

BYLAWS OF THE FIELDING GRADUATE UNIVERSITY
(Revision approved by the Board of Trustees 11/9/18)

ARTICLE 1. OFFICE

Principal Office

Section 1.01. The principal office of the Fielding Graduate University (“Corporation” or “Fielding”) for the transaction of its business is located in the County of Santa Barbara, California.

Section 1.02. The Board of Trustees (“Board”) may change the principal office from one location to another.

Section 1.03. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE 2. TRUSTEES

Number

Section 2.01. The Corporation shall have no fewer than twelve (12) nor more than thirty (30) Trustees (“Trustees”), including two (2) faculty, two (2) students, and Fielding’s President as an ex-officio member of the Board with the authorized number of Trustees to be determined by the Board from time to time.

The designated number of Trustees will be increased by one (1) for a period of one year in case the Immediate Past Chair of the Board (see Section 3.01 below) does not have a continuing portion of a term on the Board and otherwise would be excused from membership on the Board.

If a resolution either increases or decreases the number of Trustees, that resolution will not be put into effect until the next regular meeting of the Board following the adoption of the resolution. Trustees. The terms of Board members elected under prior Bylaws shall not be affected.

Nonliability of Trustees

Section 2.02. No Trustee of this Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

Classes of Trustees and Terms of Office

Section 2.03. There shall be three (3) classes of Trustees:

- (1) Public
- (2) Faculty
- (3) Student

Public Trustees are individuals who are not employed by or enrolled at Fielding. The governance committee will nominate candidates for the position to be vetted and elected by the Board. Term of office of Public Trustees shall be one three (3) year term. Public Trustees may be elected for two subsequent three (3) year terms for a total of 9 years of service. A period of at least one (1) year must lapse before such person is again eligible for election as a Public Trustee. A Public Trustee who has previously served as a Faculty Trustee and/or Student Trustee is eligible for three (3) 3-year terms as a Public Trustee.

Two **Faculty Trustees** will serve on the Board of Trustees. The Senate Leadership Committee will nominate candidates from among faculty applicants for the position to be vetted and elected by the Board. Term of office of Faculty Trustees shall be one three (3) year term. Faculty Trustees may not be elected for a second consecutive term unless they are completing the term due to a vacancy. A faculty Trustee who is completing a term due to vacancy is eligible for election to another term if the term they are completing is more than half completed when they fill the vacancy (see section 2.06 d). Otherwise, a period of at least one (1) year must lapse before such person is again eligible for election as a Faculty Trustee. However, a former Faculty Trustee shall be eligible for service as a Public Trustee after leaving FGU employment.

Two **Student Trustees** will serve on the Board of Trustees. Programs will nominate students who are in good standing to be vetted and elected by the Board. Term of office of Student Trustees shall be one two (2) year term. Student Trustees may not be elected for a second consecutive term unless they are completing the term due to a vacancy. A student Trustee who is completing a term due to vacancy is eligible for election to another term if the term they are completing is more than half completed when they fill the vacancy (see section 2.06 d). A period of at least one (1) year must lapse before such person is again eligible for election as a Student Trustee. However, a former Student Trustee shall be eligible for service as a Public Trustee after graduating FGU.

Election

Section 2.04. Trustees shall be elected by a majority of the Trustees present at any duly constituted meeting of the Board or by written consent of two-thirds of the full Board. Consent may be obtained in accordance with Section 2.09(i).

Within ten (10) business days of the election of a Trustee, the Chair shall notify said Trustee in writing that they have been elected. The newly elected Trustee shall indicate their acceptance of election in writing within ten (10) business days of the date of the mailing of the notice. If a newly elected Trustee fails to give notice of acceptance within that period, the Trustee will be considered to have declined election and the position will be regarded as vacant.

A Trustee takes office at the adjournment of the meeting at which he or she has been elected or, if elected by electronic, fax or mail ballot, upon the certification of such ballots by the Secretary of receipt of each Trustee's written consent.

Trustees who are elected prior to a duly constituted meeting of the Board and who have indicated their acceptance of election in writing shall attend said Board meeting and participate as a full Board member only if the total number of Board members present and voting are fewer than the total number of Board members as indicated by these Bylaws. Trustees are re-elected at the

Spring/Summer scheduled meeting of the Board. Officers are elected at the Spring/Summer scheduled meeting of the Board.

Compensation

Section 2.05. All Trustees shall serve without compensation for their service as a Trustee, but expenses of attendance at each meeting may be allowed, if needed. No Public Trustee will receive compensation from the Corporation for serving in any capacity.

Vacancies

Section 2.06. (a) In addition to the normal lapse of Trustees' terms, vacancies shall exist on the Board:

- (1) on the death, termination, or resignation of any Trustee;
- (2) whenever the number of Trustees authorized is increased; and
- (3) when a vacancy has been declared.

(Declaration of Vacancy)

- (b) The Board may declare vacant the office of a Trustee:
- (1) if the Trustee is declared of unsound mind by an order of court, or convicted of a felony;
 - (2) if within ten (10) business days after notice of the Trustee's election the Trustee does not accept the office;
 - (3) if in the judgment of the Board, the Trustee is not living up to the expectations of service to the Board; or

(Filling Vacancies)

(c) Vacancies caused by the death, incapacity, retirement, or otherwise, of any Trustee shall be filled by an election by the remaining Trustees. Vacancies created by an amendment to the Bylaws increasing the number of Trustees authorized shall be filled as provided in such amendment. If an amendment fails to provide for filling vacancies, the vacancy shall be filled as indicated in Section 2.04 Elections. Vacancies shall provide an opportunity to elect a Public Trustee to begin a new term.

(Term of Office)

(d) Upon election, a new Public Trustee begins their first 3-year term. Public Trustees are not elected to complete the remaining term of a Trustee who caused a vacancy.

For the purposes of tracking 3-year terms, all Public Trustees will have a start date concurrent with the Spring/Summer meeting of the Board of Trustees. If a new Trustee is voted on and starts at or after the Fall/Winter meeting, their term will be considered to start the following Spring/Summer; if before the Fall/Winter Board meeting, their term would be considered to start the previous Spring/Summer.

A faculty or student Trustee who is completing a term due to vacancy is eligible for election to another term if the term they are completing is more than half completed (see section 2.02).

Once a new Trustee is elected, they may participate and vote on Board matters whether or not their term has officially started. This applies as long as the number of Trustees does not exceed the total number allotted in the Bylaws.

Reduction of Number

Section 2.07. A reduction of the number of Trustees authorized shall not result in the removal of any Trustee prior to the expiration of such Trustee's term of office.

Powers

Sec. 2.08. Subject to the provisions of the California General Corporation Law and any limitations in the articles of incorporation and these Bylaws, all corporate powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board. The following powers are exclusively delegated to the Board:

- (a) To adopt, amend, or repeal the Bylaws of the Corporation.
- (b) To affirm the general policies of the Corporation and see to their faithful execution.
- (c) To manage the financial affairs of the Corporation so as to ensure the Corporation's financial stability and the continued integrity of its academic programs, including the power to borrow and incur indebtedness for the purposes of the Corporation, set tuition and other charges, and to approve its annual operating and capital budgets.
- (d) To affirm the strategic plan of the Corporation so as to ensure the Corporation's long-term viability.
- (e) To grant academic honors and issue certificates or diplomas and confer degrees evidencing the completion of prescribed courses of instruction. Such certificates and diplomas or degrees shall be issued under the corporate seal and with the signatures of such officers of the corporation, as the Trustees deem expedient.
- (f) To approve and confer honorary degrees and emeritus status.

- (g) To select, appoint, or remove the President of the Corporation, and to set the terms and conditions of his or her employment.

Meetings

Section 2.09. The Board shall hold two regular meetings each year, one in the Fall or Winter and the other in the Spring or Summer at approximately 6 month intervals. The Spring/Summer meeting will be referred to as the Annual General Meeting. A Trustee may participate in a meeting through the use of conference telephone, electronic video screen communication or other communications equipment if (1) everyone participating in the meeting is able to hear each other; and (2) the Chair of the meeting (a) takes or causes to be taken a roll call of Trustees in attendance; and (b) is satisfied, based on his or her personal knowledge, that each person responding to such roll call is a Trustee.

(Time)

(a) Duly constituted meetings, as defined by the Board, shall be set in advance at each Annual General Meeting for the next two years.

(Place)

(b) Regular meetings of the Board, including the Annual General Meeting, may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Notwithstanding the foregoing, a regular meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting.

(Special Meetings)

(c) Special meetings of the Board may be called by the Chair, or in certain circumstances (see Section 2.09 d) by the Vice Chair, or by any three Trustees. Such meetings shall be held in Santa Barbara County or by conference telephone, electronic video screen communication, or other communications equipment as stated in Section 2.09 unless another site is agreed to by a majority of the Board.

(Notice)

(d) The Secretary, or other person designated by the Chair, shall deliver written or printed notice of the time and place of meetings and proposed agenda of the Board to each Trustee personally or by United States mail, email, or facsimile at least ten (10) days prior to the date of the meeting.

In the case of a special meeting called by the Chair, or in the absence or incapacity of the Chair, by the Vice Chair, or by petition of no fewer than three (3) members of the Board, whoever has initiated the call of the meeting shall so notify the Secretary in writing. The issuance of the call to the Trustees shall also be in writing. The Secretary shall issue the call in writing within three (3) days of the receipt of the notice. If the Secretary fails to issue the call in writing within this period, the party/parties who issued the call shall notify the Trustees of the meeting directly, indicating the time of the original notice to the Secretary and the omission of the Secretary to act.

(Quorum)

(e) A majority of the Trustees in office shall constitute a quorum for the transaction of business, but if less than a majority of the Trustees are present, a majority of the Trustees present may adjourn the meeting without further notice. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

(Majority Action as Board Action)

(f) Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board, unless the law, the Articles of Incorporation of this Corporation, or these Bylaws require a greater number.

(Validation of Meeting Defectively Called or Noticed)

(g) The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting has been duly held after proper call and notice, provided a quorum is present and provided that either before or after the meeting each of the Trustees not present signs a waiver of notice, or a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(Conduct of Meetings)

(h) Meetings shall be presided over by the Chair of the Board or in the Chair's absence by the Vice Chair, or, in the absence of both, or any other Officer of the Board or Committee Chair present. The Secretary of the Corporation shall act as the secretary for any meeting of the Board or the Executive Committee. If the Secretary is absent from any such meeting, the presiding officer may appoint any Trustee to act as secretary for the meeting.

(Action Without Meeting)

(i) An action required or permitted to be taken by the Board may be taken without a meeting if all Trustees individually or collectively consent in writing to that action and if, subject to Corporations Code §5224(a), the number of Trustees then in office constitutes a quorum.

The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as an unanimous vote of the Trustees. For purposes of this paragraph (i), "all Trustees" does not include an "interested director" as defined in Corporations Code §5233(a) or a "common director" as described in Corporations Code §5234(b) who abstains in writing from providing consent, when (i) the facts described in Corporations Code §5233(d)(1) or (d)(2) are established or the provisions of Corporations Code §5233(a) or (b) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent or consents executed by the noninterested or noncommon Trustees or in other records of the Corporation; and (iii) the noninterested or noncommon Trustees approve the action by a vote that is sufficient without counting the votes of the interested Trustees or common Trustees.

(Closed Sessions)

(j) The Board may choose to call a closed session, which is defined as a session of board members to discuss private matters pertaining to board business. The closed session may occur with the President or without President, at the Board's choosing.

(Indemnity by Corporation for Litigation
Expenses of Officer, Director, or Employee)

Section 2.10. To the extent permitted by law, this Corporation shall indemnify and hold harmless to the fullest extent authorized by statutory and decisional law, as the same exists or may hereafter be interpreted or amended (but, in the case of any such amendment or interpretation, only to the extent that such amendment or interpretation permits the Corporation to provide broader indemnification rights than were permitted prior thereto) its directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code ("Agents"), including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw shall have the same meaning as in Section 5238(a) of the California Corporation Code. It is the Corporation's intention that these Bylaws provide indemnification in excess of the expressly permitted by the California General Corporation Law.

Section 2.11. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and if so, the Board shall authorize indemnification.

Section 2.12. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 2.10 and 2.11 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding on receipt by the Corporation of an undertaking on behalf of that person that the advance will be repaid unless it is

ultimately determined that the person is entitled to be indemnified by the Corporation for these expenses.

Section 2.13. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of the officers, Trustees, employees and other agents against any liability asserted against or incurred by any officer, Trustee, employee or agent in such capacity or arising out of the officer's, Trustee's, employee's or agent's status as such. The Treasurer shall, subject to Board approval as to cost and coverage, seek to obtain, through such insurance, protection against such liability.

Section 2.14. If a claim under Sections 2.11 and 2.12 is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense (including attorneys' fees) of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending a proceeding in advance of its final disposition where the required undertaking has been tendered to the Corporation) that the claimant has not met the standards of conduct that make it permissible under the California General Corporation Law for the Corporation to indemnify the claimant for the amount claimed. The burden of proving such a defense shall be on the Corporation. Neither the failure of the Corporation (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper under the circumstances because he/she has met the applicable standard of conduct set forth in the California General Corporation Law, nor an actual determination by the Corporation (including its Board or independent legal counsel) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

Section 2.15. The rights conferred on any person by Sections 2.10-2.14 shall not be exclusive of any other rights that such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, agreement, vote of disinterested Trustees, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. To the extent that any provision of the Articles, agreement, or vote of the disinterested Trustees is inconsistent with these Bylaws, the provision, agreement, or vote shall take precedence.

Section 2.16. The rights provided by Sections 2.10-2.14 shall continue as to a person who has ceased to be an Agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 2.17. The Corporation shall not be liable to indemnify any Agent for any (a) amounts paid in settlement of any action or claim effected without the Corporation's written consent, which consent shall not be unreasonably withheld; or (b) for any judicial award, if the Corporation was not given a reasonable and timely opportunity, at its expense, to participate in the defense of such action.

Section 2.18. Any amendment, repeal, or modification of Sections 2.10-2.20 shall not adversely affect any right or protection of any Agent existing at the time of such amendment, repeal, or modification.

Section 2.19. In the event of an indemnification payment, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the Agent, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the Corporation effectively to bring suit to enforce such rights.

Section 2.20. The Corporation shall not be liable to make any payment in connection with any claim made against the Agent to the extent the Agent has otherwise actually received payment (under any insurance policy, agreement, vote, or otherwise) of the amounts otherwise indemnifiable hereunder.

Conflict of Interest

Section 2.21. The Corporation is a non-profit, federally tax-exempt, educational corporation. As such, it has a special obligation to act responsibly and ethically in the conduct of its affairs to ensure the welfare not only of its Trustees, officers, faculty, students and staff, but also of the general public community. A fundamental principle of ethics is that any person who exercises discretionary authority on behalf of the Corporation may not use this authority for his or her own benefit.

The Board will establish and follow a policy on Conflict-of-Interest for Trustees, members of Trustee committees and officers of the Corporation. The policy will be reviewed annually by the Board, and each affected person will be required to state that they have reviewed the current policy and to disclose any potential conflict-of-interest. The Corporation will maintain a confidential record of these statements.

ARTICLE 3. OFFICERS OF THE CORPORATION

Number and Titles

Section 3.01. The officers of the Corporation shall be a Chair, a Vice Chair, President, Treasurer, and Secretary and such other officers and assistant officers as the Board may determine. The Chair, Vice Chair, Treasurer and Secretary shall be elected from among the Trustees. The criteria for election of a Chair, a Vice Chair, Treasurer, and Secretary are: a) must have been on the Board for at least one year; and b) must have demonstrated substantive involvement in the work of the Board. Neither the Secretary nor the Treasurer may serve as the Chair or President at the same time.

The Chair of the Board for the preceding year will continue to serve for one year with the title of Immediate Past Chair, unless the Chair succeeds herself or himself, in which case this title will remain vacant. If the regular Board term of the Immediate Past Chair is lapsing with his or her term as Chair, the Immediate Past Chair will continue as a Board member for one additional year. The Chair may request the Immediate Past Chair to assume responsibility as the Chair directs, including service on the Executive Committee.

Election and Term of Office

Section 3.02. The officers shall be nominated and elected by the Board at the regular Spring/Summer meeting of the Trustees, and will assume their offices prior to the close of the meeting at which they are elected. Each officer shall hold office until the next regular Spring/Summer meeting and thereafter until his/her successor is elected, or until resigning, being removed, or otherwise becoming disqualified, whichever occurs first.

Any officer elected by the Board may be removed, with cause, by a majority of the Trustees at any duly constituted meeting of the Board. Any officer elected by the Board may resign at any time by giving written notice to the Chair or to the Secretary of the Corporation. Any such resignation shall take effect upon date of receipt or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Vacancies

Section 3.03. The unexpired portion of the term of any office enumerated in Section 3.01 vacated by death, resignation, removal, or otherwise of the person holding the office shall be filled by the Board or by the Executive Committee acting for the Board between meetings.

The Chair and the Vice Chair

Section 3.04. The Chair and Vice Chair shall be elected annually from among the Trustees.

(Duties of the Chair and Vice Chair)

The Chair shall preside at all meetings of the Board and of the Executive Committee. The Chair shall be a member *ex officio* of all Standing Committees, and perform such other duties as may be from time to time assigned to the Chair by the Board or by these Bylaws.

In the absence of the Chair, the Vice Chair shall perform in the Chair's place in compliance with Section 2.09(h).

President

Section 3.05. A President shall be appointed by the Board to serve at the pleasure of the Board, provided that the President may be engaged to serve for a term of years subject to such terms and conditions as the Board shall adopt. The President shall be an *ex officio* nonvoting member of the Board and of the Executive Committee and all Standing Committees of the Board.

(Duties of the President)

The President shall be the chief executive officer of the Corporation and shall in general, subject to the control of the Board, supervise and control all of the business and affairs of the Corporation. The President shall, subject to the direction of the Board except by action of the Trustees

otherwise delegating the authority, appoint and remove, employ and discharge, and prescribe the duties and fix the compensation of all agents, employees, and clerks of the Corporation except as provided in Article 2.08 (c). The President shall perform all duties incident to the office and such other duties as may be required by law, the Articles of Incorporation of this Corporation, or these Bylaws, or which may be from time to time assigned to this officer by the Board. In the event of the absence or disability of the President to act, the Board will appoint an Interim President for an interim period.

Treasurer

Section 3.06. A Treasurer shall be elected annually by the Board.

(Duties of the Treasurer)

In general, the Treasurer shall perform all duties incident to the office of Treasurer, including, but not limited to, the oversight of the financial functions of the Corporation, and such other duties as may be required by law, the Articles of Incorporation of this Corporation, or these Bylaws, or which may from time to time be assigned to this officer by the Board. Any instrument, check or note to which the Corporation shall be a party and which would obligate the Corporation to an amount determined by resolution of the Board must be signed by the Treasurer and the President.

Secretary

Section 3.07. The Secretary shall be elected annually by the Board.

(Duties of the Secretary)

The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation of this Corporation, or by these Bylaws, or which may from time to time be assigned to this officer by the Board. Without limiting the foregoing, the Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws or by law, record minutes of Board of Trustees meetings, and keep the seal of the Corporation if one be adopted, in safe custody.

Subordinate Officers

Section 3.07 (a). The Board may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board may from time to time determine.

Officers to be Bonded

Section 3.08. The Treasurer and all administrative officers of the Corporation shall be bonded appropriate to their responsibilities and to the risks to the Corporation entailed in their services.

Committees

Section 3.09. There shall be an Executive Committee of the Board. The Board may establish no more than five standing committees.

The Executive Committee

(Composition)

Section 3.10 (a) The Executive Committee shall consist of the officers of the Board, the chairs of the standing committees, and others as determined in consultation with the Executive Committee. The President shall be ex officio and nonvoting.

(Succession)

(b) The Chair shall be the Chair of the Executive Committee, and in the Chair's absence or inability or failure to act as such the Vice Chair shall serve in the Chair's place.

(Power and Duties)

(c) Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the Executive Committee shall, during periods between Board meetings, have the power to act on behalf of the Board, except with respect to:

- (1) the filling of vacancies on the Board;
- (2) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (3) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (4) the appointment of any other committees of the Board.

(Minutes)

(d) The Secretary of the Board shall keep regular minutes of Executive Committee proceedings, and these minutes shall be made available to the Trustees after each of the Executive Committee's meetings.

(Quorum)

(e) A majority of the Executive Committee shall constitute a quorum for the transaction of business, but if less than a majority of the Executive Committee is present, a majority of those present may adjourn the meeting without further notice. A meeting at which a quorum is initially present may continue to transact business notwithstanding the absence of trustees, if any action taken is approved by at least a majority of the required quorum for that meeting.

Standing and Ad Hoc Committees

(Composition of Standing Committees)

Section 3.11 The standing committees are: Executive, Governance, Academic Affairs and Budget Finance & Audit (BFA).

(a) The Chair and membership of the standing committees shall be appointed by the Chair of the Board from among the Trustees. The Chair of the Board and the President shall be ex officio nonvoting members of each standing committee.

(Meetings of Standing Committees)

(b) Each committee shall meet at least once annually and at such other times as the committee chair deems necessary. The Chair is empowered to call a meeting of any committee when the Chair deems it advisable to do so.

(Powers and Functions of Standing Committees)

(c) Each standing committee shall be responsible for developing a committee charter and defining policy in its respective area of concern. The Executive Committee is responsible to annually review standing committee charters to ensure alignment with the University's current strategic direction. Actions taken by the standing committees shall not bind the Board unless approved by the Board or its Executive Committee.

(Rules of Procedure of Standing and Ad Hoc Committees)

(d) Each standing or ad hoc committee may adopt rules for its own governance and procedure not inconsistent with law, the article of incorporation, these Bylaws, or with the rules and regulations adopted by the Board.

(e) Each Standing Committee of the Board shall record minutes of the meetings of the Committee held at times other than the regular Board meetings and include those minutes with the agenda book of the next regular meeting of the Board.

(Ad Hoc Committees)

(f) At the discretion of the Board ad hoc committees may be designated from time to time. The chair of each such committee shall be appointed by the Chair of the Board with the approval of the Board. Members of such committees shall be appointed by the Chair of the Board unless otherwise provided by the Board in its resolution establishing such committee. Except as otherwise provided in such resolution, committee chairs shall be Trustees of the Corporation. The chair or any member of such a committee may be removed from the committee by the person(s) authorized to appoint such person, whenever in her/his judgment the best interests of the Corporation will be served by such removal.

(Quorum of Standing and Ad Hoc Committees)

(g) A quorum of a Standing (other than the Executive Committee) or Ad Hoc Committees shall consist of a majority of the members of such a committee is present.

(Terms of Office of Committee Members)

Section 3.12. The Chair and each member of a standing committee of the Board shall serve until such person's successor is appointed, or until such committee is sooner terminated, or until such person shall otherwise cease to qualify as chair or member of a standing committee, as the case may be, whichever occurs first. The chair and all members of ad hoc committees shall serve as such for the life of their respective committees unless they are sooner removed, resign, or cease to qualify as the chair or member, as the case may be, of such committee.

ARTICLE 4. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Execution of Instruments

Section 4.01. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation 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 general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Checks and Notes

Section 4.02. Except as otherwise specifically determined by resolution of the Board, as provided in Section 4.01 and Section 3.06, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

Deposits

Section 4.03. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositaries as the Board may select.

ARTICLE 5. GIFTS

Section 5.01. The terms and conditions under which bequests, donations, legacies, contributions and gifts in any amount and any form will be accepted, and the manner in which they shall be administered, will be upon such terms and conditions as may be decided from time to time by the Board.

ARTICLE 6. CORPORATE SEAL

Section 6.01. The Board may adopt, use, and at will, alter a corporate seal.

ARTICLE 7. FISCAL YEAR

Section 7.01. The fiscal year of the Corporation shall be from July 1, through June 30 inclusive.

ARTICLE 8. NON-DISCRIMINATION

Section 8.01. In the employment of persons, in the admission of students and the conduct of its programs, and in the administration of public assemblies, seminars, performances and events, the Corporation shall not discriminate on the basis of age, gender and gender identity, sexual orientation, race, religion, national origin, ancestry, marital status, non-disqualifying disability or mental condition, or veteran's status.

ARTICLE 9. BYLAWS

Effective Date of Bylaws

Section 9.01. These Bylaws shall become effective as of May 7, 2005. Amendments to these Bylaws shall become effective immediately on their adoption or at such later time as specified in the amendment.

Amendment

Section 9.02. These Bylaws may be restated, amended, altered or repealed and new Bylaws adopted by at least two-thirds of the Trustees present and in good standing at a meeting; provided the substance of the proposed action shall have been submitted in writing to the Trustees with a meeting notice, at least seven (7) days prior to the meeting at which adopted.

Certification and Inspection

Section 9.03. The original, or a copy, of these Bylaws as amended or otherwise altered to date, certified by the Secretary of the Corporation, shall be recorded and kept in a book which shall be kept in the principal office of the Corporation, and such book shall be open to inspection by the Trustees at all reasonable times during office hours.

ARTICLE 10. MAJOR TRANSACTIONS AND ARRANGEMENTS

Section 10.1. Any merger, acquisition, consolidation, or dissolution involving the Corporation must be approved by at least a two-thirds vote of the Board.

ARTICLE 11. RECORDS AND REPORTS

Maintenance of Other Corporate Records

Section 11.1. The accounting books and records and minutes of proceedings of the Board and any committee shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form.

Inspection by Trustees

Section 11.2. Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Trustee may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE 12. GENERAL CORPORATE MATTERS

Construction and Definitions

Section 12.1. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation and a natural person.

CERTIFICATION

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting Secretary of the Corporation, a California corporation;
- (2) That the foregoing Bylaws constitute the Bylaws of said Corporation, as duly adopted on November 9, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this 9th day of November, 2018.

Patricia Zell
Secretary