



University Bylaws

PURPOSE OF POLICY

These bylaws are established to maintain consistency and communicate fundamental organizational rules for the university. These bylaws are also created to communicate the purpose of the Board of Trustees, the composition of the board, duties, appointment, meeting rules of order, and definition of University Officers and their roles.

Washington Technology University's Bylaws supplement its Articles of Incorporation by detailing the university's operation and governance. Washington Technology University's Bylaws cover such topics as the election and powers of trustees, the conduct of board and committee meetings, and the designation and powers of University officers, among others. Any changes or additions to the Bylaws must be approved by the Board of Trustees.

SCOPE

These bylaws shall apply to Washington Technology University, its Board of Trustees, and WTU officers.

DEFINITIONS

Board of Directors: A group of individuals elected to represent shareholders of a company. In the context of Washington Technology University and its bylaws, the Board of Directors refers to the individuals representing the owners of Washington Technology University and are independent of the Board of Trustees.

Board of Trustees: An appointed group of individuals that has overall responsibility for the management of an organization. The board of trustees is typically the governing body of an organization and seeks to ensure the best interest of stakeholders.

Bylaw: A rule made by an organization to control the actions of its members.

Indemnity: Obligation to compensate for the loss suffered by an agent of the organization for liabilities incurred while carrying out responsibilities under the relationship.

POLICY

ARTICLE I - Name

The legal name of this independent private body is Washington Technology University Inc. ("WTU").

ARTICLE II - Purposes of Organization

The purposes for which the University is organized are to carry out and exercise the powers, rights, duties, and privileges, within and outside this state and country, as an educational institution.

ARTICLE III - Board of Trustees

1. Business and Affairs

The University shall be governed, and the business and affairs of the University shall be managed by the Board of Trustees of Washington Technology University, known hereon as simply the "Board", which may exercise all such powers, rights, duties, and privileges as are expressly conferred upon the University, or that are implied or are incident to such powers, rights, duties and privileges. The Board may delegate and provide for the further delegation of any and all such powers, rights, duties and privileges subject to limitations expressly set forth in the bylaws.

2. Membership

The membership of the Board is established by the Washington Technology University, Inc. Board of Directors. The Board shall consist of five (5) members. Except for the President of the University, the Trustees are appointed by Washington Technology University, Inc's Board of Directors and are subject to confirmation by the Board of Trustees. To assist the Board of Directors in appointing Trustees, the Board of Directors may submit a list of nominees to the Chair of the Board of Trustees for consideration whenever there is a vacancy.

3. Vacancies

A vacancy on the Board shall exist upon the death, resignation, removal, or expiration of the term of any Trustee. A Trustee may resign at any time by delivering written notice to the Board of Directors, the Chair of the Board of Trustees, and the President of the University.

4. Removal

A Board Officer may be removed from office by a majority vote of Trustees eligible to vote. The Board may terminate the status of the President as a Trustee by terminating the President's appointment as President of the University, subject to the rights, if any, of the President under a contract of employment.

5. Board Officers

a. Every two years, the Board shall select one of its members as Chair and another as Vice Chair, who shall be the Board Officers. The term for a board officer shall be approximately two years (as established by quarterly meeting dates), or until death, resignation, removal, or expiration of appointment as a Trustee within a term. The Chair and Vice Chair may be elected to consecutive terms without limitation. The Chair and Vice Chair shall not be employees or students of the University or members of the Board of Directors. The Board may appoint such other Board Officers, including a Second Vice Chair, with such duties as the Board determines necessary or appropriate.

b. In the event of a vacancy in the position of Chair, the Vice Chair shall, as soon as practicable, call a meeting of the Board for purposes of filling the vacancy; the Vice Chair shall temporarily assume the responsibilities of the Chair until such a meeting occurs and a new Chair is elected. A vacancy in the position of Vice Chair shall be filled by the Board at its next meeting. In the event of

a vacancy in both positions simultaneously, the President of WTU shall facilitate a meeting of the Board, as soon as practicable, for purposes of filling both vacancies.

c. The Chair shall establish the agenda for and preside at all meetings of the Board. The Chair shall perform such other duties as assigned by the Board. In the absence of the Chair or in the event of the Chair's inability to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as assigned by the Board.

d. Notwithstanding the appointment of a Chair and Vice Chair, authority is vested in the Board collectively and not in any individual Trustee. Individual trustees do not speak on behalf the University unless authorized to do so by the Board or Chair. The Chair may speak on behalf of the University, unless otherwise determined by the Board.

e. A Board Officer serves at the pleasure of the Board. A Board Officer may be removed from office by a two-thirds majority vote of Trustees eligible to vote. A Board Officer may voluntarily relinquish his or her position Chair or Vice Chair by submitting a letter of resignation to the Secretary with an effective date.

6. Compensation; Reimbursement of Expenses

A Trustee performing his or her official duties is not acting as an employee of the University and shall not receive a salary. In accordance with University policy and upon approval by first the Secretary and then the Treasurer of the University, a Trustee may be reimbursed for reasonable expenses incurred in connection with the performance of official duties.

7. Faculty and Non-faculty Staff Trustees

The Faculty Trustee and Non-faculty Staff Trustee are each hereby granted reasonable leave with pay at their regular salaries as employees of the University to attend meetings of the Board and other official Board functions that occur between the hours of 8 a.m. and 5 p.m. Pacific Time Monday through Friday. Nothing in this section shall be deemed to alter the compensation of the faculty member or staff member for the performance of their duties as a University employee.

ARTICLE IV - Meetings of the Board

1. Meetings

A "Meeting" of the Board is the convening of the Board for a purpose for which a quorum is required in order to decide or to deliberate toward a decision on any matter. A Meeting does not include any on-site inspection of any project or program or the attendance of Trustees at any international, national, regional, state, or local association.

2. Quorum of the Board

Except as otherwise specified herein, a quorum of the Board is required to conduct Board business. A quorum of the Board shall be a majority of the Trustees in office at the time of the meeting. However, Trustees who have been disqualified from voting on a matter shall not be considered to be a Trustee in office for purposes of establishing a quorum in relation to that matter.

3. Manner of Acting

a. Except as otherwise specified herein, action upon a matter for which a quorum is required shall be taken upon the approval of a majority of the Trustees present.

b. All Trustees present must vote affirmatively or negatively on any matter on which a vote is called by the Chair, except that a Trustee may not vote if the Trustee is disqualified from voting under law, these bylaws, or applicable policy. Abstentions may be permitted by the Chair.

c. The Board may permit any or all Trustees to participate in a meeting by, or conduct the meeting through use of, any means of electronic communication by which all Trustees participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Trustee shall constitute such Trustee's presence in person at the meeting.

d. Any item referred to the Board under unanimous support from a committee may be presented to the Trustees on a Consent Calendar at the recommendation of the committee chair. The Consent Calendar shall be considered at the next regularly scheduled meeting of the Board and all items on the Consent Calendar shall be considered en bloc. An item shall be removed from the Consent Calendar if two or more trustees so request, in writing to the Chair, not later than two hours prior to convening of the Board meeting at which the Consent Calendar will be considered. An item may be removed from the Consent Calendar at the discretion of the Chair at any time.

4. Quorum not Required

A majority of the voting Trustees present at a meeting that is subject to the quorum requirements of this Article, although less than a quorum, may:

- a. Adjourn the meeting from time to time to a different time or place before the date of the next regular meeting without further notice of any adjournment. At such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.
- b. Set a time for adjournment.
- c. Call a recess.
- d. Take any measure necessary or appropriate to assemble a quorum.

5. Parliamentary Rules. Procedural

Procedural disputes shall be resolved by reference to Robert's Rules of Order, as interpreted by the Chair.

ARTICLE V - Meeting Procedures

1. Regular Meetings

Regular Meetings of the Board shall be held at least once quarterly on such dates and at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or in writing signed by a majority of the Trustees then in office.

2. Special Meetings

Special Meetings of the Board may be called at any time by the Chair and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for a special Meeting signed by a majority of the Trustees then in office and specifying the purpose of the meeting. Signatures may be electronic and in counterparts.

3. Emergency Meetings

Emergency Meetings of the Board may be called at any time by the Chair in instances of an actual emergency and must be called by the Chair within twenty-four (24) hours after the Chair's receipt of a written request for such a meeting signed by a majority of the Trustees then in office, identifying the actual emergency and specifying the purpose of the meeting. Signatures may be electronic and in counterparts. Minutes of emergency Meetings shall describe the emergency justifying the emergency Meeting.

4. Place of Meetings

All regular Meetings and special Meetings of the Board shall be held at a location owned, controlled, leased, or licensed by the University. Emergency Meetings necessitating immediate action may be held at other locations.

5. Notice of Meetings

- a. Notice of all regular Meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting.
- b. Notice of a regular or special Meeting must be given to each Trustee at least 48 hours prior to the hour of the meeting. Notice to each Trustee of an emergency Meeting shall be appropriate to the circumstance.

6. Minutes of Meetings

The Board shall provide for the taking of written minutes of all Meetings, which minutes shall give a true reflection of the matters discussed and actions taken at the Meetings and the views of the participants.

ARTICLE VI - Officers of the University

1. Officers

The officers of the University shall be a President, Treasurer, General Counsel, Secretary, and such other officers as may be deemed necessary by the President to conduct University business. The officers shall have such authority and perform such duties as set forth in the law and these Bylaws and as may be prescribed by the Board or President.

2. President

The Board shall appoint a President. The President of the University is the President of the Faculty. The President is also the executive and governing officer of the University, except as otherwise provided by statute or action of the Board. Subject to the supervision of the Board, the President of the University has authority to direct the affairs of the University. The President shall, from time to time, report to the Board all significant matters within the President's knowledge related to affairs of the University. The President shall perform such other duties as assigned by the Board. The President may appoint other officers and employees of the University, who shall have such powers and duties as may be prescribed by the President.

3. Chief Financial Officer (CFO)

The President shall appoint a chief financial officer, who shall be the Treasurer. Subject to the supervision of the Board and applicable law, the Treasurer of the University shall properly account for all monies collected, received, and expended by the University and all real and personal property of the University. The Treasurer will keep and maintain, or cause to be kept and maintained, adequate and correct records of the assets, liabilities, and business transactions of the University. The Treasurer will disburse the funds of the University as may be provided for by the Board, may settle and pay all claims against the University, and will render to the President or the Board, upon request, an account of the financial condition of the University.

4. General Counsel

The President shall appoint a General Counsel. The General Counsel to the University is the chief legal officer of the University and represents and advises the University, including the Board, officers, and employees, in all matters related to the affairs of the University. The General Counsel is authorized to accept legal process on behalf of the University.

5. Secretary

The President shall appoint the Secretary. The Secretary shall be responsible for the giving of required notices of meetings of the Board and the preparation of the minutes.

ARTICLE VII - Board Committees

The Board may establish such committees as it deems appropriate or necessary from time to time and shall define the duties and reporting requirements of such committees and the membership of the committees.

ARTICLE VIII – Not Used

There was no Article VIII in the approved policy. This statement is here for clarification only.

ARTICLE IX - Conflicts of Interest

1. In General

Subject to the requirements of law and of this Article IX, the Board may take any action involving either a potential conflict of interest or an actual conflict of interest. Prior to taking any action in an official capacity on any matter involving a potential conflict of interest or an actual conflict of interest for a Trustee, the Trustee shall announce the nature of the potential or actual conflict of interest. Any Trustee having an actual conflict of interest in a transaction with the University shall in addition (i) refrain from participating in any discussion or debate on the issue out of which the conflict arises, and (ii) refrain from voting on the issue, unless the Trustee's vote is necessary for Board action on the issue.

2. Member of Board of Directors Serving on Board of Trustees

A member of the Board of Directors serving on the Board of Trustees could experience a conflict of interest resulting from the member's interests as a Director of the university and the member's duty to further the University's mission. The Board may determine that such potential or actual conflict of interest exists by majority vote. This does not remove or diminish in any way the expectation that the Member identify and declare a conflict of interest where one exists.

3. Other

The Board may adopt such other policies and standards pertaining to conflict of interest and ethics as the Board determines to be appropriate.

ARTICLE X – Indemnity

1. Right to Indemnification

To the fullest extent permitted by Washington State Law, the University will indemnify any person (and that person's heirs, executors, guardians, administrators, assigns and legal representatives) who was or is made, or threatened to be made, a party to or is involved in (including as a witness) any threatened, pending or completed action, suit, proceeding or inquiry, whether civil or criminal, administrative or investigative, brought in the right of the University or otherwise, by reason of the fact that he or she is or was a Trustee or officer of the University, against any and all liability, loss, and expense actually and reasonably incurred or suffered by such person in connection therewith, including judgments, fines, amounts paid or to be paid in settlement of such action or proceeding, and attorneys' fees actually and necessarily incurred as a result of such action or proceeding or an appeal therein. Reference to serving any employee benefit plan will include such service as a Trustee or officer that imposes duties on, or involves services by, that Trustee or officer with respect to an employee benefit plan, its participants, or beneficiaries. The right of indemnification provided in this Article X will continue for a person who has ceased to serve in an indemnified capacity with respect to the prior service in an indemnified capacity. The right to indemnification includes the right to be paid by the University the expenses incurred in

defending an action, suit, proceeding or inquiry, whether civil or criminal, administrative or investigative, in advance of the final disposition thereof; provided, however, that the payment of such expenses will be made only upon receipt by the University of an undertaking by or on behalf of such person to repay (i) the sum advanced, in case the person receiving that sum is ultimately found not to be entitled to indemnification under this subsection 1, or (ii) that part of the sum advanced that exceeds the indemnification to which such person is ultimately determined to be entitled under this subsection 1. A. A person entitled to be indemnified as a matter of right under this subsection 1 may elect to have such right interpreted based on the Washington State Corporation Law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or in effect at the time indemnification, including reimbursement or advancement of expenses, is sought.

2. Right of Claimant to Bring Suit

If a claim for indemnification under subsection 1 of this Article X is not paid in full by the University within ninety days after a written demand therefor has been received by the University, the claimant may at any time thereafter bring suit against the University to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant will be entitled to be paid also the expense of prosecuting such claim. It will be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition thereof where the required undertaking has been tendered to the University) that the claimant has not met the standards of conduct that make it permissible under subsection 1 of this Article X for the University to indemnify the claimant for the amount claimed, but the burden of proving such defense will be on the University.

3. Non-Exclusivity of Rights; Severability; Contract Right

If any provision of this Article X is found to be in whole or part legally invalid, that finding will not affect the validity of the remaining provisions of the Article X. The right of indemnification provided in this Article X is not exclusive and will not be deemed to limit any other rights that any person entitled to indemnification may have or hereafter acquire under any statute, provision of the Charter, Bylaws, agreement, resolution of disinterested members of the Board, or otherwise. The provisions of this Article X will be deemed to be a contract right between the University and each person entitled to indemnification pursuant to this Article X. Any repeal, amendment or modification of this Article X may not adversely impact any right or protection of such person in respect of an act or omission occurring prior to the time of the repeal, amendment, or modification.

4. Other Employees and Agents of the University

The University may, by action of its Board, provide indemnification to an employee or agent of the University of such scope, to such effect, and granting such rights, if any, as the Board, in its sole discretion, determines, including, without being limited to, indemnification of the same scope, to the same effect, and granting the same rights as the indemnification of Trustees and officers provided by this Article X.

5. Insurance

The University may purchase and maintain insurance, at its expense, to indemnify (i) the University against any obligation it incurs as a result of this Article X, (ii) its Trustees, officers, employees, and agents in instances in which they must or may be indemnified by the University pursuant to this Article X, and (iii) its Trustees, officers, employees, and agents in instances in which, for any reason, they are not, or may not be, indemnified by the University.

ARTICLE XI - Miscellaneous Provisions

1. Principal Office

The principal office of the University is located at the Office of the President, Washington Technology University.

2. Severability

Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws. The headings in these Bylaws are provided for convenience and shall not be considered in the interpretation or construction of these Bylaws.

3. Authority

Because the Board is the final University authority, these bylaws and Board policies and standards have precedence over other policies and standards of the University and its constituent parts. Any policies and standards adopted by the University and its constituent parts shall be consistent with these Bylaws.

4. Amendment of Bylaws

These Bylaws may be altered, amended, restated, or repealed and new bylaws may be adopted by the Board at any regular or special Meeting.