

BYLAWS OF LINFIELD COLLEGE

**(An Oregon Nonprofit Corporation
Referred to herein as the "College.")**

ARTICLE I

SEAL

The corporate seal of the College, if any, shall be in such form as the Board of Trustees may approve from time to time.

ARTICLE II

PURPOSE

The primary purpose of the College 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 College's powers shall be exercised by or under the authority of, and the affairs of the College managed under the direction of, the Board of Trustees.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Size of Board. The Board of Trustees of the College (referred to herein as the "Board") shall consist of not less than three (3) and not more than forty (40) members. With the exception of the student trustee, each trustee shall be at least 18 years old.

Section 2. Composition of Board. The President of the College shall be a member of the Board ex officio. One position on the Board shall be filled from nominations made by the Faculty Assembly (described in Article XI below) for a two-year term. One position on the Board shall be filled from nominations made by the Associated Students of Linfield College for a one-year term. All such nominations shall be submitted to the Board only after approval by the Committee on Trustees. The remaining positions on the Board shall be filled from nominations made by the Committee on Trustees or by any member of the Board at any meeting of the Board. Such positions shall be for staggered three year terms. If elected at the annual meeting, a Trustee's term shall commence on July 1 of the year of election; if elected

at any other meeting, a Trustee's term shall commence immediately upon election and shall end on the June 30 following the third anniversary of the election. No person shall be entitled to serve on the Board merely by virtue of being nominated and all Trustees shall be elected by the Board. Regardless of how nominated, no Trustee serves as a representative of any organization other than the College and each Trustee's responsibilities as a Board member shall be solely to the College.

Section 3. American Baptist Participation on the Board. Six positions on the Board (excluding emeritus and honorary members) shall be reserved for members of an American Baptist Church or who have been recommended by a regional or national organization of the American Baptist Churches, U.S.A. Provided, however, that the foregoing minimum does not preclude there being more than six members of the Board at any time who are members of an American Baptist Church or who have been recommended by a regional or national organization of the American Baptist Churches, U.S.A. The legitimacy of the Board or the validity of any of its actions, however, shall not be affected because the Board at any time has less than six members who are members of an American Baptist Church or who have been recommended by a regional or national organization of the American Baptist Churches, U.S.A.

Section 4. Special Voting Requirements for Amendment. Notwithstanding anything in these bylaws to the contrary, the provisions of sections 3 and 4 of this Article may not be amended without (in addition to the other current requirements for Bylaw amendment) a 2/3 affirmative vote of then serving members of the Board who are members of an American Baptist Church or whose nominations resulted from a recommendation by a regional or national organization of the American Baptist Churches, U.S.A. The Committee on Trustees shall maintain and provide to the Executive Committee upon request a list of the current Board members entitled to participate in this special voting requirement.

Section 5. Emeritus Trustees. The Board may, from time to time, elect to the status of Emeritus Trustee current or former members of the Board. Emeritus Trustees shall normally have served a minimum of fifteen years on the Board with unusual effectiveness, and shall have made significant contributions in one way or another to the life and development of the College and its mission. Emeritus Trustees shall be privileged to attend meetings of the Board, to serve on committees, and to participate in all discussions and deliberations of the Board. Emeritus Trustees shall be accorded all other privileges of a regular Trustee, but shall not have the legal responsibilities of trusteeship or voting rights.

Section 6. Honorary Trustees. The Board may, from time to time, elect persons to honorary status. Honorary Trustees shall be privileged to attend meetings of the Board as they may desire and to participate in all discussions and deliberations of the Board. Honorary Trustees shall not have the legal responsibilities of trusteeship or voting rights.

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 unless the Executive Committee designates a different 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 College.

(1.1) A schedule of the date, time and place of the regular Board and Committee meetings shall be adopted for each fiscal year at a meeting of the Board or the Executive Committee and a copy of such schedule shall be provided to each trustee. No further notice of any such regular meeting shall be required. Other meetings of the Board or any Committee, if any, are special meetings and shall require notice as provided in these Bylaws.

(1.2) Regular or special meetings of the Board or any Committee may be held in or out of the state of Oregon.

(1.3) Any or all Trustees may participate in any telephonic regular or special meeting of the Board or in any Committee meeting by, or conduct the meeting through, use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 2. **Call and Notice of Meetings.** Regular meetings of the Board or any Committee may be held without notice, except as provided in subsection (1.1) of this section. Special meetings of the Board must be preceded by at least seven days' notice to each Trustee of the date, time and place of the meeting. Special meetings of any Committee must be preceded by at least two days' notice to each Committee member of the date, time and place of the meeting. Notice of a special meeting shall describe the purpose of the special meeting. Special meetings of the Board may be called at any time by the Secretary upon the request of the Chair of the Board, the President of the College, or five members of the Board.

(2.1) Notice of any special meeting of the Board or any committee may be oral or written unless otherwise specified in the Articles or these bylaws for a particular kind of notice.

(2.2) Notice may be communicated in person, by telephone, or other form of wire or wireless communication, including facsimile or e-mail, or by mail or private carrier, including publication in a newsletter or similar document mailed to a Trustee's address. If these forms of personal notice are impracticable, notice may be

communicated by a newspaper of general circulation in the area where the meeting is to be held, or by radio, television or other form of public broadcast communication.

(2.3) Written notice is effective when mailed if it is mailed postpaid and is correctly addressed to the Trustee's address shown in the College'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 College's current record of Trustees. Oral notice is effective when communicated if communicated in a comprehensible manner.

(2.4) A Trustee may at any time waive any notice required by these bylaws, the Articles of Incorporation or applicable state law. Except as provided in subsection (2.5) of this section, the waiver must be in writing, must be signed by the Trustee entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.

(2.5) A Trustee's attendance at or participation in a meeting waives any required notice to such Trustee of the meeting unless the Trustee, at the beginning of the meeting, or promptly upon the Trustee's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 3. Quorum and voting. A majority of the number of Trustees then serving shall constitute a quorum for any regular or special meeting of the Board.

(3.1) If a quorum is present when a vote is taken, the affirmative vote of a majority of Trustees present when the act is taken is the act of the Board. A Trustee is considered present regardless of whether the Trustee votes or abstains from voting.

(3.2) A Trustee who is present at a meeting of the Board or a Committee, sub-committee thereof or Ad Hoc committee of the Board when corporate action is taken is deemed to have assented to the action taken unless:

(a) The Trustee objects at the beginning of the meeting, or promptly upon the Trustee's arrival, to holding the meeting or transacting the business at the meeting;

(b) The Trustee's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The Trustee delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the College immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Trustee who votes in favor of the action taken.

Section 4. **Agenda.** The Chair of the Board and the President of the College, with the assistance of the Secretary, shall prepare and submit the agenda of any meeting of the Board.

Section 5. **Conduct of Meeting.** The Chair of the Board shall preside at the meetings of the Board. Except to the extent inconsistent with applicable law, these Bylaws or any Standing Rules then in effect, the then current edition of Roberts' Rules of Order shall govern the conduct of meetings of the Board.

ARTICLE VI

EXECUTIVE COMMITTEE

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 College in accordance with the Articles of Incorporation, these Bylaws, and directives of the Board.

Section 3. **Conduct Between Board Meetings.** The Executive Committee shall, when the Board is not in session, arrange for the execution of orders and resolutions not otherwise specifically committed or provided for, and in accordance with the general policy of the Board, shall have the care and direction of matters pertaining to the welfare of the College, and especially shall discharge such duties as the Board may assign to it from time to time. It shall make formal report of its actions to the Board at its next regular meeting. The Chair of the Board shall be the chair of the Executive Committee unless it is inconvenient or inexpedient for said Chair of the Board to act.

Section 4. **Call and Conduct of Meetings.** Meetings of the Executive Committee shall be held at the call of the Chair of the Board or the President of the College, or three other members of the Executive Committee. The provisions of Article V relating to notice of meetings (where notice is required), waiver of notice, quorum requirements, voting and conduct of meetings apply to meetings of the Executive Committee.

Section 5. **Effect of Waiver of Notice.** When all members of the Executive Committee are present at any meeting, however called and noticed, and sign a written consent thereto on the records of such meeting, or if a majority of the members are present, and if those not present sign in writing a waiver of notice of such meeting, whether prior to or after holding of such meeting, which said waiver shall be filed with the Secretary, the transactions thereof are as valid as if at a meeting regularly called or noticed.

ARTICLE VII

OTHER COMMITTEES

Section 1. **Standing Board Committees - General.** There shall be seven standing committees of the Board, namely: (1) Executive Committee; (2) Committee on Trustees; (3) Financial Affairs; (4) Institutional Advancement; (5) Academic Affairs; (6) Student Affairs and Enrollment; and (7) Audit Committee. The Executive Committee may create additional standing committees, subject to approval of the Board.

Section 2. **Committee on Trustees.** The role of the Committee on Trustees is to assure that the composition of the full Board is consistent with the Bylaws and relevant to the strategic needs and direction of the College. Its principal responsibilities include the development and recommendation of strategies, policies and practices that select, orient, educate, organize, motivate and assess the performance of the Trustees. The Committee shall include at least two Trustees who are members of an American Baptist Church.

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 College. The principal responsibilities of the Committee include: (i) monitoring the College's financial operations; (ii) overseeing 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) recommending investment policies to the Board; (vii) management of investment assets; (viii) ensuring the adequacy and condition of capital assets; (ix) overseeing plant debt; and (x) assessing and recommending adequate levels of funding for plant maintenance. The Committee may establish one or more subcommittees to assist in carrying out its responsibilities.

Section 4. **Institutional Advancement Committee.** The role of the Institutional Advancement Committee is to provide leadership and oversight in establishing policies and plans for the public relations and communications, alumni and other external constituents, and fundraising efforts of the college. The Committee assists in raising funds through charitable gifts and grants to ensure the financial health of the College and the satisfaction of the goals the Board establishes from time to time as necessary to satisfy the College's mission. The Committee's principal responsibilities include: (i) creating within the board an awareness of the importance of private giving; (ii) setting goals for trustee giving and actively engaging in trustee solicitation; (iii) setting fund raising goals and assessing progress; (iv) participating in the development process; (v) examining trends and analyzing implications for the future; and (vi) establishing fund raising policies.

Section 5. Academic Affairs Committee. The role of the Academic Affairs Committee is to ensure that appropriate policies are in place to fulfill the academic mission of the college including: what the students learn and how they learn it; the effectiveness of teaching and learning; faculty selection, recognition, assessment, reward and development and academic standards and requirements. The principal responsibilities of the Committee include ensuring that (i) the academic program is consistent with the College's mission and strategies; (ii) the academic budget reflects the College's academic priorities; (iii) the faculty policies and procedures complement academic priorities; (iv) the academic programs are appropriate for its students; (v) the College assesses the effectiveness of its academic programs.

Section 6. Student Affairs and Enrollment Committee. The role of the Student Affairs and Enrollment Committee is to provide policy guidance to promote a safe and healthy environment that encourages academic success and assures that the students enjoy a high quality of life on campus. The Committee is charged with bringing student concerns, viewpoints and needs to the attention of the full board and the officers of the college. The principal responsibilities of the Committee include (i) representing students' interests in all policy decisions made by the board; (ii) ensuring the provision of adequate financial resources to support a comprehensive student affairs program; (iii) ensuring that board policies keep pace with students' changing needs; (iv) promoting the campus as a community; (v) ensuring that the activities and plans of the enrollment services division of the Collage are in accordance with the mission and goals of the College; and (vi) ensuring that the Committee stays updated on trends and patterns of enrollment within the College and in the entire higher education environment.

Section 7. Audit Committee. The primary role of the Committee is to provide oversight of the College's financial practices, internal controls, financial management, risk management, and standards of conduct, and to present for Board ratification audited financial statements that 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 College's financial management.

Section 8. Notice and Quorum. The provisions of Article V relating to notice of 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 Trustee members of a standing committee, sub-committee thereof and of Ad Hoc committees shall constitute a quorum for any regular or special meeting. The Chair of the Board and the President shall be counted toward the quorum requirement if present.

Section 9. Other Committees. The Chair of the Board or President may create "ad hoc" committees which may, but need not, consist solely of Board members. No such Committee shall exercise any power of the Board not specifically delegated to it by the Board.

ARTICLE VIII

OFFICERS

Section 1. **Identification of Officers.** The officers of the College shall consist of the Chair of the Board, one or more Vice Chairs of the Board, President, Secretary, and such other assistants or other officers as may be designated by the Board. The officers shall have the powers described in these Bylaws but shall at all times be subject to the authority and direction of the Board.

Section 2. **Election of Officers.** Other than the President, the officers shall be elected at the annual meeting of the Board, and shall hold office for a one year term commencing on July 1 of the year of election and until their respective successors shall have been duly elected and qualified or until removed by the Board, if earlier. The President shall serve at the pleasure of the Board. Vacancies in any office arising from any cause may be filled by the Board at any regular or special meeting.

Section 3. **Chair of the Board.** The Chair of the Board shall sign all diplomas and shall execute, in the absence of the President, with the Secretary attesting, contracts and instruments authorized or issued by authority of the Board or the Executive Committee requiring signature.

Section 4. **Vice Chair(s).** The Vice Chair of the Board, in the absence or disability of the Chair, shall perform all the duties of the Chair of the Board. During any period in which there are more than one Vice Chairs serving, the order in which they shall have the authority to act shall be designated at the time of their election, by designating them as first or second Vice Chair.

Section 5. **President.** The President shall exercise the usual executive powers pertaining to the office of the President and shall perform such other duties as the Board may from time to time designate. Additional duties of the President are specifically set forth in Article IX below.

Section 6. **Vice Presidents.** The Vice President positions and responsibilities currently authorized by the Board are specifically set forth in Article X below.

Section 7. **Secretary.** The Secretary shall perform the usual duties pertaining to the office. The Secretary shall keep full and correct minutes of all meetings of the Board and shall be the custodian of all documents committed to the Secretary's care. The Secretary shall have the custody of the corporate seal and shall attest all documents requiring the seal.

Section 8. **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 9. **Qualifications.** Officers of the College other than the Chair and any Vice Chair(s) need not be Trustees.

ARTICLE IX

PRESIDENT OF THE COLLEGE

Section 1. **Role and Responsibilities - General.** The President of the College shall be a member of the Board, ex officio, and shall be the chief executive officer of the College, with responsibility for articulating and carrying out its mission. The President shall be the head of all educational departments of the College, with authority thereover and shall exercise such supervision and direction as will promote said departments' effectiveness and efficiency. The President shall be the official medium of communication between the Faculty Assembly and the Board, and between the students and the Board.

The President shall recommend to the Board all promotions, tenure and sabbaticals for the faculty.

The President shall be responsible for the discipline of the College and for carrying out all measures officially agreed upon by the Faculty Assembly concerning matters committed to it by the Board, and for executing such measures concerning the internal administration of the College as the Board may enact.

Section 2. **Reports to Board.** The President shall make an annual report to the Board of the work and condition of the College, and from time to time shall give to the Board reports upon the condition of the College, and shall present for their consideration such measures as the President shall deem necessary or expedient for its welfare.

Section 3. **Vacancy.** In case of vacancy in the office of President of the College, or the absence of the President or inability to serve, the Board may appoint an interim President of the College. Pending such appointment, the Chair of the Board shall appoint a member of the administration or faculty to serve as acting President until a President or interim President is appointed and ready to serve.

ARTICLE X

OTHER OFFICERS OF THE COLLEGE

Section 1. **Current Officers Authorized.** Other officers of the College currently authorized by the Board consist of the Vice President for Academic Affairs/Dean of Faculty, the Vice President for Finance and Administration/Treasurer, the Vice President for Student Affairs/Dean of Students, the Vice President for Institutional Advancement, the Vice President and General Counsel, and the Vice President and/or the Dean of Enrollment Services, who shall perform such functions

as directed by and under the supervision of the President.

Section 2. The Vice President for Finance and Administration/Treasurer shall, subject to the direction and supervision of the President and the oversight of the Board, have charge of and be responsible for the financial affairs of the College and shall keep the President and Board informed thereon.

ARTICLE XI

THE FACULTY ASSEMBLY

Section 1. **General.** The Faculty Assembly shall be a deliberative and legislative body empowered by the Board to perform certain functions in the educational life of the College.

Section 2. **Composition.** Members of the Faculty Assembly shall include (a) the President of the College and Vice President for Academic Affairs/Dean of Faculty, (b) members of the faculty with the academic rank of Professor, Associate Professor, Assistant Professor or Instructor who hold academic-year contracts calling for at least 40 percent of a full work load, and (c) those librarians who have academic rank, and whose positions call for at least 40 percent of a full work load as professional librarians during the academic year.

Additional ex-officio members of the Faculty Assembly may be approved by the Faculty Assembly, and shall be chosen from those offices of the College whose specified duties call for the devotion of large fractions of time to activities of a direct educational nature.

All members of the Faculty Assembly shall be eligible to vote in the Faculty Assembly.

Section 3. **Meetings.** The Faculty Assembly shall meet at regular intervals during the academic year, shall elect such officers as are required to conduct its business, shall make such Bylaws and other rules of procedures as are needed and shall provide for such committees as are required.

Section 4. **Academic Responsibilities.** The Faculty Assembly shall prescribe, with the concurrence of the President, subject to approval by the Board, requirements for admission, courses of study, conditions of graduation, the nature of degrees to be conferred, rules and methods of conduct of educational work of the College, and maintenance of a suitable environment for learning and professional activity; shall recommend to the Board candidates for academic degrees; review and discuss names of finalists for honorary degrees; and shall recommend to the President candidates for fellowships, scholarships, and prizes. The faculty shall advise the President and the Board on standards of faculty competence and ethical conduct; shall recommend to the President candidates for faculty appointment; and recommend to the President and the Board candidates for tenure, promotion, and the granting of

faculty status.

Section 5. Responsibilities Regarding Student Organizations. The Faculty Assembly shall establish, with the concurrence of the President, policies for the regulation of student publications, intercollegiate athletics, and musical, dramatic, forensic, political, and similar student organizations. The Faculty Assembly shall further advise and cooperate with the faculty advisors and officers of administration responsible for carrying out these policies.

Section 6. Responsibilities Regarding Student Conduct. The Faculty Assembly shall advise the President and appropriate officers of the administration regarding policies governing conduct of students in extra-curricular activities. The Faculty Assembly shall further advise and cooperate with the officers of the administration responsible for investigating cases of student misconduct or violations of the rules of the College by students and for disciplining students for such violations.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND TRUSTEES

Section 1. Scope of Indemnification. Subject to Section 2 through 4 of this Article, each person who at any time has served or serves as a Trustee, elected officer, or employee of the College shall be indemnified by the College against liabilities incurred as a result of and expenses (including attorneys' fees) reasonably sustained in the defense or in the compromise or settlement of any civil, criminal, or other action, suit, or proceeding in which said person may become involved as a part or with which said person may be threatened by reason of being or having been a Trustee, officer, or employee of the College; provided,

- (a) The conduct of the individual was in good faith;
- (b) The individual reasonably believed that the individual's conduct was in the best interests of the College, or at least not opposed to its best interests; and
- (c) In the case of any criminal proceeding, the individual had no reasonable cause to believe the conduct of the individual was unlawful.

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 College in which the person was adjudged liable to the College; or

(b) In connection with any other proceeding charging improper personal benefit to the person in which the person was adjudged liable on the basis that personal benefit was improperly received by the person.

Indemnification permitted under this Article in connection with a proceeding by or in the right of the College is limited to reasonable expenses incurred in connection with the proceeding.

Section 3. Specific Authorization Required. No right to indemnification shall accrue to any person under this Article unless authorized by law and unless and until authorized in the specific case after a determination has been made that indemnification of the person is permissible in the circumstances because the person has met the standard of conduct set forth in Section 1 of this Article and ORS 65.391. A determination that indemnification of a person is permissible shall be made:

(a) By the Board by majority vote of a quorum consisting of Trustees not at the time parties to the proceeding;

(b) If a quorum cannot be obtained under subsection (a) of this Section, by a majority vote of a committee duly designated by the Board, consisting solely of two or more Trustees not at the time parties to the proceeding; or

(c) By special legal counsel selected by the Board or its committee in the manner prescribed in subsection (a) or (b) of this Section or, if a quorum of the Board cannot be obtained under subsection (a) of this Section and a committee cannot be designated under subsection (b) of this Section, the special legal counsel shall be selected by majority vote of the full Board including Trustees who are parties to the proceeding.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) of this Section to select counsel.

Section 4. Notice to Attorney General. No determination or authorization under Section 3 may be made until 20 days have elapsed after the effective date of written notice to the Attorney General of the State of Oregon of the proposed indemnification.

Section 5. Mandatory indemnification. The College shall indemnify a person who was wholly successful, on the merits or otherwise, in the defense of

any proceeding to which the person was a party because of being a Trustee, Officer or employee of the College against reasonable expenses actually incurred by the person in connection with the proceeding.

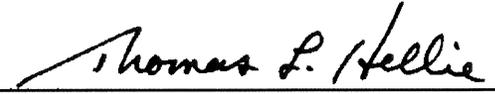
ARTICLE XIII

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 by the Secretary and copies thereof shall be kept with these Bylaws.

APPROVED AND ADOPTED by the Board of Trustees at its regular meeting held the 5th day of May, 2018.



Dr. Thomas L. Hellie, President

Attest:



Gale Castillo, Secretary