, together with the Vice Chairs, shall appoint an interim President.

Section 3.7. *Vacancies.* In case any Officer position becomes vacant, whether by death, resignation, retirement, disqualification, or any other cause, the majority of Trustees then in office, although less than a quorum, shall elect a new Officer to fulfill such vacancy, and the Officer so elected shall hold office and serve until the election of his or her successor.

Section 3.8. *Removal of Officers of the Board.* Any Officer may be removed from office by the affirmative vote of a majority of all voting members of the Board of Trustees, at any regular or special meeting called for that purpose, for conduct detrimental to the interest of the College, for

lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out the College's purpose, or lack of participation in the role of Officer of the Board of Trustees. The Officer who is subject to removal shall be entitled to proper notice.

#### **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 purpose(s) of the meeting and no business shall be transacted at the meeting that does not relate to the stated purpose(s).
- B. Trustees may agree to waive the notice requirement for a special 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. If a trustee is aware in advance that he or she will miss a regular or special meeting or is otherwise unable to cast his or her vote on a matter requiring a vote, such trustee shall designate a proxy to carry out his or her vote prior to the meeting.

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, Vice Chair(s), Chairs of ad hoc or special committees, the President, the Treasurer, and the Secretary. The Chair may 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, review the performance of and establish the compensation of the President, 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 may delegate to any committee the duty of approving an item or items in the budget so long as any action taken is reported to the full Board.
- D. The Executive Committee shall meet on the call of the Chair, Vice Chair or other Officers, or the President, as deemed necessary.
- E. 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, Finance Committee, Governance Committee, Innovation and New Ventures Committee, Investment Committee, and Student Success and Enrollment Committee. In addition, the Chair of the Board may establish ad hoc or special committees.
- B. All committees of the Board shall abide by the provisions of these Bylaws, by which the Committees are established. The Committees, except for the Executive Committee and as prescribed in the Bylaws, shall have no power or authority to act on behalf of the full Board.
- C. 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.
- D. Each Committee Chair, with the consent of the Chair of the Board, may request that 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.
- E. A record of the actions taken by each committee shall be reported to the Board of Trustees at its next regular meeting.
- F. Faculty members may be recommended for committee membership by the faculty of Whittier College, as may students be recommended by the Senate of the Associated Students of Whittier College.

- G. 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.
- H. Committees shall meet at the call of the Committee Chair or the Chair of the Board.
- I. [REVISION IN PROGRESS] The Academic Affairs Committee shall:
- J. [REVISION IN PROGRESS] The Advancement Committee shall:
- K. [REVISION IN PROGRESS] The Audit Committee shall:
- L. [REVISION IN PROGRESS] The Finance Committee shall:
- M. [REVISION IN PROGRESS] The Governance Committee shall:
- N. [DRAFTING IN PROGRESS] The Innovation and New Ventures Committee shall:
- O. [REVISION IN PROGRESS] The Investment Committee shall:
- P. [REVISION IN PROGRESS] The Student Success and Enrollment Committee shall:

#### **Article VI: Additional Provisions**

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 or representatives 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 interests of the College in dealing with any organization or individual having, or seeking to have, any business [or other] relationship with the College, or with any organization or individual whose objectives or interests may be adverse to the College's 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 and carries none of the presidential powers set forth herein or to which a sitting President is otherwise entitled.

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 or otherwise take part in voting on the amended Bylaws, whether electronically or in-person.
- 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 12, 2022.**