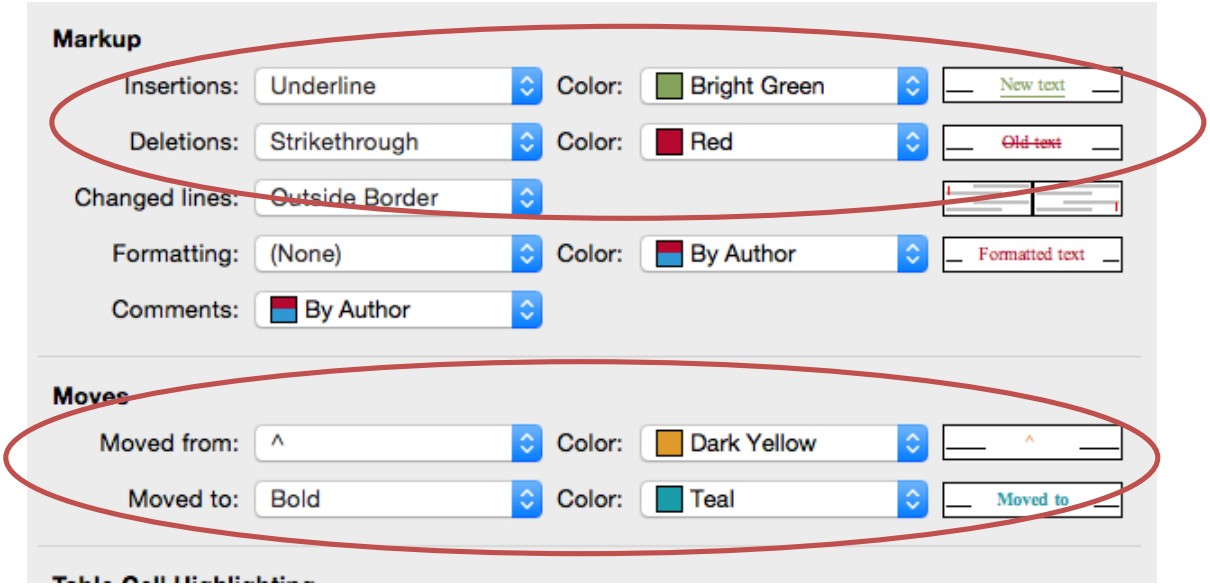
CONVOCATORS: SEE MARKUP LEGEND BELOW



OF

CALIFORNIA LUTHERAN UNIVERSITY,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

xx/xx/xx

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AMENDED AND RESTATED BYLAWS
OF
CALIFORNIA LUTHERAN UNIVERSITY,
a California nonprofit public benefit corporation
(as amended [_____], ~~2013~~2016)

ARTICLE I
NAME

~~Section 1~~ The name of the Corporation is CALIFORNIA LUTHERAN

UNIVERSITY, a California nonprofit public benefit corporation, hereinafter referred to as the "Corporation." Any change to the name of the Corporation shall require the approval of the Board of Regents ~~and the approval of the Convocation.~~of the Corporation (the "Board of Regents" or the "Board") and the approval of the members of the Corporation (the "Convocators") acting as a collective body (the "Convocation"). ("Convocation" may also refer to any meeting of the Convocators.)

ARTICLE II
~~DEFINITIONS~~

~~Section 1 "Advisory Board of PLTS" means~~**MISSION OF CORPORATION**

In accordance with the ~~advisory board elected pursuant to Section 4~~Corporation's Articles of Incorporation (the "Articles of ~~Article VII of these Bylaws.~~

~~Section 2 "Board of Regents" means the governing body or Board of Directors of~~Incorporation"), the ~~Corporation. The Board of Regents is sometimes referred to herein as the "Board."~~

~~Section 3 "Caucus" means the gathering of the Convocators from any Constituent Synod or the At-Large Convocators.~~mission of California

^ ~~"Church Council" means the Church Council of the Evangelical~~ Lutheran ~~Church in America, or its delegated representative.~~

~~Section 5 "Constituent Synods" means the synods comprising Region II of the Evangelical Lutheran Church in America, also known as the ELCA.~~

~~Section 6 "Convocation" means the members of the Corporation, Convocators, as a collective body, any meeting of the Convocators, or any action of the Convocators acting collectively.~~

~~Section 7 "Convocator" is an individual person appointed or elected for a term as a member of the Corporation.~~

~~Section 8 "PLTS" means Pacific Lutheran Theological Seminary.~~

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~~Section 9 "Regent" is an individual serving a term on the Board of Regents.~~

~~Section 10~~ "University~~" shall mean~~, the private educational institution, including its administration, faculty and students and the operation of the institution for higher education~~.~~ (the "University") is to educate leaders for a global society who are strong in character and judgment, confident in their identity and vocation, and committed to service and justice.

ARTICLE III
~~PRINCIPAL PLACE~~OFFICES OF ~~BUSINESS~~CORPORATION

Section 1 Principal Office

The principal office for the transaction of the activities and affairs

of ~~this~~the Corporation is located at 60 West Olsen Road, Thousand Oaks, California, 91360, in Ventura County, California. The Board of Regents may change the location of the principal office. Any such change of location must be noted by the ~~secretary~~Secretary of the Corporation on these ~~bylaws~~Bylaws of the Corporation (the "Bylaws") opposite this section; alternatively this section may be amended to state the new location.

Section 2 Branch Offices

The Board of Regents may at any time establish branch or

subordinate offices at any place or places where ~~this~~the Corporation is qualified to conduct its activities.

ARTICLE IV
BOARD OF REGENTS

Section 1 Number of Elected and Ex Officio Regents

The authorized number of individuals serving a term on the Board of Regents of the Corporation (each, a "Regent") shall be thirty-five (35) until amended by the majority vote or written assent of the majority of the Convocation. ~~Twenty-seven (27)~~ All Regents shall be elected~~, and eight (8) shall be~~ except for voting ex officio Regents ~~including~~consisting of the Chair of the Convocation, the President of the University, the Faculty Chair, the Chair of the advisory board elected pursuant to Section 4 of Article VII of these Bylaws (the "Advisory Board of PLTS~~,~~"), the Alumni Board Representative, the Undergraduate Student Body President, the Graduate Student Representative, and the Bishop assigned by the Bishops of Region II of the Evangelical Lutheran Church in America (the "ELCA~~.~~"). In addition, there may be non-voting ~~honorary~~emeritus members of the Board of Regents~~.~~

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~~Section 2 Power~~, who shall serve at the pleasure of the Board of Regents. Non-voting emeritus members of the Board are not "directors" under Section 5047 of the

^ California ~~Nonprofit Public Benefit~~ Corporations Code (the "Code") or "directors" as that term is used elsewhere in the Code.

Section 2 Corporate Powers

Subject to the ~~, and the limitation of~~provisions of the Code, and any limitations in the Articles of Incorporation, these Bylaws, and applicable laws of the State of California as to action required to be approved by the Convocators or to be authorized or approved by the Regents, all corporate powers shall be exercised by or under the ~~authority~~direction of, and the activities and ~~the~~ affairs of ~~this~~the Corporation shall be ~~controlled by the Board of Regents~~conducted by the Board of Regents, the governing body of the Corporation. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 3 Election and Tenure of Office

(a) Regents shall normally be elected for terms of three (3) years unless elected for a shorter term to fill a vacancy, and until a successor Regent has been designated and qualified by ratification vote of the majority of the Convocators, unless resigned or removed. Regents shall serve no more than three (3) consecutive terms. Notwithstanding the foregoing, upon petition from the President and the Trusteeship Committee of the Board of Regents demonstrating that an additional consecutive term would address a major need, or extraordinary circumstances, or would provide unique leadership skills which are particularly necessary during the extended term, the Board of Regents may vote to permit a fourth consecutive term of a Regent subject to ratification by the Convocation. While election to additional terms of service on the Board is allowable, there shall be a minimum waiting period of one year before election to subsequent service. ~~The terms of the members of the Board of Regents will be adjusted so that one-third (1/3) of the Board will be eligible for election annually.~~

(b) The Trusteeship Committee of the Board of Regents shall nominate persons to serve as Regents of the Corporation subject to the approval of the Board of Regents. The nominees for the Board of Regents shall be ratified by majority vote of the Convocation at the ~~Annual Meeting~~annual meeting of the Convocation.

Section 4 Selection of Regents

(a) Not more than forty-nine percent (49%) of the voting members of the Board of Regents shall be "interested persons" as defined in Section 5227 of the ~~Corporations Code~~Code. As of July 2016, that Section defines "interested persons" to mean either: (i) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

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(b) A majority of the elected and ratified ~~-~~members of the Board of Regents shall be active members of the ~~Evangelical Lutheran Church in America~~ELCA.

(c) ~~Honorary and~~ Emeritus non-voting Regents shall be individuals ~~or representatives of organizations~~ who have made significant contributions to the advancement of the University ~~or performed meritorious service for it.~~and the Board of Regents. They shall be elected by a majority vote of the Board of Regents. Emeritus Regents are not "directors" under Section 5047 of the Code or "directors" as that term is used elsewhere in the Code.

Section 5 Vacancies

(a) A vacancy or vacancies on the Board of Regents shall occur in the event of (i) the death, removal or resignation of any Regent; (ii) the declaration by resolution of the Board of a vacancy in the office of a Regent who has been convicted of a felony, declared of unsound mind by a final court order, or found by final order or judgment of any court to have breached a duty under ~~California Nonprofit Public Benefit Corporation Law~~the Code, Chapter 2 Article 3; (iii) the vote of the majority of the Convocators; (iv) the increase of the authorized number of Regents; or (v) the failure of the Convocators, at any meeting at which any Regent or Regents are to be elected, to ratify the election of the number of Regents required to be elected at such meeting.

~~(b) Vacancies occurring prior to any scheduled meeting of the Convocators may, but are not required to be, filled by the Board of Regents (subject to Section 4). Any such Regent appointed to fill a vacancy shall be non-voting until such time as he or she has been ratified by the Convocation, whether at the annual meeting of the Convocation or at a special meeting called for that purpose.~~

(b) ~~Any~~If there is a vacancy on the Board, including a vacancy created by the removal of a Regent, the Board may, but is not required to, fill such vacancy by electing an additional Regent as soon as practicable after the vacancy occurs (subject to Section 4 of this Article IV). If the number of Regents then in office is less than a quorum, additional Regents may be elected to fill such vacancies by (i) the unanimous written consent of the Regents then in office, (ii) the affirmative vote of a majority of the Regents in office at a meeting held according to notice or waivers complying with Section 5211 of the Code, or (iii) a sole remaining Regent.

(c) No reduction of the authorized number of Regents (nor amendment reducing the number of classes of Regents, if applicable) shall ~~not result in~~have the effect of removing any Regent ~~being removed~~ before ~~his or her~~that Regent's term of office expires unless the reduction (or any amendment) also provides for the removal of that specified Regent in accordance with these Bylaws and the Code.

Section 6 Removal and Resignation

(a) Any Regent may resign at any time by giving written notice to the

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Board, ~~to~~ the President, the Chair of the Board, or ~~to~~ the Secretary of the Corporation. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. In addition, except on notice to the California Attorney General, no Regent may resign if the Corporation would be left without a duly elected Regent or Regents.

(b) Any Regent who does not attend three (3) successive Board of Regents meetings may be removed from the Board in the Board's discretion. Factors weighing on such decision shall include: (i) the Regent requests a leave of absence for a limited period of time, and the leave is approved by the Regents at a regular or special meeting (if such leave is granted, the number of Regents will be reduced by one in determining whether a quorum is or is not present), and (ii) the Regent suffers from an illness or disability that prevents him or her from attending ~~meeting~~meetings and the Board of Regents by resolution waives the removal procedure of this section.

(c) Any and all Regents may be removed from the Board by the Convocators in accordance with and subject to the limitations set forth in Section 5222 of the Code.

Section 7 Organization Meeting: Election of Regents and Certain Officers of the **Corporation**~~Board~~

(a) The organization meeting of the Board of Regents shall be held in the ~~fall~~Fall immediately following the annual meeting of the Convocation.

(b) Ratification of Regents as recommended by the Trusteeship Committee, and elected by the Board of Regents, shall take place at the ~~beginning~~Fall annual meeting of the ~~annual~~ Convocation ~~meeting~~.

(c) Election of ~~officers for~~the Chair of the Board ~~of Regents~~and Vice Chair of the Board (if applicable) as recommended by the Trusteeship Committee and approved by the Executive Committee shall take place annually at ~~the end of the spring~~a Board meeting. ~~The officers~~ Meetings of the Board shall be ~~a Chair, Vice Chair, and~~ presided over by the Chair of the Board, or, if there is no Chair of the Board or the Chair of the Board is absent, the Vice Chair of the Board, or if there is no Vice Chair or the Vice Chair is absent, the President or, if the President, the Chair of the Board and the Vice Chair of the Board are all absent, by the Provost (if any) or, in the absence of each of these persons, by the Vice President (if any) or, in the absence of each of these persons, by a chair of the meeting chosen by a majority of the Regents present at the meeting. The Secretary~~. The Vice Chair in absence of the Chair~~ shall ~~preside at~~ act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with any provisions of law applicable to the Corporation.

~~(c)~~ Subject to Section 3 of Article VI of these Bylaws, the Board of Regents~~.~~

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(d) ^ ~~Board of Regents~~ by majority vote shall select the officers of the Corporation.

~~(e) The Secretary of the Board of Regents shall serve as the Secretary of the Corporation.~~

Section 8 Other Regular Meetings

~~(a)~~ (a) In addition to the annual meeting, at least two (2) other regular meetings of the Board of Regents shall be held each year at such time as the Board may fix from time to time by resolution.

~~(b)~~ (b) Meetings of the Board shall be held at the campus of the University in the City of Thousand Oaks, or at such places as may be designated for that purpose by resolutions of the Board of Regents or written consent of all the Regents. Any meeting shall be valid, wherever held, if held by the written consent of all members of the Board of Regents, given either before or after the meeting and filed with the Secretary of the Corporation.

~~(c)~~ (c) Any Board meeting may be held by conference telephone, electronic video screen communication, or ~~other communications equipment.~~electronic transmission by and to the Corporation as permitted by the Code. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this section constitutes presence in person at that meeting as long as all Regents participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication, under this ~~Section~~section shall constitute presence in person at the meeting if both the following apply:

~~(i)~~ (i) Each Regent participating in the meeting can communicate concurrently with all other members.

~~(ii)~~ (ii) Each ~~member~~Regent is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Section 9 Special Meetings

(a) Special meetings of the Board may be called by the Chair of the Board, Vice Chair of the Board, President, Secretary or any five (5) Regents.

(b) The Convocation may, by majority vote, request the Board of Regents to hold a special meeting and place before the Board for its action any matter the Convocation deems necessary.

(c) Notice of the time and place of special meetings shall be given to each Regent by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; or other means including (c) telephone, including a voice messaging system or other system or

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technology designed to record and communicate messages, or by electronic transmission, either directly to the Regent or to a person at the Regent's office who would reasonably be expected to communicate that notice promptly to the Regent; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Regent's address ~~or~~, telephone number, facsimile number or e-mail address as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, ~~or~~voice messaging system, facsimile, e-mail or other electronic transmission shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

~~Section 10~~ Notice

Written notice of all regular meetings which are not fixed by these Bylaws or for which the time and place has not been set by the Board by resolution in advance (as permitted by Section 8 of this Article IV) will be given not less than thirty (30) days before such meeting~~. Written~~ in accordance with the delivery methods set forth in Section 9(c) of this Article IV. Notwithstanding the foregoing, notice ~~will~~of regular meetings may be given ~~not less than seven (7) days before any special~~in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

Section 11 Waiver of Notice

~~When all of the Regents are present at any Regents meeting, however called or noticed, and sign a written consent thereto on the records of such, or if a majority of the Regents are present and if those not present sign in writing a waiver of notice of such meeting, whether prior to or after the holding of such meeting, which said waiver shall be filed with the Secretary of the Corporation, then the transactions thereof are as valid as if accomplished at a meeting regularly called and noticed.~~

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Regents who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Regent who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Regents can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest,

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or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

Section 12 Regents Acting Without a Meeting by Unanimous Consent

Any action required or permitted to be taken by the Board of Regents may be taken without a meeting, and with the same force and effect as a unanimous vote of the Regents, if all members of the Board of Regents shall individually or collectively consent in writing to such action. For the purposes of this Section 12 only, "all members of the Board of Regents" shall not include any "interested director" as defined in Section 5233(a) of the Code or a "common director" as described in Section 5234 of the Code under the circumstances set forth in Section 5211(b) of the Code. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such consent shall be signed and filed with the regular minutes of the Board of Regents. Any certificate or document relating to an action so taken by written consent shall state thereon that it was taken by the unanimous written consent of the Board of Regents ~~of the Corporation~~ without a meeting thereof and that ~~the~~these Bylaws ~~of the Corporation~~ authorize the Regents to so act. A written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chair of the Board or the President.

Section 13 Adjournment

A majority of the Regents present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 14 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Regents who were not present at the time of the adjournment.

Section 15 Quorum

~~One-half (1/2)~~A majority of the Regents then in office (but no fewer than two Regents or one-fifth of the authorized number ~~of Regents~~in Section 1 of this Article IV, whichever is greater) shall constitute a quorum for the transaction of any business, except adjournment. Every action taken or decision made by a majority of the Regents present at a duly held meeting at which a quorum is present shall be an act of the Board of Regents, subject to the more stringent provisions of the ~~California Nonprofit Public Benefit Corporations Law~~Code, including without limitation, those provisions relating to (i) approval of contracts or transactions in which a Regent has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common Regents, (iii) creation of and appointments to committees of the Board having the authority of the Board, and (iv) indemnification of Regents. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Regents from that meeting, if any action taken or decision made is approved

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by at least a majority of the required quorum for that meeting, or a greater number required by the ~~California Corporations~~ Code, these Bylaws or the Articles of Incorporation.

Section 16 Fees and Compensation of Regents

~~(f)~~

The Corporation shall not pay any compensation to Regents for services rendered to the Corporation as Regents, except that Regents may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board.

Also, Regents may not be compensated for rendering services to the Corporation in a capacity other than as Regents, unless such compensation is reasonable and further provided that not more than forty-nine percent (49%) of the persons serving as voting Regents may be "interested persons" as defined in Section 5227 of the Code.

Section 17 Non-Liability of Regents

The Regents shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

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ARTICLE V
CONVOCATION

Section 1 Composition and Number of Convocators

(a) The total number of Convocators shall not exceed eighty-five (85). In addition there may be non-voting honorary Convocators. The number of Convocators may be changed by an amendment hereto increasing or decreasing the membership as the number of synods comprising Region II of the ELCA (the "Constituent Synods") may vary and as the Convocation may determine, but at all times each Constituent Synod shall be represented in the composition of the Convocation.

(b) ~~The~~ Subject to Section 1(a) of this Article V, the Convocators membership is as follows:

~~(1)~~ (i) Sixty-five (65) members shall be composed of Convocators from the five Constituent Synods. Thirteen (13) members, including the Bishop of that Synod, shall represent each Constituent Synod.

~~(2)~~ (ii) Ten (10) members shall be selected At-Large for the purpose of representing other interest groups pertinent to the University.

~~(3)~~ (iii) Six (6) members shall be faculty of the University.

~~(4)~~ (iv) Three (3) members shall be students of the University.

~~(5)~~ (v) One (1) member shall be the President of the University.

Section 2 Rights of Convocators

The Convocators shall have the following rights:

(a) **Each Convocator, except honorary Convocators, shall be entitled to one vote.** Subject to the Code, Convocators in good standing on the record date as determined by these Bylaws shall be entitled to vote at any meeting of the Convocators. **Each Convocator entitled to vote may cast one vote on each matter submitted to a vote of the Convocators.** Convocators may not cumulate votes for the ratification of the Board of Regents.

~~(a)~~(b) **Only persons whose names are on the Convocation register of the Corporation on the day of any meeting shall be entitled to vote at such meeting.**

(c) Following all required Board approval for such actions, the vote or written assent of two-thirds (2/3) or more of all the Convocators of the Corporation is required in the event of a sale of all or substantially all of the assets of the Corporation or upon a merger or consolidation of the Corporation. For dissolution, following all required Board approval, the vote or written assent of two-thirds (2/3) or more of all of the Convocators shall be required, in accordance with the provisions of Sections 6610, 6611 and 5033 of the Code.

~~(b)~~(d) **The Convocators shall have the right to ratify the nominees for the Board of Regents in accordance with the provisions of Section 3(b) of Article IV of these Bylaws.**

Section 3 Selection of Convocators

(a) The synod council of each Constituent Synod shall determine the selection process for Convocators to represent that Constituent Synod in accordance with guidelines provided by the University.

(b) The At-Large Convocators shall be determined by the majority vote of all members of the Convocation at the annual meeting.

(c) The faculty and student Convocators shall be selected by their respective governing bodies.

(d) Honorary non-voting Convocators will be other individuals or representatives of organizations who have significantly contributed to the advancement of the University or meritoriously performed service for it. They shall be elected by a vote of the Convocation at its annual meeting. Honorary Convocators are not "members" under Section 5056 of the Code or "members" as that term is used elsewhere in the Code.

Section ~~3~~4 Term

Each Convocator, with the exception of student Convocators and those appointed by virtue of their office, shall serve for a period of three (3) years. Student Convocators may serve for a

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period of two (2) years. Convocators may serve successive terms. The terms of the membership of the Convocation will be adjusted so that approximately one-third (1/3) of each category of the total Convocation will be eligible for election or appointment annually.

Section ~~4~~5 Resignation, Suspension and Termination of Membership

(a) Any Convocator may resign at any time by giving written notice to the Chair of the Convocation or to the Secretary of the ~~Corporation.~~Convocation. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(b) Membership shall terminate on expiration of the period of the Convocator's term, unless the membership is renewed on the renewal terms fixed by the Executive Committee of the Convocation.

(c) Termination of a Convocator may occur on the good faith determination by the Executive Committee of the Convocation that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation's purpose and interest.

(d) A Convocator may be suspended based on the good faith determination by the Executive Committee of the Convocation that the Convocator has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

(e) A copy of the provisions for the grounds for termination or suspension of a Convocator shall be sent annually to the ~~Convocation~~Convocators, and such provisions shall include the procedures for prior notice and opportunity to be heard, as required by Section 5341 of the ~~Corporations~~ Code.

(f) No Convocator may transfer his or her membership or any right arising therefrom. All rights of a Convocator in the Corporation cease on termination or death of the Convocator.

Section ~~5~~6 Vacancies

Vacancies occurring for any reason prior to the expiration of a term will be filled by the following means, and Convocators so appointed shall serve until the expiration of the designated term:

(a) If a Convocator allocated to a Constituent Synod, then by the Bishop thereof, who shall forward the name of the person selected by that Synod.

(b) If a Convocator At-Large, by appointment by the Executive Committee of the Convocation upon nomination by the Nominating Committee of the Convocation.

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(c) If a student or faculty Convocator, then by appointment of the Executive Committee of the Convocation upon nomination of the student government or faculty.

~~Section 6 Rights of Convocator Membership~~

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~~(c)~~ ^ ~~Subject to the California Nonprofit Public Benefit~~ ^ ~~Law, Convocators in good standing on the record date as determined by these Bylaws shall be entitled to vote at any meeting of the Convocators.~~ ^ ~~Convocators may not cumulate votes for the ratification of the Board of Regents.~~

~~(d)~~(e) ^

~~(e) Following all required Board approval for such actions, the vote or written assent of two-thirds (2/3) or more of all the Convocators of this Corporation is required in the event of a sale of all or substantially all of the assets of the Corporation or upon a merger or consolidation of the Corporation. For dissolution, following all required Board approval, the vote or written assent of two-thirds (2/3) or more of all of the Convocators shall be required, in accordance with the provisions of Sections 6610, 6611 and 5033 of the Corporations Code.~~

(f) ^

Section 7 Officers ~~and Committees~~

(a) ~~Officers:~~ Members of the Convocation shall elect as their officers: a Chair, a Vice Chair and a Secretary. The Vice Chair in the absence of the Chair shall preside over all meetings of the Convocation through the succeeding annual meeting of the Convocation. The Secretary of the Convocation shall not serve as ~~Secretary of the Corporation. As provided in Article VI, Section 8, the Secretary of the Board of Regents shall serve as the~~ Secretary of the Corporation.

(b) Secretary: The Secretary of the Convocation or designee shall:

(~~1~~i) Keep, or cause to be kept, at the principal office of the Corporation or such other place as the Board of Regents may order, a book of all meetings. These minutes shall include the time and place of the meeting, whether a regular or special meeting; if a special meeting, how authorized and the notice given; the numbers of Convocators present at the meeting and the proceedings of the meetings.

~~(2)~~ (ii) Keep, or cause to be kept, at the principal office of the Corporation, a Convocation register and shall provide a duplicate copy of the Convocation register to the Corporation's Secretary showing the names of the Convocators, their addresses, the term of office for each Convocator, and which groups they represent.

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~~(3)~~ (iii) Whenever a vacancy occurs within the membership of the Convocation, the Secretary shall notify, or cause to be notified, that person or entity charged in these Bylaws with the responsibility for nominating or filling the vacancy.

(c) Caucus Chairs: Each constituent ~~Caucus~~gathering of the Convocators from any Constituent Synod or the At-Large Convocators (the "Caucus") shall elect its own chairperson.

(d) Convocator's Executive Committee: The Chair, Vice Chair, immediate past Chair, Secretary and the Chair of the Caucuses shall comprise the Executive Committee of the Convocation.

(e) Nominating Committee: The Convocation nominating committee shall be comprised of the Chair of the Caucuses and be chaired by the outgoing Chair of the Convocation. It shall provide nominees for the officers of the Convocation and the At-Large Convocators.

(f) Committees: The Convocators shall elect or the Chair may appoint such other committees, as they deem necessary or convenient. Each member of any committee, including the Executive Committee and Nominating Committee, must be a Convocator.

Section 8 Meetings

(a) Place: All meetings of the Convocation shall be held at the principal office of the Corporation, or at such places as may be designated for that purpose by the officers of the Convocation~~, within the State of California~~.

(b) Electronic Meetings: If authorized by the ~~Executive Committee~~Board of ~~the Convocation~~Regents in its sole discretion, and subject to the requirements of consent in ~~Corporations Code section~~Section 20, clause (b) of the Code, and guidelines and procedures that the ~~Executive Committee of the Convocation~~Board of Regents may adopt, Convocators not physically present in person at a meeting of Convocators may, by electronic transmission by and to the Corporation or by electronic video screen communication participate in a meeting of Convocators, be deemed present in person and vote at a meeting of Convocators whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication~~.~~, subject to the requirements of ~~the~~these Bylaws.

(c) Requirements for Electronic Meetings: a meeting of the Convocators may be conducted in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication (i) if the Corporation implements reasonable measures to provide Convocators in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Convocators, including the opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (ii) if any Convocator votes or takes other action at the meeting by means of electronic transmission to the Corporation or

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electronic video screen communication, a record of that vote or action is maintained by the Corporation. Any request by the Corporation to a Convocator pursuant to ~~Corporations Code section~~Section 20, clause (b) ~~or~~of the Code for consent to conduct a meeting of Convocators by electronic transmission by and to the Corporation shall include a notice that absent consent of the Convocators pursuant to ~~Corporations Code section~~ Section 20, clause (b~~),~~) of the Code, the meeting shall be held at a physical location in accordance with ~~Article V~~ Section 8(a) of ~~these Bylaws~~this Article V.

~~(d)~~ Annual Meeting: The annual meeting of the Convocation of the

(d) Corporation shall be held in conjunction with Founders Day, the date for which is designated by the administration of the University and is typically in the Fall, annually.

~~(1)~~ (i) The Convocation shall receive reports from the Corporation, as deemed necessary by the Executive Committee of the Convocation in consultation with the President of the University or a staff member designated by the President.

~~(2)~~ (ii) The Convocation shall ratify by majority vote the individual nominees for the Board of Regents, as presented to them by the Board of Regents ~~Committee on~~ Trusteeship~~.~~ Committee. The Chair of the Convocation shall oversee the ratification of the Regents at the annual meeting of the Convocation.

~~(3)~~ (iii) The Chair and other Executive Committee members shall develop the agenda for the annual meeting of the Convocation in consultation with the Chair of the Board of Regents and the President of the University.

~~(e)~~ Special Meetings: Special meetings of the Convocation, for any

(e) lawful purpose or purposes whatsoever, may be called at any time by the Board of Regents, the Chair of the Board of Regents, the Chair of the Convocators, the President of the University, or by the Executive Committee of the Convocation, or by Convocators holding not less than five percent (5%) of the voting power of the Corporation. When a special meeting is requested in writing to the Chair of the Board of Regents, President, any Vice President or the Secretary of the Corporation, by anyone other than the Board of Regents, and notice given, the meeting date, which shall be fixed by the Board of Regents, shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If requested notice is not given within twenty (20) days after the request for the special meeting is received, the persons or person requesting the meeting or entitled to call the meeting may give the notice. Nothing in this ~~Section~~section shall be construed as limiting, fixing, or affecting the time at which a meeting of the Convocators may be held when the meeting is called by the Executive Committee of the Convocation or the Board of Regents, subject to compliance with Section 5211(a) of the Code.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

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(f) Notice of Meetings: Notice of annual or special meetings of the

(f) Convocation shall be given in writing to Convocators entitled to vote by the Secretary of the Convocation, or designee.

Such notices shall be sent to the Convocator's address appearing on the Convocation Register of the Corporation, or supplied by Convocator to the Corporation for the purpose of notice, not less than thirty (30) days or more than ninety (90) days before any annual meeting and not less than ten (10) days before any special meeting.or more than ninety (90) days before any special meeting, unless the special meeting is called pursuant to Section 8(e) of this Article V (other than by the Board of Regents), in which case the timing required of Section 8(e) shall apply. A Convocator may in writing supply an email address and may request notice be provided by email.

Notice of any Convocation meeting shall specify the place and time of day of the meeting and the means of electronic transmission by and to the Corporation or electronic video screen communication, if any. If members of the Board of Regents are to be ratified, the names of the nominees shall be included.; in addition, in the case of a regular meeting, the notice should include those matters which the Board of Regents, at the time the notice is given, intends to present for action by the Convocators, but, except as provided in Section 5512(b) of the Code, any proper matter may be presented at the meeting for such action. In the case of special meetings, as provided by the California Corporations Code, the nature of the business to be transacted shall be included. Notwithstanding the foregoing, and as set forth in Section 8(g) of this Article V, any approval of the Convocators required under Section 5222, 5224, 5812 or 6610 of the Code, other than unanimous approval by those entitled to vote, shall be valid only if the general nature of the proposal so approved was stated in the notice of the meeting (or in any written waiver of notice).

When aNo meeting ismay be adjourned for sixty (60more than forty-five (45) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it. It shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting other than by announcement at the meeting at which such adjournment is taken; provided, however, that if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Convocator who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting.

Notice given by electronic transmission by the Corporation shall be valid only if:

(i) (i) Delivered by (A) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation, (B) posting on an electronic message board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be

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validly delivered on the later of the posting or delivery of the separate notice of it; or (C) other means of electronic communication;

~~(ii)~~ (ii) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communication; and

~~(iii)~~ (iii) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

~~(iv)~~ (iv) Notwithstanding the foregoing, (a) an electronic transmission by ~~this~~the Corporation to a Convocator is not authorized unless, in addition to satisfying the requirements of this section, the ~~transmission satisfies the requirements applicable to consumer consent to electronic record as set forth in the Electronic Signatures in Global and National Commerce Act (15 United States Code Section 7001(c) (1).~~consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (x) any right of the recipient to have the record provided or made available on paper or in nonelectronic form, (y) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (z) the procedures the recipient must use to withdraw consent. (b) Notice shall not be given by electronic transmission by the Corporation after either the following: (~~1~~x) the Corporation is unable to deliver two consecutive notices to the Convocator by that means or (~~2~~y) the inability so to deliver the notices to the Convocator becomes known to the ~~secretary~~Secretary, any ~~assistant secretary~~Assistant Secretary or any other person responsible for the giving of notice.

~~(g)~~ Notice of Certain Agenda Items: Approval by Convocators of

(g) any of the following proposals other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(i) Removing a member of the Board of Regents without cause under Section 5222 of the ~~Corporations~~ Code, as applicable;

(ii) Filling of vacancies on the Board by Convocators;

~~(ii)~~(iii) Amending the Article of Incorporation; or

~~(iii)~~(iv)Electing to wind up and dissolve the Corporation.

~~-~~(h) An affidavit of the mailing of any notice of any Convocator's

meeting, or the giving of such notice by other means, may be executed by the ~~secretary, assistant secretary~~Secretary, Assistant Secretary or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

Section 9 Consent to Members' Meetings

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(a) The transactions of any Convocation meeting however called and noticed, shall be valid as though accomplished at a meeting duly held after regular call and notice if a quorum be present, and if either before or after the meeting each of the Convocators not present in person entitled to vote executes a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

(b) A Convocator's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the Convocator objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 10 Acting Without a Meeting

Any action that may be taken at a meeting of the Convocation may be taken without a meeting if authorized by a writing signed by all of the Convocators who would be entitled to vote at a meeting for such purpose and such writing is filed with the Secretary of the Convocation. The action by written consent shall have the same force and effect as a unanimous vote of the Convocators.

Section 11 Quorum

The majority of the Convocators, present in person, shall be requisite and shall constitute a quorum at all meetings for the transaction of business except as otherwise provided by California law, by the Articles of Incorporation, or by these Bylaws for certain specific actions. If, however, such a majority shall not be present at any meeting, the Convocators entitled to vote thereat, present in person, shall have power to adjourn the meeting from time to time, (subject to Section 8(f) of this Article V), until the requisite number of voting Convocators shall be present. At such adjourned meeting at which the requisite number of voting Convocators shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 12 Voting

(a) Voting may be by voice or by ballot, except that any ratification of the Board of Regents must be by ballot, if demanded before the voting begins by a Convocator at the meeting.

(b) Each Convocator entitled to vote may cast one vote on each matter submitted to vote of the Convocators.

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(c) If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be deemed the act of the Convocators unless the vote of a greater number is required by the ~~California Nonprofit Public Benefit Corporation Law~~Code or by the Articles of Incorporation or these Bylaws.

(d) Action by Written Ballot: Any action except the ratification of the Board of Regents that Convocators may take at any meeting of the Convocators may also be taken without a meeting by complying with the following:

(i) ~~This~~The Corporation shall distribute one written ballot to each Convocator entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation and responses may be returned to the Corporation by electronic transmission that meets the requirements of ~~Article V~~ Section 8 of ~~these Bylaws.~~this Article V. All solicitation of votes by written ballot shall (A) state the number of responses needed to meet the quorum requirement; (B) state, with respect to ballots other than the election of ~~directors~~Regents, the percentage of approvals necessary to pass the measure or measures; and (C) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (A) set forth the proposed actions; (B) give the ~~members~~Convocators an opportunity to specify approval or disapproval of each proposal; and (C) provide a reasonable time in which to return the ballot to the Corporation.

(ii) In any ratification of the Board of Regents, a written ballot that a Convocator marks "withhold" or otherwise marks in a manner indicating that the authority to vote is withheld, shall not be voted whether for or against the ratification of the Board of Regents.

(iii) All solicitations of written ballots shall indicate the time which the ballot must be returned in order to be counted.

(iv) Approval by written ballot shall be valid only when (A) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (B) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(e) A written ballot may not be revoked.

(f) All written ballots shall be filed with the ~~secretary~~Secretary of the Corporation and maintained in the corporate records for at least five (5) years.

(g) Except as may be otherwise provided in these Bylaws, the record date for purposes of determining the Convocators entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of Convocators or any other lawful membership action shall be fixed pursuant to Section 5611 of the Code.

Section 13 Adjournment and Notice of Adjourned Meetings

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Any Convocator's meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Convocators represented at the meeting but no other business may be transacted.

ARTICLE VI
OFFICERS OF THE CORPORATION

Section 1 Officers

~~(a)~~ The officers of the Corporation shall be a Chair of the Board of Regents, a President, a ~~Vice~~

~~President, a~~ Secretary, and a ~~Treasurer.~~Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Regents, a Vice Chair, a Provost, one or more ~~additional vice presidents~~Vice Presidents, one or more ~~assistant secretaries~~Assistant Secretaries, one or more ~~assistant treasurers~~Assistant Chief Financial Officers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article~~.~~ VI. One person may hold two or more offices, except that neither the ~~secretary~~Secretary nor the ~~Treasurer~~Chief Financial Officer may serve concurrently as either the ~~president~~President or Chair of the Board of Regents.

Section 2 Election

(a) The President of the University shall be a person with demonstrated experience in higher education and the work of the church and shall usually be a member of the ~~Lutheran Church~~ELCA or its successors.

(b) The President of the University shall be elected by the Board of Regents with the consent of the Presiding Bishop of the ~~Evangelical Lutheran Church in America.~~ELCA. A two-thirds (2/3) majority of those entitled to vote shall be required for the election of the President of the University, and the President shall serve at the pleasure of the Board of Regents, subject to the rights of the President under any employment contract.

~~(c)~~ ~~The~~(c) Except for officers of the Corporation~~, except the President and Treasurer and such officers as~~ that may be appointed in accordance with the provisions of Section 3 of this Article~~,~~ VI, any officers of the Corporation shall be elected annually by the Board of Regents, and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment ~~contact.~~contract. Each shall hold office until he/she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

~~(d) The Treasurer shall be appointed by the Board and shall serve at the pleasure of the Board subject to the rights of the Treasurer under any employment contract, if any exists.~~

Section 3 ~~Subordinate~~Appointment of Certain Officers

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The Board of Regents shall appoint the Chair of the Board and the Vice Chair of the Board (if applicable) pursuant to Section 7(c) of Article IV of these Bylaws. The Board of Regents shall appoint the President, and the Board of Regents may appoint, or may empower the President to appoint, the other officers of the Corporation, including such other officers as the business of the Corporation may require~~, each of whom~~. Each officer shall hold office for such period, have such authority, and perform such duties as are provided in ~~the~~these Bylaws or as the Board of Regents (or President, as applicable) may determine.

Section 4 Removal and Resignation

(a) Any officer, except the President, may be removed either with or without cause by a majority of the Regents entitled to vote at any regular or special meeting of the Board of Regents. Removal of the President requires three-fourths (3/4) vote of the Board of Regents. The Board may confer upon any officer of the Corporation the power to remove those officers not elected by the Board~~.~~

(b) Any officer may resign at any time by giving written notice to the Board of Regents, the President, or to the Secretary of the Corporation. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is party.

Section 5 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in ~~the~~these Bylaws for regular appointments to such office. ~~Vacancies need not be filled on an annual basis.~~

Section 6 Chair of the Board

The Chair of the Board shall be a Regent and shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws.

Section 7 President

(a) The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Regents, or its designee, be the general manager, supervise, direct, and control all business and activities, affairs and officers of the Corporation. The President shall, if there is no Chair of the Board and Vice Chair of the Board, or in the Chair of the Board's and Vice Chair's absence, preside at meetings of the Board.

(b) The President shall be an ex officio member of all committees, and shall have the general power and duties of management usually vested in the office of the president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Regents or ~~the~~these Bylaws.

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(c) The President shall be the official channel of communication between the administration and the Board of Regents, the faculty and the Board of Regents, and the students and the Board of Regents. The President shall be responsible for, but not by way of limitation:

~~(1)~~(i) Appointment of members of the faculty and staff; and ~~subordinate~~appointment of certain officers ~~subject to the approval of~~ as the Board may empower pursuant to Section 3 of ~~Regents~~this Article VI.

~~(2)~~(ii) The official reports showing the condition, program, and achievements of the University.

~~(3)~~(iii) The University seal, mace, and other symbols of the University.

~~(4)~~(iv) Affixing his or her signature to diplomas, certificates, honors, and distinctions of the University.

~~(5)~~(v) The governance of the faculty, staff, and students.

~~(6)~~(vi) Consulting with the ~~Chairperson~~Chair of the Convocation to assist in the development of the agenda for the ~~annual meeting~~Fall Meeting of the Convocation.

Section ~~7 Vice President~~8 Provost

In the absence or disability of the President, the ~~Vice President~~Provost designated ~~by the Board of Regents~~ shall perform all the duties of, and be subject to all the restrictions upon, the President. ~~The Vice President~~ The Provost shall be the Chief Academic Officer of the University and shall have such other powers and perform such other duties as may be prescribed for him or her respectively by the Board of Regents or ~~the~~these Bylaws.

Section ~~8~~9 Vice President

In the absence or disability of the Provost, the Vice President designated by the Board of Regents (or in the event there shall be more than one Vice President, then the Vice Presidents in the order recommended by the President and designated by the Board) shall perform all the duties of, and be subject to all the restrictions upon, the Provost. Any Vice President shall have such other powers and perform such other duties as may be prescribed for him or her respectively by the Board of Regents or these Bylaws.

Section 10 Secretary

The Secretary of the Corporation will also be considered to be the Secretary of the Board.

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(a) The Secretary shall keep, or cause to be kept, at the principal office of the Corporation or such other place as the Board of Regents may order, a book of minutes of all meetings of the Board of Regents, its Executive Committee, ~~and~~ its ~~Committee on~~ Trusteeship~~.~~ Committee and any other committee of the Board. These minutes shall include the time and place of the meeting, whether a regular or special meeting; if a special meeting, how authorized and the notice given; the numbers and names of ~~members~~those present at the meetings; and the proceedings of the meetings. The book of minutes also shall include any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; all written consents for action without a meeting; all protests concerning lack of notice; and formal dissents from Board actions.

(b) The Secretary shall keep, or cause to be kept, at the principal office of the Corporation, both a Convocation register to be provided by the Secretary of the Convocation showing the names of the Convocators, their addresses, the term of office for each ~~member~~Convocator, and which group they represent; and a list of the names of the Regents, their addresses, the term of office of each Regent, and which group each may represent.

(c) The Secretary shall send, or cause to be sent, to the Convocation and the Board of Regents an annual report prepared ~~by the Treasurer~~in accordance with Sections 6321(a) and 6322 of the Code and Section 11(d) of this Article VI, within one hundred twenty (120) days of the close of the Corporation's fiscal year.

(d) The Secretary shall keep or cause to be kept, at the principal office of the Corporation a copy of the Articles of Incorporation and Bylaws, as amended. Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Regent, or to his or her agent or attorney, the Articles of Incorporation, these Bylaws and the minute book.

~~(e)~~ The ~~secretary~~Secretary shall give, or cause to be given, notice of all

(e) meetings of Convocators~~,~~ (if such notice has not been provided by the Secretary of the Convocation), the Board and of committees of the Board that ~~the~~these Bylaws require to be given. The ~~secretary~~Secretary shall keep the corporate seal, in safe custody and shall have such other powers and duties as may be prescribed by the Board of Regents or ~~the~~these Bylaws.

Section ~~9~~ 11 Chief Financial Officer

The Chief Financial Officer shall be the Treasurer

(a) ~~The Treasurer~~ of the Corporation. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall be open to inspection by any Regent at all reasonable times.

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(b) The ~~Treasurer~~Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Regents. The ~~Treasurer~~Chief Financial Officer shall disburse the funds of the Corporation as may be ordered by the Board of Regents, shall render to the President and Regents, whenever they request it, account of all the transactions as ~~Treasurer~~Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Regents or ~~the Bylaws~~these Bylaws. If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the Chief Financial Officer's possession or under his or her control on his or her death, resignation, retirement, or removal from office.

(c) The ~~Treasurer~~Chief Financial Officer shall be the Business Manager of the Corporation.

(d) The ~~Treasurer~~Chief Financial Officer shall prepare, or cause to be prepared, and certify an annual report (unless such report is accompanied by any report thereon of independent accountants) within one hundred twenty (120) days of the close of the Corporation's fiscal year. This report shall include those items set forth in ~~Corporation Code Section~~ Sections 6321 (a) and 6322 of the Code and will typically be satisfied by the Corporation's annual audited financial statements.

(e) The ~~Treasurer~~Chief Financial Officer shall be prepared to report on the financial condition of the Corporation at any time.

(f) The ~~Treasurer~~Chief Financial Officer shall not permit any member of the Board, faculty, or staff~~, any employee,~~ or any other person, to receive or disburse the funds of the Corporation except under ~~Treasurer's~~the Chief Financial Officer's supervision and responsibility subject to the President or the Board of Regents authorizing such persons to so act.

~~Section~~ 12 Compensation of Officers

The salaries of officers, if any, shall be fixed from time to time by resolution of the Board or by the person or committee to whom the Board has delegated this function, and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Regent, provided, however, that such compensation paid to a Regent for serving as an officer shall only be allowed if permitted under the provisions of Section 16 {Fees and Compensation of Regents} of Article IV of these Bylaws. In all cases, any salaries received by officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried officer serving as a Regent shall be permitted to vote on his or her own compensation as an officer.

The ~~10~~Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the President, Chief Executive Officer, Treasurer, or Chief Financial Officer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when

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such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

Section 13 Interlocking Directorates

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Regents are directors is either void or voidable because such Regent(s) are present at the Board or committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Regent's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Regent(s) (subject to the quorum provisions of Section 15 of Article IV of these Bylaws); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified. Nothing in this Section 13 shall be construed to override or amend the provisions of Section 16 of this Article VI {Indemnification}. All conflicts between the two sections shall be resolved in favor of Section 16.

Section 14 Contracts with Regents – Conflict of Interest

~~No Regent of this~~

(a) Except as described in Section 14(b), the Corporation ~~nor~~shall not be a party to any ~~other~~transaction:

(i) in which one or more of its Regents or officers has a material financial interest, or

(ii) with any corporation, firm, association, or other entity in which one or more ~~of this Corporation's Regents are directors or have a material financial interest, shall be interested, directly, or indirectly, in any contract or transaction with this Corporation, unless (i) material facts regarding that Regent's or director's~~Regents or officers has a material financial interest ~~in such contract or transaction or regarding such common interest, directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board of Regents~~ .

(b) The Corporation shall not be a party to any transaction described in Section 14(a) unless:

(i) the Corporation enters into the transaction for its own benefit;

(ii) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;

(iii) prior to consummating the ~~Board's consideration of such contract or~~ transaction~~; (ii) such contract~~ or any part thereof, the Board authorizes or approves the transaction ~~is authorized~~ in good faith, by a vote of a majority of ~~the Board by a vote sufficient for that purpose~~ Regents then in office (without counting the ~~votes~~vote of ~~other~~the interested Regents), and with knowledge of the material facts concerning the transaction and the interested ~~Regents; (iii) before~~Regent's or officer's financial interest in the transaction;

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(iv) prior to authorizing or approving the transaction, the Board considers and in good faith ~~decides~~determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; ~~(iv) the Corporation for its own benefits enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.~~and

~~This~~

(v) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (i) through (iv) of this Section ~~does~~14(b).

(c) A Regent or officer shall not ~~apply~~be deemed to have a "material financial interest" in a transaction ~~that~~:

(i) that fixes the compensation of a Regent as a Regent or officer;

(ii) if the contract or transaction is part of an educational or charitable program of ~~this~~the Corporation ~~if~~and it (~~i~~1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (~~ii~~2) results in a benefit to one or more Regents or their families only because they are in the class of persons intended to be benefited by the ~~educational or charitable program of this Corporation.~~program; or

(iii) where the interested Regent has no actual knowledge of the transaction and it does not exceed the lesser of one percent (1%) of the gross receipts of the Corporation for the preceding year or $100,000.

Section ~~11~~15 Loans to Regents and Officers

The~~This~~ Corporation shall not lend any money or property to or guarantee the obligation of any Regent or officer without the approval of the California Attorney General, provided however, that the Corporation may advance money to a Regent or officers of the Corporation for expenses reasonably anticipated to be incurred in the performance of his/her duties, if in the absence of such advance, that Regent or officer would be entitled to reimbursement for such expenses by the Corporation ~~or~~. The limitation above does not apply (i) if the loan is for payment of premiums in whole or in part by the Corporation on a life insurance policy on the life of a Regent or ~~officers~~officer as long as repayment to the Corporation of the amount paid by it is secured by the proceeds of the policy ~~or~~and its cash surrender value, or (ii) where a loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in the State of California.

Section ~~12~~16 Indemnification

To the fullest extent permitted by law, ~~this~~the Corporation shall indemnify its Regents, officers, employees and other ~~person~~persons described in ~~Corporations Code~~ Section 5238(a~~),~~) of the Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section and including an action by

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or in the right of the Corporation, by reason of the fact that the person is or was person described in that section. "Expenses," as used in this Bylaw, shall have the same meaning as in that section of the ~~Corporations~~ Code.

On written request ~~by~~to the Board of any person seeking indemnification under ~~Corporations Code~~ Section 5238(b~~),~~) of the Code, the Board shall promptly decide under ~~Corporations Code~~ Section 5238(e) of the Code whether the applicable standard of conduct set forth in ~~Corporations Code~~ Section 5238(b) or Section 5238(c) of the Code has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Regents who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Regents, who are not parties to that proceeding, the Board shall promptly call a meeting of the Convocators. At that meeting the Convocators shall determine under ~~Corporations Code~~ Section 5238(e) of the Code whether the applicable standard of conduct has been met and, if so, the Convocators present at the meeting shall authorize indemnification, with the persons to be indemnified not being entitled to vote thereon.

No indemnification or advance shall be made under this Section 16, except as provided in Section 5238(d) or paragraph 3 of Section 5238(e) of the Code, in any circumstances when it appears:

(a) that the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the Convocators, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by ~~the~~these Bylaws shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of the person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

Section ~~13~~17 Insurance

~~This~~The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of the officers, Regents, employees, and other agents to cover any liability asserted against or incurred by any officer, Regent, employee, or agent in such capacity or arising from the officer's, Regent's, employee's or agent's status as such, whether or not the Corporation would have the power to indemnify such persons against the liability under the provisions of Section 16 of this Article VI {Indemnification}; provided, however, that the Corporation shall have no power to purchase and maintain that insurance to indemnify any such persons for a violation of Section 5233 of the Code, which addresses self-dealing transactions.

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ARTICLE VII
COMMITTEES OF THE BOARD

Section 1 Board Committees~~.~~

The Board may establish, by duly adopted resolution of a majority of Regents then in office, such committees, to serve such function and to have such duration, as the Board determines. Each such committee shall be chaired by a regular member of the Board, and shall consist of at least two (2) Board members. Non-board members may serve on all committees of the Board except the Executive Committee~~,~~ (and any other committee exercising the authority of the Board), with review and approval of the Trusteeship Committee, Executive Committee and the chair of the committee. It may act with such authority as the Board shall delegate to it, except with respect to (i) approval of any action for which the ~~California Nonprofit Public Benefit Corporation Law~~Code also requires approval of the ~~members~~ Convocators or the ~~Board~~approval of a majority of all Convocators, (ii) filling vacancies on the Board or any committee which has the authority of the Board, (iii) amendment or repeal of these Bylaws or the adoption of new Bylaws, (iv) amendment or repeal of any resolution of the Board which by its express terms is not subject to amendment or repeal, ~~or (v) appointment of any committees of the Board or the members thereof~~ (v) appointment of any committees of the Board or the members thereof, (vi) fixing compensation of the Regents for serving on the Board or on any committee thereof, if applicable, (vii) expending corporate funds to support a nominee for Regent after more persons have been nominated than can be elected, or (viii) except as provided in Section 5212(a)(8) of the Code, approving any transaction (a) between the Corporation and one or more of its Regents or (b) between the Corporation and any entity in which one (1) or more of its Regents have a material financial interest.

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below two (2)) the number of members of a committee, and fill vacancies in a committee from the members of the Board.

The Chair of the Board and the President of the Corporation shall be ex-officio members of all Board committees, in addition to any other ex-officio that may be designated in these Bylaws or by the Board.

Section 2 Executive Committee

(a) The Board of Regents shall appoint an Executive Committee, which shall have the purposes set forth in Section 2(b) of this Article VII. The Executive Committee has authority to act on behalf of the Board of Regents on all matters, except for the matters set forth in Section 1 of this Article VII and for the following which shall be reserved for the Board: (i) presidential selection and termination; (ii) charter and Bylaw amendment; (iii) change in the

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Corporation's mission; (iv) incurring corporate indebtedness; (v) approval of the annual budget; and (vi) conferral of degrees.

(b) The purpose of the Executive Committee is to strengthen the Board's performance by helping it function efficiently and effectively. Its broad powers shall be used as necessary and appropriate on routine housekeeping business or on emergency matters that cannot or should not be delayed until the Board's next regular scheduled meeting or until a special meeting of the Board should be called, as specified in these Bylaws. **The Executive Committee shall be responsible for the following:**

(i) Ensuring that the Board fulfills its responsibilities;

(ii) Serving as a sounding board for the President and Administration of the University;

(iii) Serving as the Board's mechanism for overseeing the institutional planning process and progress toward goals and objectives;

(iv) Monitoring the President's performance, morale, health and compensation;

(v) Overseeing the work of standing committees; and

(vi) Acting on behalf of the full Board in emergencies.

(c) Committee minutes shall be provided promptly to all Regents.

(d) At all times, the Committee shall be composed of no fewer than eight (8) members of the full Board and shall include the Chair of the Board, who will preside, the Vice Chair of the Board (if any), the Secretary (if a Regent) and the Chair of the Trusteeship Committee. The remaining four (4) (or more) positions will be recommended by the Trusteeship Committee to be elected by the Board of Regents at the spring meeting. **The President of the University is an ex-officio member, who may be excused from a meeting and notice of a meeting upon a majority vote of the Executive Committee.**

(e) The Secretary of the Corporation shall act as secretary of the Committee and record all business transacted at the meeting. The Board Chair shall serve as Chair of the Executive Committee.

~~(a)~~

(f) **Such committee** members shall hold office at the pleasure of the Board.

Section 3 Trusteeship Committee

(a) The Board of Regents shall appoint a Trusteeship Committee, which shall be empowered to exercise such powers as may be delegated to it by the Board of Regents.

(b) The Committee will be composed of, but not limited to, a Chair as designated by the Board of Regents, the Chair of the Board of Regents, the Chair of the

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Convocation, the Secretary of the Corporation (if a member of the Board of Regents), any Regent who has formerly served as Chair of the Board of Regents, and the President of the University.

(c) Such committee members shall hold office at the pleasure of the Board.

Section 4 Advisory Board of Pacific Lutheran Theological Seminary ("PLTS")

(a) The Advisory Board of PLTS shall be an advisory committee to the Board of Regents with guidelines and operating procedures approved by the Board of Regents.

(b) The function of the Advisory Board of PLTS will be to provide advice and guidance to the Board regarding the operations, policies and strategic direction of the seminary, as well as to serve as a liaison between the University and the ELCA regarding the seminary.

(c) The members of the Advisory Board of PLTS will be elected by the Board of Regents. The Chair of the Advisory Board shall present to the Board of Regents for the purpose of election the names of individuals proposed to be members of the Advisory Board of PLTS.

(d) The Advisory Board of PLTS shall consist of twelve (12) to thirty (30) members as determined from time to time by the Corporation's Board in consultation with the Advisory Board; the membership of the Advisory Board of PLTS shall meet the following requirements:

(i) At least one-fifth will be nominated by the Church Council of the ELCA, or its delegated representative (the "Church Council") on the recommendation of the appropriate unit of the ELCA after consultation with the Advisory Board of PLTS;

(ii) Two (2) members will be nominated by the Bishops of Regions I and II of the ELCA from among their number;

(iii) One (1) member, who will serve as Chair of the Advisory Board of PLTS and as a voting member of the Board of Regents, will be nominated by the Church Council upon consultation with the Advisory Board of PLTS; and

(iv) Additional members will be nominated by the Advisory Board of PLTS in coordination with the Board of Regents and in consultation with the supporting synods in Regions I and II to represent the supporting synods in Regions I and II.

(v) Vacancies may, but are not required to be, filled by the Board, subject to replacement by a nominee pursuant to clause (i)-(iv), as applicable, if the vacancy is for a position filled pursuant to such clause or clauses.

Section 5 Other Committees

The Board of Regents may, by resolution adopted by a majority of the Regents then in office, appoint such other committees as may be necessary or convenient consisting of such number of persons and with such powers as it may designate, consistent with the Articles of Incorporation and Bylaws and the Code. The Chair of the Board of Regents together with the Trusteeship

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Committee shall nominate all committee chairs, after consultation with the President, which nomination shall be subject to approval by the Board of Regents. Prior to action by the Board, the nominee may be designated Acting Committee Chair, and may function as the Chair of the committee until elected or removed by the Board. Such Committee Chairs will report to the Board of Regents or its Executive Committee as directed. Members of such committees shall hold office at the pleasure of the Board.

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~~(a) The Board of Regents shall appoint an Executive Committee which shall exercise such additional powers as may be delegated to it by the Board of Regents.~~

^

~~Board's performance by helping it function efficiently and effectively. Its broad powers shall be used as necessary and appropriately on routine housekeeping business or on emergency matters that cannot or should not be delayed until the Board's next regular scheduled meeting or until a special meeting of the Board should be called, as specified in the Bylaws.~~^

~~(i) Ensuring that the Board fulfills its responsibilities;~~

~~(ii) Serve as a sounding board for the President and Administration of the University;~~

~~(iii) Serve as the Board's mechanism for overseeing the institutional planning process and progress toward goals and objectives;~~

~~(iv) Monitor the President's performance, morale, health and compensation;~~

~~(v) Act on behalf of the full Board in emergencies.~~

~~(c) The Executive Committee has authority to act on behalf of the Board of Regents on all matters, except for the following which shall be reserved for the Board, as specified elsewhere in the Bylaws: (i) presidential selection and termination; (ii) officer selection and termination; (iii) charter and Bylaw amendment; (iv) change in Corporation's mission; (v) incurring corporate indebtedness; (vi) approval of the annual budget; and (vii) conferral of degrees.~~

~~(d) The Executive Committee shall oversee the work of standing committees, the institution's planning process, the Board's support of the President and compensation for the President. Committee minutes shall be provided to all Regents and shall require formal acceptance by the Board at its next meeting.~~

~~(e) At all times, the Committee shall be composed of no fewer than~~ (g) ~~eight (8) members of the full Board and shall include the Chair of the Board, who will preside, the Vice Chair of the Board, the Secretary and the Chair of the Trusteeship Committee. The remaining three (or more) positions will be recommended~~

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~~by the Trusteeship Committee to be elected by the Board of Regents at the spring meeting.~~
^
~~(f) A majority of the~~

The Board may create one or more advisory committees to serve at the pleasure of the Board. Appointments to such advisory committees need not, but may, be Regents. The Board shall appoint and discharge advisory committee members. All actions and recommendations of ~~the Committee shall be necessary to constitute~~any advisory committee or any committee that includes a ~~quorum for the transaction of business.~~
non-member

~~(g)~~ ^ ~~Secretary~~ of the Board of Regents shall ~~act as secretary of the Committee and record all business transacted at the meeting. The Board Chair shall serve as Chair of the~~ require ratification by the Board or Executive Committee~~.~~
~~(h) Notice of regular committee meetings need not be~~ before being given~~. Four (4) days prior written or forty-eight (48) hour prior telephone notice shall be given by the Chair, Secretary or any two of its members of all special meetings, including a general statement as to the purpose of the meeting~~ effect.

~~(i) Such committee shall hold office at the pleasure of the Board.~~
~~Section 3 Committee on Trusteeship~~

~~(b)~~ ^ ~~Board of Regents shall appoint a Committee on Trusteeship, which shall be empowered to exercise such powers as may be delegated to it by the Board of Regents.~~

~~(c) The Committee will be composed of, but not limited to, a Chairperson as designated by the Board of Regents, the Chair of the Board of Regents, the Chair of the Convocation, the Secretary of the Board of Regents, any Regent who has formerly served as Chair of the Board of Regents, the President of the University.~~

~~(d) A majority of the members of the Committee shall be necessary to constitute a quorum for the transaction of business.~~
~~(e) Notice of regular committee meetings need not be given. Four (4) days prior written or forty-eight (48) hour prior telephone notice will be given by the Chairperson, President, Secretary or any two of its members of all special meetings, including a general statement as to the purpose of the meeting.~~

~~(f)~~ ^ ~~shall hold office at the pleasure of the Board.~~

~~Section 4 Advisory Board of Pacific Lutheran Theological Seminary~~

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~~the Board of Regents with guidelines and operating procedures approved by the Board of Regents.~~

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~~advice and guidance to the Board regarding the operations, policies and strategic direction of the seminary, as well as to serve as a liaison between the University and the Evangelical Lutheran Church in America regarding the seminary.~~

^

~~by the Board of Regents. The Chair of the Board shall present to the Board of Regents for the purpose of election the names of individuals proposed to be members of the Advisory Board of PLTS.~~

^ ~~12 to 30~~

~~Members as determined from time to time by the Corporation's Board in consultation with the Advisory Board; the membership of the Advisory Board of PLTS shall meet the following requirements:~~

~~(i) At least one-fifth will be nominated by the Church Council on the recommendation of the appropriate unit of the ELCA after consultation with the Advisory Board of PLTS;~~

~~(ii) Two members will be nominated by the Bishops of Regions I and II of the ELCA from among their number;~~

~~(iii) One member, who will serve as Chair of the Advisory Board of PLTS and as a voting member of the Board of Regents, will be nominated by the Church Council of the ELCA upon consultation with the Advisory Board of PLTS; and~~

~~(iv) Additional members will be nominated by the Advisory Board of PLTS in coordination with the Board of Regents and in consultation with the supporting synods in Regions I and II to represent the supporting synods in Regions I and II.~~

~~(v) Vacancies may, but are not required to be, filled by the Board, subject to replacement by a nominee pursuant to clause (i)-(iv), as applicable, if the vacancy is for a position filled pursuant to such clause or clauses.~~

~~Section 5 Other Committees~~

~~The Board of Regents may appoint such other committees as may be necessary or convenient consisting of such number of persons and with such powers as it may designate, consistent with the Articles of Incorporation and Bylaws and the general corporation laws of the State of California. The Trusteeship Committee will recommend a committee chairperson to be elected by the Board of Regents for each committee, and such chairperson will report to the Board of Regents or its Executive Committee as directed. Such committees shall hold office at the pleasure of the Board of Regents.~~

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ARTICLE VIII
COMMITTEE ~~MEETING~~MEETINGS

~~Section 1~~
~~Meetings~~
Except as may otherwise be provided in these Bylaws with respect to a specific committee or committees, meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, with such changes in the context as are necessary to substitute the committees and their members for the Board and its members, and except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by a Board ~~Resolution~~resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. Committees shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules the committee may do so.

A majority of the committee members shall constitute a quorum for the transaction of committee business, except to adjourn. A majority of the committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the committee, subject to the provisions of the Code relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Any committee of the Board of Regents may act without the necessity of a meeting if all members, separately or collectively, consent thereto in writing. Such consent shall be filed with the regular minutes of the committee. Any certificate, or document, relating to the action taken by the committee under the above procedure shall state such action was taken without a meeting but with the written consent of all members and under the authorization of this ~~Section~~Article IX of ~~the~~these Bylaws.

ARTICLE IX
CORPORATION RECORDS AND REPORTS – INSPECTION

Section 1 Records

The Corporation shall maintain the following (i) adequate and correct accounts, books, and records of its business and properties; (ii) Minutes of the proceedings of its Convocators, Board and committees of the Board; and (iii) a record of each ~~Convocators~~Convocators' name, and address. All such accounts, books, and, records shall be kept at its principal place of business.

Section 2 Certification and Inspection of Records

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(a) The original or a copy of these Bylaws, as amended or otherwise amended to date, certified by the Secretary, and the original or copy of the Articles of Incorporation, shall be open to inspection by the Regents or members.

(b) Any Convocator~~ or Regent~~ may inspect and copy the record containing the Convocator's names, addresses, and voting rights during usual business hours on five (5) business days prior written notice, which must state the purpose for which the inspection rights are requested; or obtain from the ~~secretary~~Secretary of the Corporation, on written demand and tender of a reasonable charge, ~~a~~an alphabetized list of names, addresses, and voting right of the Convocators who are entitled to ratify the election of Regents as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the ~~member.~~Convocator. The demand shall state the purpose for which the list is requested. The ~~secretary~~Secretary shall make this list available to the member on or before the later of ten (10) business days after the demand is received or the date specified in the demand as the date of which the list is to be compiled. The Corporation may, within ten (10) business days after receiving a demand under this ~~Section~~section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reason the proposed alternative does not meet the proper purpose of the demand.

(c) Every Regent shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation.

~~(c)~~ (d) If the Corporation~~ reasonably~~, in good faith, and with a substantial basis, believes that the information will be used for a purpose other than one reasonably related to a person's interest as a Convocator, or if it provides a reasonable alternative under this ~~Section~~section, it may ~~deny~~petition the ~~Convocator's access to~~superior court of the ~~Convocator's list~~proper county for an order setting aside the demand.

~~(d)~~ (e) Any inspection and copying under this ~~Section~~section may be made in person or by the Convocator's agent or attorney. This right of inspection includes the right to copy and make extracts. This right of inspection extends to the record of any subsidiary of the Corporation.

Section 3 Checks, Drafts, etc.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Regents.

Section 4 Contracts, etc. - How Executed

The Board of Regents, except as in ~~the~~these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the

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name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Such authority shall be reflected in a Board ~~Resolution.~~resolution. Unless so authorized by the Board of Regents, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 5 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable purposes of the Corporation.

ARTICLE X
CORPORATE SEAL

~~Section 1~~ The corporate seal shall be in the form approved by the Board of

Regents and shall have inscribed thereon the name of the Corporation, "California Lutheran University," the date of its incorporation, and the words "FOR LOVE OF CHRIST, TRUTH AND FREEDOM," which is the motto of ~~this~~the Corporation.

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ARTICLE XI
FACULTY

~~Section 1~~ The instructional staff of the University shall be organized as the Faculty.

(a) The Faculty shall adopt a constitution ~~which~~that will thereafter govern its organization, policies, privileges, and functions. Such constitution or Faculty Handbook and all amendments thereto shall be approved by the Board of Regents.

(b) The ~~Chairperson~~Chair of the Faculty shall be elected by the Faculty.

(c) The Faculty members shall be ranked as professors, associate professors, assistant professors, instructors, lecturers, or by other titles as approved by the Board of Regents.

ARTICLE XII
PARLIAMENTARY PROCEDURE

~~Section 1~~ All meetings of the Convocation of the University, the Board of Regents, and all committees named or authorized in these Bylaws shall be governed by the rules and regulations ~~set forth in Robert's Rules of Order Revised, 10th Edition or such subsequent published edition~~as may be established from time to time by the Convocation, the Board of Regents and the applicable committee, respectively, insofar as such rules and regulations are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation or applicable law.

ARTICLE XIII
CONFLICT OF INTEREST POLICY

~~Section 1~~ Each Regent, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement ~~which~~that affirms that such person:

(a) has received a copy of the conflict of interest policy;

(b) has read and understands the policy and Section 14 of Article VI ~~Section 10 herein~~of these Bylaws;

(c) has agreed to comply with the policy; and

(d) understands that the Corporation is a California nonprofit public benefit corporation and that to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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ARTICLE XIV
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the Code shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE XV
AMENDMENT OF BYLAWS

Section 1 By the Board of Regents

Subject to the Convocator's rights in Section 2 below, the Board of Regents may adopt, amend, or repeal Bylaws unless doing so would materially and adversely affect the Convocators' rights as to voting or transfer. Notwithstanding anything to the contrary contained herein, any Bylaw amendment which materially and adversely affects the provisions of these Bylaws that give voting rights or substantive or procedural protections for the benefit of PLTS or the Advisory Board of PLTS shall not become effective until the amendment has been approved by the Church Council.

The Board's power to adopt, amend or repeal Bylaws is also subject to the following limitations:

(a) Where any provision of these Bylaws requires the vote of a larger proportion of the Regents than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number;

(b) No amendment may extend the term of a Regent beyond that for which such Regent was elected; and

(c) If Bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed Bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

Section 2 By the Convocation

~~(a)~~ (a) New Bylaws or amendments may be adopted or these Bylaws may be repealed or amended at an annual Convocation meeting, or at any other meeting of the Convocation called for that purpose, by a majority vote of Convocators entitled to exercise the voting power of the Corporation, or by written assent of such Convocators. Notwithstanding anything to the contrary contained herein, any Bylaw amendment which materially and adversely affects the provisions of these Bylaws that give voting rights or substantive or procedural

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protections for the benefit of -PLTS or the Advisory Board of PLTS shall not become effective until the amendment has been approved by the Church Council.

The Convocator's power to adopt, amend or repeal Bylaws is also subject to the following limitations:

(i) Where any provision of these Bylaws requires the vote of a larger proportion of the Convocators than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number; and

(ii) No amendment may extend the term of a Regent beyond that for which such Regent was elected.

~~(b)~~ (b All proposed amendments to ~~the~~these Bylaws shall be submitted to the ~~Chairperson~~Chair of the Convocation, the President of the University, and the ~~Chairperson~~Chair of the Board of Regents, in written form, ninety (90) days prior to the meeting of the Convocation at which they will be considered for approval. The President of the University and ~~Chairpersons~~Chair shall submit to the Convocators involved the proposals made at least forty-five (45) days prior to the meeting of the Convocation.

Section 3 Record of Amendments

Whenever an amendment or a new Bylaw is adopted, it shall be copied in the Book of Bylaws with the original Bylaws, in the appropriate place. If any Bylaw is repealed or amended, the fact of repeal or amendment with the date of the meeting at which the change was enacted or written assent was filed shall be stated in said book.

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CERTIFICATION OF SECRETARY

I, , certify that I am the duly elected and acting Secretary of California Lutheran University, a California nonprofit public benefit corporation, that these Amended and Restated Bylaws, consisting of ~~__~~31 pages, are the bylaws of ~~this~~the Corporation, as adopted by the Board of Regents on~~____, 2013~~ August 5, 2016 and the Convocators on~~__, 2013~~ _____, 2016 and that these Amended and Restated Bylaws have not been amended or modified since that date.

Executed on _____, ~~2013~~2016, at Thousand Oaks, California.

(Type name) _____

_____

_____Secretary

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