

# *Pacific University*

Restated Bylaws  
Governing the Actions of the  
Board of Trustees of  
Pacific University

May 2015



# Restated Bylaws Governing the Actions of the Board of Trustees of Pacific University

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# **ARTICLE 1**

## **NAME, PURPOSE AND SEAL**

### **Section 1 | Name**

Pacific University (“University”) is and shall be the name of the Corporation. The Corporation reserves the right to assume one or more business names as authorized under Oregon law. Any organization privileged to use Pacific University in its title must have a constitution and/or bylaws which are in agreement with the bylaws of the University and must be approved by the Board of Trustees (“Board”).

### **Section 2 | Purpose**

Originally chartered by the Territorial Legislature in 1849 as Tualatin Academy, the University became a college in 1854 and granted its first university degree in 1863. The act to establish the University was amended in 1854, 1893, 1905, 1907, 1957 and 1973.

### **Section 3 | Seal**

The Corporation may, but is not required to have a seal.

# **ARTICLE 2**

## **AUTHORITY AND RESPONSIBILITY OF THE BOARD OF TRUSTEES**

The Board shall be the governing body of the Corporation. These bylaws and Board policy statements shall take precedence over all other institutional statements, documents and policies, except as limited by law. The authority and responsibilities of the Board shall include but not be limited to the following:

- a. Determine and periodically review the University’s mission, priorities, goals and purposes.
- b. Appoint the President of the University (“President”), who shall be the chief executive officer of the University and hold office at the pleasure of the Board, and set appropriate conditions of employment, including compensation.
- c. Support the President and assess his or her performance.
- d. Approve the general policies concerning conditions of employment of the University’s faculty, administration and staff.
- e. Approve faculty candidates for tenure.
- f. Review and approve proposed changes in the University’s academic programs and other major enterprises consistent with the University’s mission, plans and financial resources.
- g. Approve and oversee the University’s budgets, including revenue and operating and capital expenditures, and establish policy guidelines affecting all institutional assets including investments and the physical assets.
- h. Authorize changes in tuition and fees.
- i. Elect members and Officers of the Board.
- j. Contribute financially to the University’s annual and comprehensive fund-raising goals and authorize University officers to accept gifts or bequests subject to Board policy guidelines.
- k. Authorize any need for debt financing and approve the securing of loans.

- l. Authorize the construction of new buildings, prioritization of deferred maintenance, and major renovations of existing buildings.
- m. Authorize the purchase, sale and management of all land, buildings, or major equipment.
- n. Approve all earned and honorary degrees as recommended by the Faculty and President.
- o. Serve actively as advocates for the University in appropriate matters of public policy in consultation with the President and other responsible parties as the Board shall determine.
- p. Periodically undertake or authorize assessments of the Board's performance.
- q. Establish and maintain a system of internal controls in order to safeguard assets of the University, comply with applicable laws and ethical standards, and ensure quality and integrity of the University's financial reports.

## **ARTICLE 3**

### **MEMBERSHIP OF THE BOARD OF TRUSTEES**

#### **Section 1 | Composition**

The voting members of the Board shall consist of not less than 12 and not more than 40 members (each, a regular term "Trustee") in addition to the President of the University. Trustee membership shall reflect suitable expertise, diversity, and the capacity to contribute to the University's advancement through personal philanthropy and such other needs as the Committee on Trustees shall determine on behalf of the Board.

Two students of Pacific University shall be elected as Student Trustees, one undergraduate and one graduate/professional student. Two faculty members of the University shall be elected as Faculty Trustees, one whose primary assignment is at the undergraduate level and one whose primary assignment is at the graduate level. All Student and Faculty Trustees shall serve as Trustees at the pleasure of the Board.

Remaining voting members of the Board, ("Independent Trustees"), excluding the President, shall be nominated and elected in accordance with the provisions of these bylaws. The Board shall have representation of Pacific University alumni serving as Independent Trustees.

Trustees shall at all times conduct themselves as to matters affecting the University in a manner that avoids the appearance of self-interest to the detriment of the interests of the University.

#### **Section 2 | Nominations**

The Committee on Trustees shall serve as the nominating committee for the election of all Trustees, in accordance with the provisions of these bylaws. The Chair of the committee shall invite nominations from the Board.

#### **Section 3 | Election**

The election of Trustees may be held at any meeting of the Board at which a quorum is present. Trustees shall be elected by a majority of the Trustees in attendance during the meeting.

#### **Section 4 | Vacancies**

A vacancy in trusteeship may be filled for the unexpired term.

## **Section 5 | Term of Trusteeship**

Independent Trustees shall be elected for terms not exceeding four years. Faculty Trustee terms shall not exceed three years and Student Trustee terms shall not exceed two years. New terms shall begin July 1 immediately following election or at a date designated by the Board. Terms shall end June 30 of the final year of the term. Student Trustees and Faculty Trustees may not immediately succeed themselves.

Faculty Trustee membership on the Board shall automatically terminate in the event of termination of employment with the University.

Student Trustee membership will ordinarily terminate upon termination of enrollment in the University; provided, however, if a Student Trustee is awarded his or her degree from the University prior to the expiration of the two-year term, the Board shall have the discretionary authority to extend to such Student Trustee continuing membership on the Board until the earlier of the following:

- a. Replacement by a successor Student Trustee, or
- b. The expiration of the Student Trustee's two-year term.

Independent Trustees may serve a maximum of three consecutive four-year terms before taking a hiatus of one year, after which they may be re-elected. Upon recommendation by the Committee on Trustees, the Board shall have the discretionary authority to waive the one-year hiatus where continuity of service of a Trustee is in the best interests of the University or as an exception for Trustees who have made extraordinary contributions to the University. Upon expiration of an Independent Trustee's term, re-election to the Board is subject to compliance with the provisions of these bylaws. Trustees shall refrain from voting on the renewal of their respective terms.

## **Section 6 | Emeriti Trustees**

Emeriti Trustees may be elected by the Board from past or present members of the Board. Those Independent Trustees who have served at least one full term and have a record of distinctive service to the University may be proposed for such status by the Committee on Trustees. Emeriti Trusteeship shall not be subject to re-election to terms but shall serve at the pleasure of the Board. Emeriti Trustees will be invited to participate in all discussions at Board meetings and may be assigned to committees. They shall not vote or be counted in determining a quorum or in the total number of regular term Trustees at Board meetings, but may vote and be counted for purposes of a quorum in committee and subcommittee meetings.

## **Section 7 | Honorary Trustees**

Honorary Trustees may be elected by the Board upon the recommendation of the Committee on Trustees. Honorary Trustees need not have served as Trustees. They may participate in all discussions at Board meetings and may be assigned to committees. They shall not vote or be counted in determining a quorum or in the total number of regular term Trustees at Board meetings, but may vote and be counted for purposes of a quorum in committee and subcommittee meetings. Honorary Trustees shall serve at the pleasure of the Board.

## **Section 8 | Removal**

A Trustee may be removed, with or without cause at any time, upon the affirmative vote of two-thirds of the Trustees then holding office.

## **Section 9 | Leave of Absence**

Trustees may petition the Board for leaves of absence not to exceed one year. The petition shall be reviewed by the Committee on Trustees who shall make a recommendation to the Board. The Board shall have the discretion to accept or deny requests for leaves of absence.

## **ARTICLE 4**

### **OFFICERS OF THE BOARD OF TRUSTEES**

#### **Section 1 | Officer Election and Duties**

The Officers of the Corporation include the Officers of the Board and the Administrative Officers of the Corporation. The Officers of the Board shall consist of the Chair of the Board (“Chair”), the Vice Chair of the Board (“Vice Chair”), and the Secretary of the Board (“Secretary”). The Administrative Officers of the Corporation shall consist of the President and the Vice Presidents – for Academic Affairs, Finance and Administration, University Advancement, Enrollment Management and Student Affairs, and such other senior or assistant officers as may be appropriate for the President to recommend for appointment by the Board. The terms, vacancies and election as follows:

- a. The Officers of the Board shall be elected to renewable one-year terms; provided, however, the Chair shall generally serve for at least three but not more than six consecutive one-year terms.
- b. Vacancies shall be filled for the remainder of the term. If the office of Chair, Vice Chair, Secretary, President, or Vice President for Finance and Administration becomes vacant for any reason, the Board may fill such vacancy at a duly noticed meeting of the Board.
- c. Election of the Officers of the Board shall routinely occur during the Annual Meeting of the Board.

#### **Section 2 | Chair**

The Chair shall be selected from among the current Trustees, be nominated by the Committee on Trustees, and shall be elected by the Board. The Board has the discretion to request nomination of, and to elect the Chair’s successor in advance of the termination of the Chair’s term of office in order to prepare a smooth transition for service by the Chair-Elect.

The Chair shall preside at meetings of the Board and of the Executive Committee. With the Secretary, the Chair shall execute such documents of the Corporation as are necessary and appropriate. The Chair shall be an ex-officio voting member, defined by virtue of the office, of each standing committee of the Board.

#### **Section 3 | Vice Chair**

The Vice Chair shall be selected from among the current Trustees, nominated by the Committee on Trustees, and shall be elected by the Board.

The Vice Chair shall, in the absence of the Chair, discharge the duties of the Chair.

#### **Section 4 | Secretary**

The Secretary shall be selected from among the current Trustees, nominated by the Committee on Trustees, and shall be elected by the Board.

The Secretary shall be responsible for overseeing the records of the meetings of the Board, with the Office of the President to be responsible for the maintenance and archiving of all records of the Board. The Secretary shall ensure Trustees receive notices of all regular and special meetings of the Board. The Secretary’s records shall be open to the inspection of any member of the Board at any reasonable time.

#### **Section 5 | President**

The President shall be nominated by a presidential search committee comprised of selected Trustees, Faculty, Staff, Students and Alumni. The presidential search committee shall be nominated by the Committee on Trustees and approved by the Board. The President shall be elected by the Board pursuant to the provisions of these bylaws.

The President shall be the Chief Executive and Chief Operational Officer of the University and, subject to the control of the Board, shall supervise and control all the business and affairs of the University. The President shall be an ex-officio voting member of the Board and all standing committees of the Board except the Audit Committee.

In the event of a vacancy in the Office of the President, a new President shall be elected for an indefinite term by a majority vote of the Trustees in attendance at a meeting at which a quorum is present.

### **Section 6 | Vice Presidents**

The Vice Presidents of the University shall be appointed or removed by the President in consultation with the Chair. The Administrative Officers shall hold office until resignation, death, removal, or until retirement becomes effective by action of the President or by the Board. All Officers of the Corporation shall report to the Board as requested.

The Vice President for Academic Affairs and Provost shall have primary responsibility for the supervision of academic programs and personnel and shall perform such duties as may be assigned by the President.

The Vice President for Finance and Administration shall be the Chief Financial Officer of the Corporation and shall perform such duties as may be assigned by the President or the Board.

The Vice President for University Advancement shall have primary responsibility for external relations, alumni, and marketing and development activities of the institution and shall perform such duties as may be assigned by the President.

The Vice President for Enrollment Management and Student Affairs shall have primary responsibility regarding student recruitment, student welfare and the quality of student life. This officer serves as the chief student recruitment officer and the coordinator of retention activities, overseeing all activities of the Admissions Department, and shall perform other duties as assigned by the President.

## **ARTICLE 5**

### **BOARD MEETINGS**

#### **Section 1 | Quorum**

For Board meetings, one-third of the number of Trustees shall constitute a quorum for the transaction of business. When a quorum is present, a majority vote of those present shall be sufficient to carry any resolution or take any action, except as otherwise provided in these bylaws. A majority vote of the Trustees in office is required to establish committees of the Board, to exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the ordinary course of business, to merge or to dissolve the Corporation, to make distributions, or for other matters required by law. There shall be no voting by proxy.

#### **Section 2 | Regular Meetings**

There shall be four regular meetings of the Board during the year, one of which may be a retreat. A regular meeting shall be scheduled each year, which shall be designated as the Annual Meeting. The date of the Annual Meeting may be fixed by the Board at a preceding meeting or may be fixed by the Executive Committee. Each meeting shall include an Executive Session limited to the Independent Trustees and their invited guests.

### **Section 3 | Annual Meeting**

The purpose of the Annual Meeting is to elect new Officers of the Board.

### **Section 4 | Special Meetings**

A special meeting of the Board may be called by the Chair at any time or by written request of six members of the Board. Notice of any regular or special meeting of the Board shall be given to each member of the Board. Such notices shall be given not less than five days in advance of such a meeting.

### **Section 5 | Means of Board and Committee Action**

The Board, or any committee thereof, may take action by holding a meeting in which members participate in person, by telephone conference, by email, or by any other means permitted by Oregon law. The Board and its committees may also take action without a meeting by executing a unanimous written consent pursuant to ORS 65.341.

## **ARTICLE 6**

### **COMMITTEES**

#### **Section 1 | Number, Function and Procedure**

There shall be standing committees described in this article and such other special or ad hoc committees as the Board deems wise for prudent oversight of the University.

If a quorum is present, the committee may act by a majority of those present and voting. In the event of a tie, the Chair will be the deciding vote. Committees will take minutes for all formal meetings.

#### **Section 2 | Membership**

The Chair shall annually appoint the chairs, vice- or co-chairs and all members of Board committees except the Executive Committee. All committee chairs shall be Independent Trustees, and all committee vice chairs or co-chairs shall be Trustees or Emeriti Trustees. A majority of committee members shall be Trustees. Emeriti Trustees, Honorary Trustees and non-Trustee members may be invited to serve as voting members on committees of the Board except the Executive Committee. Each committee chair may, subject to these bylaws, appoint non-Trustee committee members subject to the approval of the committee and the Board.

Each committee of the Board shall have a clearly designated Officer of the Corporation or member of the administrative staff as determined by the President to assist with its work. Each committee of the Board shall meet at least three times annually and regularly report on its work and recommendations to the Board.

#### **Section 3 | Subcommittees**

Each committee of the Board may appoint subcommittees to exercise specific functions of that committee. Subcommittee members shall be appointed by the chair of the committee, subject to the approval of the Chair, and need not be members of the full committee. The establishment, composition, and membership of each subcommittee shall be reported to the Executive Committee and to the Board. When serving on a subcommittee, Emeriti Trustees, Honorary Trustees and non-Trustee subcommittee members may vote on all subcommittee matters and will be counted for purposes of determining a Quorum.



## Section 4 | Executive Committee

- a. **Composition:** The Executive Committee shall be comprised of the Chair, Vice Chair, the immediate Past Chair, the Secretary, the President of the University, and the chairs of the Finance Committee, Academic Affairs Committee, Committee on Trustees, Student Life Committee and Audit Committee. In addition, the Committee on Trustees, in consultation with the Chair, shall have the authority to nominate not less than two and not more than five additional Independent Trustees to serve as ‘At-Large’ members of the Executive Committee. At Large members of the Executive Committee shall be elected by a majority of the Board in office at that time.
- b. **Quorum:** A quorum shall consist of a majority of Executive Committee members. If a quorum is present, action is taken by a majority vote of members present. In addition to taking action at a meeting, the Executive Committee may also take action without a meeting if the action is evidenced by a written consent approved and signed by all of the Executive Committee’s members.
- c. **Meetings:** The Executive Committee shall meet at least three times annually, scheduled between regular Board meetings or as needed each year. The Chair, or the Vice Chair in the Chair’s absence shall preside at meetings. The Chair may, at his or her discretion, conduct meetings by telephone, electronically or by mail. Executive Committee members shall receive notice of meetings not less than five days in advance of such meeting, unless there are urgent or special circumstances in which case two days advance notice is required.
- d. **Functions:** The functions of the Executive Committee are to:
  - i. Serve at the pleasure of the Board as its agent in helping the President to address business between regular Board meetings,
  - ii. Assist the Chair and the President in their joint responsibility to help the Board to function effectively and efficiently by suggesting Board meeting agenda items and periodically assessing the quality of committee work, and
  - iii. Review these bylaws at least every five years.

The Committee shall have authority to act for the Board on all matters except for the following which shall be reserved for the Board: presidential selection and termination; Trustee and Board Officer selection; change in institutional mission and purposes; adoption of the annual budget; conferral of degrees; approval of any distribution; approval of the dissolution or merger of the Corporation; approval of any sale, pledge or transfer of all or substantially all of the Corporation’s assets; election, appointment or removal of Trustees or filling of vacancies on the Board or any of its committees; and adoption, amendment or repeal the Articles, bylaws or any resolution by the Board. These bylaws or other Board policy may reserve other powers for the Board.

## Section 5 | Finance Committee

- a. **Composition:** The Finance Committee shall be comprised of a majority of Trustees. Emeriti Trustees, Honorary Trustees and non-Trustee members may also serve as voting members.
- b. **Quorum:** A quorum shall consist of a majority of Finance Committee members. If a quorum is present, action is taken by a majority vote of members present.
- c. **Functions:** The Finance Committee shall oversee the financial business of the University, present an annual budget to the Board, and plan the use of financial resources to meet the University’s needs. It shall oversee all investments, properties, and funds. It shall be responsible for compliance of the University with all federal and state regulations that affect the finances and financial reporting of the University.

- d. Recommendations: The Finance Committee's recommendations for action or decision shall be made to the Board or to the Executive Committee. Except as expressly delegated by the Board or the Executive Committee, the Finance Committee shall not itself have executive authority or the power to authorize the making of any contract, sale, or purchase or the employment of any agent or employee of the University.

## **Section 6 | Investment Committee**

- a. Composition: The Investment Committee shall be comprised of a majority of Independent Trustees. Emeriti Trustees, Honorary Trustees and non-Trustee members may also serve as voting members. Members of the Investment Committee may not have any conflicts of interest with respect to the management of the University's investment portfolio.
- b. Quorum: A quorum shall consist of a majority of Investment Committee members. If a quorum is present, action is taken by a majority vote of members present.
- c. Functions: The Investment Committee shall oversee the investment of the University's investment portfolio. These investments will include all funds managed by the University, including those managed in accordance with various trust agreements. Investments managed by others as a part of a donor agreement will not be the Investment Committee's responsibility. Periodic reporting of these funds will be made available to the Investment Committee. Responsibilities of the committee include understanding the investment goals and objectives; developing investment policies; monitoring portfolio performance and adherence to policies; managing the process for investment manager and/or investment fund selection; and monitoring, retaining or replacing of third-party advisors.
- d. Recommendations: The Investment Committee's recommendations shall be made to the Finance Committee. These recommendations include any changes to investment policies and the annual distribution rate from the endowment portfolio to the University's general operating fund.

## **Section 7 | Campus Property Committee**

- a. Composition: The Campus Property Committee shall be comprised of a majority of Trustees. Emeriti Trustees, Honorary Trustees and non-Trustee members may also serve as voting members.
- b. Quorum: A quorum shall consist of a majority of Campus Property Committee members. If a quorum is present, action is taken by a majority vote of members present.
- c. Functions: The Campus Property Committee shall recommend the purchase or sale of properties, recommend the addition or removal of buildings, oversee the maintenance program for buildings and grounds, and periodically review the campus master plan.
- d. Recommendations: The Campus Property Committee's recommendations for action or decision shall be made to the Finance Committee or to the Executive Committee. Except as expressly delegated by the Board or the Executive Committee, the Campus Property Committee shall not itself have executive authority or the power to authorize the making of any contract, sale, purchase or naming of any facility the University.

## **Section 8 | Academic Affairs Committee**

- a. Composition: The Academic Affairs Committee shall be comprised of a majority of Trustees. Emeriti Trustees, Honorary Trustees and non-Trustee members may also serve as voting members.
- b. Quorum: A quorum shall consist of a majority of Academic Affairs Committee members. If a quorum is present, action is taken by a majority vote of members present.
- c. Functions: The Academic Affairs Committee shall monitor and review all academic programs and strategies carried on or planned by the University and shall consider external factors that may impact planning and practice at Pacific.
- d. Recommendations: The Academic Affairs Committee shall make appropriate recommendations to the Executive Committee, the Finance Committee, or the Board for action. It shall consider, upon recommendation of the President, all recommendations for granting tenure or promotions in rank of Faculty and make appropriate reports or recommendations to the Board. It shall consider and monitor appropriate levels of tenured Faculty in each rank and numbers of positions permissible in each rank and make appropriate recommendations to the Board thereon and on the methods it shall employ in this audit function. In any instance of a faculty appeal to the Board of a decision regarding termination resulting from discontinuance or reduction of a program, the committee shall act as the hearings committee of the Board and shall recommend a resolution to the Board for its action. Except as expressly delegated by the Board or the Executive Committee, the Academic Affairs Committee shall not itself authorize contracts or establish permanent policies.

## **Section 9 | Student Life Committee**

- a. Composition: The Student Life Committee shall be comprised of a majority of Trustees. Emeriti Trustees, Honorary Trustees and non-Trustee members may also serve as voting members.
- b. Quorum: A quorum shall consist of a majority of Student Life Committee members. If a quorum is present, action is taken by a majority vote of members present.
- c. Functions: The Student Life Committee shall have oversight on all matters pertaining to enrollment, retention and the quality of student life, including housing, counseling, undergraduate and graduate student needs, extracurricular activities, student grievance, and regulations regarding campus conduct.
- d. Recommendations: From time to time the Student Life committee shall report and review student concerns and issues for the Board and the Executive Committee and make appropriate recommendations to the Board in conjunction with the Academic Affairs Committee, as appropriate. Except as expressly delegated by the Board or the Executive Committee, the Student Life Committee shall not itself authorize contracts or establish permanent policies.

## **Section 10 | Committee on Trustees**

- a. Composition: The Committee on Trustees shall be comprised of not less than four members in addition to the Chair, the Immediate Past Chair and the President.
- b. Quorum: A quorum shall consist of a majority of Committee on Trustees members. If a quorum is present, action is taken by a majority vote of members present.

- c. Functions: The Committee on Trustees shall serve as the nominating committee for election of Trustees and Officers of the Corporation. The Committee on Trustees primary responsibilities include:
  - i. Recruitment, orientation and performance of Trustees.
  - ii. Nomination of deserving and eligible Trustees for Emeritus Trusteeship.
  - iii. Review of policy on the size and composition of the Board.
  - iv. Review of possible candidates for Board membership.
  - v. Evaluation of the participation and contributions of current Board members.
  - vi. Nomination of the slate of officers: Chair, Vice-Chair, Secretary for election at the Board's Annual Meeting.
  - vii. Nomination of recommendations for re-election or replacement of Board members whose terms of office are expiring.
  - viii. Recommendation of candidates to fill vacancies for remaining terms of Trustees and Officers of the Board at any meeting of the Board.
- d. Recommendations: Except as expressly delegated by the Board or the Executive Committee, the Committee on Trustees shall not itself authorize contracts or establish permanent policies.

### **Section 11 | Audit Committee**

- a. Composition: The Audit Committee shall be comprised entirely of Independent Trustees and shall include no fewer than three members. Members of the Audit Committee may not receive compensation from or have conflicts of interest with the University or its outside auditor; nor may members of this committee have professional, financial or personal ties to the University or its Administrative Officers, or its outside auditor.
- b. Quorum: A quorum shall consist of a majority of Audit Committee members. If a quorum is present, action is taken by a majority vote of members present.
- c. Functions: This committee shall recommend annually to the Board, for its approval at a regular Board meeting, a firm to audit the books and accounts of the University. The committee shall be responsible for oversight of the outside auditing firm and, at least annually, and more frequently as appropriate, shall report to the Board concerning recommendations of the auditor and the degree to which the recommendations accepted by the Board have been fulfilled. The Audit Committee will assist the Board in overseeing responsibilities of establishing and maintaining a system of internal controls in order to:
  - i. Safeguard assets of the University,
  - ii. Comply with applicable laws and ethical standards,
  - iii. Ensure quality and integrity of the University's financial reports, and
  - iv. Oversee the University's risk management program.
- d. Recommendations: The Audit Committee's recommendations for action or decision shall be made to the Finance Committee, to the Executive Committee, or to the full Board. Except as expressly delegated by the Board or the Executive Committee, the Audit Committee shall not itself have executive authority.

## **Section 12 | Advancement Committee**

- a. Composition: The Advancement Committee shall be comprised of a majority of Trustees. Emeriti Trustees, Honorary Trustees and non-Trustee members may also serve as voting members.
- b. Quorum: A quorum shall consist of a majority of Advancement Committee members. If a quorum is present, action is taken by a majority vote of members present.
- c. Functions: In matters relating to fund-raising and marketing, the Advancement Committee shall take an active role in planning and implementing those fund-raising programs necessary to the University and model an active commitment to the fund-raising process. When appropriate, the committee shall assign other Trustees to call upon specific gift prospects.

The Advancement Committee will work with the President and other appropriate Officers and committees in defining financial objectives for the University's fund-raising programs and make recommendations regarding these objectives to the Board or the Executive Committee. Specific duties of the committee shall include the following activities:

- i. Serve as a screening committee for development purposes,
  - ii. Identify major gift prospects and assist in obtaining information about these prospects,
  - iii. Solicit major gift prospects,
  - iv. Advise the Board concerning integrated marketing strategy,
  - v. Develop comprehensive campaign strategy, and
  - vi. Be vigilant at all times for opportunities to support the University.
- d. Recommendations: Except as expressly delegated by the Board or the Executive Committee, the Advancement Committee shall not itself authorize contracts or establish permanent policies.

## **Section 13 | Compensation Committee**

- a. Composition: The Compensation Committee shall be comprised of the Chair, the Immediate Past Chair, the Chair of the Finance Committee and others who may serve at the discretion of the Chair.
- b. Quorum: A quorum shall consist of a majority of Compensation Committee members. If a quorum is present, action is taken by a majority vote of the members present.
- c. Functions: The committee will work with the President and other appropriate Trustees, Officers and committees in defining all aspects of Presidential goals, compensation and performance review.

Specific duties of the committee shall include monitoring the President's performance and annually reviewing his or her compensation and other conditions of employment.

## **ARTICLE 7**

### **LIABILITY AND INDEMNIFICATION**

The liability of Officers and Trustees, and their indemnification, shall be as provided in the Corporation's Articles of Incorporation. The University shall also provide liability or 'Directors and Officers' insurance to protect the University and cover its Trustees and Officers through a highly rated company such as AM Best rating of 'A' or better and with an appropriate level of coverage.

## **ARTICLE 8**

### **CONFLICT OF INTEREST AND DISCLOSURE**

Trustees, Officers and all employees shall perform his or her duties in their respective positions so as to avoid engaging in, or appearing to engage in, a conflict of interest involving the University.

Trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. A Trustee shall be considered to have a conflict of interest if a Trustee:

- a. Has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of such Trustee's responsibilities to the University, or
- b. Is aware that a member of his or her family, or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, Trustee or controlling stockholder, has such existing or potential financial or other interests. For the purposes of this provision, a family member is defined as a spouse, parent, sibling, child and any other relative residing in the same household as the Trustee.

All Trustees and committee members shall refrain from conflicts of interests, the perception of conflicts of interest and requesting special favors. However, if conflicts do occur, Trustees and committee members shall disclose their interest during the transaction of business and abstain from voting on issues where a conflict is present. No contract or other transaction between the University and one or more of its Trustees or committee members or between the University and any other firm, association or entity in which one or more of its Trustees or committee members are Trustees or Officers or are financially interested shall be either void or voidable because of such relationship or interest or because such Trustees or committee members are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction if:

- a. The facts of such relationship and the Trustees or committee members' interests are disclosed or known to the Board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Trustees or committee members, and
- b. The contract or transaction is both fair and reasonable to the University.

Such interested Trustees or committee members may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes or ratifies any contract or transaction described above.

Trustees shall annually complete a Conflict of Interest Disclosure Statement and return it to the Office of the President. Additionally, upon discovery of a possible conflict of interest or at any other time requested by the Committee on Trustees, Trustees may be asked to complete a Conflict of Interest Disclosure Statement and return it to the Office of the President.

## **ARTICLE 9**

### **NONDISCRIMINATION**

It is the policy of Pacific University not to discriminate on the basis of gender, physical or mental disability, race, color, national origin, sexual orientation, age, religious preference or disabled veteran or Vietnam Era status in admission and access to, or treatment in employment, educational programs or activities as required by Title IX of the Education Amendments of 1972, section 504 of the Rehabilitation Act of 1973, Title VII of the Civil Rights Act of 1964, the Age Discrimination Act, the Americans with Disabilities Act of 1990, or any other classification protected under state or federal law, or city ordinance.

## **ARTICLE 10**

### **FISCAL YEAR**

The University's fiscal year begins July 1 of each year and ends June 30th of the succeeding year.

## **ARTICLE 11**

### **AMENDMENT OF BYLAWS**

These bylaws may be changed or amended at any meeting of the Board by a majority of all the Trustees then in office, provided notice of the substance of the proposed amendment is sent to all Trustees at least 30 days before the meeting. These bylaws shall be reviewed periodically by the Secretary of the Board and the Executive Committee who shall recommend any necessary changes to the Board.

A special meeting of the Board for the purpose of amending the bylaws may be called in the same manner as set forth in these articles.

I, the duly elected Secretary of PACIFIC UNIVERSITY, hereby certify that the foregoing bylaws constitute the bylaws of Pacific University as last amended, restated and ratified at a meeting of the Board of Pacific University on May 15, 2015. All previous bylaws and resolutions in conflict with these bylaws are hereby repealed.

IN WITNESS WHEREOF, I have subscribed my name on this 15th day of May, 2015.



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Mark Frandsen, Secretary