

**BYLAWS OF  
LINFIELD UNIVERSITY  
(An Oregon Nonprofit Corporation  
Referred to herein as the "University")**

**ARTICLE I**

**SEAL**



Board of Trustees may approve from time to time.

**ARTICLE II**

**PURPOSE**

The primary purpose of the University shall be to operate a university level educational institution offering such educational programs and degrees as the Board of Trustees may from time to time determine.

**ARTICLE III**

**EXERCISE OF CORPORATE POWERS**

All of the University's powers shall be exercised by or under the authority of, and the affairs of the University managed under the direction of, the Board of Trustees. All authorities and responsibilities not specifically delegated under these Bylaws shall remain with the Board of Trustees.

**Section 3. Board Meeting Participation.** Non-voting faculty representatives and non-voting student representatives to Board meetings may be appointed as follows:

(a) The chair of the Faculty Senate and the presidents of the ASLU shall serve as representatives ex-officio, for the school or college in which they are a faculty member or student, respectively

(b) One additional representative may be appointed by the Faculty Senate

representing each school or college other than the school or college in which the chair of the Faculty Senate is a faculty member. One additional student representative shall be appointed by

Section 8. Removal. Any elected Trustee may be removed with or without cause by the affirmative vote of two-thirds of those members of the Board of Trustees who are present and voting at a regular or special meeting of the Board of Trustees.

## ARTICLE V

### MEETINGS OF THE BOARD

Section 1. Regular and Special Meetings. The regular annual meeting of the Board shall be held during the Spring of each year; a regular meeting shall be held during the Fall of each year; a regular meeting shall be held during the Winter of each year; said Board meetings shall be held in McMinnville, Oregon, and on the first Monday of each month.

place for the meetings of the Board; and the definite time of the meetings shall be fixed by the Chair of the Board or the President of the University.

and is correctly addressed to the Trustee's address shown in the University's current records of its Trustees. Facsimile notice and e-mail notice are effective when sent, if transmitted to the Trustee's facsimile number or e-mail address shown in the University's current record of

Trustees. Oral notice is effective when communicated if communicated in a comprehensible manner.

bylaws, the Articles of Incorporation or applicable state law. Except as provided in subsection (2.5) of this section, the notice must be in writing, must be signed by the Trustee entitled to the

**Section 1. Size and Composition of Executive Committee.** The Executive Committee shall consist of the President, Chair of the Board, Vice Chair[s] of the Board and Secretary, if the Secretary is also a Trustee, all of whom shall be members ex officio, and four or more other members of the Board elected by the Board.

**Section 2. Role of Executive Committee - General.** The Executive Committee shall govern and manage the affairs and business of the University in accordance with the Articles of

Incorporation, these Bylaws, and directives of the Board.

**Section 3. Conduct Before Board Meetings.** The Executive Committee shall when

Section 3. Financial Affairs Committee. The role of the Financial Affairs Committee is to ensure the fiscal stability and long-term economic health of the University. The principal responsibilities of the Committee include: (i) monitoring the University's financial operations; (ii) approving annual and long range operating budgets; (iii) reviewing and submitting to the full

board requests and plans for borrowing; (iv) reviewing and submitting to the full board capital budgets; (v) ensuring that accurate and complete financial records are maintained; (vi)

the Committee has accepted. In doing so, it is the responsibility of the Committee to maintain free and open means of communication between the Trustees, the independent auditors and the

University's financial management.

meetings (where required), waiver of notice, conduct of meetings and voting apply to each of the standing committees, sub-committees thereof and Ad Hoc committees. A majority of the

the custody of the corporate seal and shall attest all documents requiring the seal

**Section 7. Assistant Secretary.** The Assistant Secretary, in the absence or disability of the Secretary, shall perform all of the duties of the Secretary of the Board.

**Section 8. Qualifications.** Officers of the Board other than the Chair and any Vice

Chair(s) need not be Trustees.

## ARTICLE IX

**Section 1. Role and Responsibilities - General.** The President of the University shall be a member of the Board, ex officio, and shall be the chief executive officer of the University, with



ARTICLE X

~~Parties to~~ ~~Officers Authorized~~ ~~Officers of the University authorized by the Board~~

adoption of or changes to University-wide educational programs; matters affecting faculty working conditions; facilitating population of University-wide committees; and reviewing compliance and fairness of the promotion and tenure recommendations of the schools and colleges with their respective promotion and tenure policies.

**Section 3. Academic Responsibilities.** In accordance with general policies adopted by

Board, the respective faculties of the schools and colleges have the responsibility to formulate and

An individual's conduct with respect to an employee benefit plan for a purpose the individual reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of subsection (b) of this Section. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not of itself determinative that the individual did not meet the standard of conduct

described in this section.

**Section 2. Limits on Indemnification.** No person shall be entitled to indemnification under this Article:

(a) In connection with a proceeding by or in the right of the University in which the

(h) In connection with any other proceeding charging improper personal benefit to the

**ARTICLE XIII**

**AMENDMENTS AND STANDING RULES**

Section 1. Amendment. Subject to the provisions of Article IV Section 4, these Bylaws may be amended by the Board at any regular or special meeting thereof. At least ten days prior to any regular or special meeting at which it is proposed to amend the Bylaws, notice shall be sent to each Trustee setting forth the proposed amendments to the Bylaws.

Section 2. Standing Rules. The Board may, from time to time, adopt standing rules with respect to any matter governed by these Bylaws. A list of current standing rules shall be maintained

APPROVED AND ADOPTED by the Board of Trustees at its regular meeting held the 6th