

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**NORTHWESTERN HEALTH SCIENCES UNIVERSITY**

*Amended March 14, 2022*

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 84<sup>th</sup> 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 University shall have a corporate seal.

**ARTICLE II**

**Purpose and Heritage**

Section 2.1 - Purpose

The University is organized and shall be operated exclusively for charitable and educational purposes within the meaning of 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 Chinese 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 sub-baccalaureate and 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 within the meaning of 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 meet the requirements 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;
- 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 any regular meeting, the Board of Trustees shall elect persons 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 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 the Board 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 with or without cause 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;
- Engaging in any acts or course of conduct, whether or not in the course of performing duties or services for the University, which are detrimental to the goodwill or 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 such notice by the Chair of the Board, unless a later date is specified in the notice.

#### Section 3.7 – Leave of Absence

A Trustee may also request a leave of absence by giving verbal or written notice to the Chair of the Board. This leave is effective upon receipt of such notice by the Chair of the Board, unless a later date is specified in the notice.

#### Section 3.8 - 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 3.9 - Special Qualifications

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 non-voting members, as the Board may designate.

The President of the University shall be an ex-officio member of the Board with full voting rights.

### Section 3.10 – 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 (70) 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**

#### Section 5.1 - Appointment and Terms of Office

The officers of the University shall be the Chair of the Board, Vice Chair of the Board, President of the University, Secretary and Treasurer. The Chair of the Board, Vice Chair of the Board, and Secretary shall serve for terms of two (2) years and until their successors are elected and qualified. The President and Treasurer shall serve for an indefinite term at the pleasure the Board of Trustees.

#### Section 5.2 - Election and Appointment of Officers

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

### Section 5.3 - Qualifications

The Chair of the Board, Vice Chair of the Board, and Secretary 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 the affirmative vote of a majority of the Trustees then in office.

### 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 of the Board, the Vice Chair of the Board shall perform the duties of the office of the Chair of the Board and may have such other powers and duties as the Board may prescribe from time to time. In case of vacancy in the Chair of the Board, the Vice Chair of the Board shall act as Chair of the Board until a new Chair of the Board 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 or other nonprofit corporation. The President shall be the administrative head of the University and its constituent parts and, subject to such procedures as the Board may adopt from time to time, she or he shall have the power to veto any act or resolution of any committee or other collective body within the Administration or its constituent parts except any acts or resolutions of the Board and committees of the Board. The President shall exercise general management of the day-to-day 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

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

The Treasurer shall be the chief financial officer of the University and shall be responsible for carrying out the mandates of the Board and its Finance, Facilities and Audit 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 a regular meeting and, if requested, at any other meeting of the Board or its Executive or Finance, Facilities and Audit Committees. The Treasurer shall monitor the investments of the University, including all funds and endowments, as recommended by the Finance, Facilities and Audit 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 be an ex-officio member of the Finance, Facilities and Audit 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. 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.

#### 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 the President is absent or unable to perform her or his duties for an extended period of time, a designee shall temporarily fulfill the duties of the President and serve as the acting chief executive officer of the University. The Board shall establish this designation each year at a regular 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. The date and place may be designated either by the Board, or any two (2) of the Chair, President, or the Secretary.

##### Section 6.2 - Special Board Meetings

Special meetings of the Board may be called by the Chair of the Board, the President, or upon the written request of three (3) or more Trustees, setting forth the purpose of the meeting.

##### Section 6.3 - Notice

Notice of any meeting of the Board of Trustees shall be given at least five (5) days prior to the date of the meeting by written notice mailed to each Trustee at his or her designated address, or by notice delivered personally or by facsimile. Notice may also be given by a form of electronic communication consented to by the Trustee to whom the notice is given. Consent by a Trustee to notice given by electronic

communication may be given in writing or by electronic communication. The University is entitled to rely on any consent so given until revoked by the Trustee, provided that no revocation affects the validity of any notice given before receipt by the University of revocation of the consent. Electronic notice is deemed given:

- 6.3.1 If by electronic mail, when directed to an electronic mail address at which the Trustee has consented to receive notice;
- 6.3.2 If by a posting on an electronic network on which the Trustee has consented to receive notice, together with separate notice to the Trustee of the specific posting, upon the later of: (i) the posting; and (ii) the giving of the separate notice; and
- 6.3.3 If by any other form of electronic communication by which the Trustee has consented to receive notice, when directed to the person.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Except in the case of a special meeting of the Board, the notice need not state the purpose of the meeting.

#### 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 by such Trustee 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 shall be the act of the Board except as may be provided by statute or by the Articles of Incorporation, or by these Bylaws.

#### Section 6.6 - Written Action

Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken by written action signed, or consented to by electronic communication, by the number of Trustees required to take the same action at a meeting of the Board of Trustees at which all Trustees were present. The written action is effective when signed by the required number of Trustees, unless a different effective date is provided in the written action. When written action is taken by less than all of the Trustees, all Trustees shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

#### Section 6.7 - Action by Electronic Communication

- 6.7.1 Any meeting among Trustees may be conducted solely by one or more means of remote communication through which all of the Trustees may participate in the meeting, if the same notice is given of the meeting required by Section 6.3, and if the number of Trustees participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

- 6.7.2 A Trustee may participate in a Board or committee meeting by means of conference telephone or, if authorized by the Board, by such other means of remote communication, in each case through which that person, other persons so participating, and all persons physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

## **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 annually by the Chair of the Board, after consultation with the Board at a regular 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 to serve on a committee. The chair of each standing committee and a majority of its members shall be Trustees.

#### **Section 7.3 – Ex-officio Members**

Ex-officio members of standing committees are members by virtue of their role and serve with full voting rights.

#### **Section 7.4 – Public Members**

Public members may be appointed to serve on standing committees and shall have the right to vote in meetings of any committee on which they serve. Public members are not members of the Board of Trustees.

#### **Section 7.5 - Staff Advisor**

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 an advisor between the committee and the office of the President, and the President shall designate such a person to perform that service. Advisors shall assist the committee in the carrying out of its duties. Advisors serve as non-voting committee members.

#### **Section 7.6 - 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 7.7 - Meetings

Upon at least five (5) days' 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 7.8 - Executive Committee

#### Membership:

The Chair of the Board shall be the chair of the Executive Committee. The Vice Chair of the Board, the Secretary, and the chair of each standing committee of the Board shall be members of the Executive Committee. The Board may appoint the immediate past Chair of the Board as a member of the Executive Committee with his or her consent.

#### 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.* The Executive 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. When it deems necessary, the Executive Committee will make recommendations to the President and Board for corrective action that may be needed.

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

#### 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 be taken by majority vote of the members of the committee, 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 7.9 - Committee on Trustees

#### Responsibilities:

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

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

*Strategic Oversight and Development.* The Committee on Trustees shall take a lead role in developing a strategy-focused University and Board and a lead role in Board development. It will ensure that nominations, Trustee orientation, Trustee evaluation, and executive evaluation take appropriate account of the university's strategic goals and progress.

Reports:

The Committee on Trustees shall regularly report on its activities to the Board of Trustees.

Nominations Policy:

The Committee on Trustees 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 7.10 - Academic Affairs Committee

Responsibilities:

*Program Evaluation.* The Academic Affairs Committee shall, in cooperation with the President, establish evaluative criteria for the educational, research and service programs of the University, and shall at least annually, evaluate said programs in relationship to those criteria, and report to the Board.

*Finance and Facilities.* The Academic Affairs Committee shall advise the Finance and Facilities Committee on the needs of the programs of the University.

*Faculty Affairs.* The Academic Affairs Committee 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.* The Academic Affairs Committee 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.

Reports: The Academic Affairs Committee shall regularly report on its activities to the Board of Trustees.

Advisors: Chief Academic Officer

Additional members (with voting rights for this committee): Faculty Senate President, Student Senate President

Section 7.11 - Finance, Facilities and Audit Committee

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 University.

The Finance, Facilities and Audit Committee shall be responsible for the audit review and approval process, approving the annual budget of the University and ensuring that adequate financial controls are in place.

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, investment management and financial planning.
4. Proposes, for the Board approval, a budget that accurately reflects the needs, expenses, and revenue of the University.
5. Ensures that the University has the proper risk management provisions in place, including appropriate insurance coverage for the University and the Board.
6. Helps the full Board understand the University's financial affairs.
7. Ensures compliance with federal, state and other requirement's related to the University's finances.
8. Ensures that the IRS Form 990, and other information required to be filed with a governmental unit 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. Monitors compliance with the University's conflict-of-interest policy.
6. Reviews with the University's legal 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 of the Chair of the Board, investigates or supervises the investigation of complaints made to the Chair of the Board of Trustees.
2. Upon request of the Chair of the Board, investigates or supervises the investigation of complaints of wrongful conduct involving the University's President.
3. Investigates or supervises the investigation of complaints made of wrongful conduct involving the Chair of the Board.
4. Obtains regular updates from management and the University's legal counsel regarding compliance matters.

Advisors: Chief Financial Officer and Treasurer, Faculty Senate President

Reports: The Finance, Facilities and Audit Committee shall report regularly to the full Board and maintain lines of communications with the administration and independent auditor.

#### Section 7.12 - Institutional Advancement Committee

##### Membership:

The Institutional Advancement Committee shall have a minimum of five (5) members, including current and former Trustees, and may include one or more non-Trustee members.

##### Responsibilities:

The Institutional Advancement Committee shall review and provide counsel on strategies related to strengthening the university's development program, including fundraising campaigns, and alumni engagement.

*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 key external partnerships, and encouraging alumni contributions and engagement.

Advisor: Vice President of Development

Reports: The Institutional Advancement Committee 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, §317A.011, subd. 18) or (c) an organization in or of which a Trustee is a trustee, director, 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, §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 University 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 University and no evidence of indebtedness shall be issued in its name unless authorized by a majority of the Trustees 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 University shall be signed by such officer or officers, agent or agents of the University 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 University, not otherwise employed shall be deposited from time to time to the credit of the University in such banks, trust 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, except to the extent that such Rules of Order are inconsistent with Minnesota law.

## **ARTICLE XI**

### **Indemnification**

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the University), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Trustee or officer of the University, or he or she is or was serving at the specific request of the Board of Trustees as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the University by the affirmative vote of a majority of the Trustees present at a duly held meeting of the Board for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws. No person shall have a right to indemnification or indemnification advances by the University with respect to any threatened, pending or civil, administrative, arbitration, investigative or other proceeding brought by or in the right of the University against such person.

## **ARTICLE XII**

### **Amendments**

#### **Section 12.1 - Amendment of the Bylaws**

Any amendment to the bylaws may be proposed by any four (4) or more Trustees upon written notice to the Secretary of the Board stating the nature of the proposed amendment. The Secretary shall ensure that all Trustees receive notice of the proposed amendment 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 members of the Board then in office is required for adoption of the amendment. The amendment shall go into effect immediately upon its adoption, or such later date as the Board may specify.

#### **Section 12.2 - Periodic Review of the Bylaws**

The Executive Committee shall review these bylaws, at least annually, and recommend to the full Board of Trustees any changes thereto.