

BYLAWS
OF
UNIVERSITY SCHOLARS ASSOCIATION

I
MEMBERSHIP

1.1 Members. The University Scholars Association (hereinafter "USA" or "the corporation") shall have two classes of members, (a) Regular; and (b) Honorary.

(a) Regular members. All benefits-eligible faculty, administrators, and staff are eligible for regular membership, including part-time lecturers and faculty at academically related organizations officially connected to PLU (such as the ACE Language Institute). Non contractual staff who seek to enhance their contribution to PLU's educational aims by participating in USA programs and developing collegial relationships with faculty may submit a written request to the Board of Directors for membership privileges.

(b) Honorary members. Admission to honorary membership shall be granted without application or payment of dues to USA members who retire. Others closely affiliated with PLU and the USA may be nominated for Honorary membership by a regular member or may apply to the Board of Directors for such membership.

1.2 Dues. All regular members pay annual dues as set by the Board of Directors. Members on leave may request in writing that their payment of dues be suspended for the duration of the leave. Honorary members are not required to pay dues. USA members who have retired and choose to continue to pay dues shall be

considered regular members.

1.3 Rights of Membership. All members, both regular and honorary, shall have the following rights:

- (a) To participate in USA programs and activities
- (b) To reserve and use USA facilities
- (c) To bring a guest to USA functions
- (d) To have a voice in all USA meetings

Only regular members have the right to vote at USA meetings and to be elected to the Board of Directors.

The facilities of the Association shall be reserved to the exclusive use of members and their guests.

1.4 Responsibility of Membership. All members are expected to conduct themselves responsibly while participating in USA programs and using USA facilities. The Board of Directors may terminate the membership of anyone who acts irresponsibly.

II

MEETINGS OF MEMBERS

2.1 Regular Meetings. There shall be at least two regular meetings of the members annually, one of which shall be the Annual Meeting at which elections are held, and which shall be conducted in the first week of May. The second meeting shall normally occur in September and notice shall be given at least three days in advance. Notification of the Annual Meeting shall be sent in writing (including but not limited to an electronic writing) to all

regular members at least two weeks prior to the date on which the meeting occurs.

The order of business at the Annual Meeting shall be:

- 1) Call to order;
- 2) Reading and approval of minutes of previous meeting;
- 3) Report of the Directors including financial report and budget;
- 4) Election of Directors;
- 5) Unfinished business;
- 6) New business; and
- 7) Adjournment.

2.2 Special Meetings. Special meetings may be called by the Directors or upon petition by at least 20 regular members, no less than 24 hours prior to the time of said meeting.

2.3 Voting. Only regular members of the corporation shall have the right to vote in all regular and special meetings of the Association and to be notified of the same.

The current roster of all regular members shall be determined prior to each Annual Meeting by the Board of Directors.

A quorum for the conduct of business at any regular or special meeting shall consist of the regular members present.

Except as otherwise provided in the Articles of Incorporation and Bylaws and provided that a quorum is present, all matters shall be decided by a majority of those present and voting.

2.4 Procedure. Parliamentary procedure shall be in accordance

with Robert's Rules of Order, Newly Revised.

III

BOARD OF DIRECTORS

3.1 Number; Qualification; Election. In accord with the articles of incorporation, the corporation shall have between five and nine directors who shall be jointly responsible for the affairs of the corporation. They shall all be regular members of the corporation.

Election of the directors shall be by: (1) majority ballot at the annual meeting of the association; or (2) upon nomination by any Regular Member, provided that such nominee is approved by the Board and approved or ratified by the voting members.

The directors shall be elected for two-year terms with two Directors being elected in even-numbered years and three Directors being elected in odd-numbered years. Directors may serve up to three consecutive terms (six years).

Nominations for Directors shall be from the roster of regular members and shall be made by members present and voting at the Annual Meeting.

The retiring Directors' terms of duty will end and the new Directors will assume their duties on June 1 following their election.

Should a vacancy (or vacancies) occur on the Board, the remaining members of the Board, meeting in extraordinary session, shall be empowered to fill the unexpired term of office from the roster of regular members.

3.2 Meetings. The directors shall meet at least once a month from September to June to conduct the current business of the corporation.

All matters before the Directors shall be decided by a majority vote of those present, provided that those Directors constitute a quorum for the transaction of business. For this purpose, a “quorum” shall mean a majority of Directors.

3.3 Duties. The board of Directors shall be responsible for:

- a) Transacting all official business of the corporation;
- b) Appointing necessary committees from the membership;
- c) Planning and approving the activities of the corporation;
- d) Approving purchases and the payment of bills on behalf of the corporation;
- e) Establishing annual dues, fees and assessments when necessary;
- f) Submitting a budget to the Annual Meeting for the forthcoming year;
- g) Such other work as may be necessary or assigned to it by the regular members at the Annual Meeting.

The Board of Directors shall be empowered to secure such assistance as may be required to carry on the activities of the corporation and shall authorize the payment of the necessary expenses for said activities.

The Board shall operated so far as possible within the budget established in its report to the Annual Meeting and as approved by the regular members at the meeting.

The board shall be accountable for all its duties to the regular members at that meeting.

IV

ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Directors of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

V

NOTICE; WAIVER

5.1 Notice Generally. Any notice required (or permitted) to be given under the corporation’s Articles of Incorporation, Bylaws, or applicable law must be given in writing; provided, however, that the term “writing” shall be deemed to include electronic notice, including but not limited to e-mail.

5.2 Waiver. Whenever any notice is required to be given to any member or Director by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, the following

shall be equivalent to the giving of notice: (1) a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein; or (2) attendance and/or participation at the meeting without raising a specific objection as to notice.

VI
LIMITATION OF LIABILITY

The liability of a director or officer is limited to the fullest extent provided by law. A director or officer will be liable to the corporation only for acts or omissions that involve intentional misconduct by the director or officer, or a knowing violation of law by the director or officer, or for any transaction from which the director or officer will personally receive a benefit in money, property or services to which the director or officer is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of director or officers, then the liability of a director or officer shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director or officer occurring prior to such repeal or modification.

VII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each director or officer now or hereafter serving the corporation and each person who at the request of or on behalf of the corporation is now serving or hereafter serves as a director or officer of any other corporation, whether for profit or not for profit, and his respective heir, executors, and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, *suit* or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any Bylaw, agreement, vote of Board of Directors or members, or otherwise.

VIII
OFFICERS

7.1 Officers. The officers of the corporation shall be a president,, a secretary, a treasurer, a House Manager, a Social Director, an Educational Program Director, and such other officers and assistant officers as may be deemed necessary by the Board of Directors, each of whom shall be annually elected by the Board of Directors, and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may

prescribe.

7.2 President. The president shall be a Director of the corporation and shall exercise the usual executive powers pertaining to the office of president. The president shall preside at meetings of the Board of Directors and of the membership.

7.3 Secretary. The secretary shall be a director of the corporation. It shall be the duty of the secretary to keep records of the proceedings of the Board of Directors and of the membership, to administer the membership register, to sign all certificates of membership when not signed by the president, and when requested by the president to do, to sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation, to keep the corporate seal, and to affix the same to certificates of membership and other proper documents.

7.4 Treasurer. The treasurer shall be a director of the corporation. The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation, and shall keep regular books of account. The treasurer shall cause to be deposited all funds and other valuable assets in the name of the corporation in such depositories as may be designated by the Board of Directors. In general, the treasurer shall perform all of the duties incident to the office of treasurer.

7.5 House Manager. The House Manager shall be a director of the corporation, and shall be responsible for managing house maintenance and repairs.

7.6 Social Director. The Social Director shall be a director of the

corporation, and shall be responsible for organizing and executing the corporation's social programming.

7.7 Educational Program Director. The Educational Program Director shall be a director of the corporation, and shall be responsible for organizing and executing the corporation's educational programs.

7.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of directors at any regular or special meeting.

7.9 Compensation. The compensation, if any, of all officers and agents of the corporation shall be fixed by the Board of Directors.

7.10 Removal. Any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served.

VIII

ADMINISTRATIVE AND FINANCIAL PROVISION

8.1 Books and Records. The corporation shall keep current and complete books and records and minutes of the proceedings of its members, Board of Directors, and committees; and shall keep at its registered office a register of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member, his or her agent or attorney, for any proper purpose at any reasonable time.

8.2 Amendment of Bylaws. These Bylaws may be altered,

amended or repealed by the affirmative vote of two-thirds of the Board of Directors at any regular or special meeting of the Board. The proposed bylaw or amendment must be mailed to the voting members at least two weeks prior to the meeting.

8.3 Amendment of Articles. The corporation's Articles of Incorporation may be amended by the affirmative vote of two-thirds of voting members present at any regular or special meeting of members. The proposed amendment must be mailed to the voting members at least two weeks prior to the meeting.

Dated this _____ day of December, 2009