

FIRST RESTATED BYLAWS
of the
BOARD OF REGENTS
of
WASHBURN UNIVERSITY OF TOPEKA

Originally adopted June 4, 1941, and revised and restated December 5, 2024.

ARTICLE I. BOARD OF REGENTS

SECTION 1. POWERS.

The Board of Regents (“**Board**”) is vested with the authority to govern Washburn University of Topeka (“**Washburn**” or “**University**” or “**Washburn University**”) to carry out its mission and to set policy in accordance with the laws of the State of Kansas, more specifically Article 6, Section 2 of the Constitution of the State of Kansas and Chapter 13, Article 13a of the Kansas Statutes Annotated, as amended (“**K.S.A.**”).

SECTION 2. NUMBER OF BOARD MEMBERS.

As prescribed by the laws of the State of Kansas, the Board shall consist of nine Regents, appointed as follows: a) Three members appointed by the Mayor of the City of Topeka with approval by the Topeka City Council; b) Three members appointed by the Governor of the State of Kansas; c) One member shall be appointed by the Board of County Commissioners of Shawnee County; d) One member shall be the Mayor of the City of Topeka or a member of the Topeka City Council who is selected by the Mayor; and e) One member shall be a member of the Kansas Board of Regents as selected by the Kansas Board of Regents at its regular meeting in September. (K.S.A. 13-13a04) Additionally, the President shall serve as an ex-officio, non-voting member of the Board.

SECTION 3. TERM.

All members of the Board shall serve a term of four years (unless appointed to fill an unexpired term) and until a successor has been appointed and qualified, except for the Regent appointed by the Kansas Board of Regents, who shall serve a one-year term. (K.S.A. 13-13a05(a), (b) and 13-13a04(b)(5))

SECTION 4. RESIGNATION.

Any member of the Board may resign by submitting written notice to the Board Chair. The Board Chair shall report any such vacancy to the authority that appointed the member whose position is vacant. (K.S.A.13-13a04(b)(5))

SECTION 5. VACANCIES.

Vacancies shall be filled by the authority who appointed the member whose position is vacant by the appointment of a successor to complete the unexpired term and until a successor is appointed and qualified. (K.S.A.13-13a04(b)(5))

SECTION 6. EXPECTATION OF PARTICIPATION.

The Board shall establish a policy setting specific expectations for participation of individual Board members at Board and committee meetings, to be shared with the appointing authorities. Such a policy may include but is not limited to attendance at Board and committee meetings, fulfilling fiduciary duties, or behaving ethically. If a Board member fails to meet the expectations of the policy, the Board may vote to censure the Board member and/or provide notification to that Board member's appointing authority that the Board member is not meeting expectations as set forth in policy.

ARTICLE II. MEETINGS

SECTION 1. OPEN MEETINGS ACT.

All meetings will be held in strict compliance with the Kansas Open Meetings Act. (K.S.A. 75-4318)

SECTION 2. REGULAR MEETINGS.

Regular meetings, including the Annual Meeting, shall be held on the dates, hour, and place as determined by the Board. A schedule for all regular meetings for the fiscal year shall be established at the Annual Meeting of the previous fiscal year.

SECTION 3. ANNUAL MEETING.

Unless otherwise determined by the Board, the Annual Meeting of the Board shall normally be held at the last regularly scheduled Board meeting of each fiscal year in Topeka, Kansas.

The purpose of the Annual Meeting shall be to elect officers, set the meeting schedule for the following fiscal year and to conduct other such business as may properly come before the meeting.

SECTION 4. SPECIAL MEETINGS.

Special meetings may be called at any time by the Secretary at the request of the Board Chair, of three members of the Board, or of the President.

SECTION 5. PLACE OF MEETING.

Generally, meetings of the Board shall be in-person on one of the Washburn campuses, unless otherwise stated in the notice. The Board Chair, in consultation with the President, is authorized to direct that a meeting shall be conducted electronically, either by telephone or internet meeting services, instead of in-person. If the Board Chair elects to do so, the decision should be made as far in advance as possible from the scheduled meeting date to ensure the appropriate arrangements can be made by the administration. Any electronic meetings shall meet the conditions set out in **Section 8** below. Additionally, any Board member who is not able to attend a meeting in person may attend electronically with advance notice to the Secretary.

SECTION 6. NOTICE OF MEETINGS.

The Secretary to the Board shall transmit or cause to be transmitted to each member of the Board notice of all regular meetings of the Board at least five days prior to the meeting.

Notice of a special meeting, called as provided in **Section 4** above, shall be provided to each member of the Board in the same manner as regular meetings at least three days prior to the meeting, or as far in advance as practicable if less than three days.

SECTION 7. QUORUM.

A majority of the Board members duly appointed and qualified at any time and present shall constitute a quorum for purposes of conducting business of the University. (K.S.A.13-13a08(b)) If less than a quorum is present at any meeting, the Board members present may adjourn the meeting until a quorum is present.

SECTION 8. ELECTRONIC MEETINGS

Any meeting held by electronic means or any meeting in which one or more members of the Board attend by electronic means, attendance at such meetings shall be by telephone or internet services that allows all people participating in the meeting to hear each other simultaneously. Voice voting shall be allowed at such meetings. Participation by such platform shall be equivalent to presence in person at the meeting.

SECTION 9. EXECUTIVE SESSION.

Subject to the requirements of state law, the Board may conduct closed or executive sessions to discuss certain topics. No voting or other binding action may be taken by the Board at any such executive or closed session. (K.S.A.75-4319)

SECTION 10. RULES OF ORDER.

General parliamentary rules, as prescribed in the latest edition of Robert's Rules of Order, as modified by the rules and regulations of the Board or by these Bylaws, shall be observed in conducting meetings of the Board.

ARTICLE III. BOARD OFFICERS

SECTION 1. OFFICERS OF THE BOARD.

The officers of the Board shall be the Chair and the Vice-chair. The Board may establish additional officers of the Board as it deems necessary. All officers of the Board shall be regular Board members and serve at the pleasure of the Board.

SECTION 2. CHAIR.

The Chair of the Board shall preside at the meetings of the Board, shall have the right to vote on all questions, serve as spokesperson for the Board, and shall perform the other duties ordinarily performed by that officer. The Chair may be consulted in exceptional circumstances and asked for support by Administration to take action on such matters prior to the next scheduled Board meeting. If the Chair supports such action, the action is still subject to ratification by the full Board at the next scheduled Board meeting.

SECTION 3. VICE-CHAIR.

The Vice-chair of the Board, in the absence or disability of the Chair, shall perform all duties of the Chair of the Board. The Vice-chair shall have other duties as may be assigned by the Board or Chair from time to time. In the absence or disability of both the Chair and the Vice-chair for any meeting, the Board shall elect a Chair pro tempore at the beginning of that meeting who shall perform the duties of the Chair of the Board during the meeting.

SECTION 4. ELECTION AND TERMS.

At its annual meeting, the Board shall elect the officers of the Board to serve for one year beginning the first day of July following the annual meeting. Any officer whose term has ended shall serve until a new appointment is made. The Chair may not serve as Chair for more than two consecutive years, unless extenuating circumstances exist that justify extending the Chair's service beyond two consecutive years, as determined by the Board. The Vice-chair may be re-elected to unlimited number of consecutive years.

SECTION 5. SPECIAL ELECTIONS.

In the event of a failure for any reason to elect either or both Board officers at the annual meeting, or in case a vacancy shall occur in either of said offices for any reason, then an election may be held at any regular or special meeting, with notice of such election having been given in the notice of the call of the meeting.

SECTION 6. RESIGNATION OF BOARD OFFICERS.

Any Board officer may resign at any time by submitting a written notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

SECTION 7. REMOVAL OF BOARD OFFICERS.

Any Board officer may be removed from such office by a two-thirds majority vote of the Board members at any regular or special meeting of the Board called expressly for that purpose.

ARTICLE IV. UNIVERSITY OFFICERS

SECTION 1. OFFICERS OF THE UNIVERSITY.

The officers of the university shall be the President, Provost, Treasurer, and Secretary.

SECTION 2. PRESIDENT.

a. The President serves as the Chief Executive Officer of Washburn University, reporting directly to the Board. The President shall be appointed by the Board. On an annual basis, the Board, in consultation with the President, will define the goals for the President and evaluate the President's performance, including the progress in achieving the defined goals.

b. Role of the President. The Board defines the role of the President as follows:

1. To serve as the primary link between the Board and Washburn's day-to-day operations;
2. To provide to the Board information that is timely, accurate, and clear about key issues impacting Washburn;
3. To lead the development and execution of short- and long-term plans of Washburn;
4. To provide leadership to Washburn through academic and resource management, community involvement, fiscal management, relationship building, and strategic planning;
5. To oversee the day-to-day operations of Washburn;
6. To serve as the primary spokesperson for Washburn to students, employees, government authorities, and the public.

c. Powers and Duties of the President. The Board delegates to the President the responsibility to implement and administer the policies governing Washburn, subject to limitations set in these Bylaws, Board policy and federal and state law. These duties include:

1. The President shall design, implement and evaluate an organizational structure for Washburn.

2. The President shall ensure the Board receives information that is sufficiently thorough and timely so that the Board may carry out its legal and oversight duties.
3. The President is authorized, to the extent permitted by law, to enter all agreements on behalf of Washburn without prior approval by the Board except for those agreements required to be presented to the Board for approval as set out in Board policy.
4. The President is authorized to adopt such administrative procedures, make all decisions, and take all actions as needed to implement the policies adopted by the Board, to achieve the goals set by the Board, and to ensure financial and operational integrity and Washburn compliance with all applicable local, state and federal laws. In every case, the standard for compliance shall be a reasonable interpretation of the Board policies by the President.
5. The President is authorized to delegate any powers and duties entrusted by the Board to the appropriate member of the Washburn administration. While the President may delegate to others, the President remains ultimately responsible to the Board.
6. The President shall ensure that all Board policies are reviewed and updated at least every three years, or sooner when necessary.
7. The President shall make an annual report to the Board. The President shall give to the Board such additional reports as it may require or the welfare of the University may suggest.

d. In the case of a vacancy in the office of the President, the Board will appoint an Acting President. In the case of the inability of the President to act due to illness, injury, incapacity or disability, the Provost shall serve as the Acting President until the Board appoints an Acting President. An Acting President shall have the powers and duties of the President as described above in Article. IV. Section 2.c.

SECTION 3. PROVOST.

The Provost and Vice-president of Academic Affairs (***“Provost”***) is the chief academic officer of Washburn and is responsible for advising the President on all academic matters. The Provost shall be a member of all academic committees and of the faculties of each of Washburn’s schools and colleges. The Provost acts as the President’s primary liaison with deans of the college(s) and school(s) and any other key academic leaders in strategic academic planning, recruiting faculty, overseeing academic appointments and promotions; guiding academic aspects of enrollment planning; ensuring academic standards for faculty and students across the University; overall planning and allocation of resources within academics; development and evaluation of academic programs; and institutional and program accreditation. The Provost is appointed by the President, subject to Board approval of the initial appointment, and will have such other duties as the President may prescribe from time to time. In case of the absence of the Provost, his or her inability to act, or the office becomes vacant, the President shall appoint an acting Provost to perform the above duties.

SECTION 4. TREASURER.

The Treasurer for the Board is the Vice-president for Finance and Administration (“*Treasurer*”), who serves as the chief accounting and financial officer of the University and is responsible for advising the President on all financial matters. The Treasurer will be responsible for assuring that the University is in compliance with applicable financial and accounting standards and has appropriate internal controls; for assuring that payments made by the University are included in the approved budget for the fiscal year, unless otherwise approved by the Board, and that restricted funds are expended in accordance with applicable limitations and restrictions; for collecting, recording, and safeguarding all funds and securities of the University, which will be deposited with such banks or trust companies as authorized by the Board; for keeping proper books of account, preparing financial reports, and providing financial reports to the Board at least annually and as requested by the President or the Board; working with the University’s independent certified public accounting firm in its preparation of the annual audit; and will have such other duties as the President may prescribe from time to time. The Vice-president for Finance and Administration (VPFA) is appointed by the President, subject to Board approval of the initial appointment. In case of the absence of the VPFA, his or her inability to act, or office becomes vacant, the President shall appoint an acting VPFA to perform the above duties.

SECTION 5. SECRETARY AND GENERAL COUNSEL.

The Secretary for the Board is the University General Counsel (“*Secretary*”). As Secretary, he or she will have custody of the seal, Charter, Bylaws, and records of the Board; act as secretary at all meetings of the Board and committees; be responsible for the maintenance of fair and accurate records of the proceedings of the Board, and their distribution to Board members, as applicable, in accordance with these Bylaws; cause notice to be given for meetings of the Board and Board committees; be responsible for the certification of documents; and will have all powers and duties incident to the office of secretary and such other powers and perform such other duties as the President or Board may prescribe from time to time.

The General Counsel serves as the chief legal officer and is responsible for advising the President and the Board on all legal matters. The General Counsel will represent Washburn University and its affiliates in its legal affairs; except for those matters where the General Counsel’s own performance of duties or status is being considered or evaluated, and subject to the right of the Board to engage independent counsel. All matters requiring legal advice or legal action by the University and its affiliates will be referred to the General Counsel who will provide legal advice or take legal action directly or through outside counsel engaged for such purpose. The General Counsel is appointed by the President, subject to Board approval of the initial appointment, and will have such other duties as the President may prescribe from time to time.

If the Secretary is absent or unavailable to act, the assistant general counsel shall be authorized to perform the duties of the Secretary, including the attesting of documents requiring the official University seal.

In the case the office shall become vacant, the President shall appoint an acting Secretary to perform above duties.

ARTICLE V. BOARD COMMITTEES

SECTION 1. STANDING AND AD HOC COMMITTEES.

The Board shall establish standing and ad hoc committees as it deems appropriate to discharge its responsibilities. Standing committees may include but are not limited to the following: Executive and Governance; Finance and Capital Strategies; Compliance, Audit and Risk; and Academic and Student Affairs. Each committee shall have a written charter setting out the purposes and primary responsibilities approved by the Board, and such rules of procedure or policy guidelines as it or the Board, as appropriate, may approve.

SECTION 2. COMMITTEE MEMBERSHIP.

a. The committees, and the Chair of each committee, shall be appointed by the Chair of the Board, in consultation with the President, subject to the approval of the Board. The Chair of each committee shall be a member of the Board and shall serve a one-year term from when appointed and shall serve until such time as a replacement is appointed. The Secretary for the Board shall serve as the Secretary for each of the committees.

b. For all committees, each committee shall consist of not less than three nor more than four appointed members of the Board. The Chair of the Board may appoint himself/herself to one or more committees. The members of such committees may be composed of members of the Board, and they shall serve at the pleasure of the Board. The President of the University shall be an ex-officio non-voting member of all such committees of the Board.

SECTION 3. QUORUM AND NOTICE OF COMMITTEE MEETINGS.

A majority of each committee shall constitute a quorum. Meetings of the committee may be called by the Chair of such committee, the President, or the Board Chair. The Secretary shall transmit or cause to be transmitted notice of a meeting to each member of the committee at least three days prior to such meeting if practicable. The place and hour of meeting shall be designated in the notice.

SECTION 4. RECOMMENDATIONS OF COMMITTEES.

Any recommendation made by a committee shall be presented to the Board by the committee chair, or any other committee member if the committee chair is unavailable, prior to any action being taken by the Board on that issue.

ARTICLE VI. CONFLICT OF INTEREST

SECTION 1. CONFLICT OF INTEREST POLICY

Board members must act in accordance with the laws relating to conflict of interest for local governmental subdivisions, K.S.A. 75-4301a, *et seq.*, and amendments thereto, these Bylaws, and Washburn's Conflict of Interest Policy for the Washburn University Board of Regents, incorporated herein and attached hereto, and marked as **Appendix A**. The Board shall adopt and revise, as appropriate, the Conflict of Interest Policy. Each provision of this Article shall apply to all Board members, with and without voting privileges, and all members of Board committees.

SECTION 2. DEFINITION

Subject to the Conflict of Interest Policy, a Board member shall be considered to have a conflict of interest if he or she, or persons or entities with which he or she is affiliated, has a direct or indirect interest that may impair or may reasonably appear to impair his or her independent, unbiased judgment in the discharge of his or her responsibilities to Washburn.

SECTION 3. VOTING

Board members shall disclose to the Board any actual, apparent, or possible conflict of interest at the earliest practical time. A Board member who has made such a disclosure shall abstain from voting and participating in the discussion on such matters, unless the Board requests information or interpretation for special reasons. The Board meeting minutes shall reflect that a disclosure was made and note the Board member's abstention from voting. A Board member who is recused may be counted for purposes of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite Board action.

SECTION 4. ANNUAL DISCLOSURE

In accordance with the Conflict of Interest Policy, every Board member shall annually complete and sign a disclosure form and update that form as promptly as possible following knowledge of conditions that may create a possible conflict of interest.

SECTION 5. COMPENSATION

Board members serve as volunteers and are not compensated for their services by Washburn or its affiliates. They may be reimbursed for transportation and other direct expenses while engaged in the discharge of their official Board duties. (K.S.A. 13-13a08)

ARTICLE VII. INDEMNIFICATION

SECTION 1. INDEMNIFICATION AGAINST EXPENSES

Washburn shall, to the extent legally permissible, indemnify each of its Board members and officers against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative or investigative) to which he or she has been made a party by reason of being or having been in such role, provided he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of Washburn. Board members and officers shall not be entitled to indemnification for acts that are adjudicated in such action, suit or proceeding to be the result of gross negligence or willful misconduct in the performance of duty. Washburn shall also maintain directors' and officers' liability insurance coverage.

SECTION 2. ADVANCE PAYMENT OF EXPENSES

Expenses, including legal fees, reasonably incurred by any such Board member or officer in connection with the defense of any such action, suit or other proceeding may be paid from time to time by Washburn in advance of the final disposition thereof under the condition that the Board member or officer repay such advanced fees and costs if it ultimately is determined that the Board member or officer is not entitled to be indemnified by Washburn as authorized by these bylaws.

SECTION 3. ELIGIBILITY FOR INDEMNIFICATION

The Board may, at its discretion and to the extent legally permissible, indemnify any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of Washburn or who serves at the request of Washburn as an employee or other agent of an organization in which Washburn has an interest, including authorizing the purchase and maintenance of insurance for such person.

SECTION 4. PERSONAL LIABILITY

Board members and officers shall not be personally liable for any debt, liability or obligation of Washburn. All persons, corporations or other entities extending credit to, contracting with or having any claim against Washburn may look only to the funds and property of Washburn for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from Washburn.

SECTION 5. MISCELLANEOUS

The foregoing rights of indemnification and advancement of expenses shall not be exclusive of any other rights to which any Board member, officer, or employee may be entitled, under any other bylaw, agreement, vote of disinterested Board members, or otherwise, and shall

continue as to a person who has ceased to be a Board member, officer, or employee and shall inure to the benefit of their heirs, executors and administrators of such a person.

ARTICLE VIII. AMENDMENTS

SECTION 1. AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board by a vote of two-thirds of the entire Board, provided previous notice of the nature of any proposed amendment shall have been given at least one regular meeting before the action thereon shall be taken.

SECTION 2. NOTATION OF DATE OF AMENDMENTS

For any sections of this Bylaws that are amended or any sections that may be added, an exponential parenthetical indicating the month and year of the amendment or addition shall be placed directly after the title of the affected section. As example, "SECTION 1. AMENDMENTS ^(11/15)".

ARTICLE IX. MISCELLANEOUS

SECTION 1. FISCAL YEAR.

The Fiscal Year of Washburn shall be from July 1 until next June 30 at midnight.

SECTION 2. SUBORDINATION TO STATE STATUTES

To the extent that any of these Bylaws may be inconsistent with Kansas Statutes, the Kansas Statutes shall apply.