

# Bylaws of University of La Verne



## Table of Contents

Article I: Purpose .....	4
Article II: Board of Trustees .....	4
Section 1: Composition .....	4
Section 2: Powers and Duties .....	5
Section 3: Election and Terms .....	7
Section 4: Emeriti Trustees .....	9
Article III: Standards of Conduct .....	9
Article IV: Officers of the Board .....	9
Section 1: Officers of the Board .....	9
Section 2: Powers and Duties .....	10
Section 3: Election and Terms .....	11
Article V: Board of Trustees Meetings .....	11
Section 1: Regular Meetings .....	11
Section 2: Special Meetings .....	11
Section 3: Closed Sessions or Meetings .....	12
Section 4: Quorum .....	12
Section 5: Notices .....	12
Section 6: Minutes .....	12
Section 7: Modalities .....	12
Section 8: Action Without Formal Meeting .....	13
Article VI: Officers of the University .....	13
Section 1: Officers of the University .....	13
Section 2: Delegated Authority .....	13
Section 3: President .....	13
Section 4: Chief Operating Officer .....	14

Section 5: Provost .....	14
Section 6: Chief Financial Officer .....	14
Section 7: Responsibilities of Officers Related to Articles of Incorporation .....	15
Article VII: Committees of the Board of Trustees .....	15
Section 1: Standing Committees .....	15
Section 2: Subcommittees.....	16
Section 3: Ad Hoc Committees .....	17
Section 4: Executive Committee .....	17
Section 5: Academic and Student Affairs Committee .....	18
Section 6: Audit Committee .....	19
Section 7: Operations Committee .....	19
Section 8: Finance and Investment Committee .....	20
Section 9: Governance Committee .....	20
Article VIII: Insurance and Indemnification .....	21
Article IX: Amendments .....	21
Article X: Miscellaneous Provisions .....	22
Section 1: Rules of Procedure .....	22
Section 2: Place of Business .....	22
Section 3: Fiscal Year .....	22
Section 4: University Seal .....	22
Appendix A: Definitions.....	23

## Article I: Purpose

The University of La Verne is a private California non-profit public benefit corporation.

The mission and purpose of the University of La Verne is to offer a distinctive and relevant educational experience to a diverse population of learners of all ages, at both the undergraduate and graduate levels, preparing them for successful careers and a commitment to life-long learning across the liberal arts and professional programs. This mission is pursued by maintaining the institutional values and ethos of lifelong learning, ethical reasoning, diversity and inclusivity, racial justice, peace-minded nonviolent reconciliation, and community and civic engagement.

In the hiring of faculty and staff, student admissions, and the election of any Officer or Trustee of the University, the University complies with both state and federal laws including those that prohibit discrimination on the basis of protected characteristics, including race, color, ethnicity, sex, gender, gender identity or expression, sexual orientation, medical condition, or disability.

These Bylaws were established by the University of La Verne Board of Trustees to regulate itself as ethically and legally appropriate. These Bylaws are legally binding and enforceable and govern the internal affairs of the University of La Verne and outline the roles, rights, and responsibilities of members of the Board of Trustees.

## Article II: Board of Trustees

### Section 1: Composition

#### i. Board Members

The Board of Trustees shall consist of at least twenty (20) and no more than thirty-five (35) elected Trustees, the exact number of which within such range shall be fixed by the Board of Directors from time to time. Board Members will be subject to the expectations and standards of conduct as outlined in these Bylaws (Article II.3.iv; Article III).

The Board of Trustees shall reserve three (3) Trustee seats for a representative from the Church of the Brethren and one (1) Trustee seat for a representative from the Alumni Advisory Board. These Trustees shall have the power to vote and shall be counted as a member of the Board for

any other purpose. Voting Constituencies will be subject to the expectations and standards of conduct as outlined in these Bylaws (Article II.3.iv; Article III)

To avoid conflicts of interest, no individual who is formally associated with the work of the University as a full-time administrator, faculty member, staff member or student may serve as a Trustee.

## ii. Constituency Liaisons

The Board of Trustees will facilitate the participation of the following four University constituency liaisons:

- (1) the president of the Associated Students of the University of La Verne (ASULV),
- (2) the president of the Graduate and Adult Student Government (GASG) body,
- (3) the elected Faculty Representative to the Board, and
- (4) the elected Staff Senate representative to the Board.

These liaisons shall have a voice but shall not have the power to vote and shall not be counted as members of the Board for any purpose. They will be invited to attend open session meetings of the Board of Trustees and may be asked to attend standing and ad-hoc committees subject to Board approval. Constituency liaisons will be subject to the standards of conduct as outlined in these Bylaws (Article III).

## iii. Ex-Officio Members

The President shall be invited to attend open session meetings of the Board of Trustees and all committee meetings without the power to vote and shall not be counted as a member of the Board for any other purpose. The President will not be present during discussions pertaining to the President's compensation and review. No officer of the University will be an ex-officio member of the Board of Trustees.

## Section 2: Powers and Duties

All persons accepting membership on the Board of Trustees should recognize that they have undertaken serious legal and fiduciary responsibilities, which includes that of care, obedience, and loyalty<sup>1</sup>, the fulfillment of which requires extreme dedication and reliability.

---

<sup>1</sup> Association of Governing Boards (AGB) Fiduciary Duties: <https://www.citationmachine.net/mla/cite-a-website/search?q=https%3A%2F%2Fagb.org%2Fknowledge-center%2Fboard-fundamentals%2Ffiduciary-duties%2F%23%3A%7E%3Atext%3DFiduciary%2520duties%2520are%2520at%2520the%2520heart%2520of%2520effective%2520governance.%26text%3DGoverning%2520boards%2520must%2520make%2520good%2Ccare%252C%2520loyalty%252C%2520and%2520obedience.&style=mla>

The Board of Trustees shall have and exercise those corporate powers prescribed by law and shall be responsible for the mission, integrity, and oversight of planning, policies, performance, and sustainability of the University. The Board of Trustees shall approve strategic plans and annual budgets; monitor the accomplishment of these plans and budgets; review student achievement indicators such as retention and graduation rates, student learning, and job placement; and approve annual financial audits and reports to ensure the adequacy of fiscal management and controls and to promote financial sustainability. The Board of Trustees shall exercise ultimate institutional authority of the University including as provided in such other policy documents it deems to be related to its function. This authority shall include, but shall not be limited to, the following:

- i. **Appoint and Assess the University President.** Appoint and employ the President of the University, who shall be the University's chief executive officer. Set appropriate terms of employment, including compensation and expenses. Approve annual goals and assessment of the President's performance.
- ii. **Academic Oversight.** 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. This shall include, but shall not be limited to, matters relating to tenure and promotion of faculty through the Provost and President; approving significant academic restructures resulting in the notification accrediting agencies; or the creation of new colleges.
- iii. **Financial and Real Estate Oversight.** Approve the annual budget and tuition and fees, regularly monitor the University's financial condition, and establish policy guidelines affecting all institutional assets, including, but not limited to, the following: financial investments, capital expenditures, real estate, new buildings, operational expenses, capitalization of major deferred maintenance and major renovations of existing buildings. The Board of Trustees shall authorize plans, purchases, and contracts of real estate, property development, construction of new buildings, capital expenses, equipment, material, supplies, goods, and services that exceed \$1 million. The Board of Trustees may delegate this authority to an Officer of the University with a Board resolution.
- iv. **Financial Support.** The individual Board of Trustees members shall contribute financially to the University's fundraising goals and participate actively in strategies to secure sources of financial support.
- v. **Gift Oversight.** The Board of Trustees shall authorize the acceptance of gifts to the University, matching grants, or bequests in accordance with Board of Trustee approved gift policy and guidelines.

- vi. **Debt Authorization.** Authorize the incurring of debt by the University and the securing thereof by mortgage and pledge of real and personal property, tangible and intangible, so long as the note or obligation is signed by the Chair and the Secretary, or by those authorized by the Board or the Executive Committee to sign same.
- vii. **Appoint Committees of the Board.** Appoint standing committees and ad hoc committees in accordance with Article VI of these Bylaws
- viii. **Institutional Oversight.** The Board shall approve the faculty handbook, investment and gift policies, and any other policies for which the President believes the Board should have authority and responsibility.
- ix. **Approve Awarding of Degrees.** Upon recommendation of the faculty, Provost, and President, approve all earned and honorary degrees.
- x. **Advocate on Behalf of the University.** Serve actively as advocates and ambassadors for the University in appropriate matters of public policy in consultation with the President and other responsible parties as the Board shall determine.
- xi. **Assess Performance of the Board of Trustees.** Undertake annual assessments of the Board's performance as a body and implement recommendations and follow-up as necessary.
- xii. **Periodic Review of Institutional Mission.** Determine and periodically review the University's mission and purposes.
- xiii. **Review, Revise, and Approve University Articles of Incorporation and Bylaws.** Amend, alter, or repeal the Articles of Incorporation and these Bylaws in accordance with Article IX of these Bylaws.

## Section 3: Election and Terms of Elected Trustees

### i. Nomination

Trustee nomination and renomination recommendations will be made to the Board of Trustees by the Governance Committee. Candidates for Trustee and Emeritus Trustee may be submitted to the Governance Committee by individual Trustees and the President of the University.

Candidates for the Alumni Representative Trustee seat shall be submitted by the Alumni Advisory Board. Candidates for the Church of the Brethren Trustee seat shall be submitted by the La Verne Church of the Brethren Gifts Discernment Commission or Church Council. At least three individuals from the Alumni Advisory Board and from the Church of the Brethren will be presented to the Governance Committee for vetting and consideration for board membership to represent each constituency.

## ii. Trustee Election

At the last regular meeting of the Board of Trustees of the fiscal year, the Trustees shall vote to elect Trustees, and when appropriate Emeriti Trustees, nominated by the Governance Committee. To be elected, the nominee must receive the vote of at least two thirds of the Trustees in attendance at the meeting, in which a quorum is present. Information relating to the background and qualifications of the nominated Trustees shall be sent to each member of the Board of Trustees at least two weeks before the meeting to elect Trustees.

## iii. Term of Office

The elected Trustees shall be elected for a term of three years. To have staggered terms, the Board of Trustees shall be divided into three classes, each class having a maximum of twelve (12) Trustees, and with one class to be elected each fiscal year. Terms will follow the start and end dates of the fiscal year (July 1 through June 30). In the event a Trustee is elected to his/her position after the start of the fiscal year, the three-year term is reduced accordingly. In the event there is a vacancy on the Board, an individual may be elected to the Board for the remainder of the term of the former Trustee, in accordance with Article II.3.vii of these Bylaws.

In no event shall a Trustee serve on the Board of Trustees for more than twelve (12) consecutive years, nor may a Trustee begin a term that will end beyond the twelve-year limit. Following their removal from the Board due to the twelve-year term limit or their voluntary resignation at any time, a Trustee is eligible for re-election to the Board of Trustees only after remaining off the Board of Trustees for a period of at least one (1) year.

## iv. Attendance and Engagement

Members of the Board of Trustees shall actively participate in Board meetings and assigned committee meetings, attending the majority of Board meetings and committee meetings of which they are members every year (Article IV, Article VI.1.i). Furthermore, Trustees are expected to attend at least one major University event a year, such as, but not limited to, Convocation, Homecoming, Gala, or Commencement.

## v. Removal of Trustees

All Trustees serve at the will of the Board and may be removed and their trusteeship declared vacant: (1) by the vote of at least two thirds of the Trustees in attendance at any regular meeting or special meeting expressly called for that purpose in which a quorum is present, without any cause being alleged or proven, or when that Trustee shall be rendered incapable of discharging suitably the duties of office, or when that Trustee shall neglect the duties of their office; or (2) pursuant to California Corporations Code Sections 5221 and 5222, as determined



by a majority vote of the Executive Committee in consultation with the President and University General Counsel; and if required, outside counsel retained by the University.

#### vi. Resignation of Trustees

Any Trustee may resign at any time upon providing written notice to the Chair of the Board of Trustees.

#### vii. Vacancies

Vacancies on the Board of Trustees may be filled at the last regular meeting of the fiscal year or at a special meeting called to propose individuals for election to the Board, or by unanimous written consent of the remaining Trustees. Each Trustee so elected shall hold office until the end of their predecessor's term.

### Section 4: Emeriti Trustees

An Emeritus Trustee is defined as a former Trustee who has demonstrated extraordinary commitment and accountability to advancing the University's mission. An Emeritus Trustee may be designated by a majority vote of the Trustees. An Emeritus Trustee shall serve for life and during good conduct or until resignation. An Emeritus Trustee may attend only the open Board of Trustee meetings, by invitation only, and without the power to vote and shall not be counted as a member of the Board for any other purpose.

## Article III: Standards of Conduct

Trustees and Officers of the University shall carefully observe such standards in carrying out their duties as Trustees and Officers as defined by the University's Conflict of Interest policy, confidentiality policy, the Board of Trustees' Code of Conduct and statement of expectations, and as set forth in the California Non-profit Corporation Law as that law reads at the time these Bylaws are adopted or as it may hereafter be amended to read.

No self-dealing transaction shall be entered into by the University and any Trustees unless such transaction, as defined by the California Non-profit Corporation Law as it reads at the time these Bylaws are adopted or as it may hereafter be amended to read, is approved or shown valid in the manner set forth in these Bylaws and said Non-profit Corporation Law.

## Article IV: Officers of the Board

### Section 1: Officers of the Board

Officers of the Board of Trustees shall consist of a Chair, Vice Chair, and Secretary, all of whom shall be Trustees (each an “Officer of the Board”).

### Section 2: Powers and Duties

#### i. Chair

The Chair, with the assistance of the President, shall prepare the agenda for all meetings of the Board and the Executive Committee, shall preside at all meetings of the Board and Executive Committee. The Chair of the Board of Trustees shall have the authority to convene a closed session or meeting excluding non-voting constituency liaisons and the President.

The Chair shall have the power to execute all documents, subject to the authorization of the Board or as delineated in these Bylaws, to make effective the actions of the Board or of the Executive Committee; shall act as the Board’s spokesperson or representative; shall sign documents on behalf of the Trustees relative to University affairs, including contractual agreements involving the sale, rental, purchase, or mortgaging of real estate, stocks or bonds and gift agreements; and shall have such other powers and duties as the Board may prescribe from time to time. These powers all shall be subject to compliance with the conflict-of-interest policies set out in the Standards of Conduct in these Bylaws.

The Chair of the Board must have been elected to the Board of Trustees and served for at least three years before election as Chair. The Chair of the Board should possess an understanding of and commitment to the University’s culture; have shown financial commitment to the University; have proven abilities of leadership, communication, volunteer effectiveness, and management of large and complex activities; and possess a working knowledge of budgets and finance, higher education and the relevant campus activities and industries.

#### ii. Vice Chair

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair of the Board must have been elected to the Board of Trustees and served for three years before election as Vice Chair. The Vice Chair of the Board should possess an understanding of and commitment to the University’s culture; have shown financial commitment to the University; and demonstrate proven abilities of leadership, communication, and volunteer effectiveness.

### iii. Secretary

The Secretary shall ensure that proper notice for meetings of the Board of Trustees is provided and that meeting minutes, to include resolutions, are recorded and retained. The Secretary shall serve as Parliamentarian of the Board of Trustees. In the absence of the Secretary at a Board of Trustees meeting, the Chair can designate another Trustee or University General Counsel to serve as Secretary for that meeting. Should both the Chair and Vice Chair be absent, the Secretary will perform the duties of the Chair.

The Secretary of the Board must have been elected to the Board of Trustees and served for three years before election as Secretary. The Secretary of the Board should possess an understanding of and commitment to the University's culture; have shown financial commitment to the University; and demonstrate proven abilities of leadership, communication, and volunteer effectiveness.

## Section 3: Election and Terms

The Governance Committee will nominate three individual Trustees to the full Board to serve as an Officer of the Board. These nominations and subsequent Board approval will take place by June 30 of each election year. To be eligible to serve as an Officer of the Board, a Trustee must have served on the Board of Trustees for at least three (3) years total.

Each Officer of the Board shall serve at the pleasure of the Board but, unless removed from office, will serve for a three-year term or until resignation or until death. A Trustee can be nominated and elected to serve as an Officer of the Board for one additional three-year term, for a total of six (6) consecutive years in any one Officer of the Board role. After two consecutive terms (6 consecutive years), an Officer of the Board is ineligible for re-election to such a position for a period of one term (3 years).

Election as an Officer of the Board and any subsequent term extensions shall be approved by a majority of Trustees at a meeting at which a quorum is present, or by unanimous written consent<sup>2</sup>.

## Article V: Board of Trustees Meetings

### Section 1: Regular Meetings

The Board of Trustees shall hold at least four (4) regular meetings annually, on a day and time designated by the Chair of the Board. The last meeting of the fiscal year shall be known as the

---

<sup>2</sup> Consistent with California Corporation code.

Annual Meeting. The notice of these regular meetings, along with an agenda and any related meeting materials, shall be in writing and shall be communicated to each board member at least seven (7) calendar days prior to the meeting date.

## Section 2: Special Meetings

Special meetings shall be called by the Secretary of the Board at the request of:

- (1) the Chair of the Board,
- (2) the Vice Chair, or
- (3) not less than 30% of the then serving Board of Trustees.

The notice of these meetings shall be in given (i) in writing delivered by mail at least four calendar days or (ii) in writing by personal delivery or orally by telephone or by facsimile or by email when directed to the facsimile number or email address respectively for the recipient on record with the University not less than 48 hours<sup>3</sup> prior to the time set for the meeting and no advanced agenda is required.

## Section 3: Closed Sessions or Meetings

Closed sessions and meetings shall address sensitive or confidential matters, encompassing topics such as legal issues, personnel matters, or other delicate subjects that necessitate privacy to safeguard the interests of the organization or the individuals involved. The Chair of the Board of Trustees may call for a closed session or meeting and may designate those who should be in attendance other than voting Board Members.

## Section 4: Quorum

A majority of the authorized Trustees shall constitute a quorum for the transaction of business. An act of a majority of the required quorum present and voting at a duly called meeting shall be an act of the Board, except as may be provided by statute, by the Articles of Incorporation, or by these Bylaws. Proxy voting shall not be recognized.

## Section 5: Notices

For all Board and committee meetings, notice of date, time, and place shall be given to each Trustee via their University of La Verne electronic email.

---

<sup>3</sup> Consistent with California Corporations Code regarding notice of special meetings.

## Section 6: Minutes

For all open Board and committee meetings, minutes shall be recorded and submitted by the staff liaison of the meeting to the Board Secretary to document all recommendations and actions taken. For all closed Board and committee meetings, if the staff liaison is not available, minutes shall be recorded by a designated Trustee to document all recommendations and actions taken.

## Section 7: Modalities

Meetings of the Board of Trustees may be conducted in person, via teleconference, via video conference, or a hybrid thereof, provided that all participants in the meeting have appropriate access to hear and be heard by all other participants in the meeting.

## Section 8: Action Without Formal Meeting

Any action required or permitted to be taken by the Board of Trustees may be taken by electronic vote ("e-vote"), provided that a majority of the Trustees then in office approve the action. The details of such e-votes shall be included in the minutes reported at the next meeting of the Board.

# Article VI: Officers of the University

## Section 1: Officers of the University

Officers act as agents of the board to ensure the organization carries out the Trustees' decisions. The officers of the University shall include a President, a Chief Operating Officer, a Provost, and a Chief Financial Officer. Any number of offices may be held by the same person, except that the President may not serve concurrently as the Chief Operating Officer or Chief Financial Officer.

## Section 2: Delegated Authority

The role of the Board of Trustees is primarily one of governance in nature, specific to maintaining mission fidelity and financial solvency through effective and strategic high-level policymaking and oversight.

The Board of Trustees shall delegate the authority to the President to guard the mission and carry out the day-to-day responsibilities of running the institution and leading its people, including with respect to the faculty and staff.

## Section 3: President

The President shall serve as the Chief Executive Officer of the University with responsibilities that include, but are not limited to:

- (1) developing and executing strategic plans;
- (2) organizational accomplishment of the major academic programs, operations, financial and institutional fundraising goals;
- (3) maintaining healthy culture in accordance with the mission of the University;
- (4) operating within the boundaries of the law and University policies; and
- (5) maintaining institutional accreditation and licensure.

The President's job performance will be synonymous with organizational performance. The President shall serve at the pleasure of the Board of Trustees, subject to the rights, if any, of any contract of employment.

## Section 4: Chief Operating Officer

The Chief Operating Officer (COO) shall be hired and managed by the President. The COO shall be responsible the day-to-day operations of the University examples of which may include:

- (1) facilitating strategic planning processes and execution;
- (2) managing institutional operations and functions;
- (3) overseeing facilities and related infrastructure; and
- (4) maintaining healthy culture in accordance with the mission and policies of the University.

Upon delegated authority of the President, or in the instance the President is incapacitated, unable or unwilling to serve, the COO will execute the responsibilities of the Office of the President. The COO serves at the pleasure of the President and shall serve until removed by the President.

## Section 5: Provost

The Provost shall be hired and managed by the President. The Provost shall be chief academic officer with responsibilities that include, but are not limited to:

- (1) leading the University's academic planning, setting academic policies and practices, and guiding the deans of each college;
- (2) directing the recruitment, hiring, retention, and promotion of faculty, and maintaining infrastructure to support faculty teaching and research;

- (3) working to ensure student retention and timely graduation; and
- (4) supervising the delivery and assessment of the curriculum.

The Provost serves at the pleasure of the President and shall serve until removed by the President.

## Section 6: Chief Financial Officer

The Chief Financial Officer (CFO) shall be hired and managed by the President. The CFO shall be responsible for the fiscal stewardship of the University which includes, but is not limited to:

- (1) maintaining auditable financial accounts, statements, and transactions;
- (2) monitoring revenues, expenses, and cashflow;
- (3) providing transparent financial information;
- (4) submitting the annual operating and future years budget; and
- (5) planning for the institution's long-term financial future.

The CFO serves at the pleasure of the President and shall serve until removed by the President.

## Section 7: Responsibilities of Officers Related to Articles of Incorporation

The officers of the University shall ensure the provisions and purposes of the University of La Verne Articles of Incorporation are upheld in accordance with those Articles, the Bylaws of the Corporation, and applicable local, state, and federal laws.

## Article VII: Committees of the Board of Trustees

The standing committees and the ad hoc committees shall present recommendations to the Board of Trustees for approval and shall not act on behalf of the Board of Trustees unless specifically delegated authority to do so, subject to the provisions of the third paragraph of Section 3 of this Article VII.

The chairs of the standing and ad hoc committees shall have the authority to convene a closed session or meeting of their respective committee excluding non-voting constituency liaisons. These chairs may designate those who should be in attendance other than committee members for both open and closed sessions.

## Section 1: Standing Committees

Standing committees are permanent committees of the Board of Trustees that shall hold meetings as they deem appropriate, and no less than twice per year. Standing committees are responsible for reviewing issues of delegated focus. The standing committees are as follows:

- Executive;
- Academic and Student Affairs;
- Audit;
- Operations;
- Finance and Investment; and
- Governance

### i. Membership

Each standing committee shall consist of at least five (5) and no more than twelve (12) Trustees, and no persons other than Trustees may serve. Committee memberships and leadership are appointed annually.

Trustees will serve on at least two (2) committees but no more than three (3) committees. Officers of the Board and standing committee chairs shall serve on the Executive Committee and may serve on an additional (1) standing committee beyond the committee they chair. The Secretary shall serve as a non-voting member of the Governance Committee. This membership limitation shall not apply to ad hoc committees.

In consultation with the Executive Committee where the committee chairs serve, the President shall appoint University officers and other administration officials as required to serve as staff liaisons to standing committees. The staff liaisons shall serve without the power to vote and shall not be counted as a member of these committees for any purpose.

### ii. Restrictions

The following are restrictions for the makeup of standing committees:

- (1) the Audit Committee members shall not serve on the Finance and Investment Committee;
- (2) the Finance and Investment Committee members shall not serve on the Audit Committee; and
- (3) Trustees may only serve as a chair or vice chair of one standing committee.



### iii. Nominations

The Governance Committee shall make recommendations to the full Board for the chairs, vice chairs, and members of each standing committee. The Board of Trustees exercises final approval for standing committee membership and leadership at the Board's annual meeting. Individual Trustees may be nominated by other Trustees or put themselves forward for consideration for membership or committee leadership positions by the Governance Committee.

## Section 2: Subcommittees

The Chair of a standing committee may create or approve the creation of subcommittees for focused ongoing work related to the work of the standing committee. Subcommittees are comprised of members of the overseeing standing committee. Chairs of standing committees can dissolve subcommittees.

## Section 3: Ad Hoc Committees

Ad hoc committees may be created as required and shall be temporary committees of the Board of Trustees for specific projects or tasks for a stated period. The Governance Committee may recommend the establishment of, and subsequently nominate membership for, ad hoc committees to the Board of Trustees for approval. These ad hoc committees shall be disbanded upon completion of the specified mandates or after two years, whichever comes first. Ad hoc committees may be renewed, as necessary.

### i. Membership

Membership of the ad hoc committees are Trustees. Ad hoc committees, with approval by the Governance Committee, may invite other individuals such as external experts, students, faculty, administrative staff, and other professionals as needed. The only voting members of the ad hoc committees are members of the Board of Trustees.

## Section 4: Executive Committee

The Executive Committee may meet between the Board of Trustees meetings to discuss the matters of the University, to include setting the agenda of the Board of Trustee meetings, coordinating the work of committees, and serving as advisors to the President and/or Board Chair.

In closed sessions, the Executive Committee will conduct the annual performance and compensation review of the President including any transaction that may be deemed to have a compensatory effect pursuant to California Government Code §12586(g), and any other

applicable provisions of state and federal law. The Committee will make a report to the full Board for approval.

In the event a quorum of the Board of Trustees cannot convene a Special Meeting as set forth in Article V, Section 2, the Executive Committee may meet to address exigent concerns, unexpected crises, or other pressing issues that arise when the Board of Trustees cannot convene quickly enough to address the above indicated urgent matters. In those instances of action, the Executive Committee shall have full authority of the Board of Trustees subject to the following restrictions (and notwithstanding the Board of Trustees inability to meet or convene quickly enough), the Executive Committee still shall not have the right:

- (1) to incur obligations binding upon the University more than \$500,000;
- (2) to enter into or effect any transaction or series of related transactions involving the sale, lease, license, exchange or other disposition (including by merger, consolidation, sale of stock or sale of assets) by the University of assets valued at \$500,000 or more, other than sales of inventory or investments previously budgeted or otherwise in the ordinary course of business or consistent with past practice;
- (3) to adopt, amend, or repeal Bylaws;
- (4) to dispose of real property;
- (5) to elect or remove the President of the University unless specifically empowered by the Board of Trustees to do so;
- (6) to elect or remove members of the Board of Trustees;
- (7) to elect or remove any committee members of the Board of Trustees;
- (8) to amend or repeal any resolution of the Board of Trustees;
- (9) to establish the committees of the Board;
- (10) to conduct any actions, approve financial transactions or operate in violation of the California Corporations Code, specifically including Sections 5210 to 5215;
- (11) to establish a subsidiary or enter any joint venture or similar business arrangement;
- (12) to merge, reorganize, consolidate, dissolve, wind-up, or liquidate the University;
- (13) to make an assignment for the benefit of creditors of the University or initiate a bankruptcy proceeding involving the University;
- (14) to make decisions regarding earned or honorary degrees unless specifically empowered by the Board of Trustees to do so; or
- (15) to make decisions relating to matters relating to tenure and promotion of faculty.

## i. Membership

The Executive Committee of the Board shall be composed of the Officers of the Board of Trustees and the standing committee chairs. The President shall be a non-voting member of the Executive Committee and shall not be counted as a member of the Executive Committee for any purpose. Trustee attendance is limited to the Executive Committee membership unless invited by the Chair of the Board. The Chair, in consultation with the President, may invite other University officers and officials to attend the Executive Committee.

## Section 5: Academic and Student Affairs Committee

The Academic and Student Affairs Committee shall be responsible for providing oversight and strategic input to the areas of academic affairs, faculty, curriculum, and student support services. It shall study and appraise the quality of the academic and student support programs; discuss enrollment and retention trends and patterns; and review matters affecting the faculty and academic work of the University. The Academic and Student Affairs Committee shall provide periodic reports to the Board of Trustees on their related matters and where Board approval is required, recommendations will be presented to the Board of Trustees on the following matters to include but not limited to:

- (1) accreditation and substantive academic program changes;
- (2) student experience, learning, and educational quality;
- (3) policies and practices related to faculty and students;
- (4) adoption or modification of the faculty governing documents;
- (5) awarding earned and honorary degrees; and
- (6) student enrollment and alumni employment trends.

## Section 6: Audit Committee

The Audit Committee shall be responsible for providing oversight and strategic input on the sufficiency of financial statements and compliance mechanism and policies. The Audit Committee shall provide periodic reports to the Board of Trustees on their related matters and where Board approval is required, recommendations will be presented to the Board of Trustees on the following matters to include but not limited to:

- (1) the annual audit of the University's financial statements, the annual Single Audit (federal programs and financial aid), pension plan audit, and review of the annual IRS 990 performed by a firm of independent Certified Public Accountants to include the review of the scope of the audit, the fee, the annual report, the management letter, and follow-up corrective actions, if any;

- (2) investigating any matter brought to its attention with full access to all books, records, facilities, and personnel of the University and the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (3) the integrity of the University's financial statements, the systems of internal control, the performance of the University's independent auditor, the independent auditor's qualifications and independence;
- (4) the University's compliance with legal, tax, and regulatory requirements;
- (5) the quality of financial personnel, the adequacy of internal controls, and any concerns or other matters; and
- (6) compliance with the annual Conflict of Interest disclosure submission requirement for the IRS 990.

## Section 7: Operations Committee

The Operations Committee shall be responsible for providing oversight and strategic input on the operations, functions, and physical and technological infrastructure of the University. The Operations Committee shall provide periodic reports to the Board of Trustees on their related matters and where Board approval is required, recommendations will be presented to the Board of Trustees on the following matters to include but not limited to:

- (1) general operations of the university, such as human resources, risk management, and legal items;
- (2) facilities and related physical infrastructure; building construction and maintenance; space utilization; grounds and facilities management;
- (3) long-term campus master plan;
- (4) leases or major development of real property, and land acquisition and disposal; and
- (5) information technologies, digital infrastructure, electronic resources and digital applications.

## Section 8: Finance and Investment Committee

The Finance and Investment Committee shall be responsible for providing oversight and strategic input on the fiscal stewardship of the University. The Finance and Investment Committee shall submit an annual budget and shall provide periodic reports to the Board of Trustees. Where Board approval is required, recommendations will be presented to the Board of Trustees on the following matters to include but not limited to:

- (1) the annual budget, capital expenditures, financial management, and long-term capital requirements;

- (2) financial investment portfolios and instruments, endowment funds;
- (3) employee compensation and benefits;
- (4) protecting and renewing the institution's resources to help the board fulfill its fiduciary responsibilities; and
- (5) institutional advancement.

## Section 9: Governance Committee

The Governance Committee shall be responsible for the oversight and advancement of the Board of Trustees. The Governance Committee shall provide annual reports to the Board of Trustees, and where Board approval is required, recommendations on the following matters to include, but are not limited to:

- (1) recruitment and nomination of candidates for the Board of Trustees;
- (2) nomination of Board Officers and committee chairs and vice chairs;
- (3) nomination of membership for standing committees and ad hoc committees;
- (4) governance of the Board including the structure and size of the Board, and its operations, policies, and procedures;
- (5) Board development activities including Trustee orientation and ongoing board development programs and board education;
- (6) consideration and recommendation for any proposed changes in the Bylaws, and Board policies and procedures; and
- (7) Board evaluation and the evaluation of individual Trustees, including any conflicts of interest.

### i. Membership

The Governance Committee of the Board shall be composed of the Officers of the Board of Trustees and four additional ad hoc members, for a total of seven members. Officers of the Board may not serve as the Chair or Vice Chair of the Governance Committee, and per Article VII, Section 1.i of these bylaws, the Secretary shall serve as a non-voting member of the Governance Committee. The four ad hoc Committee members must have served at least one full term on the Board of Trustees before being eligible to serve on the Governance Committee. Trustee attendance is limited to the Governance Committee membership unless invited by the Chair of the Committee.

## Article VIII: Insurance and Indemnification

Each Trustee and Officer of the University shall be indemnified or insured by the University against all expenses actually and reasonably incurred by such Trustee or Officer in connection

with the defense of any action, suit, or proceeding to which the member has been made a party by reason of being or having been a Trustee or officer of the University, to the maximum extent permitted by the California Non-profit Corporation Law. The Board shall not provide any such indemnification or insurance except in such amount and under such circumstances as are permitted by the California Non-profit Corporation Law as it reads at the time these Bylaws are adopted or as it may hereafter be amended to read. The Board may by resolution authorize the purchase and maintenance of insurance on behalf of any agent of the University against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this University would have the power to indemnify the agent against that liability under the provisions of this Article VIII.

## Article IX: Amendments

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by a vote of two-thirds of all members present, provided a quorum of the elected Trustees shall be present and participating in the meeting, and further provided that the proposed amendment shall be provided for review at least fourteen (14) calendar days prior to the meeting taking action thereon.

## Article X: Miscellaneous Provisions

### Section 1: Rules of Procedure

In the event of disagreement over the customary meeting procedural protocols, an appropriate modified version of Robert's Rules of Order shall be used to ensure open equitable discussion, as recommended by the Secretary of the Board of Trustees.

### Section 2: Place of Business

The principal office for the transaction of business of the Corporation and the Board of Trustees shall be at the University of La Verne, 1950 Third Street, La Verne, California 91750.

### Section 3: Fiscal Year

The fiscal year of the University begins on July 1 of each year and ends on June 30 of the subsequent year.

## Section 4: University Seal

The Corporation shall have a common Seal, consisting of a circle having on its circumference the words: University of La Verne, Founded 1891. The President shall authorize the use of the common Seal in accordance with the mission of the University.

### History

Approved by the Board of Trustees – January 31, 2025

Amended by the Board of Trustees – May 5, 2025

## Appendix A: Definitions

### Ad Hoc Committee

Committees created when necessary or needed; created or done for a particular purpose as necessary. See page 17 for specific details related to Board Ad Hoc Committees.

### Board Member

A board member is an individual on a university's Board of Trustees which serves as a governing body. Board members are elected by other members of the board. Board members guide and advise the university. Board Members can also be referred to as Trustees. See page 4 for specific details related to Board Members.

### Closed Session or Meeting

A closed session or closed meeting refers to a gathering where only authorized members of a group are allowed to participate, meaning the discussion is private and not open to the public; typically used when sensitive information needs to be discussed, like personnel matters or legal strategy. See page 12 for specific details related to closed sessions or meetings.

## Constituency Liaison

Constituency liaisons are individuals elected or selected by their respective stakeholder groups to serve as designated representatives to the Board of Trustees. See page 5 for specific details related to constituency liaisons.

## Emerita/Emeriti/Emeritus

Trustees who have retired from the board but allowed to retain their title as an honor. Emerita is the feminine singular; Emeritus is the masculine singular; Emeriti is plural. See page 9 for specifics related to Emeriti Trustees.

## Ex-Officio

As a result of one's status or position. See page 5 for details related to ex-officio members.

## Officer of the Board

An Officer of the Board is a leadership position within the Board of Trustees that is responsible for a specific job or responsibility. The Board of Trustees elects officers. See page 9 for details related to Officers of the Board.

## Officer of the University

An Officer of the University is a person who has authority to act on behalf of the university. This includes the president, provost, and other appointed officials. See page 13 for details related to Officers of the University.

## Quorum

The minimum number of board members that must be present at any of its meetings to make the proceedings of that meeting valid. See page 12 for details related to quorums.

## Regular Meeting

A regular meeting is when the Board of Trustees congregates to discuss university items or to make decisions. Regular meetings happen at a set time and place (e.g., every second Friday in October). See page 11 for details related to regular meetings of the board.

## Special Meeting

A meeting held for a special and limited purpose; a board meeting held occasionally in addition to the regular meetings. See page 11 for details related to special meetings of the board.



## Standing Committee

A permanent committee that meets regularly. See page 15 for details related to the Board's standing committees.

## Subcommittee

A committee composed of some members of a larger, standing committee and reporting to it. See page 16 for details related to subcommittees.

## Term

A fixed or limited period for which an individual's service on the board or in an Officer of the Board role lasts or is intended to last. See pages 8 and 11 for details related to term limits.

## Term Limit

A specified number of terms that a person is allowed to serve. See page 8 and 11 for details related to term limits.

## Trustee

An individual person or member of a board given authority and responsibility of administration of the University in trust with a legal obligation to administer it solely for the purposes specified. Also referred to as a Board Member. See page 4 for specific details related to Board Members.