

2020



THE AMERICAN UNIVERSITY OF KURDISTAN

The Board of Trustees Bylaws

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I. NAME AND LOCATION

1.1. Name

The name of the University is “The American University of Kurdistan” (hereinafter referred to as the “University” or “AUK”) existing under Ministerial Order no:935 and based on Presidency order of the Council of Ministers no:4388 in May 2013.

1.2. Location

Main Campus:

Zakho Road, Zozan Quarter 99641, Duhok-Semel, Kurdistan Region, Iraq

II. MISSION

Founded in 2014 as a non-profit institution of higher learning by Masrour Barzani, the American University of Kurdistan is dedicated to preparing future generations of leaders through curricular and co-curricular excellence in an American style education focusing on transformative knowledge, innovative research, ethical community service, respect for inclusion and diversity, global connectedness, and life-long learning, all aiming to ensure economic, environmental, social and political advancement- regionally, nationally and globally.

III. BOARD OF TRUSTEES

3.1. Numbers, Classification, Term of Office

The powers of this University shall be exercised, its property controlled, and its affairs conducted by, or under, the direction of the Board of Trustees (the “Board”). The authorized number of voting Members of the Board of Trustees (the “Trustees” or “Board Members”) shall not be more than twenty-five (25), nor less than nine (9), unless changed by amendment.

Board Members other than ex-officio members (including, but not limited to, Trustees Emeriti shall hold office for a term of three (3) years, unless otherwise specified by the Board at the time of elections. Trustees are elected by a simple majority of those present at the meeting, at which a quorum is present, and shall hold two (2) terms. The Chair of the Board is elected by the majority of Board’s vote for a term of five (5) years, renewable after reelection. A quorum shall be 51% of the total number of Trustees.

No Trustee, other than ex-officio members, will be eligible to serve more than two (2) consecutive three-year terms on the Board, absent permission from the Board Chair, and the vote by two-thirds (2/3) majority of a quorum. Ex-officio members shall hold office for as long as they hold the office which entitles them to Board membership. Each Trustee shall serve until his or her term expires or until such Trustee’s death or resignation. The Board shall elect officers of the Board including a Secretary and a Treasurer to serve at the pleasure of the Chair of the Board. The Board may also elect and define the duties of such other officers as it may determine.

The President and Secretary shall be ex-officio members of the Board and shall have no power to vote.

Except as provided above, no paid full-time or part-time University employee, or anyone enrolled full-time in the University, shall be eligible for Board membership.

3.2. Chair of the Board of Trustees

The Chair of the Board:

1. Shall preside at meetings of the Board, the Executive Committee and the Trusteeship Committee.
2. Shall appoint, with the advice and consent of the Board or the Executive Committee, such academic and non-academic committees of Trustees as the Chair shall deem to be in the best interest of the University.
3. Shall be an ex-officio member of all committees of the Board.
4. May, through the appropriate agencies of the Board or the University, suggest, guide and/or coordinate the plans and programs of the University.
5. Shall perform such other duties as the Board or the Executive Committee shall determine.

3.3. Secretary

The Secretary of the Board:

1. Shall perform the duties of a secretary and shall support the Chair of the Board in all aspects of his job.
2. Serves on all Board committees as an ex-officio member and shall be responsible for maintaining the records of the Board and for the preparation for the Board of Trustees of such reports to governmental or other agencies as required.
3. Shall attest in writing the execution on all deeds, contracts, reports, certificates and other instruments that are to be executed by the Board of Trustees.
4. Has custody of the corporate seal and is authorized to attest and affix it to legal instruments.

3.4. Treasurer

The Treasurer of the Board:

1. Shall have general oversight of the financial affairs of the University.
2. Shall cause regular and correct accounts to be kept and shall prepare reports to be submitted to the Board and Executive Committee.
3. Shall perform duties including care and custody of all cash, stocks, bonds, or other securities or investments belonging to the University and shall perform such other duties as are incident of his/her office and are properly required of him/her by the Board of Trustees.
4. Shall be a member of the Finance Committee and shall serve as its Chair.

3.5. Resignation and Vacancies

Any Trustee may resign by a notice in writing to the Chair of the Board and the Secretary. By vote of a majority of the Trustees then in office, a vacancy in the Board may be filled at any meeting for the remainder of the unexpired term and until the election of a successor.

3.6. Nomination

No candidate for election to the Board shall be elected a Trustee at any meeting unless such candidate has been formally nominated to the Chair of the Board through the Trusteeship Committee.

3.7. Powers and Duties of the Board

The Board of Trustees as the governing board is the legally constituted body responsible for the institution's quality and integrity. Exercising its power of responsibilities for the University, the Board

1. Elects, assesses the performance of, and compensates the President of the University;
2. Annually approves the capital and operational budget of the University;
3. Appoints, and where appropriate, compensates the Secretary;
4. Approves the appointments and compensations of the Provost, Vice Presidents, and deans;
5. Establishes University policies, to be executed by President;
6. Assists, guides, and evaluates the progress of the University and receives reports from the President in this regard;
7. Elects Board members and officers;
8. Confers degrees;
9. Appoints committees it deems necessary;
10. Assists in raising funds to support the University; and
11. Preserves and protects University operations and properties.

The Board at its annual or regular meetings shall consider and take action with respect to the annual report of the President of the University, the annual budget of the University, fiscal reports and funding programs, personnel administration, admissions and recruitment, facilities of the University, and any other matters properly brought before the Board.

3.8. Removal

The Board may remove any Trustee with or without cause by the vote of two-thirds of the entire Board, after giving the Trustee thirty (30) days' notice and an opportunity to be heard.

IV. BOARD MEETINGS

4.1. Regular Meetings, Notice

Regular meetings of the Board shall be held at least two times each year. The date of meetings shall be fixed by the Chair of the Board. Notice of the meetings shall be in writing and sent to each Trustee by mail, fax, or electronically, not less than two (2) weeks in advance of the meeting. An informal calendar shall be prepared by the Secretary of meeting dates at the beginning of the calendar year.

At all meetings of the Board, the presence of at least a majority of the voting Trustees in office shall be necessary and sufficient to constitute a quorum for the transaction of business. A quorum shall be 51% of the total number of Trustees. If a quorum is not present, the meeting shall be adjourned.

4.2. Special Meetings, Notice

The Chair or any three Trustees may call a special meeting of the Board. Notice of any special meeting of the Board shall be in writing and sent to each Trustee by mail, fax, or electronically, not less than two (2) weeks in advance of the meeting. Emergency meetings may be held at the call of the Chair, a majority of the members of the Executive Committee or upon written request.

4.3. Minutes and Publication

The Secretary shall keep minutes of each meeting which fairly reflect decisions reached and actions taken. A copy of the minutes shall be given to each Trustee promptly after each meeting and the original shall be kept by the Secretary for the official University archives.

4.4. Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all the Trustees consent to the action in writing.

4.5. Participation by Telephone

Any one or more Trustees may participate in a meeting of the Board by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting in this manner by a Trustee shall be considered to be attendance in person for all purposes under these Bylaws.

4.6. Voting

The vote of a majority of the Trustees having the power to vote who are present at any meeting at which there is a quorum shall be the act of the Board of Trustees.

V. COMMITTEES AND SUBCOMMITTEES

5.1. Standing Committees

The standing committees of the Board shall be the Executive Committee, Academic and Student Affairs Committee, Advancement Committee, Finance Committee, Audit Committee, Facilities Committee, Communication Committee, and Trusteeship Committee. The Board may, by resolution adopted by a majority of the entire Board, designate other standing committees and

subcommittees and define their responsibilities. Standing committees shall be composed of Trustees appointed by the Chair of the Board after recommendations from the Trusteeship Committee. Members of each subcommittee shall be appointed by the Chair of the standing committee of which the subcommittee is a part, after consultation with the Chair of the Board. Any standing committee shall have the power to retain advisors as it deems appropriate.

Standing committees or subcommittees shall consist of at least three (3) Trustees. Committees and subcommittees may include non-voting members that are not Trustees.

5.2. Executive Committee

- 1) At all times there shall be an Executive Committee, consisting of at least five (5) voting Trustees and the President who is an ex-officio non-voting member of the Executive Committee. All the Chairs of Standing Committee are members of the Executive Committee.
- 2) The voting Trustees shall be the following: the Board Chair, Chairs of Standing Committees and any Trustee appointed by the Board Chair.
- 3) The Executive Committee meets at the call of the Chair or upon written request of at least three (3) Committee members. The Board Chair is the Committee Chair. The Chair of the Board can appoint an interim Chair for the Executive Committee in cases of Chair's absence at the committee meetings. No meeting of the Executive Committee may be held if the Committee Chair (or his designated interim Chair) is not present.
- 4) Committee members shall serve three-year terms and can be re-appointed to successive terms. The appointment of committee members shall be made by the Board Chair after recommendations from Trusteeship Committee. Ex officio members shall serve for as long as they hold the office which entitles them to Committee membership.
- 5) The Executive Committee is concerned with the overall operation of the University during periods between Board meetings and has such powers and duties, and shall operate in accordance with such procedures, and any amendments thereto, approved by the full Board. Subject to exceptions set forth in this article, no action approved by the Executive Committee shall constitute an act of the Board of Trustees unless such action is ratified by majority-vote of voting Trustees who are present at a meeting at which there is a quorum. EXCEPT, any action approved by the Executive Committee shall constitute the act of the Board of Trustees if and only if, a majority of the members of the Executive Committee present at a duly constituted meeting resolve, in writing, that:
 - i. action before the next regular Board meeting is needed to protect the University's interests, which otherwise would be compromised by delay or
 - ii. the proposed action is simply administrative, is necessary for the University's efficient functioning, and does not compromise any significant interest, or prerogative, of the full Board -- provided further that, in no event may the Executive Committee:
 - a. appoint, renew the appointment of, suspend, dismiss or place on leave the President,
 - b. approve any University Officer's compensation,

- c. approve the creation or elimination of a program offered or to be offered by the University,
- d. approve any change in the University's mission,
- e. approve the University's incurrence of any "major indebtedness" (as defined by the full Board from time to time),
- f. take any action which these Bylaws require shall be taken by the full Board or
- g. amend or repeal these Bylaws, it being understood that the power to take any of the foregoing enumerated actions rests exclusively with the full Board.

The Executive Committee shall inform the full Board of each action it takes that constitutes the act of the Board of Trustees as soon as practicable following the date on which such action was taken. Minutes of each Executive Committee meeting should be distributed to the full Board as soon as practicable, and any Executive Committee action that does not constitute the act of the Board of Trustees shall be presented to the full Board for ratification at the full Board's next meeting following the distribution of such minutes.

- 6) There shall at all times be an Executive Committee subcommittee designated as the Compensation Subcommittee, consisting of at least three (3) voting Trustees, including the Board Chair and other Executive Committee members appointed by the Board Chair. The Board Chair shall be the Subcommittee Chair. The President shall not be a member of the Subcommittee. The Compensation Subcommittee shall have responsibility for University policies and issues related to the compensation of University executives.
- 7) A majority of voting members of the Executive Committee or the Compensation Subcommittee constitutes a quorum at any meeting thereof. Committee or Subcommittee members may participate in Committee or Subcommittee meetings, respectively, by teleconference, which shall constitute in person presence at the meeting.

All Executive Committee meetings shall be held at the University's executive offices, unless otherwise specified by the Board Chair.

5.3. Academic and Student Affairs Committee

The Academic and Student Affairs Committee shall have responsibility for guiding and overseeing the University's academic programs including reviewing matters of academic and educational programming, instructional programs, academic priorities, academic facilities, the faculty, student affairs and educational policy matters pertaining to instruction, research and continuing education. The Academic and Student Affairs Committee shall review and make recommendations to the Board on all degree programs and curriculum changes and shall make recommendations to the Board on all academic appointments, promotions and tenure decisions and engage in strategic planning for the University's educational programs, academic affairs and all phases of student life. This committee shall have a Chair and two (2) or more members appointed by the Board Chair.

5.4. Advancement Committee

The Advancement Committee shall provide counsel and advice to the Board in matters concerning the development of strategies, policies and practices that orient, educate, organize, motivate, and assess fund-raising and development opportunities that ensure the long-term viability and sustainability of the University. This Committee shall serve as a bridge between the Board and the AUK Foundation Board of Directors. Other responsibilities include regular interfacing with the University's major constituents including the faculty, staff, students, alumni, supporters, relevant state and local government agencies and officials, business leaders and the public. This committee shall have a Chair and two (2) or more members appointed by the Board Chair.

5.5. Finance and Administration Committee

The Finance Committee shall review the annual operating and capital budgets for the University. The Committee shall consider and report or recommend to the Board on matters pertaining to: finance, business, budgets, non-budget expenditures, human resources, investments, trust funds, insurance, real estate contracts, government and private contracts, and grants, fees, room and board charges, and the long- range financial planning and development of the University. The Committee shall recommend to the Board such action as the Committee may deem advisable to improve the financial situation of the University. The Committee may examine and consider such other matters relating to the University's financial affairs and financial controls as the Committee may, in its own discretion, determine to be desirable. This committee shall have a Chair and two (2) or more members appointed by the Board Chair.

5.6. Audit Committee

The Audit Committee is responsible on behalf of the University for assuring that the University's organizational culture, capabilities, systems and processes are appropriate to protect the University's financial health and reputation in all of the audit-related areas. More particularly, the Audit Committee shall review the financial reporting processes, internal controls, audit process, and the University's process for monitoring and ensuring compliance with laws and regulations. The Audit Committee shall hire and approve the compensation of the external auditor, define the scope of the audit to be performed, and generally oversee the external auditor. It shall monitor the University's external auditors' findings with regard to the University's capability and performance in all audit areas and shall monitor actions to assure that appropriate corrective actions are taken when deficiencies are identified. The Audit Committee shall have a Chair and two (2) or more members appointed by the Board Chair.

5.7. Facilities Committee

The Facilities Committee shall be responsible for reviewing all additions to, or modifications of, the University's physical plant and for overseeing the location, design, and construction of new buildings as well as major repair of existing University buildings. It shall also assume responsibility for review of plans for major landscaping changes and shall assure itself that the University's grounds are maintained in keeping with the beauty of the campus. The Committee may make recommendations to the Board regarding the appointment of architects and contractors for specific projects involving the University's buildings and grounds. Although the Committee shall not be empowered to purchase, sell, mortgage, or lease real property on behalf of the University, members shall study any proposal for the purchase, sale, mortgage, or lease of real property and shall make recommendations thereon to the Finance Committee and to the

entire Board. This committee shall have a Chair and two (2) or more members appointed by the Board Chair.

5.8. Communication Committee

The Communication Committee shall be responsible for University initiatives, programs, and resources related to external communications, marketing, community/public relations, and government affairs. This Committee engages regularly with the University's major constituents including the faculty, staff, students, alumni, supporters, relevant state and local government agencies and officials, business leaders and the public. This committee shall have a Chair and two (2) or more members appointed by the Board Chair.

5.9. Trusteeship Committee

The Trusteeship Committee consists of at least four (4) Trustees and is concerned with policies and issues related to Board governance. This Committee has such powers and duties, and shall operate in accordance with such procedures, and any amendments thereto, approved by the Board. The Board Chair shall (or his designated appointee) shall serve as the Trusteeship Committee Chair. The President shall not be a member of the Trusteeship Committee.

5.10. Other Committees

The Board may, by resolution, create such special committees as it may deem desirable. The members of each special committee, who need not be Trustees, shall be appointed by the Chair with the consent of the Board. Each committee created pursuant to this section shall have such authority as may be delegated to it by the Board in the resolution creating such committee.

5.11. Committee Procedures

Each committee may adopt such charters or other rules or guidelines to govern its proceedings as it shall deem appropriate, subject to approval by the Executive Committee of the Board. Each committee shall consist of members who are elected or appointed to the committee periodically. Each member of a committee shall serve at the pleasure of the Board. A majority of the committee members shall constitute the necessary quorum for the performance of committee business, and the majority vote of committee members present at any meeting at which a quorum is present shall constitute the action of the committee, unless otherwise provided by these bylaws. Any committee may act without a meeting if all the members of such committee consent to the action in writing and such written consents are filed with the minutes of the proceedings of such committee. Any one or more members of any committee may participate in a meeting of such committee by means of teleconference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

VI. UNIVERSITY OFFICERS

6.1. The University and Its Officers

The Board shall appoint and define the duties of the following University officers: the President and, as recommended by the President, the Provost, the Vice Presidents, and the Deans of the various colleges and schools.

The University, through its appointed officers, always functions under the Board's direction. The Board is always the ultimate authority in all University affairs and is exclusively empowered to remove University officers except that the Board may, by resolution, delegate such authority as it deems appropriate. The Board's power shall ordinarily be exercised in academic matters through the University President, the Provost, and the Deans of the various colleges and schools.

6.2. The President

The President, as the University's Chief Executive Officer, in the absence of the Provost, shall also be the University's Chief Academic Officer. The President shall be an ex-officio member of the Board and of all committees of the Board, except Trusteeship Committee and Audit Committee when details of external or internal audits are discussed. The President is elected by the Board, continues in office at the Board's pleasure, and is compensated as the Board directs.

The President has general authority and responsibility for the University and for keeping the Board of Trustees informed regarding the University in a timely and appropriate manner.

The President shall demonstrate those leadership skills necessary for the dynamic pursuit of the goals and objectives embodied in the University's mission. The President shall comprehend the higher education needs of the University's service region, work with the Board to develop proposals to meet those needs, and provide leadership to foster cooperation between campus and community in fulfilling the University's teaching, research, and social responsibilities.

6.3. The Provost

The Provost, appointed by the President with the Board's approval, continues in office at the pleasure of the President, and is compensated as the President directs with Board concurrence. The Provost

- i. is the University's Chief Academic Officer,
- ii. recommends chairs and deans for recruitment to the President of University,
- iii. oversees student affairs and ensures students outcomes are achieved and curricular and extra-curricular activities are performed in high quality,
- iv. is a member of the University faculty and of each department, school, and college, and an ex-officio member of each academic committee of the University and
- v. reports to the President with such powers and duties as the President shall designate from time to time with the concurrence of the Board.

Unless the Board determines otherwise, the Provost shall exercise the powers and duties of the President when that office is vacant and during the President's absence or incapacity.

6.4. Vice Presidents

The Vice Presidents are appointed by the President with Board approval, hold office at the President's pleasure, are compensated as the President directs with Board concurrence, and have such powers and duties as the President shall designate from time to time with Board concurrence. The Vice President for Administrative Affairs will also be the Chief Financial Officer.

6.5. Disposition of Assets

The University President is always accountable to the Board for the safekeeping and disposition of all property and funds the President receives on the University's behalf, from whatever source.

VII. UNIVERSITY FACULTY

1. University faculty are appointed by the Provost with the advice and consent of the appropriate college or school faculty, department head, and dean, and with the approval of the President and the Board.
2. The Provost is the Chair of the faculty. Each school or college dean is the Chair of that school or college faculty. The Provost appoints school and college deans with the advice and consent of the appropriate college of school faculty and with the approval of the President and the Board.
3. Subject to the powers vested in the Board, President, and Provost, the faculty, functioning through its duly constituted entities, has primary responsibilities for:
 - a. Instruction and academic standards;
 - b. Curriculum and course approvals;
 - c. Recommendations of faculty appointments, promotions, and faculty personnel concerns;
 - d. Recommendations for the instructional budget; and
 - e. Recommendations of policies affecting student affairs.

VIII. ANNUAL REPORT

The Department of Finance of the University shall submit an annual financial report covering the previous year and audited by the certified public accounting firm to the President of the University. The President shall present such annual financial report, together with the President's annual report of the operations and the condition of the University, and the President's recommendations thereon, to the Board at its second annual meeting.

The fiscal year of the University begins on August 1st of each year and ends on July 31st in the succeeding year.

IX. NONDISCRIMINATION POLICY

The American University of Kurdistan admits students regardless of race, color, religion, gender, disability, national origin, gender, sexual orientation, age, or disability to all the rights, privileges, programs, and activities generally accorded or made available to students at the school; the University does not discriminate on the basis of race, color, religion, gender, disability, national origin, gender, sexual orientation, age, or disability in the administration of policies, scholarship and loan programs, or athletic or other school-administered programs.

X. CONFLICT OF INTEREST

To ensure adherence by Trustees and staff to the highest ethical standards in all matters affecting the University's administration and operations, the Board shall, from time to time, adopt a conflict of interest policy. This policy shall be designed to identify conflicts of interest and shall require full disclosure by the individual involved of any conflict or potential conflict.

XI. LIABILITY AND INDEMNIFICATION

11.1. Indemnification Generally

The University shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil, criminal, or administrative, (other than an action or proceeding brought by or on behalf of the University, or authorized by a majority of the members of the Board) merely based upon such person's (or such person's testator or intestate) status as a Trustee, non-Trustee committee member, or officer or employee of the University, who serves or served the University or, at the request of the University, serves or served any other University or any partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity. Such indemnity shall cover judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, such person may become liable for due to his/her status with the University. This indemnification shall be in addition to and not offset against any other privilege or power the University may lawfully exercise as to indemnification or reimbursement of its Trustees, non-Trustee committee members, officers, or employees of the University.

11.2. Advancement of Expenses

The University shall advance such person's related and reasonable expenses, including attorney's fees, experts' fees, and consultant's fees upon receipt of an undertaking by or on behalf of such person to repay such advance if they are ultimately found not to be entitled to indemnification hereunder.

11.3. Notice

Any person seeking indemnification must give prompt written notice immediately upon learning that any proceeding has been filed or is threatening. Such notice must fully disclose relevant facts known, and anyone seeking indemnification must fully cooperate as requested in defending any proceeding.

11.4. Restrictions Against Indemnification

The University shall not indemnify any person if a judgment or other final adjudication adverse to such person establishes that the acts of such person or such person's testator or intestate were committed in bad faith or were unlawful or opposed to the best interests of the University, or that such person or such person's testator or intestate personally gained a financial profit or other advantage to which they were not legally entitled.

11.5. Insurance

The University shall purchase and maintain insurance to indemnify the University and its Trustees, non-Trustee committee members, officers, and employees to the full extent such insurance is permitted by law.

XII. AMENDMENT OF BYLAWS

These bylaws may be amended or repealed by majority vote of the Trustees at any meeting at which a quorum is present, and provided in each instance that written notice of the proposed amendment or repeal, or the substance thereof, has been sent by mail, fax, or electronically to each Trustee, not less than fourteen (14) days in advance of such meeting.

XIII. BYLAWS HISTORY

- a. **Approved by:** Board of Trustees
- b. **Adopted:** May 02, 2019
- c. **Amended:** May 02, 2019
- d. **Amended:** June 14, 2021
- e. **Amended:** May 28, 2023