

**AMENDED AND RESTATED BYLAWS
of
PACIFIC LUTHERAN UNIVERSITY**

Amended as of September 8, 2015

The Bylaws of Pacific Lutheran University, a nonprofit corporation organized under the laws of the State of Washington (the “Corporation”) are hereby amended and restated in their entirety, as follows.

ARTICLE I

Purposes

1.1 Nonprofit Purposes. The Corporation has been organized exclusively for charitable, religious, education and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including but not limited to establishing and maintaining within the State of Washington an institution of learning of university rank in the tradition of Lutheran higher education (the “University”), affiliated with the Evangelical Lutheran Church in America (the “ELCA”).

1.2 Mission. The mission of the University is to educate students for lives of thoughtful inquiry, service, leadership, and care for other people, for their communities and for the earth.

ARTICLE II

Registered Office and Registered Agent

2.1 Registered Office. The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Regents of the University (“Board”) upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. A registered agent so appointed shall consent to appointment in writing, and such consent shall be filed with the Secretary of State of the State of Washington.

2.2 Change of Address. If a registered agent changes the street address of the agent's business office, the registered agent may change the street address of the registered office of the Corporation by notifying the University in writing of the change and signing, either manually or in facsimile, and delivering to the Secretary of State for filing a statement of such change, as required by law.

2.3 Change of Agent. The University may change its registered agent at any time upon the filing of an appropriate notice with the Secretary of State, with the written consent of the new registered agent either included in or attached to such notice.

2.4 Other Offices. In addition to the registered office of the Corporation, the University may have such other offices as the Board may from time to time designate.

ARTICLE III

Members

3.1 Voting. The members of the Corporation (the “Members”) shall be the congregations which are part of the synods of Region 1 of the ELCA (the “Synods”), acting by and through the Representatives, as defined below. At meetings of the Corporation, the following persons shall be entitled to vote on matters requiring approval of the Members of the Corporation, as representatives of the Members: (i) the members of the Board (the “Regents”); and (ii) the delegates in attendance at the annual meeting of the Members, lay or clergy, elected or appointed by the Synods, (collectively, the “Representatives”). Each Synod shall be entitled to elect or appoint one Representative for each five (5) congregations in such Synod at the time of the election or the appointment. Representatives who are not Regents shall serve until the convening of the next annual meeting of the Corporation or until their successors have been duly appointed and qualified. The Representatives who are Regents shall serve as Representatives for so long as they remain Regents.

3.2 Meetings of Members.

3.2.1 The Members, acting through the Representatives, shall meet annually on the campus of the University for the transaction of business pertaining to the University. The Chair of the Board (the “Chair”) shall issue notice of such meeting to the Members at least ten (10) days in advance of the meeting and shall serve as Chair of the meeting.

3.2.2 Special meetings of the Members may be called by the Board to transact business upon not less than ten (10) days’ notice to the Representatives, acting on behalf of the Members.

3.2.3 The notice of a special meeting shall state the purpose(s) of the meeting.

3.2.4 At any annual or special meeting, the presence of thirty percent (30%) of the Representatives, acting on behalf of the Members, shall constitute a quorum for such meeting.

3.3 Annual Meeting. At the annual meeting, the Representatives, acting on behalf of the Members, shall hear the reports from the Chair, the President of the University (the “President”), the nominating committee, and such other reports as the Chair or the Representatives, acting on behalf of the Members, shall deem advisable. The Representatives, acting on behalf of the Members, may make such recommendations to the Board as they deem advisable.

3.4 Elections. Regents shall be elected at the annual meeting of the Members, acting through the Representatives, in accordance with the following procedure:

3.4.1 Regents from the Member congregations of Region 1 of the ELCA (the “ELCA Regents”) shall be elected as follows:

a. A nominating committee shall be selected to propose candidates for election as Regents. The nominating committee shall consist of seven (7) members, four (4) of whom shall be elected by the Members, acting through the Representatives, at their annual meeting, and two (2) of whom shall be appointed by the Chair from among the members of the Board, with the Chair serving as an ex-officio voting member. If a vacancy on the committee occurs between annual meetings, the Chair shall fill the vacancy by appointment of a person or persons qualified to serve, subject to ratification by the officers of the Board.

b. In advance of the annual meeting, the nominating committee shall make known, through appropriate publications and other such media as the committee finds available, that it is receiving nominations for members of the Board. It shall publish the address to which nominations are to be sent and the dates on which nominations will be closed. The committee shall give due consideration to all nominees after ascertaining that each is qualified under Section 4.2 below and willing to serve if elected. It shall then present one (1) ELCA Regent position to be filled on the Board.

c. At all elections of ELCA Regents, nominations may also be made from the floor at the annual meeting. For nominations made from the floor, the nominator shall be required to qualify a nominee by presenting in writing to the secretary of the Board a statement not to exceed two hundred (200) words to be read to the meeting, which statement shall become a matter of record, and reasonable assurances that the nominee is willing to serve if elected. One seconding of the nomination is required and will be acknowledged, but without seconding speeches. Furthermore, the nominator must be able to assure the meeting that the nominee is willing to serve if elected.

3.4.2 Alumni Regents, as defined in Section 4.3.3 below, shall be elected at the annual meeting after nominations by the University Alumni Association pursuant to Section 4.3.3 below.

3.4.3 At Large Regents, as defined in Section 4.3.4 below, shall be elected at the annual meeting after nominations by the Board pursuant to Section 4.3.4 below.

3.4.4 Bishop Regents, as defined in Section 4.3.5 below, shall be elected at the annual meeting after nominations by the bishops of the Synods pursuant to Section 4.3.5 below.

3.4.5 Chair shall prepare an official ballot, listing all candidates and identifying each group as set forth in Section 4.3 of these Bylaws. As near as may be, the Chair shall ensure that one-third of the elective members of the Board in each category described in Section 4.3, shall be elected annually. The Chair shall distribute the ballots at the annual meeting and shall audit the election results and promptly report the same in writing to the bishops of the Synods and the President.

ARTICLE IV

Board of Regents

4.1 Powers. The affairs of the University shall be managed by a Board of Regents, who shall have the authority granted to a board of directors of a nonprofit corporation under

RCW 24.03, and as further provided in the Articles of Incorporation (the “Articles”) and Bylaws of the Corporation. The Board’s powers shall include, but are not limited to, the power to:

4.1.1 Govern the University in accordance with the purposes stated in the Articles, the provisions of these Bylaws, and in accordance with policies and/or regulations adopted by the Board from time to time.

4.1.2 Elect the President of the University, following such consultations with elected representatives of the faculty, the students, the alumni, and such other groups or organizations as the Regents deem advisable.

4.1.3 Elect, upon recommendation of the President, the other officers of the administration and members of the faculty.

4.1.4 Establish, upon recommendation of the President, the necessary structure, policies, and rules for the efficient organization, administration, and operation of the University.

4.1.5 Appoint, in case of vacancy in the office of the President, an acting President who shall serve until a President has been elected and installed.

4.1.6 Establish the academic program, upon recommendation of the President and faculty, and to specify the schools, colleges, and departments within which the faculty may develop curricula and instructional programs.

4.1.7 Empower the faculty to organize itself for the effective conduct of the academic program of the University, subject to the approval of the Board, and to regulate the life and conduct of the students in accordance with policies determined by the Board.

4.1.8 Oversee the management of the financial affairs of the University, including without limitation supervising the borrowing of funds, assumption of liabilities, fixing of salaries, guaranteeing of student loans, the management of all funds, and the acquisition and disposition of property, all in accordance with the provisions of the Articles and these Bylaws.

4.1.9 Establish tuition and other fees.

4.1.10 Establish scholarships, aid funds, awards, and prizes.

4.1.11 Authorize, upon recommendation of the faculty, the granting of degrees in course, and honorary degrees.

4.1.12 Discipline, suspend, or discharge, subject to the University disciplinary procedures, University officers, members of the faculty, staff and students.

4.1.13 Fill unexpired term vacancies in the membership of the Board.

4.1.14 Delegate to committees of the Board such responsibility and authority as it deems advisable.

4.1.15 Provide for fidelity bonds, in an amount to be determined by the Board, to cover all corporate officers and employees of the University.

4.1.16 Exercise all other powers and authorities given to the boards of directors of nonprofit corporations under the laws of the State of Washington.

4.2 Qualifications. Qualifications for service as a Regent of the University are:

4.2.1 For the ELCA Regents elected in accordance with Section 4.3.2 below membership in a congregation that is in a Synod of Region 1 of the ELCA; for the Bishop Regents as defined in and elected in accordance with Section 4.3.5, current service as a bishop of one of the Synods.

4.2.2 For all Regents:

(a) A deep commitment to: the mission, vision, values and purpose of the University; and Lutheran higher education.

(b) An understanding of educational and/or organizational administration.

(c) Willingness and ability to communicate on behalf of the University.

(d) A sense of stewardship which will allow development of prudent policies to protect the University's assets.

(e) Concern for the welfare and development of the leaders, officers and staff of the University.

(f) Concern for the welfare and development of the faculty, and an appreciation for their work of teaching, scholarship and leadership as central to the mission of the University.

(g) Concern for the health, activities, living conditions, and general physical, educational, and spiritual welfare of the students.

(h) Willingness and ability to attend and participate in regular meetings of the Regents, attend orientation and other informational and educational sessions and review materials prepared for them.

(i) In addition to giving generous financial support to the University's needs, proportionate to his or her means, a willingness and ability to help to identify donors and assist the University to raise funds.

4.3 Number and Term.

4.3.1 The Board shall consist of: (a) three Bishop Regents (as defined in Section 4.3.5), (b) the President of the University, who by virtue of his/her office, shall serve as an ex-officio voting member, and (c) not more than thirty-three (33) other voting members.

4.3.2 At least eighteen (18) ELCA Regents shall be elected by the Members, acting through the Representatives at their annual meeting, from the members of congregations of the ELCA. Of these eighteen (18), at least three (3) shall be pastors.

4.3.3 Three (3) Regents shall be nominated by the University Alumni Association, to serve a term of one (1), two (2) or three (3) years as designated by the University Alumni Association, to be seated upon election by the Members, acting through the Representatives at their annual meeting (the "Alumni Regents"). Of these three (3) Alumni Regents, at least one (1) shall be a member of a congregation of the ELCA.

4.3.4 Twelve (12) regents-at-large shall be nominated by the Board to serve a term of one (1), two (2) or three (3) years, as designated by the Board, to be seated upon election by the Members, acting through the Representatives at their annual meeting (the "At-Large Regents").

4.3.5 The three (3) bishops who will serve as Regents shall be nominated by the bishops of the Synods for terms of one (1), two (2) or three (3) years, as designated by the bishops, to be seated upon election by the Members, acting through the Representatives at their annual meeting (the "Bishop Regents").

4.3.6 Each ELCA Regent, Alumni Regent, At-Large Regent and Bishop Regent shall serve for a term of one (1), two (2) or three (3) years, as designated by the body that nominates each of them at the time of his or her election. Except as provided in Section 4.3.7, a Regent may serve for a maximum of nine (9) consecutive years and may be reelected for one or more additional terms after remaining off the Board for at least one (1) year, with the same maximum of nine (9) consecutive years of service starting with the first term beginning after the period of remaining off the Board for at least one (1) year. As an ex-officio voting member of the Board, the President shall serve as a Regent as long as he/she holds the office of the President and shall not be subject to any term limitation.

4.3.7 The term of office of the Chair may be extended on a year-to-year basis beyond the term specified in Section 4.3.6 for a maximum of two (2) additional years, by resolution approved by majority vote of the Board, provided that when the Chair no longer serves in that office, his or her term as a Regent shall also end.

4.4 Advisors. The Board may appoint such advisors as the occasion warrants and for such periods of time as seems advisable. Advisors shall have such voice as the Board shall grant to them but shall not have vote. Advisors from the faculty and the student body shall be appointed for such periods and in such numbers as deemed necessary. All bishops of Region 1 not elected to the Board shall be advisors of the Board and are welcome to attend all meetings.

4.5 Change of Number. The number of Regents may at any time be increased or decreased by amendment to these Bylaws in accordance with the terms of these Bylaws.

4.6 Removal of Regents. Any Regent may be removed by the vote of seventy-five percent (75%) of the other Regents present at any regular meeting or special meeting at which a quorum is present.

4.7 Vacancies. All vacancies on the Board, whether caused by resignation, death or otherwise, may be temporarily filled by election of the remaining Regents at any regular or special meeting. Any Regent so appointed to fill a vacancy shall stand for election or ratification by the representatives at their next annual meeting.

4.8 Resignation. A Regent may resign at any time by delivering written notice to the Chair, the President or the secretary of the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

4.9 Meetings. The Board shall meet at least three (3) times a year. The first meeting shall be held as soon as practicable after the annual meeting of the Representatives. Additional meetings may be held at the call of the Chair or the President. The Chair is required to call a special meeting of the Board whenever five (5) or more Regents request in writing that such a meeting be called. Five (5) days' notice shall be given for all meetings of the Board or any committee, and the notification of special meetings shall stipulate the purpose(s) of such meetings.

4.10 Waiver of Notice. A Regent may waive any notice required by law, by the Articles or by these Bylaws before or after the time stated for the meeting, and such waiver shall be equivalent to the giving of such notice. Such waiver must be in writing, signed by the Regent entitled to such notice and delivered to the University for inclusion in the minutes or filing with the corporate records. A Regent's attendance at or participation in a meeting shall constitute a waiver of any required notice to the Regent of the meeting unless the Regent at the beginning of the meeting, or promptly upon the Regent's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

4.11 Action by Regents Without a Meeting. Any action required or permitted to be taken at a meeting of the Board, or of a committee thereof, may be taken without a meeting if a consent in the form of a record, setting forth the action so taken, is executed by all of the Regents entitled to vote on the matter. The action must be evidenced by one or more written consents setting forth the action taken, signed by each of the Regents, or by each of the members of the committee, as the case may be, either before or after the action taken, and delivered to the Chair or secretary of the Board for inclusion in the minutes or filing with the University's records. Subject to appropriate safeguards, consents transmitted by facsimile or by e-mail shall be considered valid written consents. Action taken under this Section is effective when the last Regent signs the consent, unless the consent specifies a later effective date.

4.12 Participation by Means of Communications Equipment. Regents may participate in a regular or special meeting of the Board (or of a committee thereof) by, or may

conduct the meeting through the use of, any means of communication by which all Regents participating can hear each other during the meeting

4.13 Quorum. A majority of the Regents shall constitute a quorum for the transaction of business, and a majority of a quorum may act, except as otherwise provided in these Bylaws.

4.14 Registering Dissent. A Regent who is present at a meeting of the Board at which action on a corporate matter is taken is deemed to have assented to such action unless (a) the Regent's dissent or abstention from the action is entered in the minutes of the meeting; or (b) the Regent delivers written notice of the Regent's dissent or abstention to the presiding officer of the meeting before its adjournment or within a reasonable time after adjournment of the meeting. The right to dissent or abstain is not available to a Regent who voted in favor of the action taken.

4.15 Officers of the Board. The Board shall elect from among the Regents a Chair, one or more Vice-Chairs, and Secretary. They shall be elected by the Board for one (1) year terms, or until their successors are elected and qualified. They may be elected for additional one-(1) year terms. In addition to their specific duties as set forth below, the officers shall manage the annual evaluation of the President, administer all contacts related to the President's employment and compensation, recommend to the Board any appropriate adjustments to presidential compensation and benefits and perform such other duties as the Board may delegate to them.

4.15.1 The Chair shall preside at all meetings of the Representatives and of the Board. Together with the secretary or treasurer, the Chair shall sign all authorized corporate documents requiring such signatures, and generally perform the duties pertaining to the office of the Chair.

4.15.2 The Vice-Chair(s) of the Board shall have such duties as may be assigned to him/her or them by action of the Board. In the event the Board elects more than one Vice-Chair, the Board shall designate one of them to serve as temporary Chair, in the event of the absence or disability of the Chair.

4.15.3 The Secretary shall keep a true record of the proceedings of the Members, acting through the Representatives, and of the Board; conduct all correspondence pertaining thereto; and with the Chair, execute all corporate documents requiring such signatures and generally perform the duties pertaining to the office of the secretary, including preservation of the corporate records.

4.16 Treasurer. The Board shall elect at its first regular meeting a treasurer of the University whose office, subject to re-election, shall be for one year. The Treasurer need not be a member of the Board.

4.16.1 The Treasurer of the University shall be responsible for the receipt and custody of all money and securities of the University, except as otherwise provided by the Board; the Treasurer shall take such measures for their safekeeping and shall disburse under such conditions as the Board may direct. The Treasurer shall, however, with the authorization of the Board and in concert with such other persons as the Board may authorize, have power to buy and

sell real and personal property relating to the general routine of operations of the University within limitations set by the Board.

4.16.2 The Treasurer shall cause to be prepared an annual statement of the financial condition of the University for the President and the Board. At such other times as the President or the Chair may request it, the Treasurer shall prepare such financial statements as requested. The books shall at all times be open to inspection by the Board and shall be audited at least once a year.

4.16.3 In case of protracted absence on the part of the Treasurer, or inability to act, the Board shall make provision to care for the duties of the office. In case of vacancy in the office of the Treasurer, the Board shall fill the office at its next meeting.

4.17 Vacancies; Resignation and Removal. The Board may fill vacancies in any office arising from any cause at any regular or special meeting of the Board. An officer may resign at any time by delivering notice to the Chair or President. Such notice shall be effective when delivered unless the notice specifies a later effective date. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board.

4.18 Committees. The Board, by resolution adopted by a majority of the Board, may create one or more committees of Regents. Each committee must consist of two or more Regents, together with such other persons not serving as Regents as the Board shall approve, all of whom serve at the pleasure of the Board. The Board may from time to time, upon consultation with the President, appoint administrative officers of the University as advisors to such committees. The committees shall confer, as occasion warrants, and upon recommendation of the President, with appropriate administrative officers of the University, as well as with representatives of the faculty and the student body.

4.18.1 Each committee shall have such power as may be delegated to it from time to time, except that no committee shall have the authority to: (a) approve an action that by law is required to be approved by the Board or the Members, acting through the Representatives, including, but not limited to, merger, consolidation or the sale, lease or exchange of all or substantially all of the property and assets of the University not in the ordinary course of business; (b) elect, appoint, or remove Regents, officers or any member of any committee; (c) amend the Articles; or (d) adopt, amend or repeal these Bylaws; provided that, if the Board creates an executive committee, such executive committee shall have authority to act on behalf of the Board between meetings of the Board.

4.18.2 The creation of, delegation of authority to or action by a committee does not relieve the Board, or any individual Regent, of any responsibility imposed upon the Board or an individual Regent by law, by the Articles or by these Bylaws.

4.18.3 Each member of a committee shall continue as such until the next annual meeting of the Board and until his or her successor is appointed, unless the member resigns or is removed.

4.18.4 Appointments made in the same manner as provided in the case of the original appointments may fill vacancies in the membership of any committee.

4.18.5 Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

4.19 Policies and Procedures. The Board may adopt, amend or repeal such policies and procedures as it may deem advisable for the conduct of its affairs.

4.20 Annual Report. The Board shall report annually through the Chair to the Representatives of the Members.

ARTICLE V

Administration of the University

5.1 President. The President of the University shall be the executive head of the University, and an advisory member of all committees of the Board. The President shall report regularly to the Board, or whenever required by it, concerning the work and needs of the University.

5.1.1 The President shall nominate to the Board for its approval all senior administrative officers, such as provost, vice presidents, and academic deans, as well as tenure-eligible members of the faculty. The President shall recommend for approval by the Board, faculty promotions and leaves of absence. The President shall have authority to make temporary appointments of senior officers. All officers and staff shall serve at the pleasure of the President, subject to tenure limitations and such policies as the University may establish for employees.

5.1.2 The President shall cause to be prepared a budget for each year to be submitted to the Board for approval.

5.1.3 The President shall, together with the provost, the Chair, and the secretary of the Board, sign all diplomas given in evidence of degrees granted by the University.

5.1.4 The President shall promote the mission of the University and its ideals of scholarship.

5.1.5 The President may, if he or she deems it necessary for good cause, suspend a faculty member or administrative officer.

5.1.6 The President may be removed from office for any reason by a vote of two-thirds (2/3rds) of the total number of Regents, excluding the President; notice of the meeting at which such vote is taken shall provide that a purpose of the meeting is to discuss removal of the President from office.

5.1.7 The President shall report to the annual meeting of the Corporation.

5.2 Qualifications. The President of the University shall:

(a) demonstrate a deep understanding of and commitment to: the vision, mission, values and purpose of the University; and Lutheran higher education, as grounded in the Lutheran confessional tradition; and

(b) be a member of a Lutheran church, or of a Christian denomination with which the ELCA has a relationship of full communion.

ARTICLE VI

Faculty

6.1 Membership and Tenure. The faculty shall consist of the President of the University, the vice presidents, the deans of the schools and colleges, the dean of students, the professors, the associate professors, the assistant professors, the instructors, the professional librarians, as well as other persons designated by the Board upon recommendation of the President. The President, as he or she deems advisable, may invite non-academic members of the administrative staff to attend faculty meetings. The individuals may be given the right to speak, but they shall not have vote. Tenure in office shall be granted only by the Board on the recommendation of the President.

6.2 Faculty Organization. Subject to approval by the Board, the faculty may organize its internal rights, responsibilities and duties, authorities and privileges as it deems fit to the extent that such organization is consistent with the Articles of Incorporation, these Bylaws and any policies and procedures adopted by the Board from time to time. The faculty, however organized, with the approval of the Board, shall be empowered to make recommendations, through the President, to the Board in any matter concerning the welfare and conduct of the University, including, among other matters, the following:

6.2.1 Policies and procedures governing faculty appointments, promotions in rank, tenure, and salary schedule.

6.2.2 Requirements for admission and graduation.

6.2.3 Approval of candidates for degrees, both earned and honorary.

6.2.4 Changes in the number and organization of schools, colleges, divisions, or departments.

6.2.5 Basic changes in the curricula of the University, degrees offered, and the addition or deletion of courses.

6.2.6 Policies relating to rules and regulations governing student life, conduct, and activities.

6.2.7 The structure of the calendar of the University, as well as the calendar for each year.

6.2.8 The budget and related fiscal matters pertinent to the operations and well-being of the University.

ARTICLE VII

Students

Subject to the review and approval of the Board, the administration of the University shall prescribe rules, policies and procedures for students of the University, consistent with the Articles of Incorporation, these Bylaws and the policies and procedures adopted by the Board from time to time. Rules, policies and procedures regarding academic affairs of students shall be established in consultation with the faculty.

ARTICLE VIII

Miscellaneous

8.1 Notices. Except as may otherwise be required by law, any notice required by these Bylaws must be in writing and may be transmitted by: (1) mail, private carrier or personal delivery; (2) telephone, wire or wireless equipment which transmits a facsimile of the notice; or (3) by electronic mail. Written notice shall be deemed effective at the earliest of the following: (i) when received if transmitted under subsections (2) or (3) above; (ii) when mailed, as evidenced by the postmark, if mailed with first-class postage, prepaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and receipt is signed by or on behalf of the addressee.

8.2 Contracts. The Board may authorize any officer or officers, agent or agents of the University, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the University, and such authority may be general or confined to specific instances.

8.3 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the University, shall be signed by such officer or officers, agent or agents of the University and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, the Treasurer or the President shall sign such instruments.

8.4 Deposits. All funds of the University shall be deposited to the credit of the University in such banks, trust companies or other depositories as the Board may select.

8.5 Gifts. The Board may accept on behalf of the University any contribution, gift, bequest or devise for the general purposes or for any special purpose of the University.

8.6 Fiscal Year. The fiscal year of the University shall begin on June 1.

8.7 Books and Records. The University shall keep a copy of the following records at its registered or principal office:

- 8.7.1 The Articles or Restated Articles and all amendments thereto currently in effect.
- 8.7.2 The Bylaws or Restated Bylaws and all amendments thereto currently in effect.
- 8.7.3 A record of the names and addresses of Regents.
- 8.7.4 Correct and adequate records of accounts and finances.
- 8.7.5 A record of officers' names and addresses.
- 8.7.6 Minutes of the proceedings of the Board, and the committees of the Board, if any, and copies of all actions taken by the Board and committees without a meeting.

ARTICLE IX

Liability and Indemnification

9.1 Limitation of Liability of Regents. The Regents shall not be personally liable to the University for monetary damages for conduct as a Regent, except (i) for acts or omissions which involved intentional misconduct by the Regent or a knowing violation of law by the Regent or (ii) for any transaction from which the Regent will personally receive a benefit in money, property, or service to which the Regent is not legally entitled. If the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Regent shall be eliminated or limited, and the Regents are authorized to amend the Bylaws to eliminate or limit the liability of a Regent, to the fullest extent permitted by the Washington Nonprofit Corporation act, as so amended. Any repeal or modification of the foregoing section by vote of Members of the Corporation shall not adversely affect any right or protection of Regents existing at the time of such repeal or modification.

9.2 Indemnification. The Corporation shall indemnify the Representatives, Regents, the Chair, the President, and other officers of the Corporation against all liability, damage, and expenses arising from or in connection with service for, employment by, or other affiliation with the Corporation or other firms or entities to the maximum extent and under all circumstances permitted by law more fully set forth in the Bylaws; provided that no indemnification shall be provided under this Section to any such person if the Corporation is prohibited by the nonexclusive provisions of the Washington Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification or, if in the opinion of counsel, payment of such indemnification would subject the Corporation to imposition of excise taxes under the Internal Revenue Code or would cause the Corporation to lose its exempt status from federal income taxation. The Board may, in its discretion, provide similar indemnification to employees or agents of the Corporation.

ARTICLE X

Amendment of the Bylaws

Upon recommendation by the Board, these Bylaws may be amended at any annual or special meeting of the Members, acting through the Representatives, upon presentation of the proposed amendment in writing to the Members, acting through the Representatives, at the meeting at which the proposed amendment is to be considered. The adoption of a proposed amendment requires the affirmative vote of a majority of the Representatives, acting on behalf of the Members, present; provided, however, the Board may, by majority vote, amend the provisions of Sections 4.6 through 4.19 and of Articles VIII and IX, without approval of the Members, acting through the Representatives.

CERTIFICATION

These Amended Bylaws were adopted by vote of the Representatives of the Members of the Corporation at an annual meeting held on September 8, 2015.

By:



Name: Gary R. Severson
Its Chairman of the Board