Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2003

Open to Public Inspection

A For the 2003 calendar year, or tax year beginning 7/1/2003 **, and ending** 6/30/2004

B Check if applicable:
- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Final return
- [ ] Amended return
- [ ] Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: Board of Trustees of Whitman College

Number and street (or P.O. box if mail is not delivered to street address): 345 Boyer Avenue | Room/suite:

City or town: Walla Walla | State or country: WA | ZIP + 4: 99362

D Employer identification number 91-0567740

E Telephone number 509.527.5411

F Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) ▶

● **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? [ ] Yes [X] No
(If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling? [ ] Yes [X] No

I Group Exemption Number ▶

G Website: ▶ http://www.whitman.edu

J Organization type (check only one) ▶ [X] 501(c) (3) ◀ (insert no.) [ ] 4947(a)(1) **or** [ ] **527**

K Check here ▶ [ ] if the organization's gross receipts are normally not more than $25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return.**

M Check ▶ [ ] if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 149,435,595

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 18 of the instructions.)

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Direct public support	1a	13,601,845	
	b	Indirect public support	1b		
	c	Government contributions (grants)	1c		
	d	**Total** (add lines 1a through 1c) (cash $ _____ noncash $ _____)	1d		13,601,845
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		44,709,290
	3	Membership dues and assessments	3		0
	4	Interest on savings and temporary cash investments	4		512,015
	5	Dividends and interest from securities	5		3,689,749
	6 a	Gross rents	6a	570,914	
	b	Less: rental expenses	6b	284,678	
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c		286,236
	7	Other investment income (describe ▶ Fees, finance charges, contract reimbursement)	7		339,701

		(A) Securities		(B) Other
8 a	Gross amount from sales of assets other than inventory	85,919,825	8a	92,256
b	Less: cost or other basis and sales expenses	40,654,067	8b	50,185
c	Gain or (loss) (attach schedule)	45,265,758	8c	42,071
d	Net gain or (loss) (combine line 8c, columns (A) and (B))		8d	45,307,829

	9	Special events and activities (attach schedule). If any amount is from **gaming,** check here ▶ [ ]			
	a	Gross revenue (not including $ 13,601,845 of contributions reported on line 1a)	9a	0	
	b	Less: direct expenses other than fundraising expenses	9b	0	
	c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c		0
	10 a	Gross sales of inventory, less returns and allowances	10a		
	b	Less: cost of goods sold	10b		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		0
	11	Other revenue (from Part VII, line 103)	11		0
	12	**Total revenue** (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		108,446,665
Expenses	13	Program services (from line 44, column (B))	13		53,399,396
	14	Management and general (from line 44, column (C))	14		6,951,181
	15	Fundraising (from line 44, column (D))	15		2,244,440
	16	Payments to affiliates (attach schedule)	16		0
	17	**Total expenses** (add lines 16 and 44, column (A))	17		62,595,017
	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18		45,851,648
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		335,568,358
	20	Other changes in net assets or fund balances (attach explanation)	20		0
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		381,420,006

For Paperwork Reduction Act Notice, see the separate instructions.

(HTA)

Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See page 22 of the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash $ 12,920,925 noncash $ 0)	22	12,920,925	12,920,925		
23 Specific assistance to individuals (attach schedule)	23	0			
24 Benefits paid to or for members (attach schedule)	24	0			
25 Compensation of officers, directors, etc.	25	995,417	348,417	514,000	133,000
26 Other salaries and wages	26	20,097,518	17,225,881	1,945,593	926,044
27 Pension plan contributions	27	1,794,234	1,494,927	209,221	90,086
28 Other employee benefits	28	3,323,242	2,714,128	423,713	185,401
29 Payroll taxes	29	1,636,872	1,363,816	190,871	82,185
30 Professional fundraising fees	30	0			
31 Accounting fees	31	41,621		41,621	
32 Legal fees	32	9,724		9,724	
33 Supplies	33	4,765,646	3,986,640	691,612	87,394
34 Telephone	34	23,785		23,785	
35 Postage and shipping	35	243,676	16,817	226,859	
36 Occupancy	36	1,506,967	1,310,486	196,481	
37 Equipment rental and maintenance	37	0			
38 Printing and publications	38	519,942	187,179	332,763	
39 Travel	39	1,739,216	1,449,119	141,607	148,490
40 Conferences, conventions, and meetings	40	0			
41 Interest	41	1,572,032	1,549,294	22,738	
42 Depreciation, depletion, etc. (attach schedule)	42	3,092,037	3,017,713	74,324	
43 Other expenses not covered above (itemize): a Services	43a	8,237,630	5,313,558	2,530,969	393,103
b Service credits	43b	-1,632,340	-528,175	-1,104,165	
c Communications	43c	1,095,068	669,081	227,250	198,737
d Student loan expenses	43d	69,484	69,484		
e Other	43e	542,321	290,106	252,215	
f	43f	0			
44 **Total functional expenses** (add lines 22 through 43). ***Organizations completing columns (B)-(D), carry these totals to lines 13-15***	44	62,595,017	53,399,396	6,951,181	2,244,440

Joint Costs. Check ▶ ☐ if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in **(B)** Program services? ▶ ☐ **Yes** ☒ **No**

If "Yes," enter **(i)** the aggregate amount of these joint costs $ 0 ; **(ii)** the amount allocated to Program services $; **(iii)** the amount allocated to Management and general $; and **(iv)** the amount allocated to Fundraising $

Part III Statement of Program Service Accomplishments (See page 25 of the instructions.)

What is the organization's primary exempt purpose? ▶

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
a Instructional programs research and related support 1,402 full-time equivalent students (Grants and allocations $)	21,171,528
b Student services and programs 1,402 full-time equivalent students (Grants and allocations $)	5,550,955
c Student financial aid 1,216 students received aid from institutional funds (Grants and allocations $ 12,290,925)	12,290,925
d Physical plant and auxiliary services - operation and maintenance Average for the year: 813 students in housing, 774 students on board plans (Grants and allocations $)	16,385,988
e Other program services (attach schedule) (Grants and allocations $)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ▶	55,399,396

Part IV **Balance Sheets** (See page 25 of the instructions.)

				(A) Beginning of year		(B) End of year
	Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.*					
Assets	45 Cash—non-interest-bearing			1,309,347	45	1,267,568
	46 Savings and temporary cash investments			11,759,442	46	4,091,668
	47 a Accounts receivable	47a	369,610			
	b Less: allowance for doubtful accounts	47b	26,344	419,043	47c	343,266
	48 a Pledges receivable	48a	12,362,930			
	b Less: allowance for doubtful accounts	48b	80,000	11,523,821	48c	12,282,930
	49 Grants receivable				49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)			0	50	0
	51 a Other notes and loans receivable (attach schedule)	51a	3,570,452			
	b Less: allowance for doubtful accounts	51b	89,365	3,417,232	51c	3,481,087
	52 Inventories for sale or use			366,327	52	365,753
	53 Prepaid expenses and deferred charges			287,106	53	36,794
	54 Investments—securities (attach schedule) ► ☐ Cost ☒ FMV			252,169,438	54	302,520,606
	55 a Investments—land, buildings, and equipment: basis	55a	12,936,765			
	b Less: accumulated depreciation (attach schedule)	55b	1,063,372	10,953,852	55c	11,873,393
	56 Investments—other (attach schedule)			10,305,890	56	11,890,819
	57 a Land, buildings, and equipment: basis	57a	107,186,363			
	b Less: accumulated depreciation (attach schedule)	57b	29,257,716	76,658,498	57c	77,928,647
	58 Other assets (describe ► Deferred compensation)			1,387,615	58	1,693,650
	59 **Total assets** (add lines 45 through 58) (must equal line 74)			380,557,611	59	427,776,181
Liabilities	60 Accounts payable and accrued expenses			6,068,493	60	5,241,412
	61 Grants payable			3,201,175	61	3,266,948
	62 Deferred revenue			791,168	62	864,771
	63 Loans from officers, directors, trustees, and key employees (attach schedule)			0	63	0
	64 a Tax-exempt bond liabilities (attach schedule)			25,089,729	64a	25,112,929
	b Mortgages and other notes payable (attach schedule)			595,412	64b	556,532
	65 Other liabilities (describe ► See attached worksheet)			9,243,276	65	11,313,583
	66 **Total liabilities** (add lines 60 through 65)			44,989,253	66	46,356,175
Net Assets or Fund Balances	**Organizations that follow SFAS 117, check here** ► ☒ and complete lines 67 through 69 and lines 73 and 74.					
	67 Unrestricted			131,307,674	67	150,128,541
	68 Temporarily restricted			113,452,560	68	136,681,587
	69 Permanently restricted			90,808,124	69	94,609,878
	Organizations that do not follow SFAS 117, check here ► ☐ and complete lines 70 through 74.					
	70 Capital stock, trust principal, or current funds				70	
	71 Paid-in or capital surplus, or land, building, and equipment fund				71	
	72 Retained earnings, endowment, accumulated income, or other funds				72	
	73 **Total net assets or fund balances** (add lines 67 through 69 **or** lines 70 through 72; column (A) **must** equal line 19; column (B) **must** equal line 21)			335,568,358	73	381,420,006
	74 **Total liabilities and net assets / fund balances** (add lines 66 and 73)			380,557,611	74	427,776,181

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See page 27 of the instructions.)

a	Total revenue, gains, and other support per audited financial statements ▶	**a**	94,416,095
b	Amounts included on line **a** but not on line 12, Form 990:		
(1)	Net unrealized gains on investments $		
(2)	Donated services and use of facilities $		
(3)	Recoveries of prior year grants $		
(4)	Other (specify): Paul Garrett Whitm $ 657,547; 21st Century Trust $ 277,228		
	Add amounts on lines **(1)** through **(4)** ▶	**b**	934,775
c	Line **a** minus line **b** ▶	**c**	93,481,320
d	Amounts included on line 12, Form 990 but not on line **a:**		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify): Tuition discount & $; restricted expense: $ 14,965,345		
	Add amounts on lines **(1)** and **(2)** ▶	**d**	14,965,345
e	Total revenue per line 12, Form 990 (line **c** plus line **d**) ▶	**e**	108,446,665

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements ▶	**a**	47,660,832
b	Amounts included on line **a** but not on line 17, Form 990:		
(1)	Donated services and use of facilities $		
(2)	Prior year adjustments reported on line 20, Form 990 $		
(3)	Losses reported on line 20, Form 990 $		
(4)	Other (specify): Paul Garrett Whitman $ 31,160; $		
	Add amounts on lines **(1)** through **(4)** ▶	**b**	31,160
c	Line **a** minus line **b** ▶	**c**	47,629,672
d	Amounts included on line 17, Form 990 but not on line **a:**		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify): Tuition discount & $; restricted expenses $ 14,965,345		
	Add amounts on lines **(1)** and **(2)** ▶	**d**	14,965,345
e	Total expenses per line 17, Form 990 (line **c** plus line **d**) ▶	**e**	62,595,017

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated; see page 27 of the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Name John W. Bogley Str Walla Walla City ST WA ZIP 99362	Title VP for Developr Hr/WK 40	133,000	21,300	0
Name J. Antonio Cabasc Str Walla Walla City ST WA ZIP 99362	Title Dean of Admiss Hr/WK 40	70,417	13,534	0
Name Charles E. Clevela Str Walla Walla City ST WA ZIP 99362	Title Dean of Studen Hr/WK 40	122,000	20,130	0
Name Thomas E. Cronin Str Walla Walla City ST WA ZIP 99362	Title President Hr/WK 40	250,000	66,722	24,000
Name Peter W. Harvey Str Walla Walla City ST WA ZIP 99362	Title Treasurer & CF Hr/WK 40	151,000	20,987	0
Name Patrick W. Keef Str Walla Walla City ST WA ZIP 99362	Title Dean of Faculty Hr/WK 40	156,000	22,573	0
Name Keiko Pitter Str Walla Walla City ST WA ZIP 99362	Title Chief Technolog Hr/WK 40	113,000	16,948	0
Name Str City ST ZIP	Title Hr/WK			
Name Board of Trustees Str See attached City ST ZIP	Title Hr/WK	0	0	0
Name Str City ST ZIP	Title Hr/WK			

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than $100,000 from your organization and all related organizations, of which more than $10,000 was provided by the related organizations? ▶ ☐ **Yes** ☒ **No**
If "Yes," attach schedule—see page 28 of the instructions.

Part VI **Other Information** (See page 28 of the instructions.)

			Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77	X	
78 a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	78b	X	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X	
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X	
b	If "Yes," enter the name of the organization ► Whitman College Paul Garrett Foundation 21st Century Trust and check whether it is [X] exempt **or** [ ] nonexempt.			
81 a	Enter direct and indirect political expenditures. See line 81 instructions 81a			
b	Did the organization file **Form 1120-POL** for this year?	81b		X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) 82b 60,714			
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A	
85	*501(c)(4), (5), or (6) organizations.* **a** Were substantially all dues nondeductible by members?	85a		
b	Did the organization make only in-house lobbying expenditures of $2,000 or less?	85b		
	If "Yes" was answered to either 85a or 85b, **do not** complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.			
c	Dues, assessments, and similar amounts from members 85c			
d	Section 162(e) lobbying and political expenditures 85d			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f 0			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h		
86	*501(c)(7) orgs.* Enter: **a** Initiation fees and capital contributions included on line 12 86a			
b	Gross receipts, included on line 12, for public use of club facilities 86b			
87	*501(c)(12) orgs.* Enter: **a** Gross income from members or shareholders 87a			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 87b			
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88		X
89 a	*501(c)(3) organizations.* Enter: Amount of tax imposed on the organization during the year under: section 4911 ► ; section 4912 ► ; section 4955 ►			
b	*501(c)(3) and 501(c)(4) orgs.* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ►			
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ►			
90 a	List the states with which a copy of this return is filed ► WA			
b	Number of employees employed in the pay period that includes March 12, 2003 (See instructions.) 90b 1,128			
91	The books are in care of ► Name Controller's office Telephone no. ► 509.527.5411 Located at ► 345 Boyer Avenue City ST Zip + 4 ► 99362			
92	*Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of* ***Form 1041*****—** Check here ► [ ] and enter the amount of tax-exempt interest received or accrued during the tax year ► 92 N/A			

Part VII **Analysis of Income-Producing Activities** (See page 33 of the instructions.)

Note: *Enter gross amounts unless otherwise indicated.*	Unrelated business income		Excluded by section 512, 513, or 514		(E)
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	Related or exempt function income
93 Program service revenue:					
a Student tuition and fees					36,209,215
b Auxiliary services					7,366,994
c Bookstore	451211	8,981			
d Commissions	443120	10,469			
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies			20	1,113,631	
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	512,015	
96 Dividends and interest from securities			14	3,689,749	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	286,236	
98 Net rental income or (loss) from personal property			14	339,701	
99 Other investment income			18	45,307,829	
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: **a**					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		19,450		51,249,161	43,576,209
105 **Total** (add line 104, columns (B), (D), and (E)) ▶					94,844,820

Note: *Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.*

Part VIII **Relationship of Activities to the Accomplishment of Exempt Purposes** (See page 34 of the instructions.)

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93 a & b	The mission of Whitman College is to provide an excellent, well-rounded liberal arts and sciences undergraduate education. Student's participation in classes and other activities within a residential setting is integral to the educational process at Whitman College.

Part IX **Information Regarding Taxable Subsidiaries and Disregarded Entities** (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%		0	0
	%		0	0
	%		0	0
	%		0	0

Part X **Information Regarding Transfers Associated with Personal Benefit Contracts** (See page 34 of the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ **Yes** ☐ **No**

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **Yes** ☐ **No**

Note: *If " Yes" to* ***(b),*** *file Form 8870* ***and*** *Form 4720 (see instructions).*

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

▶ Signature of officer | Date

▶ Peter W. Harvey, Treasurer & C.F.O.
Type or print name and title.

Paid Preparer's Use Only

Preparer's signature ▶	Date XXXXXXXXXXXX	Check if self-employed ▶ ☐	Preparer's SSN or PTIN (See Gen. Inst. W) XXXXXXXXXXXX
Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ XXXXXXXXXXXX		EIN ▶ XXXXXXXXXXXX	
		Phone no. ▶ XXXXXXXXXXXX	

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information—(See separate instructions.)

► **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

2003

Name of the organization: Board of Trustees of Whitman College

Employer identification number: 91-0567740

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Name Robert J. Carson Str 345 Boyer Avenue City Walla Walla ST WA Zip 99362 Country USA	Title Faculty Avg hr/wk 40	109,000	16,532	
Name Edward Foster Str 345 Boyer Avenue City Walla Walla ST WA Zip 99362 Country USA	Title Faculty Avg hr/wk 40	110,212	17,427	
Name Timothy Kaufman-Osborn Str 345 Boyer Avenue City Walla Walla ST WA Zip 99362 Country USA	Title Faculty Avg hr/wk 40	101,917	16,890	
Name David Schmitz Str 345 Boyer Avenue City Walla Walla ST WA Zip 99362 Country USA	Title Faculty Avg hr/wk 40	107,102	17,065	
Name Paul H. Yancey Str 345 Boyer Avenue City Walla Walla ST WA Zip 99362 Country USA	Title Faculty Avg hr/wk 40	96,847	16,746	
Total number of other employees paid over $50,000 . . . . . ►	130			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
Name Check here if a business ☐ Str City ST ZIP Country		
Name Check here if a business ☐ Str City ST ZIP Country		
Name Check here if a business ☐ Str City ST ZIP Country		
Name Check here if a business ☐ Str City ST ZIP Country		
Name Check here if a business ☐ Str City ST ZIP Country		
Total number of others receiving over $50,000 for professional services . . ►		

For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.

(HTA)

Part III Statements About Activities (See page 2 of the instructions.)

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► $ 0 (Must equal amounts on line 38, Part VI-A, or line **i** of Part VI-B.)	1		X
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)*			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c	X	
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3 a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	3a	X	
b	Do you have a section 403(b) annuity plan for your employees?	3b	X	
4	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).

6 ☒ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)

7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).

8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).

9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state** ► City ST Country

10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)

11 a ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

11 b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)

12 ☐ An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)

13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: **(1)** lines 5 through 12 above; or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	**(b)** Line number from above

14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) ***Use cash method of accounting.***

Note: *You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.*

Calendar year (or fiscal year beginning in) ►	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)					0
16 Membership fees received					0
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					0
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					0
19 Net income from unrelated business activities not included in line 18					0
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					0
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					0
23 Total of lines 15 through 22	0	0	0	0	0
24 Line 23 minus line 17	0	0	0	0	0
25 Enter 1% of line 23	0	0	0	0	

26 Organizations described on lines 10 or 11: **a** Enter 2% of amount in column (e), line 24 ► **26a** 0

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a. **Do not file this list with your return.** Enter the total of all these excess amounts ► **26b**

c Total support for section 509(a)(1) test: Enter line 24, column (e) ► **26c** 0

d Add: Amounts from column (e) for lines: 18 0 19 0 22 0 26b 0 ► **26d** 0

e Public support (line 26c minus line 26d total) ► **26e** 0

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ► **26f** 0.00%

27 Organizations described on line 12: **a** For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." **Do not file this list with your return.** Enter the sum of such amounts for each year:

(2002) (2001) (2000) (1999)

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2),** enter the sum of these differences (the excess amounts) for each year:

(2002) (2001) (2000) (1999)

c Add: Amounts from column (e) for lines: 15 0 16 0 17 0 20 0 21 0 ► **27c** 0

d Add: Line 27a total 0 and line 27b total 0 ► **27d** 0

e Public support (line 27c total minus line 27d total) ► **27e** 0

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ► **27f** 0

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ► **27g** 0.00%

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ► **27h** 0.00%

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. **Do not file this list with your return.** Do not include these grants in line 15.

Part V **Private School Questionnaire** (See page 7 of the instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	X	
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	X	
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31	X	
	If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) The Whitman College catalog as well as other publications			
32	Does the organization maintain the following:			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	X	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	X	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	X	
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d	X	
	If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)			
33	Does the organization discriminate by race in any way with respect to:			
a	Students' rights or privileges?	33a		X
b	Admissions policies?	33b		X
c	Employment of faculty or administrative staff?	33c		X
d	Scholarships or other financial assistance?	33d		X
e	Educational policies?	33e		X
f	Use of facilities?	33f		X
g	Athletic programs?	33g		X
h	Other extracurricular activities?	33h		X
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	X	
b	Has the organization's right to such aid ever been revoked or suspended?	34b		X
	If you answered "Yes" to either 34a or b, please explain using an attached statement.			
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	X	

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768)

Check ► **a** ☐ if the organization belongs to an affiliated group. Check ► **b** ☐ if you checked **"a"** and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	**36**		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	**37**		
38 Total lobbying expenditures (add lines 36 and 37)	**38**	0	0
39 Other exempt purpose expenditures	**39**		
40 Total exempt purpose expenditures (add lines 38 and 39)	**40**	0	0
41 Lobbying nontaxable amount. Enter the amount from the following table—			
If the amount on line 40 is— / **The lobbying nontaxable amount is—**			
Not over $500,000 — 20% of the amount on line 40			
Over $500,000 but not over $1,000,000 — $100,000 plus 15% of the excess over $500,000			
Over $1,000,000 but not over $1,500,000 — $175,000 plus 10% of the excess over $1,000,000	**41**	0	0
Over $1,500,000 but not over $17,000,000 — $225,000 plus 5% of the excess over $1,500,000			
Over $17,000,000 — $1,000,000			
42 Grassroots nontaxable amount (enter 25% of line 41)	**42**	0	0
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	**43**	0	0
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	**44**	0	0

Caution: *If there is an amount on either line 43 or line 44, you must file Form 4720.*

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ►	**(a)** 2003	**(b)** 2002	**(c)** 2001	**(d)** 2000	**(e)** Total
45 Lobbying nontaxable amount					0
46 Lobbying ceiling amount (150% of line 45(e))					0
47 Total lobbying expenditures					0
48 Grassroots nontaxable amount					0
49 Grassroots ceiling amount (150% of line 48(e))					0
50 Grassroots lobbying expenditures					0

Part VI-B **Lobbying Activity by Nonelecting Public Charities**
(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	**Yes**	**No**	**Amount**
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines **c** through **h.**)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines **c** through **h.**)			0

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting organization to a noncharitable exempt organization of:			
(i)	Cash	**51a(i)**		X
(ii)	Other assets	**a(ii)**		X
b	Other transactions:			
(i)	Sales or exchanges of assets with a noncharitable exempt organization	**b(i)**		X
(ii)	Purchases of assets from a noncharitable exempt organization	**b(ii)**		X
(iii)	Rental of facilities, equipment, or other assets	**b(iii)**		X
(iv)	Reimbursement arrangements	**b(iv)**		X
(v)	Loans or loan guarantees	**b(v)**		X
(vi)	Performance of services or membership or fundraising solicitations	**b(vi)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**c**		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

52 a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ► ☐ **Yes** ☒ **No**

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2003

Name of organization	**Employer identification number**
Board of Trustees of Whitman College	91-0567740

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	[X] 501(c)(3) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[ ] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.** (**Note:** *Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General rule and a Special rule—see instructions.)*

General Rule—

[X] For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules—

[ ] For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of $5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year.) . . . . . ▶ $ _____

Caution: *Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they* ***must*** *check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).*

For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.
(HTA)

	Balance at beginning of year	Balance at end of year
Line 47 (990) - Accounts receivable		
Student receivables	320,645	322,456
Student receivables - Allowance	(5,175)	(26,344)
Trade receivables	103,573	47,154
Net balance for student loans	419,043	343,266
Line 48 (990) - Pledges receivable		
Contributions and trusts receivable	11,610,821	12,362,930
Allowance	(87,000)	(80,000)
Total pledges receivable	11,523,821	12,282,930
Line 51 (990) - Other notes receivable		
Student loans	3,506,454	3,570,452
Student loans - Allowance	(89,222)	(89,365)
Net balance for student loans	3,417,232	3,481,087
Line 55 (990) - Real estate investments		
Rental property land	2,202,642	3,228,442
Rental property buildings	3,107,526	3,051,027
Accumulated depreciation	(1,013,612)	(1,063,372)
Total rental properties	4,296,556	5,216,097
Farmland	6,657,296	6,657,296
Total real estate investments	10,953,852	11,873,393
Line 56 (990) - Other investments		
Notes and mortgages receivable (at cost)	56,622	30,614
Funds held in trust by others (at FMV)	10,249,268	11,860,205
Total other investments	10,305,890	11,890,819

	Balance at beginning of year	Balance at end of year
Line 57 (990) - Land, buildings and equipment		
Land - Walla Walla campus and Johnston wilderness	5,837,817	6,250,460
Buildings	88,889,417	96,707,876
Accumulated depreciation	(25,788,983)	(27,538,871)
Construction in progress	5,646,735	481,375
Subtotal - Buildings (at NBV)	68,747,169	69,650,380
Equipment	2,587,509	2,878,437
Accumulated depreciation	(1,367,705)	(1,718,845)
Subtotal - Equipment (at NBV)	1,219,804	1,159,592
Art works	778,083	792,590
Rare books	75,625	75,625
Total land, buildings and equipment	76,658,498	77,928,647
Line 64a (990) - Tax-exempt bond liabilities		
WHEFA series 1999 revenue bonds	25,089,729	25,112,929
Line 64b (990) - Mortgages and other notes payable		
Note 1	161,188	151,084
Note 2	46,561	43,018
Note 3	387,663	362,430
Total mortgages payable	595,412	556,532

Board of Trustees of Whitman College
91-0567740
Reference: Form 990, Page 4, Part V

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Walla Walla, WA 99362

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Mercer Island, WA 98040

Elizabeth Welty
2231 S. Forest Estates Drive
Spokane, WA 99223-3402

David W. Wyckoff
94201 W. Snipes Road
Prosser, WA 99350

Board of Trustees of Whitman College EIN: 91-0567740
Line 77, (990, Part VI)

CHARTER OF WHITMAN SEMINARY

An Act to Establish an Institution of Learning in Walla Walla County

Section 1. Be it enacted by the Legislative Assembly of the Territory of Washington.

That there shall be established in Walla Walla County an institution of learning, for the instruction of persons of both sexes, in science and literature, to be called the "Whitman Seminary"; and that Elkanah Walker, George H. Atkinson, Elisha S. Tanner, Erastus S. Joslyn, W.A. Tenney, H.H. Spalding, John C. Smith, James Craigie, and Cushing Eells, and their successors, are hereby declared to be a body politic and corporate, in law, by the name and style of the President and Trustees of Whitman Seminary.

Section 2. That the corporation before named shall have perpetual succession, and power to acquire, possess and hold property, real, personal and mixed, and the same to sell, grant, convey, rent, or otherwise dispose of at pleasure; and they shall have power to contract, and be contracted with, sue and be sued, plead and be impleaded, in all courts of justice, both at law and equity; they shall have and use a common seal, with power to alter it at pleasure; and they may exercise all the powers and enjoy all the privileges of other institutions of learning in this Territory.

Section 3. That the corporate concerns of said Whitman Seminary shall be managed by themselves as a board, consisting of the nine members, and that a majority of the members of the board shall constitute a quorum for the transaction of business; said trustees shall elect one of their number to be president of their board, and they shall have power to fill all vacancies in their body, as these may from time to time occur, by resignation, expulsion, death or otherwise, and shall have power to make and put in force such by-laws and regulations as shall from time to time be deemed necessary for the government of said corporation.

Section 4. That the board of trustees shall have power to appoint subordinate officers and agents, and to make, ordain and establish such ordinances, rules and regulations, as they may deem necessary for the good government of said institution, its officers, teachers and pupils, and for the management of the affairs of said corporation to the best advantage. *Provided*, that they shall not contravene the constitution or laws of the United States, or the laws of this Territory.

Section 5. That all deeds and other instruments of conveyance shall be made by order of the board of trustees, sealed with the seal of the corporation, signed by the president, and by him acknowledged in his official capacity in order to insure their validity.

Section 6. That the capital stock of said institution shall never exceed one hundred and fifty thousand dollars, nor the income or proceeds of the same be appropriated to any other use than for the benefit of said institution as contemplated by this act.

Section 7. That this act to take effect and be in force from and after its passage.

Passed December 20th, 1859.

CHARTER OF WHITMAN COLLEGE

An Act to amend an Act entitled and "Act to establish an institution of learning in Walla Walla County," passed December 20th, 1859.

Section 1. Be it enacted by the Legislative Assembly of the Territory of Washington, that the above named act to establish an institution of learning in Walla Walla County, passed December 20th, 1859, be and the same is hereby so amended that section first shall read as follows: That there shall be established in Walla Walla County an institution of learning for the instruction of both sexes in literature, science, and art, to be called Whitman College, and that Elkanah Walker, George H. Atkinson, Elisha S. Tanner, Erastus S. Joslyn, W. A. Tenney, H. H. Spalding, John C. Smith, James Craigie, and Cushing Eells, and their successors, are hereby declared to be a body politic and corporate, in law, by the name and style of the Board of Trustees of Whitman College.

Section 2. That section second of said Act shall be amended to read as follows: That the corporation before named shall have perpetual succession, and shall have power to acquire, by purchase, donation, devise, or otherwise, and possess and hold property, real, personal, and mixed, and the same to sell, grant, convey, rent or otherwise dispose of at pleasure; and they shall have power to contract and be contracted with, sue and be sued, plead and be impleaded, in all courts of justice, both at law and equity. They shall have and use a common seal, with power to alter it at pleasure; and they may exercise all the powers and enjoy all the privileges of other institutions of learning in this Territory.

Section 3. That section third of said Act shall be amended to read as follows: That the corporate concerns of said Whitman College shall be managed by the Trustees themselves as a Board,

consisting of the nine members, and that a majority of the members of the Board shall constitute a quorum for the transaction of business; said Trustees shall elect one of their number to be president

of their Board, and they shall have power to fill all vacancies in their body as these may from time to time occur, by resignation, expulsion, death, or otherwise, and shall have power to make and put in force such by-laws and regulations as shall, from time to time, be deemed necessary for the government of said corporation.

Section 4. That section fourth of said Act shall be amended to read as follows: That the Board of Trustees shall have the power of appointment and removal of the President of the College, professors, tutors, teachers, and any other necessary agents and officers, and may fix the compensation of each; and may make such by-laws for the government of the institution as they may deem necessary, and shall have power to confer, on the recommendation of the Faculty, all such degrees and honors as are conferred by colleges and universities of the United States, and such others (having reference to the course of study and the attainments of the applicants) as they may deem proper. That the president and professors of the institution shall constitute the Faculty of said College; and shall have power to arrange the course of study, and to take the proper measures to enforce the rules and regulations enacted by the Board of Trustees for the government and discipline of the students, and to suspend and expel offenders as may be deemed necessary.

Section 5. That section fifth shall be amended so as to read as follows: That all deeds and instruments of conveyance shall be made by order of the Board of Trustees, sealed with the seal of the corporation, signed by the President and Secretary of the Board, and by them acknowledged in their official capacity in order to insure the validity of said deeds and instruments.

Section 6. That section sixth of said Act be amended to read as follows: That the property of said Board of Trustees of Whitman College, including all income and proceeds, shall be used exclusively for the purposes of education, and in consideration of such use, said property, income, and proceeds shall not be subject to taxation.

Section 7. That this Act shall take effect and be in force from and after its passage and approval.

Passed the Council, November 21st, 1883.
SEWELL TRUAX, President of Council

Passed the House, November 21st, 1883.
E.C. FERGUSON, Speaker of the House
Approved, November 28th, 1883.
WILLIAM A. NEWELL, Governor

CONSTITUTION

Article I
Name

As provided in the Charter of 1883, the name of this corporation is "The Board of Trustees of Whitman College."

Article II
Purpose

The purpose of this corporation shall be to maintain an institution of higher learning for the instruction of both sexes, to be called Whitman College.

Article III
The Board of Trustees
Section 1. (a) The corporate concerns of Whitman College, as provided by the Charter of 1883, and modified in 1997 under the advisement of the Attorney General's Office of the State of Washington and with a resolution adopted by the House of Representatives in April 1997 shall be vested in the Board of Trustees, consisting of up to eighteen members, of whom a majority shall constitute a quorum for the transaction of business.

(b) The Board of Trustees shall hold all properties and exercise all powers as provided by the Charter of 1883 but may delegate to the Board of Overseers, hereinafter established, certain express powers at will. The Board of Trustees will review the external audit and make necessary decisions with respect to the retention or replacement of the independent auditors.

(c) The members of the Board of Trustees shall hold office for a term of four years. It is the general policy for Trustees to serve no more than three consecutive terms. The terms of office shall be staggered and shall expire each year at the time of the Annual Meeting, at which meeting the Board, by a majority vote of the existing membership, shall elect their successors.

Upon leaving the Board, members may be elected to Trustee Emeritus status. Trustee Emeriti shall be eligible to attend all regular meetings of the Board of Trustees and annual joint meetings of Board of Trustees and Board of Overseers.

Section 2. In case of a vacancy in the Board of Trustees by reason of the death, resignation, or removal of a member, the vacancy shall be filled for the unexpired term by a majority vote of the remaining Trustees.

Section 3. The Board of Trustees, by a two-thirds vote of all its members, shall have power to remove any trustee.
Section 4. (a) The officers of the Board of Trustees shall be a Chair, a Vice-Chair, a Chair-Elect and a Secretary, all of whom shall be elected by ballot at the Annual Meeting of the Board. The term of the Chair and the Vice-Chair shall, respectively, be two years each. The Chair-Elect shall be elected at the beginning of the second year of the Chair's term and will succeed to the position of Chair at

the end of the Chair's two-year term. The Chair, Vice-Chair and Chair-Elect shall be chosen from the members of the Board, but the Secretary need not be a member. All officers and Executive Committee members shall assume their duties at the conclusion of the Annual Meeting at which they were elected or appointed.

(b) The Chair of the Board of Trustees shall preside at all meetings of the Board, and shall sign all deeds and instruments of conveyance ordered by said Board.

(c) The Vice-Chair shall act in the place and with the authority of the Chair in case of the absence or incapacity of the Chair and shall sign all deeds and instruments of conveyance as ordered by the Board of Trustees.

(d) The Chair-Elect shall act with the authority of the Chair and with respect to all matters as ordered by the Board of Trustees. The Vice-Chair may be elected to the position of Chair-Elect in the second year of the Vice-Chair's term and hold both offices concurrently.

(e) The Secretary shall keep full and accurate reports of all meetings of the Board of Trustees, shall keep the official seal of the corporation, shall sign all deeds and instruments of conveyance ordered by said Board, and shall give all notices required to be given to the Trustees and/or the Overseers.

Section 5. There shall be an Executive Committee of the Board of Trustees to consist of five members as follows: The Chair of the Board, Vice-Chair, in alternating years either the immediate past Chair or the Chair-Elect, the Chair of the Nominating Committee and one additional member appointed by the Chair. In the event the same person is filling two positions on the Executive Committee, then a special at-large member shall be appointed by the Chair to ensure there are always five members on the Executive Committee. The membership of the Executive Committee shall be confirmed by the full Board of Trustees at the Annual Meeting. A vote of three of the five Executive Committee members shall be required to take any action. The Chair of the Board, any two members of the Committee, or any three Trustees, may call a meeting of the Executive Committee at any time.

The Executive Committee shall have authority in matters as may be conferred by action of the Board of Trustees from time to time. All transactions of the Executive Committee shall be reported to the Board of Trustees.

Article IV
The Board of Overseers

Section 1. (a) The Board of Overseers shall consist of *ex-officio* members and elected members.

(b) The following shall be *ex-officio* members: The President of the College, The President and Vice-President of the Alumni Association of the College, the members of the Board of Trustees, and the Honorary and Emeriti Members of the Board of Overseers. *Ex-officio* members shall have all privileges of membership except those of voting at any meeting of the Board or serving as an officer of the Board.

(c) The elected members of the Board of Overseers shall be chosen by vote of the Board and shall be approximately forty five, of whom one-third or more shall constitute a quorum for the transaction of business. Each elected member shall hold office for a term of four years. It is the general policy for Overseers to serve a maximum of three consecutive terms. The terms of office shall be staggered and shall expire each year at the time of the Annual Meeting, at which meeting the Board, by a majority vote of the existing membership, shall elect their successors. Emeritus status may be conferred at the discretion of the Board of Overseers.

Section 2. The Board of Overseers shall have authority to exercise any power and perform any function delegated to it by this Constitution or by the Board of Trustees or both. The Board of Trustees shall advise the Board of Overseers regarding all questions of general financial and educational policy affecting the College as the Charter may require.

Section 3. (a) The officers of the Board of Overseers shall be a Chair, a Chair-Elect, one or more Vice-Chairs as may be determined from time to time by the Board, and a Secretary. The Secretary may, but need not, be the same person who holds the office of Secretary of the Board of Trustees. The officers above-mentioned shall be elected at the Annual Meeting. The Chair and Chair-Elect shall hold office for two years and until their successors are elected and qualify. The Vice-Chairs shall hold office for three years and until their successors are elected and qualify.

(b) The Chair shall preside at all meetings of the Board of Overseers, shall be Chief Executive Officer of the Board, and shall represent it officially on public occasions.

(c) The Vice-Chairs shall have such powers and duties as the Chair or the Board may delegate to them.

(d) The Chair and the Chair-Elect of the Board of Overseers shall have the privilege of attending meetings of the Board of Trustees, but shall not have the right to vote.

(e) The Secretary shall keep the minutes and other records of the Board of Overseers and perform such other duties as may be requested.

(f) There shall be an Executive Committee of the Board of Overseers, to consist of the Chair, the Chair-Elect, Vice-Chairs of the Board, plus other members which may be appointed by the Chair. The Chair of the Board shall be Chair of the Executive Committee and a majority of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall have authority to act on matters referred to it by the Board or Chair of the Board, to pre-consider business for submission to the Board, to conduct inquiries, and to make reports and recommendations. It shall determine its own organization, procedures, and times of meeting. In case of the death or resignation of any elected officer of the Board of Overseers, the vacancy in such office shall be filled for the unexpired term by a majority vote of the Executive Committee. In case of the inability of any elected officer of the Board of Overseers to attend to any duties of his or her office, the Chair or the Executive Committee may assign such duties during the period of such inability to any other member or members of the Board.

(g) A regular Annual Meeting of the Board of Overseers shall be held on campus. Other meetings of the Board, if needed, may be called as provided in Article IV of the By-Laws.

(h) The Board of Overseers may establish and abolish such standing or special committees as it determines. Members of committees shall be appointed by the Chair of the Board.

(i) The Board of Overseers may adopt, amend, or repeal rules for the governance of its affairs as it deems desirable.

Article V
The Faculty of the College

Section 1. The Faculty shall consist of the President of the College and the members of the instructional staff who hold the title of Dean, Professor, Associate Professor, Assistant Professor, Instructor, or Non-Tenured Assistant Professor, Associate Professor or Professor of Sports Studies or Forensics. Any administrative officer shall also be deemed a member of the Faculty. Professorial rank as used hereafter is to mean the rank of Instructor, Assistant

Professor, Associate Professor, and Professor. The Instructional Staff includes all individuals having classroom teaching responsibilities.

Section 2. The Faculty shall have the power to arrange the courses of study, to take proper measures for the government and discipline of students, and to suspend and expel offenders as may be deemed necessary. The foregoing powers of the Faculty may be delegated to properly constituted councils, committees, or subdivisions of the Faculty, but the Faculty shall reserve the right of review.

Section 3. Except as hereinafter provided or as provided in the By-Laws, the Faculty may make such rules for its own organization, government, and procedures as it shall deem proper.

Section 4. The times and places of regular meetings of the Faculty shall be determined by the rules of the Faculty. Special meetings shall be held on the call of the President or the written request of five members of the Faculty.

Section 5. (a) The officers of the Faculty shall be a President, to be known as the President of the College, Deans, and a Secretary, of whom the President and Deans shall be chosen by the Board of Trustees.

(b) The President of the College shall be the executive head and shall have charge of all the internal administration of the College. The President shall have general responsibility for the welfare and advancement of the institution and of all its relations to the public, and for the care of the buildings, grounds, and equipment of the College. The President shall make recommendations from time to time to the Board of Trustees and the Board of Overseers, and shall appoint all new members of the Faculty, the educational staff, and the administrative staff, except as herein otherwise provided. Such appointments of the President shall be subject to confirmation by the Board of Trustees. The President shall preside at all meetings of the Faculty, but shall have authority to designate another faculty member to preside in his or her absence and to exercise powers delegated by the President. On the nomination of the President, the Board of Trustees may appoint a Vice-President to perform such duties as the President, the Board of Trustees, or both may require.

(c) The duties of the Deans shall be determined by the President.

(d) The Secretary shall be elected by the Faculty annually from their own number. He or she shall keep full and accurate records of all meetings and transactions of the Faculty and of all rules and regulations adopted by the Faculty.

Article VI
The Treasurer

Section 1. The Treasurer of the College shall be elected by the Board of Trustees. The Treasurer shall be the custodian of all funds and investments of the College and, under the direction of the Investment Committee, shall be responsible for the investment of its permanent funds and shall be the guardian of its financial interests. The Treasurer shall collect all rents, interest moneys, tuition charges, fees, outstanding accounts, and all other income whatsoever, and shall disburse such sums of money as shall be authorized by the Board of Trustees. The Treasurer shall maintain two separate accounts, one for endowment and other permanent trust funds and one for current expense funds, and these shall be kept distinct. Except as may be forbidden by the terms of any endowment or trust fund, the Treasurer shall deposit all income from invested funds, tuition, fees, and all other current receipts in the Current Expense account, which alone shall be subject to draft for meeting the annual

expenses of maintenance and operation. In the expenditure of current expense funds the Treasurer shall act under the direction of the President of the College, always subject, however, to the limitations and requirements of the regularly adopted budget and the final control of the Board of Trustees. The Treasurer shall submit all financial records and all evidences of property from the business office to the auditors and the Audit Committee. The Treasurer shall submit full and accurate reports of the receipts and expenditures of the College to the Board of Trustees and the Board of Overseers at their annual meetings, and the Treasurer shall make reports monthly or as otherwise requested to the Investment Committee on the condition of the investments and finances of the College.

Section 2. The Treasurer shall deposit the funds of the College only in such bank, banks, trust company, or trust companies as shall be designated by the Investment Committee.

Section 3. A Business Manager may be elected by the Board of Trustees, who shall have such of the powers and perform such of the duties of the Treasurer as the Board of Trustees shall think fit. The Treasurer and the Business Manager shall receive such salaries as the Board of Trustees shall approve, and each shall give to the Board of Trustees a bond for the faithful performance of their duties, in such sum as the Board of Trustees shall from time to time determine.

Section 4. The reports and financial record of the Treasurer and the Business Manager shall be submitted at least annually for review to the Audit Committee and audited each year by an independent certified accountant chosen by the Board of Trustees.

Article VII
Governing Boards Committees

Section 1. Members of the Governing Board Committees shall be appointed by the Chair of the Board of Trustees, with the concurrence of a majority of Trustees after consultation with the Chair of the Board of Overseers. Members of Committees will serve terms of four years each. It is the general policy for members to serve no more than three consecutive terms. The terms will be staggered. Any member may be removed, with or without cause, with a majority vote of the Board of Trustees after consultation with the Chair of the Board of Overseers. The Chair and Vice Chair of each Committee shall be appointed by the Chair of the Board of Trustees after consultation with the Chair of the Board of Overseers. All Committees will include at least three Trustees and two Overseers.

Section 2. There shall be an Investment Committee to consist of not less than seven persons. The members of the Investment Committee may, but need not, all be members of the Board of Trustees and/or Board of Overseers. The Treasurer of the College will serve as an *ex-officio* member without a vote. A quorum is half of the members elected to the committee. The committee will continue to have not less than seven members. No investment decisions including, but not limited to, manager selection and asset allocation of the college endowment, shall be made without three fourths approval of all the members present at a meeting.

The Investment Committee shall have general charge of the investment of the permanent funds of the College, and shall have the duties as prescribed to them from time by the Board of Trustees. The Investment Committee shall submit an annual report to the Board of Trustees and to the Board of Overseers at their Annual Meeting.

Section 3. It is forbidden for the Board of Trustees, the Board of Overseers, the Investment Committee or any other officer or agent of the College to make loans from any funds of the College to any officer, employee, Trustee, Overseer, or committee member of the College.

Section 4. There shall be a Farm Committee to consist of not less than five persons elected by the Board of Trustees. The members of the Farm Committee shall be chosen because they are competent and experienced in the kinds of farming practiced on the farm properties of Whitman College; they may, but need not, be members of the Board of Trustees and/or the Board of Overseers.

It shall be the duty of the Farm Committee to advise and assist the Board of Trustees, the Investment Committee, the Treasurer, and the President of the College in matters pertaining to the acquisition, disposal, and management of farm properties belonging to Whitman College. Questions pertaining to leases and other agreements with tenants, to the insurance of farm

properties and crops, and to the marketing of crops shall be submitted to the Farm Committee and recommendations for action shall be made to the Board of Trustees. The Farm Committee shall submit an annual report to the Board of Trustees and to the Board of Overseers at their Annual Meeting.

Section 5. There shall be a Buildings and Grounds Committee, to consist of five or more persons elected by the Board of Trustees. It shall be the duty of the Buildings and Grounds Committee to advise and assist the President of the College, the Treasurer, and the Governing Boards. The members of the Buildings and Grounds Committee shall be chosen because of their knowledge and experience in these matters, and they may, but need not, be members of the Board of Trustees and/or the Board of Overseers. The Buildings and Grounds Committee shall submit an annual report to the Board of Trustees and to the Board of Overseers at their Annual Meeting.

Section 6. There shall be an Audit Committee to consist of not less than five persons. The members of the Audit Committee may, but need not, all be members of the Board of Trustees and/or Board of

Overseers. A majority of members of the Audit Committee shall have accounting or related financial management experience. The Chair of the Board of Trustees and the Treasurer of the College shall be non-voting *ex-officio* members of the Audit Committee. A person shall not serve on the Audit Committee if he or she is a paid employee of the College.

It shall be the duty of the Audit Committee to review the financial report and management letter issued by the independent certified accountant(s) on a yearly basis and to review all other financial matters disclosed by financial statements and to undertake a review of the financial reporting practices and accounting procedures. The Committee shall report regularly to the Board of Trustees regarding the financial matters of the College on any issue that arises with respect to the quality and integrity of the College's financial statements, the College's compliance with legal or regulatory requirements, the performance and independence of the College's independent auditors, or the performance of the internal accounting function.

Section 7. In principal, members of the governing boards committees will be subject to retirement at the end of the elected term of office.

Section 8. The Board of Trustees shall have the authority to establish any other committees or task forces as it deems appropriate to accomplish such purposes and objectives as determined from time to time.

Article VIII
Degrees

Section 1. Academic degrees shall be conferred by vote of the Board of Trustees, on recommendation of the Faculty, upon such students as have completed the requirement for the respective degrees to the satisfaction of the Faculty. These shall be reported to the Board of Overseers at the Annual Meeting.

Section 2. Honorary degrees shall be conferred by vote of the Board of Trustees, on recommendation of the Faculty, in recognition of the public services and achievements of the recipients. These shall be reported to the Board of Overseers at the Annual Meeting. No honorary degree shall be conferred in the absence of the person to receive the same.

Article IX
By-Laws

By-Laws not inconsistent with this Constitution may be adopted at any regular meeting of the Board of Trustees on a two-thirds vote of the members present, and may be amended or revoked in like manner.

Article X
Amendments

This Constitution may be altered or amended at the Annual meeting of the Board of Trustees by a two-thirds vote of the members present, provided that written notice of the proposed alteration or amendment has been sent to each member of the Board at least one month previous to the meeting.

Article XI
Declaration

The Trustees, Overseers, Faculty, and Officers of Instruction and Administration shall sign the Roll of Official Records of the personnel of Whitman College, and shall subscribe to the following Declaration:

In signing this Roll, I accept the position written against my name to which I have been elected by the constituted authorities of Whitman College. I hereby declare my intention of fulfilling the duties thereof, and of supporting faithfully the Constitution, By-Laws, and regulations of Whitman College.

BY-LAWS

Article I
Budget

On or before May 1 each year the President of the College shall prepare and submit to the Board of Trustees a budget of estimated income and expenditures for the forthcoming fiscal year. The Board of Trustees shall examine, review, and approve this budget.

The President of the College shall request assistance in the preparation of the annual budget from qualified officers and employees of the College. After the adoption of the budget the President of the College shall see that regular monthly reports or other reports as requested are made to the Board of Trustees showing the current status of the budget, and particularly disclosing the amounts expended and unexpended in each classification and the remaining estimated requirements.

Article II
Investments; Securities

Section 1. Except as to bonds issued by or guaranteed by the Government of the United States, no investment in the securities of any one individual, company, or corporation and no single loan of the funds of the College shall be authorized by the Investment Committee in excess of four percent of the market value of the total endowment and trust funds (plant funds not to be included) unless the same be approved by three-fourths of the members of both the Investment Committee and the Board of Trustees. No portion of the principal of the trust, endowment, or other restricted funds of the College shall be used for current expenses. For these purposes, the term "principal" shall be defined as the original market value of the assets or securities at the time said assets were contributed or added to the trust, endowment, or funds of the College.

Section 2. The College has appointed a custodian to maintain, in the name of the Board of Trustees of Whitman College, custody accounts for cash, securities and other properties. The custodian, as directed by authorized individuals at the College, shall hold securities in separate accounts in the name of the College, in a corporate depository, or the federal book-entry system.

Article III
Payment of Tuition, Fees, and other Charges

No student shall be allowed to attend any class until all bills to the College for tuition, fees, and any other charges have been settled in full or arrangements for the payment thereof satisfactory to the Treasurer and/or the Business Manager have been made. No student or former student

shall be entitled to receive a transcript of credits from the College until all financial obligations to the College have been settled in full, provided that this requirement may be waived by the President or the Treasurer or the Business Manager in the following cases: (1) a senior who plans, upon graduation from Whitman, to go directly to graduate or professional school, with only a summer vacation intervening; (2) a senior who is a bona fide candidate for teacher certification; (3) a student who has entered the armed services of the United States and needs a transcript of credits for officer candidate school; (4) a student who needs a transcript to complete an application for any employment; but there shall be no waiver in such cases if the indebtedness exceeds the amount of the tuition and fees for one academic year of two semesters.

Article IV
Calendar

Section 1. The fiscal year of the College shall end on the 30th day of June unless a different date shall be set by the Board of Trustees.

Section 2. The calendar for the opening and closing of the College sessions and of the College vacations shall be determined by the Board of Trustees on the recommendation of the President of the College.

Section 3. There shall be one Annual Meeting of the Board of Overseers, to be at Whitman College in Walla Walla, Washington. Special meetings of the Board of Overseers may be held in Walla Walla, Washington, or any other location deemed appropriate by the Chair of the Board of Overseers or the President of the College, on the call of the Chair of the Board of Overseers, the President of the College, or of ten Overseers. No special meeting of the Board of Overseers shall be valid for the transaction of any business unless at least ten days before the time appointed for such meeting there has been mailed by the Secretary, the President of the College, the Chair of the Board of Overseers, or the Overseers calling the meeting a notice to each member of the Board of Overseers setting out the purpose of such meeting. The business to be transacted at such meetings shall be limited to the purposes set out in the call.

Section 4. There shall be an Annual Meeting of the Board of Trustees on the same day as, or the day prior to, the Annual Meeting of the Board of Overseers.

Section 5. Regular meetings of the Board of Trustees shall be held in months and on days determined in advance by action of the Executive Committee of the Board of Trustees. There shall not be fewer than three meetings per year.

Special meetings of the Board of Trustees may be held at any time and place on the call of the Chair of the Board, the President of the College, or of at least three Trustees.

Notice of each meeting shall be given in person or be mailed to each Trustee by the Secretary or officer or Trustees calling the same at least two days before such meeting, but the validity of any action of the Board at any regular meeting shall not be affected by failure to give such notice. Any business may be transacted at any meeting, whether specified in the notice or not.

Article V
Faculty Appointments, Tenure, Retirement, Dismissal

Section 1. All appointments to the teaching Faculty of Whitman College shall be made by the Board of Trustees on recommendation of the President of the College.

Section 2. The initial appointment of a person as a member of the Faculty at the non-professorial ranks of assistant or associate, or at the professorial ranks of instructor or lecturer, shall be for the term of one academic year. The term for instructors shall be renewed only by reappointment for one academic year.

Section 3. Initial appointments at the rank of assistant professor, associate professor, or full professor shall always be for a term of two academic years. In the case of full professor, the tenure decision must be made by the end of the initial appointment. Upon expiration of the initial two-year term, appointments at these professorial ranks are renewable, subject to the tenure decision in the case of full professor, and to the provisions of the Constitution, By-Laws, Article V, Section 4, for all three ranks.

Section 4. Except in the case of an initial appointment to the Faculty, all appointments at the rank of assistant professor may be for a term of two academic years and at the rank of associate professor for a term of three academic years. Upon the expiration of their respective terms such appointments may be renewed, but such renewals shall be subject to the provisions of Section 6 below.

Section 5. Except in the case of an initial appointment to the Faculty, all appointments at the rank of professor shall be for indefinite tenure. Indefinite tenure means that the appointment shall not run for a fixed term or period and shall be terminable only as hereinafter provided.

Section 6. Persons holding the rank of associate professor, assistant professor, and instructor may be given indefinite tenure by special vote of the Board of Trustees at any time, but any such who have not been given indefinite tenure prior to the end of their sixth year of service shall at that time be notified in writing whether they will be given indefinite tenure at the beginning of their seventh year of service; and in the event that indefinite tenure be not given, such persons shall be entitled to a seventh year of service but shall not be continued in the service of the College beyond the end of their seventh year.

Section 7. Regardless of the status of tenure, any member of the Faculty may be suspended or dismissed by the Board of Trustees for any of the following reasons:

(a) Conviction of an infamous crime.

(b) Misconduct reflecting seriously upon the College or upon the character and reputation of the person involved.

(c) Being a member, associate, or supporter of any organization or group which gives allegiance to a foreign power or strives to undermine or over-throw the Government of the United States by other than constitutional means.

(d) Mental or physical disability or unfitness to perform the duties for which the member of the Faculty was appointed.

In every case of proposed dismissal for the foregoing reasons, the accused shall have the right to a hearing by the Faculty Council or a specially elected committee of the Faculty, and the report or recommendations of the Faculty Council or of the committee shall be received and considered by the Board of Trustees before final action is taken. However, a Faculty member so accused may be suspended without pay by the President pending the aforesaid hearing and final action by the Board of Trustees.

Section 8. Appointments to administrative offices, such as director, dean, or any other non-teaching position shall carry no rights of tenure.

Section 9. No tenure regulations shall apply to part-time members of the instructional staff regardless of title, unless the following guidelines pertain:

(a) At least 50 percent of the appointment is devoted to teaching.

(b) The individual is professionally prepared for a full-time teaching assignment on the Faculty.

(c) The individual holds regular faculty rank of professor, associate professor, assistant professor, or instructor.

(d) The teaching portion of the position is considered a permanent one.

(e) Tenure for such a part-time member of the instructional staff shall be half-time tenure; nor shall tenure regulations apply to any person not holding the title of professor, associate professor, assistant professor, or instructor.

Article VI
Miscellaneous

Section 1. Authority is vested in the President of the College to excuse students from living in College residences or from eating in College dining halls.

Section 2. Should a full-time member of the Faculty or an officer of the Administration wish to take courses of instruction in the College, he or she may do so upon receiving the permission of the President of the College and the instructor, with no charge to be made for tuition.

Also, spouses of the above and other persons, to be determined on the basis of individual request to the President of the College, may be permitted to enroll in courses of instruction in the College without tuition charge. Permission to enroll shall be subject to the space limitations of the class and the approval of the instructor.

Provided that they qualify for admission to Whitman College, a waiver of tuition will be granted to children of full-time Faculty, administration and staff of the College, who have at least two years of service with the College. Other conditions of the tuition abatement program may be reviewed and modified from time to time by action of the Board of Trustees.

Article VII
Indemnification

Section 1. The provisions of this Article shall apply for the benefit of each individual officer, director, committee and staff member elected, appointed, or employed by the Corporation, and each other person who serves at the request of the Board of Trustees.

(a) The College shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that said person is or was a Trustee, officer, employee or agent of the association against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit or proceeding if said person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the College, and with respect to any criminal action or proceeding, had no reasonable cause to believe said persons conduct was unlawful.

(b) Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by the College in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in any particular case upon the receipt of an undertaking by or on behalf of

the Trustee, officer, employer or agent to repay such amount unless it shall be ultimately determined that such person is not entitled to be indemnified by the College as authorized in this article.

(c) The College shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the College against liability asserted against

any such person and incurred by said person in any such capacity arising out of said person's duties on behalf of the College.

Whitman College

Charter of Whitman Seminary, 1859

Charter of Whitman College, 1883

Constitution and By-Laws of Whitman College
With all Amendments and Revisions to 1989, 1996, 1997, 2000, 2003 and 2004