This Corporation is duly organized under the provisions of Minnesota Statutes Chapter 317A, known as the Minnesota Nonprofit Corporation Act. The following Amended and Restated Bylaws are adopted pursuant to the Minnesota Nonprofit Corporation Act and supersede the Corporation’s original bylaws and all amendments thereto in their entirety.

ARTICLE I

Name, Offices and Corporate Seal

Section 1.1 - Name

The name of this Corporation is Northwestern Health Sciences University. These Bylaws refer to this Corporation as the "University".

Section 1.2 - Offices

The principal office of the University shall be located at 2501 West 84th Street, Bloomington, Minnesota. The Board of Trustees may designate other offices within or without the state of Minnesota as the business of the University may require.

Section 1.3 - Corporate Seal

The corporation shall have a corporate seal.

ARTICLE II

Purpose and Heritage

Section 2.1 – Purpose

“The University is organized and shall be operated exclusively for the promotion of any and all charitable, religious and educational purposes contemplated by Section 501(c)(3) of the Internal Revenue Code. Specifically, the University exists to carry out the following purposes:

- to maintain an institution for preserving, advancing and teaching the theory and practice of chiropractic; health and wellness sciences; acupuncture and oriental medicine; therapeutic massage; and other health professions, disciplines, and sciences as the Board may from time to time determine;
- to advance the aforementioned health professions, disciplines and sciences by seeking or preparing baccalaureate, graduate and professional students who are broadly educated and who possess an understanding of the human condition from a variety of perspectives;
- to conduct and sponsor health-related research;
• to establish and maintain health care clinics for the purpose of providing training and research environments, and providing quality care and associated services to the public;
• to provide postgraduate education for health professionals and scientists;
• to provide health and wellness education and services for individuals and communities; and
• to promote the public health.”

In furtherance of its purposes, the University may engage in, advance, promote and administer charitable and educational activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Internal Revenue Code.

The University shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom, and to lease, mortgage, encumber, and use the same, and the University shall have such other powers which are consistent with the foregoing purposes and which are afforded to the University by the Minnesota Nonprofit Corporation Act, as now enacted or as hereafter amended. All powers of the University shall be exercised only so that the University’s operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code.

All references herein to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986, including any amendments thereto, as well as any related provisions thereof adopted by future amendments to the extent such provisions are applicable to the University.

Section 2.2 – Heritage

The University was originally founded in June, 1941, as Northwestern College of Chiropractic by Dr. John B. Wolfe, Sr., for the purpose of preserving, advancing, and teaching the science, art and philosophy of chiropractic. Dr. Wolfe led the College through a long period of continuous advancement until his retirement in 1984. In 1999, the Board of Northwestern College of Chiropractic resolved to expand the mission and purpose of the institution, as described in Section 2.1, and rename it as Northwestern Health Sciences University.

ARTICLE III

Board of Trustees

Section 3.1 – Powers

The Board of Trustees of the University shall constitute its governing Board and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, the Bylaws and the Minnesota Nonprofit Corporation Act. The Board is ultimately responsible for the entire management and control of the property and affairs of the University. Its primary functions shall be policy making and responsibility for sound resource management of the University. The Board shall further determine and approve the general, educational, and financial policies of the University, and shall have the power to
carry out any other functions which are permitted by these Bylaws or by the Articles of Incorporation, except as limited by law. These powers shall include, but shall not be limited to, the following:

- Determination and periodic review of the mission and purposes of the University;
- Review and approval of additions and deletions of educational programs of the University;
- Approval of the terms and conditions of employment for all staff, faculty, administrators and other employees of the University;
- Approval of procedures regarding appointment, promotion, and dismissal of faculty;
- Appointment and performance assessment of the President;
- Approval and authorization of all earned and honorary degrees granted by the University, upon recommendation of faculty;
- Annual approval and continuous oversight of the University budget;
- Authorization of the incurring of debts by the University and securing thereof by mortgage and pledge of real and personal property tangible and intangible;
- Annual authorization of University tuition and fees; and
- Authorization for the University to accept gifts, grants or bequests, and approval of associated policies and procedures.

Section 3.2 – Number

The Board shall consist of not less than twelve (12) persons, as determined from time to time by resolution of the Board.

Section 3.3 – Election

At their annual meeting, the Board of Trustees shall elect by majority vote the necessary number of trustees to fill any vacancy then existing on the Board and to succeed those trustees whose term of office is then expiring.

Section 3.4 - Term of Office

Unless elected to a shorter term, Trustees shall serve for three-year terms. Trustees shall serve for the term for which they are elected and until their successors are elected and qualify, and may succeed themselves in office. Trustees who have served for three (3) consecutive three-year terms shall not be eligible for re-election to a three-year term until one (1) year has elapsed after the end of their third three-year term.

Section 3.5 – Removal

Any Trustee may be removed from office at any meeting of the Board by affirmative vote of two-thirds (2/3) of the Trustees then in office. A Trustee may be removed for any reason including, but not limited to, the following:

- Breach by the Trustee of her or his fiduciary duties to the University;
- Violation of the Board Code of Conduct and/or conflict of interest policy;
- Acts of a Trustee, except in good faith, whether or not in the course of performing duties or services for the University, which are detrimental to the reputation of the University; and
- Entry into employment by the University.
Section 3.6 – Resignation

A Trustee may resign at any time by giving written notice of her or his resignation to the Chair of the Board. The resignation is effective upon receipt of notice by the Chair, unless a later date is specified within the notice.

Section 3.7 – Vacancies

Any vacancy on the Board may be filled by the remaining Trustees through a special election at any regular meeting of the Board. Any Trustee elected to fill a vacancy shall hold office for the unexpired term of her or his predecessor and until the election and qualification of her or his successor.

Section 3.8 - Special Qualification

The Board shall include member representatives of University program constituencies, as the Board may designate. Those Trustees shall have all the rights and privileges of the other Board members, but may be ex-officio, non-voting members, as the Board may designate.

The President of the University shall be an ex-officio, non-voting member of the Board and its committees.

Section 3.9 – Compensation

Trustees shall not be entitled to any compensation for their service on the Board.

ARTICLE IV

Trustees Emeriti

Section 4.1 – Qualifications

A Trustee who has served for a minimum of three (3) terms or has served for a minimum of two (2) terms and attained the age of seventy years may, upon recommendation of the Committee on Trustees, be elected by a majority of the Board as a Trustee Emeritus/Emerita. This position shall be reserved for those Trustees with records of distinguished service to the University.

Section 4.2 - Term of Office

Trustees Emeriti shall be elected for three-year terms and may be re-elected without limitation.

Section 4.3 - Privileges

Trustees Emeriti shall be entitled to receive notices of all meetings of the Board, to attend and speak at all such meetings, to receive minutes of all meetings of the Board and Executive Committee, and to be members of all committees except the Executive Committee. They shall have the power to vote in meetings of any committee on which they may serve, but shall not have voting powers in meetings of the Board.
Section 4.4 – Limitations

Trustees Emeriti shall not be counted as members of the Board for any purpose.

ARTICLE V

Officers Of The University

Section 5.1 - Membership and Terms of Office

The officers of the University shall be the Chair, Vice Chair, Secretary and Treasurer of the Board, and the President of the University. The Chair, Vice Chair, Secretary and Treasurer shall serve for terms of two (2) years and until their successors are elected and qualified. The President shall serve such term as may be determined by the Board of Trustees at the time of her or his appointment.

Section 5.2 - Election of Officers

Unless a vacancy occurs at another time, elections of the Chair, Vice Chair, Secretary and Treasurer shall be held at the annual meeting of the Board. A vacancy in any office may be filled at any meeting of the Board.

Section 5.3 - Voting Rights

The Chair, Vice Chair, Secretary and Treasurer shall be members of the Board.

Section 5.4 - Additional Officers

The Board may approve the appointment of other officers as may be deemed necessary for proper management of the University, upon recommendation of the President.

Section 5.5 – Removal

All officers shall hold office at the discretion of the Board and shall be subject to removal with or without cause by affirmative vote of a majority of the entire membership of the Board then in office, held at any regular meeting of the Board.

Section 5.6 - Chair of the Board

The Chair of the Board shall preside at all meetings of the Board, shall have a right to vote on all questions, shall appoint to all committees the members who are not appointed by the Board, and shall have such other powers and duties as the Board may prescribe from time to time, or which may be contained in these Bylaws.

Section 5.7 - Vice Chair of the Board

In the absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair, and may have such other powers and duties as the Board may prescribe from time to time. In case of vacancy in the Chair, the Vice Chair shall act as Chair until a new Chair is duly elected by the Board.
Section 5.8 - President of the University

The President shall be the chief executive officer of the University and her or his duties shall be those that commonly pertain to the office of the president of a university. The President shall be the administrative head of the University and its constituent parts and she or he shall have the power to veto any act or resolution of any committee or other collective body within the University or its constituent parts except for the Board and committees of said Board, subject to such procedures as the Board may adopt from time to time. The President shall exercise general management over all the affairs of the University, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its responsibilities. The President shall have the authority to sign and execute all contracts in the name of the University and all notes, drafts, or other orders for the payment of money, unless restricted in specific instance by resolution of the Board.

Section 5.9 - Secretary of the Board

The Secretary shall give or cause to be given proper notice of all meetings of the Board, and shall keep or cause to be kept a record of the appointment of all committees of the Board. The Secretary shall keep or cause to be kept a record of the minutes of all meetings of the Board. Any of the powers or duties of the Secretary may be performed by an Assistant Secretary who shall be responsible to and report to the Secretary and the President of the University. The Assistant Secretary does not have to be a member of the Board and may be a member of the University staff.

Section 5.10 - Treasurer of the Board

The Treasurer shall be responsible for carrying out the mandates of the Board and its Finance and Facilities Committee in overseeing the financial resources of the University including, but not limited to, cash, securities, stocks, bonds, and all other property, real or personal, owned by the University. The Treasurer shall assure that all books and accounts are accurately kept and shall present a full and detailed financial statement properly audited by an independent certified public accountant, to the Board at its annual meeting and, if requested, at any other meeting of the Board or its Executive or Finance and Facilities Committees. The Treasurer shall monitor the investments of the University, including all funds and endowments, as recommended by the Finance and Facilities Committee and approved by the Board. The Treasurer may be required to furnish a bond for the faithful performance and discharge of these duties, as may be directed by the Board or required by State statute. The Treasurer shall chair the Finance and Facilities Committee of the Board.

Section 5.11 - Vice Presidents of the University

One (1) or more Vice Presidents of the University may be appointed by the President with the approval of the Board. Each Vice President shall have such powers and shall perform such duties as may be assigned by the President. Vice Presidents of the University shall not be deemed to be officers of the Corporation within the meaning of Minnesota Statute 317A.011, subd. 15, as amended from time to time, or other relevant statutes.

Section 5.12 - Presidential Search

In the event of a vacancy in the office of the President, the Board shall appoint a special Search Committee to review and submit nominations for candidates to that office to the Board, consistent with the position description approved by the Board and other applicable Board policies.
Section 5.13 - Presidential Designee

In the event that the President is absent or unable to perform her or his duties for an extended period of time, a designee shall temporarily serve as acting chief executive officer of the University. The Board shall establish this designation each year at the annual meeting from among the Vice Presidents of the University, upon recommendation by the President. In situations where the designee is unavailable, the Board shall designate another Vice President of the University to perform the duties of the President.

ARTICLE VI

Meetings

Section 6.1 - Regular Board Meetings

There shall be three (3) regular meetings of the Board annually, which shall be held in the winter, summer, and fall on such date and place as may be designated either by the Board, or any two (2) of the Chair, the President or the Secretary. The annual meeting of the Board shall be the summer meeting each year.

Section 6.2 - Special Board Meetings

Special meetings may be held at the call of the Chair and President, or upon the written request of three (3) Trustees, setting forth the objectives of the meeting.

Section 6.3 - Written Notice

Written notice of all meetings of the Board shall be sent by the Secretary to each Trustee at least five (5) days before the date of the meeting. In the case of special meetings, the notice shall state the purpose of the meeting, and no business shall be transacted at such meeting that does not relate to the stated purposes.

Section 6.4 - Waiver

Whenever notice is required to be given under the provisions of statutes or of the Articles of Incorporation or of these Bylaws, a waiver in writing signed by the persons entitled to said notice, whether before, at, or after the time stated therein shall be deemed equivalent thereto. Attendance at any meeting by a Trustee shall be conclusively deemed a waiver of notice of that meeting unless objection is made at the outset of such meeting as to the failure to give proper notice.

Section 6.5 - Quorum and Voting

A majority of the Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present and voting at a duly called meeting of the Board or any committee shall be the act of the Board or that committee, except as may be provided by statute or by the Articles of Incorporation, or by these Bylaws.
Section 6.6 - Action Without Formal Meeting

Any action required or permitted to be taken at a meeting of the Board of Trustees or by any committee thereof may be taken by written action without a formal meeting. For this purpose, a written action shall include action taken by post, telegram, fax, cable, internet connection, or in any other way the Trustees shall decide. A written action must be signed by the number of Trustees that would be required to take the same action at a meeting of the Board at which all the Trustees were present; provided that all Trustees were notified of the text of the written action before it is signed by any of the Trustees. All Trustees shall be notified immediately of the effective date of any such written action that is duly taken.

ARTICLE VII

Committees

Section 7.1 - Ad Hoc Committees

There may be such special or ad hoc committees as the Board may from time to time establish for the discharge of particular duties. The Chair of the Board or the Executive Committee may authorize such special or ad hoc committees. In each case a committee Chair and membership shall be appointed. They shall be given specific responsibilities and deadlines for completion of their assigned duties. At least one (1) member of all special or ad hoc committees shall be a member of the Board.

Section 7.2 - Standing Committees

There shall be the standing committees specified in this Article. Members of standing committees shall be appointed by the Chair, after consultation with the Board, annually, at or following the annual meeting of the Board of Trustees. Except as provided in these bylaws, the Chair of the Board and the President of the University shall be ex-officio members of all standing committees, and each standing committee shall include at least three (3) additional Trustees. Except where otherwise provided in this Article, additional members, including persons who are not on the Board may be appointed. The Chair of each standing committee and a majority of its members shall be Trustees.

Section 7.3 - Elimination of a Standing Committee

The Board of Trustees may at any time discontinue any of its standing committees for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by the Executive Committee.

Section 7.4 - Staff Liaison

The Chair of any committee, with the consent of the Chair of the Board, may request the President of the University to appoint a member of the administrative staff to serve as a liaison between the committee and the office of the President, and the President shall designate such a person to perform that service. Such liaison person shall assist the committee in the carrying out of its duties.
Section 7.5 - Meetings and Notice

Upon at least five (5) days advance written notice, standing Board committees shall meet at such times as may be requested by the Chair of the Board, the Chair of such committee, or the President of the University. Except as otherwise provided in this Article, all standing committees shall meet at least two (2) times annually.

Section 7.6 – Ratification

All action of the committees is subject to formal review, rescission, and/or amendment by the Board.

Section 7.7 - Executive Committee

Membership:

The Chair of the Board shall be the Chair of the Executive Committee. The Vice Chair of the Board, the Secretary, the Treasurer, the Chair of each standing committee of the Board, and the immediate past Board Chair, shall be members of the Executive Committee. The President shall be counted as a member of that committee for the purpose of determining a quorum.

Responsibilities:

Continuity of Governance. Between meetings of the Board of Trustees, the Executive Committee shall have general supervision of the administration and property of the University except that unless specifically empowered by the Board to do so, it may not take any action inconsistent with a prior act of the Board of Trustees, award degrees, alter bylaws, locate permanent buildings on tax-exempt property held for University purposes, remove or appoint the President of the University, or take any action which has been reserved for the Board.

Board Education. This Committee will also plan periodic Board Retreats and cause periodic self-evaluation by the Board as to its effective functioning.

Strategic Oversight. The Executive Committee shall be a forum for discussion to coordinate input from the committees and administration to guide the Board’s oversight role for achieving the university’s strategic goals and objectives. The Executive Committee will regularly review and evaluate the Board’s Balanced Scorecard. When it deems necessary, the Executive Committee will make recommendations to the President and Board for corrective action that may be needed.

Meetings and Quorum:

The Executive Committee shall meet on the call of the Chair of the Board. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. All actions of the Executive Committee shall pass by majority vote of the members present and entitled to vote, unless specified otherwise in these Bylaws or the Articles of Incorporation.

Minutes:

Minutes of the meetings of the Executive Committee shall be taken and shall be distributed promptly to each member of the Board following each Executive Committee meeting.
Section 7.8 – Committee on Trustees

Membership:

The Committee on Trustees shall have a minimum of three (3) members, all of whom shall be Trustees.

Responsibilities:

*Nominations.* It shall present to the Board nominations for Trustees to be elected by the Board, and nominations for officers of the Board, including the Chair, Vice Chair, Secretary and Treasurer. The Committee shall also, subject to the requirements as set forth in these bylaws, nominate Trustees Emeriti.

*Trustee Orientation.* The Committee shall develop and administer a program of orientation for newly elected Trustees.

*Executive Evaluation.* It shall evaluate on a periodic basis the President of the University and recommend the compensation for same.

*Strategic Oversight.* The Committee on Trustees shall take a lead role in developing a strategy-focused University and Board. It shall also take a lead role in developing and improving the Board’s use of the Balanced Scorecard. It will ensure that nominations, trustee orientation, trustee evaluation, and executive evaluation take appropriate account of the university’s strategic goals and progress.

Reports:

It shall report to the Board of Trustees at the annual meeting and otherwise as circumstances dictate.

Nominations Policy:

The Committee shall furnish information relating to the background and qualifications of all such nominees at least fourteen (14) days prior to the Board meeting at which an election or appointment is scheduled to take place.

Section 7.9 – Academic Affairs Committee

Membership:

The Academic Affairs Committee shall have a minimum of three (3) members, all of whom shall be Trustees.

Responsibilities:

*Program Evaluation.* It shall, in cooperation with the President, establish evaluative criteria for the educational, research and service programs of the University, and shall, on an annual basis, evaluate said programs in relationship to those criteria, and report to the Board.
Finance and Facilities. It shall advise the Finance and Facilities Committee on the needs of the programs of the University.

Faculty Affairs. It shall review and make recommendations to the Board on all policy matters affecting the faculty of the University, and the quality of the student experience. It shall have the responsibility to review, approve, and recommend to the full Board contractual and governance issues in all University handbooks.

Student Progress. It shall also review policy matters involving recruitment, admissions and retention, and will make recommendations to the Board on all matters above, as appropriate or required by these Bylaws.

Strategic Oversight. The Academic Affairs Committee shall monitor and support the University’s efforts to achieve its strategic objectives as they relate to the responsibilities of the Academic Affairs Committee. These include the integrative curriculum, faculty development, research and related strategic indicators.

Advisors: Provost, Vice President of Research, Faculty Senate Representative, Student Senate President

Section 7.10 - Finance, Facilities and Audit Committee

Purpose:

The Finance, Facilities and Audit Committee shall be responsible for reviewing and making recommendations to the Board of Trustees relating to all aspects of financial planning, financial management, and financial results of the corporation. The Finance, Facilities and Audit Committee shall be responsible for the audit review and approval process, approving the annual budget of the corporation and ensuring adequate financial controls are in place.

Membership:

The Finance and Facilities and Audit Committee members shall be appointed by the Chair of the Board of Trustees. Members of the Committee shall hold such office for a term of one (1) year from their appointment or until their successors are appointed, whichever occurs first.

Meetings:

Meetings of a Committee may be called, from time to time, upon request of the Chair, the chair of the Committee or any two (2) Committee members. Notice requirements shall be the same as for special meetings of the Board of Trustees. Notice may be given to Committee members in the manner provided for in the Bylaws.

Responsibilities:

Committee Responsibilities Relating to Financial Oversight

1. Ensures that accurate and complete financial records are maintained.
2. Ensures that accurate, timely, and meaningful financial statements are prepared and presented to the Board.
3. Oversees budget and financial planning. Proposes for Board approval a budget that accurately reflects the needs, expenses, and revenue of the University.

4. Ensures that the University has the proper risk management provisions in place, including appropriate insurance coverage for the University and for the Board.

5. Helps the full Board understand the University’s financial affairs.

6. Ensures compliance with federal, state, and other requirements related to the University’s finances. Ensures that the IRS Form 990 and other forms required by the government are filed completely, correctly, and on time.

Committee Responsibilities Relating to Audit Oversight

1. Reviews the adequacy of the University’s internal control structure.

2. Reviews the scope and approach of the audit proposed by the independent auditor.

3. Conducts a post-audit review of the financial statements and audit findings, including any significant suggestions for improvements provided to management by the independent auditor.

4. Reviews the performance of the independent auditor.

5. Reviews the independent auditor’s fee arrangements.

6. Recommends appointment (or reappointment) of the independent auditor.

7. Monitors compliance with the University’s conflict-of-interest policy.

8. Reviews, with the University’s counsel, any legal matters that could have a significant effect on the University’s financial statements.

Committee Responsibilities Relating to Whistleblower Policy

1. Upon request from the Chair of the Board of Trustees, investigate or supervise the investigation of complaints made to the Chair of the Board of Trustees.

2. Upon request from the Chair of the Board of Trustees, investigate or supervise the investigation of complaints of wrongful conduct by the University’s President.

3. Investigate or supervise the investigation of complaints of wrongful conduct by the Chair of the Board of Trustees.

4. Obtain regular updates from management and University legal counsel regarding compliance matters.

Advisors: Vice President for Administrative Affairs, Faculty Senate President

Reporting:

1. Reports to the full Board.

2. Maintains lines of communication with management and the independent auditor.

Section 7.11 - Institutional Advancement Committee

Membership:

The Institutional Advancement Committee shall have a minimum of three (3) members, all of whom shall be Trustees.

Responsibilities:

It shall review and recommend development, public relations and external relations.
Strategic Oversight. The Institutional Advancement Committee shall monitor and support the University’s efforts to achieve its strategic financial objectives. These responsibilities include supporting the fundraising strategy, development of partnerships, public relations, promoting enrollment and retention, and encourage alumni contributions and involvement.

Advisor: Chief Development Officer

Reports: It shall regularly report on its activities to the Board of Trustees.

Section 7.12 -- Integrative Care Committee

Membership:

The Integrative Care committee shall have a minimum of three (3) members who are Trustees. The Committee may also include members of the Administration as determined by the chair.

Responsibilities:

The Committee shall review integrative care opportunities and partnerships as they relate to the Board of Trustees vision in these areas, and shall be a resource to the Administration in these matters.

Strategic Oversight. The Integrative Care Committee shall monitor and support the University’s efforts to achieve its strategic objectives as they relate to the responsibilities of the Integrative Care Committee.

Advisors: Provost, President

Reports: It shall regularly report on its activities to the Board of Trustees.

ARTICLE VIII

Conflicts of Interest

Section 8.1 – Trustee Conflicts of Interest

The University shall not enter into any contract or transaction with (a) one or more of its Trustees, (b) a related organization of a Trustee (within the meaning of Minnesota Statutes, section 317A.011, subd. 18), or (c) an organization in or of which a Trustee is a trustee, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the Trustee’s interest are fully disclosed or known to the Board of Trustees, and the Board of Trustees authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Trustees (without counting the interested trustee), at a regular meeting of the Board at which there is a quorum without counting the interested Trustee. Failure to comply with the provisions of this Section 8.1 shall not invalidate any contract or transaction to which the University is a party.
Section 8.2 - Disclosure Requirements

All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter, under consideration at a Board or committee meeting, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the question by majority vote.

Section 8.3 - Additional Standards

In all cases, Trustees shall be expected to comply to legal standards regarding conflict of interest, including Minnesota Statutes, section 317A.255, as it may be amended from time to time. In addition, Trustees are expected to comply with the University Trustee Code of Conduct, the Trustee Conflict of Interest Policy and Procedure, Statement of Commitments and Responsibilities, and other policies as may be adopted by the Board from time to time.

ARTICLE IX

Nondiscrimination and Harassment

Section 9.1 – Nondiscrimination

In administering its affairs, the University shall not discriminate on the basis of race, color, religion, national or ethnic origin, age, sex, marital status, sexual preference, political affiliation, handicap, disabled or veteran status, status with regard to public assistance, or any other factors which cannot lawfully form a basis for an admissions or employment decision. The University is an equal opportunity employer. This policy shall apply to administration of the University's educational and clinical policies, admissions policies, scholarship and loan programs, athletic and student organizations and events, employment, and other University administered activities.

Section 9.2 – Harassment

It is the policy of the Board to maintain the University community as a place of work and study for staff, faculty, students and patients free of racial or sexual harassment, and all forms of intimidation or exploitation.

ARTICLE X

Operational Policies

Section 10.1 – Contracts

The Board of Trustees may authorize any officer, Trustee, or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.
Section 10.2 – Loans

No loans other than debt incurred in the ordinary course of business shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a majority of the Trustees of the corporation at a regular meeting of the Board.

Section 10.3 - Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 10.4 – Deposits

All funds of the corporation, not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trustee companies or other depositories as the Board of Trustees may select.

Section 10.5 - Fiscal Year

The fiscal year of the University shall begin on September 1 and end on August 31 of the following calendar year.

Section 10.6 - Parliamentary Procedure

Robert's Rules of Order shall govern all proceedings at the meetings of the Board.

ARTICLE XI

Corporate Members

Section 11.1 - Corporate Members

For specific purposes and activities of the corporation not otherwise covered in the bylaws, the Board of Trustees has established the Members of the Corporation. The Members shall consist of the Trustees, the President, Vice Presidents, and Academic Program Deans/Directors of the University. The Chair of the Members shall be the President of the University.

Section 11.2 - Meetings

Monthly meetings of the Members shall be held on such date and at such time and place as the Members may establish. Special meetings of the Members may be called at any time by the President or any two Members. Not less than five (5) days notice of the time and place of any meeting of the Members shall be provided to all Members. In the case of a special meeting, the notice shall state the purpose of the meeting.
Section 11.3 - Membership Report

The Members shall report at each regular meeting of the Board of Trustees a specific summary of activities and any actions taken. The Vice President for Institutional Advancement shall make the report.

Section 11.4 - Voting

All members shall have equal voting and other rights. Members may vote by proxy. The Members shall take action by the affirmative vote of a majority of the Members present at a meeting.

Section 11.5 - Quorum

Ten percent (10%) of the Members present in person or by proxy shall constitute a quorum.

Section 11.6 - Indemnification

Members shall have no personal liability for corporate obligations.

ARTICLE XII

Amendments

Section 12.1 - Amendment of the Bylaws

Any amendment to the bylaws may be proposed by any four (4) or more voting Trustees upon written notice to the Secretary of the Board stating the nature of the proposed amendment. The Secretary shall ensure that the proposed amendment is distributed by mail or by e-mail to all Trustees at least thirty (30) days prior to the meeting at which the amendment is to be considered. A vote of two-thirds (2/3) of the voting members of the Board then in office is required for adoption of the amendment. The amendment shall go into effect immediately upon its adoption.

Section 12.2 - Periodic Review of the Bylaws

Prior to each annual meeting of the Board of Trustees, the Executive Committee shall review these bylaws and suggest any necessary changes thereto.