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Bylaws of the Board of Trustees, Effective 2016-01-21

University of Dayton

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Bylaws of the Board of Trustees

BYLAWS OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF DAYTON

Approved November 13, 1970
Amended August 31, 1972
Amended January 21, 1983
Amended May 13, 1988
Amended January 15, 1999
Amended May 19, 2006
Amended May 18, 2007
Amended January 16, 2009
Amended January 20, 2011
Amended October 17, 2013
Amended January 16, 2015
Amended January 21, 2016

Preamble

The Board of Trustees of the University of Dayton has been established by the Members of the University of Dayton non-profit corporation (the “University”) under the provisions of the Articles of Incorporation of the University of Dayton, as amended, the Code of Regulations of the University, and the portions of the Ohio Revised Code relating to Non-Profit Corporations to exercise final control over all matters pertaining to the governance of the University except where such authority has been specifically reserved to the Members of the University. These Bylaws, when adopted by the Board of Trustees, shall determine the operational procedures for the Board within the limits prescribed by said Articles of Incorporation, as amended, and the Code of Regulations of the University.

ARTICLE I: MEMBERSHIP AND ELECTION

Section 1: Membership and Election

- (a) The membership of the Board of Trustees and election thereto shall be determined according to the provisions of Article V, Section 2 of the Code of Regulations of the University.
- (b) The total number of members of the Board of Trustees is determined from time to time by the Members of the University.
- (c) The Committee on Trustees shall prepare a list of names of candidates for nomination as Trustees and submit such list to the Chairperson of the University at least five days prior to any regular or special meeting of the Members of the University whenever practically possible.

(d) When approved by the Members of the University, a list of nominees shall be submitted to the Board of Trustees for the election of Trustees at any regular or special meeting of Trustees.

(e) Each Trustee is expected, in good faith:

(i) to perform his or her obligations as Trustee with the level of fiduciary care that is the standard for higher education institutions;

(ii) to treat with highest confidence information about the University that the Trustee learns in the exercise of his or her duties as Trustee, that he or she knows or reasonably should know is confidential and not generally known to the public;

(iii) to be familiar with and comply with the University of Dayton's Code of Business Conduct/Conflict of Interest Policy for Trustees, as it shall exist from time to time, and to submit a signed Conflict of Interest Statement to the University each year when due;

(iv) in serving on a Board committee, to abide by the terms of the charter applicable to that Committee; and

(v) to refrain from any conduct in violation of any criminal statute, conduct involving moral turpitude or public conduct (including a public oral or written statement) that is knowingly inconsistent with, embarrassing to (from a reasonable person's perspective) and/or harmful to the University's identity as a Catholic institution;

(f) Trustees remain subject to the removal authority of the Members of the University pursuant to Article V, Section 6(c) of the Code of Regulations of the University.

ARTICLE II: MEETINGS

Section 1: Regular and Special Meetings

(a) Unless otherwise decided by its members, the Board of Trustees shall hold regular meetings in the Fall, Winter and Spring at such date, time, and place as may be fixed by the Board.

(b) The Spring meeting shall be designated as the Annual Meeting.

(c) Special meetings of the Board of Trustees may be called by the Chairperson of the Board, the President of the University, or upon the written request of any five Trustees.

(d) Written notice of all meetings, including the agenda, shall be sent by electronic notification by the Secretary of the Board to each member of the Board at least five days prior to the date of the meeting whenever practically possible.

(e) Any action which might be taken at a meeting of the Trustees may be taken without such meeting if authorized in writing by all the current Trustees, provided only that evidence of such action be retained in the permanent record or minutes relating to meetings of the Trustees.

(f) A meeting of the Trustees may be conducted, in whole or in part, by electronic mail, or by electronic audio or video screen communication, (i) if the University implements measures to provide Trustees an opportunity to participate in the meeting and to vote on matters, including an opportunity to read, hear, and/or see the proceedings of the meeting concurrently with those proceedings, and (ii) if any Trustee votes or takes other action at the meeting by means of electronic mail or electronic audio or video screen communication, a record of that vote or action is maintained by the University.

Section 2: Quorum

(a) A quorum for the transaction of business by the Board shall consist of a majority of the total number of members of the Board.

Section 3: Conduct of Meetings

(a) All meetings shall be conducted in accord with parliamentary procedure outlined in Roberts Rules of Order, Newly Revised, or other procedure adopted by the Board.

(b) The usual order of business at meetings of the Board shall be as follows:

- (1) Call to order
- (2) Approval of minutes of last meeting
- (3) Report of the Chairperson
- (4) Committee reports
- (5) Unfinished business
- (6) New business
- (7) Adjournment

Section 4: Voting Procedures

(a) Decisions by vote of the Board members in ordinary matters shall require a majority vote of those present provided a quorum is present.

ARTICLE III: OFFICERS

Section 1: Election, Term of Office, and Removal

(a) The Officers of the Board of Trustees, except for its Vice Chairperson and its Secretary, as defined in Article V, Section 10 of the Code of Regulations of the University, shall be elected from among the membership of the Board by majority vote of the Trustees present and constituting a quorum at the Annual Meeting of the Board of Trustees.

- (b) The Chairperson of the Board shall be elected to serve for one-three year term.
- (c) The Vice Chairperson of the Board, who is the Provincial of the Marianist Province of the United States, shall serve in this office until the completion of his term as the Provincial of the Marianist Province of the United States.
- (d) The Chairperson Elect shall be elected from among the membership of the Board by majority vote of the Trustees present and constituting a quorum at a meeting of the Board of Trustees approximately one year before the expected end of the Chairperson of the Board's term as Chair. Once elected, the Chairperson Elect shall be eligible to serve as a Trustee and as Chairperson Elect until the expiration of the term of the current Chairperson of the Board, and then shall be eligible to serve one additional three-year term as Chairperson of the Board if so elected if such an additional three-year term is necessary in order to serve a complete three-year term as Chairperson. In extenuating, documented circumstances, a Chairperson Elect may be elected later than one year prior to the expected end of the current Chairperson's term.
- (e) There shall be no limit to the number of times the same person may be elected to the same or any other office, except as otherwise provided in the Articles of Incorporation, as amended, or the Code of Regulations of the University.
- (f) Any person elected as an officer of the Board (except for Vice Chairperson and Secretary, whose eligibility is determined by Article V, Section 10 of the Code of Regulations of the University) may be removed at any regular or special meeting by vote of the majority of the Trustees present and constituting a quorum.

Section 2: Duties of Officers

- (a) The Chairperson shall preside at all meetings of the Board and shall decide all questions of order. The Chairperson shall have such other duties as may from time to time be required of him or her by the Trustees. The Chairperson shall sign all contracts, notes, deeds, mortgages, bonds, other obligations, or other papers requiring his or her signature.
- (b) The Chairperson of the Board shall serve as Chairperson of the Executive Committee of the Board of Trustees.
- (c) The Chairperson shall appoint the members of all committees of the Board, except the Executive Committee, and shall perform such other duties as may be, from time to time, assigned by the Board.
- (d) The Vice Chairperson shall serve in the absence of the Chairperson and shall assist the Chairperson at the latter's request. The Vice Chairperson shall have the authority to perform all the duties of the Chairperson, in case of his or her absence or disability, together with such other duties as the Board of Trustees may from time to time prescribe. The authority of the Vice

Chairperson to execute and authorize deeds, mortgages, bonds, contracts and other obligations in the name of the University shall be coordinated with like authority of the Chairperson.

(e) The Chairperson Elect shall succeed and serve as the Chairperson after the expiration of the current Chairperson's term if so elected at that time. The Chairperson Elect shall assist the Chairperson and the Vice Chairperson at the requests of such officers. The Chairperson Elect shall have such other duties as the Board of Trustees may from time to time prescribe.

(f) The Secretary shall be responsible for recording and distributing minutes of all meetings of the Board, issuing notice of meetings, keeping records of attendance, and handling all correspondence for the Board. The Secretary shall be the custodian of the Seal of the University and shall have authority to attest to all official documents and instruments of the University.

(g) The Board of Trustees may, from time to time, appoint such other assistant officers of the Board of Trustees (such as an Assistant Secretary) to act as assistants to and under the direction of their superior officers. They shall be vested with all of the powers or be required to perform any of the duties of their superior officers in their absence, and they shall perform such other and further duties as may, from time to time, be required of them by the Board of Trustees.

Section 3: Vacancy in Office

(a) In the event of a vacancy in the office of Chairperson, the Vice Chairperson shall serve as Chairperson until a new Chairperson has been appointed or elected.

(b) In the event of a vacancy in the office of Vice Chairperson or Secretary, the vacancy shall be filled in accordance with the relevant provisions of the Code of Regulations of the University.

(c) In the event of a vacancy in the office of Chairperson Elect, the vacancy shall be filled by election at the next meeting of the Board following the creation of the vacancy.

ARTICLE IV: COMMITTEES

Section 1: Executive Committee

(a) Members of the Executive Committee, except the Chairperson, the Vice Chairperson of the Board, the Chairperson-Elect and the President of the University, each of whom are *ex officio* voting members on the Executive Committee, shall be the chairs of the standing committees of the Board.

(b) The number of members of the Committee shall be determined by the Board in accordance with Article V, Section 11(a) of the Code of Regulations of the University.

(c) The Chairperson of the Board shall be the Chairperson of the Executive Committee and the President of the University shall be the Vice Chairperson.

(d) Vacancies which occur among the elected members of the Committee for any reason, except the expiration of time, shall be filled for the unexpired term by election at the next meeting of the Board following the existence of the vacancy.

(e) Meetings of the Executive Committee shall be called when necessary by the Chairperson of the Board or the President of the University.

(f) A majority of the total number of members of the Committee, including *ex officio* voting members, shall constitute a quorum.

(g) In the intervals between meetings of the Board of Trustees, the Executive Committee shall have full power to take each and every action which the Trustees are authorized to take, except for the limitations stated in Article V, Section 11(a)(ii) of the Code of Regulations of the University.

(h) Any action which might be taken at a meeting of the Executive Committee may be taken without such meeting if authorized in writing by two-thirds of the current members of the Executive Committee, where such two-thirds shall include the Chairperson of the Board and the President, provided only that evidence of such action be retained in the permanent record or minutes relating to meetings of the Executive Committee.

Section 2: Committee on Trustees

(a) A Committee on Trustees shall be appointed by the Chairperson of the Board to perform the following duties:

(1) to prepare and submit to the Chairperson of the University a list of candidates for nomination to the Board of Trustees of the University of Dayton in accordance with the provisions of Article V, Section 2 of the Code of Regulations of the University;

(2) to maintain a list of candidates for nomination to the Board through a continuing search for individuals with special talents for service to the University as Trustees;

(3) to assist the Chairperson of the Board in selecting Trustees and other persons to serve on committees of the Board;

(4) to conduct an orientation program for new Trustees with the assistance of selected faculty and students of the University and to promote the continued education of Trustees through seminars and meetings designed to confront the major issues facing the University;

(5) to submit an annual report to the Board on the Committee's assessment of the effectiveness of Board operations and to recommend means for improvement.

Section 3: Other Committees

(a) There shall be other standing and ad hoc committees as the Trustees may from time to time determine, to perform duties as specified in a charter or other documents governing the committee's actions (which document(s) shall be developed and revised by the Board or, if by the committee, with Board oversight).

(b) The President of the University and the Chairperson of the Board of Trustees shall be *ex officio* voting members of all standing committees, provided that the President shall abstain from discussions and voting on any matters that may present a conflict of interest (including all discussion and votes related to the President's performance and compensation).

(c) Persons other than Trustees, especially members of the University Community, such as administrators, faculty, and students, may be appointed to any committee except the Executive Committee, but shall be nonvoting members unless otherwise specified in that Committee's charter as approved by the Board of Trustees.

Section 4: Committee Meetings

(a) Meetings of the committees of the Board shall be held upon call of the committee chairperson.

(b) Written notice of the committee meetings, including the agenda, shall be sent by electronic notification to each member of the committee at least five days prior to the date of the meeting.

(c) Minutes of each committee meeting shall be available to all members of the Board on request.

(d) A meeting of a Board committee may be conducted, in whole or in part, by electronic mail, or by electronic audio or video screen communication, (i) if the University implements measures to provide committee members an opportunity to participate in the meeting and to vote on matters, including an opportunity to read, hear, and/or see the proceedings of the meeting concurrently with those proceedings, and (ii) if any committee member votes or takes other action at the meeting by means of electronic mail or electronic audio or video screen communication, a record of that vote or action is maintained by the University.

ARTICLE V: EXECUTIVE OFFICERS OF THE UNIVERSITY

Section 1: Selection of the President

The Board of Trustees shall choose the President of the University in the manner set forth in Article VII, Section 2 of the Code of Regulations of the University.

Section 2: Other Executive Officers of the University

(a) Other officers of the University shall be appointed by the President for defined terms of office, and in accordance with the provisions of Article VII, Sections 2, 3, and 4 of the Code of Regulations of the University.

(b) It shall be the prerogative of the Trustees, at their pleasure, to invite the Executive Officers of the University to attend Board meetings.

ARTICLE VI: POLICY MANUALS

Section 1: University Policy Manual

(a) The Board of Trustees, as the body exercising final authority for the approval of all policies affecting the entire University, shall have ultimate oversight authority over the procedure for maintaining an official policy repository which shall be kept up to date based on the Board's prerogatives, legal requirements and best practices, and which may be in paper and/or electronic format.

(b) The custodian of the official policy repository for the University shall be the President of the University.

(c) At the discretion of the President, access to the policy repository may be made available to other University personnel and portions thereof to the general public.

Section 2: Unit Policy Manuals

(a) An up-to-date Policy Manual shall be maintained by the administrative officers of the University covering all official policies related to each administrative officer's unit.

(b) This directive shall apply to Executive Officers of the University, Deans, heads of major academic units, administrators of instructional departments, and directors of all supporting units of the University.

(c) The President of the University shall be responsible for determining that such Policy Manuals are maintained in an appropriate manner.

(d) This directive is not intended to apply to council or committee bylaws, handbooks, guidelines, or similar regulations which are primarily designed to provide the means for carrying out established policies.

ARTICLE VII: AMENDMENTS

Section 1: Procedure

(a) These Bylaws may be amended or repealed by a two-thirds vote of the Board members present at any regular or special meeting, provided that written notice of such proposed

amendment has been given to the Trustees via electronic communication with the agenda for the meeting.