AMENDED AND RESTATED BYLAWS
OF
CALIFORNIA LUTHERAN UNIVERSITY,
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

xx/xx/xx
# Table of Contents

<table>
<thead>
<tr>
<th>Article</th>
<th>Description</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>ARTICLE I</strong></td>
<td>NAME</td>
<td>1</td>
</tr>
<tr>
<td><strong>ARTICLE II</strong></td>
<td>DEFINITIONS</td>
<td>1</td>
</tr>
<tr>
<td>Section 1</td>
<td>“Advisory Board of PLTS”</td>
<td>1</td>
</tr>
<tr>
<td>Section 2</td>
<td>“Board of Regents”</td>
<td>1</td>
</tr>
<tr>
<td>Section 3</td>
<td>“Caucus”</td>
<td>1</td>
</tr>
<tr>
<td>Section 4</td>
<td>“Church Council”</td>
<td>1</td>
</tr>
<tr>
<td>Section 5</td>
<td>“Constituent Synods”</td>
<td>1</td>
</tr>
<tr>
<td>Section 6</td>
<td>“Convocation”</td>
<td>1</td>
</tr>
<tr>
<td>Section 7</td>
<td>“Convocator”</td>
<td>1</td>
</tr>
<tr>
<td>Section 8</td>
<td>“PLTS”</td>
<td>1</td>
</tr>
<tr>
<td>Section 9</td>
<td>“Regent”</td>
<td>1</td>
</tr>
<tr>
<td>Section 10</td>
<td>“University”</td>
<td>1</td>
</tr>
<tr>
<td><strong>ARTICLE III</strong></td>
<td>PRINCIPAL PURPOSE OF BUSINESS</td>
<td>2</td>
</tr>
<tr>
<td><strong>ARTICLE IV</strong></td>
<td>PRINCIPAL PLACE OF BUSINESS</td>
<td>2</td>
</tr>
<tr>
<td>Section 1</td>
<td>Principal Office</td>
<td>2</td>
</tr>
<tr>
<td>Section 2</td>
<td>Branch Offices</td>
<td>2</td>
</tr>
<tr>
<td><strong>ARTICLE V</strong></td>
<td>BOARD OF REGENTS</td>
<td>2</td>
</tr>
<tr>
<td>Section 1</td>
<td>Number of Elected and Ex Officio Regents</td>
<td>2</td>
</tr>
<tr>
<td>Section 2</td>
<td>Power</td>
<td>2</td>
</tr>
<tr>
<td>Section 3</td>
<td>Election and Tenure of Office</td>
<td>3</td>
</tr>
<tr>
<td>Section 4</td>
<td>Selection of Regents</td>
<td>3</td>
</tr>
<tr>
<td>Section 5</td>
<td>Vacancies</td>
<td>4</td>
</tr>
<tr>
<td>Section 6</td>
<td>Removal and Resignation</td>
<td>4</td>
</tr>
<tr>
<td>Section 7</td>
<td>Organization Meeting: Election of Regents and Officers of the Board</td>
<td>4</td>
</tr>
<tr>
<td>Section 8</td>
<td>Special Meetings</td>
<td>5</td>
</tr>
<tr>
<td>Section 9</td>
<td>Quorum</td>
<td>5</td>
</tr>
<tr>
<td><strong>ARTICLE V</strong></td>
<td>CONVOCATION</td>
<td>7</td>
</tr>
</tbody>
</table>
ARTICLE VI OFFICERS OF THE CORPORATION ..................................................... 7
Section 1 Officers ................................................................................................. 7
Section 2 Election ................................................................................................. 7
Section 3 Subordinate Officers ............................................................................. 7
Section 4 Removal and Resignation .................................................................... 7
Section 5 Vacancies ............................................................................................... 8
Section 6 President ............................................................................................... 8
Section 7 Provost ................................................................................................... 8
Section 8 Secretary to the Board ......................................................................... 9
Section 9 Treasurer/Chief Financial Officer ....................................................... 9
Section 10 Contracts with Regents – Conflict of Interest .................................. 10
Section 11 Loans to Regents and Officers ............................................................ 10
Section 12 Indemnification .................................................................................. 11
Section 13 Insurance ........................................................................................... 11

ARTICLE VII COMMITTEES OF THE BOARD ..................................................... 11
Section 1 Board Committees ............................................................................... 11
Section 2 Executive Committee .......................................................................... 12
Section 3 Committee on Trusteeship .................................................................. 12

ARTICLE VIII COMMITTEE MEETING .............................................................. 12

ARTICLE IX CORPORATION RECORDS AND REPORTS – INSPECTION... 13
Section 1 Records ............................................................................................... 13
Section 2 Certification and Inspection of Records .............................................. 13
Section 3 Checks, Drafts, etc. ............................................................................ 14
Section 4 Contracts, etc. .................................................................................... 14

ARTICLE X CORPORATE SEAL ......................................................................... 14

ARTICLE XI FACULTY ...................................................................................... 14

ARTICLE XII PARLIAMENTARY PROCEDURE .............................................. 14

ARTICLE XIII CONFLICT OF INTEREST POLICY ........................................ 15

ARTICLE XIV AMENDMENT OF BYLAWS .................................................... 15
Section 1 By the Board of Regents ................................................................... 15
Section 2  By the Convocation .................................................................15
Section 3  Record of Amendments .......................................................16
AMENDED AND RESTATED BYLAWS
OF
CALIFORNIA LUTHERAN UNIVERSITY,
a California nonprofit public benefit corporation
(as amended [______], 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.

ARTICLE II
DEFINITIONS

Section 1 “Advisory Board of PLTS” means the advisory board elected pursuant to Section 3 of the Board of Regents Procedures Manual.

Section 2 “Board of Regents” means the governing body or Board of Directors of 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.

Section 4 “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.

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.

ARTICLE III
PRINCIPAL PURPOSE OF BUSINESS

The mission of 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 IV
PRINCIPAL PLACE OF BUSINESS

Section 1 The principal office for the transaction of the activities and affairs of this 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 on these bylaws opposite this section; alternatively this section may be amended to state the new location.

Section 2 The Board of Regents may at any time establish branch or subordinate offices at any place or places where this 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 Regents of the Corporation shall not exceed thirty-five (35) until amended by the majority vote or written assent of the majority of the Convocation. These voting ex officio Regents include the Chair of the Convocation, the President of the University, the Faculty Chair, the Chair of 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 ELCA. In addition, there may be non-voting honorary members of the Board of Regents.

Section 2 Power

(a) Subject to the California Nonprofit Public Benefit Corporations Code, and the limitation of the Articles of Incorporation, Bylaws, and applicable laws of the State of California as to action to be authorized or approved by the Regents, all corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be controlled by the Board of Regents.

(b) The Board of Regents shall have the power to manage and operate the University, including but not limited to the following:
(i) To exercise general oversight and direction of the policy, program and affairs of the University and corporation;

(ii) To select, employ, appoint and elect the President;

(iii) To create such other offices and positions as the Board may deem advisable from time to time:

(iv) To approve any faculty recommend for tenure, promotion or sabbatical;

(v) To make all rules necessary and proper (through the Board of Regents Procedures Manual) to carry on the organization and to govern, advance and conserve the interest of the corporation.

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.

(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 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.

(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.

(c) Emeritus non-voting Regents shall be individuals who have made significant contributions to the advancement of the University and the Board of Regents. They shall be elected by a majority vote of the Board of Regents.
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 a vacancy in the office of a Regent who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, 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.

(c) Any reduction of the authorized number of Regents shall not result in any Regent being removed before his or her term of office expires.

Section 6  Removal and Resignation

(a) Any Regent may resign at any time giving written notice to the Board, to the President, the Chair of the Board, or to the Secretary of the Board. 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 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), (ii) the Regent suffers from an illness or disability that prevents him or her from attending meeting and the Board of Regents by resolution waives the removal procedure of this section.

Section 7  Organization Meeting: Election of Regents and Officers of the Board

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

(c) Election of officers for the Board of Regents as recommended by the Trusteeship Committee and approved by the Executive Committee shall take place at the spring Board meeting. The officers shall be a Chair, Vice Chair, and Secretary of the Board. The Vice Chair in absence of the Chair shall preside at all meetings of the Board of Regents.

Section 8 Special Meetings

(a) Special meetings of the Board may be called by the Chair of the Board, Vice Chair of the Board, Secretary of the Board or any five 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 an agreed upon means including (a) telephone, including a voice messaging system or other system or 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; (b) facsimile; (c) electronic mail; or (d) other electronic means. All such notices shall be given or sent to the Regent’s address or telephone number as shown on the Corporation’s records.

Notices of special meeting will be given at least four (4) business days 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.

Section 9 Quorum

One-half (1/2) of the authorized number of Regents 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, 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 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.
ARTICLE V
CONVOCATION

Section 1 Composition and Number of Convocators

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 increasing or decreasing the membership as the number of 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.

Section 2 Rights of Convocator Membership

The Convocators shall have the following rights:

Each Convocator, except honorary Convocators, shall be entitled to one vote. Subject to the California Nonprofit Public Benefit Corporation 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. 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) 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.

(b) 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.

(c) 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 Officers

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.

Section 4 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.
(b) Annual Meeting: The annual meeting of the Convocation of the 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.

(c) Notice of Certain Agenda Items: Approval by Convocation of 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) Amending the Article of Incorporation; or

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

ARTICLE VI
OFFICERS OF THE CORPORATION

Section 1 Officers

The officers of the Corporation shall be the President, the Provost, and the Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Regents, such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, except that neither the Provost nor the Chief Financial Officer may serve concurrently as either the 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.

   (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. 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.

Section 3 Subordinate Officers

The Board of Regents may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Regents may determine.

Section 4 Removal and Resignation
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.

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 Bylaws for regular appointments to such office.

Section 6 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.

(b) The President shall be an ex officio member of all Board and Convocation 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 Bylaws.

(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. Appointment of members of the faculty and staff and subordinate officers.

2. The official reports showing the condition, program, and achievements of the University.

3. The University seal, mace, and other symbols of the University.

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

5. The governance of the faculty, staff, and students.

6. Consulting with the Chairperson of the Convocation to assist in the development of the agenda for the Fall Meeting of the Convocation.

Section 7 Provost

In the absence or disability of the President, the Provost designated shall perform all the duties of, and be subject to all the restrictions upon, the President. In this instance, the Provost 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 Bylaws.
Section 8 Secretary to the Board

The Secretary to the Board will be a University staff member, not on the Board of Regents, not on the Convocation, and not an officer of the Corporation. Typically, the Executive Assistant to the President will serve as the Secretary to the Board.

(a) The Secretary to the Board 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, its Committee on Trusteeship and all other committee 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 and names of members present at the meetings; and the proceedings of the meetings.

(b) The Secretary to the Board 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, 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 to the Board shall send, or cause to be sent, to the Convocation and the Board of Regents an annual report prepared by the Chief Financial Officer within one hundred twenty (120) days of the close of the Corporation’s fiscal year.

(d) The Secretary to the Board shall keep or cause to be kept, at the principal office a copy of the Articles of Incorporation and Bylaws, as amended.

(e) The Secretary to the Board shall give, or cause to be given, notice of all meetings of Convocators, the Board and of committees of the Board that the Bylaws require to be given. The 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 Bylaws.

Section 9 Treasurer/Chief Financial Officer

The Chief Financial Officer will serve as the Treasurer of the Corporation.

(a) 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.

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

(d) The Chief Financial Officer shall prepare, or cause to be prepared, and certify an annual report 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 6321 (a) and 6322.

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

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

Section 10 Contracts with Regents – Conflict of Interest

No Regent of this Corporation nor any other 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 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 prior to the Board’s consideration of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of other interested Regents; (iii) before authorizing or approving the transaction, the Board considers and in good faith decides 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.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (ii) results in a benefit to one or more Regents or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 11 Loans to Regents and Officers

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 that Regent or officer would be entitled to reimbursement for such expenses by the Corporation or payment of premiums in whole or in part by Corporation on life insurance policy on the life of a Regent or officers as long as repayment to the Corporation of the amount paid by it is secured.
by the proceeds of the policy or its cash surrender value or 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 Indemnification

To the fullest extent permitted by law, this Corporation shall indemnify its Regents, officers, employees and other person described in Corporations Code Section 5238(a), 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 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 the Board of any person seeking indemnification under Corporations Code Section 5238(b), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) 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) whether the applicable standard of conduct has been met and, if so, the Convocators present at the meeting shall authorize indemnification.

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 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 Insurance

This 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.

ARTICLE VII
COMMITTEES OF THE BOARD

Section 1 Board Committees. The Board may establish, by duly adopted resolution, 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 Board members. Non-board members may serve on all committees of the Board except the Executive Committee, 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 also requires approval of the members the Board, (ii) filling vacancies on the Board or any committee, (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.

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

The Board of Regents shall appoint an Executive Committee that shall exercise such additional powers as may be delegated to it by the Board of Regents. 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 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.

Section 3 Committee on Trusteeship

The 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.

The Chair of the Board of Regents together with the Trusteeship 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.

ARTICLE VIII
COMMITTEE MEETING

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, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board Resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. 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.
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 of the 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 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

(a) The original or a copy of these Bylaws, as amended or otherwise amended to date, certified by the Secretary, 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 business days prior written notice, which must state the purpose for which the inspection rights are requested; or obtain from the secretary of the Corporation, on written demand and tender of a reasonable charge, a 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. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten 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 business days after receiving a demand under this 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) If the Corporation reasonably 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, it may deny the Convocator’s access to the Convocator’s list.

(d) Any inspection and copying under this 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 Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the 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. 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.

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 Corporation.

ARTICLE XI FACULTY

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

(a) The Faculty shall adopt a constitution 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 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 the most recent edition of Robert’s Rules of Order.
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 that affirms that such person:

(a) has received a copy of the conflict of interest policy;
(b) has read and understands the policy and Article VI Section 10 herein;
(c) has agreed to comply with the policy; and
(d) understands that the Corporation is 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.

ARTICLE XIV
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.

Section 2 By the Convocation

(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 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.

(b) All proposed amendments to the Bylaws shall be submitted to the Chairperson of the Convocation, the President of the University, and the Chairperson of the Board of Regents, in written form, forty-five (45) days prior to the meeting of the Convocation at which they will be considered for approval. The President of the University and Chairpersons shall submit to the Convocators involved the proposals made at least thirty (30) 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.
CERTIFICATION OF SECRETARY

I, [Secretary’s Name], 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 [number of pages] pages, are the bylaws of this Corporation, as adopted by the Board of Regents on [date], 2016 and the Convocators on [date], 2016 and that these Amended and Restated Bylaws have not been amended or modified since that date.

Executed on [date], 2016, at Thousand Oaks, California.

[Type name]