BYLAWS OF POMONA COLLEGE

(as amended and restated on May 12, 2007; as amended on May 17, 2008; as amended on February 27, 2009; as amended on May 14, 2011; as amended on May 12, 2012; as amended on May 18, 2013; as amended on May 17, 2014; as amended on May 16, 2015; as amended on May 13, 2017; as amended on May 13, 2022)

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

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) [illegible]

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
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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 [illegible] 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 CTw 1.5 -4 (e ai (be)4
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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

(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 in 0 Td.15 2 (noe)6 tnon(o s)-1 (pe)4 (a)4 (k)T

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 institu(an)- 0 Td( )Tand securit all

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

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

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 members and faculty member shall be voting members of the committee except in matters of personnel and compensation. The student members shall not be present during the presentation and discussion of confidential faculty reviews. 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,

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 tuition, personnel, and compensation. The student members and the faculty member shall not be present during the presentation and discussion of confidential personnel or compensation 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 Datediollege s5n(i)-2 .( )Tj-06 (g)2 (r)6 v(3C4

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 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

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 faculty and Cabinet and 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

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

which usually pertain to this office, together with such other duties as the faculty may assign. The

(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

(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 o2 (0 5742 (o3 0 Td[(t)o 0.23 0 Td[(r)-11 (C)-3 (a)4 (bi)me)

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