

**BYLAWS OF  
LINFIELD UNIVERSITY  
(An Oregon Nonprofit Corporation  
Referred to herein as the "University")**

**ARTICLE I**

**SEAL**

The corporate seal of the University, if any, shall be in such form as the Board of Trustees may approve from time to time.

**ARTICLE II**

**PURPOSE**

The primary purpose of the University shall be to operate a university level educational institution offering such educational programs and degrees as the Board of Trustees may from time to time determine.

**ARTICLE III**

**EXERCISE OF CORPORATE POWERS**

All of the University's powers shall be exercised by or under the authority of, and the affairs of the University managed under the direction of, the Board of Trustees. All authorities and responsibilities not specifically delegated under these Bylaws shall remain with the Board of Trustees.

**ARTICLE IV**

**BOARD OF TRUSTEES**

Section 1. Size of Board. The Board of Trustees of the University (referred to herein as the "Board") shall consist of not less than three (3) and not more than forty (40) members.

Section 2. Composition of Board. The President of the University shall be a member of the Board ex officio. One position on the Board shall be filled from a nomination made by the Faculty Senate for a two-year term, renewable for one or more subsequent three-year terms upon approval by the Board. The faculty nominee may not be a current faculty member or employee of the University, shall have a background in higher education, and may be a former Linfield faculty member or a current or former faculty member at a different higher education institution. All such nominations shall be submitted to the Board only after vetting and approval by the Committee on Trustees. The remaining positions on the Board shall be filled from nominations made by the Committee on Trustees or by any member of the Board at any meeting of the Board. Such positions shall be for staggered three-year terms. If elected at the annual meeting, a Trustee's term shall commence on July 1 of the year of election; if elected at any other meeting, a Trustee's term shall commence immediately upon election and shall end on the June 30 following the third anniversary of the election. No person shall be entitled to serve on the Board merely by virtue of being nominated and all Trustees shall be elected by the Board. Regardless of how nominated, no Trustee serves as a representative of any organization other than the University and each Trustee's responsibilities as a Board member shall be solely to the University as a whole.

**Section 3. Board Meeting Participation.** Non-voting faculty representatives and non-voting student representatives to Board meetings may be appointed as follows:

(a) The chair of the Faculty Senate and the presidents of the ASLU shall serve as representatives ex-officio, for the school or college in which they are a faculty member or student, respectively

(b) One additional representative may be appointed by the Faculty Senators representing each school or college other than the school or college in which the chair of the Faculty Senate is a faculty member. One additional student representative shall be appointed by ASLU representing each school or college other than the school or college in which the presidents of the ASLU are students.

(c) The faculty and student representatives shall not vote or attend any executive session of any Board or Board committee meeting but shall otherwise be entitled to participate in all Board plenary, working and business meetings, and in meetings of standing Board committees (other than the Executive Committee) upon agreement with the relevant committee chair. This participation shall include the opportunity to participate in discussions and to address the Board at business meetings.

**Section 4. American Baptist Participation on the Board.** Six positions on the Board (excluding emeritus and honorary members) shall be reserved for members of an American Baptist Church or who have been recommended by a regional or national organization of the American Baptist Churches, U.S.A. Provided, however, that the foregoing minimum does not preclude there being more than six members of the Board at any time who are members of an American Baptist Church or who have been recommended by a regional or national organization of the American Baptist Churches, U.S.A. The legitimacy of the Board or the validity of any of its actions, however, shall not be affected because the Board at any time has less than six members who are members of an American Baptist Church or who have been recommended by a regional or national organization of the American Baptist Churches, U.S.A.

**Section 5. Special Voting Requirements for Amendment.** Notwithstanding anything in these bylaws to the contrary, the provisions of sections 3 and 4 of this Article may not be amended without (in addition to the other current requirements for Bylaw amendment) a two-thirds affirmative vote of then serving members of the Board who are members of an American Baptist Church or whose nominations resulted from a recommendation by a regional or national organization of the American Baptist Churches, U.S.A. The Committee on Trustees shall maintain and provide to the Executive Committee upon request a list of the current Board members entitled to participate in this special voting requirement.

**Section 6. Emeritus Trustees.** The Board may, from time to time, elect to the status of Emeritus Trustee current or former members of the Board. Emeritus Trustees shall normally have served a minimum of fifteen years on the Board with unusual effectiveness and shall have made significant contributions in one way or another to the life and development of the University and its mission. Emeritus Trustees shall be privileged to attend meetings of the Board, to serve on committees, and to participate in all discussions and deliberations of the Board. Emeritus Trustees shall be accorded all other privileges of a regular Trustee but shall not have the legal responsibilities of trusteeship or voting rights.

**Section 7. Honorary Trustees.** The Board may, from time to time, elect persons to honorary status. Honorary Trustees shall be privileged to attend meetings of the Board as they may desire and to participate in all discussions and deliberations of the Board. Honorary Trustees shall not have the legal responsibilities of trusteeship or voting rights.

**Section 8. Removal.** Any elected Trustee may be removed with or without cause by the affirmative vote of two-thirds of those members of the Board of Trustees who are present and voting at a regular or special meeting of the Board of Trustees.

## ARTICLE V

### MEETINGS OF THE BOARD

**Section 1. Regular and Special Meetings.** The regular annual meeting of the Board shall be held during the Spring of each year; a regular meeting shall be held during the Fall of each year; a regular meeting shall be held during the Winter of each year; said Board meetings shall be held in McMinnville, Oregon unless the Executive Committee designates a different place for the meetings of the Board; and the definite time of the meetings shall be fixed by the Chair of the Board or the President of the University.

(1.1) A schedule of the date, time and place of the regular Board and Committee meetings shall be adopted for each fiscal year at a meeting of the Board or the Executive Committee and a copy of such schedule shall be provided to each trustee. No further notice of any such regular meeting shall be required. Other meetings of the Board or any Committee, if any, are special meetings and shall require notice as provided in these Bylaws.

(1.2) Regular or special meetings of the Board or any Committee may be held in or out of the state of Oregon.

(1.3) Any or all Trustees may participate in any telephonic regular or special meeting of the Board or in any Committee meeting by, or conduct the meeting through, use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 2. Call and Notice of Meetings.** Regular meetings of the Board or any Committee may be held without notice, except as provided in subsection (1.1) of this section. Special meetings of the Board must be preceded by at least seven days' notice to each Trustee of the date, time and place of the meeting. Special meetings of any Committee must be preceded by at least two days' notice to each Committee member of the date, time and place of the meeting. Notice of a special meeting shall describe the purpose of the special meeting. Special meetings of the Board may be called at any time by the Secretary upon the request of the Chair of the Board, the President of the University, or five members of the Board.

(2.1) Notice of any special meeting of the Board or any committee may be oral or written unless otherwise specified in the Articles or these bylaws for a particular kind of notice.

(2.2) Notice may be communicated in person, by telephone, or other form of wire or wireless communication, including facsimile or e-mail, or by mail or private carrier, including publication in a newsletter or similar document mailed to a Trustee's address. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where the meeting is to be held, or by radio, television, or other form of public broadcast communication.

(2.3) Written notice is effective when mailed if it is mailed postpaid

and is correctly addressed to the Trustee's address shown in the University's current records of its Trustees. Facsimile notice and e-mail notice are effective when sent, if transmitted to the Trustee's facsimile number or e-mail address shown in the University's current record of Trustees. Oral notice is effective when communicated if communicated in a comprehensible manner.

(2.4) A Trustee may at any time waive any notice required by these bylaws, the Articles of Incorporation or applicable state law. Except as provided in subsection (2.5) of this section, the waiver must be in writing, must be signed by the Trustee entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.

(2.5) A Trustee's attendance at or participation in a meeting waives any required notice to such Trustee of the meeting unless the Trustee, at the beginning of the meeting, or promptly upon the Trustee's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**Section 3. Quorum and voting.** A majority of the number of Trustees then serving shall constitute a quorum for any regular or special meeting of the Board.

(3.1) If a quorum is present when a vote is taken, the affirmative vote of a majority of Trustees present when the act is taken is the act of the Board. A Trustee is considered present regardless of whether the Trustee votes or abstains from voting.

(3.2) A Trustee who is present at a meeting of the Board or a Committee, sub-committee thereof or Ad Hoc committee of the Board when corporate action is taken is deemed to have assented to the action taken unless:

(a) The Trustee objects at the beginning of the meeting, or promptly upon the Trustee's arrival, to holding the meeting or transacting the business at the meeting;

(b) The Trustee's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The Trustee delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the University immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Trustee who votes in favor of the action taken.

**Section 4. Agenda.** The Chair of the Board and the President of the University, with the assistance of the Secretary, shall prepare and submit the agenda of any meeting of the Board.

**Section 5. Conduct of Meeting.** The Chair of the Board shall preside at the meetings of the Board. Except to the extent inconsistent with applicable law, these Bylaws or any Standing Rules then in effect, the then current edition of Roberts' Rules of Order shall govern the conduct of meetings of the Board.

## ARTICLE VI

### EXECUTIVE COMMITTEE

**Section 1. Size and Composition of Executive Committee.** The Executive Committee shall consist of the President, Chair of the Board, Vice Chair[s] of the Board and Secretary, if the Secretary is also a Trustee, all of whom shall be members ex officio, and four or more other members of the Board elected by the Board.

**Section 2. Role of Executive Committee - General.** The Executive Committee shall govern and manage the affairs and business of the University in accordance with the Articles of Incorporation, these Bylaws, and directives of the Board.

**Section 3. Conduct Between Board Meetings.** The Executive Committee shall, when the Board is not in session, arrange for the execution of orders and resolutions not otherwise specifically committed or provided for, and in accordance with the general policy of the Board, shall have the care and direction of matters pertaining to the welfare of the University, and especially shall discharge such duties as the Board may assign to it from time to time. It shall make formal report of its actions to the Board at its next regular meeting. The Chair of the Board shall be the chair of the Executive Committee unless it is inconvenient or inexpedient for said Chair of the Board to act.

**Section 4. Call and Conduct of Meetings.** Meetings of the Executive Committee shall be held at the call of the Chair of the Board or the President of the University, or three other members of the Executive Committee. The provisions of Article V relating to notice of meetings (where notice is required), waiver of notice, quorum requirements, voting and conduct of meetings apply to meetings of the Executive Committee.

**Section 5. Effect of Waiver of Notice.** When all members of the Executive Committee are present at any meeting, however called and noticed, and sign a written consent thereto on the records of such meeting, or if a majority of the members are present, and if those not present sign in writing a waiver of notice of such meeting, whether prior to or after holding of such meeting, which said waiver shall be filed with the Secretary, the transactions thereof are as valid as if at a meeting regularly called or noticed.

## ARTICLE VII

### OTHER COMMITTEES

**Section 1. Standing Board Committees - General.** There shall be seven standing committees of the Board, namely: (1) Executive Committee; (2) Committee on Trustees; (3) Financial Affairs; (4) University Advancement; (5) Academic Affairs; (6) Student Affairs and Enrollment; and (7) Audit Committee. The Executive Committee may create additional standing committees, subject to approval of the Board.

**Section 2. Committee on Trustees.** The role of the Committee on Trustees is to assure that the composition of the full Board is consistent with the Bylaws and relevant to the strategic needs and direction of the University. Its principal responsibilities include the development and recommendation of strategies, policies and practices that select, orient, educate, organize, motivate and assess the performance of the Trustees. The Committee shall include at least two Trustees who are members of an American Baptist Church.

**Section 3. Financial Affairs Committee.** The role of the Financial Affairs Committee is to ensure the fiscal stability and long-term economic health of the University. The principal responsibilities of the Committee include: (i) monitoring the University's financial operations; (ii) overseeing annual and long range operating budgets; (iii) reviewing and submitting to the full board requests and plans for borrowing; (iv) reviewing and submitting to the full board capital budgets; (v) ensuring that accurate and complete financial records are maintained; (vi) recommending investment policies to the Board; (vii) management of investment assets; (viii) ensuring the adequacy and condition of capital assets; (ix) overseeing plant debt; and (x) assessing and recommending adequate levels of funding for plant maintenance. The Committee may establish one or more subcommittees to assist in carrying out its responsibilities.

**Section 4. University Advancement Committee.** The role of the University Advancement Committee is to provide leadership and oversight in establishing policies and plans for the public relations and communications, alumni and other external constituents, and fundraising efforts of the University. The Committee assists in raising funds through charitable gifts and grants to ensure the financial health of the University and the satisfaction of the goals the Board establishes from time to time as necessary to satisfy the University's mission. The Committee's principal responsibilities include: (i) creating within the board an awareness of the importance of private giving; (ii) setting goals for trustee giving and actively engaging in trustee solicitation; (iii) setting fund raising goals and assessing progress; (iv) participating in the development process; (v) examining trends and analyzing implications for the future; and (vi) establishing fund raising policies.

**Section 5. Academic Affairs Committee.** The role of the Academic Affairs Committee is to ensure that appropriate policies have been developed and approved to fulfill the academic mission of the University. These policies should set forth processes for determining what the students learn and how they learn it; the effectiveness of teaching and learning; selection of deans of the University's schools and colleges, faculty selection, promotion, tenure, recognition, assessment, reward and development and academic standards and requirements. The principal responsibilities of the Committee include ensuring that (i) the academic program is consistent with the University's mission and strategies; (ii) the academic budget reflects the University's academic priorities; (iii) the faculty policies and procedures complement academic priorities; (iv) the academic programs are appropriate for its students; (v) the University assesses the effectiveness of its academic programs.

**Section 6. Student Affairs and Enrollment Committee.** The role of the Student Affairs and Enrollment Committee is to provide policy guidance to promote a safe and healthy environment that encourages academic success and assures that the students enjoy a high quality of life on campus. The Committee is charged with bringing student concerns, viewpoints and needs to the attention of the full board and the officers of the University. The principal responsibilities of the Committee include (i) representing students' interests in all policy decisions made by the board; (ii) ensuring the provision of adequate financial resources to support a comprehensive student affairs program; (iii) ensuring that board policies keep pace with students' changing needs; (iv) promoting the campus as a community; (v) ensuring that the activities and plans of the enrollment services division of the University are in accordance with the mission and goals of the University; and (vi) ensuring that the Committee stays updated on trends and patterns of enrollment within the University and in the entire higher education environment.

**Section 7. Audit Committee.** The primary role of the Committee is to provide oversight of the University's financial practices, internal controls, financial management, risk management, and standards of conduct, and to present for Board ratification audited financial statements that

the Committee has accepted. In doing so, it is the responsibility of the Committee to maintain free and open means of communication between the Trustees, the independent auditors and the University's financial management.

**Section 8. Notice and Quorum.** The provisions of Article V relating to notice of meetings (where required), waiver of notice, conduct of meetings and voting apply to each of the standing committees, sub-committees thereof and Ad Hoc committees. A majority of the Trustee members of a standing committee, sub- committee thereof and of Ad Hoc committees shall constitute a quorum for any regular or special meeting. The Chair of the Board and the President shall be counted toward the quorum requirement if present.

**Section 9. Other Committees.** The Chair of the Board or President may create "ad hoc" committees which may, but need not, consist solely of Board members. No such Committee shall exercise any power of the Board not specifically delegated to it by the Board.

## ARTICLE VIII

### OFFICERS

**Section 1. Identification of Officers.** The officers of the Board shall consist of the Chair of the Board, one or more Vice Chairs of the Board, President, Secretary, and such other assistants or other officers as may be designated by the Board. The officers shall have the powers described in these Bylaws but shall at all times be subject to the authority and direction of the Board.

**Section 2. Election of Officers.** Other than the President, the officers shall be elected at the annual meeting of the Board and shall hold office for a one-year term commencing on July 1 of the year of election and until their respective successors shall have been duly elected and qualified or until removed by the Board, if earlier. The President shall serve at the pleasure of the Board. Vacancies in any office arising from any cause may be filled by the Board at any regular or special meeting.

**Section 3. Chair of the Board.** The Chair of the Board shall sign all diplomas and shall execute, in the absence of the President, with the Secretary attesting, contracts and instruments authorized or issued by authority of the Board or the Executive Committee requiring signature.

**Section 4. Vice Chair(s).** The Vice Chair of the Board, in the absence or disability of the Chair, shall perform all the duties of the Chair of the Board. During any period in which there are more than one Vice Chairs serving, the order in which they shall have the authority to act shall be designated at the time of their election, by designating them as first or second Vice Chair.

**Section 5. President.** The President shall exercise the usual executive powers pertaining to the office of the President and shall perform such other duties as the Board may from time to time designate. Additional duties of the President are specifically set forth in Article IX below.

**Section 6. Secretary.** The Secretary shall perform the usual duties pertaining to the office. The Secretary shall keep full and correct minutes of all meetings of the Board and shall be the custodian of all documents committed to the Secretary's care. The Secretary shall have

the custody of the corporate seal and shall attest all documents requiring the seal.

**Section 7. Assistant Secretary.** The Assistant Secretary, in the absence or disability of the Secretary, shall perform all of the duties of the Secretary of the Board.

**Section 8. Qualifications.** Officers of the Board other than the Chair and any Vice Chair(s) need not be Trustees.

## ARTICLE IX

### PRESIDENT OF THE UNIVERSITY

**Section 1. Role and Responsibilities - General.** The President of the University shall be a member of the Board, ex officio, and shall be the chief executive officer of the University, with responsibility for articulating and carrying out its mission, including the College of Arts and Sciences, the School of Business, the School of Nursing, and such other colleges or schools as may be established by the Board. Except as otherwise provided in these Bylaws, the Provost, the Deans, the members of the faculty, and the vice presidents are appointed by the President in accordance with established administrative and faculty personnel policies and as reported to the Board for its consent. The President has authority, within the limitations of the budget and University policy (including established administrative, staff, and faculty personnel policies), to create and fill any administrative or academic positions the President deems necessary or convenient for the effective functioning of the University. The President shall be the head of all educational departments of the University, with authority there over and shall exercise such supervision and direction as will promote said departments' effectiveness and efficiency.

The President shall recommend to the Board all faculty promotions, tenure and sabbaticals after appropriate consultation with the head of the appropriate faculty body, the Provost and Dean of the school or college, and in accordance with established faculty personnel policies and procedures.

The President shall be responsible for the discipline of the University and for carrying out all measures officially agreed upon by the faculty concerning matters committed to it by the Board, and for executing such measures concerning the internal administration of the University as the Board may enact.

The President shall be responsible for the creation and implementation of a communications policy for the dissemination of university information both internally and externally.

**Section 2. Reports to Board.** The President shall make an annual report to the Board of the work and condition of the University, and from time to time shall give to the Board reports upon the condition of the University, and shall present for their consideration such measures, as the President shall deem necessary or expedient for its welfare.

**Section 3. Vacancy.** In case of vacancy in the office of President of the University, or the absence of the President or inability to serve, the Board may appoint an interim President of the University. Pending such appointment, the Chair of the Board shall appoint a member of the administration or faculty to serve as acting President until a President or interim President is appointed and ready to serve.



## ARTICLE X

### OTHER OFFICERS OF THE UNIVERSITY

Section 1. Officers Authorized. Officers of the University authorized by the Board shall be the Provost and Vice President for Academic Affairs and the Vice President for Finance and Administration/Treasurer. Other officers of the University shall be such officers or assistant officers appointed by the President as reported to the Board for its consent.

Section 2. The Vice President for Finance and Administration/Treasurer shall, subject to the direction and supervision of the President and the oversight of the Board, have charge of and be responsible for the financial affairs of the University and shall keep the President and Board informed thereon.

Section 3. The Provost and Vice President for Academic Affairs shall, subject to the direction and supervision of the President and the oversight of the Board, have charge of and be responsible for oversight of all educational affairs and activities, academic personnel and research of the University and shall keep the President and Board informed thereon.

## ARTICLE XI

### THE FACULTY

Section 1. Definition of Faculty. Members of the faculty shall include (a) the President of the University, the Provost and Vice President for Academic Affairs, and the Deans (b) members of the faculty with the academic rank of Professor, Associate Professor, Assistant Professor or Instructor who hold academic-year contracts calling for at least 40 percent of a full work load, and (c) inclusive of librarians who have academic rank, and whose positions call for at least 40 percent of a full work load as professional librarians during the academic year.

Section 2. General. There is hereby constituted a Faculty Senate which shall be composed of not more than 12 faculty members, with equal representation from each existing school or college.

To the extent the authority granted the Faculty Senate in this Section 2 is interpreted in a manner that is a grant of the same or similar authority and/or is in conflict with the authority granted to the schools and college in Section 3 of this Article XI, the grant of authority to the schools and college in Section 3 shall control and have precedence. The faculty of each school or college shall determine, subject to the approval by the relevant Dean, how to provide for the governance of that faculty and the exercise of that faculty's obligations under this Article XI, including the selection of members of the Faculty Senate. The Faculty Senate and any other deliberative or legislative body acting on behalf of the faculty as a whole shall be in a form approved by the Deans and the Provost and with the approval of the President.

The Faculty Senate shall meet on a regular, at least monthly, basis during the calendar year and shall review and make recommendations to the Deans, Provost and President regarding: changes to the general education requirements of the University; curricular changes by one school or college that impact a department or academic program in one of the other schools or college;

adoption of or changes to University-wide educational programs; matters affecting faculty working conditions; facilitating population of University-wide committees; and reviewing compliance and fairness of the promotion and tenure recommendations of the schools and colleges with their respective promotion and tenure policies.

**Section 3. Academic Responsibilities.** In accordance with general policies adopted by the Board, and with the approval of the Provost and the President, subject to approval by the Board, the respective faculties of the schools and colleges have the responsibility to formulate and adopt for their respective internal operation: faculty personnel policies and procedures, courses of study, conditions of graduation, the nature of degrees to be conferred, rules and methods of conduct of educational work of the respective schools or colleges; shall recommend to the Board candidates for academic degrees; review and discuss names of finalists for honorary degrees; shall recommend to the President candidates for fellowships, scholarships, and prizes; shall advise the President and the Board on standards of faculty competence and ethical conduct; shall recommend to the President candidates for faculty appointment; and shall recommend to the Provost, and President candidates for tenure, promotion, and the granting of faculty status who shall then make recommendations to the Board.

**Section 4. Academic Student Responsibilities.** The Faculty Senate shall be responsible for establishing academic student policies that pertain to academic progress toward degree completion, evaluation and grading of academic work, academic probation and suspension, shall set policies pertaining to student academic misconduct and collaborate with appropriate University administrators responsible for university sanctioning of academic misconduct cases. The Faculty Senate shall be responsible for policies related to academic freedom and freedom of speech for students within the classroom and any related learning environment. The Faculty Senate shall be responsible for academic grievance policies that provide due process for students and shall advise and be responsible for the functioning of student programs that directly relate to an academic major.

## ARTICLE XII

### INDEMNIFICATION OF OFFICERS AND TRUSTEES

**Section 1. Scope of Indemnification.** Subject to Section 2 through 4 of this Article, each person who at any time has served or serves as a Trustee, elected officer, or employee of the University shall be indemnified by the University against liabilities incurred as a result of and expenses (including attorneys' fees) reasonably sustained in the defense or in the compromise or settlement of any civil, criminal, or other action, suit, or proceeding in which said person may become involved as a part or with which said person may be threatened by reason of being or having been a

Trustee, officer, or employee of the University; provided,

- (a) The conduct of the individual was in good faith;
- (b) The individual reasonably believed that the individual's conduct was in the best interests of the University, or at least not opposed to its best interests; and
- (c) In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful.

An individual's conduct with respect to an employee benefit plan for a purpose the individual reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of subsection (b) of this Section. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the individual did not meet the standard of conduct described in this section.

**Section 2. Limits on Indemnification.** No person shall be entitled to indemnification under this Article:

(a) In connection with a proceeding by or in the right of the University in which the person was adjudged liable to the University; or

(b) In connection with any other proceeding charging improper personal benefit to the person in which the person was adjudged liable on the basis that personal benefit was improperly received by the person.

Indemnification permitted under this Article in connection with a proceeding by or in the right of the University is limited to reasonable expenses incurred in connection with the proceeding.

**Section 3. Specific Authorization Required.** No right to indemnification shall accrue to any person under this Article unless authorized by law and unless and until authorized in the specific case after a determination has been made that indemnification of the person is permissible in the circumstances because the person has met the standard of conduct set forth in Section 1 of this Article and ORS 65.391. A determination that indemnification of a person is permissible shall be made:

(a) By the Board by majority vote of a quorum consisting of Trustees not at the time parties to the proceeding.

(b) If a quorum cannot be obtained under subsection (a) of this Section, by a majority vote of a committee duly designated by the Board, consisting solely of two or more Trustees not at the time parties to the proceeding; or

(c) By special legal counsel selected by the Board or its committee in the manner prescribed in subsection (a) or (b) of this Section or, if a quorum of the Board cannot be obtained under subsection (a) of this Section and a committee cannot be designated under subsection (b) of this Section, the special legal counsel shall be selected by majority vote of the full Board including Trustees who are parties to the proceeding.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this Section to select counsel.

**Section 4. Notice to Attorney General.** No determination or authorization under Section 3 may be made until 20 days have elapsed after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification.

**Section 5. Mandatory indemnification.** The University shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the person was a party because of being a Trustee, Officer or employee of the University against reasonable expenses actually incurred by the person in connection with the proceeding.


## ARTICLE XIII

### AMENDMENTS AND STANDING RULES

**Section 1. Amendment.** Subject to the provisions of Article IV Section 4, these Bylaws may be amended by the Board at any regular or special meeting thereof. At least ten days prior to any regular or special meeting at which it is proposed to amend the Bylaws, notice shall be sent to each Trustee setting forth the proposed amendments to the Bylaws.

**Section 2. Standing Rules.** The Board may, from time to time, adopt standing rules with respect to any matter governed by these Bylaws. A list of current standing rules shall be maintained by the Secretary and copies thereof shall be kept with these Bylaws.

APPROVED AND ADOPTED by the Board of Trustees at its regular meeting held the 6th day of May 2023. Article IV Section 2 & 3 approved and adopted by the Board of Trustees at its regular meeting held May 6, 2023.



Dr. Miles K. Davis, President

Attest:

Gerardo Ochoa, Assistant Secretary

