

**BY-LAWS OF OCCIDENTAL COLLEGE
Amended April 22, 2022**

ARTICLE I

THE BOARD OF TRUSTEES

A. Ultimate responsibility for and authority over all matters relating to Occidental College (“College”) shall be vested in a Board of Trustees (“Board”). In the exercise of this responsibility and authority, the Board shall:

*Responsibility
and
Authority*

1. Formulate general policies for the attainment of the purposes of the College;
2. Appoint the President of the College and, upon recommendation of the President, the Vice Presidents of the College and the tenured members of the faculty of the College;
3. Award degrees and confer such other honors as may be appropriate;
4. Preserve, develop, and enhance the financial resources and property of the College;
5. Review and evaluate on a regular basis the various aspects and programs of the College; and
6. Promote broader and better understanding of the College and of higher education in society at large.

B. As used in these By-Laws, a “Trustee” is an individual who is a member of the Board. Membership on the Board of Trustees shall consist of:

Membership

1. At least Thirty-one and not more than forty-nine Board-Elected and Emeritus Faculty Trustees, as described

in Article I, Section D and E below, each of whom shall have one vote;

2. The President of the College, who shall be an ex officio member and have one vote; and

3. The President of the Alumni Association Board of Governors, who shall be an ex officio member and have one vote.

C. Board-Elected Trustees shall be those individuals who, upon nomination by the Nominating and Governance Committee, are elected by a majority of the Trustees, except when the Chair of the Board (“Chair”) is designated as a Trustee pursuant to Article III, Section B below.

*Board-Elected
Trustees*

1. The term of a Board-Elected Trustee shall commence on July 1 following the Trustee’s election to the Board.

2. Except as set forth in the following Sections C.3 and C.4, Board-Elected Trustees shall serve a term of four fiscal years, which term is renewable, upon recommendation of the Nominating and Governance Committee and election by a majority of the trustees. The Board-Elected Trustees shall be organized into four classes of approximately equal numbers, according to the years their terms expire.

3. A Board-Elected Trustee may not serve for more than twelve consecutive years, but may be re-elected as a Board-Elected Trustee any time after a one-year hiatus from Board service.

4. The initial or final terms of Board-Elected Trustees may be shorter than four fiscal years to the extent necessary to cause the number of each class of Trustees to be approximately equal or to accommodate the twelve-year limit.

5. The names of all persons nominated by the Nominating and Governance Committee to be Board-Elected Trustees shall be sent to each current Trustee in accordance with the notice requirements of Article II, Section C.

6. Transition. Notwithstanding the previous paragraphs, a Board-Elected Trustee who has served for twelve or more consecutive years as of the date the Board approved an amendment to establish term limits, and those in any class expiring up to and including 2024, shall continue to serve through the expiration of such Trustee's current term as of that date. Such Trustees shall be eligible for election, upon the expiration of their current term, to an additional term of up to two years, upon nomination by the Nominating and Governance Committee.

D. An Emeritus Faculty Trustee shall be an emeritus faculty member who, upon nomination by the Nominating and Governance Committee, is elected by a majority of the Trustees to serve on the Board as provided in Article I, Section B. There shall be only one Emeritus Faculty Trustee at a time. An Emeritus Faculty Trustee shall serve an initial term of two fiscal years, commencing the next July 1 following the election. An Emeritus Faculty Trustee is eligible for re-election, as an Emeritus Faculty Trustee, at the expiration of her or his term, upon nomination by the Nominating and Governance Committee. An Emeritus Faculty Trustee shall also become eligible for nomination as a Board-Elected Trustee after completion of her or his term as Emeritus Faculty Trustee, upon nomination by the Nominating and Governance Committee. The position of Emeritus Faculty Trustee may be vacant.

*Emeritus
Faculty Trustee*

E. Trustees Emeriti shall be those former Board-Elected Trustees who, upon nomination by the Nominating and Governance Committee, are elected by a majority of the

*Trustees
Emeriti*

Trustees to this honorary status. Such election or designation shall be in recognition of long-standing and notable contribution to the College. Trustees Emeriti may attend Board and committee meetings, without vote, and may be given other responsibilities as the Chair of the Board may designate, except that they may not attend Audit, Nominating and Governance or Executive Committee meetings unless invited to do so by the chairs of the respective committees.

F. All former Chairs of the Board who no longer serve as Trustees shall have the honorary status of Chairs Emeriti. Chairs Emeriti may attend Board and Committee meetings, without vote, and may be given other responsibilities as the Chair of the Board may designate, except that they may not attend Audit, Nominating and Governance or Executive Committee meetings unless invited to do so by the chairs of the respective committees.

Chairs Emeriti

G. A Trustee shall perform his or her duties in accordance with the requirements of the California Nonprofit Public Benefit Corporation Law, California Corporations Code § 5110-6910, as such requirements may from time to time change. This includes, without limitation, the standards of conduct set forth in Article 3 of Chapter 2 of the Code.

Conduct of Trustees

H. Trustees shall serve without compensation.

Compensation of Trustees

ARTICLE II

MEETINGS

A. Regular meetings of the Board shall be held at least four times per year on the campus of the College, or at any other convenient place, or by conference telephone, electronic video screen communication, or electronic

Regular Meetings

transmission by and to the College meeting the requirements of Section 5211(a)(6) of the California Corporations Code. One such meeting shall be designated as the annual meeting, and normally held in June. The time, date, and place of such meetings shall be determined by the Chair.

B. Special meetings may be called at any time by (i) the Chair of the Board, or (ii) the President of the College, and shall be called by the Secretary of the College upon a request in writing signed by at least five Board members with vote.

*Special
Meetings*

C. Board Members may participate in a regular or special meeting by use of conference telephone or electronic video screen communication as long as all members participating in the meeting are able to hear one another, as required by section 5211(a)(6) of the California Corporations Code.

D. Notices of all regular and special meetings of the Board shall be sent to each Trustee by any means permitted by law (including, without limitation, electronic transmissions in the form of emails), and in accordance with the provisions of section 5211 of the California Corporations Code, at least ninety-six hours, but not more than ninety days, prior to the dates of such meetings. Any matter may be presented at a regular or special meeting for Board action without having been provided in the written notice of the meeting provided to Board members, unless the matter to be voted upon is the amendment or repeal of these By-Laws as provided in Article VII. These notice requirements may be waived pursuant to sections 5211(a)(3) of the California Corporations Code.

*Notice
of
Meetings*

E. One-third of the members of the Board of Trustees with vote shall constitute a quorum for the transaction of any business at a regularly or specially noticed meeting, except to amend or repeal these By-Laws, for which a quorum shall consist of a majority of the members of the Board with vote.

Quorum

F. Except for an action to amend or repeal these By-Laws or any other provision to the contrary herein or as provided by law, any resolution passed or other business transacted by the Board at any regularly or specially noticed meeting must be approved by an affirmative vote of the majority of Trustees who are present at the meeting, provided that a quorum of Trustees shall be initially present at the meeting, but in no event, except as provided in Article II, Section F, may any business be transacted that is not approved by at least a majority of the Board members with vote required to constitute a quorum. Any action to amend or repeal these By-Laws must first be approved by the Executive Committee and an affirmative vote of two-thirds of all Trustees present at any regularly or specially noticed meeting, provided that a majority of the Trustees shall be initially present at the meeting, but in no event, except as provided in Article II, Section F, may these By-Laws be amended or repealed unless approved by at least two-thirds of the Board members with vote required to constitute a quorum.

Voting

G. A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time or place. If the meeting is adjourned for more than twenty-four hours, or if the time and place of the adjourned meeting is not announced at the meeting at which the adjournment is taken, notice of any adjournment to another time or place shall be given prior to the new meeting to the Trustees who were not present at the time of the adjournment, or to all Trustees, respectively. Such notice shall be made by any

Adjournment

means permitted by law. No meeting may be adjourned for more than forty-five days.

H. Resolutions passed by the Board shall be maintained by the Secretary of the College in a centralized location.

Resolutions

ARTICLE III

OFFICERS

- A. The officers of the College shall consist of:
1. The Chair of the Board;
 2. The Chair Elect;
 3. One or more Vice Chairs of the Board;
 4. The President of the College;
 5. The Dean of the College and Vice President for Academic Affairs (“Dean of the College”);
 6. One or more Vice Presidents of the College, which may include, without limitation, a Vice President and Chief Operating Officer, a Vice President for Institutional Advancement, and a Vice President of Enrollment and Dean of Admission;
 7. The Treasurer of the College;
 8. The Secretary of the College;

*Officers of the
College*

and such assistants or other officers as the Board may find necessary or appropriate. All officers shall be chosen by a majority vote of the Trustees except as set forth in Article III, Section C. All officers shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. However, termination of an officer (who is also an employee) from employment by the College shall automatically result in his or her removal as officer and from Board membership, if any. Pursuant to section 5213(a) of the

California Corporations Code, neither the Secretary of the College nor the Vice President and Chief Operating Office (or such other officer that serves as the chief financial officer of the College from time to time) may serve concurrently as the President of the College or Chair. At each annual meeting, the Board shall resolve to give those officers of the College it deems appropriate authority to act as agents on behalf of the College, and shall identify which officer is the chief financial officer. The titles of vice presidents may be changed from time-to-time by a majority vote of the trustees, without amending these by-laws.

B. The Chair of the Board's term of office shall be three years. However, when the Chair's term does not commence on a July 1 the Chair's term shall end on the third anniversary of the June 30 next following the term's commencement. The term may be renewed by a majority vote of the Trustees upon nomination by the Nominating and Governance Committee for up to three consecutive, one-year terms. In no event shall the Chair's term exceed a total of six years. Notwithstanding Article I.C.3, should the Chair's term as a Board-Elected Trustee expire prior to his or her term as Chair, the Chair's term as a trustee shall automatically be extended for the duration of the Chair's term as Chair, including any renewed terms, plus one year. The Chair shall preside at all meetings of the Board and Executive Committee and shall confer with the President of the College on matters relating to the administration of the College.

Chair of the Board

C. The Chair Elect shall, upon nomination by the Nominating and Governance Committee, be elected by a majority of the Trustees at the annual Board meeting, one year prior to the expiration of the incumbent Chair's term. If the Board re-elects the incumbent Chair for a new term, the Board need not elect a Chair Elect until prior to the expiration of the Chair's new term. The Chair Elect shall become the Chair automatically when the position of Chair becomes vacant for

Chair Elect of the Board

any reason. If there is no Chair Elect when the position of Chair becomes vacant, a new Chair shall be elected by a majority vote of the Trustees upon nomination by the Nominating and Governance Committee. In the absence of the Chair at a particular meeting, the Chair Elect shall perform all the duties of the Chair at that meeting.

D. The Vice Chair(s) of the Board shall, upon nomination by the Nominating and Governance Committee, be elected by a majority of the Trustees at any regular or special meeting of the Board. The Vice Chair(s)'s term of office shall be one year, or in the event of an election to fill a vacancy, the unexpired term of the Vice Chair whose departure has created the vacancy. The term of any Vice Chair is renewable. In the absence of the Chair and the Chair Elect, if any, at a particular meeting, a Vice Chair, designated by the Chair or elected by a majority of the Board members with vote present (if the Chair fails to designate), shall perform all the duties of the Chair at that meeting.

*Vice Chair(s) of
the Board*

E. The President of the College is the Chief Executive Officer and the Board hereby delegates full executive authority to that office. All College administrative and academic personnel are subject to the direction of the President.

*President of the
College*

1. Election. The President of the College shall be elected by a majority of the Trustees.

2. Powers And Duties. The President shall:

a) Appoint all untenured members of the faculty and administrative officers other than Vice Presidents, and recommend for Board approval the appointment of tenured faculty and Vice Presidents;

b) Recommend for Board approval all promotions and advancements to tenure of faculty members;

c) Put into effect such rules, policies and procedures as the faculty may determine under authority delegated to it by the Board, subject to the President's authority to veto an action of the faculty; and

d) Act as the official medium of communication between the faculty and administration and the Board, and between students and the Board.

3. Student Discipline.

As the College officer directly responsible for enforcement of all policies and regulations of the College, the President in such extraordinary circumstances as may be determined is authorized to take whatever action is deemed necessary with respect to any student disciplinary matter.

4. Vacancy, Absence, Or Incapacity.

a) In the event there is a vacancy in the office of the Chair, or the Chair is otherwise unable to serve, a Chair Elect need not be elected, but instead a new Chair may be elected by a majority vote of the Trustees, upon nomination by the Nominating and Governance Committee, at any regular or special meeting of the Board.

b) In the event there is a vacancy in the office of the President, or the extended absence of the President, or his or her inability to serve, the Dean of the College shall be the Acting President of the College, until a successor President is elected by the Board. In the event there is also a vacancy in the office of the Dean of the College, or the Dean of the College is otherwise unable to serve, the Board shall appoint an Acting President of the College.

F. The Vice Presidents of the College shall, upon recommendation of the President, be elected by a majority of the Trustees.

*Vice Presidents
of the College*

G. The Treasurer of the College, who is the chief financial officer of the College, upon nomination by the Nominating and Governance Committee, shall be elected at the annual meeting by a majority of the Trustees for a term of one year and until a successor is chosen. The Treasurer's term is renewable.

*Treasurer of the
College*

H. The Secretary of the College, upon nomination by the Nominating and Governance Committee, shall be elected at the annual meeting by a majority of the Trustees for a term of one year and until a successor is chosen. The Secretary's term is renewable.

*Secretary of the
College*

Except as provided in Article III Section C, in the event of failure for any reason to elect any or all of the officers of the College, or in case a vacancy occurs from any cause, an election shall be held at any regular or special meeting to fill such vacancy.

*Special
Elections*

ARTICLE IV

COMMITTEES OF THE BOARD

A. GENERAL. The Board of Trustees hereby establishes the Executive Committee, the Nominating and Governance Committee, the Audit Committee, and the Budget and Finance Committee as committees of the Board. At the beginning of each fiscal year, or at other times as necessary, at the recommendation of the Chair and in consultation with the President, the Board may create (by resolution adopted by a majority of the number of Trustees then in office), reorganize or eliminate committees. Such committees might include, but

Committees

are not limited to, committees focused on executive compensation, academic programs, student affairs, equity and justice, admissions, buildings and grounds, institutional advancement, endowment, investments and awards of honorary degrees. Any Board resolution establishing or reorganizing any committee shall set forth the committee's duties and the areas (if any) in which the committee may act without Board vote.

B. EXECUTIVE COMMITTEE. The Executive Committee shall be governed by the following provisions:

*Executive
Committee*

1. Membership. The membership of the Executive Committee shall be approved each year by the Board, and shall be comprised of:

a) The Chair of the Board serving as Chair of the Committee;

b) The Vice Chair(s) of the Board serving as Vice Chair(s) of the Committee;

c) The Chairs of the Audit Committee, the Nominating and Governance Committee, and the Budget and Finance Committee;

d) The Chair Elect, if any; and

e) The President of the College, ex-officio, with vote;

f) Either one or two at-large Trustee(s) chosen by the Chair of the Board and approved by a resolution adopted by a majority of Trustees then in office.

2. Meetings, Quorum And Records.

Committee meetings may be called by the Chair of the Board, the Chair of the Executive Committee (if the Chair Elect or one

of the Vice Chairs is acting as Chair in the absence of the Chair of the Executive Committee), or the President. Notices of all meetings of the committee shall be sent to each committee member by any means permitted by law, at least forty-eight hours, but not more than ninety days, prior to the dates of such meetings. However, a meeting for emergency purposes may be called at any time, and notice shall be given in any practicable manner under the circumstances. A quorum for the transaction of business shall consist of a majority of the committee members. All committee actions must be approved by an affirmative vote of a majority of all committee members present at a committee meeting, provided that a quorum of committee members is initially present at the meeting, but in no event may any business be transacted that is not approved by at least a majority of the committee members required to constitute a quorum. Records of the Executive Committee's actions shall be kept and a central file maintained, as designated by the Secretary of the College.

3. Powers And Duties. The Executive Committee:

a) Shall meet to review plans for upcoming committee meetings, coordinate various committee agendas as needed and consult with the Chair on the agenda for the full Board meeting;

b) Shall arrange for the execution of orders and resolutions not otherwise provided for;

c) Shall exercise all of the authority of the Board between meetings of the Board and may take all other actions permitted by law and these By-Laws it deems necessary and appropriate in accordance with general Board policies, except as to those matters proscribed by Section 5212 of the California Corporations Code, including:

1) The approval of any action for which approval by a majority of the Trustees is required by the California Corporations Code §§ 5110-6910;

2) The filling of vacancies on the Board or on any committee that has the authority of the Board;

3) The amendment or repeal of these By-Laws or the adoption of new By-Laws;

4) The amendment or repeal of any Board resolution which, by its express terms, is not so amendable or repealable;

5) The appointment of any Board committee or the members thereof;

6) The approval of any self-dealing transaction, except as provided in section 5233(d)(3) of the California Corporations Code.

C. OTHER COMMITTEES. The Audit Committee, the Nominating and Governance Committee, the Budget and Finance Committee, and other committees established by Board resolution shall be governed by the following provisions:

*Other
Committees*

1. Membership. Membership on any committee with the power to act without Board approval shall consist of at least two Trustees. The Chair of the Board and the President of the College shall be members ex officio of each such committee, and with vote, except that the President may not be a member of the Audit Committee.

2. Meetings, Quorum And Records. Committee meetings may be called by the Chair of the committee, by the Chair of the Board, or by the President. Notices of all meetings of all committees shall be sent to each

committee member by any means permitted by law, at least forty-eight hours, but not more than ninety days, prior to the dates of such meetings. A quorum for the transaction of business shall consist of fifty percent (50%) of all committee members entitled to vote, but in no event shall consist of less than two members. All committee actions must be approved by an affirmative vote of a majority of all committee members present at a committee meeting, provided that a quorum of committee members is initially present at the meeting, but in no event may any business be transacted that is not approved by at least a majority of the committee members required to constitute a quorum. Records of the actions of each committee shall be kept and a central file maintained, as designated by the Secretary of the College.

3. Powers And Duties. Except as created by resolution adopted by a majority vote of the Trustees and as set forth herein, all committees other than the Executive Committee shall act in an advisory capacity only and shall have none of the authority of the Board.

4. Specific Provisions Governing Individual Committees.

a) Audit Committee:

1) *Membership.* At least three members of the Audit Committee shall be financially literate, and at least one shall possess accounting or financial management expertise. No Trustee may serve on the Audit Committee at any time that he or she is receiving any compensation, directly or indirectly, for consulting or any service provided to the College. The President and the Vice President and Chief Operating Officer may attend open meetings of the Audit Committee (that is those meetings not held in executive session) and may participate in discussions but without vote. Members of the Budget and Finance

*Audit
Committee*

Committee may not constitute a majority of the members of the Audit Committee.

2) *Powers and Duties.* The Audit Committee shall review risk management policies and the systems of internal controls established by the Board and the College, and shall participate in the College's audit processes.

Committee: b) *Nominating and Governance*

*Nominating and
Governance
Committee*

1) *Membership.* All members of the Nominating and Governance Committee shall be Board-Elected Trustees.

2) *Powers and Duties.* The Nominating and Governance Committee shall have the following powers and duties:

a. To nominate Board-Elected Trustees, Trustees Emeriti, Faculty Emeriti Trustees and certain Officers of the College;

b. To coordinate and oversee new Trustee orientation; and

c. To review and advise the Board concerning the performance of individual Trustees and the Board as a whole.

c) *Budget and Finance Committee:*

*Budget and
Finance
Committee*

1) *Membership.* All members of the Budget and Finance Committee shall be Board-Elected Trustees. The Vice President and Chief Operating Officer (or such other officer that serves as the chief financial officer of the College from time to time) may attend meetings of the Committee and may participate in discussions without vote.

The Chair of the Audit Committee may not be a voting member of the Budget and Finance Committee.

2) *Powers and Duties.* The Budget and Finance Committee shall oversee the budget and financial affairs of the College, and monitor the short and long-term financial health of the College and the sustainability of the financial model.

ARTICLE V

THE FACULTY

A. The faculty of the College shall consist of:

1. Incumbent faculty appointed in accordance with Article I A 2 and Article III E 2(a);
2. The President of the College;
3. The Dean of the College; and
4. Administrative officers as are designated from time to time by the President of the College.

Membership

B. The faculty shall meet regularly and keep a record of such meetings. It shall make such rules of procedure and provide for such committees as may be expedient.

Meetings

C. The Board shall delegate to the faculty the following powers and duties:

*Powers and
Duties of
Faculty*

1. To prescribe requirements for admission, courses of study, conditions of graduation, and determine the nature of degrees to be conferred and the conduct of the educational work of the College as a whole, subject to approval by the President; and

2. To recommend for Board approval all candidates for degrees in course.

ARTICLE VI

FINANCIAL MATTERS

A. The fiscal year of the College shall be from July 1 to June 30. On or before the annual meeting, the Board shall adopt a budget for the College's operations during the forthcoming fiscal year in a form that compares that budget to those of the two preceding years. The budget shall be the authorization and guide for expenditure of College funds.

Budget

B. Unless otherwise modified by Board resolution, unbudgeted expenditures of \$100,000 or less may be authorized by the President, which shall be reported to an appropriate Board committee at its first meeting thereafter. If authorized to do so by the Board, a Board committee may authorize unbudgeted expenditures of \$100,000 or less, which shall be reported to the Board at its first meeting thereafter. Unbudgeted expenditures in excess of \$100,000 may be authorized only through Board action.

*Unbudgeted
Expenditures*

C. Funds given to the College for use in perpetuity shall be designated as Endowment Funds. The principal thereof shall neither be expended nor hypothecated for

*Endowment
Funds*

current expenses, but shall be retained and preserved inviolate. Other funds may be established by the Board from time to time.

D. No loan shall be made to any Trustee or officer of the College except as provided by law, including Section 5236 of the California Corporations Code.

Loans

E. Officers and employees of the College may seek and accept gifts and grants on its behalf under such policies and procedures as the Board may establish.

Gifts

ARTICLE VII

AMENDMENTS

These By-Laws may be amended or repealed at any regularly or specially noticed meeting of the Board in accordance with the provisions of Article II, Section E. Notice of any proposed amendment or repeal shall be sent to each Trustee in accordance with the notice provisions of Article II, Section C herein.

*Amendments or
Repeal*

ARTICLE VIII

SEAL

The seal of the College shall be in the form set hereto, and may be affixed in either physical or digital format.

Seal

ARTICLE IX

INDEMNIFICATION

The College shall, to the maximum extent permitted by section 5238 of the California Corporations Code and the federal Volunteer Protection Act of 1997, indemnify each of its Trustees and Officers against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a Trustee or Officer of the College, and shall advance to such Trustee or Officer expenses incurred in defending any such proceeding to the maximum extent permitted by section 5238. For purposes of this Article IX, a “Trustee” or “Officer” of the College includes any person who is or was a Trustee or Officer of the College, or who is or was serving at the request of the College as a director, trustee or officer of another corporation or other enterprise. The Board may in its discretion, or as required by law, including section 5238, provide by resolution for such indemnification of, or advance of expenses to, other agents of the College.

Indemnification