

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 all genders, 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 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) 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.

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.

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. 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. The membership and duties for each committee will be established from time to time by the Board of Trustees. 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 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.