

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
AND
THIRD AMENDED AND RESTATED BYLAWS
OF
PEPPERDINE UNIVERSITY

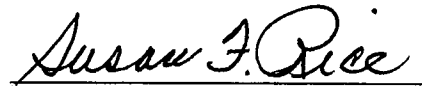
June 13, 2006

CERTIFICATE

I, the undersigned, hereby certify that I am and have been a duly appointed and acting Secretary of the Board of Regents of Pepperdine University at all times relevant herein.

I further certify that the attached Articles amended June 13, 2006 (Exhibit A) and the attached Bylaws amended June 13, 2006 (Exhibit B) are full, true, and accurate copies of the current Articles and Bylaws of Pepperdine University.

Dated the seventh day of July, 2006.

A handwritten signature in cursive script that reads "Susan F. Rice". The signature is written in black ink and is positioned above a horizontal line.

Susan F. Rice
Secretary
Board of Regents

Exhibit A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PEPPERDINE UNIVERSITY

ARTICLE I

The name of this corporation is:

PEPPERDINE UNIVERSITY

ARTICLE II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and may engage in any and all forms of charitable activity within the meaning of said section.

C. The primary purpose of this corporation is to operate for general educational purposes (including without limitation the conferring of academic, literary or professional degrees, diplomas, honors, or certificates) on one or more campuses situated in Los Angeles County or

elsewhere within or outside the State of California or the United States of America. The specific purpose of this corporation is to own and operate a Christian university. The purposes of this corporation are pursued within a context which celebrates and extends the spiritual and ethical ideals of the Christian faith.

D. None of the net earnings or assets of this corporation shall inure to the benefit of or be distributable, on dissolution or otherwise, to any regent, officer, contributor, or any other private person or individual. No property of the corporation shall be used or operated by the corporation or by any other person so as to benefit any regent, officer, contributor, or any other person, through the distribution of profits, payment of excessive charges or compensation, or the more advantageous pursuit of his or her business or profession. The foregoing provisions shall not (a) prevent the proper payment of reasonable compensation to regents, officers, agents, or subordinates of this corporation, or (b) prevent the corporation's making proper payments and distributions in furtherance of the purposes of the corporation. Except to the extent allowable under Section 501(h) of the Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The corporation shall

not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors to be known as the Board of Regents. The number of persons constituting the entire Board of Regents shall be forty (40) until changed by an amendment to these Articles of Incorporation. In view of those distinctive characteristics of the corporation which are attributable to the relationship it enjoys with Churches of Christ, a majority of the number of regents serving shall be members of Churches of Christ.

ARTICLE IV

The corporation shall have no members. Any action which would otherwise require approval by the members shall require only approval of the Board of Regents. All rights which would otherwise vest in the members shall vest in the Board of Regents.

ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to one or more Churches of Christ that qualify under Section 501 (c) (3) of the Code. The identity and number of, and respective amounts to be distributed to, such Churches of Christ shall be determined by the Board of Regents in its sole discretion.

ARTICLE VI

These Articles of Incorporation may be amended by and only by the vote of three-fourths (3/4) of the voting regents of the corporation in office, or by unanimous written consent of such regents without a meeting.

ARTICLE VII

Pursuant to Section 9913 of the California Corporations Code, this corporation elects to be governed by the provisions of the California Nonprofit Public Benefit Corporation Law.

Exhibit B

THIRD AMENDED AND RESTATED BYLAWS
OF
PEPPERDINE UNIVERSITY

June 13, 2006

THIRD AMENDED AND RESTATED BYLAWS

OF

PEPPERDINE UNIVERSITY

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THIRD AMENDED AND RESTATED BYLAWS

OF

PEPPERDINE UNIVERSITY

ARTICLE I

OFFICES

Section 1.01 PRINCIPAL OFFICE. The principal office for the transaction of the business of Pepperdine University (hereinafter called the "University" or the "corporation") is hereby fixed and located at 24255 Pacific Coast Highway, Malibu, in the unincorporated area of the County of Los Angeles, State of California.

Section 1.02 OTHER OFFICES. The University may also have other offices, campuses, or places of business in furtherance of its purposes at other places within or outside the State of California or the United States of America.

ARTICLE II

PURPOSES

Section 2.01 PURPOSES. The primary purpose of this corporation is to operate for general educational purposes (including without limitation the conferring of academic, literary or professional degrees, diplomas, honors, or certificates) on one (1) or more locations in

Los Angeles County or elsewhere within or outside the State of California or the United States of America. The specific purpose of this corporation is to own and operate a Christian university. The purposes of this corporation are pursued within a context which celebrates and extends the spiritual and ethical ideals of the Christian faith.

ARTICLE III

REGENTS

Section 3.01 POWERS. Subject to all limitations of the corporation's Articles of Incorporation, of these Bylaws, and of applicable law and regulations, and subject to the duties of regents as prescribed by these Bylaws, all powers of the University shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, a board of directors to be known as the Board of Regents. Such powers shall be exercised for the purposes set forth in the corporation's Articles of Incorporation. Without prejudice to such general powers but subject to the same limitations, it is hereby expressly declared that the Board of Regents shall have and may exercise, or cause to be exercised, the following powers on behalf of the University:

(a) Personnel. To select and remove any and all officers, agents, and employees of the University;

prescribe such powers and duties for them in furtherance of its educational and charitable purposes; and fix their compensation.

(b) Management. To conduct, manage, and control the affairs and business of the University in furtherance of its purposes, including but not limited to overseeing the courses of study and discipline to be observed by the University, and the making of such rules and regulations therefor.

(c) Corporate Qualification. To cause the University to be qualified to operate for educational, charitable, and other exempt purposes.

(d) Contracts and Borrowings. To make contracts and to borrow money and incur indebtedness for the purposes of the University, and to cause to be executed and delivered, in the corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) Committees. Subject to the provisions of Sections 3.09, 3.10, and 3.11 to appoint an Executive Committee and other committees, and to delegate to the Executive Committee or such other committees any of the power and authority of the Board of Regents in the

management of the business and affairs of the University,
except the power:

(i) to appoint or remove regents, elective officers, or the president;

(ii) to appoint committees which have the authority of the Board of Regents, or the members of such committees;

(iii) to adopt, amend, or repeal Bylaws or Articles of Incorporation;

(iv) to set the compensation of regents or of officers elected or appointed by the Board of Regents;

(v) to amend or repeal any resolution of the Board of Regents which by its express terms is not so amendable or repealable;

(vi) to expend corporate funds to support a nominee for regent after there are more people nominated for regent than can be elected;

(vii) to approve any self-dealing transaction, except as provided in Section 5233(d)(3) of the California Corporations Code; or

(viii) to approve any merger of the corporation or the sale of substantially all of its assets.

Any such delegation shall be set forth in a resolution duly adopted by the Board of Regents specifying with reasonable detail the powers delegated, the terms and conditions, if any, upon which they are to be exercised, and the duration of such delegation. The secretary of the Board of Regents shall maintain, or cause to be maintained, in addition to the minute book, a current file of copies of all delegations of authority by the Board of Regents which are outstanding at any given time.

(f) General. To exercise such other and further powers as permitted by the California Corporations Code or otherwise by California law, as are necessary or convenient to the accomplishment of the University's educational and charitable purposes or as are permitted or provided by the corporation's Articles of Incorporation from time to time in furtherance of the purposes set forth therein.

Section 3.02 NUMBER AND QUALIFICATION OF REGENTS. The authorized number of regents of the corporation shall be forty (40). Regents shall be persons of responsibility, integrity, and high standing in the community in which they reside.

In view of those distinctive characteristics of the University which are attributable to the relationship it enjoys with Churches of Christ, a majority of the regents in office shall be members of Churches of Christ. In the

event that a vacancy on the Board of Regents occurs which would cause a violation of this provision, the remaining regents shall take action to bring the composition of the Board of Regents into compliance with this provision within six (6) months after the date such vacancy occurs. If, at the end of said six (6) month period, the composition of the Board of Regents has not been brought into compliance with this provision, any regent may petition the Superior Court of the State of California for the County of Los Angeles to appoint one (1) or more persons to the Board of Regents to the extent necessary to bring the composition of the Board of Regents into compliance with this provision.

Section 3.03 TERM OF OFFICE. Each regent shall be elected to serve on the Board of Regents for a term of three (3) years, except that a regent may be elected to fill a term of lesser duration in order to fill a vacancy on the Board of Regents. The terms are to be staggered, when possible, such that approximately one-third (1/3) of the regents is elected each year. Terms of office shall be set so that all terms will expire on June 30.

Section 3.04 ELECTIONS. A regent shall be elected to the Board of Regents only upon nomination by a member of the Board of Regents followed by approval by secret ballot of three-fourths (3/4) of the regents present at a meeting. The action of the Board of Regents in

approving or disapproving such a nomination shall be conclusive as to the qualifications or lack thereof of that person for membership on the Board of Regents. All elections of regents shall be evidenced by a certificate signed by the secretary of the Board of Regents and filed with the minutes of the proceedings of the Board of Regents.

Section 3.05 REMOVAL AND RESIGNATION. Any regent may be removed, without cause, by the vote of a majority of the regents in office.

Any regent may be removed, with cause, by a vote of a majority of the regents present at a meeting.

The Board of Regents may declare vacant by a vote of a majority of the regents present at a meeting, the office of any regent who, as of the annual meeting of the Board of Regents in any year, has been in office throughout the entire period commencing with the annual meeting two (2) years earlier and has failed to attend at least one (1) meeting of the Board of Regents during such period.

Any regent may resign at any time by giving written notice to the Board of Regents or to the chair or secretary of the Board of Regents. Any such resignation shall take effect at the date of receipt of such notice or such later time as may be specified therein. Unless

otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 3.06 VACANCIES. Vacancies in the Board of Regents, however caused, may be filled pursuant to the election provisions of Section 3.04.

A vacancy or vacancies in the Board of Regents shall be deemed to exist in case of the death, resignation, expiration of term, or removal of any regent, or if the authorized number of regents be increased, or if there is not then in office the full authorized number of regents.

No reduction of the authorized number of regents shall have the effect of removing any regent prior to the expiration of his or her term of office.

Section 3.07 REGENT EMERITUS. Any regent who has served on the Board of Regents and who has not been removed pursuant to the provisions of Section 3.05 is eligible for election to the office of Regent Emeritus. Regents Emeritus shall serve at the pleasure of the Board of Regents. The Board of Regents shall review the office of Regent Emeritus annually with regard to both elections and retirements.

A Regent Emeritus shall not exercise a vote, be counted toward a quorum, or be considered a regent for purposes of Section 3.02, but shall be entitled to attend

meetings of the Board of Regents as well as other official functions of the University.

Section 3.08 LIFE REGENT. Any regent who has served on the Board of Regents and who has not been removed pursuant to the provisions of Section 3.05 is eligible for election to the office of Life Regent for his or her life. A Life Regent shall not exercise a vote, be counted toward a quorum, or be considered a regent for purposes of Section 3.02, but shall be entitled to attend meetings of the Board of Regents as well as other official functions of the University.

Section 3.09 COMMITTEES OF THE BOARD OF REGENTS. Subject to restrictions of Section 3.01(e), the Board of Regents, by a vote of a majority of the regents in office, shall establish an Executive Committee, a Religious Standards Committee, and such other committees as it deems appropriate and, upon recommendation of the chair of the Board of Regents, appoint the members and chair of each committee. Such committees shall consist of three (3) or more persons except that the Religious Standards Committee shall be constituted as provided in Section 3.11. The voting members of each committee shall consist solely of regents who are not employees of the University, except that any committee with five (5) or more voting members may

include as a voting member one (1) regent who is also an employee of the University.

Minutes shall be taken and kept for all meetings of committees. A summary of actions taken shall be shared with the Board of Regents at the earliest opportunity. The Board of Regents may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws and applicable law. In the absence of such an adoption by the Board of Regents, the committee may adopt such rules.

The Executive Committee has the powers set forth in Section 3.10, and the Religious Standards Committee has the powers set forth in Section 3.11. All other committees have purposes and powers as are provided by the Board of Regents. Nothing in Section 3.09 shall prevent the establishment, at the discretion of the chair of the Board of Regents, of ad hoc committees which do not have the authority of the Board of Regents.

Section 3.10 EXECUTIVE COMMITTEE. The Executive Committee shall have the power to transact all business of the corporation between meetings of the Board of Regents subject to any limitations imposed by the Board of Regents, these Bylaws, or applicable law. A majority of the members of the Executive Committee shall be members of Churches of

Christ, and the chair of the Board of Regents shall be the chair of the Executive Committee.

Section 3.11 RELIGIOUS STANDARDS COMMITTEE.

From among those regents who are members of Churches of Christ, the Board of Regents shall appoint at least nine (9) persons to comprise a standing committee known as the Religious Standards Committee, to which there is hereby delegated ultimate authority to:

(a) Oversee the establishment and maintenance for the University of those policies and practices of religion and spiritual life considered by the committee to be appropriate to ensure a continuing and meaningful relationship between the University and Churches of Christ.

(b) Oversee the establishment and maintenance of religious and spiritual programs and guidelines of the University, including the conducting of chapel assemblies; the religion curriculum; the setting of standards concerning religion courses required to be taken by students; the selection of the members of the religion faculty and staff; and the setting of the guidelines and standards concerning religious and moral practices and beliefs to be used in the selection and retention of students and members

of the administration, faculty, and staff of the University.

(c) Oversee the establishment and maintenance of standards for campus life and conduct, including student housing regulations and campus social functions, and University social functions and extracurricular activities.

(d) Oversee the conducting and sponsoring of special convocation, Bible lecture, campus ministry and evangelism, and other religiously oriented programs.

The Religious Standards Committee shall have such other authority as may be expressly delegated to it from time to time by the Board of Regents.

Notwithstanding the foregoing, the membership of the Religious Standards Committee may, by the vote of a majority of all regents who are members of Churches of Christ, at any time be expanded to include all regents who are members of Churches of Christ. In the event of such action, all such regents shall be deemed appointed to the committee by the Board of Regents by reason of having been elected regents.

ARTICLE IV

MEETINGS

Section 4.01 PLACE OF MEETING. Regular and special meetings of the Board of Regents shall be held at any place within or without the State of California which may be designated from time to time by the Board of Regents; provided, however, that notice of such designation is given to all such members. In the absence of such designation, all meetings shall be held at the principal office of the University.

Section 4.02 ANNUAL MEETING. Annual meetings of the Board of Regents shall be during the month of June of each year for the purpose of organization, election of regents as provided above, election of officers, presentation of reports, and the transaction of such other business as may be necessary or appropriate. All references in these Bylaws to regular meetings shall be deemed to include annual meetings unless otherwise specified.

Section 4.03 OTHER REGULAR MEETINGS. Other regular meetings of the Board of Regents may be held on such dates and at such times as may be fixed, or caused to be fixed, by the chair of the Board of Regents.

Section 4.04 SPECIAL MEETINGS. Special meetings of the Board of Regents for any purpose or purposes, the

general nature of which is specified in the written notice of such meeting, may be called at any time by the chair of the Board of Regents or, if he or she is absent or unable or refuses to act, by the vice-chair of the Board of Regents or by a vote of one-fifth (1/5) of the regents in office.

Section 4.05 NOTICE. Meetings of the Board of Regents shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, including a voice messaging system, or by electronic transmission by the corporation in accordance with Section 20 of the California Corporations Code.

Section 4.06 ENTRY OF NOTICE. Whenever any regent has been absent from any special meeting of the Board of Regents, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting was given to such regent, as required by law and these Bylaws.

Section 4.07 WAIVER OF NOTICE. The transactions of any meeting of the Board of Regents, however called and noticed or wherever held, shall be as valid as those transactions of a meeting duly held after regular call and notice, if a quorum be present and if, either before or

after the meeting, each of the regents entitled to vote but not present has signed a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.08 VOTING. At all meetings of regents, every regent shall have one (1) vote and must cast such vote personally; voting by proxy is not allowed. Such vote may be viva voce (except as otherwise provided by these Bylaws) or by secret written ballot; provided, however, that any vote must be cast by secret written ballot upon demand made by a regent before the voting begins.

Section 4.09 QUORUM. The presence at any meeting of one-third (1/3) of the number of regents then in office, but in no event less than eight (8) regents, shall constitute a quorum for the transaction of business. This Section 4.09 shall govern the quorum requirements of meetings of the corporation, except as otherwise provided by law, the corporation's Articles of Incorporation, or these Bylaws. The regents present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough regents to leave less than a quorum; and the vote

of a majority of the required quorum for that meeting shall decide any question brought before such meeting, unless a different number be required by law, the corporation's Articles of Incorporation, or these Bylaws.

Section 4.10 ADJOURNMENT. A majority of the regents present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the regents who were not present at the time of the adjournment. At the adjourned meeting of the Board of Regents, any business may be transacted which might have been transacted at the original meeting.

Section 4.11 NOTICE OF ADJOURNMENT. As a courtesy, the secretary of the Board of Regents shall make reasonable efforts to give actual notice of the time and place of an adjourned meeting to regents absent from the meeting by telephone or otherwise, but no failure of any such absent regent to receive such notice or to attend such adjourned meeting as to which formal notice is not required shall in any way affect the validity of such adjourned meeting or of any actions taken by the Board of Regents at such meeting.

Section 4.12 ACTION WITHOUT MEETING.

Notwithstanding any other provision of these Bylaws, any action required or permitted to be taken by the Board of Regents may be taken without a meeting if all regents shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as a unanimous vote of such regents. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Regents.

Section 4.13 CONFERENCE TELEPHONE AND ELECTRONIC TRANSMISSION. Regents may participate in a meeting of the Board of Regents or a committee thereof through the use of a conference telephone, electronic video screen communication, or electronic transmission, so long as all regents participating in such meeting can communicate with one (1) another. Electronic transmission shall be in accordance with the California Corporations Code.

Section 4.14 INTERESTED PERSONS. Notwithstanding the other provisions of this Article IV, not more than forty-nine percent (49%) of the persons serving on the Board of Regents at any time may be "interested persons." For purposes of this Section 4.14, an "interested person" is:

- (a) Any person being compensated by the corporation for services rendered to it within the

previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a regent as a regent; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person.

Any violation of the provisions of this Section 4.14 shall not affect the validity or enforceability of any transaction entered into by the corporation.

ARTICLE V

MEMBERS

Section 5.01 NO MEMBERS. The corporation shall have no members. Any action which would otherwise require approval by the members shall require only approval of the Board of Regents. All rights which would otherwise vest in the members shall vest in the regents.

Section 5.02 ASSOCIATES. Nothing in this Article V shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code. The corporation may confer by amendment of its

Articles of Incorporation or of these Bylaws some or all of the rights of a member, as set forth in the California Corporations Code, upon any person or persons who do not have the right to vote for the election of regents or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on amendments to the corporation's Articles of Incorporation or these Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE VI

OFFICERS

Section 6.01 ELECTIVE OFFICERS. The elective officers of the University shall include a chair, one (1) or more vice-chairs, a secretary, and an assistant secretary of the Board of Regents. Elective officers must be regents. An elective officer may not hold more than one (1) office.

Section 6.02 ELECTION. The elective officers of the University set forth above shall be elected annually by a vote of a majority of the regents present at a meeting, and each shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve or his or her successor shall be elected and qualified.

Section 6.03 APPOINTIVE OFFICERS. The Board of Regents at its discretion may appoint a president and such other officers, including assistant secretaries in addition and subordinate in rank to the assistant secretary of the Board of Regents, as the business and purposes of the University may require. The Board of Regents may delegate to committees, elective officers, or the president the power to appoint such officers, other than elective officers and the president, as may be required. The appointive officers shall hold office for such period, have such authority, and perform such duties as may be provided from time to time in these Bylaws or by the Board of Regents or, in the case of officers other than the president, by the committee or person authorized to appoint such officers.

Section 6.04 REMOVAL AND RESIGNATION. Any elective officer or the president may be removed, either with or without cause, by a vote of a majority of the regents in office. Any other officer appointed under Section 6.03 above may be removed with or without cause by the same body or officer who made the appointment, subject always to the power of the Board of Regents to remove such officer. Any such removal shall be without prejudice to the rights, if any, of the president or other officer under any contract of employment.

Any elective or appointive officer may resign at any time upon written notice addressed to the Board of Regents and delivered to the chair of the Board of Regents. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.05 VACANCIES. Any vacancy in any elective or appointive office because of death, resignation, removal, disqualification, or any other cause may be filled in the manner provided herein for election or appointment to such office.

Section 6.06 CHAIR OF THE BOARD. The chair of the Board of Regents shall preside at all meetings of the Board of Regents. He or she shall be an ex officio member of all committees of the Board of Regents. He or she shall propose nominees for appointment to committees with the authority of the Board of Regents, shall appoint members of or propose nominees for appointment to committees without the authority of the Board of Regents, and shall have such other powers and duties as may be prescribed by the Board of Regents or by these Bylaws. The chair of the Board of Regents shall be a member of a congregation of Churches of Christ.

Section 6.07 VICE-CHAIR OF THE BOARD. In the absence or disability of the chair of the Board of Regents, the vice-chairs in order of their succession as may be fixed by the Board of Regents shall perform all the duties of the chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the chair; provided, however, that should the chair and vice-chairs be absent, the Board of Regents may appoint, for the period of such temporary absence, some member of the Board of Regents to serve as temporary chair of the Board of Regents; provided further, that in the event of such absence or disability of the chair and vice-chairs, until such temporary chair of the Board of Regents is so appointed, the president of the University or such other person as may be designated from time to time by the Board of Regents shall act as temporary chair.

Section 6.08 SECRETARY OF THE BOARD. The secretary of the Board of Regents shall be the secretary of the corporation and shall keep, or cause to be kept, a complete record of the proceedings of all meetings of the Board of Regents at the principal office or such other place as the Board of Regents may order, with the time and place of holding such meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the Board of Regents'

meetings and the proceedings thereof, including written reports of committees rendered pursuant to Section 3.09. The secretary shall take, or cause to be taken, such actions as the accounting of attendance; the presentation of the minutes of the preceding meeting at or before each meeting of the Board of Regents; the keeping of the seal of the corporation in safe custody; when necessary, the affixing of the seal to written instruments; and the conducting of the official correspondence of the corporation and the Board of Regents as directed by that body.

The secretary shall keep, or cause to be kept, at the principal office a complete register, showing the names of the current regents then in office and their addresses.

The secretary shall duly give, or cause to be given, notice of all the meetings of the Board of Regents required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Regents or by these Bylaws.

Section 6.09 ASSISTANT SECRETARY OF THE BOARD.

The assistant secretary shall assist in the performance of all of the duties of the secretary, and shall have such other powers and duties as from time to time may be prescribed by the Board of Regents.

Section 6.10 PRESIDENT. Subject to the control of the Board of Regents, the president of the University shall have primary responsibility for the administration of the University and the correlation of its various educational operations wherever located; for the establishment and maintenance of University standards, organization, curricula, and discipline; for the selection, employment, compensation, retention, and dismissal of such appointive officers, faculty members, assistants, or other employees as the president may deem necessary or appropriate for the proper and efficient operation of the University; and for assuring the conformity by the University to such educational standards, regulations, and other guidelines as may be required from time to time by applicable governmental authorities having jurisdiction over the University. The president, subject to the control of the Board of Regents and in connection with such elective or appointive officers as may be designated by these Bylaws or the Board of Regents from time to time, shall also have general powers of supervision and control over the business, financial, and all other affairs of the University, and shall exercise such powers and perform such duties as may be otherwise prescribed or delegated from time to time by the Board of Regents. The president shall be a member of a congregation of Churches of Christ.

In the absence or disability of the president, the Board shall appoint an individual who shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the president.

Section 6.11 CHANCELLOR. The president may appoint a chancellor of the University. The chancellor shall, under the authority of the president, assist and advise the president, and shall have a major responsibility for development and for the representation of the University in the community. The president may delegate such other duties with respect to the administration of the University or any campus, school, department, or other subdivision as the president shall deem appropriate.

Section 6.12 VICE PRESIDENT. One (1) or more vice presidents may be appointed by the president and delegated such duties with respect to the administration of the University or any campus, school, department, or other subdivision as the president shall deem appropriate.

Section 6.13 PROVOST. One (1) or more provosts may be appointed by the president and delegated such duties with respect to the administration of the University or any campus, school, department, or other subdivision as the president shall deem appropriate.

Section 6.14 CHIEF FINANCIAL OFFICER. The president shall appoint a chief financial officer to keep and maintain, or cause to be maintained, the University's financial and accounting records; to receive, collect, deposit, and disburse funds on behalf of the University; to develop, coordinate, and administer policies and procedures which may include financial, tax, insurance, accounting, auditing, and procurement matters for the University; and to have such other duties and powers as may be prescribed from time to time.

ARTICLE VII

GENERAL PROVISIONS

Section 7.01 INSPECTION OF CORPORATE RECORDS.

Every regent shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the University.

Section 7.02 ANNUAL REPORTS. The Board of Regents shall cause the corporate books and records to be audited by a recognized firm of certified public accountants, and the Board of Regents shall cause an annual report, accompanied by the report of such firm of accountants, to be furnished to the Board of Regents not later than one hundred twenty (120) days after the close of

the corporation's fiscal year. The annual report shall contain in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

(e) A statement of any "significant covered transaction" having taken place during the fiscal year; and

(f) The amount and circumstances of any indemnifications or advances aggregating more than \$10,000 during the fiscal year to any officer or regent of the corporation pursuant to Section 5238 of the California Corporations Code.

As used in this Section 7.02, a "covered transaction" is any transaction in which the corporation or any subsidiary is a party and in which any regent or

officer of the corporation, any director or officer of any subsidiary or any holder of more than ten percent (10%) of the voting power of any subsidiary has a material financial interest (excluding a mere common directorship). A "significant covered transaction" is any "covered transaction" involving more than \$50,000, or constituting one (1) of a number of "covered transactions" in which the same interested person had a direct or indirect financial interest and which transactions in the aggregate involved more than \$50,000.

The secretary shall also cause a statement of any "covered transaction" not a "significant covered transaction" to be furnished to the Executive Committee of the Board of Regents not later than one hundred twenty (120) days after the close of the corporation's fiscal year. For purposes of this paragraph, the term "covered transaction" shall not include salaries and wages.

The statements regarding "covered transactions" and "significant covered transactions" required under this Section 7.02 shall briefly describe the names of the interested persons involved in such transactions, stating such person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practicable, the amount of such interest; provided, however, that in the case of a transaction with a

partnership of which such person is a partner, only the interest of the partnership need be stated.

Section 7.03 EXECUTION OF DOCUMENTS. Through the adoption of a University Execution of Documents Policy, the Board of Regents may authorize one (1) or more officers, agents, or employees to enter into any contract or to execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable by the corporation and any and all securities owned or held by the corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Regents in a University Execution of Documents Policy.

Section 7.04 FEES AND COMPENSATION. Regents, members of committees, officers, agents, employees, or representatives of the University may receive such compensation, if any, for their services and such

reimbursement for expenses, as may be fixed or determined by resolution of the Board of Regents or pursuant to any power delegated by these Bylaws or by the Board of Regents consistent with these Bylaws. Nothing herein contained shall be construed to preclude any regent from serving the University in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

Notwithstanding the foregoing, the University shall not make any loan of money or property to, or guarantee the obligation of, any regent or officer, unless approved by the California Attorney General; provided, however, that the corporation may advance money to a regent or officer for expenses reasonably anticipated to be incurred in the performance of the duties of such regent or officer, provided that in the absence of any such advance, such regent or officer would be entitled to be reimbursed for such expenses by the corporation; provided, further, that the University may (a) pay premiums in whole or in part on a life insurance policy on the life of a regent or officer so long as repayment of the amount paid is secured by the proceeds of the policy and its cash surrender value and (b) loan money to or for the benefit of an officer in circumstances where the loan is necessary, in the judgment of the Board of Regents, 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. Subject to the provisions of Section 4.14, nothing contained in this Section 7.04 shall be construed to preclude any regent from serving the corporation in any other capacity as an officer, agent, employee, or otherwise and receiving compensation therefor.

Section 7.05 OUTSIDE ACTIVITIES. All senior administration employees of the University shall file with the Board of Regents not later than March 31 of each year a written statement disclosing the amounts and sources of all outside earned income in excess of \$1,000 from any one (1) source earned while employed by the University during the preceding calendar year. All senior administration employees shall also give written notice to the Board of Regents of any and all personal investments made in conjunction with each other or with one (1) or more regents or with persons or business entities doing business with the University. As to existing senior administration employees, such notice shall be given within ten (10) days after the earlier of the date the investment is made or the date of any binding agreement to make the investment. As to each new senior administration employee, notice of all investments subject to this Section 7.05 existing at his or

her date of employment shall be given within ninety (90) days after such date. For the purposes of this Section 7.05, senior administration employees shall mean the president, the chancellor, the vice chancellors, all provosts, all vice presidents, the chief financial officer, the treasurer, and the controller.

Section 7.06 STOCK OF OTHER CORPORATIONS. The University may vote any and all shares held by it in any other corporation by such officer, agent, or proxy as the Board of Regents may appoint, or in default of any such appointment, by its president or any vice president and, in such case, such officers, or any of them, may likewise appoint a proxy to vote said shares.

Section 7.07 INSPECTION OF BYLAWS. The University shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the secretary or assistant secretary of the Board of Regents, which shall be open to inspection by the regents at all reasonable times during office hours.

Section 7.08 SEAL. The Board of Regents may adopt and make use of a corporate seal, which shall have inscribed thereon the full name of the University, the date of its incorporation, and such other matters as the Board of Regents may deem to be appropriate, and have authority

to alter the form of such seal as the Board of Regents may from time to time determine; provided, however, that such seal shall at all times comply with the provisions of law.

Section 7.09 INDEMNIFICATION. The corporation shall have power to indemnify each of its regents and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a regent or officer of the corporation and may advance to such regent or officer expenses incurred in defending any such proceeding to the maximum extent permitted by Section 5238 of the California Corporations Code. For purposes of this Section 7.09, a "regent" or "officer" of the corporation includes any person who is or was a regent or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation or other enterprise, or was a director or officer of a corporation which was a predecessor corporation of the corporation or of another corporation or other enterprise at the request of such predecessor corporation. The Board of Regents may, in its discretion, provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and may refuse to provide for indemnification or advance of expenses to any regent

officer or other agent except to the extent such indemnification is mandatory under California law.

ARTICLE VIII

AMENDMENTS

Section 8.01 AMENDMENT PROCEDURES. New Bylaws may be adopted or these Bylaws may be amended or repealed by and only by the vote of three-fourths (3/4) of the regents in office.

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