

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