



# **BOARD OF TRUSTEES**

# **Bylaws**

**(Revised May 13, 2016)**



**CLAREMONT GRADUATE UNIVERSITY**

**BYLAWS**

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## ARTICLE I. THE BOARD OF TRUSTEES

1. **Numbers and Powers.** All corporate powers of Claremont Graduate University (hereinafter called the "corporation") shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees (hereinafter sometimes referred to as "Board"). The size of the Board will vary from time to time as determined by the Trustees in office, but at no time shall there be less than sixteen (16) or more than forty-five (45) voting members. The corporation shall have no members. The following powers are exclusively delegated to the Board of Trustees:
  - (a) To adopt, amend, or repeal the Bylaws of the corporation.
  - (b) To determine the general policies of the corporation.
  - (c) To borrow money.
  - (d) To grant academic honors and issue certificates or diplomas and confer degrees evidencing the completion of prescribed courses of instruction. Such certificates and diplomas or degrees shall be issued under the corporate seal and with the signatures of such officers of the corporation, as the Trustees deem expedient.
  - (e) To approve and confer honorary degrees.
  - (f) To appoint, replace, or remove the president of the corporation.
  - (g) To elect Trustees of the Board of Trustees.
  - (h) To acquire or dispose of major campus property and other major assets of the corporation.
  - (i) To approve recommendations for promotion and tenure of members of the faculty.
  - (j) To give final approval of the annual budget.
  - (k) To exercise any other power which by law may not be exercised by committees of the Board of Trustees, which powers are set forth in Article III of these Bylaws.
  
2. **Governance.** The governance and direction of the corporation shall be lodged in the Board of Trustees. Administration of the corporation shall be delegated to the president and his/her administrative officers who shall have authority to make and enforce all necessary regulations for the internal governance of the institution and shall direct and be responsible for the use of its equipment. The faculty, under the direction of the president, shall determine, subject to revision and approval by the Committee on Academic Affairs and the Board of Trustees, the courses of study and arrangement of recitations, lectures, and other exercises, the times and modes of examination and the general method of instruction and discipline. The faculty shall establish and maintain such rules for its general procedures as shall not conflict with these Bylaws, and copies thereof and changes therein shall be approved by the Committee on Academic Affairs and the Board of Trustees.

### 3. Trustees.

- (a) **Trustees.** There shall be sixteen to forty-five Trustees known as "Trustees," including the president of the corporation, *ex officio*. Trustees shall be nominated to the Board by the Committee on Trusteeship and shall take office upon election by the Board.
- (b) **Affiliated Trustees.** One or more Affiliated Trustees may be nominated to the Board by the Committee on Trusteeship and shall take office upon election by the Board. Affiliated Trustees may be nominated from any affiliated institution of the corporation that is involved in instruction leading to the granting of a master's or doctoral degree from the corporation.
- (c) **Emeritus/a Trustees.** Retiring trustees who have served on the Board for at least six years or who have served as Board Chair will be referred to as Emeritus/a. Although the title "Honorary Trustee" is no longer awarded, honorary trustees retain their previously awarded designation.

### 4. Elections.

- (a) **Trustees.** The Board of Trustees may, upon nomination by the Committee on Trusteeship, elect to the Board one or more Trustees at any regular or special meeting of the Board, or by unanimous written consent of the Board, as provided in these Bylaws.
- (b) **Affiliated Trustees.** The Board of Trustees may, upon nomination by the Committee on Trusteeship, elect to the Board one or more Affiliated Trustees, who may attend meetings and participate in deliberations of the Board, but shall have no vote. Affiliated Trustees may be nominated from any affiliated institution of the corporation that is involved in instruction leading to the granting of a master's or doctoral degree from the corporation, and be eligible for appointment to the Academic Affairs Committee of the Board.
- (c) **Emeritus/a Trustees.** The Trusteeship Committee shall annually recommend to the Board of Trustees for approval an updated list of Emeritus/a trustees, including those earlier designated as honorary trustees.

### 5. Terms of Office.

- (a) **Trustees** shall be elected by a majority of the Trustees present for a term of three years, and may be reelected, except for the president of the corporation whose term is coterminous with his/her term as president of the corporation.
- (b) **Affiliated Trustees** shall be elected by a majority of the Trustees present for a term of three years, and may be reelected.
- (c) **Emeritus/a Trustees** shall be elected for life by unanimous vote of the Trustees present.

## 6. Meetings of Trustees.

- (a) **Place of Meeting.** All meetings of the Board of Trustees and of its Executive Committee shall be held at Claremont, California, or at Los Angeles, California, or at such other places as the Board or the Executive Committee may determine.
- (b) **Regular Meetings.** The Board of Trustees shall hold not less than four regular meetings during each academic year at such times as the Board or its Executive Committee may determine, except that one such meeting shall be held near the time of the Commencement of the University. The calendar of regular meetings of the board shall be set one year in advance. Changes in the scheduling of a regular board meeting require at least 30 days advance notice.
- (c) **Annual Meeting.** The meeting held near the time of the Commencement of the University or such other meeting as shall be annually directed by the Board or the Executive Committee shall be known as the annual meeting.
- (d) **Special Meetings.** The Chair of the Board of Trustees, any of the committee chairs of the corporation, or any five members of the Board may call a special meeting of said Board with at least five working days notice. In extraordinary circumstances, the Chair or Vice chair may call a special meeting of said Board or any committee, including the Executive Committee, with at least forty-eight hours' notice.
- (e) **Committee Meetings.** Committees of the Board of Trustees shall meet on call of the chair of the committee or of the chair of the Board of Trustees, upon the same notice as that given for meetings of the Board of Trustees as provided in this Article (see g). Members of the committees may participate in a committee meeting through the use of a conference telephone or similar communications equipment, so long as all members participating in such a meeting can hear one another. Participation in a committee meeting pursuant to this section constitutes presence in person at such a meeting. Minutes of meetings of any committee which provides for action by the Board or exercises the powers of the Board shall be distributed to the Board of Trustees.
- (f) **Attendance.** Any officer, faculty member, or employee may be requested by the Board or its committees to attend any meeting of the Board or its committees.
- (g) **Notices.** Notice of the time and place of meetings shall be given to each Trustee by one of the following methods: by personal delivery, by delivery of written notice by first-class or electronic mail, by telephone communication, or private delivery service with signature.
  - (i) Notices sent by first-class mail shall be deposited into a United States mailbox at least 30 days before the time set for the meeting.
  - (ii) Notices given by personal delivery, electronic mail or telephone shall be given at least 48 hours before the time set for the meeting.
  - (iii) Notices shall state the time and place for the meeting.
  - (iv) A notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four hours,

in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Trustees who are not present at the time of adjournment.

- (v) Any written waiver of notice, signed by the Trustee entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except when the Trustee attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
  - (h) **Quorum.** Attendance of at least fifty percent of the authorized number of voting Trustees shall constitute a quorum of the Board of Trustees. Attendance of at least fifty percent OR at least three of the voting members of the standing committees and *ad hoc* committees of the Board shall constitute a quorum of such committee. Any Trustee having an actual or possible conflict of interest, or withdrawing from considering an agenda item due to a conflict of interest, will be counted in determining the presence of a quorum at a meeting of the Board of Trustees in which action is taken upon such item, but shall not vote on the matter in question. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, if any action taken is approved by at least a majority of the required quorum for that meeting, except where a greater percentage is required by these Bylaws.
  - (i) **Telephonic Participation.** Trustees may participate in meetings and may vote by telephone or video conference as conditions warrant.
  - (j) **Action by Unanimous Written Consent.** Any action required or permitted by the Board of Trustees or any standing committee or other committees of the Board may be taken without a meeting if all members of the Board or the committee, individually consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Trustees or the committee as the case may be. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Trustees or of the applicable committee.
  - (k) **Minutes of Meetings.** Minutes of meetings shall be provided to members of the Board of Trustees or to the committee membership, as the case may be.
7. **Vacancies.** Vacancies on the Board of Trustees caused by death, resignation, or other circumstances may be filled for the unexpired term by vote of a majority of the Trustees present, at any regular or special meeting of the Board, provided that the notice of such meeting shall state that the filling of such vacancy will come before the Board at such meeting. The Board may, by a vote of two-thirds of the current, full-voting membership of the Board of Trustees, declare the seat of any Trustee vacant for such cause as it shall deem sufficient.
8. **Special Powers of the Board of Trustees.** Without prejudice to the general powers herein above conferred, the powers and duties of the Board shall specifically include: determinations of policy, legal responsibility for affairs of the corporation, and the power to delegate to any person or persons the authority to exert jurisdiction over and take action in an emergency situation. Such delegation may be made at the time or in

advance of any such emergency situation. The existence or prospect of such emergency situation shall be determined by the Executive Committee. The Executive Committee shall report promptly the existence and the termination of such emergency situation to the Board of Trustees.

9. **Financial Exigency.** In the event the corporation is threatened by a financial crisis which could impair or jeopardizes its mission and/or effective operation, the Board of Trustees, in its good faith judgment, and in consultation with the president, may declare a financial exigency for the corporation. The Board of Trustees may also declare a financial exigency based upon localized conditions in a specific program or department of instruction. Financial exigency shall mean a state of fiscal crisis brought about by an existing, recent, or anticipated material negative financial condition, such as, but not limited to, a significant decrease in revenue that seriously impacts, or threatens to impact, the budgeted operations or other functions of the corporation and/or of an individual program or department, necessitating significant and/or sustained remedial action to avoid such impact or to restore and sustain the mission and/or effective operation of the corporation and/or program. In the event of a financial exigency, the Board of Trustees may take appropriate remedial measures, such as, but not limited to, restructuring of the corporation's finances, assets, and/or personnel, the closure of programs or departments of instruction in their entirety, and the termination of employment or reduction of compensation for employees of the corporation, including tenured faculty members. Following appropriate consultation with the Board of Trustees, administrators, faculty, and/or staff, the president shall undertake remedial efforts and implement remediation plans in response to a financial exigency.
  
10. **Program Discontinuance.** In the event that the continued function of a program or department of instruction becomes incompatible with the educational mission and/or effective operation of the corporation, such that discontinuance of the program or department of instruction would advance, restore, and/or sustain the mission and/or effective operation of the corporation, the Board of Trustees may, in its discretion, and without declaring a financial exigency, formally discontinue the program or department of instruction in its entirety. In discontinuing the operation of such a program or department of instruction, the Board of Trustees shall be authorized to terminate the employment of the program or department's employees, including tenured faculty members. Following appropriate consultation with the Board of Trustees, administrators, faculty, and/or staff, the president shall undertake remedial efforts and implement remediation plans in response to the discontinuance of a program or department of instruction.



## ARTICLE II. OFFICERS OF THE BOARD OF TRUSTEES

1. **Officers and their Election.** The officers of the Board of Trustees shall be elected by the full Board upon nomination by the Committee on Trusteeship at the Annual Meeting (May or June) of the Board. They shall consist of a chair of the Board of Trustees (also known as chair of the corporation) and two vice chairs of the Board; eight committee chairs (also known as committee chairs of the corporation) each of whom shall serve as chair of one of the standing committees of the Board (Committee on Academic Affairs, Audit Committee, Committee on Business and Finance, Committee on Advancement, Committee on Trusteeship, Committee on Investments, Committee on Facilities and Infrastructure, Committee on Information Technology, an immediate past Board chair, and a president of the University, all of whom shall be Trustees; a secretary; a treasurer; a controller; and such other officers as are from time to time deemed necessary, none of whom need be Trustees of the Board of Trustees, such officers to be *ex officio* members of the corporation without vote. The chair of a committee made dormant will no longer be an officer.
  
2. **Officers.**
  - (a) **Chair.** The chair shall preside and vote at his/her discretion in all meetings of the Board of Trustees. In his/her absence, he/she shall designate a vice chair to preside. The chair shall also serve as a voting member, along with the president (who shall be a non-voting member), of all standing and *ad hoc* committees of the Board. The chair shall serve a four-year term, with the possibility of two one-year extensions; a maximum of six years total.
  - (b) **Vice Chairs.** In the event of absence or disability of the chair, a vice chair will preside at meetings of the Board and perform such other duties as may be authorized by the Board. If the chair is unable or unwilling to act, a vice chair shall preside *ad interim*.
  - (c) **President of the Corporation.** The president shall be the chief executive officer of the corporation and shall be responsible for carrying out policies established by the Board of Trustees, many of which he/she shall from time to time recommend. He/she shall keep the Board informed of all matters pertaining to the operations of the corporation and shall serve as a non-voting member, along with the chair (who shall be a voting member), of all standing and *ad hoc* committees of the Board.

The Board of Trustees shall elect a president of Claremont Graduate University who shall serve at the pleasure of the Board. The president shall perform for the corporation the duties commonly performed by college and university presidents. The election or removal of the president shall take place at any regular or special meeting of the Board called for that purpose and a majority vote of the Board shall be necessary to elect or remove the president.

It shall be the duty of the president to have general oversight of the instruction, discipline and administration of the corporation. The president shall ordinarily preside at the public and general meetings of the corporation. The president is a member of the faculty and shall vote in their regular meetings, but is an *ex-officio* non-voting member of the Faculty Executive Committee. The president shall have general oversight of all salaried officers of the corporation, including

those employed in association with other institutions insofar as their service concerns the corporation. The president shall have the authority to sign all diplomas and certificates of degree and all corporate documents, contracts and reports, and such other authority as may be given to him/her in these Bylaws. Other duties of the president include:

- (i) general oversight of physical property of the corporation;
  - (ii) fully inform the Board of Trustees of the regulations adopted and of the entire development of the corporation;
  - (iii) present to the Board of Trustees an annual report of the general condition of the corporation, with such comments and suggestions as the president deems of interest.
- (d) **Treasurer.** The treasurer of the corporation shall hold and safely keep all permanent funds and securities belonging to the corporation, investing and reinvesting said funds under the direction of the Board of Trustees. The treasurer shall also be responsible for general direction and care of the securities and shall be custodian of all funds of the corporation. The treasurer shall deposit all funds and securities entrusted to him/her in the bank or banks selected as depositories by the Board of Trustees. The fiscal year shall end on June 30 of each year, and the treasurer shall submit to the Board of Trustees, upon request of the chair of the Board of Trustees, a report of the condition of the funds committed to his/her care. The treasurer shall be bonded in an amount satisfactory to the Board of Trustees, the premium on such bond to be paid by the corporation. The treasurer shall have additional duties as may be delegated to him/her by resolution of the Board of Trustees. The treasurer of the corporation shall be elected by the Board of Trustees on recommendation of the president of the University, and shall serve at the pleasure of the president.
- (e) **Secretary.** The secretary of the corporation, with the assistance of a secretary to the Board, shall safely keep a true and full record of all meetings of the Board of Trustees, give due and proper notice of all regular and special meetings, safely hold the corporate seal, and perform such other duties as the Board may direct. The secretary of the corporation shall be elected by the Board of Trustees on recommendation of the president of the University, and shall serve at the pleasure of the president.
- (f) **Controller.** The controller, or the treasurer as directed by the Board, shall give or cause to be given receipts and acquittances for monies paid in or on account of the corporation, and shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for all such disbursements. The controller or treasurer shall enter or cause to be entered in the books of the corporation to be kept for that purpose full and accurate accounts of all monies received and paid out on account of the corporation, and whenever required by the president or Board, shall render a statement of the cash accounts. An assistant controller may perform the duties in the absence or inability to act of the controller.
- (g) **Other Officers.** On recommendation of the president of the corporation, the Board of Trustees shall elect the following principal officers of administration who shall serve at the pleasure of the president and whose duties shall be prescribed by the president:

- (i) **Executive Vice President and Provost.** The executive vice president and provost of the corporation shall be elected by the Board of Trustees on recommendation of the president of the corporation, and shall serve at the pleasure of the president. He/she shall be the principal deputy of the president and shall serve as acting president in the president's absence. Under the president, he/she shall assist the president in general leadership responsibilities for the corporation, such as planning, development, problem solving, and strategy determination. His/her primary duties shall be:
- Responsibility for academic programs and policies at Claremont Graduate University; recommendation of faculty appointments for the Graduate University.
  - Responsibility for financial policy and decision-making as they bear upon academic and related programs at the Graduate University, including annual budget and the authorization of positions.
  - As chief academic officer, take special responsibility of academic planning and development of the Graduate University.
  - Responsibility for institutes, centers, and other academic entities of the Graduate University.
  - Responsibility for initiating and sustaining intercollegiate academic cooperation.
- (ii) **Additional Officers.** The president, with the approval of the Board of Trustees, shall be empowered to employ and appoint other officers and employees who shall be responsible to the president or to the officers of the corporation listed above.

### ARTICLE III. STANDING COMMITTEES OF THE BOARD

1. **Appointment of Committees.** There shall be standing committees of the Board of Trustees as set forth in Sections 2 through 8 of this Article. These standing committees are established so that they may advise the Board of Trustees. In making appointments to standing and *ad hoc* committees, the chair and president of the corporation shall not be limited to Trustees of the Board of Trustees. The chair and the president are *ex officio* members of all standing committees of the Board. In addition, the Board of Trustees may delegate certain management functions to these standing committees, pursuant to Section 5210 of the California Corporations Code. However, none of these standing committees shall be deemed to exercise the authority of the Board. *Ex officio* membership on a Board committee includes full voting privileges unless otherwise specified. Committee appointments shall be submitted for approval at the annual board meeting. Committee appointments needed before or after the annual board meeting shall be made at the discretion of the chair, in consultation with the president and committee chair.
  
2. **Executive Committee.** There shall be established an Executive Committee as one of the standing committees of the Board of Trustees.
  - (a) **Membership.** The committee shall be composed of the chair and two vice chairs of the Board of Trustees, the immediate past chair of the Board, the chairs of the Committee on Academic Affairs, the Audit Committee, the Committee on Business and Finance, the Committee on Advancement, the Committee on Information Technology, the Committee on Investments, the Committee on Facilities and Infrastructure, the Committee on Trusteeship, and the president of the corporation. The committee may include at least one at-large Trustee.
  - (b) **Officers.** The chair and vice chairs of the Board of Trustees shall be the chair and vice chairs of the committee.
  - (c) **Staff Support.** The secretary to the Board shall serve as secretary of the committee and shall provide appropriate staff and service support.
  - (d) **Functions.** The committee serves as the primary committee of the Board of Trustees, responsible for reviewing and coordinating all planning and operating aspects of the corporation. The committee shall be responsible for the review of any actions concerning any proposal which impacts the corporation. The committee may take action on items in the interim between meetings of the Board, and those actions must be submitted for review and/or approval at the next regular meeting of the Board of Trustees.
  
3. **Committee on Academic Affairs.** There shall be established a Committee on Academic Affairs as one of the standing committees of the Board of Trustees.
  - (a) **Membership.** The committee shall include at least four members of the Board. The executive vice president and provost of the corporation shall serve as an *ex officio* member without vote.
  - (b) **Officers.** There shall be a chair, who shall be a committee chair of the Board, and a committee vice chair.

- (c) **Staff Support.** The executive vice president and provost of the corporation shall serve as secretary of the committee and shall provide appropriate staff and service support.
  - (d) **Functions.** The committee shall have primary responsibility for the development of policies concerning the educational activities of the University. It shall recommend to the Board the conferring of degrees and shall report to the Board its actions regarding the appointment of regular members of the faculty (approval of short-term or temporary faculty appointments shall be delegated to the president of the corporation working with the appropriate Graduate University faculty bodies). The faculty shall establish and maintain such rules for its general procedures as shall not conflict with these Bylaws, and copies thereof and changes therein shall be approved by the Committee on Academic Affairs and by the Board of Trustees.
4. **Committee on Business and Finance.** There shall be established a Committee on Business and Finance as one of the standing committees of the Board of Trustees.
- (a) **Membership.** The committee shall include at least four members of the Board. The senior vice president for finance and administration, and treasurer of the corporation shall serve as an *ex officio* member without vote.
  - (b) **Officers.** There shall be a chair, who shall be a committee chair of the Board, and a committee vice chair.
  - (c) **Staff Support.** The senior vice president for finance and administration, and treasurer of the corporation shall serve as secretary of the committee and shall provide appropriate staff and service support.
  - (d) **Functions.** The committee shall have primary responsibility for developing and making recommendations to the Board of Trustees concerning the business and financial affairs of the corporation. The committee shall review and recommend to the Board for its approval policies concerning business management, financial management, and budget planning and development.
5. **Committee on Advancement.** There shall be established a Committee on Advancement as one of the standing committees of the Board of Trustees.
- (a) **Membership.** The committee shall include at least four members of the Board. The vice president for advancement shall serve as an *ex officio* member without vote.
  - (b) **Officers.** There shall be a chair, who shall be a committee chair of the Board, and a committee vice chair.
  - (c) **Staff Support.** The vice president for advancement shall serve as secretary of the committee and shall provide appropriate staff and service support.
  - (d) **Functions.** The committee shall have the primary responsibility for the development of policies and programs for fundraising for the corporation and shall assume a leadership position with the Board and all matters relating to development. The committee shall also be responsible for the development of

long-range and short-range programs for the financial strengthening of the corporation, and for plans and programs for public relations of the corporation and their recommendation to the Board of Trustees. The committee shall have the authority to retain professional development counsel as deemed necessary.

6. **Committee on Trusteeship.** There shall be established a Committee on Trusteeship as one of the standing committees of the Board of Trustees.
- (a) **Membership.** The committee shall include at least four members of the Board, one of whom shall also be the chair of the Advancement Committee. The vice president for advancement shall serve as an *ex officio* member without vote.
  - (b) **Officers.** There shall be a chair, who shall be a committee chair of the Board, and a committee vice chair.
  - (c) **Staff Support.** The secretary to the Board shall serve as secretary of the committee and shall provide appropriate staff and service support.
  - (d) **Functions.** The committee is responsible for:
    - i. monitoring the overall operations of the Board of Trustees, insuring to the extent possible, strong relationships among Trustees and with the University, high morale among the Trustees, comprehensive orientations at the beginning of each Trustee's service, and broad participation in discussion and Board decisions;
    - ii. monitoring the individual performance of Trustees as to attendance, participation and overall support of the University in consideration of their reelection;
    - iii. in consultation with the staff officers, the president and the chair of the Board, monitoring the chairs of the various standing committees and special task groups; nominating the officers of the Board and the officers of the corporation;
    - iv. searching for and nominating to the Board candidates who will contribute to the achievements of the goals of the University.
7. **Committee on Investments.** There shall be established a Committee on Investments as one of the standing committees of the Board of Trustees.
- (a) **Membership.** The committee shall include at least four members of the Board. The senior vice president for finance and administration and treasurer of the corporation shall serve as an *ex officio* member without vote.
  - (b) **Officers.** There shall be a chair, who shall be a committee chair of the Board, and a committee vice chair.
  - (c) **Staff Support.** The senior vice president for finance and administration and treasurer of the corporation shall serve as secretary of the committee and shall provide appropriate staff and service support.

- (d) **Functions.** The committee shall develop, subject to ratification by the Board of Trustees, an investment policy. The committee shall recommend to the Board of Trustees the appointment of investment advisors. The committee shall direct the purchase and sale of securities and of real estate (other than real estate held as campus or designated by the Board as sites for future campus requirements, future colleges, or joint services) and the investment and reinvestment of the funds of the corporation.
8. **Committee on Facilities and Infrastructure.** There shall be established a Committee on Facilities and Infrastructure as one of the standing committees of the Board of Trustees.
- (a) **Membership.** The committee shall include at least four members of the Board. The senior vice president for finance and administration, and treasurer of the corporation shall serve as an *ex officio* member without vote.
- (b) **Officers.** There shall be a chair, who shall be a committee chair of the Board, and a committee vice chair.
- (c) **Staff Support.** The senior vice president for finance and administration, and treasurer of the corporation shall serve as secretary of the committee and shall provide appropriate staff and service support.
- (d) **Functions.** The committee shall have the authority to review, study, and initiate all proposals related to the facilities and land use for the corporation. The committee may engage professional counsel as needed. Recommendations of the committee are subject to review and approval by the Board of Trustees.
9. **Committee on Information Technology.** There shall be established a Committee on Information Technology as one of the standing committees of the Board of Trustees.
- (a) **Membership.** The committee shall include at least four members of the Board. The senior vice president for finance and administration, and treasurer of the corporation shall serve as an *ex officio* member without vote. The committee may include individuals who are not members of the board to serve in an advisory capacity.
- (b) **Officers.** There shall be a chair, who shall be a committee chair of the Board, and a committee vice chair.
- (c) **Staff Support.** The senior vice president for finance and administration, and treasurer of the corporation shall serve as secretary of the committee and shall provide appropriate staff and service support.
- (d) **Functions.** The committee shall have primary responsibility for the development of policies on appropriate uses of information technology (IT), and on strategies and practices to incorporate IT to support the academic mission and programs of the university. In this regard, the committee shall work closely with the Committee on Academic Affairs, the executive vice president and

provost, and the campus Academic Computing Committee (ACC) to create an integrated approach for the use of IT, including the on-going funding of infrastructure and program support. Where appropriate, the committee shall coordinate activities and recommendations with the Committee on Business and Finance and the Committee on Development. The committee shall assume a leadership position with the Board on all matters relating to information technology.

10. **Audit Committee.** There shall be established an Audit Committee as one of the standing committees of the Board of Trustees.
  - (a) **Membership.** The committee shall include at least four members of the Board, the senior vice president for finance and administration, and treasurer of the corporation shall serve as an *ex officio* member without vote.
  - (b) **Officers.** There shall be a chair, who shall also be a committee chair of the Board and a committee vice chair.
  - (c) **Staff Support.** The senior vice president for finance and administration, and treasurer of the corporation shall serve as secretary of the committee and shall provide appropriate staff and service support.
  - (d) **Functions.** Since the auditors for Claremont Graduate University are chosen in conjunction with the other non-Pomona Claremont Colleges, the chair of the Audit Committee, or his/her appointee, shall participate in the process of choosing the auditors for the Claremont University Consortium. The committee shall receive annual audited financial statements of Claremont Graduate University from the certified public accounting firm, and shall transmit said report to the Board of Trustees. The committee shall review the external auditors' management letter, which discusses the strengths and weaknesses of the University's financial procedures; and recommend annually to the Board for its approval the financial audit of the University. The committee shall receive the annual report of the controller on related party transactions and shall transmit said report to the Board of Trustees.
  
11. **Terms of Committee Chairs and Committee Vice Chairs.** The term of committee chairs is three years, with the possibility of three one-year extensions; a maximum of six years total, subject to approval by majority vote of the Trustees present at the annual meeting upon nomination by the Committee on Trusteeship, with consultation of the Board chair and president. Committee vice chairs shall be appointed annually by the committee chair.
  
13. **Additional Committees.** The Board of Trustees may, by resolution adopted by a majority of the Trustees present at the meeting, create additional committees, each consisting of four or more Trustees, to serve at the pleasure of the Board, which committees may exercise the prescribed authority delegated to it by the Board. In no case may any committee exercise the authority of the Board of Trustees. In no case shall an *ad hoc* or special committee of the Board continue in existence for more than



twelve months from the date of its initial appointment unless specific Board action is taken to continue the committee for another twelve-month period.

14. **Authority to Delegate Powers.** The Board of Trustees may delegate to any special or standing committee such powers as it may deem appropriate, except as such delegation is limited by law or by these Bylaws. Specifically, no committee of the Board may take any of the following actions:
- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board.
  - (b) The amendment or repeal of Bylaws or the adoption of new Bylaws.
  - (c) The amendment or repeal of any resolution of the Board which, by its express terms, is not so amendable or repealable.
  - (d) The appointment of committees of the Board or the members thereof, where such committees exercise the authority of the Board.
  - (e) The approval of any self-dealing transaction except as provided in Paragraph 3 of Subdivision (d) of Section 5233 of the California Corporations Code.

#### **ARTICLE IV. AFFILIATED INSTITUTIONS**

Educational, research and non-profit institutions whose primary missions are advancement of teaching or research shall be eligible for association with the corporation as affiliated institutions. The terms and nature of such affiliation shall be approved by the Board of Trustees on the recommendation of the president of the corporation. Such affiliated institutions may be disaffiliated either by agreement, on one year's notice by either party, or, in the event of failure of the affiliated institution to meet its previously agreed-upon commitments and obligations to the corporation, on six months' notice.

**ARTICLE V. STATEMENT OF NONDISCRIMINATION**

The corporation does not discriminate in the administration of its educational policies, admissions policies, the employment of faculty and staff, or the selection and election of members of the Board of Trustees on the basis of race, religion, national origin, age, gender, marital status, sexual orientation, non-disqualifying handicap, or veteran's status.

## **ARTICLE VI. MISCELLANEOUS**

### **1. Signature Authorizations.**

- (a) All checks for the disbursements of funds of the corporation shall be signed manually or by the use of facsimile signatures as ordered by the Board of Trustees. The list of authorized signatories shall include the president, senior vice president, and the vice presidents, as well as those others authorized on an annual basis by the Board of Trustees.
- (b) All contracts, proposals, instruments of assignments, transfers, and similar instruments must be signed by at least two officers of the corporation if the total value of the agreement is more than \$250,000 or a commitment of more than three years in duration. It is provided, further, that the Board of Trustees may authorize one or more officers or employees of the corporation to sign proposals for research or service contracts, applications for grants and gifts, subcontracts and purchase orders, and other instruments, specifying in such resolution:
  - (i) Whether prior authorization of any such documents by the Board of Trustees or any committee shall be required.
  - (ii) The number of signatures required on any such document.
  - (iii) The limitations upon the exercise of such signing authority.
  - (iv) The extent, if any, to which signing authority may be delegated by the person or persons so authorized to sign.
- (c) All diplomas evidencing academic degrees granted by the corporation shall be signed, manually or by the use of facsimile signatures, by the chair of the Board and the president, or by such other person or persons as may be designated by the Board.

2. **Audit.** The Board of Trustees shall, at such time or times as they deem desirable, but at least once annually, engage an independent auditor to audit the books of the corporation and report to the Board of Trustees. The auditor shall have the power to call upon any officer, agent, faculty member, or other employee of the corporation for information, and to review any book, paper, or other document pertaining to the corporation's business affairs.

3. **Seal.** A corporate seal, an impression of which follows this section, is hereby adopted as the seal of the corporation, and shall be safely held by the secretary of the corporation.

### **4. Conflicts of Interest.**

- (a) Any actual or possible conflict of interest on the part of any Trustee, whether a voting Trustee or not, shall be disclosed to the other Trustees and made a matter of record through an annual procedure to be established by the Board and also when the interest becomes a matter of Board action.

- (b) Any Trustee having such actual or possible conflict of interest, or withdrawing from considering an agenda item due to a conflict of interest, shall not vote or use his or her influence on the matter in question, but may be counted in determining the presence of a quorum at a meeting of the Board of Trustees which authorizes, approves or ratifies the actual or possible conflict of interest transaction. The minutes of the meeting shall reflect such disclosure, abstention from voting and the quorum situation.
- (c) The foregoing shall not be construed to prevent a Trustee from briefly stating his or her position in the matter, nor from answering pertinent questions of other Trustees.
- (d) Any new Trustee will be advised of this policy upon entering into the duties of his or her office as a director.

## ARTICLE VII. AMENDMENTS

1. **Amendments.** These Bylaws may be amended at any meeting of the Board of Trustees by a vote of two-thirds of the current, full-voting membership of the Board of Trustees. Notice of a proposal to amend the Bylaws shall be given in the notice for the meeting.
  
2. **Previous Amendments.** The revision and amendments of the following dates are herewith superseded on the date of the Board's adoption of these Bylaws:

As revised and amended.

October 20, 2000  
May 11, 2001  
May 17, 2002  
October 18, 2002  
October 17, 2003  
October 21, 2005  
May 11, 2007  
May 16, 2008  
May 15, 2009  
March 5, 2011  
May 13, 2011  
March 2, 2012  
June 27, 2013  
June 5, 2014  
March 3, 2016  
May 13, 2016

**ARTICLE VIII. CONSTITUTION OF THE CLAREMONT COLLEGES**

The Constitution of The Claremont Colleges, as approved in May 12, 2000, is hereby incorporated in these Bylaws and is attached as Appendix A.

## ARTICLE IX. INDEMNIFICATION

1. **Definitions.** For the purpose of this Article IX "agent" means any person who is or was a Trustee, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article IX.
  
2. **Indemnification in Actions by Third Parties.** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the attorney general or a person granted relater status by the attorney general for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.
  
3. **Indemnification in Actions by or in the Right of the Corporation.** The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law or brought by the attorney general or a person granted relater status by the attorney general for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:
  - (a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and



reasonably entitled to indemnity for the expenses which such court shall determine:

- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
  - (c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the attorney general.
4. **Indemnification Against Expenses.** To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article IX or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.
5. **Required Determinations.** Except as provided in Section 4 of this Article IX, any indemnification under this Article IX shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article IX, by:
- (a) A majority vote of a quorum consisting of Trustees who are not parties to such proceeding.
  - (b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.
6. **Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article IX.
7. **Other Indemnification.** No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the Trustees, an agreement or otherwise, shall be valid unless consistent with this Article IX. Nothing contained in this Article IX shall affect any right to indemnification to which persons other than such Trustees and officers may be entitled by contract or otherwise.
8. **Forms of Indemnification Not Permitted.** No indemnification or advance shall be made under this Article IX, except as provided in Sections 4 or 5(b), in any circumstances where it appears:
- (a) That it would be inconsistent with a provision of the Articles, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action

asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
9. **Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article IX.
10. **Non-applicability to Fiduciaries of Employee Benefit Plans.** This Article IX does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section I of this Article IX. The corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the California General Corporation Law.