

BYLAWS OF POMONA COLLEGE

(as amended and restated on May 12, 2007; as amended on May 17, 2008;
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Table of Contents

BYLAWS OF POMONA COLLEGE	1
ARTICLE I: Election and Powers of Trustees	3
Section 1.1 Trustees, General Powers, Number, Term of Office and Retirement.....	3
Section 1.2 Trustees - Specific Powers.	5
Section 1.3 Other Trustee Status.	5
Section 1.4 Delegation in Emergency Situations.	6
ARTICLE II: Officers and their Duties.....	6
Section 2.1 Officers and Committees of the Board of Trustees.....	6
Section 2.2 Chair of the Board.....	9
Section 2.3 Vice Chairs.	9
Section 2.4 Secretary.....	10
Section 2.5 Treasurer.	10
Section 2.6 Executive Committee: Membership (at least 9 Trustee members).	10
Section 2.7 Executive Committee: Meetings and Power.	11
Section 2.8 Advancement Committee (8 or more Trustee members).	11
Section 2.9 Audit & Risk Management Committee (5-8 Trustee members).	12
Section 2.10 Educational Quality Committee (8 or more Trustee members).	14
Section 2.11 Facilities and Environment Committee (8 or more Trustee members).	14
Section 2.12 Finance Committee (8 or more Trustee members).	15
Section 2.13 Honorary Degrees Committee (5 or more Trustee members).	16
Section 2.14 Investments Committee (5-8 Trustee members).	16
Section 2.15 Student Affairs Committee (8 or more Trustee members).....	16
Section 2.16 Trusteeship Committee (8 to 10 Trustee members).....	17
Section 2.17 Minutes.	18
Section 2.18 Indemnity of Trustees, Officers, Administrators, and Faculty.	18
Section 2.19 Conflicts of Interest.	18
ARTICLE III: Meetings of Trustees	19
Section 3.1 Place of Meeting.....	19
Section 3.2 Regular Meetings.....	19
Section 3.3 Annual Meeting.	19

Section 3.4	Special Meetings.	19
Section 3.5	Attendance.	19
Section 3.6	Notices.	19
Section 3.7	Quorum.	20
Section 3.8	Action by the Board.	20
Section 3.9	Meeting by Telephone.	20
Section 3.10	Action Without Meeting.	20
Section 3.11	Committee Activities.	21
ARTICLE IV: Officers of the College		21
Section 4.1	Officers of the College.	21
Section 4.2	President of the College. Term of Office.	21
Section 4.3	Duties of the President.	22
Section 4.4	Acting President.	22
Section 4.5	Vice President for Academic Affairs and Dean of the College.	22
Section 4.6	Vice President and Dean of Students.	23
Section 4.7	Vice President and Dean of Admissions and Financial Aid.	23
Section 4.8	Registrar.	23
Section 4.9	Vice President and Treasurer.	23
Section 4.10	Vice President for Advancement.	24
ARTICLE V: Composition and Duties of the Faculty.....		24
Section 5.1	The Faculty.	24
Section 5.2	The Cabinet.	25
Section 5.3	Government.	26
Section 5.4	Committees of the Faculty.	27
ARTICLE VI: Amendments		27
Section 6.1	27
ARTICLE VII.....		27
Section 7.1	Non-Discrimination Policy.	27

ARTICLE I: Election and Powers of Trustees

Section 1.1 Trustees, General Powers, Number, Term of Office and Retirement.

All power and authority of Pomona College (this “Corporation”) and of the college which it operates (the “College”) shall be exercised by or under the direction of a Board of forty-two Trustees, of whom one shall be the President of the College, and of whom at least ten shall be alumni of the College. The Board of Trustees shall have and exercise those corporate powers prescribed by law and shall have the authority to carry out all lawful functions that are permitted by these Bylaws and by the Articles of Incorporation. The Board shall exercise ultimate institutional authority as set forth in these Bylaws and in such other policy documents it deems to be appropriate. Except as limited by these Bylaws, by the Articles of Incorporation, or by law, the Board may delegate to its committees, to one or more of its members, to the President or other officer or agent of the College, the authority to take all actions necessary or appropriate to implement any formal action of the Board. These Bylaws and other Board policy statements shall take precedence over all other institutional statements, documents and policies.

The members of the Board of Trustees, other than the President of the College, shall be divided into four classes of not more than twelve members each. One class shall be elected at each annual meeting, by a majority of the Trustees then in office. Should a class have less than the maximum of twelve members, or should a vacancy occur in any class for any reason, a majority of the Trustees then in office may at any time, in order to more nearly equalize the sizes of the four classes or for any other reason, elect a new member to that class to serve for the unexpired term of that class. One alumnus or alumna, who at the time of his/her election shall have graduated no more than seven years prior, shall be elected for a four-year term as the Young Alumnus/a Trustee. No person holding such term may be reelected in such capacity. The term of service for each Trustee shall be determined as follows:

- (a) With respect to a Trustee that was first elected prior to January 1, 2008, (i) the term being served by such person as of January 1, 2008 shall expire at the end of the fourth academic year following the one in which the person was elected; and (ii) if thereafter re-elected, such person shall serve one or more subsequent terms of four years each; provided, that any member who has served sixteen or more consecutive years (determined as of the date a new term would commence) shall not be eligible for re-election as a member of the Board of Trustees for at least one year; provided, further, that, notwithstanding the foregoing, any such Trustee shall be eligible to be elected for two additional four-year terms following the expiration of the term such Trustee was serving as of January 1, 2008.
- (b) With respect to a Trustee that was first elected on or after January 1, 2008, such person shall (i) serve an initial term of four years (which term shall

expire at the end of the fourth academic year following the one in which the person was elected); provided, that the Board of Trustees may in its discretion, in order to more nearly equalize the sizes of the four classes or for any other reason, instead elect such person to an initial term of one, two, or three years; and (ii) if re-elected following such person's initial term as a member of the Board of Trustees, serve one or more subsequent terms of four years each; provided, that any member who has served twelve or more consecutive years on or before June 30, 2022, or sixteen or more consecutive years on or after July 1, 2022 (determined as of the date a new term would commence), shall not be eligible for re-election as a member of the Board of Trustees for at least one year.

- (c) Upon recommendation by the Trusteeship Committee and a majority vote by the Board of Trustees, a Trustee who is ineligible for reelection may serve for one additional year after the conclusion of his or her term. This exception is intended to be used in extraordinary circumstances, when the Chair and the Board of Trustees believe that the College requires the skills, expertise, and / or experience of a particular Trustee while a suitable replacement is found.
- (d) Upon recommendation by the Trusteeship Committee and a majority vote by the Board of Trustees, a Trustee may be permitted to take a one-year leave of service, which will extend the Trustee's term by one year, and will not be counted towards the limits enumerated in Section 1.1 (a) and (b) above. During the leave of service, the Trustee will not be entitled to attend Board of Trustees meetings or vote on matters before the Board, but may continue to receive Board materials in the discretion of the Chair. No Trustee shall be permitted to take more than two one-year leaves of service during their time on the Board.
- (e) With respect to any ex-officio, non-voting member who is elected as a voting member, his or her initial term shall begin with the election as a voting member.
- (f) With respect to any individual who serves as a Young Alumnus/a Trustee and is subsequently elected as a regular Trustee, his or her years served as Young Alumnus/a Trustee shall be counted toward the term limits set forth in clauses (a) and (b) above, unless there is a period of at least one year between the Young Alumnus/a term and election as a regular Trustee. In all cases, for the purposes of clauses (a) and (b) above, the service of a Young Alumnus/a Trustee who is subsequently elected as a regular Trustee shall be considered to have begun as of the date he or she was elected a regular Trustee.
- (g) With respect to an individual who is at the time serving as Chair of the Board of Trustees, the term limits set forth in clauses (a) and (b) above shall not apply, and such person shall instead continue to serve as a Trustee for a period which extends beyond such term limits and which

expires upon the date on which such person is no longer serving as Chair of the Board.

Section 1.2 Trustees - Specific Powers.

Without limitation to its general powers, the Board of Trustees shall have and exercise the following specific powers:

- (a) To appoint and dismiss the President of the College, any member of the faculty, and any or all other officers of the Corporation and of the College, and to define their compensation and terms of office and/or employment, all in accordance with and subject to the further provisions of these Bylaws.
- (b) To approve the annual budget of the College; authorize and direct all expenditures involved in the operation of the College; authorize any debt financing and approve the securitization of loans; authorize the purchase, sale and management of land, buildings and major equipment; authorize the construction of new buildings and major renovations of existing buildings; and establish policies affecting all institutional assets, including investments and the physical plant.
- (c) To determine the general curriculum to be pursued in the College, and to establish the necessary rules and regulations for the government and direction of the officers, faculty, employees and students of the College.
- (d) To approve College policies on faculty appointment, promotion, tenure and dismissal, as well as personnel policies for all categories of employees.
- (e) To approve all earned and honorary degrees as the faculty shall recommend.

Section 1.3 Other Trustee Status.

- a) Trustees Emeriti/ae. The Board of Trustees may elect any number of Trustees Emeriti/ae from among those who have previously served as Trustees, according to its current policies and procedures.. However, a Trustee Emeritus/a shall not be a member of the Board, shall have no voting rights, shall not be entitled to participate in executive sessions of the Board, and shall be subject to removal as a Trustee Emeritus/a by a majority vote of the Board. Unless the context otherwise requires, the terms “Trustee” or “Trustees” as used in these Bylaws do not include any Trustee Emeritus/a.
- b) Chair Emeritus/a of the Board. The Board may appoint from the roster of Trustees Emeriti/ae a Chair Emeritus/a of the Board, or two or more Chairs Emeriti/ae of the Board. Any such Chair Emeritus/a shall not be a

member of the Board, shall not be an officer of the Board, shall have no voting rights, and shall serve at the pleasure of the Board. Any such Chair Emeritus/a may preside at or otherwise participate in College ceremonies and functions in such manner as the Board or the Chair of the Board shall determine.

- c) Chair-Elect. In the event that the Chair of the Board will not be seeking re-election at the end of his or her term, the Board may select a Chair-elect, by a majority vote, in the year previous to the end of the current Chair's term. The Chair-elect does not hold the authority or responsibility of the Board Chair.
- d) Ex-Officio Members. The President of the Pomona College Alumni Association and the National Chair for Annual Giving shall be ex-officio members of the Board of Trustees. They shall have the same rights as other Trustees to attend and to speak at meetings, but they shall not have voting rights.

Section 1.4 Delegation in Emergency Situations.

Without limiting any other power of the Board of Trustees, the Board may, in an emergency situation, delegate to any person the Board's authority to exert jurisdiction over and take action with regard to any student or students of Pomona College. Such delegation may be made at the time of or in advance of an emergency situation. The conditions for the declaration of an emergency situation and the conditions for the exercise of the Board's authority may be established by the Board by regulations adopted for that purpose, or the power to make such determinations may be delegated by the Board to the person who has been granted the Board's authority under this section.

ARTICLE II: Officers and their Duties

Section 2.1 Officers and Committees of the Board of Trustees.

- (a) The officers of the Board of Trustees are officers of the Corporation, and shall be elected at the annual meeting by affirmative vote of the majority of the Trustees then in office. The officers shall consist of a Chair and two or more Vice Chairs, all of whom shall be members of the Board; a Secretary and one or more Assistant Secretaries, each of whom may or may not be a member of the Board; and a Treasurer and one or more Assistant or Associate Treasurers, each of whom may or may not be a member of the Board. Vacancies may be filled in the same manner at any meeting of the Board.
- (b) The term of office of the Chair and Vice Chairs of the Board shall be three years with eligibility for reappointment, or until such person ceases to be a Trustee, whichever occurs first. The term of office of the other officers of

the Board shall be one year with eligibility for reappointment.

- (c) All committees of the Board of Trustees are subordinate to the control of the Board. At least two Trustees shall serve on each Board committee which exercises the authority of the Board, and only Trustees shall serve on those committees as voting members. The Chair of the Board and the President of the College shall be voting members of committees to which they are specifically named and may attend any other committee meetings and participate therein as non-voting members.

- (d) Standing Committees. The standing committees of the Board of Trustees shall consist of:

Executive Committee;

Advancement Committee;

Audit & Risk Management Committee;

Educational Quality Committee;

Facilities and Environment Committee;

Finance Committee;

Honorary Degrees Committee;

Investments Committee;

Student Affairs Committee; and

Trusteeship Committee.

The Board of Trustees, by a vote of the majority of the Trustees then in office, may establish additional standing committees.

The Chairs, Vice Chairs and members of all standing committees (except the Trusteeship Committee as set forth in Section 2.16) shall be nominated by the Trusteeship Committee on the recommendation of the Chair of the Board, and elected at the annual meeting of the Board by affirmative vote of a majority of Trustees then in office. The Chairs and Vice Chairs of all standing committees (except the Student Affairs Committee as set forth in Section 2.15) shall be Trustees. Except for the Trusteeship Committee as set forth in Section 2.16, the term of office of each Chair shall be three years with eligibility for reappointment, or until such person ceases to be a Trustee, whichever occurs first. Except as otherwise provided by these Bylaws (or, where applicable, by the resolution establishing a standing committee), the other members of each standing committee shall be Trustees and shall serve a term of one year with eligibility for reappointment. A vacancy on a standing committee may be filled in the

same manner as an appointment to that committee, at any meeting of the Board, with the new committee member to serve the unexpired portion of the term.

- (e) Special Committees. The Board of Trustees, by a vote of the majority of the Trustees then in office, may from time to time establish special committees for the discharge of particular duties.

The Chairs, Vice Chairs and members of all special committees shall be nominated by the Trusteeship Committee on the recommendation of the Chair of the Board, and elected at any meeting by an affirmative vote of a majority of Trustees then in office. The Chairs and Vice Chairs of all special committees shall be Trustees. In establishing the special committee, the Board may establish the term of office of its Chair. Except as shall otherwise be provided by the Board of Trustees in establishing a special committee, the other members of each special committee shall be Trustees and shall serve a term of one year or until the next annual meeting, whichever is less, with eligibility for reappointment. A vacancy on a special committee may be filled in the same manner as an appointment to that committee, at any meeting of the Board, with the new committee member to serve the unexpired portion of the term.

- (f) No committee of the Board of Trustees may have authority over any of the following matters:
 - (1) To elect or remove members of the Board of Trustees or to fill vacancies therein, or to appoint members of any committee which has the authority of the Board.
 - (2) To adopt, amend or repeal Bylaws.
 - (3) To establish new committees of the Board.
 - (4) To approve any self-dealing transaction except as provided in paragraph (3) of subdivision (d) of Section 5233 of the California Corporations Code.
 - (5) To declare a state of financial exigency.
 - (6) To determine the general policies of the College.
 - (7) To borrow money beyond the amount fixed or authorized by the Board.
 - (8) To appoint, replace, dismiss, or accept the resignation of the President or any Vice President of the College, provided that the Executive Committee may exercise the Board's powers (as set forth in these Bylaws), with respect to any Vice President of the College, if the Chair of the Board concludes that delaying the

action until the full Board meets would not be in the best interests of the College.

- (9) To dispose of campus property.
 - (10) To appoint or promote faculty members to full professorship, or for an indefinite period.
 - (11) To give final approval to the annual budget.
 - (12) To exercise any power which is prohibited by the California Nonprofit Corporation Law (including, but not limited to, Section 5212 of the California Corporations Code), as it now reads or may hereafter be amended to read, or which that law precludes the Board from delegating.
- (g) There may be added to any committee of the Board of Trustees, members who are not Trustees who shall have the same right to attend and to speak at committee meetings as Trustee committee members but, except as otherwise provided herein, who shall not have the right to vote. Such non-voting committee members shall not be included in determining the number of members of a committee or the number present for the purpose of a quorum.

Section 2.2 Chair of the Board.

The Chair of the Board shall have the general supervision of the affairs of the Corporation and shall perform such other duties as may be prescribed by the Board of Trustees or the Executive Committee. The Chair of the Board of Trustees shall act as Chair at all meetings of the Board and its Executive Committee and vote at any such meeting at his/her discretion. He/she shall, together with the President of the College or other officer designated by the Board or the Executive Committee to act in the President's absence or inability to act, sign all diplomas and certificates of degree. The Chair of the Board shall have the authority to sign contracts and any or all other official papers of the College.

Section 2.3 Vice Chairs.

The Vice Chairs of the Board of Trustees shall participate in administering and transacting the business of the College as authorized by the Board of Trustees or the Executive Committee. In the event that the Chair of the Board is unable to perform his or her duties as Chair, a Vice Chair shall perform those duties. The Vice Chair who shall perform the duties of Chair shall be (a) the Vice Chair who is appointed to perform those duties by the Chair, provided that the Chair is competent to make such an appointment; or (b) if such an appointment is not made by the Chair, then the most senior Vice Chair shall perform such duties. The most senior Vice Chair shall be the person who has then served as Vice Chair for the longest consecutive period of time or, if more than one Vice Chair has

served for such period of time, then between those persons the one who has served as a Trustee for the longest period of time. Notwithstanding the foregoing, the Board or the Executive Committee may at any time designate the Vice Chair who shall perform the duties of the Chair during any period that the Chair is unable to perform his or her duties.

Section 2.4 Secretary.

The Secretary of the Board of Trustees shall ensure that these Bylaws, Board policy statements and other official records are properly maintained, and that minutes of meetings of the Board and its Executive Committee are accurate and distributed to all members of the Board prior to the next meeting of the Board. The Secretary shall transmit to each member of the Board the agenda of the meetings of the Board and of the Executive Committee if so directed by the Chair of the Board, together with copies of the reports to be presented. The Secretary may delegate the above duties to an Assistant Secretary. When so instructed by the Board of Trustees, the Executive Committee or the Chair of the Board of Trustees, the Secretary shall sign and/or affix the corporate seal to diplomas or certificates of degree and to all other official papers. An Assistant Secretary shall perform the duties of the Secretary in his/her absence or inability to act.

Section 2.5 Treasurer.

The Treasurer shall receive and keep safely all evidences of title to the property of the College and shall receive, hold and keep safely all permanent and other funds and securities belonging to the College, investing and reinvesting said funds under the direction of the Investments Committee of which he/she shall be an ex-officio non-voting member. The Treasurer shall also be responsible for the general care of the securities and shall be custodian of all trust and investment funds of the Corporation. He/she shall deposit all funds and securities entrusted to him/her in the bank, or banks, selected as depositories by the Board of Trustees. The Treasurer shall borrow money required by the College, subject to the authority delegated by the Board of Trustees. The Treasurer shall have oversight of all the current finances of the institution, receiving and disbursing the income according to the approved budget subject to the further direction of the Executive Committee or the Board of Trustees. The Treasurer shall submit an annual report (the "Annual Report") to the Finance Committee and the Board no later than the next meeting of the Board following the end of the College fiscal year (June 30) and at other times as requested by the Finance Committee, the Executive Committee or the Board. The Annual Report shall include the following items: (a) a report on the condition of the securities, investments and other properties committed to the Treasurer's care, (b) the annual audited financial statements of the Corporation, and (c) a report on budget performance for the prior fiscal year. An Assistant or Associate Treasurer shall perform the duties of the Treasurer in his/her absence or inability to act.

Section 2.6 Executive Committee: Membership (at least 9 Trustee members).

The Executive Committee of the Board of Trustees shall consist of the Chair of the Board of Trustees, the Vice Chairs of the Board of Trustees, the President of the College, the Chair of the Advancement Committee, the Chair of the Audit and Risk Management Committee, the Chair of the Educational Quality Committee, the Chair of the Facilities and Environment Committee, the Chair of the Finance Committee, the Chair of the Investments Committee, the Chair of the Student Affairs Committee, and the Chair of the Trusteeship Committee.

Section 2.7 Executive Committee: Meetings and Power.

The Executive Committee shall meet on call by the Chair of the Board or by any three members of the committee. Five members of said committee shall constitute a quorum. Action shall require the affirmative votes of a majority of those members who are present and voting or, if greater, seven votes. The committee shall keep a record of all its acts, which shall be reported to the Board of Trustees at or before the next meeting of the

Board. Except as limited by Section 2.1(f), the Executive Committee shall have power:

- (a) To oversee the ordinary business of the College.
- (b) To accept bequests and gifts whether subject to annuities or life income contracts or otherwise, and fix the terms of such acceptance.
- (c) To make temporary provision for the performance of duties of the superior officers of the College in an emergency.
- (d) To grant diplomas carrying the degree of Bachelor of Arts to such candidates as from time to time are recommended by the faculty.
- (e) To grant honorary degrees.
- (f) To exercise all powers of the Board of Trustees except those powers reserved for the Board and set forth in Section 2.1(f), and excepting also any important matters of policy or major business decisions which in the opinion of the Executive Committee do not require action prior to the next meeting of the Board.

Except as limited by these Bylaws, the Executive Committee may delegate to the President or other officers or agents of the College the authority to take all actions necessary or appropriate to implement any formal action of the Executive Committee.

Section 2.8 Advancement Committee (8 or more Trustee members).

The Advancement Committee of the Board of Trustees is charged with providing for the financial needs of the College. It recommends to the Board ways and means of increasing the revenue of the College and of adding to its permanent endowment and plant funds. The committee will have oversight of the Campaign

and other fundraising. The committee also keeps itself and the Board informed regarding the policies and programs that affect the public relations and alumni affairs activities of the College.

The committee shall have no less than eight Trustee members. The committee shall include as voting members the President of the Pomona College Alumni Association and the National Chair for Annual Giving. The committee shall also include as voting members one student recommended by the governing body of the Associate Students of Pomona College and one member of the faculty recommended by the President of the College, and, in each case, approved by the Chair of the committee. The student member and faculty member shall be voting members of the committee except in matters of personnel, compensation, legal matters, or other matters as determined by the Chair of the committee. The student and faculty members shall not be present during the presentation and discussion of confidential personnel, compensation, or legal matters, or other matters as determined by the Chair of the committee. The Vice President for Advancement shall serve as an ex-officio, non-voting member. Four Trustee members shall constitute a quorum. Action shall require the affirmative votes of a majority of those members who are present and voting or, if greater, three votes.

Section 2.9 Audit & Risk Management Committee (5-8 Trustee members).

The Audit & Risk Management Committee of the Board of Trustees is responsible for assisting the Board of Trustees in fulfilling its responsibility for the safeguarding of assets and for the oversight of the quality and integrity of the accounting, reporting and internal control practices of the College, as well as other duties that may from time to time be directed by the Board.

The committee shall have no less than five and no more than 8 Trustee members, each of whom shall be appointed by the Board, serve at the pleasure of the Board, and be free of any relationships that would interfere with the committee members' exercise of independent judgment. The committee shall include the Chair of the Finance Committee, but at least one-third of its members shall not be members of the Finance Committee. Committee members may come from diverse backgrounds, at least one member shall have an accounting or other financial background, or other relevant experience, that qualifies that person to comprehend and knowledgeably discuss the College's financial statements and accounting practices, including its practices concerning estimates, accruals, and reserves. As necessary, the committee shall schedule meetings or training sessions in order to be brought current on topics such as changes in auditing standards, financial reporting practices, and issues pertinent to tax-exempt organizations.

The President of the College shall not be a member, but may attend meetings of the committee. The Vice President & Treasurer and the Controller & Associate Treasurer shall likewise not be members, but shall attend each meeting of the committee.

Three members shall constitute a quorum. Action shall require the affirmative

votes of a majority of those members who are present and voting or, if greater, three votes.

The committee annually recommends to the Board the selection and retention of the external auditors, taking into consideration their affirmation that their firm is in all ways independent. The committee reviews and pre-approves the scope of the audit, the associated fees, and the proposed audit plan. In these deliberations, the committee shall particularly emphasize the importance of fulfilling its responsibility for oversight of the quality and integrity of the accounting, reporting and internal control practices of the College. (The chair of the committee shall sign the engagement letter addressed to the committee, documenting the committee's consent.) The committee also pre-approves all non-audit related services performed by the independent auditors when the total of all fees for such services rendered during a fiscal year exceeds 10% of the fee for audit services.

The committee also consults at least annually with the selected external auditors and makes a presentation to the Board annually, preferably at the first Board meeting in each fiscal year, on their report. At the annual meeting, the committee receives and reviews the auditors' reports and observations, including reports from the auditors on the following: all critical accounting policies and practices used by the College that have been discussed with management; all alternative treatments of financial information, ramifications of these alternative treatments, and the treatment preferred by the auditing firm; and other material written communication between the auditing firm and management, such as the management letter (including management's responses) or schedule of unadjusted differences. The committee will then recommend any necessary or appropriate action thereon to the Board, including any audit procedures it believes should be established or changed.

The committee is empowered to investigate any fiscal matter brought to its attention, relying on the advice of outside counsel or other experts for this purpose, as necessary. The committee shall promptly notify the Board of any decision to retain outside counsel or other experts, including financial consultants or other outside audit firms. The committee also may request reports on fiscal matters from the Treasurer, who will also submit such other reports as he/she deems proper.

The committee shall monitor and assure the College's compliance with the California Nonprofit Corporation Law and shall review with appropriate management personnel the actions taken to ensure compliance with the College's Conflict of Interest Policy.

The committee shall monitor complaints and investigations in accordance with the policies and processes of the Board and the College, and shall review the College's risk assessment and management programs.

The committee shall maintain free and open communication with the external auditors, the management of the College, and the Board. In like manner, management of the College and the Board are to maintain free and open communication with the committee.

Section 2.10 Educational Quality Committee (8 or more Trustee members).

The Educational Quality Committee of the Board of Trustees oversees the general instruction program of the College. The committee keeps itself informed regarding the educational work, academic organization, assessment and outcomes, and admission and financial aid policies of the College. The committee considers and makes recommendations to the Board on the appointment and promotion of members of the faculty. The committee also keeps itself informed as to all matters pertaining to the libraries of the College and the joint library facilities of The Claremont Colleges.

The committee's actions and decisions shall be subject to review and action by the Executive Committee or the Board of Trustees, provided, however, that the Board of Trustees may at any time direct that reports and actions of the committee be submitted directly to the Board of Trustees for final action. The committee shall make such recommendations to the Board of Trustees or the Executive Committee as it may deem advisable.

The committee shall have no less than eight Trustee members. The President of the College shall be a voting member of the committee. The committee shall also include two students recommended by the governing body of the Associated Students of Pomona College and one member of the faculty recommended by the President of the College, and, in each case, approved by the Chair of the committee. The student member and faculty member shall be voting members of the committee except in matters of personnel, compensation, legal matters, or other matters as determined by the Chair of the committee. The student and faculty members shall not be present during the presentation and discussion of confidential personnel, compensation, or legal matters, or other matters as determined by the Chair of the committee. The Vice President for Academic Affairs and Dean of the College shall serve as an ex-officio, non-voting member. Four Trustee members shall constitute a quorum. Action shall require the affirmative votes of a majority of those members who are present and voting or, if greater, three votes.

Section 2.11 Facilities and Environment Committee (8 or more Trustee members).

The Facilities and Environment Committee of the Board of Trustees considers all proposals for the development of the campus, supervises the preparation of plans for any proposed building or permanent improvement, exercises general physical and financial supervision over the construction and major renovation of buildings and improvements, and inspects the College premises.

The committee shall have no less than eight Trustee members. The committee

shall also include as voting members one student recommended by the governing body of the Associated Students of Pomona College and one member of the faculty recommended by the President of the College, and, in each case, approved by the Chair of the committee. The student member and faculty member shall be voting members of the committee except in matters of personnel, compensation, legal matters, or other matters as determined by the Chair of the committee. The student and faculty members shall not be present during the presentation and discussion of confidential personnel, compensation, or legal matters, or other matters as determined by the Chair of the committee. The Vice President and Treasurer of the College shall serve as an ex-officio, non-voting member. Four Trustee members shall constitute a quorum. Action shall require the affirmative votes of a majority of those members who are present and voting or, if greater, three votes.

Section 2.12 Finance Committee (8 or more Trustee members).

The Finance Committee has the authority to sell and dispose of all real estate or other property held by the College in trust, or for specific use, aside from the property maintained as campus, buildings, or equipment. The committee considers proposals of the President of the College concerning the annual budget and establishes procedures for operation under the budget as approved by the Board of Trustees. The committee makes periodic reviews of the financial position of the College and makes its recommendations to the Board or the Executive Committee in writing. Copies of any proposed budget shall be mailed to each member of the Board at least seven days before the meeting at which the budget is to be adopted. The budget, however, shall not become effective until approved by the Board. The committee shall be consulted on any plan under consideration by any other committee that could have significant financial consequences for the College.

The Vice President and Treasurer of the College shall submit such reports as may be requested by the committee, and as he/she may additionally deem proper.

The committee shall have no less than eight Trustee members. The committee shall also include two students recommended by the governing body of the Associated Students of Pomona College and one member of the faculty recommended by the President of the College, and, in each case, approved by the Chair of the committee. The student members and faculty member shall be voting members of the committee except in matters of personnel, compensation, legal matters, or other matters as determined by the Chair of the committee. The student and faculty members shall not be present during the presentation and discussion of confidential personnel, compensation, legal matters, or other matters as determined by the Chair of the committee. The Vice President and Treasurer of the College shall serve as an ex-officio, non-voting member. Four Trustee members shall constitute a quorum. Action shall require the affirmative votes of a majority of those members who are present and voting or, if greater, three votes.

Section 2.13 Honorary Degrees Committee (5 or more Trustee members).

The Honorary Degrees Committee of the Board of Trustees investigates fully the qualifications of candidates for the Trustee's Medal of Merit and for honorary degrees, whether such names originate in the committee or are proposed by others, and proposes and presents such candidates to the Board of Trustees. The names of candidates for honorary degrees must first be approved by the Cabinet of the College before being presented to the Board of Trustees.

The committee shall have no less than five Trustee members. The committee shall also include as voting members three members of the faculty recommended by the President of the College and approved by the Chair of the committee. The Vice President for Academic Affairs and Dean of the College and the sitting presidents of the junior and senior classes shall serve as an ex-officio, non-voting members. Three Trustee members shall constitute a quorum. Action shall require the affirmative votes of a majority of those members who are present and voting or, if greater, three votes.

Section 2.14 Investments Committee (5-8 Trustee members).

The Investments Committee of the Board of Trustees is charged with directing the investment and reinvestment of the funds of the College. The committee shall advise the Board of Trustees with respect to investment of endowment, trust and general funds of the College and shall be responsible for developing and recommending for adoption by the Board policies relating to such investments. The Treasurer shall submit such reports as may be requested by the committee, and as he/she may additionally deem proper.

The committee shall have no less than five and no more than eight Trustee members. The Vice President and Treasurer of the College shall serve as an ex-officio, non-voting member. Three Trustee members shall constitute a quorum. Action shall require the affirmative votes of a majority of those members who are present and voting or, if greater, three votes.

Section 2.15 Student Affairs Committee (8 or more Trustee members).

The Student Affairs Committee serves as a vehicle for communication by students to the Board of Trustees on issues for which Board involvement is appropriate, and provides the Board of Trustees with a means for reviewing the quality of student life on campus. The committee meets on call as deemed necessary by the Chair or the Vice President and Dean of Students, in response to specific issues or concerns.

The committee shall have no less than eight Trustee members. The committee shall also include as voting members two students recommended by the Associated Students of Pomona College and one faculty member recommended by the President of the College, and, in each case, approved by the Chair of the committee. Of the two student members, one shall be the current president of the

Associated Students of Pomona College and shall serve as a Vice-Chair of the committee. There will also be a Trustee Vice-Chair. The student members and faculty member shall be voting members of the committee except in matters of personnel, compensation, legal matters, or other matters as determined by the Chair of the committee. The student and faculty members shall not be present during the presentation and discussion of confidential personnel, compensation, legal matters, or other matters as determined by the Chair of the committee. The Vice President and Dean of Students shall serve as an ex-officio, non-voting member. Four Trustee members shall constitute a quorum. Action shall require the affirmative votes of a majority of those members who are present and voting or, if greater, three votes.

Section 2.16 Trusteeship Committee (8 to 10 Trustee members).

The Trusteeship Committee of the Board of Trustees presents to the Board nominations of persons to become members of the Board, to become Trustees Emeriti/ae, to become Chair-elect, to become officers of the Board, and to become members of the standing committees of the Board other than the Trusteeship Committee, including nominations specifying those Trustees to become Chair and Vice Chair of each such committee. A nomination for a new member of the Board shall not be brought before the Board for formal action unless notice of that person's nomination, accompanied by a biographical sketch of the nominee, was given to the Trustees at least fourteen days prior to such Board action, which notice shall be given at the request of the Chair of the committee by one of the methods described in Section 3.6.

The committee shall also be responsible for organizing the general functions of the Board of Trustees, overseeing the orientation and training of new members of the Board, evaluating the performance of the Board, and reviewing the Bylaws from time to time.

The committee shall have eight to ten Trustee members as follows: (a) the Chair of the Board and the President of the College shall be members; (b) six other Trustee members shall serve staggered three-year terms on the committee, with two such members being elected each year; (c) a Trustee may serve a fourth consecutive year on the committee if he or she has been elected as Vice Chair of the committee for that fourth year; and (d) a Trustee may serve a fourth, or a fifth, consecutive year on the Committee if he or she has been elected as Chair of the committee for that fourth or fifth year. New members of the committee, and the Chair and the Vice Chair of the committee, shall be nominated by the Executive Committee and elected by the Board. When a Trustee's service on the committee ends, he or she shall not be eligible to serve again until two years have elapsed. The Secretary and the Vice President for Advancement shall serve as an ex-officio, non-voting members of the committee. Four Trustee members shall constitute a quorum. Action shall require the affirmative votes of a majority of those members who are present and voting or, if greater, three votes.

Section 2.17 Minutes.

Minutes shall be taken of each committee meeting at which actions are taken or recommendations made to the Board of Trustees. The minutes shall be distributed to all members of the Board prior to the next meeting of the Board.

Section 2.18 Indemnity of Trustees, Officers, Administrators, and Faculty.

The Corporation shall, and hereby does, to the maximum extent permitted by law, indemnify each of its current and former Trustees, officers, and members of any committee of the Board of Trustees, and each current and former officer, administrator and faculty member of the College, 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 an agent of the Corporation and/or the College, and shall advance to such person expenses incurred in defending any such proceeding to the maximum extent permitted by law. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the Corporation and/or the College, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under law.

Section 2.19 Conflicts of Interest.

Any conflict of interest on the part of any Trustee or officer (including by reason of a financial or other interest of a relative of the Trustee or officer) shall be disclosed by the Trustee or officer in writing to the Audit & Risk Management Committee of the Board of Trustees and the President of the College at least annually and made a matter of record. When any such interest becomes relevant to any subject requiring action by the Board of Trustees, any of its duly constituted committees, or the administration, the Trustee or officer having a conflict shall report it in writing to the Audit & Risk Management Committee of the Board of Trustees and the President of the College. The Trustee or officer shall not be present for, and shall not participate in, the discussion of the subject or make any recommendations regarding the subject in which the Trustee or officer has a conflict of interest, shall not use personal influence, and shall not be counted in determining any quorum for any meeting for the purpose of voting on the subject. However, any Trustee or officer who is excluded from participating or making recommendations because of such conflict of interest will briefly state the nature of the conflict and will be encouraged to answer pertinent questions of the President or other Trustees when the Trustee's or officer's knowledge of the subject will assist the Board of Trustees, its committees or the administration. The minutes of any meeting attended by the interested Trustee or officer at which the subject is discussed shall reflect that a disclosure was made, that the interested Trustee or officer abstained from, and absented himself or herself during, discussion and voting except to the extent provided above, and that the Trustee or officer was not counted in determining any necessary quorum for dealing with the subject on which the conflict exists.

ARTICLE III: Meetings of Trustees

Section 3.1 Place of Meeting.

All meetings of the Board of Trustees and of its Executive Committee shall be held at Claremont, California, or at such other place as the Board or the Executive Committee may determine.

Section 3.2 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 College.

Section 3.3 Annual Meeting.

The meeting held near the time of the Commencement of the College or such other meeting as shall be annually directed by the Executive Committee or the Board shall be known as the annual meeting.

Section 3.4 Special Meetings.

The Chair of the Board of Trustees, or (in the event of the incapacity of the Chair) any two or more of the Vice Chairs, or any five members of the Board may call a special meeting of said Board.

Section 3.5 Attendance.

Any officer, faculty member, or employee may be requested by the Board of Trustees or its committees to attend any meeting of the Board or its committees.

Section 3.6 Notices.

Notice of the time and place of meetings shall be given to each Trustee by one of the following methods:

- (a) By personal delivery of written notice;
- (b) By first class mail, postage prepaid;
- (c) By telephone communication, either directly to the Trustee or to a person at the Trustee's office who would reasonably be expected to communicate such notice promptly to the Trustee;
- (d) By telegram, charges prepaid;
- (e) By telecopy; or

(f) By electronic mail.

All such notices shall be given or sent to the Trustee's mailing address, telephone number, telecopy number or electronic mail address as shown on the records of the Corporation. Notices sent by first class mail shall be deposited into a United States mailbox at least six days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, telecopy or electronic mail shall be delivered at least forty-eight hours before the time set for the meeting.

Notices shall state the time and place for the meeting. A notice of the time and place at which an adjourned meeting will be continued need not be given unless the meeting is adjourned for more than twenty-four hours, in which case notice of the time and place shall be given prior to continuing with the adjourned meeting to all Trustees not present at the time of adjournment.

Section 3.7 Quorum.

Ten (10) Trustees shall constitute a quorum for the transaction of business. If, however, the number of Trustees authorized by these Bylaws is increased, the number of Trustees required to constitute a quorum shall be increased so that a quorum shall consist of no fewer than one-fifth (1/5) of the Trustees authorized by these Bylaws.

Section 3.8 Action by the Board.

An act of a majority of the required quorum present and voting at a duly called meeting shall be an act of the Board of Trustees except as may be provided by law, by the Articles of Incorporation, or by these Bylaws. Any meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Trustees, provided that any action taken is approved by at least the majority of the required quorum or so much greater number as may be required by law, the Articles of Incorporation, or these Bylaws. A majority of the voting Trustees present, whether or not constituting a quorum, may adjourn any meeting to another time and place, provided that if the meeting is adjourned for more than twenty-four hours, notice of the time and place at which the meeting will be continued shall be given prior to continuing with the adjourned meeting to all Trustees not present at the time of adjournment.

Section 3.9 Meeting by Telephone.

Meetings of the Board of Trustees may be conducted in whole or part by telephone or video conference so long as all Trustees participating in the meeting can hear one another.

Section 3.10 Action Without Meeting.

Any action required or permitted to be taken by the Board of Trustees may be taken without a formal meeting so long as a written consent setting forth the action so taken and signed by all members of the Board is filed with the minutes

of the proceedings of the Board.

Section 3.11 Committee Activities.

The provisions of Sections 3.6, 3.8, 3.9, and 3.10 of these Bylaws relating to meetings and actions of the Board of Trustees and of Section 5211 of the California Nonprofit Corporation Law shall apply to meetings and actions of any committee of the Board of Trustees to which any responsibility of the Board has been delegated or that is otherwise exercising any authority of the Board; by this, Sections 3.6, 3.8, 3.9 and 3.10 shall be read by replacing “Board” or the “Board of Trustee” with “committee” and by replacing “Trustee(s)” with “committee member(s).” Notwithstanding the foregoing, except when taking action in which a committee is carrying out any responsibility or otherwise exercising the authority of the Board of Trustees, a committee may conduct its activities, without a formal meeting, through communications among members by means such as telephone, letter, facsimile and electronic mail, as follows: Without a formal meeting, a committee may take such actions that do not exercise the authority of the Board and do not bind the Board, such as making recommendations or nominations for consideration by the Board, so long as all members of the committee have received notice of the proposed action and the Chair of the committee has then received written consent to the action from no less than a majority of the voting members of the committee and the minimum number of members required to constitute a quorum of that committee. This written consent may be transmitted by letter, facsimile or electronic mail.

ARTICLE IV: Officers of the College

Section 4.1 Officers of the College.

The regular officers of the College shall consist of a President, a Vice President for Academic Affairs and Dean of the College, a Vice President and Dean of Students, a Vice President for Advancement, a Vice President and Treasurer, a Vice President and Dean of Admissions and Financial Aid, and a Registrar. Except for the President, one individual may hold any two of these offices. The Board may from time to time appoint certain other vice presidents, determine their term of office, and define their duties and responsibilities. All officers of the College serve at the pleasure of the Board of Trustees, and may be dismissed by affirmative vote of the majority of the Trustees then in office.

Section 4.2 President of the College. Term of Office.

The President of the College shall be elected by the Board of Trustees, and his/her term of office shall be determined by the Board. During the President’s term of office he/she shall hold full professorial rank in the faculty. The election of the President shall take place at any regular meeting of the Board, or special meeting called for that purpose, and an affirmative vote of the majority of the Trustees then in office shall be necessary to elect the President.

Section 4.3 Duties of the President.

The President of the College shall have general oversight of the College instruction and discipline. The President shall ordinarily preside at the public and general meetings of the College. The President shall preside and vote at his/her discretion in the meetings of the Cabinet and may, at his/her discretion, delegate the right to preside over meetings of the faculty to the Vice President and Dean of the College or a member of the Faculty Executive Committee. The President shall nominate to the faculty the members of the various regular committees of the faculty, on each of which the President shall be an advisory member.

The President shall have the authority to act in extraordinary circumstances to ensure the safety of individuals, the protection of property, and the continuity of the educational process. In executing this authority, the President is specifically permitted to remove a student from campus, to prohibit a student from being on campus, and to expel, suspend, place a student on leave, or take any other action with respect to the status of a student of the College that the President deems appropriate or necessary in their absolute discretion ("the Action"). If the President is not able to act in a situation that requires the exercise of extraordinary authority, the authority shall pass first to the Vice President and Dean of the College; and if the Dean of the College is also unable to act then such extraordinary authority shall pass to the Vice President and Dean of Students.

The President shall have general oversight of all salaried officers of the College, including those employed in association with other institutions insofar as their service concerns Pomona College. He/she shall have general oversight of the physical property of the College. The President shall keep the Board of Trustees fully informed of the regulations adopted and of the entire development of the College. He/she shall also present to the Board of Trustees an annual report of the general condition of the College with such comments and suggestions as he/she deems to be in the College's interests. 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.

Section 4.4 Acting President.

In the prolonged absence of the President of the College or in the case of his/her inability to act, the Board of Trustees shall appoint an Acting President who shall perform during the absence or inability of the President, the duties of the President of the College as laid down in these Bylaws.

Section 4.5 Vice President for Academic Affairs and Dean of the College.

The Vice President for Academic Affairs and Dean of the College shall be appointed by the Board of Trustees on the nomination of the President of the

College, and next to the President shall be the ranking officer of the faculty. The Dean of the College shall hold full professorial rank in the faculty during his/her term of office. In the case of the absence or inability of the President, he/she shall serve as Acting President unless an Acting President has been appointed by the Board. The Dean of the College shall be responsible to the President. He/she shall maintain general oversight of the curriculum of the College and coordinate the work of the faculty and its departments. There may be associate or assistant deans appointed by the President to assist the Dean of the College. Such associate or assistant deans may be members of the faculty if their training and experience warrant.

Section 4.6 Vice President and Dean of Students.

The Vice President and Dean of Students shall be appointed by the Board of Trustees on the nomination of the President of the College. He/she shall be directly responsible to the President for the general oversight of student affairs. The Dean of Students shall be a voting member of the faculty during his/her term of office. There may be associate or assistant deans appointed by the President to assist the Dean of Students. Such associate or assistant deans shall have, under the direction of the President of the College and the Dean of Students, general supervision of the activities of all students and their relations to the institution. Such associate or assistant deans may be members of the faculty if their training and experience warrant.

Section 4.7 Vice President and Dean of Admissions and Financial Aid.

The Vice President and Dean of Admissions and Financial Aid shall be appointed by the Board of Trustees on the nomination of the President of the College. He/she shall be charged with the responsibility for the admission of new students to the College, in which duty he/she shall be assisted by a committee of the faculty. The Vice President and Dean of Admissions and Financial Aid shall be directly responsible to the President and shall be a voting member of the faculty during his/her term of office.

Section 4.8 Registrar.

The Registrar shall be appointed by the President of the College. He/she shall keep the academic records of the College and supervise the enrollment of students. The Registrar shall be an ex-officio member of the committee dealing with the classification of students and shall perform the duties which usually pertain to this office, together with such other duties as the faculty may assign. The Registrar shall be a voting member of the faculty during his/her term of office.

Section 4.9 Vice President and Treasurer.

The Vice President and Treasurer of the College shall be appointed by the Board of Trustees on the nomination of the President of the College, and shall be the

Treasurer of the Corporation. His/her duties are outlined in Section 2.5.

Section 4.10 Vice President for Advancement.

The Vice President for Advancement shall be appointed by the Board of Trustees on the nomination of the President of the College. He/she shall be directly responsible to the President for the general financial development of the College, including the fund-raising activities of the College, and for alumni affairs, public affairs, and community relations. The various organizations that are engaged in the development of the College, including the alumni, parents, associates, and other support organizations that may exist from time to time, shall report to the Vice President for Advancement, or to such other person as he or she designates.

ARTICLE V: Composition and Duties of the Faculty

Section 5.1 The Faculty.

- (a) The faculty shall consist of the President, the Dean of the College and the Dean of Students, all regular members of the teaching staff on Pomona College appointment, and academic officers on Pomona College appointment given ranking as members of the faculty by these Bylaws or by the Board of Trustees. Voting rights in the faculty shall be extended to those faculty members holding full-time appointments at professorial or instructor ranks at Pomona College who have either appointments for a period of service exceeding one year, or more than one year's full-time service at the College, except those on visiting appointments. The Vice President and Dean of Admissions and Financial Aid and the Executive Director of Information Technology Services shall be voting members of the faculty during their terms of office.
- (b) Initial faculty appointments of up to five years in duration may be at the discretion of the President. All other appointments to the faculty shall be made by the Board of Trustees or its Executive Committee after nomination in the first instance by the President of the College and favorable vote and recommendation of the Cabinet. It shall be the exclusive authority of the Board of Trustees to make appointments to full professorship or appointments for an indefinite period.
- (c) First appointments shall be for a period of not more than five years except that an associate professor or a full professor in another institution of similar rank may be appointed at once by the Board of Trustees for an indefinite period (i.e., with tenure).
- (d) Reappointments may be for a limited period.
- (e) In the matter of appointments to the faculty, the phrases "for an indefinite period" and "with tenure" signify that continuance of employment shall not be considered dependent on periodic reappointment, and employment

may be terminated only for adequate cause, change of institutional program, financial exigency or retirement. In other respects employment shall be subject to limitations laid down in these Bylaws.

- (f) Subject to subsection (e), above, the President, any other officer of the College who is ranked as a member of the faculty, and any other member of the faculty, may be dismissed from employment by the Board of Trustees at any meeting by affirmative vote of a majority of the Trustees then in office. Any such dismissal by the Board, however, shall be made only after 30 days written notice has been given to the person proposed to be dismissed and to all Trustees, and after such person proposed to be dismissed has been given an opportunity for a full hearing before the Board, the Educational Quality Committee, or such other committee as the Board may designate, if such a hearing has been requested.
- (g) In cases involving dismissal of faculty other than the President and officers of the College, the Board need not provide the notice and hearing set forth in Section 5.1(f) if the Board has already approved procedures that provide for a hearing conducted by a faculty panel and receipt by the Board of recommendations following such hearing. In such case, the Board may take whatever action it deems appropriate in the exercise of its discretion and in accordance with the approved procedures, upon receiving such recommendations or upon the expiration of a reasonable time for receipt of such recommendations.
- (h) Any member of the faculty may be indefinitely suspended, without loss of pay, by either the Executive Committee or the Board of Trustees. Except as otherwise limited by these Bylaws or action of the Board, the President and any other officer of the College may be disciplined by the Board, and any other member of the faculty may be disciplined by the Board, the President or the Vice President for Academic Affairs and Dean of the College, without prior notice or hearing.
- (i) In the event of the elimination of any entire department of instruction from the college curriculum, the faculty members teaching courses in the department to be eliminated may be dismissed on one year's notice irrespective of tenure or contract.
- (j) Termination of service upon the expiration of the period stated in an appointment contract shall not constitute a dismissal.

Section 5.2 The Cabinet.

The Cabinet shall consist of the President of the College, the Dean of the College, the Dean of Students, and all members of the faculty of full professorial rank who have been associated with the College for at least one year. At its discretion, the Cabinet may elect other senior academic officers to its membership, and may include members of any faculty committee. Except as otherwise provided in these Bylaws, the Cabinet shall:

- (a) Meet upon the call of the President of the College or his/her representative or at the request of one-third of its members.
- (b) Hear and advise upon all nominations for reappointment and promotion of faculty in tenurable positions, including all recommendations for tenure.
- (c) Make recommendations to the faculty.
- (d) Discuss and advise upon any matters specifically referred to it by the President of the College.
- (e) Refer to the President of the College or the Educational Quality Committee any matter concerning which some action may be desired.

Section 5.3 Government.

- (a) The Government and direction of the College shall be lodged in the Board of Trustees. Administration of the College shall be delegated to the President of the College and his/her administrative officers who shall have authority to make and enforce all necessary regulations for the internal government of the institution and shall direct and be responsible for the use of its equipment. The faculty, under the direction of the President of the College, shall determine, subject to revision and approval by the Board of Trustees, the courses of study, 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 presented to the Board of Trustees for approval.
- (b) The head of each department of instruction shall furnish to the President of the College such written reports regarding the instruction and progress of the department as may be requested. Each member of the faculty shall furnish to the President of the College annually a written report of professional activities and accomplishments.
- (c) The faculty shall hold frequent and stated meetings to consider and advise on all questions pertaining to the order and interests and instruction of the College. All members of the faculty are expected to attend these meetings. The President of the College or, in his/her absence, the Vice President for Academic Affairs and Dean of the College, may call a special meeting at his/her discretion. At the request of at least ten voting members of the faculty, a special meeting shall be called.
- (d) It shall be the duty of the faculty to keep a fair and accurate record of its proceedings and submit the same to the inspection of the Trustees when desired. No action of the faculty shall be deemed valid unless formally voted and recorded. Except as otherwise provided in these Bylaws, the faculty may establish its own procedures for the conduct of its meetings,

including the rules relating to a quorum.

- (e) Each member of the faculty is expected to perform such duties, not strictly belonging to any department of instruction, as by vote of the faculty or direction of the President of the College are assigned to him.

Section 5.4 Committees of the Faculty.

Such standing committees as may be deemed advisable by the faculty may be elected by the faculty on the nomination of the President of the College, or appointed by said President on the vote of the faculty so to do.

ARTICLE VI: Amendments

Section 6.1

These Bylaws may be amended at any meeting of the Board of Trustees by a two-thirds vote of those present, notice of the proposal of an amendment having been given in the call for the meeting.

ARTICLE VII

Section 7.1 Non-Discrimination Policy.

Pomona College complies with all applicable state and federal civil rights laws prohibiting discrimination in education and the workplace. This policy of non-discrimination covers admission, access, and service in Pomona College programs and activities, as well as hiring, promotion, compensation, benefits, and all other terms and conditions of employment at Pomona College.