

AMENDED BY-LAWS of SILLIMAN UNIVERSITY (2021)

ARTICLE I. MEMBERSHIP

Section 1. The members of this Corporation shall be fifteen in number and shall constitute the Board of Trustees.

ARTICLE II. BOARD OF TRUSTEES

Section 1. Term. The members of the Board of Trustees shall be elected for a five-year term, to expire at the end of May during the fifth year after their election to the membership of the Board.

No trustee shall continuously hold office for more than two (2) successive terms or for ten (10) consecutive years in representation of any one group as provided in Section 2 hereof. Provided that service by a Trustee of the unexpired term of another Trustee to which the former has been previously elected to, shall not be considered in this prohibition. After a one-year interval, a Trustee who has continuously served for two (2) terms may be eligible again for future nomination.

Section 2. Composition. The Board of Trustees shall be fifteen in number to be elected on the basis of group nominations as follows:

- a. Five Trustees to be nominated by the United Church of Christ in the Philippines in accordance with its rules or By-Laws.
- b. Five Trustees to be nominated by the Silliman Alumni Association, Inc. in accordance with its rules or By-Laws.
- c. Five Trustees-at-large to be nominated by the Silliman University Foundation, Inc. (SUFI) in accordance with its rules or By-Laws, from among its members, Silliman alumni, and/or friends of Silliman University. (as amended by the Board of Trustees on March 23, 2019 and by the members on August 27, 2019)
- d. Except where the system of staggered terms has already been instituted, the nominating group concerned shall determine the terms of the Trustees first nominated by it under the new or revised By-Laws, to the end that every year thereafter each group need replace only one Trustee with a nominee for a full term.
- e. The nomination by the group does not constitute an election as Trustee until the same is accepted by majority vote in a corporate meeting of members. If before election, serious questions are raised with respect to the group nominations, the matter shall be referred back to the group concerned for resolution. In the meantime, the Board may either recognize the hold-over Trustees provided they have not exceeded the

maximum period of service or declare the position temporarily vacant and apply the rules governing vacancy.

- f. The President of the University shall be an ex-officio member of the Board of Trustees, and shall have no vote. (as amended on March 22, 2021)
- g. Ex-officio non-voting Trustees may be appointed by the Board to represent the university constituency under such terms and conditions as the Board may prescribe.

Section 3. Qualifications of Trustees. To be eligible for membership in the Board of Trustees, a person must have the following qualifications:

- a. Must be of legal age.
- b. Must be a communicant member in good standing of a Christian church which is Biblical in doctrine, cooperative in service and inclusive in fellowship.
- c. Must be of good moral character and must be respected in the community.
- d. Must be an alumnus/alumna of Silliman University who has exemplified the Christian lifestyle, the Via Veritas Vita, and demonstrated commitment and loyalty to the University; her vision and mission. However, a non-alumnus/alumna may be qualified by three-fourths vote of the total Board members present after due notice thereof, at a regular or special meeting called.

Section 4. Termination of Membership. Membership in the Board of Trustees shall be terminated by the:

- a. Expiration of the term of the member;
- b. Death of the member;
- c. Resignation of the member;
- d. Unless determined to be excusable by the Board of Trustees, failure of the member to attend three (3) consecutive meetings of the Corporation and of the Board of Trustees, within a year;
- e. Departure of the member from the Philippines without intention to return before the expiration of his term; or
- f. Action of the constituent organization or group rescinding or otherwise terminating the member's right to represent it.

Section 5. Filling of vacancies. A vacancy in the Board of Trustees, except removal or expiration of term, shall be filled by the remaining members of the Board constituting a quorum, who shall elect a nominee of the organization or group affected by the vacancy. A member elected to succeed one whose term shall have been terminated for any other causes enumerated in Section 4, Article II, except the first, shall serve only for the unexpired portion of his predecessor's term.

Section 6. Inhibitions. The following are inhibitions on the part of the Board of Trustees:

- a. A member of the Board of Trustees who is related to any student, faculty member, or personnel, whether by blood or affinity up to the sixth degree, shall be disqualified from taking part in deliberations of the Board of Trustees or any of its committees when acting on matters affecting such relative.
- b. In addition, a Trustee shall not be financially interested directly or indirectly in any contract or concession awarded by the University.
- c. A Trustee shall not receive any compensation or remuneration for his or her service to the University. (as amended by the Board of Trustees on March 19, 2011)

Section 7. All the corporate powers of the Corporation shall be exercised, all of its business shall be conducted, and all of its properties shall be held and controlled by the Board of Trustees.

Section 8. The Board of Trustees shall not, directly or indirectly, pledge the credit of the Board of Foreign Missions of the Presbyterian Church in the U.S.A., or of its successor, the Commission on Ecumenical Mission and Relations of the United Presbyterian Church in the U.S.A., or of the American Board of Commissioners for Foreign Missions, or its successor, the Department of World Ministries of the United Church of Christ in the U.S.A., and shall not authorize the expenditure of funds beyond the amount held to credit of the Corporation by the Comptroller. The approval of a budget shall not authorize the expenditure of funds except as they may be received as income, gifts, or contributions to the Corporation.

Section 9. Trust or endowment funds held by the Corporation shall be kept inviolate and used or disposed of only for the purposes of the trust or endowment.

Section 10. All properties donated to or purchased by the Corporation shall be held in the name of the Corporation.

ARTICLE III. OFFICERS

Section 1. The officers of the Board of Trustees shall be a Chairman and a Vice-Chairman and a Secretary elected from its membership. They shall serve

until their successors are duly elected and qualified. The term of office of the officers shall be co-terminus with their terms of office as members of the Board of Trustees.

Section 2. The Chairman shall preside at all meetings of the Board of Trustees and shall perform such other duties as are usually discharged by such officer. In the absence of the Chairman, the Vice-Chairman shall fulfill the functions of the Chairman.

Section 3. (a) The Secretary shall keep the minutes of the meetings of the Board of Trustees and shall be the custodian of the seal and records of the Corporation, except such as are herein entrusted to other officers. The Secretary shall also perform such other duties as are usually discharged by the said officers, or as may be assigned by the Board of Trustees, the minutes and records of the Corporation and of the Board of Trustees shall be kept in the City of Dumaguete, and shall be available for inspection by any officer or members of the Board of Trustees or by the President of the University at any reasonable time. (as amended on March 22, 2021)

(b) The minutes of each session of the Board of Trustees and the members shall be read at the next session and, after amendment and/or correction, shall be approved. At the close of the meeting, a copy of the minutes, together with the President's reports, shall be furnished each member of the Board of Trustees.

Section 4. (a) The President of Silliman University shall be elected by the Board of Trustees.

(b) The President shall act as executive officer of the University, and shall carry out the duties customary to this position and such other duties as may be assigned by the Board of Trustees. (as amended on March 22, 2021)

(c) At each regular meeting of the Board of Trustees, the President, and the members of the Administration shall present a written semi-annual report and such ad-interim reports as the Board of Trustees may request or initiate. All members and officers of the Board of Trustees shall be furnished with copies of the semi-annual reports. (as amended on March 22, 2021)

ARTICLE IV. COMMITTEES

Section 1. The Board of Trustees shall elect an Executive Committee and eight standing committees: Programs and Services Committee, Fiscal and Physical Properties Committee, Human Resources/Organizational Development Committee, Legal Committee, Investment Committee, Scholarship Committee, Audit Committee and Alumni Affairs Committee. (as amended by the Board of Trustees on March 23, 2019 and by the members on August 27, 2019)

Section 2. The Executive Committee, to be composed of not more than five persons, with the Chairman and Secretary as automatic members thereof,

and one member each from the Trustees representing the Silliman Alumni Association, Inc., United Church of Christ in the Philippines (UCCP), and the Silliman University Foundation, Inc. (SUFI), respectively. No trustee shall be a member of more than two Standing Committees. The actions of the various committees are recommendatory and subject to review and final decision by the Board of Trustees.

Section 3. The Programs and Services Committee will monitor, evaluate, and formulate new directions and guidelines for the instruction, research, and extension functions of the University. It will undertake a regular overall review of the planning and development process of the University.

Section 4. The Fiscal and Physical Properties Committee will monitor, evaluate, formulate new directions and guidelines for the finances, properties and investments of the University. It will also supervise the fund raising activities of the University.

Section 5. The Investment Committee will optimize the earnings of Silliman University investible funds from any and all investment products and instruments without putting the principal in a compromising position, and to develop and deepen the financial relationship between the University, banks and other financial institutions to enhance credit accessibility and other reciprocal business.

Section 6. The Human Resource/Organizational Development Committee will monitor, evaluate, formulate new directions and guidelines for the ranking, promotions, performance and over-all welfare of the Faculty and Staff of Silliman University.

Section 7. The Scholarship Committee shall study, formulate, and recommend to the Board of Trustees, guidelines, policies, rules and regulations for the implementation of the scholarship programs of the University.

Section 8. The Legal Committee in consultation with the University General Counsel shall give its comments when so requested by the Board of Trustees or the Administration on legal matters affecting the University arising from court cases filed/or may be filed, actions, activities or transactions participated in or involving the University. (as amended by the Board of Trustees on March 23, 2019 and by the members on August 27, 2019)

Section 9. The Alumni Affairs Committee shall coordinate and liaise with the Silliman University Alumni Association, Inc., its local and foreign-based chapters, and the Director of Alumni Affairs of the University in order to rationalize and harmonize the policies of these entities. (as amended by the Board of Trustees on March 23, 2019 and by the members on August 27, 2019)

Section 10. The Audit Committee shall have oversight function in the areas of financial reporting, internal controls, risk management, and corporate governance. (as amended on March 22, 2021)

Section 11. The Board of Trustees may create Special Committees whenever necessary. (as amended by the Board of Trustees on March 23, 2019 and by the members on August 27, 2019)

ARTICLE V. MEETINGS

Section 1. There shall be two regular meetings, the first one to be held within the week of Founder's Day in August, and the second which shall be the Annual Meeting of the members of the Corporation and the Board of Trustees, in May when Commencement exercises shall be held at Silliman University. The regular meetings will be held at Silliman University, Dumaguete City. (as amended on March 22, 2021)

Section 2. Special meetings of the Board of Trustees may be called by the Chairman and Vice Chairman, in the absence of the chairman, and shall also be called by him upon written request of the President of the University, or of any two members of the Board of Trustees, Notices of all special meetings shall be sent by the fastest means possible, at least ten days in advance. Special meetings of the Board of Trustees may be held at any place within the Philippines.

Section 3. In view of modern technology, attendance in Board meetings by videoconference or similar modes of modern communication technology, whereby all the Trustees participating in the meeting can see and hear each other, may be allowed, and participation in a meeting in such manner shall constitute presence in person at such meeting. Only a maximum of four (4) Trustees may attend meetings in such a manner. (As amended on July 2, 2016)

If a Trustee attends a meeting through video conference or similar modes of modern communication technology, such meetings shall be properly recorded with appropriate media (storage drives and other recording material) which shall be properly stored for safekeeping, in addition to the secretary of such meeting maintaining written minutes thereof. (As amended on July 2, 2016)

ARTICLE VI. SEAL

Section 1. The corporation shall have a seal which shall be circular in shape and shall have inscribed on its face the words: "SILLIMAN UNIVERSITY, DUMAGUETE, PHILIPPINES. VIA VERITAS VITA." (as amended on March 22, 2021)

ARTICLE VII. FISCAL YEAR

Section 1. The fiscal year of the Corporation shall begin on the first day of August and end on the last day of July of the following year. (as amended on March 22, 2021)

ARTICLE VIII. QUORUM

Section 1. At any regular meeting of the members of the Corporation or Board of Trustees, eight (8) members shall constitute a quorum for the transaction of any business, except that for which the law may require a higher number. (as amended on March 22, 2021)

ARTICLE IX. AMENDMENTS

Section 1. The By-Laws of the Corporation may be amended only in accordance with the provisions of the Revised Corporation Code of the Philippines. (as amended on March 22, 2021)

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RAMON PONCE DE LEON

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