

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.