

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 professorial ranks of assistant or associate or professor shall be for the term of three academic years. Upon expiration of the initial three-year term for assistants or associates, appointments at these professorial ranks are renewable for a second three-year term subject to approval by the President and Board of Trustees. In the case of full professor, the tenure decision must be made by the end of the initial appointment.

Section 3. Initial appointments at the non-professorial rank of Senior Lecturer and Senior Adjunct Assistant Professor shall be from one to five years. Reappointment terms for Senior Lecturers and Senior Adjunct Assistant Professors may be for periods of up to five years.

Section 4. Initial appointments for all Faculty, except for those specified in Sections 2 and 3 above, shall be for a period of one year. Upon expiration, these appointments may be renewed for a period of one year.

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) 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, 2004, 2010 and 2011