

UNIVERSITY BY-LAWS

Seton Hall University



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**BY-LAWS
OF
SETON HALL UNIVERSITY**

PREAMBLE

As set forth in the original Act of Incorporation of Seton Hall College approved on March 8, 1861, the entire management of the affairs and concerns of Seton Hall University, and of all the corporate powers granted under the Act and subsequent Acts of the Legislature and all amendments to the Certificate of Incorporation, shall be vested in the Board of Trustees and, where delegated in these By-Laws, the Board of Regents of the University. That these responsibilities can be executed in an orderly manner, these By-Laws are adopted.

**ARTICLE I
NAME AND STRUCTURE**

Section 1: Legal Title

The legal title of the corporation is: SETON HALL UNIVERSITY, hereinafter referred to as the “corporation” or “University.”

In any legal instruments requiring further identification under the laws of the State of New Jersey, the corporation shall be identified as follows: “SETON HALL UNIVERSITY, an educational corporation of New Jersey.”

Section 2: Educational Structure

The University shall consist of those schools and colleges as may be approved by the Board of Trustees.

Section 3: Locations

The purposes and objectives of the corporation shall be implemented at those campuses as from time to time may be established by the Board of Trustees.

Section 4: Seal

The legal seal of the corporation shall be as impressed hereon:

**ARTICLE II
PURPOSES AND FUNCTION**

Section 1: Purposes

The purposes of the corporation are: the advancement of education for all persons who seek and qualify for the services of the corporation in the traditions of liberal arts education and the Judeo-Christian heritage; to provide education at all levels and primarily in the field of higher education; to offer its services to persons of whatever race, nationality, ethnic background, state or nation of residence, with recognition of the corporation’s primary responsibility to persons resident in the State of New Jersey; to promote and advance the education of all persons regardless of sex, age, race, ethnic background, marital status, or religious belief, recognizing and reaffirming its traditional affiliation and faith in the Roman Catholic Church.

Section 2: Function

In accomplishing the purposes of the corporation, all members of Boards, officers and others shall at all times conduct the affairs of the corporation as a non-profit corporation so that no individual shall have any right to any property of the corporation nor shall acquire any profit from the operation of the corporation and, further, to the end that the assets and income of the corporation shall be exempt from income taxes, either federal, state, or local and any other forms of taxation, and so that gifts, grants, and contributions to the corporation shall

qualify for income tax deduction by the donors under provisions of the federal or state Internal Revenue or Income Tax laws now in effect, or as may hereafter be adopted.

ARTICLE III BOARD OF TRUSTEES

Section 1: Functions and Powers

The Board of Trustees shall stand in the stead of the original incorporators of Seton Hall College. The Board of Trustees shall have the following functions, rights, duties, powers and responsibilities:

- A. The Board of Trustees shall maintain the essential character of the University as a Catholic institution of higher learning, it being the stated intention of the University that the University shall retain in perpetuity its identity as such an institution. The Board of Trustees shall refer any issue regarding the foregoing purpose to the Board of Regents which shall study such issue and render a written report, including recommendations, to the Board of Trustees within 120 days thereof. The Board of Trustees, thereafter, shall have the power to take all action necessary to achieve this purpose.
- B. The Board of Trustees hereby recognizes the members of the Priest Community of Seton Hall University (hereafter, the "Priest Community") as having a special role in enhancing and safeguarding the Catholic mission of the University. The Minister to the Priest Community shall be a member of the Priest Community elected by the members of the Priest Community and appointed to this office by the President of the University with the approval of the Most Reverend Archbishop of the Roman Catholic Archdiocese of Newark, the President of the Board of Trustees. The Minister to the Priest Community shall annually report to the Board of Trustees and to the Board of Regents regarding the Catholic mission of the University and the efforts of the Priest Community actively to support the Catholic mission.
- C. The Board of Trustees shall elect the members of the Board of Regents giving due consideration to nominations submitted and recommended by the Board of Regents, including any nominations submitted to the Board of Regents by the Board of Trustees.
- D. The Board of Trustees shall have the sole and exclusive right, power and responsibility to perform any and all acts relating to the sale, transfer or other conveyance of any real property of the University. No other Board, person, or entity may perform any such act affecting said real property unless specific authorization is so granted by the Board of Trustees by resolution.
- E. The Board of Trustees shall have the right to amend these By-Laws and the Certificate of Incorporation and to reject, approve, or veto any amendments to these By-Laws or the Certificate of Incorporation which may be recommended by the Board of Regents.
- F. The University, recognizing its debt and obligation to the Roman Catholic Archdiocese of Newark as the source of its institution in 1856 and the grantor by gift of its original and present major campus in South Orange, New Jersey, its initial financial support, and the services rendered and to be rendered by the Archbishop of Newark and significant numbers of priests of the Archdiocese, specifically and forever directs that, upon dissolution for any reason of the corporation of Seton Hall University, the assets of this corporation, being rendered free and clear of all debts and obligations, shall vest in said Roman Catholic Archdiocese of Newark for use by the Archdiocese for its endeavors in other fields of education, including but not limited to higher education, as the Archdiocese may in its sole discretion determine.
- G. To exercise any other rights granted to the Board of Trustees in these By-Laws.

It shall be the responsibility and authority of the Board of Trustees, in the event of such corporate dissolution, to act as Trustees in Dissolution under the Laws of the State of New Jersey to insure and direct the transfer of the remaining assets of the corporation to the Roman Catholic Archdiocese of Newark as aforesaid.

Upon dissolution, no individual in any capacity in the corporation shall have any interest in, nor be entitled to any share of distribution of, any remaining assets of the corporation available after payment of all debts.

Section 2: Membership

- A. The Board of Trustees shall consist of sixteen (16) members.
- B. *Ex-officio Members.* The following persons, by virtue of their office shall be members of the Board of Trustees with full voting privileges: The Most Reverend Archbishop of the Roman Catholic Archdiocese of Newark (or if there is a vacancy in the office of the Archbishop, the Administrator), as President; the Vicar General of the Roman Catholic Archdiocese of Newark; the President of the University; the University's Minister to the Priest Community; the Rector/Dean of the Immaculate Conception Seminary School of Theology; the Chair of the Board of Regents; the Vice Chair of the Board of Regents; the Secretary of the Board of Regents.
- C. *Appointed Members.* In addition to the aforesaid ex-officio members, there shall be eight (8) persons appointed to the Board of Trustees by the Most Reverend Archbishop of the Roman Catholic Archdiocese of Newark (or if there is a vacancy in the office of the Archbishop, the Administrator), three of whom must be lay members of the Board of Regents.
- D. Terms
 1. The terms of membership of the ex-officio members shall be coterminous with their incumbency in the office on which their membership is based.
 2. The term of the office of each appointed member of the Board of Trustees shall be three (3) years except that the term of office of a Regent that is appointed as a Trustee shall be co-terminus with such Regent's term of appointment as a Regent. The term of office of each appointed member of the Board of Trustees shall commence as of July 1st and expire on June 30th of the calendar years specified in the notice of appointment. Each appointed member of the Board of Trustees shall serve until a successor is appointed.
 3. Notwithstanding the foregoing, any appointed member of the Board of Trustees may be removed from the Board by the Most Reverend Archbishop of the Roman Catholic Archdiocese of Newark (or if there is a vacancy in the office of the Archbishop, the Administrator), with or without cause.
- E. The Chair of the Board of Trustees shall always be the Most Reverend Archbishop of Newark, President of the Roman Catholic Archdiocese of Newark (or if there is a vacancy in the office of the Archbishop, the Administrator).
- F. A Vice Chair and Secretary of the Board of Trustees shall be elected from the membership of the Board of Trustees by the Board of Trustees.

Section 3: Meetings

- A. There shall be three (3) regular meetings of the Board of Trustees, one of which shall be the annual meeting, in each calendar year. The meetings shall be held at a place and on a date fixed by the Board of Trustees. Each meeting shall be held within thirty (30) days after a regular meeting of the Board of Regents.
- B. Special meetings of the Board of Trustees shall be held at any time at the request of the Chair of the Board of Trustees or upon the written request of not less than six (6) members of the Board of Trustees. Notice of such special meetings shall be given to the membership by written notification, delivered by mail or in person, at least ten (10) days in advance of the date of such meeting.
- C. For the proper transaction of business of the Board of Trustees at any meeting, a quorum which shall consist of not less than nine (9) members of the Board then serving shall be required by personal presence. The affirmative vote of not less than nine (9) members of the Board of Trustees shall be required for any action or resolution affecting or relating to any matter referred to in Article III, Section 1(A), hereof; provided, however, that the personal presence and the affirmative vote of not less than twelve (12) members of the Board of Trustees shall be required for any action or resolution affecting or relating to any matter referred to in Article III, Section 1 (B), (C), (D), (E) or (F), hereof.

- D. Agenda at meetings of the Board shall be as follows:
- a) *Regular Meetings*
 1. Call to Order
 2. Opening Prayer
 3. Presentation and approval of minutes of the last annual meeting and of any regular or special meetings held since that meeting.
 4. Presentation of the Annual Report, and such other reports as may be appropriate, of the Board of Regents.
 5. Transaction of other business that may properly be brought before the meeting.
 6. Closing Prayer
 7. Adjournment
 - b) *Special Meetings*
 1. Call to Order
 2. Opening Prayer
 3. Reading of the Official Call for the Meeting
 4. Transaction of the business for which the meeting is called, and such other business as may properly come before the membership of the corporation.
 5. Closing Prayer
 6. Adjournment
- E. Notwithstanding the foregoing, in the event that the Chair of the Board of Trustees determines that it is not practical to convene any meeting referred to hereinabove and business needs to be transacted, business may be transacted by other reliable means in lieu of such meeting, including but not limited to written communication, telephone conference, telefax and/or electronic communication.

ARTICLE IV BOARD OF REGENTS

Section 1: Functions and Powers

Except to the extent that functions, powers, duties and responsibilities are hereinabove or hereinafter vested in and reserved to the Board of Trustees, the Board of Regents shall be responsible for the entire management of the affairs and concerns of the University, is vested with the responsibility, power and authority to govern the University, and shall exercise the corporate powers of the University under Law.

Without limiting the foregoing, the Board of Regents shall have the specific power and responsibility:

- A. to appoint and employ, fix the compensation of, and remove the President, the Provost and/or officers of the University as the Board may deem to be necessary. The affirmative vote of two-thirds of the membership of the Board of Regents shall be required for the appointment, extension of the term of office of the President, or removal of the President of the University;
- B. to authorize the University to lend money to, or guarantee any obligation of, or otherwise assist, any officer or other employee of the University, whenever in the judgment of the Board of Regents, the loan, guarantee or assistance may reasonably be expected to benefit the University, provided that if any officer or other employee is also a member of the Board of Regents, such transaction is authorized by the affirmative vote of two-thirds of the membership of the Board of Regents, exclusive of the interested officer/employee/regent.

The loan, guarantee or other assistance may be made with or without interest and may be unsecured or secured in a manner as the Board of Regents shall approve, and may be made upon other terms and conditions as the Board of Regents may determine.

- C. to review, approve, amend or disapprove all capital and operating budgets of the University and to exercise surveillance to ensure that all expenditures of the University are made pursuant to all pertinent laws, regulations, rule, policies, budgets and resolutions of the Board of Trustees and/or the Board of Regents in force;
- D. to establish all degrees in course to be granted by the University and to grant all such degrees after due consideration of nominations submitted by the faculty and to authorize and confer any and all honorary degrees;
- E. to establish and prescribe, in consultation with the President of the University, and with due regard for the professional judgment of the faculty, the principal functions of major academic divisions, colleges, schools, departments and professional schools within the University;
- F. to amend or repeal the Certificate of Incorporation of the University, as amended, and these By-Laws, provided, however, that any such amendment or repeal shall be valid only if approved by a vote of the membership of the Board of Trustees as provided in Article III, Section 3(E).

Section 2: Membership

- A. The Board of Regents shall consist of no less than twenty-three (23), nor more than thirty-five (35) members.
- B. *Ex-officio Members:* The Most Reverend Archbishop of the Roman Catholic Archdiocese of Newark (or if there is a vacancy in the office of the Archbishop, the Administrator); the Coadjutor Archbishop of the Archdiocese of Newark; the Diocesan Bishops of the Roman Catholic Dioceses of the Province of the State of New Jersey; the Bishop of the Byzantine Catholic Diocese of Passaic, New Jersey; the Vicar General and Moderator of the Curia of the Archdiocese of Newark; the President of the University; the President of the University's Alumni Association; and the University's Minister to the Priest Community shall be ex-officio members of the Board of Regents with full voting privileges.
- C. *Elected Members:* There shall be no more than twenty-four (24) non ex-officio members elected by the members of the Board of Trustees.
- D. Terms
 - 1. The term of membership of the ex-officio members shall be coterminous with their incumbency in the office on which their ex-officio membership is based.
 - 2. The term of office of each elected member of the Board of Regents shall be three (3) years commencing on the first day of July specified in the Resolution of the Board of Trustees electing said member. Regents are eligible for re-election to a maximum of three full consecutive terms, except as individual Regents may be exempted from this provision for good cause shown by resolution of the Board of Trustees.
 - 3. Elected members are eligible for reelection at the end of their terms subject to the restrictions set forth in Section 2(F) of this Article IV.
- E. A vacancy which occurs because of discontinuance of membership for any reason by a member whose term had not expired may be filled by the Board of Trustees for the unexpired term. The unexpired term shall not count toward the consecutive full-term limitation set forth in this Article.
- F. The total number of terms a Regent may serve is three full consecutive terms.
- G. Upon recommendation of the Committee on Regents, Regents who have served with distinction for at least two terms may be elected by the majority of Regents as Regents Emeriti. The term of office of Regent Emeriti shall be three years commencing on the first day of July specified in the Resolution of the Board of Trustees electing said Regent Emeriti. Regent Emeriti are eligible for re-election provided the number of Regents Emeriti does not exceed one-third of the total number of voting Regents. Except for the Executive Committee and Committee on Regents, Regent Emeriti are eligible to serve on Board Committees, with

voting privileges, and may speak freely at all Board and Committee meetings. Regents Emeriti shall not have voting privileges at Board meetings and shall not be counted as part of quorum determinations. Regent Emeriti shall be sent notices and minutes of all Board meetings and are encouraged to attend Board meetings or otherwise accept special assignments that are helpful to the Board of Regents and the University.

- H. The office of any elected Regent shall be deemed vacant by reason of death, resignation, the expiration of the Regent's term, or the failure to attend three consecutive meetings unless excused by the Chair of the Board of Regents, which failure shall be determined to constitute voluntary resignation.

Section 3: Meetings

- A. There shall be four (4) regular meetings in each calendar year. The meetings shall be held at a place and on a date fixed by the Board of Regents.
- B. Special meetings of the Board of Regents may be called at any time by the President or Chair of the Board of Regents; or, upon written request of at least five (5) members, a special meeting shall be called by the Chair or Vice Chair of the Board of Regents.

Notice of a special meeting shall be given to the membership by written notification delivered by mail or in person not less than three (3) days before the date of such meeting. In all cases, such notice of a special meeting shall contain the purpose or purposes of such meeting and any action taken at such meeting shall be limited to such purpose.

- C. Notwithstanding the foregoing, in the event that the Chair of the Board of Regents determines that it is not practical to convene any meeting referred to hereinabove and business needs to be transacted, business may be transacted by other reliable means in lieu of such meeting, including but not limited to written communication, telephone conference, telefax and/or electronic communication.

Section 4: Order of Business

The Agenda for the meetings of the Board of Regents shall be as follows unless modified by direction of the Chair or by resolution of the Board:

A) Regular Meeting

1. Call to Order
2. Opening Prayer
3. Presentation and approval of minutes of the last regular meeting and of any special meetings held since that meeting.
4. Reports of Committees
5. Communications
6. Unfinished Business
7. Transaction of other business that may properly be brought before the meeting.
8. Closing Prayer
9. Adjournment

B) Special Meetings

1. Call to Order
2. Opening Prayer
3. Reading of the Official Call for the Meeting
4. Transaction of the Business for which the meeting is called.
5. Closing Prayer

6. Adjournment

ARTICLE V STRUCTURE OF THE BOARD OF REGENTS

Section 1: Officers

The officers of the Board of Regents shall be the Chair, President, Vice Chair and Secretary.

- A. The Chair of the Board of Regents shall be elected from the membership of the Board of Regents by a majority vote of the Board of Regents. The duties of the Chair of the Board of Regents shall be to preside at all meetings of the Board of Regents, to serve ex officio with full voting privileges on all committees, to establish Special Committees as the Chair may deem necessary, and to report to the Board of Trustees as the Board of Trustees may from time to time require.
- B. The President of the Board of Regents shall always be the Most Reverend Archbishop of Newark as President of the Roman Catholic Archdiocese of Newark (or if there is a vacancy in the office of the Archbishop, the Administrator). The President of the Board of Regents shall not be subject to any attendance requirement and may attend such meetings as he deems appropriate.
- C. The Vice Chair of the Board of Regents shall be elected from the membership of the Board of Regents by a majority vote of the Board of Regents. The duties of the Vice Chair shall be to preside at all meetings of the Board of Regents in the absence of the Chair, to serve ex officio with full voting privileges on all committees, and to assume the authority and duties of the Chair in the Chair's absence or as the Chair may, from time to time, direct.
- D. The Secretary shall be elected from the membership of the Board of Regents. It shall be the Secretary's duty to have the minutes of all meetings of the Board recorded, including a statement of the names of the members present and absent and an accurate record of all business transacted. The Secretary or the Secretary's designee shall forward to each member of the Board of Regents, at least one week prior to each meeting, a copy of the minutes of the previous meeting. It shall be the Secretary's further duty to see that proper notice of each meeting of the Board of Regents is sent to all members at least seven (7) days before such meeting, including in such notice a statement of matters to be thereat considered. The Secretary or the Secretary's designee shall have custody of the official seal of the corporation and the Secretary or the Secretary's designee shall affix it, when required, to all written instruments of the corporation executed by the Trustees or in their name.

Section 2: Operating Structure

There shall be standing operating committees of the Board of Regents. All matters which are within the authority and responsibility of these committees shall be referred automatically to these committees for evaluation and report before any consideration by the Board of Regents. Those standing operating committees are as follows:

A. The Executive Committee

1. The Executive Committee shall consist of not less than seven (7) members of the Board of Regents. The Chair, Vice Chair, and Secretary of the Board of Regents shall be ex officio, with full voting privileges, members of the Executive Committee. The Chair of the Board of Regents shall be the Chair of the Executive Committee. The Secretary of the Board of Regents shall be Secretary of the Executive Committee.
2. The President of the University shall be an ex-officio member, with full voting privileges, of the Executive Committee. In the absence of the Chair, the Vice Chair of the Board of Regents shall preside. The remaining members of the Committee shall be appointed from among the membership of the Board of Regents by the Chair of the Executive Committee.

3. The Executive Committee shall meet as necessary to ensure that matters within its jurisdiction are addressed timely and appropriately.
4. *Candidates for Honorary Degrees.* The Executive Committee shall be responsible for the investigation and review of all proposed candidates for honorary degrees. Nominees for all honorary degrees shall be forwarded to the chair of the Committee who shall maintain a continuing file on all proposed candidates. As soon as practicable, in the beginning of the academic year in which the degree is proposed to be conferred, the Committee shall receive all proposals for candidates from whatever the source. The Executive Committee shall refer nominees to the Mission and Identity Committee of the Board of Regents who shall approve or disapprove any such nominee, giving due consideration to the University's Catholic mission and identity, within 30 days after such referral. If the Mission and Identity Committee disapproves a nominee, such nominee's nomination shall be considered withdrawn. If the Mission and Identity Committee approves such nomination, the Executive Committee shall thereafter make its report and recommendations at the first regular meeting of the Board of Regents each year. No candidates for honorary degrees shall be considered by the Board without the report and recommendation of the Executive Committee as set forth herein unless the Board of Regents determines to so act by a three-fourths vote of the membership.
5. The minutes of the meetings of the Executive Committee shall be distributed regularly to each member of the Board of Regents. At each meeting of the Board of Regents, the actions taken by the Executive Committee subsequent to the last meeting of the Board of Regents shall be reported to, and ratified by, the Board of Regents.

B. Finance Committee

1. The Finance Committee shall consist of no less than five (5) members of the Board of Regents, one of whom shall be designated by the Chair of the Board of Regents to be Chair of the Committee. The President of the University shall be an ex-officio member, with full voting privileges, of the Finance Committee. The members of the Committee shall be appointed by the Chair of the Board of Regents from among the membership of the Board of Regents.
2. This Committee shall have four prime responsibilities in addition to such other responsibilities as the Chair of the Board of Regents shall assign to it from time to time.
 - (a) *Budget:* The Finance Committee shall be responsible for review and investigation of the annual budget proposed for the ensuing fiscal year. To fulfill this responsibility, the Committee shall receive from the President of the University budget proposals and shall make a final report and recommendation for adoption of the budget at the regular meeting each calendar year of the Board of Regents which precedes the fiscal year for which the budget is proposed.
 - (b) *Budget Control:* The Finance Committee shall meet during the fiscal year to review, investigate and recommend in regard to the performance of the University under the current budget. It shall make such recommendations and reports to the Board of Regents in regard to such operations as it shall deem advisable.
 - (c) *Project Costs:* The Finance Committee shall investigate and review all proposed projects of the University in regard to academic programs, special programs, capital improvements and maintenance in order that it can make its recommendations and reports to the Board of Regents on only such matters prior to required Board action.
 - (d) *Endowment Fund:* The Finance Committee shall be responsible for general review and policy recommendations in regard to the Endowment Fund of the University and for periodic consultations with any investment counsel or advisors recommended by the Committee and appointed by the Board. In the course of the performance of its responsibilities, the Committee shall meet with such employees of the University as it or the President of the University may deem advisable.

C. Committee on Regents

1. The Committee on Regents shall consist of not less than five (5) members of the Board of Regents: the Vice Chair of the Board of Regents and four (4) additional members who shall be appointed by the Chair of the Board from the membership of the Board of Regents. The Chair of the Committee on Regents shall be designated by the Chair of the Board of Regents.
2. This Committee shall have the following responsibilities in addition to other responsibilities as the Chair of the Board of Regents shall assign to it from time to time:
 - (a) *Candidates for membership of the Board of Regents:* The Committee on Regents shall be responsible for proposing all candidates for membership on the Board of Regents subject to the right of the Board of Trustees to nominate candidates for membership as provided in Article III, Section 1(C); and all proposals as to such candidates shall be forwarded to the Chair of the Committee who shall maintain a record of the names of all proposed candidates and any information concerning such persons. The names of the candidates and all appropriate data shall be forwarded to the Board of Regents. From time to time as the terms of office of members approach expiration or as vacancies are created, the Committee on Regents shall meet and review the names and qualifications of all proposed candidates and shall report its recommendations to the Board of Regents. The Board of Regents shall vote upon the candidates and the Secretary of the Board of Regents shall forward the names of the proposed candidates and all appropriate data to the Board of Trustees for appropriate action.
 - (b) *Review of the candidates for other offices:* Upon request of the President of the University, the Committee on Regents shall investigate and review candidates for University positions as the President of the University proposes. It shall report and recommend on such candidates as required by the Board of Regents.

D. The Seminary Board of Overseers

1. The Seminary Board of Overseers shall consist of not less than eight (8) or more than twenty-two (22) members. The President of the Board of Regents and the President of the University, or their designees, shall be ex-officio members of the Seminary Board of Overseers with full voting privileges. The Chair of the Board of Regents and the Rector/Dean of the Seminary shall also be ex-officio members of the Seminary Board of Overseers with full voting privileges. The Chair of the Board of Regents, with the approval of the President of the Board of Regents, shall appoint not less than four (4) nor more than eighteen (18) additional members to the Seminary Board of Overseers, two (2) of whom shall be from the membership of the Board of Regents. The President of the Board of Regents shall be the Chair of the Seminary Board of Overseers. The Secretary of the Seminary Board of Overseers shall be designated by the President of the Board of Regents.
2. The Seminary Board of Overseers, as nearly as practicable, shall meet quarterly.
3. The Seminary Board of Overseers, between meetings of the Board of Regents shall have all the powers and functions of the Board of Regents with respect to the management, operation, control and supervision of the Immaculate Conception Seminary School of Theology.
4. The minutes of the meetings of the Seminary Board of Overseers shall be distributed regularly to each member of the Board of Regents. At each meeting of the Board of Regents, the actions taken by the Seminary Board of Overseers subsequent to the last meeting of the Board of Regents shall be reported to, and ratified by, the Board of Regents.

E. Mission and Identity Committee

1. The Mission and Identity Committee shall consist of not less than seven (7) members of the Board of Regents.
2. The members of the Committee shall be appointed from among the membership of the Board of Regents by the Chair of the Board of Regents.
3. In addition to such other responsibilities as the Chair of the Board of Regents shall assign to it from time to time, the Mission and Identity Committee shall consider matters referred to the Board of Regents by the Board of Trustees arising from the University's Catholic mission and identity, giving due

consideration to the identity of Catholic institutions of higher education that is described in *Ex corde Ecclesiae* (1990). The Committee shall report its recommendations to the Board of Regents.

4. The Mission and Identity Committee shall meet as necessary to ensure that matters within its jurisdiction are addressed in a timely and appropriate manner.
5. The minutes of the meetings of the Mission and Identity Committee shall be distributed regularly to each member of the Board of Regents.

F. *Miscellaneous Committees*

The Chair of the Board of Regents may, with the approval of the Board of Regents, create other standing committees such as the Academic Affairs Committee, Student Affairs Committee, Planning Committee, Development Committee, etc., which the Chair deems to be necessary and appropriate and to prescribe the functions and responsibilities of such other standing committees.

G. *Presidential Search and Screen Committee*

At least twelve (12) months prior to the expiration of the term of the President then holding office, the President of the Board of Regents/Chair of the Board of Trustees shall initiate the process of forming a search and screen committee consisting of ten (10) members, three of whom shall be Trustees, three of whom shall be Regents, one of whom shall be a member of the Priest Community, one of whom shall be a Vice President of the University, and two of whom shall be members of the faculty. The President of the Board of Regents/Chair of the Board of Trustees shall appoint the three Trustees and the one member of the Priest Community of the search and screen committee. The Chair of the Board of Regents shall appoint the three Regent members of the search and screen committee. The Board of Regents shall appoint the Vice President of the search and screen committee. The Provost of the University shall appoint the two faculty members of the search and screen committee. The President of the Board of Regents/Chair of the Board of Trustees shall appoint the chair of the search and screen committee from among the committee members.

Section 3: *Meetings*

- A. Notwithstanding the foregoing, in the event that the chair of any committee of the Board of Regents determines that it is not practical to convene any meeting referred to hereinabove and business needs to be transacted, business may be transacted by other reliable means in lieu of such meeting, including but not limited to written communication, telephone conference, telefax and/or electronic communication.

ARTICLE VI

OFFICERS OF THE CORPORATION

1. *Election of Officers.* The Board of Regents shall elect a President of the University and such other officers as it may from time to time deem necessary to conduct the affairs of the University. Said officers shall serve at the pleasure of the Board of Regents. One person may hold two or more offices.
2. *Duties and Authorities of President.* The President of the University shall always be a Roman Catholic priest, provided, however, that the Board of Trustees hereby grants an exception to this requirement to permit the Board of Regents to elect and appoint a practicing Roman Catholic lay President in 2019. The President shall be the Chief Executive Officer of the University. Subject only to the authority of the Board of Regents, the President shall have general charge and supervision over, and responsibility for, the business and affairs of the University. Unless otherwise directed by the Board of Regents, all other officers shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the University contracts or other instruments in the regular course of business or other instruments not in the regular course of business, which are authorized, either generally or specifically, by the Board of Regents. The President shall have the general powers and duties of management usually vested in the chief executive officer of a corporation.
3. *Duties and Authority of Secretary.* The Secretary of the Board of Regents shall be the Secretary of the University and shall be empowered to act as provided in Article V, Section 1(D) of these By-Laws.

4. *Duties and Authority of Other Officers.* Subject to the approval and authority of the President of the University and the Board of Regents, those individuals elected as officers shall be empowered to act on behalf of the University in performing those duties and/or exercising such other powers as are incident to their offices or as shall be assigned by the President or the Board of Regents.

ARTICLE VII

CONFLICTS OF INTEREST

A Trustee or Regent shall be considered to have a conflict of interest if:

- a. there exists or potentially exists financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his responsibilities to the University; or
- b. a member of the Trustee's or Regent's family (which for purposes of this Article shall be a spouse, parent, sibling, child and any other relative) or any organization in which a Trustee or Regent (or member of his family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has existing or potential financial or other interests.

Each Trustee and Regent shall disclose to the Board of Trustees and the Board of Regents any possible conflict of interest at the earliest practical time. No Trustee or Regent shall vote on any matter, under consideration at a Board or committee meeting, in which the Trustee or Regent has a conflict of interest. The minutes of such meeting shall reflect that a discourse was made and that the Trustee or Regent having a conflict of interest abstained from voting. Any Trustee or Regent who is uncertain whether there is a conflict or interest in any matter may request the Board of Trustees, Board of Regents, or committee to determine whether a conflict of interest exists, and the Board of Trustees or Board of Regents or committee shall resolve the question by majority vote.

ARTICLE VIII

QUORUM

Except as specifically provided for otherwise, a simple majority of the members of any Board or Committee created under these By-Laws shall constitute a quorum for the transaction of business. At each meeting of such Board or Committee, each member of the Board or Committee shall be entitled to one vote on each matter submitted at the meeting. The vote upon any matter before the meeting shall be by voice vote unless a vote by ballot shall be directed by the Chair of the meeting or requested by one-third of the members present at the meeting. Except as otherwise provided in these By-Laws, a vote of the majority of the members present shall be sufficient for the adoption of a resolution.

ARTICLE IX

LIMITATION OF AUTHORITY

No member of the Board of Trustees, the Board of Regents, or any Committee of said Boards and no officer or employee of the University shall have the authority to legally or equitably bind the University to any policy, action or agreement unless granted such authority by specific resolution, formally adopted under the provisions of these By-Laws.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall begin on July 1 of each year and end on June 30 of the succeeding year.

Approved by the Board of Trustees on 10 June 2020.