

# **Chapter 1: The University: History and Policy**

## **1: University Handbook**

Various editions of a Pacific University Handbook have appeared since the early 1940's. The University Handbook is intended as a guide for all Pacific University employees to the current practices and procedures of the University. The University Handbook has evolved into a collection of individual handbooks and documents that are accessible to all employees and students through the University's web site. The core handbook comprises the University Governance Document, the Faculty Handbook, the Staff Handbook, the Student Handbook, and the University General Policies Document.

## **2: History of the University**

Pacific University was established by the Legislative Assembly of the Territory of Oregon in 1849, but traces its beginnings to an orphan school established in 1842 by the Reverend and Mrs. Harvey Clarke, Congregational missionaries who came to the Northwest from Chester, Vermont. With the help of Alvin T. Smith they built a log cabin for a school on a site at one corner of what are now 15th and Elm Streets in Forest Grove.

In 1847 Mrs. Tabitha Moffett Brown reached Oregon by wagon train and visited the Clarks. She became interested in their work and assisted in teaching the children. Inspired by her assistance, Mr. Clarke and Mr. Smith made arrangements for the children to be taught in a log church that they built on what is now the campus of the University. In 1848 Mrs. Brown had become "house-mother" for the young students.

In the summer of 1848 The Reverend George H. Atkinson arrived in Oregon, commissioned by the Home Missionary Society of Boston to "found an academy that shall grow into a college." The Reverend Clarke and several others drew up plans for the new institution.

On September 26, 1849, the Territorial Legislature granted a charter establishing Tuality Academy, and in 1854 a new charter was issued granting full privileges to "Tualatin Academy and Pacific University." Thirty acres of land were donated as a building site by Reverend Clarke and Elkanah Walker.

Dr. Atkinson secured The Reverend Sidney Harper Marsh of Union Theological Seminary of New York to serve as the first president of the new school. Mr. Marsh was the son of the president of the University of Vermont, and grandson of the first president of Dartmouth College. Sidney Harper Marsh served as president from 1853 to 1879.

Pacific University has evolved into a comprehensive, independent University that provides both undergraduate and professional graduate programs. At the heart of the University is the College of Arts and Sciences, offering a broad curriculum in the liberal arts and sciences. Surrounding the College are the School of Education and a select cluster of graduate schools in the health professions, including Occupational Therapy, Optometry, Physical Therapy, Physician Assistant Studies, and Professional Psychology.

### **3: Church Affiliation**

Because of its origins, Pacific University has had over the years a tradition of active relationship with what is now the United Church of Christ, but it has at the same time encouraged the recruitment of students and faculty with a wide range of religious as well as racial backgrounds. Freedom of inquiry is zealously maintained by members of the University Community, which also recognizes and values the University's heritage of ethical responsibility.

### **4: Pacific University Charter**

An Act to establish an Institution of Learning in what was the Tualatin County, Territory of Oregon, was passed by the Legislative Assembly on September 26, 1849. The Act was subsequently amended in 1854, 1893, 1905, 1907, 1957 and 1973.

BE IT ENACTED BY THE LEGISLATIVE ASSEMBLY OF THE TERRITORY OF OREGON, That there shall be established in Washington County, an Institution of Learning, for the instruction of persons of both sexes, in science and literature, to be called "Pacific University," and that Harvey Clarke, George H. Atkinson, Wm. H. Gray, James Moore, A.T. Smith, Peter H. Hatch and J.Q. Thornton, and their successors, are hereby declared to be a body politic and corporate in law, by the name and style of "The President and Trustees of Pacific University."

**Section 2.** That the corporation before named, shall have perpetual succession, and power to acquire, possess and hold property, real, personal and mixed, and that same to sell, grant, convey, rent or otherwise dispose of at pleasure. And they shall have power to contract and be contracted with, sue and be sued, plead and be impleaded, in all courts of justice, both at law and in equity. They shall have and use a common seal, with power to alter it at pleasure and they may exercise all the powers and enjoy all the privileges of other colleges and universities in this territory.

**Section 3.** That the corporate concerns of said corporation shall be managed by themselves as a board consisting of not less than 12 members nor more than 42 in addition to the president of the institution, forty percent of the incumbent trustees constituting a quorum for the transaction of business, and that the board of trustees of said corporation shall continue in office for the terms for which they respectively were elected. The board so constituted shall, at its regular meetings, have power to fill all vacancies in said board which shall occur by reason of the expiration of terms of the

trustees, or by reason of the death or the resignation of any members of the board, and may add new members to said board; provided, that said board shall at no time exceed 42 members, exclusive of the president of the institution. All members elected to fill vacancies occurring by death or resignation shall hold their offices for such terms not exceeding six years as the board of trustees shall designate at the time of election or re-election; and those elected to fill vacancies occasioned by death or resignation shall hold office for the unexpired term to which they may have been elected. Said trustees shall elect one of their members to be chairman of the board and shall have power to put in force such bylaws and regulations as shall from time to time be deemed necessary for the government of said corporation.

**Section 4.** That the board of trustees shall have power to appoint subordinate officers and agents, and to make, ordain and establish such ordinances, rules, and regulations as they may seem necessary for the good government of said institution, its officers, teachers, and pupils; and for the management of the affairs of said corporation to the best advantage, provided that they shall not contravene the constitution or laws of the United States, or the laws of this territory.

**Section 5.** That all deeds and other instruments of conveyance shall be made by the order of the board of trustees, sealed with the seal of the corporation, signed by the president, and by him acknowledged in his official capacity, in order to insure their validity.

**Section 6.** That the president of the university shall be ex-officio a member of the board of trustees.

**Section 7.** That the said institution shall have the power to confer all honorary degrees usually conferred by universities.

**Section 8.** That neither the property of said institution nor the income or proceeds of the same shall ever be appropriated to any other use than for the benefit of said institution as contemplated by this Act.

**Section 9.** (Repealed by 1957 Act).

**Section 10.** That nothing in this act shall be so construed as to prevent any subsequent legislative assembly from altering, amending or repealing said act of incorporation.

**Section 11.** (Repealed by 1854 Act).

**Section 12.** This act to take and be in force, from and after its passage.

**Section 13.** That the Pacific University shall always remain in its present location at Forest Grove, Washington County, Oregon.

**Section 14.** That, upon the effective date of the 1957 Act, the name of said corporation and of said institution of learning shall be and is abbreviated to "Pacific University." All

acts and things undertaken or performed by said corporation prior to the effective date of this 1957 Act by or pursuant to the authority of those persons who were the trustees of the corporation on June 14, 1923, and their successors, including additional trustees from time to time designated, shall be and hereby are in all respects confirmed and ratified as of the dates upon which such acts and things were undertaken or performed.

## **5: By-Laws of the Board of Trustees**

The governance structure of Pacific University evolves from the power granted to it by its state charter, which grants the right of independent, self-management to the Board of Trustees. The policies governing the actions of this Board are set out in its Bylaws.

### **BYLAWS GOVERNING THE ACTIONS OF THE BOARD OF TRUSTEES OF PACIFIC UNIVERSITY (Amended by the Board of Trustees on October 1, 2002 and October 17,2003)**

#### **Article 1**

##### **General Provisions**

**Section 1.** The Corporation. Pacific University is and shall be the name of the corporation.

**Section 2.** The Governing Body. The Board of Trustees shall be the governing body of the Corporation. Its function, in consultation with the President, shall include but not be limited to the following:

1. Determine and periodically review the University's mission and purposes.
2. Appoint the President who shall be the University's Chief Executive Officer and set appropriate conditions of employment, including compensation.
3. Establish the conditions of employment of other key institutional officers who serve at the pleasure of the President (in consultation with the Board as may be appropriate).
4. Support the President and assess his or her performance.
5. 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.
6. Approve institutional policies bearing on Faculty appointment, promotion, tenure, and dismissal as well as personnel or anti-discrimination policies for other categories of employees.
7. Approve the annual budget and annual tuition/fees, regularly monitor the University's financial condition, and establish policy guidelines affecting all institutional assets including investments and the physical plant.
8. Contribute financially to the University's fund-raising goals, participate actively in strategies to secure sources of support, and authorize University officers to accept gifts or bequests subject to Board policy guidelines.

9. Authorize any need for debt financing and approve the securing of loans.
10. Authorize the construction of new buildings, capitalization of deferred maintenance backlogs, and major renovations of existing buildings.
11. Authorize the purchase, sale and management of all land, buildings, or major equipment.
12. Approve all earned and honorary degrees through the Faculty and President as they shall recommend.
13. 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.
14. Periodically undertake or authorize assessments of the Board's performance.
15. Establish and maintain a system of internal controls in order to (i) safeguard assets of the University, (ii) comply with applicable laws and ethical standards, (iii) insure quality and integrity of the University's financial reports.

## **ARTICLE 2**

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

**Section 1.** Composition. The Board of Trustees of this University shall consist of not less than twelve (12) members and not more than thirty-five (35) members in addition to the President of the University. It is the goal of the Board to have ten (10) Alumni members.

**Section 2.** Election. The election of Trustees may be held at any meeting of the Board of Trustees. Two members shall be elected from the student members of Pacific University, one representing the undergraduate liberal arts and sciences college and one representing the graduate and professional schools and programs; and two members shall be elected from the Faculty of Pacific University, one representing the undergraduate liberal arts and sciences college and one representing the graduate and professional schools and programs. The Board may appoint Faculty representatives to any standing Committee. Student members and faculty members shall at all times while serving as Trustees 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. All student members and faculty members shall serve as Trustees at the pleasure of the Board's Executive Committee.

**Section 3.** Vacancies. A vacancy in trusteeship may be filled for the unexpired term.

**Section 4.** Term of Trusteeship. Trustees shall be elected for terms not exceeding four years, except that Faculty members' terms shall not exceed three years and Student members' 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 and Faculty members may not succeed themselves, and their membership shall terminate in the event of termination of their enrollment or employment with the University.

**Section 5.** Senior Trustees. Senior Trustees may be elected by the Board from past or present members of the Board provided for in Section 1 of this Article. Those who have reached the age of retirement during a term and wish to continue their association with the University in this form will be eligible for election as Senior Trustees. Others who have served at least one full term but are not able or wish not to continue fully active service may indicate to the Nominating Committee that they wish to become Senior Trustees and may be proposed for such status by the Nominating Committee. Senior Trusteeship shall be for life, not subject to re-election to terms. Senior 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 as set by the Charter, but may vote and be counted for purposes of a quorum in committee and subcommittee meetings.

**Section 6..** Honorary Trustees. Honorary non-voting Trustees may be elected by the Board. Honorary Trustees need not have served as regular term Trustees. They may participate in all discussions at Board meetings and may be assigned to committees. They shall not be counted in determining a quorum nor in the total number of Trustees.

**Section 7..** Removal. All Trustees serve at the pleasure of the Board. A Trustee may be removed from office at any time upon the affirmative vote of two-thirds of the Executive Committee then holding office.

### **ARTICLE 3**

#### **OFFICERS**

**Section 1.** The officers of this Corporation shall consist of the Chair of the Board, a Vice Chair, Secretary, the President of the University, four Vice Presidents--for Academic Affairs, for Financial Affairs, for University Relations, for Enrollment Management, and such other senior or assistant officers as may be appropriate for the President to appoint in consultation with the Board.

**Section 2.** The Chair of the Board of Trustees shall preside at meetings of the Board and of the Executive Committee. With the Secretary of the Board, the Chair shall execute necessary documents of the Corporation. The Chair of the Board shall be a member ex officio, defined by virtue of the office, of each standing committee of the Board.

**Section 3.** The Vice Chair of the Board of Trustees shall, in the absence of the chairperson, discharge the duties of the Chair. Honorary Vice Chairs shall have such duties as are specifically delegated by the Board.

**Section 4.** The Secretary shall be responsible for overseeing the records of the meetings of Board of Trustees, with the Office of the President to be responsible for the maintenance and archiving of all records of the Board. The Secretary shall cause each Trustee to 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.** The President of the institution shall be the Chief Executive and Chief Operational Officer of the University. The President shall be a member voting ex officio of the Board of Trustees and all standing committees of the Board. The President shall be a member voting ex officio of all 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.

**Section 6.** Vice Presidents:

A. 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 Academic Affairs and Provost shall be appointed or removed by the President in consultation with the Board.

B. The Vice President for Finance shall be the Chief Financial Officer of the University and shall perform such duties as may be assigned by the President. The Vice President for Finance shall be appointed or removed by the President in consultation with the Board.

C. The Vice President for University Relations shall have primary responsibility for public affairs programs and development activities of the institution and shall perform such duties as may be assigned by the President. The Vice President for University Relations shall be appointed or removed by the President in consultation with the Board.

D. The Vice President for Enrollment Management shall have primary responsibility for the recruitment, admission, financial aid and registration of all students of the University, and shall perform other duties as assigned by the President. The Vice President for Enrollment Management shall be appointed or removed by the President in consultation with the Board.

**Section 7.** The term of the office shall be one year for each of the officers of the Corporation except the President and the vice presidents who shall hold office until resignation, removal, or retirement becomes effective by action of the President and/or by the Board of Trustees.

**Section 8.** Vacancies shall be filled for the remainder of the annual term.

**Section 9.** All officers of the Board shall report at least annually to the Board of Trustees.

#### **ARTICLE 4**

##### **MEETINGS**

**Section 1.** Quorum. Thirty (30) percent of the incumbent Trustees shall constitute a quorum for the transaction of business. When a quorum is present, a majority vote of those present and voting shall, except as herein otherwise provided, be sufficient to carry any resolution or take any action.

**Section 2.** Regular Meetings. There shall be four regular meetings of the Board of Trustees during the year, one of which may be a retreat. Of the regular meetings, one 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.

**Section 3.** Annual Meeting. The purpose of the Annual Meeting is to elect new officers.

**Section 4.** Special Meetings. A special meeting of the Board of Trustees may be called by the Chair at any time or by written request of six (6) 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 ten (10) days in advance of such a meeting.

## **ARTICLE 5**

### **COMMITTEES**

**Section 1.** Number, Function, and Procedure. There shall be the standing committees described in this article and such other standing or special 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.

The number and function of each standing committee shall be reviewed by the Board, based upon data presented by the Board Chair, the President, and the Secretary of the Board, at least once each five (5) years. The mission statement will be reviewed no less frequently than every five (5) years.

All committees will take minutes and these will be available to the Executive Committee and to the Board.

**Section 2.** Membership.

The Chair of the Board of Trustees shall have the responsibility of appointing the Chairs and members of all Board committees except the Executive Committee. All committee Chairs, Vice Chairs, and a majority of committee members shall be trustees. Nontrustee members may be invited to serve as voting members on committees of the Board. When serving on committees of the Board, Senior Trustees may vote on all committee matters and will be counted for purposes of determining a quorum.

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

**Section 3.** Subcommittees. Each committee may appoint subcommittees to exercise specific functions of that committee. Subcommittee members shall be appointed from

among members of the Board, Senior Trustees, or Honorary Trustees by the Chair of the committee with the approval of the Chair of the Board 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, Senior Trustees and Honorary Trustees may vote on all subcommittee matters and will be counted for purposes of determining a quorum.

#### **Section 4.** The Executive Committee.

- a. Composition. The Executive Committee shall be composed of at least the Chair of the Board, the Vice Chair, the Secretary, the President of the University, and the Chairs of the Finance Committee, the Advancement Committee, the Graduate Professions Committee, the Educational Policies Committee, and the Committee on Trustees. In addition, at least two and not more than four Trustees shall be elected by the Board at the annual meeting to serve at-large on the committee.
- b. Quorum. A quorum shall consist of five (5) members. The committee may also act by a writing or writings signed by all its members, a majority of whom approve the action.
- c. Meetings. The committee shall meet at least three times annually. Notice of meetings shall be given at least five (5) days prior to the meeting.

The purpose of the Executive Committee is twofold: (i) it shall serve at the pleasure of the Board as its agent in helping the President to address business between regular Board meetings, to conserve time; and (ii) it shall 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. The Committee shall have authority to act for the Board of Trustees on all matters except for the following which shall be reserved for the Board: presidential selection and termination; Trustee and Board officer selection; changes in institutional mission and purposes; changes to the Charter or articles of incorporation; adoption of the annual budget; and conferral of degrees. These Bylaws or other Board policy may reserve other powers for the Board of Trustees.

#### **Section 5.** The Finance Committee.

- a. 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 investment, properties, and funds. It shall be responsible for compliance of the University with all federal and state regulations that affect the University.
- b. Recommendations. The 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.** The Investment Committee.

Functions. The Investment Committee shall oversee and manage the endowment, trust, and annuity funds held by the University, develop policies to guide investment strategies, monitor the performance of investments, recommend investment policies, recommend employment of agents, investment counselors, trustees, custodians, and advisors and recommend the extent of delegation of management powers to invest, reinvest, exercise security rights, and distribution of income and capital gains. It shall make policy recommendations to the Board through the Finance Committee.

**Section 7.** The Campus Property Committee.

a. Functions. The Campus Property Committee shall recommend the purchase or sale of properties, oversee the maintenance program of the campus, serve as or establish the buildings and grounds committee of the Board and should review periodically the campus master plan.

**Section 8.** The Academic Affairs Committee.

(a)Composition. The Academic Affairs Committee shall be composed of no fewer than eight members of Board, together with at least one representative of the undergraduate Faculty and at least one representative of the Faculty of the graduate professional schools.

(b) 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. The Academic Affairs Committee shall make appropriate recommendations to the Executive Committee, the Finance Committee, or the Board of Trustees for action.

The President will report each appointment at the first committee meeting following the appointment of each full-time Faculty member and member of the Senior Administration.

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 of Trustees.

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 appeal from decision of Student, Staff or Faculty judicial or personnel process, the committee shall act as the hearings committee of the Board. It shall recommend a solution to the Board for its action.

**Section 9.** The Student Life Committee.

a. Functions. The Student Life Committee shall have oversight on all matters pertaining to the quality of student life, including housing, counseling, undergraduate and graduate student needs, extracurricular activities, student grievance, and regulations regarding campus conduct. From time to time the 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 Educational Policies Committee, as appropriate.

**Section 10.** The Committee on Trustees.

a. Composition. The Committee on Trustees shall be composed of not less than four members in addition to the Chair of the Board, Immediate Past Chair of the Board and the President of the University.

b. Functions. The Committee on Trustees shall concern itself with the recruitment, orientation and performance of Trustees. The Committee on Trustees shall also concern itself with Senior Trustees to encourage their continuing relationship with the University. In addition, the Committee on Trustees is responsible for reviewing the policy on the size and composition of the Board, for reviewing possible candidates for Board membership, for evaluating the participation and contributions of current Board members, and for recommending slates of nominees. At each annual meeting of the Board, the Committee on Trustees shall present a slate of officers and recommendations for re-election or replacement of Board members whose term of office is expiring. At any meeting of the Board the Committee on Trustees may recommend candidates to fill vacancies in accordance with Article 2, Sections 3, 4, 5 and 6.

**Section 11.** The Audit Committee.

a. Composition. The Audit Committee shall be composed of not less than three (3) members of the Board. No member shall serve for more than two consecutive terms on this committee. At least one new member shall be elected each year.

b. 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. At each meeting of the Board and Executive Committee, it shall report 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) insure quality and integrity of the University's financial reports.

**Section 12.** The Advancement Committee.

a. Functions. In matters relating to fund-raising, 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 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; and (iv) be vigilant at all times for opportunities to support the University. Except as expressly delegated by the Board or the Executive Committee, the committee shall not itself authorize contracts or establish permanent policies.

## **ARTICLE 6**

### **MISCELLANEOUS PROVISIONS**

**Section 1.** The Corporation may but is not required to have a seal.

**Section 2.** All previous by-laws and resolutions in conflict with these by-laws are hereby repealed.

**Section 3.** Any group privileged to use the name of Pacific University must have a constitution and/or bylaws which are in agreement with the bylaws of the University and be approved by the Board upon recommendations of the Educational Policies Committee.

**Section 4.** Indemnification.

A. Pacific University (i) shall indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of Pacific University) by reason of the fact that the person is or was a Trustee of Pacific university, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of Pacific University, or serves or served at the request of Pacific University as a director, officer, employee or agent or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise, and (ii) may indemnify any person serving as an employee or agent of Pacific University, provided that (i) the conduct of the indemnified person was in good faith; (ii) the indemnified person reasonably believed that the conduct was in the best interests of Pacific University, or not opposed to its best interests; and (iii) in the case of any criminal proceeding, the indemnified person had no reasonable cause to believe the conduct was unlawful. Any indemnification provided pursuant to this Bylaw shall not be exclusive of any rights to which the person indemnified may otherwise be entitled under any charter provision, agreement, statute, policy of insurance, or otherwise.

B. To the fullest extent permitted by law, no Trustee of Pacific University shall be personally liable to Pacific University for monetary damages for conduct as a Trustee. No amendment or repeal of this Bylaw shall adversely affect any right or protection of a Trustee based upon this Bylaw and existing at the time of such amendment or repeal. No change in the law shall reduce or eliminate the rights and protections applicable at the time this provision shall become effective unless the change in the law shall specifically require such reduction or elimination. If Oregon law is amended after this Bylaw shall become effective, to authorize action further eliminating or limiting the personal liability of Trustees, officers, employees or agents, then the liability of Trustees, officers, employees or agents of Pacific University shall be eliminated or limited to the fullest extent permitted by law, as so amended.

#### **Section 5. Conflict of Interest**

A. All 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 (i) such Trustee 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 (ii) such Trustee 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 if residing in the same household as the Trustee.

B. No contract or other transaction between Pacific University and one or more of its Trustees or between Pacific University and any other firm, association or entity in which one or more of its Trustees are Trustees or officers or are financially interested shall be either void or voidable because of such relationship or interest or because such Trustee or Trustees are present at the meeting of the Board of Trustees or a committee thereof which authorizes, approves or ratifies such contract or transaction or because such Trustee's votes are counted for such purposes, if (i) the facts of such relationship and the Trustee's interest are disclosed or known to the Board of Trustees 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 (ii) the contract or transaction is fair and reasonable to Pacific University.

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

#### **Section 6. Non-Discrimination.**

It is the policy of Pacific University not to discriminate on the basis of sex, disability, race, color, national origin, sexual orientation or age, 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 in Employment Act, the Americans With Disabilities Act of 1990 and their implementing regulations.

## ARTICLE 7

### AMENDMENT OF BYLAWS

#### Section 1. Amendments.

These bylaws may be changed or amended at any meeting of the Trustees by a two-thirds (2/3) vote of those present, 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 of Trustees and the Executive Committee who shall recommend any necessary changes to the Board of Trustees.

A special meeting of the Board for the purpose of amending the bylaws may be called in the same manner as set forth in Article 4, Section 4.

I, the duly elected Secretary of PACIFIC UNIVERSITY  
hereby certify that the foregoing Bylaws constitute the Bylaws of  
Pacific University as amended and restated at a meeting of the Board of  
Trustees of Pacific University on \_\_\_\_\_, 199\_. IN WITNESS  
WHEREOF, I have subscribed my name on this \_\_\_\_ day of  
\_\_\_\_\_, . 2002  
\_\_\_\_\_ Secretary

## 6: President

The President serves as the Chief Executive and Operational Officer of the University, and is directly responsible to the Board of Trustees for the management of all affairs of the University. All authority delegated by the Board of Trustees is administrated through the President, who in turn may delegate responsibility or authority to other officers or individuals within the University community. Pacific's Charter decrees the President to be a member *ex officio* of the Board of Trustees.