

**AMENDED AND RESTATED
BYLAWS
OF
WHITWORTH UNIVERSITY**

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ARTICLE I
Name, Purpose and Office

Section 1.01. Name. Effective July 1, 2007, the name of the Corporation is “Whitworth University.”

Section 1.02. Principal Office. The principal office of the Corporation shall be Whitworth University, 300 West Hawthorne Road, Spokane, Washington 99251.

Section 1.03. Purpose. The purpose of the Corporation shall be to establish, support and maintain an institution for Christian higher education in a manner consistent with its mission statement:

The Corporation is a private, residential liberal-arts University affiliated with the Presbyterian church. The mission of the Corporation is to provide its diverse student body an education of mind and heart, equipping its graduates to honor God, follow Christ and serve humanity. This mission is carried out by a community of Christian scholars who are committed to excellent teaching and to the integration of faith and learning.

In fulfillment of its mission and purpose, the Corporation shall: confer the degrees usually conferred by collegiate institutions; acquire property, real or personal, either by purchase, gift, or devise, or any other manner; hold, manage, mortgage, lease, sell, convey, and otherwise dispose of such property in furtherance of carrying out and securing the foregoing objects; and do all acts proper and necessary for the conduct and well ordering of the affairs and business of the Corporation, under the laws of the State of Washington.

ARTICLE II
Board of Trustees

Section 2.01. General Powers. The management and direction of the business and affairs of the Corporation shall be vested in a Board of Trustees. In addition to the powers conferred upon the Board of Trustees by these Bylaws, the Board of Trustees may exercise all powers of the Corporation and perform all acts which are not prohibited to it by law, by the Articles, or by these Bylaws, all as may be amended. The Board may delegate certain powers and responsibilities to its officers, agents, committees and faculty through general or specific delegations. Notwithstanding any such delegation, such officers, agents, committees, and faculty shall at all times remain subject to the direction and control of the Board of Trustees. The Corporation shall be governed in accordance with its Articles, Bylaws, resolutions of the Board of Trustees, and applicable law.

Section 2.02. Academic Powers. The Board of Trustees shall be ultimately responsible for overseeing the academic integrity of the Corporation, through actions such as the appointment of the President, the awarding of tenure to the faculty upon the nomination of the President, and the adoption and dissemination of policies setting forth the rights and obligations of Faculty.

Section 2.03. Number; Qualification; Election; Term of Office; Voting Power. The Board of Trustees Nominees shall be elected by the Board of Trustees and shall consist of the following:

- a. There shall be no fewer than twelve (12) and no more than forty-two (42) Trustees.

b. Trustees shall be elected by the Board of Trustees (the “Elected Trustees”), one third (1/3) of whom shall be elected at each annual meeting for terms of three (3) years. Elected Trustees shall be nominated by the Committee on Trustees as provided in Section 6.02 below. Lay Elected Trustees shall rotate off the Board after three (3) full three (3) year terms for one (1) year, and Clergy Elected Trustees shall rotate off the Board after two (2) full three (3) year terms for one (1) year. After a one (1) year rotation, former Elected Trustees shall be eligible for reelection. Rotations shall not apply to an Elected Trustee who is the Chairperson, Vice-Chairperson(s), Secretary, Treasurer or the Chairperson or Vice-Chairperson of a standing committee or to the President of the University. No Elected Trustee can stand for re-election after his or her seventy-fifth (75th) birthday.

c. Those elected as a “Life Trustee”. No more than one Life Trustee shall be elected for every ten (10) elected Trustees. Life Trustees are subject to removal as provided in Section 2.06 below.

d. Those elected as an “Honorary Life Trustee” and/or “Trustee Emeritus”. Honorary Life Trustees and Trustees Emeriti shall not be counted in determining the number of Trustees permitted by these Bylaws. Life Trustees and Trustees Emeriti are subject to removal as provided in Section 2.06 below.

At least one sixth (1/6) and not more than one third (1/3) of the Elected Trustees shall be ordained Presbyterian ministers and designated as “Clergy Elected Trustees”. No vacancy in the number, classification or qualification of members of the Board, including any *ex officio* member, shall render any Board action void or voidable. Except as to Honorary Life Trustees, Trustees Emeritus and *ex officio* Trustees without voting rights as provided in Section 2.04 below, all Trustees shall be voting members of the Board of Trustees.

Section 2.04. Ex Officio Trustees. The President of the University shall be an *ex officio* voting member of the Board of Trustees. The Board of Trustees, by the majority vote of the elected members of the Board of Trustees, may designate such other *ex officio* voting or non-voting members of the Board of Trustees as it may determine desirable from time to time by resolutions of the Board.

Section 2.05. Vacancy. If the office of any elected Trustee becomes vacant for any reason the remaining members of the Board may elect a replacement Trustee or may leave such position vacant. A Trustee elected to fill a vacancy shall hold office until the next election of members of the class of Trustees which contains the vacancy.

Section 2.06. Removal. An elected Trustee may be removed, at any time, with or without cause, upon the affirmative vote of not less than two-thirds (2/3) of all Trustees of the Corporation then in office, excluding the Trustee proposed for removal.

Section 2.07. Resignation. Any Trustee may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

ARTICLE III
Meetings of the Board of Trustees

Section 3.01. Place of Meetings. The Board of Trustees may hold its annual, regular and special meetings at such places, within or without this state, as determined by the Board of Trustees. If no place is determined, the meeting shall be held at the Corporation's principal place of business. The Board of Trustees may authorize any or all Trustees to participate in the annual or a regular or special meeting by, or conduct the meeting through the use of, one or more means of remote communication. Such authorization may be general or confined to specific instances.

Section 3.02. Annual and Regular Meetings. An annual meeting of the Board of Trustees shall be held in September or October of each year. The date for each annual meeting shall be set by the Executive Committee, provided, however, that such action must be taken before the first Friday of September and not less than thirty (30) days before the date so set. The Board of Trustees shall elect members of the Board, shall elect officers and shall conduct such other business as may properly come before it at the annual meeting of the Board of Trustees. The Board of Trustees shall hold regular meetings at such times and places as the Board of Trustees, the Chairperson or, in his or her absence, the Vice-Chairperson, or the Executive Committee shall determine, provided, however, that not less than thirty (30) days' notice shall be given to the members of the Board of Trustees for such regular meetings. At each regular meeting, the Board of Trustees shall conduct such business as may properly come before the meeting.

Section 3.03. Special Meetings. Special meetings of the Board of Trustees may be called by the Chairperson or, in his or her absence the Vice-Chairperson, or by seven (7) members of the Board of Trustees. A person entitled to call a special meeting of the Board of Trustees may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the special meeting in the manner provided below, and the special meeting shall be held between ten (10) and thirty (30) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the special meeting within ten (10) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of special meeting, and give notice thereof. If no place is identified, the special meeting shall be held at the Corporation's principal place of business. No business other than that specified in the notice for a special meeting may be transacted at a special meeting.

Section 3.04. Notice of Meeting. Not less than thirty (30) days' written notice of an annual or, regular meeting of the Board of Trustees, excluding the day of the meeting, shall be given to all Trustees. Not less than the (10) days' written notice of a special meeting of the Board of Trustees, excluding the day of the meeting, shall be given to all Trustees. No notice of any meeting needs state the purpose of the meeting except as may be specifically required by these Bylaws or otherwise required by law. Notice of a meeting at which an amendment to the Articles of the Corporation or Bylaws will be proposed must contain the substance of the proposed amendment.

Notice shall be delivered personally, sent by electronic transmission to an electronic system that a Trustee has designated or currently uses for the purpose of receiving electronic transmission of the type sent, mailed, first-class, postage prepaid, or by such other methods as are fair and reasonable as determined in the sole discretion of the Secretary of the Corporation.

Any Trustee may waive notice of any meeting of the Board of Trustees in writing before, at or after a meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

Section 3.05. Quorum and Voting. The presence of one third (1/3) of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but the Trustees present at any meeting, although less than a quorum, may adjourn the meeting from time to time. At any meeting of the Board of Trustees, each Trustee present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Trustees present at any meeting shall be sufficient to transact any business. Proxy voting shall not be permitted.

Section 3.06. Rules of Procedure. The Board of Trustees may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Corporation's Articles, these Bylaws or Washington law. In the absence of Board action, the Chairperson of the Board shall establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Corporation's Articles, these Bylaws or Washington law. In the absence of such designation, the most recent edition of *Robert's Rules of Order Newly Revised* shall be used.

Section 3.07. Action without Meeting. An action required or permitted to be taken at a meeting of the Board of Trustees may be taken by written action if and only if each Trustee entitled to vote on the matter executes a record setting forth the action or decision and affirming his or her consent to the action or decision. Trustees may use an electronic transmission to provide consent in lieu of a written signature provided the transmission provides sufficient information to determine the sender's identity. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in the record.

Section 3.08. Meeting by Means of Remote Communication. Any meeting among the Board of Trustees may be conducted by one or more means of remote communication through which all Trustees may simultaneously participate with each other during the meeting, if the number of Trustees participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by remote communication constitutes presence at a meeting. For any meeting at which one or more Trustees may participate by remote communication, notice of the meeting must be delivered to each Trustee by a means which the Trustee has authorized and provide complete instructions for participating in the meeting by remote communication.

ARTICLE IV Officers of the Board

Section 4.01. Term of Office and Election. The officers of the Board of Trustees shall consist of a Chairperson, Vice Chairperson(s), Secretary and Treasurer. All officers of the Board must be elected Trustees of the Corporation as described in Article III of these Bylaws. The officers of the Board shall be selected from those persons who are trustees as described in Section 2.03(b) of these Bylaws and shall be elected by the Board of Trustees at the annual meeting of the Board for

the following terms: The Chair shall be elected to a term of three (3) years and then can be re-elected to a one (1) year term three (3) more times with no more than six (6) successive years of office. All other officers will be elected to a one (1) year term with no more than six (6) successive terms of office.

Section 4.02. Chairperson of the Board. The Chairperson shall preside at each meeting of the Board of Trustees and the Executive Committee. Except as otherwise provided in these Bylaws, the Chairperson shall appoint the members of all committees of the Board of Trustees and shall designate the Chairperson of each such committee. The Chairperson shall be an *ex officio* member of all such committees. The Chair of the Board shall perform such other duties as may be prescribed by the Board of Trustees from time to time.

Section 4.03. Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson of the Board shall preside at meetings of the Board of Trustees and the Executive Committee. The Vice Chairperson shall have such powers and perform such additional duties as may be prescribed by the Board of Trustees.

Section 4.04. Secretary. The Secretary shall attend all meetings of the Board of Trustees and be responsible for ensuring that all actions and the minutes of all proceedings of the Board of Trustees and members are recorded in a book to be kept for that purpose, and shall be responsible for all documents and records of the Corporation, except those connected with the office of the Treasurer. He or she shall give or cause to be given any required notice of meetings of the Board of Trustees, and shall provide to all Trustees after each meeting copies of all said actions and minutes of said proceedings, and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

Section 4.05. Treasurer. The Treasurer shall oversee the following: maintenance of accurate financial records for the Corporation; deposit of all moneys, drafts, and checks in the name of and to the credit of the Corporation in such banks and depositories as the Board of Trustees shall designate from time to time; endorsement for deposit all notes, checks, and drafts received by the Corporation as ordered by the Board of Trustees; disbursement of corporate funds and issuance of checks and drafts in the name of the Corporation as ordered by the Board of Trustees; provision of an account of all such officer's transactions as Treasurer and of the financial condition of the Corporation to the President and the Board of Trustees, upon request. The Treasurer shall perform such other duties as may be prescribed by the Board of Trustees.

Section 4.06. Removal and Vacancies. Any officer of the Board shall hold office at the pleasure of the Board of Trustees and may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the Trustees present. Any vacancy in an office of the Board shall be filled by action of the Board of Trustees.

Section 4.07. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

ARTICLE V
Officers of the Administration

Section 5.01. Term of Office and Election. The President shall be elected by the Board of Trustees. The President shall have the power to nominate the officers of the administration who shall be appointed by the Board of Trustees. The Board Chair may delegate the power to appoint one or more of the officers of the Administration to the President.

Section 5.02. President. The President shall serve as the chief executive officer of the Corporation, and as such shall be responsible to plan, organize, direct and represent the Corporation. The President is responsible for the maintenance of the Corporation's resources and the creation of new resources; for the leadership for and management of the daily operations and business of the Corporation consistent with the policies established by the Board of Trustees; and for speaking for the Corporation to its students, faculty and staff, alumni and the public. The President shall see that all orders and resolutions of the Board of Trustees are carried into effect, shall sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by such other persons or is expressly delegated to such other persons by the Articles, these Bylaws, or the Board of Trustees to some other officer or agent of the Corporation, and shall perform such other duties as may from time to time be prescribed by the Board of Trustees. The President shall exercise his or her duties in a manner which conforms to the policies established by the Board of Trustees and shall ensure that all operational standards and procedures of the corporation conform with such Board policies as well as sound academic practice as determined by the Board in its sole discretion.

The President shall present to the Board of Trustees any and all matters and recommendations which, in the judgment of the President may need the attention of or may be of interest to the Board. In the absence of the Chairperson and Vice Chairperson of the Board of Trustees, the President shall preside at meetings of the Board of Trustees and Executive Committee. The President shall be accountable only to the Board of Trustees for the proper administration of all affairs, business and functions of the Corporation.

The President, shall be responsible for recommending to the Board the departments of study, and shall see that the components of the academic community have means of communicating with one another. More specifically, upon the request of the officers or the faculty, the President shall bring to the Board of Trustees communications to the Board from the officers or faculty, including, but not limited to, any formal resolution of the faculty requiring approval by the Board of Trustees. The President shall also communicate to the officers and faculty on such items as are deemed appropriate by the Board. The Board delegates (but has the power to withdraw said delegation by Board resolution) to the President the authority to appoint faculty, establish faculty duties and rank, award promotions, determine faculty salaries, grant benefits including but not limited to leaves, sabbaticals and reduced workloads, and make other personnel decisions concerning faculty except those concerning the granting or removal of tenure or the dismissal of tenured faculty, which decisions shall in all cases be made by the Board.

The President shall make a report to the Board of Trustees at each annual meeting of the Board as to his or her work and its relationship to the condition of the Corporation and, when requested,

shall give to the Board of Trustees further reports thereon, and shall suggest for the consideration of the Board such measures as the President shall deem necessary for the welfare of the Corporation.

The President may establish and appoint members (or delegate the appointment of members) of institutional committees as necessary to carry out the mission and work of the Corporation.

The compensation of the President shall be set by the Board of Trustees, upon recommendation from the Executive Compensation Committee composed of the Chairperson, the Chairperson of the Committee on Finance and Administration, the Chairperson of the Committee on Trustees, and the Chairperson of the Committee on Institutional Advancement.

Section 5.03. Removal and Vacancies. Upon the retirement or resignation of the President, the Chairperson of the Board of Trustees shall appoint a Presidential Search Committee, which shall be an advisory committee, consisting of not less than five (5) Trustees, not less than three (3) faculty members, not less than one (1) staff member, not more than two (2) members of the Administration and one (1) representative each from the Associated Students of Whitworth University and the Alumni Counsel. In addition, the Chairperson may appoint up to two (2) at large members from the Corporation's external constituencies. The Chairperson of the Board will serve as a voting *ex officio* member of the Committee, and the Corporation's Chief Administrative Personnel Officer, if there be one, shall serve as a non-voting *ex officio* member of the Committee. The Presidential Search Committee shall not exercise any of the powers of the Board, but shall present a recommendation of one (1) or more persons to the Board of Trustees for election to the Office of President.

ARTICLE VI Committees of the Board

Section 6.01. Executive Committee. The Executive Committee of the Board of Trustees shall consist of the President, Chairperson, Vice Chairperson(s), Secretary, Treasurer, the Chairperson and Vice Chairperson of each standing committee established in this Article VII and two (2) members at large designated by the Board of Trustees. The Executive Committee shall act only during intervals between meetings of the Board of Trustees and shall at all times be subject to the control and direction of the Board of Trustees. During such intervals, and subject to such control and direction, the Executive Committee shall have and may exercise all of the authority and powers of the Board of Trustees in the management and affairs of the Corporation, subject to such limitations as the Board of Trustees may impose. The Executive Committee shall meet when called by the Chairperson. Seven (7) members of the Executive Committee shall constitute a quorum at meetings of the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Trustees.

Section 6.02. Committee on Trustees. The Committee on Trustees, which shall be a standing committee, shall be comprised of five (5) or more members of the Board of Trustees appointed by the Chairperson. The Committee on Trustees shall engage continuously in seeking, attracting and finding able persons who will form a pool or roster of individuals ready and willing to serve on the Board of Trustees. The Committee on Trustees shall consult with and invite suggestions from the trustees, from church officials, from the alumni association, the faculty and other qualified

sources. From time to time, the Committee on Trustees shall examine the Board “profile” in an effort to develop a Board with diversity and expertise concerning the administration of a Christian University.

The Committee on Trustees shall have the duty of nominating trustees for election to the Board at any meeting as well as for the filling of any vacancy which may occur. The Committee on Trustees shall provide resources to increase the effectiveness of the Board. The Committee on Trustees shall also have the duty and responsibility of nominating all Officers of the Board, all members at large on the Executive Committee and all persons to fill any vacancy which may occur in any of said positions. The Committee on Trustees may also offer suggestions for appointments to standing committees.

Section 6.03. Executive Compensation Committee. The Executive Compensation Committee, which shall be a standing committee, shall, not less often than every five (5) years, conduct a comprehensive review and evaluation of the performance of the President, including his or her procedures and effectiveness in organizing the Vice-Presidents and in evaluating their work. The Committee shall meet at least annually with the President to support and evaluate his or her performance. This Committee shall report on its activities to the Executive Committee and may make such recommendations to the Board or Executive Committee at any time on personnel and organizational matters based upon its findings. The Executive Compensation Committee shall be composed of such members of the Board and in such numbers as the Board deems necessary. Advisory members from other constituencies of the University may serve on the committee in such numbers and with such powers and duties as the Board deems necessary. Such advisory members shall serve as nonvoting members.

Section 6.04. Committee on Academic Affairs. The Committee on Academic Affairs, which shall be a standing committee, shall consist of three (3) or more members of the Board of Trustees, subject to the approval of the Board of Trustees, who have voting power. The Chairperson and the President shall be *ex officio* and nonvoting members of the Committee on Academic Affairs. Advisory members from the student body, faculty, administration, alumni or other University constituency shall be appointed to the Committee on Academic Affairs by the President in consultation with his/her Cabinet (the President’s Cabinet consists of employees appointed by the President as an advisory body) for such periods and in such numbers as are deemed necessary. Such advisory members shall serve as nonvoting members.

The Committee on Academic Affairs shall oversee the academic programs, curriculum and personnel of the University to ensure that the mission and goals of the institution are being implemented. In doing so, the Committee on Academic Affairs may periodically review: policies and procedures for the academic business of the University, with particular attention to the selection, compensation, welfare, and evaluation of faculty; courses of study and academic programs; graduation requirements and nature of degrees offered; academic facilities and equipment needs; fiscal needs of the academic programs; long-range planning for the academic programs; and report and make recommendations thereon to the Board. The Committee on Academic Affairs shall receive the administration’s recommendations for faculty promotion and tenure and for graduation, and following review and endorsement report these matters to the Board. The Committee on Academic Affairs shall serve as an appellate body in faculty dismissal proceedings. The Committee on Academic Affairs shall attend to any other academic business of

the University as requested by the Board or submitted by the administration. At the present time there is a subcommittee, the recognitions committee, which reports directly to the Committee on Academic Affairs for purposes of recognizing individuals for special awards and honorary degrees from the University.

Section 6.05. Committee on Institutional Advancement. The Committee on Institutional Advancement, which shall be a standing committee, shall consist of three (3) or more members of the Board, subject to the approval of the Board of Trustees, who shall have voting power. The Chairperson and the President shall be *ex officio* and nonvoting members of the Committee on Institutional Advancement. Advisory members from the student body, faculty, administration, alumni or other University constituency shall be appointed to the Committee on Institutional Advancement by the President in consultation with his Cabinet (the President's Cabinet consists of employees appointed by the President as an advisory body) for such periods and in such numbers as are deemed necessary. Such advisory members shall serve as nonvoting members.

The Committee on Institutional Advancement shall have oversight over the broad areas that normally fall within the purview of development and communications. These areas include, but are not limited to, the general cultivation of friends for the University, alumni relations, community relations, public relations, publications, corporate and foundation relations, church relations, the annual fund, special campaigns, and planned giving. While the Committee on Institutional Advancement has immediate oversight over these areas, the entire Board of Trustees shall be responsible for assisting the University's development officers in building the reputation of the University, in bringing the names of potential friends and donors to the attention of the University, and, with the President and/or the University's development officers, solicit funds for the University.

Section 6.06. Committee on Finance and Administration. The Committee on Finance and Administration, which shall be a standing committee, shall consist of three (3) or more members of the Board of Trustees, subject to the approval of the Board of Trustees, who shall have voting power. The Chairperson and the President shall be *ex officio* and nonvoting members of the Committee on Finance and Administration. Advisory members from the student body, faculty, administration, alumni or other University constituency shall be appointed to the Committee on Finance and Administration by the President in consultation with the Cabinet (the President's Cabinet consists of employees appointed by the President as an advisory body) for such periods and in such numbers as are deemed necessary. Such advisory members shall serve as nonvoting members.

The Committee on Finance and Administration shall provide overview and a review process over the collection and handling of all moneys received in the regular course of business of the University, and shall provide for the method and manner in which the same shall be disbursed. The Committee on Finance and Administration shall have a review process regarding the bookkeeping and financial records of the University, and shall recommend to the Board at its regular spring meeting a complete budget covering the necessary funds to carry on the work of the University for the ensuing year. The annual budget shall include an itemized statement of the probable income of the University available for its expenses, and shall indicate the sources from which the income is to be derived. It shall also include an itemized list of the estimated expenses for the year, showing such detail as is deemed necessary by the committee. At the present time

there are subcommittees which report directly to the Finance and Administration Committee: the buildings, grounds and technology subcommittee, to review the care of and planning for the campus and facilities; and an investments subcommittee, to oversee the investment of funds of the University.

Section 6.07. Audit Committee. The Audit Committee, which shall be a standing committee, shall consist of three (3) or more members of the Board of Trustees who qualifies as a financial expert, subject to the approval of the Board, who have voting power and who are independent and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of Audit Committee. The Audit Committee shall meet at least annually with the President, Chief Financial Officer (CFO) and the Corporation's independent auditors to discuss any matters that the Audit Committee, the President, CFO or the independent auditors believe should be discussed. In addition, the Audit Committee shall meet with the President, CFO, and the independent auditors no fewer than two (2) times per year to review the Corporation's financial statements.

Section 6.08. Committee on Student Services. The Committee on Student Services, which shall be a standing committee, shall consist of three (3) or more members of the Board of Trustees, subject to the approval of the Board of Trustees, who shall have voting power. The Chairperson and the President shall be *ex officio* and nonvoting members of the Committee on Student Services. Advisory members from the student body, faculty, administration, alumni or other University constituency shall be appointed to the Committee on Student Services by the President in consultation with the Cabinet (the President's Cabinet consists of employees appointed by the President as an advisory body) for such periods and in such numbers as are deemed necessary. Such advisory members shall serve as nonvoting members.

Section 6.09. Other Committees. In consultation with the President, the Board of Trustees may establish such additional standing committees as are deemed necessary to ensure Trustee participation in, and oversight of, those areas of institutional life which emerge from, and are consistent with, the University-stated and Board-approved mission and goals. Each such additional standing committee shall consist of three (3) or more members of the Board of Trustees, subject to approval of the Board of Trustees, who shall have voting power. The Chairperson and the President shall be *ex officio* and non-voting members of each additional standing committee so appointed. Advisory members from the student body, faculty, staff, administration, alumni or other University constituency may be appointed to any such additional standing committees by the President in consultation with his Cabinet (the President's Cabinet consists of employees appointed by the President as an advisory body) for such periods and in such numbers as the Chairperson deems necessary. All such advisory members shall serve as non-voting members of such additional standing committees. The Board of Trustees, by resolution, may appoint, as deemed necessary and in consultation with the President, such additional non-standing committees as are deemed necessary. The Board of Trustees shall designate the duties, powers and number of members of any such other non-standing committee.

Section 6.10. Limitations on Committee Powers. Notwithstanding anything else in these Bylaws to the contrary, no Committee shall have the authority to: authorize distributions; adopt, amend, alter, or repeal the Bylaws; elect, appoint, or remove any member of any Committee or any Trustee or officer of the University; amend the University Articles of Incorporation; adopt a

plan of merger with another corporation; adopt a plan of domestication, for-profit conversion, or entity conversion; authorize the sale, lease, or exchange of all or substantially all of the property and assets of the University not in the ordinary course of business; authorize the voluntary dissolution of the University or revoke proceedings therefor; adopt a plan for the distribution of the assets of the University; or amend, alter, or repeal any resolution of the Board of Trustees, unless the resolution provides by its terms that it may be amended, altered, or repealed by a Committee. The designation and appointment of any Committee and the delegation of authority to it shall not operate to relieve the Board of Trustees or any individual Trustee of any responsibility imposed upon the Board or a Trustee by law.

Section 6.11. Committee Chairperson and Procedures. The Chairperson of each committee, including each standing committee, shall serve as such for a term of four (4) years and may be reappointed after a lapse of a year or more from his or her last service as Chairperson of such committee. The provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Trustees and Trustees, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Trustees.

ARTICLE VII

Faculty

Section 7.01. Members. The faculty shall consist of the President, the Provost, the Vice President for Student Life and Dean of Students, the regular faculty, classified as professor, associate professor, assistant professor, instructor, lecturer, adjunct faculty, emeriti faculty, and select other professional employees who may be granted faculty status by the President upon recommendation by the Provost. Regular faculty are those persons whose major assignment is the teaching of regular courses as listed in the University catalogue or the performance of professional library responsibilities and who are under at least half-time contract. Emeriti faculty are faculty members who have reached retirement age and receive this title by action of the Board of Trustees. With the exception of the adjunct faculty, the regular faculty, as defined herein, together with the emeriti faculty, the President, the Provost, and the Vice President for Student Life and Dean of Students, shall have voice and vote in faculty assemblies. The faculty assembly may, however, confer voice and voting privileges to other members of the University community with the consent of the Provost.

Section 7.02. Powers and Duties. Subject to final review by the Board of Trustees, the faculty shall have primary responsibility for (1) determining requirements for the degrees offered in courses, within the Departments established by the Board of Trustees; (2) determining when students meet the requirements for degrees and approving candidates for degrees to be granted by the President and Board of Trustees; (3) adopting procedures for selecting faculty representatives in institutional governance; and (4) determining structure and procedures for faculty grievances.

Subject to final approval by the President and Board of Trustees, the faculty shall share responsibility for determining (1) curriculum, subject matter and methods of instruction; (2) policies pertaining to student life that relate to the educational process; (3) practices and procedures relating to faculty research; (4) faculty status, and policies and procedures related to faculty

compensation; and (5) structure and procedures for faculty participation in institutional governance.

The faculty may advise or make recommendations to the President, other officers of the Administration, or the Board of Trustees on other matters in which the faculty have an interest.

Section 7.03. Religious Requirements. Whitworth University confesses the historic faith of the Church and stands unequivocally for its fundamental principles. We believe the scriptures of the Old and New Testaments to be the inspired Word of God and the only infallible rule of faith and practice. We believe in the sovereignty of God, in the deity of Jesus Christ, our only Savior and Lord, in His work of redemption on the Cross, and in the Holy Spirit who dwells in every believer and who guides the church in its mission to the world.

ARTICLE VIII Fiscal Matters

Section 8.01. Accounting Year. The accounting year of the Corporation shall be fiscal year beginning July 1 and ending June 30 of each year.

Section 8.02. Contracts. The Board of Trustees may authorize such officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or, in the absence of the President or pursuant to a delegation by the President, by such officer designated to act in the place of or in the absence of the President, without specific Board of Trustees authorization.

Section 8.03. Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business including but not limited to capitalized lease obligations, shall be issued in its name unless authorized by the Board of Trustees of the Corporation. Such authorization and approval may be general or confined to specific instances.

Section 8.04. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Trustees, or by the President or Treasurer upon delegation by the Board of Trustees.

Section 8.05. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees, or the President or Treasurer upon delegation by the Board of Trustees, may select, all in accordance with Board-approved investment policies.

Section 8.06. Maintenance of Records; Audit. The Corporation shall keep at its registered office correct and complete copies of its Articles and Bylaws, accounting records, voting agreements, and minutes of meetings of Board of Trustees and committees having any of the authority of the Board of Trustees, and all other corporate records as required by RCW

24.03A.210. Such records may be maintained in written or electronic form and shall be open to inspection upon the demand of any member of the Board of Trustees of the Corporation. The Board of Trustees shall cause the books and records of account of the Corporation to be audited by certified public accountants, to be selected by the Board of Trustees, at least once in each fiscal year and at such other times as it may deem necessary or appropriate.

**ARTICLE IX
Indemnification**

The Corporation shall indemnify its officers, Trustees, members and committee members against judgments, penalties, fines, including without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the Corporation, up to the level of insurance coverage available to the Corporation under its insurance policies in effect at such time. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection to the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of; (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no reasonable cause to believe his or her conduct was unlawful; (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the Corporation.


**ARTICLE X
Conflict of Interest**

The Board of Trustees shall adopt a conflict of interest policy that shall apply to all Trustees, officers and committee members. Such policy shall require Trustees, officers and committee members to annually acknowledge reviewing the conflicts of interest policy and the disclosure of any such possible conflicts.

**ARTICLE XI
Amendments**

These Bylaws of the Corporation may be amended by the affirmative vote of not less than a majority of the Board of Trustees then in office and entitled to vote on the proposed amendment. Such action may be taken at a meeting, by an action in writing, or by means of remote communication where due notice of the proposed amendment has been given.

THE FOREGOING Bylaws are the Bylaws of Whitworth University, effective May 15, 2023, as duly considered, voted upon and adopted by the Board of Trustees on April 14, 2023, and shall amend, restate and supersede all former University Bylaws.

By: 
Name: Shelly O'Quinn
Title: Secretary