

BY-LAWS

**WICHITA STATE UNIVERSITY
BOARD OF TRUSTEES**

Article I

Name and Purpose

Section 1. The name of this corporation shall be the Board of Trustees of Wichita State University, hereinafter referred to as the Board.

Section 2. This Board is established by KSA 76-3a16 as amended.

Section 3. The Board is established for the education enrichment purposes set forth in KSA 76-3a16 as amended and therefore the advancement of the general welfare of Wichita State University as a whole, including all the colleges and branches or divisions thereof as well as all the facilities and activities thereof, now or hereafter existing or created not inconsistent with the objectives, operation and management of Wichita State University.

In furtherance of its objectives and purposes as herein stated the Board may invest and reinvest in and hold title to any property, real and personal as provided in KSA 76-3a16 as amended.

In addition to the solicitation and receipt of donations, gifts and grants of money and property from private contributors, the Board shall receive from the governing body of the City of Wichita the unexpended balance of monies obtained from the one and one-half (1-2) mill tax levy provided by KSA 76-3a07 as amended.

Neither any designated or restricted contribution made to this Board, nor any tax funds received by this Board from sources provided by law, nor any other fund or property arising there from, in whatever form it may be, shall be diverted from the purposes here set out. Undesignated and unrestricted donations received by this Board may be utilized for such uses as may be agreed upon by the Board.

Article II

Location of Office

All business transactions of the Board shall be conducted on the campus of Wichita State University or at such other place designated by the chairman of the Board. The principal office of the Board shall be 4205 East 21st Street, Wichita, Kansas 67208.

Article III

Membership

The members of the Board shall be nine in number and shall be the trustees appointed by the Governor of the State of Kansas under the authority of KSA 76-3a16 as amended.

Article IV

Officers and Agents

Section 1. The officers of the Board shall be a chairman, a vice chairman, an executive director, a secretary, an assistant secretary, a treasurer and an assistant treasurer. The executive director, assistant secretary and assistant treasurer need not be members. All officers shall be elected annually at the regular annual meeting and shall serve until their successors have been elected.

Section 2. The officers shall perform the usual duties pertaining to their offices except as modified by the Board and shall have such additional duties and powers as may be conferred upon them by the Board. Those officers and other Board members directly responsible for and in charge of funds or moneys of the Board shall give such bonds as the trustees may require.

Section 3. The president of Wichita State University may upon request serve as liaison agent with the Kansas State Board of Regents. The executive director of the corporation shall serve as a liaison agent with the officers of Wichita State University. The executive director of the corporation shall administer the normal business activities of the corporation.

Section 4. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural, as the identity of the person or persons may require.

Article V

Committees

There shall be a Finance and Audit Committee of three members, appointed by the chairman, with approval of the Board. This committee shall consider financial issues, including internal controls and the annual audit, and matters relating to Board investments. Finance, audit and investment recommendations must be approved by the Board. Other committees may be established as needed by the chairman or determined by the Board.

Article VI

Meetings

Section 1. Regular meetings of the Board will be held no less frequently than every four months, and with such regularity as legal duties and requirements may dictate and as the

chairman may request. At least seven days written notice of the date, time and place for all meetings shall be mailed to the Trustees.

Section 2. The annual meeting of the Board shall be held in October of each year on the campus of Wichita State University or at such other place as may be designated in the notice for the meeting.

Section 3. Special meetings of the Board may be called by the chairman of the Board or in his absence by the vice chairman, or by three of the Board members acting jointly, at any time. At least three days written notice of any special meeting shall be given to all Board members.

Section 4. A Board member by writing may waive notice of any meeting of the Board and attendance at any meeting shall constitute a waiver of notice of such meeting.

Section 5. A majority of the appointed trustees shall constitute a quorum for the transaction of business and the act of a majority of the trustees present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specially provided by statute or by these By-Laws.

Section 6. The Board of Trustees or any committee designated by the Board of Trustees may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute present in person at such meeting.

Article VII

Amendments

These By-Laws may be amended by a majority vote of two-thirds of the Board members present at any annual, regular, or special meeting of the Board, provided that notice of the proposed amendment is given in writing to all of the trustees at least ten days before such meeting.

Article VIII

Seal

The corporate seal of the Board shall be circular in form with the name of the corporation around the margin and shall bear the word "Kansas" and the term "corporate seal."

Article IX

Indemnification of Trustees, Officers and Others

(a) The Board shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding,

whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Board) by reason of the fact that such person is or was a trustee, officer, employee, or agent of the Board, or is or was serving at the request of the Board as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Board, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Board, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such persons conduct was unlawful.

(b) The Board shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Board to procure a judgment in its favor by reason of the fact that such person is or was a trustee, officer, employee, or agent of the Board, or is or was serving at the request of the Board as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Board and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Board unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper.

(c) To the extent that a trustee, officer, employee, or agent of the Board has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (a) and (b), or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) (unless ordered by a court) shall be made by the Board only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraphs (a) and (b). Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested trustees so directs, by independent legal counsel in written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Board in advance of the final disposition of such action, suit, or proceeding as authorized

by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, officer, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Board as authorized in this Article.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of disinterested trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(g) The Board may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Board, or is or was serving at the request of the Board as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Board would have the power to indemnify such person against such liability under the provisions of this Article.

Adopted by the Board of Trustees,
Wichita State University
October 28, 1999
Amended October 26, 2004
Current as of July 1, 2020