

Restated  
Articles of Incorporation

May 18, 2018

*and*

Bylaws

November 22, 2019



Seattle Pacific University

*Restated*

# Articles of Incorporation

*(Amended May 18, 2018)*

**RESTATED ARTICLES OF INCORPORATION  
OF  
SEATTLE PACIFIC UNIVERSITY**  
(Amended May 18, 2018)

**CONTENTS**

|  | Page |
|--|------|
| ARTICLE I. NAME AND PURPOSE.....                                 | 1    |
| Section 1. Name.....   | 1    |
| Section 2. Purpose.....  | 1    |
| ARTICLE II. AFFILIATION, CONTROL, AND MANAGEMENT .....           | 2    |
| Section 1. Affiliation.....                                      | 2    |
| Section 2. Control .....   | 2    |
| Section 3. Management.....                                       | 2    |
| ARTICLE III. BOARD OF TRUSTEES.....                              | 2    |
| ARTICLE IV. LIMITATION ON TRUSTEE LIABILITY .....                | 2    |
| ARTICLE V. INDEMNIFICATION.....                                  | 3    |
| ARTICLE VI. AMENDMENTS AND PARTICULAR ACTIONS .....              | 3    |
| Section 1. Power to Amend and Required Vote for Amendments ..... | 3    |
| Section 2. Particular Actions.....                               | 3    |
| ARTICLE VII. TRANSFER ON DISSOLUTION.....                        | 4    |

**RESTATED ARTICLES OF INCORPORATION  
OF  
SEATTLE PACIFIC UNIVERSITY**  
(Amended May 18, 2018)

These Restated Articles of Incorporation correctly set forth without change the provisions of the Articles of Incorporation, as amended, and supersede the original Articles of Incorporation and all amendments made to it.

**ARTICLE I  
NAME AND PURPOSE**

**Section 1     Name**

The name of this corporation is Seattle Pacific University (“**University**”).

**Section 2     Purpose**

- A.     The University is organized and operated exclusively for educational, religious, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any other United States internal revenue law or successor statute (“**Code**”). Consistent with and subject to its qualification under Section 501(c)(3) of the Code, the University is organized and operated as a nonprofit institution of Christian higher education and may engage in any other lawful activity in support of or related to Christian higher education.
- B.     No part of the net earnings of the University may inure to the benefit of any private shareholder or individual.
- C.     No substantial part of the activities of the University will be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code).
- D.     The University will not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, all within the meaning of Section 501(c)(3) of the Code.

**RESTATED ARTICLES OF INCORPORATION  
OF  
SEATTLE PACIFIC UNIVERSITY**  
(Amended May 18, 2018)

**ARTICLE II  
AFFILIATION, CONTROL, AND MANAGEMENT**

**Section 1. Affiliation**

The University is a private institution of evangelical higher education affiliated with The Free Methodist Church USA (“FMC”).

**Section 2. Control**

The responsibility for the governance and control of Seattle Pacific University rests exclusively with the Board of Trustees. A member of the Board of Trustees may be referred to as a “Trustee.”

**Section 3. Management**

The President is appointed by the Board and serves at the pleasure of the Board. The President is responsible for the supervision and management of the University, for the duties mandated by these Articles and the University’s Bylaws, and for interpreting and implementing the policies of the University and of the Board.

**ARTICLE III  
BOARD OF TRUSTEES**

The size of the Board of Trustees, required membership of the Board of Trustees, qualifications of Trustees, terms of office, and other matters regarding the Board of Trustees and the Trustees are set forth in the University’s Bylaws.

**ARTICLE IV  
LIMITATION ON TRUSTEE LIABILITY**

To the full extent permitted by Washington law, a Trustee is not liable to the University for monetary damages for conduct as a Trustee. Any amendment to or repeal of this Article IV will not adversely affect any right or protection of a Trustee for or with respect to any acts or omissions of that Trustee occurring before that amendment or repeal. This limitation of liability does not eliminate or limit the liability of a Trustee for any act or omission that involves intentional misconduct by the Trustee or knowing violation of the law by the Trustee, or for any transaction from which the Trustee personally receives a benefit in money, property, or services to which the Trustee is not legally entitled.

**RESTATED ARTICLES OF INCORPORATION  
OF  
SEATTLE PACIFIC UNIVERSITY**  
(Amended May 18, 2018)

**ARTICLE V  
INDEMNIFICATION**

The University has the power to indemnify its Trustees, officers, employees, and agents made a party to a proceeding, as defined in the Washington Business Corporation Act, without regard to the limitations in RCW 23B.08.510 through 23B.08.550. This power to indemnify includes the power to advance expenses to an indemnified party as set forth in the University's Bylaws.

**ARTICLE VI  
AMENDMENTS AND PARTICULAR ACTIONS**

**Section 1. Power to Amend and Required Vote for Amendments**

- A. The Board of Trustees has the power to amend these Articles of Incorporation.
- B. Except for this Article VI, the Board of Trustees may amend these Articles of Incorporation by a two-thirds majority vote of all Trustees present at any regular or special meeting of the Board of Trustees at which a quorum exists (with **quorum** defined in the University's Bylaws). The approving vote by the Trustees is effective, however, only if the number of Trustees approving the amendment at the meeting also constitute a majority of the Trustees then in office.
- C. This Article VI may be amended by a three-fourths majority vote of all Trustees present at any regular or special meeting of the Board of Trustees at which a quorum exists. The approving vote by the Trustees is effective, however, only if the number of Trustees approving the amendment at the meeting also constitute a majority of the Trustees then in office.
- D. A copy of any proposed amendment to these Articles of Incorporation must be submitted to each Trustee at least 15 days before the meeting at which the proposed amendment is considered.

**Section 2. Particular Actions**

- A. The following actions by the Board of Trustees require the approval of at least three-fourths of those Trustees present at any regular or special meeting of the Board of Trustees at which a quorum exists:
  - 1) Any substantive change to the University's statement of faith;

**RESTATED ARTICLES OF INCORPORATION  
OF  
SEATTLE PACIFIC UNIVERSITY**  
(Amended May 18, 2018)

- 2) Any substantive change to the University's mission statement; and
  - 3) Modification by the University of its affiliation with the FMC.
- B. The hiring or removal of the President of the University requires the approval of at least three-fourths of those Trustees then in office and present at any regular or special meeting of the Board of Trustees at which a quorum exists. The President, as Trustee, may not participate in any vote on the President's compensation or termination of the President's employment or removal.

**ARTICLE VII  
TRANSFER ON DISSOLUTION**

On dissolution the University's net assets will be transferred to the Free Methodist Church USA, a California corporation exempt from federal taxation under Section 501(c)(3) of the Code, and used exclusively for the furtherance of Christian higher education. If the Free Methodist Church USA dissolves or loses its status as a corporation exempt from federal taxation under Section 501(c)(3) of the Code, then at the discretion of the Board of Trustees, the University's net assets will be distributed to another organization or other organizations exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future Code, and used exclusively for the furtherance of Christian higher education. The term "net assets" means the University's assets remaining after the University satisfies (or makes adequate provision for satisfying) all of the University's liabilities and obligations.

Dated May 18, 2018.

SEATTLE PACIFIC UNIVERSITY

By   
Becky A. Gilliam, Secretary

Seattle Pacific University

# Bylaws

*(Amended November 22, 2019)*



**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**CONTENTS**

|         |            | Page  |
|---------|------------|---|
| ARTICLE | I.         | POWERS AND DUTIES OF THE BOARD OF TRUSTEES..... 1                               |
| ARTICLE | II.        | RELATIONSHIP WITH THE FREE METHODIST CHURCH USA 2                               |
| ARTICLE | III.       | BOARD OF TRUSTEES MEMBERSHIP, ELECTION,<br>TERMS ..... 2                        |
|         | Section 1. | Number of Trustees and Required Membership ..... 2                              |
|         | Section 2. | Qualifications for Board Membership ..... 3                                     |
|         | Section 3. | Term of Office..... 4   |
|         | Section 4. | Vacancies Prior to End of Term..... 5   |
|         | Section 5. | Election of Trustees..... 6   |
|         | Section 6. | Annual Affirmation Statement..... 6   |
|         | Section 7. | Reimbursements..... 7   |
| ARTICLE | IV.        | SPECIAL AFFILIATION..... 7  |
|         | Section 1. | Honorary Trustees ..... 7   |
|         | Section 2. | Emeritus Trustees..... 7  |
|         | Section 3. | Special Designation Trustees ..... 7  |
|         | Section 4. | Advisory Council ..... 8  |
| ARTICLE | V.         | OFFICERS ..... 8  |
|         | Section 1. | Officers of the University..... 8   |
|         | Section 2. | Term of Office..... 8   |
|         | Section 3. | Other Officers..... 9   |
|         | Section 4. | Board Membership..... 9   |
|         | Section 5. | Election and Removal of Officers..... 9   |
|         | Section 6. | Staff Support to the Board..... 10  |
| ARTICLE | VI.        | POWERS AND DUTIES OF THE CHAIR, VICE CHAIR,<br>SECRETARY AND TREASURER ..... 10 |
|         | Section 1. | Chair ..... 10  |
|         | Section 2. | Vice Chair ..... 10   |
|         | Section 3. | Secretary..... 10   |
|         | Section 4. | Treasurer ..... 11  |

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

|               |  | Page |
|---------------|--|------|
| ARTICLE VII.  | THE PRESIDENT OF THE UNIVERSITY .....  | 11   |
| Section 1.    | Powers and Duties.....   | 11   |
| Section 2.    | Vacancy and Election.....  | 11   |
| Section 3.    | Term of Office.....  | 12   |
| Section 4.    | Qualifications .....   | 12   |
| ARTICLE VIII. | APPOINTMENT, POWERS, AND DUTIES OF THE<br>SENIOR LEADERS OF THE UNIVERSITY .....     | 13   |
| Section 1.    | Appointment of Senior Leaders and Titles .....                                       | 13   |
| Section 2.    | Powers and Duties.....   | 13   |
| Section 3.    | Executive in the President’s Absence .....   | 13   |
| ARTICLE IX.   | MEETINGS .....   | 13   |
| Section 1.    | Regular and Annual Meetings.....   | 13   |
| Section 2.    | Special Meetings .....   | 13   |
| Section 3.    | Notice of Meetings and Electronic Notice .....                                       | 14   |
| Section 4.    | Waiver of Meeting Notice .....   | 14   |
| Section 5.    | Quorum of the Board of Trustees (and Committees).....                                | 14   |
| Section 6.    | Action Without Formal Meeting.....   | 15   |
| Section 7.    | Participation by Telephone .....   | 15   |
| ARTICLE X.    | PARTICULAR ACTIONS VOTING REQUIREMENTS .....   | 15   |
| Section 1.    | Actions Requiring Simple Majority Vote .....   | 15   |
| Section 2.    | Actions Requiring a Majority Vote of the Trustees then in Office.....                | 15   |
| Section 3.    | Actions Requiring Two-Thirds Majority Vote .....                                     | 15   |
| Section 4.    | Actions Requiring Three-Fourths Majority Vote.....                                   | 16   |
| ARTICLE XI.   | COMMITTEES.....  | 17   |
| Section 1.    | Ad Hoc Committees.....   | 17   |
| Section 2.    | Standing Committees .....  | 17   |
| Section 3.    | Discontinuation of Standing Committees .....   | 17   |
| Section 4.    | Committee Liaison.....   | 17   |
| Section 5.    | General Duties of Standing Committees.....   | 17   |
| Section 6.    | Committee Meetings .....   | 18   |
| Section 7.    | Limitations on the Powers of a Committee (Including the Executive<br>Committee)..... | 18   |
| Section 8.    | Executive Committee.....   | 19   |
| Section 9.    | Trusteeship Committee .....  | 19   |
| Section 10.   | Academic Affairs and Student Experience Committee .....                              | 20   |

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

|               |   | Page |
|---------------|---|------|
|               | Section 11. Finance, Audit and Facilities Committee.....          | 21   |
|               | Section 12. University Relations Committee.....                   | 21   |
| ARTICLE XII.  | INDEMNIFICATION.....  | 21   |
| Section 1.    | Power to Indemnify.....   | 21   |
| Section 2.    | Indemnification of Trustees, Officers, Employees and Agents ..... | 23   |
| Section 3.    | Survival of Benefits.....   | 24   |
| Section 4.    | Applicable Law .....  | 24   |
| ARTICLE XIII. | CONFLICT OF INTEREST .....  | 25   |
| Section 1.    | Conflict of Interest; Family; 10% Controlled Entities .....       | 25   |
| Section 2.    | Disclosure of Conflict of Interest.....                           | 25   |
| Section 3.    | Procedures .....  | 25   |
| Section 4.    | Conflict Determination.....                                       | 26   |
| Section 5.    | Effect of Conflict.....   | 26   |
| Section 6.    | No Loans to Trustees or Officers .....                            | 26   |
| ARTICLE XIV.  | NONDISCRIMINATION.....  | 26   |
| ARTICLE XV.   | FISCAL YEAR.....  | 26   |
| ARTICLE XVI.  | AMENDMENT.....  | 27   |
| Section 1.    | Amendments requiring Two-Thirds Majority Vote.....                | 27   |
| Section 2.    | Amendments requiring Three-Fourths Majority Vote .....            | 27   |

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**ARTICLE I**

**POWERS AND DUTIES  
OF THE BOARD OF TRUSTEES**

The Board of Trustees (“**Board**”) is responsible for the governance of Seattle Pacific University (“**University**”). The primary functions of the Board include policymaking and oversight of the University’s mission and resources. The Board has the power to carry out other functions permitted or required by law, these Bylaws, or the Articles of Incorporation. The Board’s powers include (among others) the following:

- 1) Approve the University’s mission and ensure its fulfillment.
- 2) Approve and support the strategic direction and vision of the University.
- 3) Elect Trustees to the Board, according to these Bylaws.
- 4) Elect the President, who is the chief executive officer of the University, and any other officer of the University.
- 5) Approve policies regarding appointment, promotion, tenure, dismissal, and other employment procedures for faculty members.
- 6) Approve annually the terms and conditions of employment for the President.
- 7) Approve and authorize all earned degrees, upon recommendation of the faculty.
- 8) Approve and authorize all honorary degrees.
- 9) Approve the annual budget of the University, and authorize any changes in tuition and other student fees charged by the University.
- 10) Approve all major fund raising campaigns and authorize officers, employees, and other agents of the University to accept gifts and bequests on behalf of the University.
- 11) Approve policies for endowment and other investments of the University.
- 12) Authorize the purchase, lease, management, and sale of all land, buildings, and major equipment used by the University.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

- 13) Authorize the construction of new buildings and major renovations of existing buildings.
- 14) Authorize the incurring of debts by the University and securing any debt by mortgage, deed of trust, or other pledge of real or personal property, whether tangible or intangible.
- 15) Authorize officers, employees or other agents of the University to establish bank and investment accounts and to make deposits into and disbursements from those accounts.
- 16) Authorize officers, employees or other agents of the University to conduct and transact the business of the University.

**ARTICLE II**

**RELATIONSHIP WITH  
THE FREE METHODIST CHURCH USA**

As described in the University's Articles of Incorporation, as amended, the University is a private institution of higher education affiliated with The Free Methodist Church USA ("FMC").

**ARTICLE III**

**BOARD OF TRUSTEES  
MEMBERSHIP, ELECTION, TERMS**

**Section 1. Number of Trustees and Required Membership**

- A. The Board of Trustees will consist of not less than 12 and not more than 18 Trustees. The specific number of Trustees may be set by Board resolution. If there is no specific Board resolution, then the Board's action determines the number of Trustees. (For example, if the Board has 12 Trustees and elects two more Trustees, then by its action it has expanded the Board to 14 Trustees. If there are 13 or more Trustees, and if the term of a Trustee ends and the Board does not nominate or elect someone to fill that position, then the Board has by its actions reduced the size of the Board by one.)
- B. All Trustees are elected by the Board of Trustees, except for the President, who is an *ex officio* Trustee under Article III, Section 1.F below.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

- C. At least one-third of the Trustees must be members of the FMC, which means a member of a church within the FMC denomination. The President is counted as a member of the FMC. Trustees elected by the Board of Trustees from candidates nominated through the following process are also counted as members of the FMC (“FMC Trustees”):
- 1) Nomination by the FMC from a denominational process set by the FMC, with the names of nominees communicated to the Trusteeship Committee
  - 2) Approval by the Trusteeship Committee (or its successor committee) of the Seattle Pacific University Board of Trustees.
- D. If an FMC Trustee no longer has the approval of the FMC, and the FMC notifies the University that the FMC Trustee will not be counted as an FMC Trustee, then withdrawal of approval does not shorten that Trustee’s term on the Board. Instead, that Trustee becomes an independent non-FMC Trustee, unless the Board elects to remove the Trustee as allowed by these Bylaws.
- E. The FMC membership requirement of Article III, Section 1.C is waived for the period of time reasonably necessary for the Board of Trustees to fill vacancies resulting from the death, resignation, or removal of any FMC Trustee or any other cause creating a vacancy in a Trustee position held by an FMC Trustee (whether as a result of term limits, the end of the Trustee’s term, the withdrawal of approval by the FMC). If there are 18 Trustees (the maximum amount permitted by Article III, Section 1.A above), the Board of Trustees is not required to amend these Bylaws to create an additional Trustee position or to remove any Trustee. The FMC Trustee position will be filled at the next available vacancy.
- F. The President of the University serves as a voting member of the Board of Trustees, *ex officio*, and without term limits.
- G. At least one Trustee must be an alumnus of the University.

**Section 2 [of Article III]. Qualification for Board Membership**

All Trustees must:

- A. Be in full sympathy and accord with the University’s Statement of Faith and the Christian commitments and emphasis of the University;

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

- B. Have a personal testimony of the saving grace of God and a sincere desire to live a holy life;
- C. Accept the Holy Scriptures as the inspired Word of God and the only rule of faith and conduct; and
- D. Be committed to the educational mission of Seattle Pacific University.

**Section 3 [of Article III]. Term of Office**

- A. A Trustee's term is generally for three years. The term of a Trustee elected at the Board's annual meeting [*Article IX, Section 1 Regular and Annual Meetings*] begins on July 1 after that meeting. Trustees elected by unanimous consent or at a Board meeting other than the Board's annual meeting begin their terms as of the date of election (unless otherwise designated by the Board at the time of election), and end their terms on the third June 30 following their election. The term of office for a Trustee elected to complete an unexpired term begins on election and ends at the end of that unexpired term, unless the Board decides at the time of election that the Trustee will be treated as starting the Trustee's own, new term, rather than completing the unexpired term. At the time of election, the Board may designate a shorter initial term to allow for the staggering of Board terms. Each Trustee holds office until the end of the Trustee's term, except in the case of death, resignation, removal, or other cause creating a vacancy. If there are at least 12 Trustees then in office (the minimum number required by Article III, Section 1.A) and the Board does not nominate or elect someone to fill a vacant position, then the Board is deemed to have reduced the size of the Board (effective as of the end of the term) so there is no vacancy to fill, and the Trustee's term ends as scheduled.
- B. All Trustees (including FMC Trustees) are subject to term limits, except the President who is *ex officio*. A Trustee subject to term limits (if re-elected) may serve up to three consecutive terms, except as allowed under Article III, Section 3.C below. A Trustee who has served three consecutive terms is eligible to serve again as a Trustee twelve (12) months after the end of the Trustee's last term on the Board. Completing an unexpired term does not count as a term for purposes of determining term limits, unless more than 24 months remain in the unexpired term. At the time of a Trustee's initial election, the Board may impose a term limit of less than three consecutive terms. There is no requirement that a Trustee will be re-elected as a Trustee at the end of any term.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

- C. A Trustee’s term of office may exceed three consecutive terms under the following circumstances:
- 1) A Trustee serving as Chair may continue to serve as a Trustee one additional year in order to complete an additional one-year term as Chair to allow the University to search for an appropriate successor or to provide continuity or transition overlap.
  - 2) The Board determines it is in the University’s best interest to have the Trustee continue for up to one additional year to allow the University to search for an appropriate successor or to provide continuity, transition overlap or other service set by the Board.

**Section 4 [of Article III]. Vacancies Prior to End of Term**

- A. A vacancy on the Board exists whenever a Trustee resigns, dies, is judicially declared incompetent, is convicted of a felony or gross misdemeanor, or is removed from office by a two-thirds majority vote of those Trustees present at a meeting at which a quorum exists (but the vote of the Trustee subject to the removal vote is not counted to determine the two-thirds majority number). Any Trustee convicted of a felony or gross misdemeanor is deemed automatically removed from the Board, and must promptly notify the Chair, the President, and the Secretary of the Trustee’s conviction. The word “**convicted**” means that the person is the subject of any conviction in any jurisdiction, including convictions by way of trial, plea (whether by a plea of guilty, no contest, “Alford” or other similar plea), deferred prosecution, suspended sentence or stipulation, and also includes convictions that have subsequently been dismissed, expunged, vacated, reduced, mitigated, or otherwise stricken from an official record.
- B. Vacancies on the Board are filled as follows:
- 1) An FMC Trustee vacancy will be referred to the Trusteeship Committee. The Trusteeship Committee will request that the FMC provide nominations for consideration by the Trusteeship Committee. If an FMC Trustee no longer has the approval of the FMC, then the FMC will notify the University and begin a process to identify a new qualified candidate for consideration by the Trusteeship Committee. Any replacement FMC Trustee candidate will be considered by the Board for the next available Trustee position up for election.



**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

- 2) Vacancies for Trustee positions elected by the Board, other than FMC Trustees, will be referred to the Trusteeship Committee to identify and nominate eligible candidates.

**Section 5 [of Article III]. Election of Trustees**

- A. The Trusteeship Committee is responsible for reviewing Trustee candidates and presenting qualified candidates to the Board for a vote, including FMC Trustee candidates who must first be nominated as required by Article III, Section 1.C [*Number of FMC Trustees*] or Section 4.B.1 [*filling FMC Trustee Vacancies*].
- B. Elections of Trustees are conducted as follows:
  - 1) Elections take place at a meeting of the Board (or by unanimous consent of all Trustees if the election does not take place at a meeting).
  - 2) All elections are by confidential ballot (unless the election is by unanimous consent of the Board). Ballots will be collected and counted by the Staff Secretary or any other University employee designated by the Chair to collect and count the ballots.
  - 3) The Trusteeship Committee will prepare a ballot listing one candidate for each position, including those to be filled by candidates nominated by the FMC and approved by the Trusteeship Committee under Article III, Section 1. C [*FMC Trustee candidates*].
  - 4) The candidate for each position receiving two-thirds majority approval of those Trustees present at a meeting at which a quorum exists is elected.

**Section 6. Annual Affirmation Statement**

To remind Trustees of their commitments to the University, the Trusteeship Committee will each year ask the Trustees to complete an Affirmation Statement. This statement asks for an affirmation of the Trustee's continued commitment to the mission and faith statement of the University, availability to attend meetings and fulfill Board assignments, and intention to be a financial contributor to the University. Any Trustee unable or unwilling to give this annual affirmation is required to meet with the Chair and provide an explanation. The Chair should then take appropriate action, which could include proposing the Trustee's resignation or removal. If at any time a Trustee can no longer comply with any affirmation, the Trustee should consider resigning. The Affirmation Statement can include other official notices required of Trustees, such as consent to receive meeting notices by electronic transmission.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**Section 7 [of Article III]. Reimbursements**

The University will reimburse each Trustee for actual and documented expenses incurred by the Trustee to attend any regular or special meeting of the Board and its committees, and for normal expenses, including cost of meals and lodging, in connection with Board-authorized travel or work on behalf of the University. Reimbursements are subject to the review and approval of the Chair, Secretary, or Treasurer of the Board.

**ARTICLE IV**

**SPECIAL AFFILIATION**

**Section 1. Honorary Trustees**

On recommendation of the Trusteeship Committee, the Board may appoint individuals with special affiliation to the University to honorary positions on the Board (e.g., young alum, a FMC bishop). An honorary Trustee may only attend plenary sessions of regular meetings of the Board, but has no vote and is not counted for purposes of determining the presence of a quorum, the minimum required number of FMC Trustees, or for any other purpose.

**Section 2. Emeritus Trustees**

On the recommendation of the Trusteeship Committee, a Trustee who has served a minimum of 12 years may be granted the title *Trustee Emeritus* by the Board. This title is reserved for Trustees with records of distinctive service. A Trustee Emeritus has no vote and is not counted for purposes of determining the presence of a quorum, the minimum required number of FMC Trustees, or for any other purpose.

**Section 3. Special Designation Trustees**

On recommendation of the Trusteeship Committee, the Board may honor a retired or former Trustee in a fashion appropriate to the honor. Any special designation given by the Board will be identified and noted in the Board's meeting minutes. Any retired or former Trustee receiving any special designation by the Board has no vote and is not counted for purposes of determining the presence of a quorum, the minimum required number of FMC Trustees, or for any other purpose.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**Section 4 [of Article IV]. Advisory Council**

On recommendation of the Trusteeship Committee, the Board may invite individuals to serve on an Advisory Council to the Board. The Board may request the Advisory Council to provide special advice, counsel, information, or insight to the Board on matters coming before the Board or of interest to the Board. Advisory Council members may be people of stature and influence in business, government, the professions, the arts, higher education, and the church. The Advisory Council members' names may be listed in directories, publications, web pages and other communication documents of the University. The Advisory Council members are not Trustees and are not counted as Trustees for any purpose. Members of the Advisory Council have no set term of service and serve at the pleasure of the Board. The meeting time and agenda for any Advisory Council meeting will be as determined from time to time by the Board.

**ARTICLE V**

**OFFICERS**

**Section 1. Officers of the University**

The officers of the University are the President, Chair, Vice Chair, Secretary, and Treasurer.

**Section 2. Term of Office**

- A. Except as permitted below, the Chair may serve for a term of up to three (3) consecutive years.
- 1) The Chair's term may be from one to three years as set by the Board at the time of election. If the Board does not set a term, then the Chair's term is for one year.
  - 2) If the Chair is elected at the annual meeting, then the Chair's term begins on July 1 following the meeting, unless otherwise determined by the Board at the time of election.
  - 3) If a Chair has served three consecutive years, then the Chair may serve additional one-year terms as necessary for the Board to identify and elect a successor.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

- 4) However, a Trustee serving as Chair in the final year of the Trustee's third consecutive three-year term as a Trustee may be elected to one additional one-year term as Chair if the Trustee is elected to serve an additional year as Trustee under Article III, Section 3.C.1 [*Exception to Term Limits*].
- B. The Vice Chair, Secretary, and Treasurer terms, severally considered, may be from one to three years as set by the Board at the time of election, so long as the term as officer does not extend beyond the Trustee's final term under Article III, Section 3. If the Board does not set a term for either the Vice-Chair, Secretary, or Treasurer, then that term is for one year. (The election of a Treasurer also determines the Chair of the Finance, Audit, and Facilities Committee.) Unless a vacancy occurs at another time, elections of the Chair, Vice Chair, Secretary, and Treasurer will be held at the Board's annual meeting. A vacancy in any office may be filled at any time. The term of the Vice Chair, Secretary, and Treasurer elected at the annual meeting begins on July 1 following election (unless otherwise designated at the time of election) and ends on June 30 of the following year (assuming the officer's successor is elected).
- C. The President's term is determined by the Board at the time of election, appointment, or reappointment, under Article VII, Section 3 [*Term of Office*]

**Section 3 [of Article V]. Other Officers**

On recommendation of the Chair, the Board may approve the appointment of other officers, as the Board deems necessary. These other officers will have those powers and duties and hold office for a term set by the Board at the time of election. If the Board does not set a term, then the officer's term is one year.

**Section 4. Board Membership**

The Chair, Vice Chair, Secretary, Treasurer, and other officers, if any, must be Trustees.

**Section 5. Election and Removal of Officers**

Officers (other than the President) are elected by a majority of those Trustees present at any regular or special meeting of the Board at which a quorum exists. Any officer (excluding the President) may be removed by a majority vote of Trustees then in office. Removal of an officer does not constitute removal of that person as a Trustee, except in the case of removal of the President, who serves as a Trustee *ex officio*.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**Section 6 [of Article V].     Staff Support to the Board**

The President may designate University employees to support the Board. A Staff Secretary may be designated to serve and assist the Board. A Recording Secretary may be designated to assist the Secretary by taking Board meeting or committee meeting minutes. The Staff Secretary and Recording Secretary are not Trustees or officers of the University.

**ARTICLE VI**

**POWERS AND DUTIES OF THE CHAIR, VICE CHAIR, SECRETARY, AND  
TREASURER**

**Section 1.   Chair**

The Chair of the Board presides at all meetings of the Board, has the right to vote on all questions, and has all other powers and duties designated or delegated by the Board from time to time. The Chair provides liaison support between the President and Trustees during periods between meetings of the Board. Except as otherwise provided in these Bylaws, the Chair is an *ex officio* member of all Board committees. In the absence of the Chair, and if the Vice Chair is unable or unavailable to preside at any Board meeting, the Chair may appoint any other officer or Trustee to preside at a Board meeting. If for any reason no one has been designated to preside at a Board meeting, the Trustees present may appoint a chair *pro tem* to conduct the meeting.

**Section 2.   Vice Chair**

In the absence of the Chair or at the Chair's request, the Vice Chair presides at meetings of the Board, and performs other assignments as the Board or the Chair may prescribe.

**Section 3.   Secretary**

The Secretary of the Board attests to documents as required or deemed appropriate in the business of the University, and may affix the seal of the University (or direct that it be affixed) to diplomas, evidences of the award of degrees, transcripts, or other documents. The Secretary gives (or causes to be given) proper notice of all meetings of the Board and keeps (or causes to be kept) a record of the appointment of all committees of the Board. The Secretary keeps (or causes to be kept) a record of the minutes of all meetings of the Board and each of its committees.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**Section 4 [of Article VI]. Treasurer**

The Treasurer is responsible for carrying out mandates of the Board and for chairing the Board's Finance, Audit, and Facilities Committee. The Treasurer provides general oversight of the University's financial affairs, including its budget and financial reporting. The University's financial reporting also includes the completion of an annual financial audit by an independent certified accountant approved by the Board. The audited financial statements should be presented to the Board at its fall meeting. If requested, the Treasurer or the Treasurer's designee will present the University's periodic financial statements or annual audited financial statement to the Board or to its Finance, Audit, and Facilities Committee or Executive Committee. The Treasurer monitors the investment policies and procedures of the University and serves as *ex-officio* voting member of the Seattle Pacific Foundation Board of Directors. The Treasurer may recommend to the Board the appointment of an alternate member of the Finance, Audit and Facilities Committee to serve on the Seattle Pacific Foundation Board of Directors.

**ARTICLE VII**

**THE PRESIDENT OF THE UNIVERSITY**

**Section 1. Powers and Duties**

The President is a voting *ex officio* member of the Board and the University's chief executive officer. The President is also the official adviser to and executive agent of the Board and its Executive Committee. As educational and administrative head of the University, the President exercises general supervision over all the affairs of the University and brings matters to the attention of the Board as is appropriate to keep the Board fully informed in meeting its responsibilities. Furthermore, the President has power, on behalf of the Board, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee. Except as otherwise provided in these Bylaws, the President is a voting *ex officio* member of all Board committees.

**Section 2 Vacancy and Election**

- A. In the event of a vacancy in the office of the President, the Board will take the following steps.
- 1) Appoint an interim President to serve until a successor President is elected.
  - 2) Set the timetable, process and general recruitment goals and candidate qualifications.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

- 3) Appoint a special Presidential Search Committee to submit nominations to the Board for candidates to the office. A majority of the members appointed to the search committee must be Trustees, and at least one-third of Trustee committee members must be FMC Trustees (in parallel to the requirement in Article III, Section 1.C of these Bylaws.) If a FMC bishop is an honorary Trustee appointed under Article IV, Section 1 of these Bylaws, then the bishop may also serve as an honorary non-voting member of the search committee. The Presidential Search Committee may include non-Trustee members of the community (e.g., faculty, staff, alumni), but the majority of the committee must be Trustees.
- B. The President is elected by a three-fourths majority vote of the Trustees then in office and present at any regular or special meeting of the Board, at which a quorum exists, in accordance with Article X, Section 4.B of these Bylaws [*Particular Actions Voting Requirements*]. The President's employment may be terminated (which is also a removal from office) by a three-fourths majority vote of the Trustees then in office and present at any regular or special meeting of the Board, at which a quorum exists. The President, as Trustee, is disqualified from participating in any vote on the President's compensation or termination of the President's employment or removal.

**Section 3 [of Article VII]. Term of Office**

The President's term of office may be indefinite or a specified number of years.

**Section 4. Qualifications**

To qualify as a candidate for President, a person must:

- A. Meet the qualification for a Trustee required by these Bylaws.
- B. Be a member, or agree to become a member on election, of the Free Methodist Church.
- C. Have any other qualifications specified by the Board in its search for a new President.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**ARTICLE VIII**

**APPOINTMENT, POWERS, AND DUTIES OF THE SENIOR LEADERS  
OF THE UNIVERSITY**

**Section 1. Appointment of Senior Leaders and Titles**

The University's senior administrative leaders ("Senior Leader") are appointed by the President. The President may determine or change the title of any Senior Leader.

**Section 2. Powers and Duties**

Each Senior Leader has those powers and duties as determined by the President.

**Section 3. Executive in the President's Absence**

The President may designate one or more of the Senior Leaders to function as President-designate when the President is not available when needed. If the Board determines that the President is unable to perform the President's duties for an indefinite length of time, the Board may appoint a person to function as the interim President.

**ARTICLE IX**

**MEETINGS**

**Section 1. Regular and Annual Meetings**

The Board meets at least three times a year. Additional regular meetings may also be scheduled as determined by the Chair and the President. The Board's annual meeting will be held during the University's spring term.

**Section 2. Special Meetings**

Special meetings of the Board may be held at the call of any two of the following officers: Chair, President, and Secretary. The Chair or Secretary will also call a special meeting at the request of any four Trustees, which request must also identify the purpose of the meeting.



**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**Section 3 [of Article IX]. Notice of Meeting and Electronic Notice**

- A. Notice of all meetings of the Board and committees will be sent or caused to be sent by the Secretary to each Trustee at least three business days before the date of the meeting. A “business day” is any day other than a Saturday, Sunday, or holiday recognized by the federal government. The notice for a special meeting should describe the general purpose of the meeting.
  
- B. Meeting notices to Trustees or committee members may be given by electronic transmission to those Trustees and committee members who consent to communications by electronic transmission. This consent may be given in writing or by electronic transmission. A Trustee or committee member may change any address for purposes of notice by notifying (1) the Secretary or any other officer or (2) the Staff Secretary or Recording Secretary in writing or by electronic transmission of the change of address.
  
- C. A Trustee’s consent to receive notices by electronic transmission is deemed revoked if the University is unable to electronically transmit two consecutive notices given by the University and this inability becomes known to the Secretary or any other person responsible for giving the notice. The inadvertent failure by the University to treat this inability as a revocation does not invalidate any meeting or other action.

**Section 4. Waiver of Meeting Notice**

Whenever notice is required (whether by law, the Articles of Incorporation, or these Bylaws), a waiver in writing or in an electronic transmission executed by the person entitled to the notice, whether before or after the time stated for the meeting, will be deemed the same as receiving the required notice. The term “**executed**” has the meaning given that term in the Washington Nonprofit Corporation Act, and means “signed” when related to a written document and “electronically transmitted along with sufficient information to determine the sender’s identity” when related to an electronic transmission. Attendance at any meeting by a Trustee or committee member constitutes a waiver of notice for that meeting, except where the Trustee or committee member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 5. Quorum of the Board of Trustees (and Committees)**

A majority of the Trustees (or committee members) then in office constitutes a quorum for the transaction of business.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**Section 6 [of Article IX]. Action Without Formal Meeting**

Any action required or permitted to be taken by the Board (or by any committee) may be taken without a formal meeting if a consent describing the action taken is either in writing or in an electronic transmission and is executed by all Trustees (or committee members, in the case of committee action). Executed consents will be filed with the minutes of the Board or the committee.

**Section 7. Participation by Telephone**

Trustees and committee members may participate in a meeting of the Board or committee by means of a conference telephone call or similar communications method in which all persons participating in the meeting can hear each other at the same time. Participation by such means constitutes presence in person at a meeting.

**ARTICLE X**

**PARTICULAR ACTIONS VOTING REQUIREMENTS**

**Section 1. Actions Requiring Simple Majority Vote**

The act of a majority of the Trustees (or committee members) present at a duly called meeting of the Board (or any committee) at which a quorum exists constitutes the act of the Board (or that committee), except as otherwise required by Sections 2, 3, or 4 below.

**Section 2. Actions Requiring a Majority Vote of the Trustees then in Office**

The following actions require the approval of a majority vote of the Trustees then in office:

- A. The removal of an officer, other than the President (Article V, Section 5 [*Election and Removal of Officers*]); and
- B. Creating a new standing committee by Board resolution (Article XI, Section 2 [*Standing Committees*]).

**Section 3. Actions Requiring Two-Thirds Majority Vote**

- A. Amendment of these Bylaws (Article XVI, Section 1) require the approval of two-thirds of the Trustees present at a regular or special meeting of the Board at which a quorum exists, except as otherwise required by Section 4, below.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

- B. The election of a Trustee (Article III, Section 5.B [*Election of Trustees*]) requires the approval of two-thirds of the Trustees present at a regular or special meeting of the Board at which a quorum exists
- C. The removal of a Trustee (Article III, Section 4.A [*Vacancies Prior to End of Term*]) requires the approval of two-thirds of the Trustees present at a regular or special meeting of the Board at which a quorum exists.

**Section 4 [of Article X].      Actions Requiring Three-Fourths Majority Vote**

- A. The following actions require the approval of three-fourths of the Trustees at a regular or special meeting of the Board at which a quorum is present.
  - 1) Amendment of Article VI, Section 1.C [*Power to Amend and Required Vote for Amendments*] of the University's Articles of Incorporation;
  - 2) Any substantive change in the University's statement of faith or mission statement;
  - 3) Modifying the University's affiliation with the FMC;
  - 4) Amending Article III, Sections 1.A or 1.C of these Bylaws [*Number of Board Members and Required number of FMC trustees*];
  - 5) Amending Article X, Section 4 [*Actions Requiring Three-Fourths Majority Vote*]; and
  - 6) Amending Article XVI, Section 2 of these Bylaws [*Amendments requiring Three-Fourths Majority Vote*].
- B. The hiring or removal of the President of the University requires the approval of at least three-fourths of those Trustees then in office and present at any regular or special meeting of the Board of Trustees at which a quorum exists. The President, as Trustee, is disqualified from participating in any vote on the President's compensation or termination of the President's employment or removal.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**ARTICLE XI**

**COMMITTEES**

**Section 1. Ad Hoc Committees**

There may be *ad hoc* committees as the Board or Chair of the Board may from time to time establish for the discharge of particular duties. Chairpersons and members of *ad hoc* committees may be appointed by the Chair or the Board. Only Trustees may be chairpersons of any *ad hoc* committee. The Chair and the President are *ex officio* nonvoting members of all *ad hoc* committees, unless otherwise determined by the Board.

**Section 2. Standing Committees**

The Board's standing committees are specified in this Article. The chairpersons and members of standing committees are appointed each year by the Chair, after consultation with the President and the Trusteeship Committee, except for the Chair of the Finance, Audit, and Facilities Committee, who is the Treasurer of the University, (*see* Article VI, Section 4 [*Duties of Treasurer*]). The Chair of the Board also serves as the Chair of the Executive Committee (*see* Article XI, Section 8.B). Only Trustees may be voting members of any standing committee. Except as provided in these Bylaws, the Chair and the President are *ex officio* voting members of all standing committees. Other standing committees may be named from time to time by the Board and created by a resolution approved by a majority of the Trustees then in office.

**Section 3. Discontinuation of Standing Committees**

The Board may at any time discontinue any of its standing committees, and the duties of any discontinued standing committee will be performed by the Executive Committee, if needed.

**Section 4. Committee Liaison**

The President may appoint a Senior Leader to serve as a liaison between the committee and the office of the President. That designated Senior Leader will also assist the committee in the carrying out of its duties, and serve as an *ex officio*, nonvoting member of the committee.

**Section 5. General Duties of Standing Committees**

- A. Each standing committee may recommend to the Board any actions or policies the committee thinks appropriate to help the Board ensure the University fulfills its mission. Any recommended actions or policies will be developed in consultation

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

with, or at the recommendation of, the President in order to maintain management of the University distinct from the Board's oversight duties.

- B. Except for the Executive Committee, each standing committee will have a minimum of four voting members, all of whom must be Trustees.
- C. As directed by the Board, each standing committee will study those matters deemed important by the Board. Each committee will recommend any appropriate policies and actions to the Board.
- D. Each standing committee will keep minutes of its meetings and will submit them to the Secretary for retention after approval by the committee.

**Section 6 [of Article XI]. Committee Meetings**

All standing committees meet at least two times a year. Standing committees (other than the Executive Committee) will hold additional meetings if requested by the Chair, the President, the chairperson of the committee, or any two committee members who are Trustees.

**Section 7. Limitations on the Powers of a Committee (Including the Executive Committee)**

No committee of the Board has the power to do any of the following:

- A. Amend, alter, or repeal these Bylaws;
- B. Elect, appoint, or remove any Trustee or officer;
- C. Elect, appoint, or remove any member of the committee;
- D. Amend the Articles of Incorporation;
- E. Adopt a plan of merger or adopt a plan of consolidation with another corporation or other entity;
- F. Authorize the sale, lease, or exchange of all or substantially all the assets of the University not in the ordinary course of business;
- G. Authorize the voluntary dissolution of the University or revoke proceedings for the voluntary dissolution of the University;
- H. Adopt a plan for the distribution of all or substantially all the University's assets;

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

- I. Amend, alter, or repeal any resolution or action of the Board that by its terms provides the resolution or action may not be repealed by a committee;
- J. Award any degree;
- K. Take any action inconsistent with a prior act or resolution of the Board, unless specifically empowered to do so by the Board; or
- L. Take any action that has been otherwise specifically reserved by these Bylaws or the Articles of Incorporation for the Board.

**Section 8** *[of Article XI]*.     **Executive Committee**

- A. The Executive Committee provides oversight of the University between meetings of the Board. The Executive Committee also serves as the compensation committee for determining compensation for the President and other “disqualified persons,” as defined in Department of Treasury regulations related to Section 4958 of the Internal Revenue Code of 1986, as amended (“**Intermediate Sanctions Regulations**”).
- B. The Executive Committee’s voting members consist of the President, Chair, Vice Chair, Secretary, and Treasurer, and may include one other Trustee selected by the Chair. The Chair is the chairperson of the Executive Committee. All members of the Executive Committee must be Trustees.
- C. The Executive Committee may schedule regular meetings as determined by the Chair and the President. Special meetings of the Executive Committee may also be called by the Secretary at the request of the Chair, the President, or at least two members of the Executive Committee.
- D. Minutes of Executive Committee meetings will be taken, and minutes approved by the Executive Committee will be distributed at the next regular meeting of the Board.

**Section 9.**   **Trusteeship Committee**

- A. The Trusteeship Committee provides oversight for matters regarding Trustees and the University’s governing documents. The Trusteeship Committee’s voting members include the Board Chair and the President.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

- B. The Trusteeship Committee will each year ask the Trustees to complete an Affirmation Statement and a conflict of interest disclosure statement.
- C. The Trusteeship Committee will present for election those Trustee nominees who satisfy the qualifications for Trustees included in Article III, Section 2 of these Bylaws. The Trusteeship Committee also coordinates with the FMC to ensure that the Board meets minimum requirements for Trustees who are members of the FMC and satisfies the nomination and approval process described in Article III, Section 1.C of these Bylaws. The Trusteeship Committee will provide the Board the names of the candidates and information about the background and qualifications of each Trustee nominee at least two weeks before the Board meeting at which the election is scheduled to occur.
- D. The Trusteeship Committee will review each year the composition and profile of the Board to ensure its effective and efficient functioning as well as serve as a guide for the identification and recruitment of prospective Trustees.
- E. The Trusteeship Committee advises the Chair and the President regarding appointments of standing committee members and chairpersons.
- F. On the President's recommendation, the Trusteeship Committee may present to the Board nominations for any Honorary Trustee, Emeritus Trustee, Special Designation Trustee, and Advisory Council members, subject to the process and requirements in these Bylaws.
- G. The Trusteeship Committee is responsible for the professional development of the Trustees, including the planning of Board retreats and appropriate orientation for newly-elected Trustees.
- H. The Trusteeship Committee will monitor that the Board's actions comply with the Articles of Incorporation and these Bylaws. The Trusteeship Committee will periodically review the Articles of Incorporation and these Bylaws, in consultation with legal counsel and, prior to an annual meeting of the Board, recommend any necessary or desired changes.

**Section 10 [of Article XI]. Academic Affairs and Student Experience Committee**

The Academic Affairs and Student Experience Committee provides oversight for the academic and co-curricular programs and policies of the University, including academic personnel employment policies and procedures, tenure, and promotions.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**Section 11 [of Article XI]. Finance, Audit, and Facilities Committee**

The Finance, Audit, and Facilities Committee provides oversight for all University fiscal matters, including the annual operating budget, investments, employee compensation policies, financial audits, property and facility stewardship, construction and funding of new facilities, use of debt and debt terms, and information technologies.

**Section 12. University Relations Committee**

The University Relations Committee provides oversight for University strategies, policies, and activities in the areas of fundraising and campaigns, student recruitment, admissions and financial aid, external communications, and marketing.

**ARTICLE XII**

**INDEMNIFICATION**

**Section 1. Power to Indemnify**

The University has the following powers:

- A. Power to Indemnify. To the full extent permitted by applicable law, the University may defend and indemnify against all Expenses each person who was or is made a party to any Proceeding (including as a witness) because (1) the person is or was a Trustee, officer, employee, or agent of the University; or (2) the person while a Trustee, officer, employee, or agent of the University is or was serving at the request of the University as a trustee, director, officer, employee, agent, or in any other capacity of another corporation or of a partnership, limited liability company, joint venture, trust, or other enterprise, including service to an employee benefit plan, whether the basis of the Proceeding is an alleged action or omission in an official capacity or in any other capacity while serving as a trustee, director, officer, employee, agent, or in any other capacity. This indemnification may continue as to a person who has ceased to be a Trustee, officer, employee, or agent of the University, and inures to the benefit of the person's heirs and personal representatives. The term "Proceeding" means any threatened, pending, or completed action, suit, or other proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal. "Proceeding" does not include any internal University investigation, hearing, grievance procedure, or other internal University process ("Internal University Process"), unless approved by the President. If the President is a party to the Internal University Process, then the



**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

Chair may decide whether the Internal University Process will be treated as a Proceeding. The term “Expenses” means any judgment, settlement amount, loss, expense, or other liability (including reasonable attorneys’ fees, costs, fines, ERISA excise taxes or penalties, and amounts to be paid in settlement) actually or reasonably incurred or suffered by the indemnified individual because of a Proceeding. “Expenses” do not include any excise tax imposed for any “excess benefit transaction,” as defined by the Intermediate Sanctions Regulations.

- B. Power to Pay Expenses in Advance of Final Disposition. The University may pay Expenses incurred in defending any Proceeding in advance of its final disposition (referred to as “Advancement of Expenses”), but any Advancement of Expenses may be made to or on behalf of a Trustee, officer, employee, or agent only on delivery to the University of: (1) a written affirmation of the Trustee’s, officer’s, employee’s, or agent’s good faith belief that he or she has met the standard of conduct described in RCW 23B.08.510; and (2) a written undertaking by the indemnified individual to repay all amounts advanced if it is ultimately determined by final judicial decision (and no further right to appeal exists) that the indemnified Trustee, officer, employee, or agent is not entitled to be indemnified under this Article or otherwise. The undertaking may be unsecured and may be accepted without regard to financial ability to make repayment.
  
- C. Power to Enter Into Contracts. The University may enter into contracts with any person who is or was a Trustee, officer, employee, or agent of the University regarding indemnification by the University, and may create a trust fund, grant a security interest in property of the University, or use other means (including a letter of credit or other means) to ensure the payment of any amount that may be necessary to provide indemnification under this Article.
  
- D. Expansion of Powers. If the Washington Business Corporation Act or the Washington Nonprofit Corporation Act is amended in the future to expand or increase the power of the University to indemnify, to pay Advancement of Expenses, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the Board, the powers described in this Article will be expanded and increased to the fullest extent permitted by the Washington Business Corporation Act or the Washington Nonprofit Corporation Act, as amended.
  
- E. Limitation of Powers. No indemnification may be provided under this Article to any person if the University is prohibited by the Washington Business Corporation Act, the Washington Nonprofit Corporation Act, or other applicable law then in effect from paying for the indemnification. No indemnification will be provided to

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

any person, whether or not involving action in the person's official capacity, for any Expenses incurred because of

- 1) any act or omission finally adjudged to be intentional misconduct or knowing violation of law;
- 2) conduct finally judged to be in violation of RCW 23B.08.310;
- 3) any transaction where the person personally received a benefit in money, property, or services to which the person was not legally entitled;
- 4) any "excess benefit" received by the person (with "excess benefit" as defined in the Intermediate Sanctions Regulations); and
- 5) any Proceeding by the University in which the person is determined to be liable to the University.

**Section 2 [of Article XII]. Indemnification of Trustees, Officers, Employees, and Agents**

- A. Trustees and Officers. The University will indemnify any person who is or was a Trustee or officer (including the President) of the University for Expenses, and pay Advancement of Expenses, to the full extent to which the University is permitted by these Bylaws. In the case of an Internal University Process involving the President, the Chair may decide whether the Internal University Process will be treated as a Proceeding.
- B. Employees. The University may indemnify (but is not required to indemnify) an employee or former employee to the full extent to which the University is permitted by these Bylaws. The Board or its Executive Committee may approve a policy describing when the University will indemnify its employees.
- C. Other Agents. The University, by action of its Board or Executive Committee, may indemnify any person who is or was an agent (other than Trustee, officer, or employee, who are covered above) of the University, and provide Advancement of Expenses to the full extent to which the University is empowered, or to any lesser extent that the Board or Executive Committee may determine.
- D. Character of Rights. The rights of indemnification and Advancement of Expenses conferred by or under this Article are contract rights.
- E. Enforcement. Each Trustee and officer of the University (each a "Claimant") is presumed to be entitled to indemnification and Advancement of Expenses under

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

this Article on submission of a written claim (and, in an action brought to enforce a claim for Advancement of Expenses, where the written affirmation and written undertaking in Article XII, Section 1.B [*Power to Pay Expenses in Advance of Final Disposition*] above has been delivered to the University). The University has the burden of proof to overcome that presumption.

- F. Claimant's Rights. If a claim under this Article is not paid in full by the University within 60 days after a written claim is received by the University, or within 20 days in the case of a claim for Advancement of Expenses, the Claimant may at any time bring suit against the University to recover the unpaid amount of the claim. If successful in whole or in part, the Claimant is also entitled to its reasonable attorneys' fees, costs, and expenses incurred in prosecuting the claim.
- G. Enforcement Rights for Employees or Agents. If the University elects to indemnify or provide Advancement of Expenses to any of its employees or agents under this Article, the University may, in its sole discretion, provide the enforcement rights in Article XII, Section 2.E [*Enforcement*] above.
- H. Rights Not Exclusive. The rights to indemnification and Advancement of Expenses under this Article are not exclusive of any other right that any person may have under any statute, provision of the Articles of Incorporation or Bylaws of the University, agreement, vote of disinterested Trustees, or otherwise.

**Section 3 [of Article XII]. Survival of Benefits**

Any repeal or modification of this Article will not adversely affect any right of any person existing at the time of that repeal or modification.

**Section 4. Applicable Law**

For purposes of this Article, "applicable law" means the applicable law in effect at the date indemnification is sought, or the law in effect at the date of the action, omission, or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**ARTICLE XIII**

**CONFLICT OF INTEREST**

**Section 1. Conflict of Interest; Family; 10% Controlled Entities**

A Trustee (or committee member who is not a Trustee) will be considered to have a conflict of interest if:

- A. The Trustee (or any committee member) has an existing or potential financial or other interest that impairs or might reasonably appear to impair the Trustee's (or committee member's) independent, unbiased judgment in the discharge of the Trustee's (or committee member's) responsibilities to the University; or
- B. The Trustee (or committee member) is aware that a member of his or her family or any 10% Controlled Entity has an existing or potential financial or other interest that impairs or might reasonably appear to impair the Trustee's (or committee member's) independent, unbiased judgment in the discharge of the Trustee's (or committee member's) responsibilities to the University. For purposes of this Article, a member of a Trustee's (or committee member's) family includes a Trustee's (or committee member's) spouse, parent, sibling (by whole or half-blood or adoption), ancestor, child, grandchild, or great grandchild, and the spouse of any ancestor, sibling, child, grandchild, or great grandchild of a Trustee (or committee member). A 10% Controlled Entity has the same meaning as a 35% Controlled Entity as set forth in Intermediate Sanctions Regulations, except that all references to 35% are reduced to 10%.

**Section 2. Disclosure of Conflict of Interest**

All Trustees (and committee members) will disclose to the Board (or committee) any possible conflict of interest they may have on any matter before the Board (or committee) or with any business of the University at the earliest practicable time after it becomes known or discovered by the Trustee (or committee member). In addition, all Trustees will be asked each year to complete a conflict of interest disclosure statement.

**Section 3. Procedures**

If a Trustee (or committee member) has a conflict of interest, the Trustee (or committee member) may make a presentation at the Board or committee meeting regarding the subject of the conflict of interest, but after the presentation the Trustee (or committee member) must leave the

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

meeting during the discussion and vote on any matter under consideration at a Board (or committee meeting) in which Trustee (or committee member) has a conflict of interest. The minutes of the meeting will reflect any conflict of interest disclosure and note whether the Trustee (or committee member) with the conflict of interest left the meeting, did not participate in the discussion, and did not vote on the matter.

**Section 4 [of Article XIII]. Conflict Determination**

Any Trustee or committee member who is uncertain about whether a conflict of interest exists may request the Board or committee to resolve the question by majority vote of the disinterested Trustees or committee members.

**Section 5. Effect of Conflict**

No contract or other transaction between the University and any person or entity and no act of the University will be in any way affected or invalidated by the fact that any Trustee or committee member has a conflict of interest.

**Section 6. No Loans to Trustees or Officers**

The University may not make any loan to any Trustee or officer of the University. Any Trustee who votes for or assents to the making of a loan to a Trustee or officer of the University, and any officer or officers participating in the making of such a loan, will be jointly and severally liable to the University for the amount of the loan until the loan is fully repaid.

**ARTICLE XIV**

**NONDISCRIMINATION**

The University does not unlawfully discriminate against any person on the basis of race, color, national origin, sex, age, disability, or genetic information.

**ARTICLE XV**

**FISCAL YEAR**

The University's fiscal year begins on the first day of July.

**BYLAWS  
OF  
SEATTLE PACIFIC UNIVERSITY**

(Amended on November 22, 2019)

**ARTICLE XVI**

**AMENDMENT**

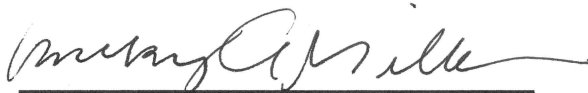
**Section 1. Amendments requiring Two-Thirds Majority Vote**

Except for Article III, Sections 1.A and 1.C, Article X, Section 4, and Article XVI, Section 2, these Bylaws may be amended by a two-thirds majority vote of all Trustees present at any regular or special Board meeting at which a quorum exists. A copy of the proposed amendment must be provided to each Trustee at least 15 days before the meeting at which the amendment is adopted.

**Section 2. Amendments requiring Three-Fourths Majority Vote**

Article III, Sections 1.A and 1.C, Article X, Section 4, and this Article XVI, Section 2 of these Bylaws may be amended by a three-quarters majority vote of all Trustees present at any regular or special meeting of the Board at which a quorum exists. A copy of the proposed amendment must be provided to each Trustee at least 15 days before the meeting at which the amendment is adopted.

These Bylaws of Seattle Pacific University were adopted by the Board of Trustees on November 22, 2019.



Becky A. Gilliam,  
Secretary

# # #