WASHINGTON ADVENTIST UNIVERSITY, INCORPORATED

BYLAWS

(As amended by the Washington Adventist University Constituency on April 15, 2011, at the Sligo Seventh-day Adventist Church)

ARTICLE I—NAME AND LOCATION

The name of the corporation is Washington Adventist University, Incorporated (the “Corporation”). The location of the principal office of the corporation is 7600 Flower Avenue, Takoma Park, County of Montgomery, State of Maryland.

ARTICLE II—RELATIONSHIPS AND PURPOSES

Washington Adventist University is sponsored by the Columbia Union Conference of Seventh-day Adventists as an integral part of the system of educational institutions established throughout the world by the Seventh-day Adventist Church. The aims and purposes for which this institution is formed are set forth in the Articles of Incorporation and include the establishment, maintenance and conduct of an institution of higher learning.

ARTICLE III—CONSTITUENCY

3.1 Membership. The constituency of the Corporation shall consist of the following:

3.1.1 The Executive Committee of the Columbia Union Conference of Seventh-day Adventists.

3.1.2 The members of the Board of Trustees of Washington Adventist University ("WAU" or the "University").

3.1.3 Four (4) members each from the conference committees of the Allegheny East and Potomac Conferences, elected by their conference committees.

3.1.4 Three (3) members each from the conference committees of the Allegheny West, Chesapeake, New Jersey, Mountain View, Ohio and Pennsylvania Conferences, elected by their conference committees.

3.1.5 All senior and junior academy principals in the Columbia Union.

3.1.6 The education officer from each conference in the Columbia Union.

3.1.7 Eight (8) members appointed by the WAU executive officers.
3.1.8 Fifteen (15) WAU faculty members elected by the faculty.

3.1.9 Seven (7) WAU staff members elected by the staff.

3.1.10 Ten (10) alumni recommended by the WAU Alumni Association and approved by the WAU Board of Trustees.

3.1.11 Seven (7) others appointed by the WAU Board of Trustees.

3.1.12 The Vice President for Education of the North American Division of Seventh-day Adventists or his or her designee.

3.2 Terms and Termination

3.2.1 Term of Membership. The term of membership in the Corporation shall be five (5) years unless sooner terminated as specified in paragraph 2 of this Section.

3.2.2 Termination of Membership. Membership in the Corporation shall not be transferable and shall be terminated by death, resignation, expulsion or upon failure of a member of the Corporation to retain the incidents of qualification as described in these Bylaws.

3.2.3 Replacement of Members. A terminated member shall be replaced by the successor in office or by the group or committee empowered by these Bylaws to select members of this Corporation.

3.3 Constituency Meetings of the Corporation. The following rules shall apply for constituency meetings of the Corporation:

3.3.1 Chair. At all meetings of the constituency, the Chair of the Board of Trustees, or in his or her absence, the Vice Chair; in the absence of both the Chair and the Vice Chair, a chair pro tem appointed by the Chair of the Board of Trustees, shall preside.

3.3.2 Secretary. The President of the Corporation shall act as secretary for the meeting.

3.3.3 Calling a Meeting. Regular meetings and mid-term meetings of the Corporation shall be called by the Board of Trustees.

3.3.3.1 A regular meeting shall be held in the same year as the regular session of the Columbia Union Conference of Seventh-day Adventists.

3.3.3.2 A mid-term meeting shall be held at least two (2) years prior to a regular meeting. All
powers specified in Section D of this article may be exercised at a mid-term meeting except the
nomination and election of the Board of Trustees.

3.3.3.3 Special meetings may be called by a two-thirds (2/3) vote of the total membership of the Board of Trustees.

3.3.4 Background Materials. At least three (3) weeks prior to each constituency meeting, the Secretary of the Board of Trustees shall deliver to each constituent member by standard or electronic mail such background materials as deemed pertinent. These materials shall include:

3.3.4.1 The agenda
3.3.4.2 Minutes of the most recent meeting of the constituency
3.3.4.3 The most recent audited financial statement(s) of the Corporation
3.3.4.4 The current financial statement(s) of the Corporation
3.3.4.5 A copy of the Bylaws under which the meeting is called
3.3.4.6 A copy of any proposed changes to the Bylaws
3.3.4.7 The latest edition of the General Conference Rules of Order.

3.3.5 Notice of Meetings. At least thirty (30) days prior to any constituency meeting, the Secretary of the Board of Trustees shall announce such meeting to the constituency by publication in the Columbia Union Visitor, or such other method as may be determined by the executive committee of the WAU Board of Trustees, setting forth the time, place and purpose of the meeting.

3.3.6 Rules for a Quorum.

3.3.6.1 A quorum of the constituency for the transaction of business at any meeting shall be not less than fifty percent (50%) of the members of the constituency.
3.3.6.2 When a quorum is achieved, a majority of those present and voting shall elect the Board of Trustees and shall decide questions that may come before it, except to amend or restate the Articles of Incorporation and Bylaws, which shall require a two-thirds (2/3) majority of those present and voting.
3.3.6.3 Each member shall cast only his or her own vote, and no votes cast by proxy shall be recognized.

3.3.7 Rules. The latest edition of the General Conference Rules of Order shall govern the conduct of all meetings of the constituency.
3.3.8 Minutes. The minutes of all constituency meetings shall be approved at the first regular meeting of the Board of Trustees.

3.3.9 Powers, Functions and Duties. In addition to the powers conferred upon the members of the Corporation by law, the members shall have the following powers, functions, and duties:

3.3.9.1 To elect, upon nomination by a nominating committee, the Board of Trustees of the Corporation at a regular meeting of the constituency.

3.3.9.2 To receive reports of WAU.

3.3.9.3 To amend or restate the Articles of Incorporation and Bylaws of the Corporation.

3.3.9.4 To take such other actions as may be necessary and proper to carry out the purposes of the Corporation.

ARTICLE IV—CORPORATE OFFICERS

4.1 Appointment and Removal of Officers.

4.1.1 The officers of the Corporation shall be appointed by the Board of Trustees. The officers so appointed shall be:

4.1.1.1 A chief executive officer, who is the President of the University;

4.1.1.2 A secretary, who is the chief academic officer of the University

4.1.1.3 A treasurer, who is the chief financial officer of the University; and

4.1.1.4 Such other officers as may be appointed by the Board of Trustees.

4.1.2 All officers of the Corporation shall be members in regular standing of the Seventh-day Adventist Church.

4.1.3 Officers shall hold office until their successors have been appointed, or until the officer has been removed, resigned or died.

4.1.4 Any officer appointed by the Board of Trustees may be removed by a two-thirds (2/3) vote of the Board of Trustees when the best interests of the Corporation would be served thereby, as determined at the sole discretion of the Board of Trustees.

4.2 President.
4.2.1 *Duties and Responsibilities.* The President shall be the chief executive officer of the Corporation and shall be responsible for:

4.2.1.1 Carrying out the vision, mission, and the strategic and general direction of WAU.

4.2.1.2 Representing WAU before the public, including presiding at all public academic occasions and at the Board of Trustees.

4.2.1.3 Directing the implementation of the policies and the fulfillment of the directives of the Board of Trustees.

4.2.1.4 Presenting an annual comprehensive report to the Board of Trustees that includes the annual audited financial statement(s).

4.2.1.5 Presenting the annual budget of WAU.

4.2.1.6 Formulating recommendations in all areas of policy and planning to the Board of Trustees.

4.2.1.7 In consultation with the Chair of the Board of Trustees planning for and scheduling regular and special meetings of the Board of Trustees.

4.2.1.8 In consultation with the Chair of the Board of Trustees, preparing the agenda for meetings of the Board of Trustees and for meetings of the Members of the Corporation;

4.2.1.9 Preparing and sending written notices and required materials to all members of the Board of Trustees and members of the Corporation within the time periods required herein.

4.2.1.10 Correspond and/or communicate, or cause a designee to correspond and/or communicate, with relevant entities and persons on behalf of the Board of Trustees;

4.2.1.11 Advising the Chair of the Board of Trustees on the membership of committees of the Board of Trustees.

4.2.1.12 Performing such other duties as may be prescribed by the Board of Trustees from time to time.

4.2.2 *Board Delegation.*

4.2.2.1 Unless otherwise required by law, any function of the President may be expressly delegated by the Board of Trustees to some other officer or agent of the Corporation.
4.2.2.2 In the event the President is unwilling or unable for any reason to serve as chief executive officer of the University, the duties of the President shall be performed by either a Vice President as designated by the Board of Trustees or the executive committee of the Board until such time as the president actually resumes such responsibilities or until such time as the Board of Trustees shall otherwise provide.

4.3 Secretary.

4.3.1 Duties and Responsibilities The Secretary of the Corporation shall be the chief academic officer, and shall be responsible to the President. The Secretary shall:

4.3.1.1 Serve as custodian of the corporate records and seal of the corporation and affix the seal to such papers and instruments as may be required in the regular course of business.

4.3.1.2 Keep, or cause a designee to keep, and to promptly circulate to members of the Board of Trustees a full and complete record of the proceedings of all board meetings.

4.3.1.3 As custodian to maintain, or cause a designee to maintain, all Board of Trustees policy statements, minutes, and other official records of the Board of Trustees.

4.3.1.4 Perform, or cause a designee to perform, other duties as prescribed from time to time by the President or the Board of Trustees.

4.4 Treasurer.

4.4.1 The Treasurer of the Corporation shall be the chief financial officer and shall be responsible to the president.

4.4.2 Duties and Responsibilities: The Treasurer shall:

4.4.2.1 Prepare and administer budgets of the Corporation.

4.4.2.2 Oversee accounting methods and procedures of the Corporation.

4.4.2.3 Have charge and custody of and be responsible for all funds and securities of the Corporation.

4.4.2.4 Oversee the receipting of monies due and payable to the Corporation from any source whatsoever, and the deposit of all monies received in the name of the Corporation in banks, trust companies or other depositories as authorized by the Board of Trustees.
4.4.2.5 Have authority to borrow on behalf of the Corporation such amounts as
are within the limits specified by the Board of Trustees from any commercial bank or other
lending institutions, and to execute in the treasurer’s name such documents evidencing the
borrowing of monies from such lending institutions, no further authorization then being required.
Such authority shall be limited to an amount specified periodically by the Board of Trustees, or
as otherwise approved by the finance committee of the Board of Trustees.

4.4.2.6 Sign deeds, conveyances, mortgages, contracts, promissory notes, annuity
agreements, trust agreements, life income agreements, and other instruments of similar character
and import on behalf of the Corporation.

4.4.2.7 Perform all other duties as the President may delegate or the Board of
Trustees may authorize.

4.4.2.8 All documents required to be signed in 4.4.2.5, 4.4.2.6, 4.4.2.7 shall also
have the signature of the president of the Corporation, and, if required, the seal affixed by the
Secretary of the Corporation.

4.5 Other Corporate Officers. The Board of Trustees may appoint other officers as the business
of the Corporation may require. Each shall hold office for such period and have such authority
and perform such duties as provided by these Bylaws or as the Board of Trustees from time to
time may authorize.

ARTICLE V—COMMITTEES OF THE CONSTITUENCY

5.1 The Nominating Committee.

5.1.1 The Executive Committee of the Board of Trustees shall appoint a Nominating
Committee and chair at least sixty (60) days prior to the constituency meeting for the purpose of
nominating a Board of Trustees.

5.1.2 The report of the Nominating Committee shall be presented to the Corporation’s
regular constituency meeting for vote.

5.1.3 The Nominating Committee shall consist of at least nine (9) members. The
members shall include the following:

5.1.3.1 Two (2) faculty members selected by the faculty in session and one (1)
staff member selected by the staff in accord with procedures adopted by the Board of Trustees.
5.1.3.2 Three (3) ex officio members from the Board of Trustees.

5.1.3.3 Three (3) representatives from the membership of the constituency.

5.1.3.4 Additional members appointed by the Board of Trustees.

5.1.4 The Nominating Committee shall meet at least once prior to the constituency meeting.

5.2 The Bylaws Revision Committee.

5.2.1 The Executive Committee of the Board of Trustees shall appoint a Bylaws Revision Committee, including a chair, at least six (6) months prior to the constituency meeting.

5.2.2 The Bylaws Revision Committee shall consist of not more than seven (7) members chosen from the administration, the faculty and staff, the Board of Trustees, and the voting membership of the constituency at large.

ARTICLE VI—BOARD OF TRUSTEES

6.1 General Powers. The Board of Trustees shall have the maximum powers permitted by law, generally and specifically, to:

6.1.1 Appoint the President and the other officers of the Corporation in accordance with procedures adopted by the Board of Trustees.

6.1.2 Direct the officers to carry out the business of the Corporation.

6.1.3 Adopt policies consistent with the Articles of Incorporation and the Bylaws for the guidance of the officers.

6.1.4 Incur indebtedness up to any limitations and provisions otherwise set forth herein.

6.1.5 Buy, sell, transfer, convey, mortgage, encumber, lease, license or otherwise dispose of the real and personal property of the Corporation for the benefit of the Corporation.

6.1.6 Appoint trustees to fill vacant seats on the Board of Trustees.

6.1.7 Remove trustees from membership on the Board of Trustees for cause by an affirmative vote of not less than two-thirds (2/3) of the total membership of the Board.

6.1.8 Grant emeritus status to administrative and academic personnel.

6.1.9 Appoint members to all standing or ad hoc committees of the Board of Trustees and set the scope and authority of the committee to act and/or report.
6.1.10 Such other powers as may be considered necessary to carry out fully the duties and responsibilities of the Board of Trustees in order to benefit the Corporation, including those set forth below in Section 6.2 herein below.

6.2 Duties and Responsibilities of the Board of Trustees. The Board of Trustees shall:

6.2.1 Direct the business and affairs of the Corporation through appropriate delegation of duties and responsibilities to the officers of the Corporation.

6.2.2 Evaluate the effectiveness of the Corporate officers, in consultation with the Corporate officers, vice presidents, deans, other administrative personnel, department chairs, and full-time faculty members of WAU.

6.2.3 Adopt a strategic plan of WAU, and evaluate and revise the plan at least every five years.

6.2.4 Assure that WAU continues to meet accreditation standards by regularly reviewing a presidential report on accreditation issues.

6.2.5 Adopt an annual budget for WAU.

6.2.6 Select the auditor for the Corporation, and review the auditor’s annual report.

6.2.7 Lead the fundraising efforts of WAU by counsel and deed.

6.2.8 Stay informed about the educational, occupational, moral, spiritual, and social issues of students, faculty, staff and administration of WAU.

6.2.9 Develop the necessary financial support adequate for the operation and development of WAU.

6.2.10 Establish and promote the vision, mission and the strategic and general direction of WAU.

6.2.11 Stay informed of the work of the University’s various departments, committees and programs.

6.2.12 Formulate, adopt, revise and maintain corporate policies.

6.2.13 Approve policy handbooks of WAU and evaluate their effectiveness from time to time.

6.2.14 Act at all times in the best interests of WAU to the exclusion of all other interests.
6.2.15 Except as otherwise required by law, safeguard the confidences and secrets of WAU and keep confidential any and all information that would be detrimental or disadvantageous to the performance of the officers or functioning of the University.

6.2.16 Attend meetings of the Board of Trustees and its committees faithfully, such that if a Trustee is absent from more than two (2) consecutive meetings, the Board may, at its discretion, seek to remove such Trustee for cause from the Board of Trustees.

6.2.17 Perform such other functions as are customarily within the purview of a University Board of Trustees.

6.3 Reservation of Power.

6.3.1 The Board of Trustees reserves to itself final authority for certain approvals, authorizations and control. Its actions shall take precedence over all other institutional actions, documents and statements.

6.3.2 The Board shall exercise its powers, duties and responsibilities in accordance with the limitations and provisions of these Bylaws as imposed by the constituency, and said constituency, in a meeting properly called in accordance with the terms of these Bylaws shall be followed by Board of Trustees in emergencies requiring action beyond the Board’s defined powers herein.

6.4 Number and Tenure of Members.

6.4.1 Trustees shall be elected at the regular session of the constituency and shall serve, absent resignation, removal or demise, until the election of their successors at the following regular session of the constituency.

6.4.2 The Board of Trustees shall have a membership of up to thirty-three (33), at least thirty (30) of whom shall be members of the Seventh-day Adventist Church.

6.4.3 All trustees selected shall be appointed to comply with the following:

6.4.3.1 Trustees representing the service area of the Columbia Union Conference.

6.4.3.2 At least seven (7) trustees shall represent a variety of ethnic groups.

6.4.3.3 At least seven (7) trustees shall be women.

6.4.3.4 At least one (1) trustee shall be under thirty-five (35) years of age at the time of election.
6.4.3.5 At least five (5) trustees shall be alumni.

6.4.4 Members (Voting) There shall be 33 voting members of the Board of Trustees, elected as follows:

6.4.4.1 Sixteen (16) trustees who are not employees of the Seventh-day Adventist Church nominated by the nominating committee.

6.4.4.2 One (1) member of the WAU faculty elected by the faculty to serve one term.

6.4.4.3 Sixteen (16) trustees shall be ex officio members of the Board of Trustees and shall consist of the following:

   (i) President, Secretary, Treasurer and Vice President for Education of the Columbia Union Conference;

   (ii) President of Washington Adventist University;

   (iii) President of each of the eight local conferences within the Columbia Union Conference;

   (iv) Senior pastor of the Sligo Seventh-day Adventist Church,

   (v) President of Adventist HealthCare, Inc. and

   (vi) President of the Alumni Association of Washington Adventist University.

6.4.5 Vacancies. Vacancies on the Board of Trustees that occur between regular meetings of the constituency shall be filled by the Board of Trustees.

6.4.6 Attendance. Absence of a trustee from more than two (2) consecutive meetings may be cause for removal from the Board of Trustees.

6.4.7 Resignation.

   6.4.7.1 A trustee who is not serving ex officio may resign at any time by giving written notice to the Chair of the Board of Trustees.

   6.4.7.2 A trustee serving ex officio shall be deemed to have resigned as of his or her last effective day in office.

6.5 Invitees (Non-voting)

   6.5.1 Privileges. All invitees have voice privileges and may be recognized as representing the interests of their constituency, but are not members of the Board of Trustees.
When the Chair calls the Board of Trustees into executive session, some or all of the invitees may be excused.

6.5.2 Invitations. The following individuals shall be invited to attend meetings of the Board of Trustees:

6.5.2.1 The Treasurer and Secretary of the Corporation.
6.5.2.2 All vice presidents of the University
6.5.2.3 Two (2) faculty members selected by the faculty to serve for one academic year term.
6.5.2.4 One (1) staff member selected by the staff to serve for one (1) academic year term.
6.5.2.5 The Student Association president to serve for one (1) academic year term.
6.5.2.6 The Vice President for Education of the North American Division.
6.5.2.7 Two (2) senior academy principals from the Columbia Union, on an annual rotating schedule as determined by the Board of Trustees, shall be invited to attend meetings for one (1) academic year term.

6.6 Officers. The officers of the Board of Trustees shall be as follows:

6.6.1 Chair. A Chair who shall be the president of the Columbia Union Conference of Seventh-day Adventists. The Chair shall preside at all regular and special meetings of the Board of Trustees and shall ensure that all actions of the constituency and Board of Trustees are carried into effect through the WAU President.

6.6.2 Vice Chair. A Vice Chair who shall be the secretary of the Columbia Union Conference of Seventh-day Adventists. The Vice Chair shall assume the duties in the chair’s absence.

6.6.3 Secretary of the Board. A Secretary who shall be the president of Washington Adventist University bearing the following duties:

6.6.3.1 Determine agenda items in consultation with the Chair of the Board of Trustees. The agenda and all accompanying materials shall be made available to trustees at least ten (10) days before a meeting, unless otherwise specified in these Bylaws.
6.6.3.2 Assist the Chair in developing schedules for all meetings of the Board of Trustees and its committees.

6.6.3.3 See that all notices are duly given in accordance with the provisions of these Bylaws and as required by law.

6.6.3.4 Keep a full and complete record of the proceedings of the meetings of the Board of Trustees.

6.7 Meetings. The following rules for meetings shall be in effect:

6.7.1 Authority to call a Meeting.

6.7.1.1 Meetings of the Board of Trustees shall be called by the Chair or, if the Chair is absent or disabled, by the Vice Chair by standard or electronic mail.

6.7.1.2 Meetings may be called by any nine (9) members of the Board of Trustees. The call shall be delivered to the Secretary of the Board and shall set forth the time, place, and manner of the meeting and shall state the object of the meeting. The Secretary shall deliver notice of such meeting in accordance with Section 6.7.3 hereof.

6.7.2 Number of Meetings. The Board of Trustees shall meet a minimum of three (3) times annually.

6.7.3 Notice of Meetings. Notice of each meeting of the Board of Trustees shall be sent to the trustees in writing no less than ten (10) days prior to the date of the meeting. Notices shall be sent by mail or, if the trustee has agreed in writing thereto, by electronic mail. Notices will be delivered to the last known mailing or email address.

6.7.4 Agenda and Informational Materials. An agenda and background and informational materials related thereto, shall be delivered by mail (or electronic mail if in conformance with the notice requirement in 6.7.3 above) no less than ten (10) days prior to the date of the meeting.

6.7.5 Emergency Meetings.

6.7.5.1 The Board of Trustees may hold an emergency meeting, without the notice required in 6.7.3, provided at least a quorum of the members is physically present at such meeting.
6.7.5.2 For an emergency meeting, members not needed to meet the quorum requirement may join and vote by teleconference call provided any such votes of nonpresent members are ratified in writing by such members within five (5) days of their vote.

6.7.5.3 A decision by a majority of the Board members present at such a meeting (either physically or by teleconference call) will be binding, provided 3/4 of all absent members (those not present physically or by teleconference) file with the Secretary of the Board, within five (5) days of the date of the emergency meeting, a waiver of the previous notice of meeting requirement set forth in 6.4.2 above.

6.7.6 Voting. Each trustee shall cast only one (1) vote, and no votes cast by proxy shall be recognized.

6.7.7 Quorum. At any meeting of the Board of Trustees, a quorum shall consist of not less than fifty percent (50%) of the Board of Trustees, including not less than 50% of those not employed by the Seventh-Day Adventist Church, pursuant to Section 6.4.4.1.

Article VII – Committees of the Board of Trustees

7.1 Unless otherwise specified, all committee members shall be trustees. The Committees may invite or the president may appoint for administrative support, from time to time, for a portion or all of their meetings, persons invitees, including one or more which may include of the faculty, staff or administrators of the University in a non-voting capacity.

7.2 The Executive Committee. The Board of Trustees shall establish and maintain an Executive Committee of the Board in accordance with the following provisions:

7.2.1 Membership. The Executive Committee of the Board of Trustees shall be comprised of no more than eleven (11) members of the Board of Trustees, and shall include the following persons:

7.2.1.1 The Chair and Vice Chair of the Board of Trustees,
7.2.1.2 The Chair of the Finance Committee of the Board of Trustees,
7.2.1.3 The President of Washington Adventist University,
7.2.1.4 Two conference presidents, who shall be chosen by the Board of Trustees.
7.2.1.5 Five (5) additional members of the Board of Trustees from among persons not employed by the Seventh-day Adventist Church elected pursuant to Article 6, Section 6.4.4.1, taking into consideration ethnic and gender diversity for the Committee.
7.2.2 Quorum. A quorum of the Executive Committee of the Board of Trustees shall consist of six (6) members, at least three of whom must be members in accordance with 7.2.1.5.

7.2.3 Powers. Between Board meetings, the Executive Committee may meet to discuss and act on:

7.2.3.1 Emergency items that could not have been anticipated at the last meeting of the full Board and cannot be deferred until the next meeting. These actions must be in accordance with the terms of reference of the committee, or

7.2.3.2 Actions required by these Bylaws to be undertaken by the Executive Committee.

7.2.4 Minutes. Minutes of the meetings of the Executive Committee shall be submitted for review and approval by the Board of Trustees at its next meeting.

7.2.5 Chair. The Chair of the Board of Trustees or, in the absence of the Chair, the Vice Chair, shall serve as Chair of the Executive Committee.

7.3 Finance Committee.

7.3.1 Membership. The Board shall establish a Finance Committee consisting of at least five (5) trustees as well as the President, Provost, and Treasurer of the Corporation.

7.3.2 Powers. This Committee shall serve as a strategic budgetary and financial planning committee with authority to make recommendations to the Board in the development and implementation of financial policies and procedures for the Corporation.

7.4 Audit Committee.

7.4.1 Membership. The Board shall establish an Audit Committee consisting of five (5) trustees. No individual employed by the Seventh-day Adventist Church, elected pursuant to Article 6, Section 6.4.4.1., shall serve as a member of the Audit Committee.

7.4.2 Auditor Selection. The Committee shall recommend to the Board of Trustees an auditor and, upon approval by the Board of Trustees, engage that audit firm.

7.4.3 Meetings. The Committee, with no officers of the Corporation or other non-trustee invitees present, shall meet in person with the auditor, both at the time of the selection and at least once each year.
7.3.2 **Duties.** This Committee shall review the audit and any findings or compliance issues therein and make recommendations to the Board regarding policies and actions necessary to address any issues identified in an audit.

7.5 **Governance Committee.** The Board shall establish a Governance Committee consisting of at least five (5) trustees. This Committee shall provide leadership and oversight relative to governance issues facing the Board and University, including the education and evaluation of members of the Board, and evaluation of the officers of the Corporation.

7.6 **Academic Affairs Committee.** The Board shall establish an Academic Affairs Committee consisting of at least five (5) trustees. This Committee shall make recommendations to the Board of Trustees with respect to the number and size of existing and proposed academic programs and policies. The Committee shall review and make recommendations to the Board or its Executive Committee on all academic appointments and promotions or removals of academic personnel.

7.7 **Student Life Committee.** The Board shall establish a Student Life Committee consisting of at least five (5) trustees. This Committee shall review and make recommendations to the Board of Trustees with respect to the non-academic programs and services for students, including the spiritual and physical health and welfare of the students attending the University.

7.8 **Advancement Committee.** The Board shall establish a Committee on Advancement consisting of at least five (5) trustees. This Committee shall review and make recommendations to the Board of Trustees with respect to the philanthropic, fundraising and development activities of the University, taking a leading role in developing a plan and strategy for major gifts, planned gifts and annual gift campaigns.

7.9 **Strategic Planning and Facilities Committee.** The Board shall establish a Strategic Planning and Facilities Committee consisting of at least five (5) trustees. This Committee shall review and make recommendations to the Board of Trustees with respect to the long-term strategic plans for the University and the short- and medium-term plans and actions for the physical plant and
campus, including the addition, modification (exceeding 10% of the building) or demolition of any buildings or other facilities. Recommendation by this Committee and action by the Board of Trustees shall be required for any capital expenditure in excess of $500,000.

7.10 Other Committees. The Board of Trustees may appoint additional committees or ad hoc committees and shall delegate such duties and responsibilities as the Board of Trustees in its sole discretion shall deem appropriate to achieve the purposes of the corporation.

ARTICLE VIII—FINANCES AND AUDITING

8.1 Open Records. All financial records of the Corporation shall at all times be subject to inspection by any member of the Board of Trustees upon reasonable notice to the Chief Executive Officer and Chief Financial Officer of the Corporation.

8.2 Annual Audits. The financial records shall be audited annually by an auditor appointed by the Board of Trustees upon recommendation of the Audit Committee. The auditors of the General Conference of Seventh-day Adventists shall be requested to annually undertake and perform such audits as in accordance with the policies of the Seventh-day Adventist Church.

ARTICLE IX—REPORTS

The President, the Secretary and the Treasurer of the Corporation and the Chair of the Audit Committee shall furnish reports to the Board of Trustees annually and to the constituency of the Corporation at its regular meetings.

ARTICLE X—SEAL

The seal of the Corporation shall consist of an ordinary-sized circular impression with the words “Washington Adventist University, Incorporated,” “Seal,” and “Founded 1904.”

ARTICLE XI—INDEMNIFICATION

11.1 Indemnification. In addition to any indemnification provided by applicable law, and except as otherwise prohibited by applicable law, the University shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil,
criminal, administrative, or investigative action, suit, or proceeding, by reason of the fact that the
person is or was a trustee, officer, employee, or an agent of the University, or is or was serving at
the request of the University as a trustee, officer, employee, or agent, of another domestic or
foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust, or
another enterprise, against expenses (including attorney’s fees), judgments, fines, and amounts
paid in settlement actually and reasonably incurred by the person in connection with such action,
suit, or proceeding, if the person acted in good faith and in a manner the person reasonably
believed to be in or not opposed to the best interests of the University, and, with respect to any
criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct
was unlawful.

11.2 Expenses. Expenses, including attorney’s fees, incurred by a trustee, officer, employee or
agent in defending any action, suit or proceeding described in the paragraph above, shall be paid
by the University as they are incurred, in advance of the final disposition of the action, suit or
proceeding, as authorized by the Board of Trustees in the specific case, and only upon receipt of
an agreement by or on behalf of the trustee, officer, employee, or agent to repay the amount, if it
is ultimately determined that he or she is not entitled to indemnification by the University.

Article XII—Changes to the Bylaws

These Bylaws may only be altered, amended, restated, repealed or suspended in whole or in
part, by a two-thirds (2/3) vote of those present and voting at any regular meeting of the
constituency or at a special meeting, where a quorum is present and notice of the proposal to
alter, amend, restate, repeal or suspend the bylaws has been announced in the call and notice of
such meeting.