

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 Chair shall serve one three-year term, but in special circumstances, when the candidate is unavailable to serve a three-year term, the Board may elect a Chair for a two-year term. The term of the Vice-Chair shall be consistent with the term of the Chair. The Chair-Elect shall be elected at the beginning of the last year of the Chair's term and will succeed to the position of Chair at the end of the Chair's 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 Trustees as follows: The Chair of the Board, Vice-Chair, the Chair-Elect (if one has been elected) or the immediate past Chair, the Chair of the Nominating Committee and one additional at-large member appointed by the Chair. The Chair may appoint individuals as necessary to fill vacancies. 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 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