

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 an "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 are charitable and educational , within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as may be amended from time to time (the "code"), specifically, to maintain an institution of higher learning, to be called Whitman College located in Walla Walla, WA.

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 at least three and up to twenty-four 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. 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) Each Trustee, when discharging the duties of a Board member, shall act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner that the Trustee believes to be in the best interests of the corporation.

(d) The members of the Board of Trustees shall hold offices for terms between one and four years. The standard term shall be four years long, but the Board will have discretion to establish terms from one to four years, in one-year increments. 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, but shall not be entitled

to vote. If an Emeritus Trustee is later elected to serve an additional term as a voting trustee, their emeritus status will be suspended while serving the term and then reinstated when they are no longer a voting trustee.

Section 2. The Board, by a majority vote, shall have the authority to fill vacancies on the Board created by reason of death, resignation, or removal of a member.

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. It is the general policy that the Chair should serve one three-year term, but in special circumstances, the term may be shortened or extended if approved by a two-thirds majority of the Board. 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.

(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.

(d) The Chair-Elect shall act with the authority of the Chair 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 final 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.

(f) The Chief Financial Officer shall serve as the Treasurer of the Board of Trustees.

Section 5. There shall be an Executive Committee of the Board of Trustees to consist of Trustees as follows: The Chair of the Board, Vice-Chair of the Board, the Chair-Elect of the Board (if designated) or prior Chair of the Board, the Chair of the Governance Committee, Chairs of Board Policy Committees, and from time to time an at-large member. The Chair may appoint individuals as necessary to fill vacancies. The membership of the Executive Committee shall be confirmed by the full Board of Trustees at the Annual Meeting. The duties of the Executive Committee shall be those delegated by the full Board of Trustees. A majority

vote of 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 at the next meeting.

Section 6. The President shall serve as an *ex-officio* member of the Board of Trustees and participate fully in all Board meetings and Executive Sessions, but shall not have a vote. The Board of Trustees may conduct Executive Sessions or Board meetings without the President as may be necessary from time to time.

Article IV

President's Advisory Board

Section 1. The President's Advisory Board is a select group of dedicated Alumni and friends of the College. Members of the President's Advisory Board shall actively serve the President, the Board of Trustees, and the College leadership to enhance the mission of the College by providing specific expertise, advice and leadership to help the students and the College thrive in a diverse and rapidly changing world.

Section 2. The President's Advisory Board nominating committee shall nominate the members of the President's Advisory Board. President's Advisory Board membership/leadership development shall be monitored by the Governance Committee of the Board of Trustees.

Section 3. The President's Advisory Board shall serve terms, elect officers and perform functions according to the mission statement and rules as adopted by the President and approved by the Board of Trustees from time to time.

Section 4. The Chair and Vice Chair of the President's Advisory Board shall serve as *ex-officio* members of the Board of Trustees and participate in Board meetings and by invitation in Executive Sessions, but shall not have a vote.

Article V

The Faculty of the College

Section 1. The Faculty shall consist of the President of the College, academic deans, and members of the instructional staff.

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, the Chair of the Faculty, 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 who shall be appointed by the President, a Chair of the Faculty and a Secretary both of whom are elected by the faculty.

(b) The President of the College shall be the executive head and shall have charge of all the internal administration of the College.

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

(d) The duties of the Chair and Secretary shall be determined by the faculty.

Article VI

Chief Financial Officer

Section 1. The Chief Financial Officer shall be appointed by the President. The Chief Financial Officer shall be the custodian of all funds and investments of the College and, under the direction of the President and the Investment Committee shall be responsible for the investment of its permanent funds and shall be the guardian of its financial interests. The Chief Financial Officer shall be responsible for the financial accounts and records of the College. The Chief Financial Officer shall have such other duties and responsibilities as assigned from time to time by the President.

Section 2. The Chief Financial Officer shall deposit the funds of the College only in such banks, trust companies, and investment managers as shall be designated by the Investment Committee.

Section 3. The reports and financial record of the Chief Financial Officer shall be submitted at least annually for review to the Audit Committee and audited each year by an independent certified accountant chosen by the Audit Committee.

Article VII

Committees

Section 1. The Board of Trustees shall have the authority to establish committees or task forces, as it deems appropriate to accomplish such purposes and objectives as determined from time to time. Generally, committees shall be divided between policy committees and functional committees, together with any special committees as appointed by the Board of Trustees. There shall be at least two Trustees on each committee. The membership and duties for each committee will be established from time to time by the Board of Trustees. Membership of committees may include individuals who are not trustees, but only current trustees shall have the right to vote. The President and Board Chair shall serve as *ex-officio* members of all committees.

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 requirements for the respective degrees to the satisfaction of the Faculty.

Section 2. Honorary degrees shall be conferred by vote of the Board of Trustees, on recommendation of the Faculty and the President, in recognition of the public services and achievements of the recipients. 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 any regular 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 prior to the meeting.

Article XI

Declaration

The Trustees, Faculty, and Officers of the College 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 or appointed 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.

Article XII

Dissolution and Fundamental Transactions

Upon dissolution or winding up, all the corporation's remaining assets shall be distributed by the Board of Trustees to one or more other organizations then qualified as organizations described in Section 501(c)(3) of the code or any successor provision, or to one or more federal, state, or local governments for public purposes.

Any Fundamental Transaction as defined in RCW 24.03A.010(31) shall be subject to RCW 24.03A.640 through RCW 24.03A.942, as applicable.

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 reports are provided at every regular meeting of the Board of Trustees. 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. The Investment Committee shall oversee the investment of the endowment to support the funding of the College in perpetuity. The endowment shall be invested in accordance with Chapter 24.55 RCW (Prudent Management of Institutional Funds Act) and in a manner which maintains inter-generational equity, providing on-going support for current programs and operations while protecting the purchasing power of the endowment from inflation and excess spending. The endowment shall be invested for the long term; its time horizon is in perpetuity. The Investment Committee shall oversee the investment of the endowment utilizing prudent diversification across asset categories, investment styles, capitalization ranges and geographies with the goal to insulate its performance from volatility and to mitigate risk with regard to its concentration policy.

Section 2: It is forbidden for the Board of Trustees, the Chief Financial Officer, or any other agent of the College to make loans of college funds to any officer, employee, trustee or committee member, except nothing herein shall prohibit salary advances to staff and faculty members.

Article III

Payment of Tuition, Fees, and other Charges

No student shall be allowed to register for 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 Chief Financial Officer 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 Chief Financial Officer as long as the indebtedness does not exceed the amount of tuition and fees for one academic semester and/or as may be required by law.

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 President's Advisory Board shall meet according to a schedule established from time to time by the President.

Section 3. There shall be an Annual Meeting of the Board of Trustees in Walla Walla, Washington in the spring of each year.

Section 4. Regular meetings of the Board of Trustees shall be held in months and on days determined in advance by action of the Board Chair in consultation with the President. 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 by electronic transmission, mail, or personal delivery (including telephone) 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. Notice delivered by electronic transmission or personal delivery shall be effective upon receipt. Notice delivered by mail or commercial delivery service shall be deemed received on the date shown on the return receipt, if available, or otherwise five calendar days after its deposit in the mail or commercial delivery service. Any business may be transacted at any meeting, whether specified in the notice or not.

A Trustee is deemed to have revoked consent to receive electronic transmission if the person sending electronic notice has been unable to transmit by electronic transmission two (2) consecutive notices given to the Trustee's electronic address, and this inability becomes known to the person responsible for giving the notice. The inadvertent failure by the person responsible for sending notice to treat such inability as a revocation of consent does not invalidate any meeting or other action.

The Board of Trustees or members of Board Committees may participate in a meeting of the Board, or any Board Committee, by means of a conference telephone, video conferencing system, or similar communications equipment by means of which all persons participating in the meeting can simultaneously understand one another. Participation by such means shall constitute presence in person at a meeting.

Attendance or participation of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where the Trustee attends a meeting for the purpose of objecting promptly at the beginning of the meeting or upon arrival to the transaction of any business because the meeting is not lawfully called or convened.

Any action required or permitted by the Charters, Constitution or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board, or a Board Committee, may be taken without a meeting if a consent in writing setting forth the action so taken is executed by all of the Trustees entitled to vote with respect to the action. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

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. Any member of the Faculty may be suspended or dismissed in accordance with the policies approved by the Faculty and 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.
- (d) The teaching portion of the position is considered a permanent one.

Article VI

Miscellaneous

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

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. Such indemnification shall be made with respect to all matters whether adjudicated or settled and/or compromised without litigation. The foregoing right of indemnification shall not be exclusive of other rights to which such Trustee, officer or person may be entitled as a matter of law. This indemnification, however, shall not indemnify a

Trustee, officer or other person on account of acts or omissions of such person finally judged to be in violation of RCW 23B.08.510(4), or from or account of which any transaction with respect to which was finally judged that such person received a benefit, money, property or services to which the person was not legally entitled. Each such indemnity may continue as to the person who has ceased to be a Trustee, officer or other person and may inure to the benefit of heirs, executors, administrators of such a person.

(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, 2011, 2013, 2016, 2017 and 2022