

10-17-2013

## Basic Governing Documents, Effective 2013-10-17

University of Dayton

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# Basic Governing Documents of the University of Dayton

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# Articles of Incorporation

## CERTIFICATION OF AMENDMENT TO ARTICLES OF INCORPORATION OF UNIVERSITY OF DAYTON

**JOSEPH H. KAMIS**, Chairperson of the Corporation and **RAYMOND L. FITZ**, Secretary of the **UNIVERSITY OF DAYTON**, an Ohio corporation organized not for profit, do hereby certify that at a meeting of the members of said corporation duly called and held on the 15th day of January, 1999, at which meeting a quorum was present, and by the affirmative vote of a majority of the members present thereat, the following resolution of amendment was adopted:

**RESOLVED**, That the following Amended Articles of Incorporation be, and the same are hereby adopted to supersede and take the place of the existing Articles of Incorporation and all amendments thereto:

### AMENDED ARTICLES OF INCORPORATION OF UNIVERSITY OF DAYTON

**FIRST:** The name of the corporation shall be **UNIVERSITY OF DAYTON**.

**SECOND:** The place in the State of Ohio where the principal office is located is the City of Dayton, Montgomery County.

**THIRD:** The purposes of the corporation are as follows:

The purpose or purposes for which said corporation is formed are establishing, maintaining and conducting, under the influence of religion, an institution of learning for the purpose of offering instructions in the arts and sciences; promoting education in all departments of learning and knowledge, and especially in those branches usually comprehended in academic, collegiate and university courses; promoting the work of education, religion, research, public service and charity; acquiring and holding for such purposes money, real estate and other property necessary or proper to carry out said objects; and doing any and all things and engaging in such enterprises necessary or incident to the accomplishment of such purposes.

**FOURTH:** No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**FIFTH:** The Members of the Corporation shall now consist of: (1) all Members of the Corporation, Marianists of the United States, Inc., and (2) the Chairperson, Vice Chairperson and Secretary, all of the Board of Trustees of the University of Dayton.

**SIXTH:** Meetings of the voting Members or Trustees may be held within or without the State of Ohio.

**SEVENTH:** These Amended Articles of Incorporation take the place of and supersede the existing Articles of Incorporation.

**IN WITNESS WHEREOF, JOSEPH H. KAMIS**, Chairperson of the Corporation, and **RAYMOND L. FITZ**, Secretary of the University of Dayton, acting for and on behalf of said corporation, have hereunto subscribed their names this 15th day of January, 1999.

Joseph H. Kamis

Chairperson of the Corporation

# Bylaws of the Corporation

## BYLAWS OF THE CORPORATION

Approved November 4, 1970  
Amended August 31, 1972  
Amended December 21, 1982  
Amended May 3, 1988  
Amended January 15, 1999  
Amended December 14, 2006

### *Preamble*

The Members of the University of Dayton Corporation have drawn up these Bylaws to establish operational procedures for the implementation of the duties and obligations accepted by them in accord with the Articles of Incorporation of the University of Dayton, as amended, and the applicable laws of the State of Ohio.

### **ARTICLE I: MEMBERSHIP**

(a) The Members of the University of Dayton Corporation shall consist of (1) all Members of the Corporation, Marianists of the United States, Inc., and (2) the Chairperson, Vice Chairperson, and Secretary, all of the Board of Trustees of the University of Dayton.

(b) Membership shall terminate with the appointment of a successor or cessation of the qualifications for appointment.

(c) All references to the "Society of Mary" shall refer to the Society of Mary known as the Marianists. References to the Province of the United States of the Society of Mary refer to the unit of that Society of Mary operating under Marianists of the United States, Inc. and its successors and assigns.

### **ARTICLE II: OFFICERS OF THE CORPORATION**

(a) The Officers of the Corporation shall consist of a Chairperson, Vice Chairperson, and Secretary.

(b) The Provincial of the Province of Cincinnati of the Society of Mary shall be the Chairperson of the Corporation, Vice Chairperson of the Board of Trustees *ex officio*, and a member of the Executive Committee of the Board of Trustees.

(c) The Assistant Provincial of the Province of the United States of the Society of Mary shall be the Vice Chairperson of the Corporation.

(d) The President of the University shall be *ex officio* the Secretary of the Board of Trustees, and the Secretary of the Board of Trustees is the Secretary of the Corporation.

(e) They shall perform the duties assigned to them by the Members.

### **ARTICLE III: MEETINGS**

(a) It shall be the duty of the Chairperson of the Corporation to call and preside over the Annual Meeting which shall be held between November 15 and December 31 of each year at a time and place to be determined by the Members.

(b) Special meetings of the Members shall be called by the Chairperson of the Corporation or upon the request of a majority of the total number of Members.

(c) Written notice of all meetings shall be given to the Members not less than five days before the date of the meeting.

(d) Secretary of the Corporation is the Secretary of the Board of Trustees.

(e) The Secretary of the Corporation shall be responsible for the minutes which shall be deposited at the principal office of the Corporation.

(f) In case of the death or permanent incapacity of the Chairperson of the Corporation, the Vice Chairperson of the Corporation shall assume these duties until a Chairperson of the Corporation has been elected and assumes office.

(g) A quorum shall consist of a majority of the total number of current members.

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

### **ARTICLE IV: POWER AND AUTHORITY OF THE MEMBERS**

(a) The Members of the Corporation shall be vested with the power and authority granted to them in the Articles of Incorporation, as amended, and the applicable laws of the State of Ohio for the operation of the University of Dayton.

(b) Of these powers the Members shall exercise directly the following:

(1) The nomination of candidates for election to the Board of Trustees, and removal of members of the Board of Trustees of the University of Dayton;

(2) Approval of the Constitution of the University of Dayton, the Bylaws of the Corporation, and amendments to the Articles of Incorporation, said Constitution and Bylaws of the Corporation.

(c) Approval by two-thirds vote of the Members shall be required before the Trustees may take any action with respect to the following:

- (1) The merger or consolidation of the Corporation with another corporation;
- (2) The sale, encumbrance, or alienation of all or a substantial portion of the assets of the Corporation;
- (3) Partial or total dissolution of the Corporation.

(d) The Members shall delegate authority for the governance of the University to a Board of Trustees constituted in accord with the provisions of the Bylaws of the Corporation and the Constitution of the University.

(e) The Members shall determine the number and manner of selection of said Trustees.

(f) At any regular or special meeting the Members of the Corporation shall make nominations to fill vacancies on the Board of Trustees from a list of names of candidates prepared by the Committee on Trustees of the Board of Trustees.

(g) Nominations to fill vacancies on the Board shall be presented by the Chairperson of the Board of Trustees at any regular or special meeting of the Board of Trustees.

#### **ARTICLE V: INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES, AND AGENTS OF THE CORPORATION**

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether or not in an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person is or was a trustee, officer, employee, or agent of the Corporation.

(b) The term “agent,” as used in this Article V shall include everyone who serves or has served with or without pay in any capacity for the benefit of the Corporation at the request of or with the concurrence or approval of the Board of Trustees or any office of the Corporation. Without limitation, agent shall include any person who is or was serving as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for profit, unincorporated association, partnership, joint venture, trust, or other enterprise.

(c) The Corporation may purchase and maintain insurance on behalf of any person who is entitled to indemnity as aforesaid, and the indemnification provisions of this Article V shall be to the extent not covered by any such insurance.

(d) Indemnification is contingent upon the party having acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and, with

respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. Any indemnification, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances.

(e) The foregoing indemnification is subject to the terms, conditions, and procedures set forth in Ohio Revised Code Section 1702.12 (E) (1) through (8) as presently exists or may hereafter be amended, and said Section and further amendments are incorporated herein as if fully set forth herein.

#### **ARTICLE VI: DISSOLUTION OF THE CORPORATION**

(a) In case of dissolution of this Corporation, all properties, real or personal, of this Corporation shall revert to Marianists of the United States, Inc., its successors and assigns, either to be used for the purposes of said Marianists of the United States, Inc., according to its equity, or to be assigned to some other nonprofit corporation operating within the purposes of the present Corporation.

#### **ARTICLE VII: AMENDMENTS**

(a) These Bylaws may be amended or repealed at any regular or special meeting by a two-thirds vote of the total number of Members of the Corporation, provided that such proposed amendment has been given in writing to the Members at least five days prior to the meeting.

(b) Notice of all proposed amendments and action thereon shall also be communicated to the Board of Trustees of the University.



# Constitution of the University of Dayton

Approved November 4, 1970  
Amended August 31, 1972  
Amended May 24, 1974  
Amended December 21, 1982  
Amended March 12, 1986  
Amended May 3, 1988  
Amended December 17, 1997  
Amended January 15, 1999  
Amended December 20, 2005  
Amended May 19, 2006  
Amended May 18, 2007  
Amended December 4, 2008  
Amended January 21, 2010  
Amended April 18, 2013

## *Preamble*

In recognition of the increasing educational responsibilities of the University of Dayton in today's changing society and, in particular, the changing role of the University as it relates to its various constituencies, the successors of the founding Board of Trustees have resolved to constitute themselves into a body known as the Members of the Corporation, retaining for themselves the right to make final determination over those matters related to the private character of the University. The Members of the Corporation, desiring to provide a more representative governing body for the institution, have further resolved to reconstitute the Board of Trustees into a body drawn from the various publics served by the University. To this body the Members of the Corporation delegate full governing authority over the University. This Constitution has been formulated and approved by the Members of the Corporation as the basic governing document for the University of Dayton.

## **ARTICLE I: NAME AND NATURE OF THE INSTITUTION**

### Section 1: Name

(a) The name by which this institution shall be known is the **UNIVERSITY OF DAYTON**.<sup>1</sup>

<sup>1</sup>The basic legal documents of the University and the Society of Mary include the following:

August 17, 1863 .....Act of Association for the "Society of Mary" recorded in  
the Land Records of Montgomery County and the State of  
Ohio

- 1878.....Incorporated under the name of “St. Mary College” and empowered to confer degrees by an act of the General Assembly of the State of Ohio
- August 12, 1882.....Authorization for St. Mary’s Institute to confer degrees and honors filed in Montgomery County, Ohio
- February 5, 1886.....The name of the Society and the Corporation was changed from Society of the Brothers of Mary to Society of Mary in a petition approved by the Court of Common Pleas of Montgomery County, Ohio
- August 19, 1914.....Articles of Incorporation issued for St. Mary’s College, Society of Mary, Province of Cincinnati
- July 7, 1920.....Amendment to Articles of Incorporation changing the name from St. Mary’s College, Society of Mary, Province of Cincinnati to University of Dayton, Society of Mary, Province of Cincinnati
- November 9, 1936.....Certificate of Authorization from Secretary of State of Ohio to confer Master of Arts Degree
- June 19, 1946.....Amendment to Articles of Incorporation changing the name of the Corporation from University of Dayton, Society of Mary, Province of Cincinnati, to Marianists of Ohio, Incorporated
- March 5, 1952.....Articles of Incorporation issued for University of Dayton as a corporation distinct from Marianists of Ohio, Incorporated
- September 13, 1968.....Certificate of Authorization from Ohio Board of Regents to confer Baccalaureate and Master’s degrees
- May 6, 1970.....Letter of approval from Ohio Board of Regents to award the Doctor’s degree
- November 9, 1970.....Amended Articles of Incorporation approved and filed by the Secretary of State of Ohio
- May 24, 1972.....Amendment of Article XII of the Constitution of the University

- August 31, 1972 .....Amendment of the Bylaws of the Corporation, Constitution of the University, and Bylaws of the Board of Trustees modifying the method of nomination and election of Trustees
- March 16, 1979 .....Certificate of authorization from Ohio Board of Regents to confer Baccalaureate degrees, Master’s degrees, Juris Doctor degrees, Education Specialist degrees and Doctoral degrees in Biology and Engineering
- December 21, 1982 .....Amendment of Bylaws of the Corporation and Constitution of the University
- January 21, 1983 .....Amendment of Bylaws of the Board of Trustees
- March 12, 1986 .....Amendment of Constitution of the University eliminating the age restriction on Trustees
- May 3, 1988 .....Amendment of Bylaws of the Corporation and Constitution of the University increasing the maximum Board size to 35
- May 13, 1988 .....Amendment of Bylaws of the Board of Trustees
- December 17, 1997 .....Amendment of Constitution to provide for a two year Board of Trustees term for the President of the National Alumni Association
- January 15, 1999 .....Amendment of Bylaws of Corporation, Constitution, and Bylaws of the Board and filing of Amended Articles of Incorporation to reflect changes to the nature of the sponsorship of the University by the Cincinnati Province of the Society of Mary
- December 14, 2006 .....Amendment of Bylaws of Corporation, Constitution and Bylaws of the Board and filing the Amended Articles of Incorporation to reflect changes to the sponsorship of the University by the Society of Mary, Province of the United States.
- December 4, 2007 .....Amendment of Article VI of Constitution of the University

- December 15, 2008 .....Amendment of Article III of the Bylaws of the University.  
 (b) All references to the “Society of Mary” shall refer to the Society of Mary known as the Marianists. References to the Marianist Province of the United States refer to the unit of that Society of Mary operating under Marianist Province of the United States, and its successors and assigns.
- January 21, 2010 .....Amendment of Article V of the Constitution of the University allowing for the National Alumni Association Representative to become an *ex officio* member of the Board, and to provide clarification of the status of the Vice Chairperson of the Board in this particular section of the Constitution.
- April 18, 2013 .....Amendment of Articles IV, V and XI of the Constitution of the University to implement clarifying changes; simplify how and when certain Trustees are counted; define “Greater Dayton;” and reflect an agreement with the Academic Senate regarding the Board’s role in the promotion and tenure process

Section 2: Nature of the University

- (a) The University of Dayton is a church-related institution of higher learning conducted in the living tradition of the Society of Mary, a Catholic teaching order.
- (b) As a University, its fundamental commitment is to the discovery, dissemination and application of truth.
- (c) As a private institution in a pluralistic society the University has chosen as its option the Christian world-view as a distinctive orientation and insists only that human problems be first approached from that philosophical position.
- (d) As a Catholic University, it accepts the validity of revealed as well as of reasoned truth and is committed to genuine and responsible academic freedom supported by proper respect for the Church’s Magisterium.
- (e) The living Marianist tradition further dictates the University’s emphasis on those values which culminate in the highest development of the human person.
- (f) By reason of the essential nature of human beings, this commitment involves a recognition of the need to promote individual fulfillment through selftranscending service.

(g) Fidelity to the ideal, as thus defined, in the discharge of all essential functions and in initiating and conducting special activities to meet the changing needs of society, constitutes the first principle of the organization and operation of the University of Dayton.

(h) To further its objectives, the University shall maintain a preference for appointing qualified members of the Society of Mary and the Daughters of Mary Immaculate to positions at the University.

## **ARTICLE II: PURPOSES OF THE CONSTITUTION**

### Section 1: Primary Purpose

(a) This Constitution has been prepared to implement the Articles of Incorporation of the University of Dayton, dated March 5, 1952, as amended.

(b) It shall be considered the major governing document of the University subsidiary only to the aforesaid Articles of Incorporation, as amended.

(c) The primary purpose of the Constitution is to promote the scholarly progress of the institution and to ensure order and economy in the administration of all the affairs of the University.

(d) Toward this end, the document contains only general statements of authority and responsibility in the expectation that each person charged with the administration of a designated area should determine the specific methods and procedures by which each unit can best promote and support the purposes of the University.

(e) Rules and regulations subsidiary to this Constitution, but not in conflict with its principles, shall be defined in bylaws, manuals, codes, or similar documents which must be approved as indicated in this Constitution.

### Section 2: Secondary Purpose

(a) As a secondary purpose this Constitution describes the administrative structure of the University and is intended to provide flexibility for future reorganization and development in response to changing societal conditions of a change of direction in meeting the goals and purposes of the University.

(b) Final determination in such matters shall reside in the Board of Trustees as determined in Article V of this Constitution.

## **ARTICLE III: THE UNIVERSITY OF DAYTON COMMUNITY**

### Section 1: University of Dayton Community

(a) The University of Dayton Community, in addition to the Members of the Corporation, consists of the following six groups: Trustees, Administration, Alumni, Faculty and other Instructional Staff, Students, and Supporting Staffs.

(b) Each element of the University Community shall have distinct rights, privileges, responsibilities, and duties as recognized by the Board of Trustees; each element shall have a mutual dependence on all the other elements of the University necessitating a high degree of cooperation and understanding for the achievement of the goals and objectives of the entire University Community.

## Section 2: Members of the Corporation

(a) The Officers of the Corporation shall consist of a Chairperson, Vice Chairperson, and Secretary.

(b) The Provincial of the Marianist Province of the United States shall be the Chairperson of the University of Dayton Corporation, Vice Chairperson of the Board of Trustees ex officio, and a member of the Executive Committee of the Board of Trustees.

(c) The Assistant Provincial of the Marianist Province of the United States of the Society of Mary shall be the Vice Chairperson of the University of Dayton Corporation.

(d) The President of the University shall be ex officio, the Secretary of the Board of Trustees, and the Secretary of the Board of Trustees is the Secretary of the Corporation.

(e) They shall perform the duties assigned to them by the Members.

(f) They shall delegate full authority for the governance of the University to the Board of Trustees in accord with Article V, Section 6 of this Constitution.

(g) The Members shall retain only that authority necessary to preserve the private character and the traditions of the University as specifically stated in Article IV, Section 2 of this Constitution.

## Section 3: Trustees

(a) The Trustees of the University of Dayton shall consist of those persons elected and reelected by the Board of Trustees from nominations made by the Members of the Corporation.

(b) They shall exercise the rights, privileges, responsibilities, and duties delegated to them by the Members of the Corporation for the governance of the University as required by the Articles of Incorporation of the University of Dayton, as amended, and the provisions of the Ohio NonProfit Corporation Law.

(c) The number of Trustees and the manner of their selection shall be determined by the Members of the Corporation.

(d) The operational procedures of the Board of Trustees shall be defined in Bylaws formulated by the Board of Trustees. Section 4: Administration

(a) The Administration of the University shall consist of all persons responsible for the management of major University functions as designated by the President of the University.

(b) The rights, privileges, responsibilities, and duties of members of the Administration shall be defined in appropriate documents prepared by authorized representatives of the Administration.

#### Section 5: Alumni

(a) The Alumni of the University of Dayton shall consist of all persons who have been awarded academic degrees, diplomas, or honorary degrees, or who were matriculated students in good standing at date of last attendance and whose rights, privileges, and obligations shall be defined in an appropriate document prepared by the University of Dayton Alumni Association.

#### Section 6: Faculty and Other Instructional Staff

(a) Faculty of the University shall consist of all persons whose activities directly affect the educational function of the institution, who are employed with fulltime status and who have been granted academic or administrative rank.

(b) The Faculty of each College, School, or similar academic unit shall consist of those members of the Faculty of the University who are primarily associated with a particular College, School, or similar academic unit.

(c) All persons holding academic rank or other academic title, as approved by the Board of Trustees, and engaged directly or indirectly in the instructional activities of the University, either fulltime or parttime, shall constitute the Instructional Staff of the University.

(d) The rights, privileges, responsibilities, and duties of the Instructional Staff shall be defined in appropriate documents prepared by the Faculty or their representative body.

#### Section 7: Students

(a) Students of the University shall include all persons pursuing programs of study leading to an academic degree, or officially enrolled in courses or programs of study sponsored by the University and whose rights, privileges, responsibilities, and duties shall be defined in a student code or similar document developed in consultation with representative student and faculty groups and the appropriate administrative authorities.

#### Section 8: Supporting Staffs

(a) The Supporting Staffs of the University, as distinct from those enumerated in Sections 4 and 6 of this Article, shall consist of all persons employed by the University in any capacity.

(b) The Board of Trustees, through the President of the University and for the purpose of determining the rights, privileges, responsibilities, and duties of one or more individual groups of employees as distinguished by function, may recognize them as separate staffs.

## **ARTICLE IV: MEMBERS OF THE CORPORATION**

### Section 1: Membership

(a) The Members of the University of Dayton Corporation shall consist of those persons designated according to the Bylaws of the Corporation which shall also specify the number, manner of fixing or changing the number, qualifications, terms of office, and termination of service of Members.

### Section 2: Power and Authority

(a) In order to ensure the continuation of the University of Dayton as a private institution with its own unique character and traditions, the Members of the Corporation shall retain exclusive control over the following matters:

- (1) the nomination of candidates to be elected or re-elected Trustees by the Board of Trustees (except that the Board of Trustees may fill a vacancy if the Members of the Corporation fail to nominate a candidate within six months of receiving recommendations from the Board to fill a vacancy, as set forth in Article V, Section 5(d) of this Constitution), and removal of members of the Board of Trustees of the University of Dayton;
- (2) approval of this Constitution and of the Bylaws of the Corporation;
- (3) approval of amendments to the Articles of Incorporation, this Constitution, and the Bylaws of the Corporation.

(b) Approval by two-thirds vote of the Members shall be required before the Trustees may take any action with respect to the following:

- (1) the merger or consolidation of the Corporation with another corporation;
- (2) the sale, encumbrance, or alienation of all or a substantial portion of the assets of the Corporation;
- (3) partial or total dissolution of the Corporation.

### Section 3: Delegation of Authority

(a) The Members of the Corporation hereby delegate to the Board of Trustees all authority for the governance of the University granted to said Members in the Articles of Incorporation of the University of Dayton, as amended, and the provisions of Ohio NonProfit Corporation Law,



subject only to the limitations stated in Article IV of the Bylaws of the Corporation and Article IV, Section 2 of this Constitution.

#### Section 4: Bylaws of the Corporation

- (a) The Members of the Corporation shall adopt and amend Bylaws of the Corporation by a two-thirds vote of the total number of Members.
- (b) The Bylaws shall include provisions common to regulations of this type, but not in conflict with the Articles of Incorporation, as amended.
- (c) The Secretary shall notify the Board of Trustees of amendments or other changes in the Bylaws of the Corporation or the Constitution.

### **ARTICLE V: BOARD OF TRUSTEES**

#### Section 1: Membership

- (a) Members of the Board of Trustees, except *ex officio* members, shall be elected by the Board of Trustees from nominations made by the Members of the Corporation in a manner determined by the Bylaws of the Corporation and the Bylaws of the Board of Trustees.
- (b) The Members of the Corporation shall elect additional Trustees, to attain the desired total in each class, who may be appointed to one, two, or three year terms until the regular order can be established.
- (c) The Bylaws of the Corporation shall determine the method by which nominations to fill vacancies shall be made to the Board of Trustees.

#### Section 2: Number

- (a) The total number of Trustees, including *ex officio* voting members, shall be not less than fifteen nor more than thirty-five, as determined from time to time by the Members of the Corporation.

#### Section 3: *Ex Officio* Trustees

- (a) The President of the University, the Vice Chairperson, the Rector, and the National Alumni Association President shall be the only *ex officio* voting members of the Board of Trustees. These *ex officio* voting members of the Board of Trustees shall be included in the appropriate tallies for establishing the classifications of Trustees under Article V, Section 4 of this Constitution.
- (b) The Board may designate other Officers of the University as *ex officio* nonvoting members on an annual basis. Each Board committee should have at least one Officer of the University

assigned to it to act as an administrative liaison between the University and the committee; such administrative liaison will be considered an *ex officio* nonvoting member of the committee.

(c) *Ex officio* voting Trustees shall be considered for quorum purposes for Board meetings and Board committee meetings.

#### Section 4: Classes of Trustees

(a) Trustees shall be classified into the following classes for purposes of representation:

(1) The Society of Mary

(2) The Alumni of the University

(3) Involvement in the Greater Dayton community (where “Greater Dayton” means the eight-county area consisting of Montgomery, Greene, Miami, Clark, Darke, Warren, Butler and Preble Counties)

(4) Trustees-at-large

(b) At least 20% of the total membership, including *ex officio* voting members, shall represent each of the first three classes.

(c) No member may represent more than one class at a time.

(d) If any member of the Board of Trustees ceases to have the qualifications for membership on the Board, the term of office as such Trustee shall terminate.

#### Section 5: Term of Office

(a) The regular term of office for all Trustees, except *ex officio* Trustees, shall begin at the end of the Annual Meeting in Spring and shall be for three (3) years.

(b) The term of office of an equal number of Trustees, as near as possible, shall expire each year.

(c) Vacancies which occur in any class of Trustees in any manner except the expiration of term shall be filled only for the remainder of their term or until a successor is elected by the Board of Trustees from nominations submitted by the Members of the Corporation.

(d) Any vacancy may be filled by the Board of Trustees in case the Members of the Corporation fail to nominate a replacement during the six months after the Members receive recommendations from the Board to fill a vacancy.

(e) A Trustee who has served three consecutive three-year terms shall not be eligible for reelection until the lapse of one full year since the expiration of the last term. The President of

the National Alumni Association is approved for one term of three years, and such Trustee shall be classified as “Alumni of the University” under Article V, Section 4(a).

(f) The Members of the Corporation may consider the removal of a Trustee on their own will or motion, upon the written request of the Chairperson of the Board of Trustees or a Board committee, or in response to written information provided to a Member of the Corporation, provided, however, that the Members of the Corporation shall have no obligation to consider to any degree the removal of a Trustee upon the written request of the Chairperson of the Board of Trustees or a Board committee, or receipt of written information by a Corporation Member. The Members of the Corporation shall maintain at all time the discretion to consider and weigh the factors they deem relevant in making a determination whether to remove a Trustee, including but not limited to any Code of Business Conduct materials issued to Trustees, any information included in the Board of Trustees’ Bylaws regarding expectations of Trustees, and University policies and procedures.

#### Section 6: Authority of the Board of Trustees

(a) The Members of the Corporation hereby delegate to the Board of Trustees all authority for the governance of the University vested in them by the provisions of the Articles of Incorporation, as amended, the Bylaws of the Corporation, and Ohio NonProfit Corporation Law.

(b) As the governing body of the University, the primary function of the Board of Trustees is to evolve and evaluate the basic objectives and broad policies of the institution.

(c) The powers and duties of the Board of Trustees shall include, but not be limited to, the following:

(1) to maintain the Trust vested in the Board by the Members of the Corporation, the Articles of Incorporation, as amended, and this Constitution;

(2) to promote the purposes of the University in accord with changing needs of society and determine whether proposed changes in programs or the addition of new programs enhance or retard the basic purposes of the University;

(3) to stimulate and approve plans for the development of all operations of the University for the promotion of its basic purposes and to insist on a periodic review of such plans in order to maintain a proper balance between competing constituencies;

(4) to select and evaluate the President (and determine tenure in office subject to the selection procedures as set forth in this Constitution, Article VI, Section 1(b);

(5) to approve, upon the recommendation of the President, the appointment and compensation of executive officers who are the Provost, Vice President and Director of

Athletics, Vice President for Finance and Administrative Services, and Vice President for University Advancement.

(6) to ensure the most judicious use of the assets of the University, approve the budget, and be responsible for the financial support of the University without individual financial liability therefore;

(7) to act as the final court of appeal for alleged procedural violations of promotion and tenure procedures and to monitor overall trends regarding tenure and promotion;

(8) to bind the Corporation through contracts in matters not reserved to the Members of the Corporation;

(9) to relate the University to the local community and provide a responsiveness to the clientele being served;

(10) to grant and confer academic degrees upon those who, in the judgment of the Faculty, merit such distinction;

(11) to confer honorary degrees as recommended by the President;

(12) to act as a court of last resort within the limit of their authority.

(d) As the ultimate policymaking body of the University the Board shall delegate executive authority to the President and delegate to the Faculty the right to formulate policies which affect the academic progress of the University.

#### Section 7: Bylaws of the Board of Trustees

(a) The Board of Trustees shall adopt a set of Bylaws for their own procedural operation by a majority vote of the total membership of the Board.

(b) At each Annual Meeting of the Board the Bylaws shall be affirmed or amended by vote of the Board members present. Nothing precludes the Board from amending or repealing its Bylaws at meeting(s) other than its Annual Meeting, so long as such amendment or repeal is consistent with its Bylaws.

(c) The Bylaws shall include provisions common to regulations of this type, but not inconsistent with this Constitution, the Articles of Incorporation, as amended, or the Bylaws of the Corporation.

#### Section 8: Officers of the Board of Trustees

(a) The Officers of the Board of Trustees shall be a Chairperson, Vice Chairperson, and Secretary.

(b) The Provincial of the Province of the United States of the Society of Mary shall be the Vice Chairperson of the Board of Trustees *ex officio*.

(c) The Bylaws of the Board of Trustees shall determine the manner of election, terms of office, and duties to be performed by said Officers.

#### Section 9: Committees of the Board of Trustees

(a) There shall be an Executive Committee of the Board of Trustees to consist of the Chairperson of the Board, the Vice Chairperson of the Board, the President of the University, and not less than four other members of the Board elected by majority vote at the Annual Meeting of the Board of Trustees.

(b) The Chairperson of the Board shall serve as Chairperson of the Executive Committee and the President of the University as Vice Chairperson of the Committee.

(c) Between meetings of the Board of Trustees, the Executive Committee shall exercise all the powers of the Board, except that it shall not have power to grant degrees, elect or remove the President, authorize any changes in the Bylaws of the Board of Trustees or make a determination on matters on which these Bylaws specifically require a vote by the Board of Trustees.

(d) Minutes of Executive Committee meetings shall be given to each member of the Board of Trustees and the Members of the Corporation.

(e) At each meeting of the Board of Trustees, the proceedings and actions of the Executive Committee since the last Board meeting shall be reported to the Board and shall be subject to its review.

(f) Other standing and *ad hoc* committees of the Board of Trustees, in addition to the Executive Committee, may be established as determined from time to time by the Board of Trustees.

(g) The duties and functions of such committees shall be defined and determined by the Board of Trustees.

### **ARTICLE VI: EXECUTIVE OFFICERS OF THE UNIVERSITY**

#### Section 1: Titles and Appointment

(a) The Executive Officers of the University shall be a President and those officials with the title of Vice President and other titles usually associated with major administrative positions in a university including those approved by the Board of Trustees, upon the recommendation of the President.

(b) The Board of Trustees shall choose the President of the University in the following manner:

(1) The Executive Committee of the Board of Trustees shall appoint a Search Committee and select its Chairperson.

(2) The Vice-Chairperson of the Board of Trustees shall be a member of the Search Committee.

(3) The Search Committee shall prepare a description of the position and a profile of the candidate.

(4) The description of the position and profile of the candidate shall then be ratified by the Executive Committee of the Board of Trustees and by the Members of the Corporation before commencing the solicitation of candidates.

(5) The recommendation of the Search Committee for President shall be made to the Executive Committee of the Board of Trustees, who in turn shall make a recommendation for President to the Members of the Corporation, which must be approved by a two-thirds vote of the Members of the Corporation at a meeting of which a quorum is present. When approved by the Members of the Corporation, the Executive Committee shall submit the recommendation to the Board of Trustees for approval.

(6) The President shall be elected by two-thirds vote of the total membership of the Board of Trustees.

(7) The Search Committee shall give preference to qualified candidates who are members of the Society of Mary, but any such search may include candidates who are not members of the Society of Mary; in Bylaws provided, however, that the President shall be a Roman Catholic and have the ability to provide leadership for the University of Dayton as a Catholic and Marianist University.

(8) The President of the University shall be appointed pursuant to (1)-(7) above for an indefinite term of office unless otherwise set by the Board of Trustees.

(9) The President may be removed from office at any time by the affirmative vote of two-thirds of the total membership of the Board of Trustees.

(10) The Board of Trustees shall approve the appointment of all other executive officers of the University upon the recommendation of the President.

(c) It shall be the duty of the President to develop appropriate procedures for the selection of Executive Officers of the University in consultation with other elements of the University Community.

(d) The terms of office for all other executive officers of the University who are the Provost, Vice President and Director of Athletics, Vice President for Finance and Administrative

Services, and Vice President for University Advancement shall be determined by the President with approval of the Executive Committee.

## Section 2: The President of the University

(a) The President of the University shall be the chief executive and administrative officer of the University and, as such, shall be responsible for the implementation of the policy decisions of the Board of Trustees.

(b) The President shall be directly responsible to the Board of Trustees for the administration of the University and shall have the authority to do all things necessary and proper to promote the basic purposes and general welfare of the University.

(c) The President shall be an *ex officio* voting member of the Board of Trustees and a member of the Executive Committee of the Board.

(d) The President shall direct all the affairs of the University, maintain communications between Trustees, Faculty and other groups of the University Community, recommend to the Trustees nominations for major University appointments and make such appointments (unless the power to do so is limited or withdrawn by the Trustees), be a member of all faculties, and at all times keep informed of and in close contact with the state, interest and needs of the University, exercise a general superintendence of all University concerns and take such action as shall contribute to the quality of teaching and the advancement of knowledge.

(e) The President may delegate any of his or her executive and administrative authority to other University officials, subject only to restrictions in this Constitution or as established by the Board of Trustees.

(f) The President's duties shall include, but not be limited to, the following:

(1) to administer the affairs of the University as its chief executive by implementing the policies and regulations approved by the Board of Trustees and in accord with the stated purposes of the University;

(2) to act as the official medium of communication for the University Community and promote amity and unity among all;

(3) to establish such committees, councils, boards, and similar bodies and appoint such officials and personnel as may be deemed necessary to promote or conduct any general or special function or purpose of any University activity or need;

(4) to promote the general welfare and the academic wellbeing of the University by supervising the officials of the University, all its departments, and the student body;

(5) to represent the institution to the general public;

(6) to make an annual report to the Trustees on the general condition of the University.

### Section 3: Vice President for Mission and Rector

(a) The President, with the concurrence of the Vice Chairperson of the Board of Trustees, shall appoint a Vice President for Mission and Rector from among the members of the Society of Mary. The Vice President for Mission and Rector shall become an Executive Officer of the University and *ex officio* voting member of the Board of Trustees. The Vice President for Mission and Rector shall work to insure there is a vital and discernible Catholic and Marianist character to the life of the University.

### Section 4: The Vice Presidents and Other Executive Officers

(a) The Vice Presidents and any other persons designated as Executive Officers of the University, under the direct supervision of the President, shall be in charge of major organizational units of University operations including academic and faculty affairs, student affairs, business affairs, developmental affairs, institutional planning and research, athletics, service agencies, and other unit organizations which may be established. The Board is informed of such by the President.

(b) Each Vice President or other Executive Officer of the University shall be responsible to the President for the administration of a designated organizational unit and shall be considered in a line relationship to the President.

(c) Within the framework of the policies and procedures established by the Board of Trustees, each Vice President and other Executive Officers of the University shall develop the necessary bylaws, operational manuals or guidelines for the operation of an organizational unit, including appropriate job descriptions.

(d) Such bylaws, operational manuals or guidelines must be submitted to the President for approval and, when so determined, to the Board of Trustees.

### Section 5: Advisory Councils and Committees

(a) The President and other Executive Officers of the University shall establish appropriate advisory councils and committees to assist them in the operation of their organizational units.

(b) Bylaws for the procedural operation of each council or committee shall be prepared and submitted to the President for approval and, when so determined, to the Board of Trustees.

### Section 1: Definition

(a) The University Faculty shall consist of the following elements:

(1) the Executive Officers of the University;



(2) all members of the Instructional Staff, under full-time Faculty contract to the University, who have been appointed by the University of Dayton to the ranks of Professor, Associate Professor, Assistant Professor, or Instructor. Additional members of the Instructional and Administrative Staff of the University may be designated as members of the University Faculty by the assignment of Administrative Rank.

## Section 2: Authority and Responsibility of the University Faculty

- (a) The Board of Trustees shall delegate to the University Faculty the right to initiate and formulate the educational and academic policies of the University in areas of its competence.
- (b) The University Faculty may delegate any or all of its authority and responsibility to an elected body representative of the Faculty as a whole, provided only that the authority of such an organization shall be defined in an appropriate document adopted by a vote of the Faculty and approved by the President of the University and the Board of Trustees.
- (c) Decisions and recommendations of the University Faculty or its representative body shall be submitted to the President for approval and, when so determined, to the Board of Trustees for review and final approval.

## Section 3: Faculties of the Academic Units

- (a) All authority in academic matters not exercised by the University Faculty or its representative body shall reside with the Faculty of each College, School, or similar academic unit.
- (b) It shall be the responsibility of the Dean or administrative head of each academic unit to establish an appropriate means for faculty participation in decision-making processes at each level where faculty responsibility resides.

## **ARTICLE VII: THE UNIVERSITY FACULTY**

### Section 4: Meetings of the University Faculty

- (a) There shall be a regular meeting of the University Faculty at the beginning and end of each academic year.
- (b) The general purpose of regular meetings shall be in the nature of a report to the Faculty on the State of the University.
- (c) The regular meetings shall be called by the chief academic officer who shall determine the agenda after consultation with the President and other Officers of the University.
- (d) Special meetings of the University Faculty shall be held as determined by the chief academic officer or upon the call of the Faculty representative body.

(e) Notice of regular and special meetings, including the agenda, shall be sent to the Faculty at least five days prior to the date of the meeting.

(f) The Agenda for special meetings shall be prepared by the chief academic officer or the Faculty representative body, whichever called the meeting.

(g) The chief academic officer shall be the presiding officer for all meetings of the University Faculty, except that when absent the President shall appoint the presiding officer.

#### Section 5: Academic Freedom and Tenure

(a) The University of Dayton shall subscribe to policies of academic freedom and tenure generally accepted in comparable educational institutions, provided only that such policies shall not conflict with the purposes stated in the Articles of Incorporation, as amended, and the objectives for which this institution was originally established.

(b) It shall be the duty of the President of the University to determine the manner in which an appropriate document or documents shall be evolved for the accurate formulation of the policies of academic freedom and tenure befitting the purposes of the University, including the requirements of academic due process.

(c) Such document or documents shall be subject to approval of the Board of Trustees.

### **ARTICLE VIII: ACADEMIC ELEMENTS OF THE UNIVERSITY**

#### Section 1: Description of Major Academic Units

(a) The major academic units of the University shall consist of the College, Schools, and similar academic units in existence at the time of the effective date of this Constitution.

(b) Such academic units may be retained, altered, or abolished and additional units may be established by the Board of Trustees upon recommendation of the President of the University.

#### Section 2: The Academic Deans

(a) The administrative head and educational leader of each major academic unit shall be a Dean, except that on the recommendation of the President, the heads of certain units may be designated by another title and may be made responsible to a specific academic Dean or similar administrative officer. The Board is informed of such by the President.

(b) Each Dean or head of a major academic unit shall be appointed by the President upon the recommendation of the Provost. The Board is informed of such by the President.

(c) Each Dean shall, in consultation with members of the Faculty, formulate an appropriate document intended to provide a general framework for the operation and advancement of the academic unit, including a description of the duties and responsibilities of the Dean and

provision for the selection of a representative academic affairs committee which shall conduct its business in accord with regulations contained in said document.

(d) This document and any subsequent amendments thereto shall be approved by the next higher authority, in this case the chief academic officer.

(e) The chief academic officer shall be responsible for determining that such document and subsequent amendments thereto are not in conflict with University rules and regulations to which they are subsidiary.

### Section 3: Instructional Units

(a) The instructional unit of a College, School, or similar academic unit, shall be a department or other subdivision assigned an instructional role.

(b) It shall consist of an administrator, usually a Chairperson, and the instructional staff of the unit.

(c) The administrator of each instructional unit shall be chosen in accord with policy developed by the chief academic officer and the President.

(d) Each such administrator shall be held responsible to the appropriate Dean or similar officer for the qualitative advancement of the instructional and research programs of the instructional unit within the limits of properly sanctioned administrative guidelines.

(e) The administrative affairs of each instructional unit shall be conducted in accord with procedures defined in an appropriate document which shall include a description of the duties and responsibilities of the administrator of the instructional unit.

(f) The primary responsibility for the preparation of such documents shall reside with the academic Dean or similar officer whose approval shall also be necessary for any subsequent amendments to said documents.

(g) The Dean shall accept the responsibility for determining that such documents and amendments thereto are not in conflict with University rules and regulations to which they are subsidiary.

## **ARTICLE IX: UNIVERSITY STUDENTS**

### Section 1: Purpose of this Article

(a) The purpose of this article is to establish the particular status of students as an essential element of the University Community and their general status as citizens of society as a whole.

(b) Certain freedoms and obligations are directly related to each of these two roles associated with all members of the student body.

## Section 2: Students as Members of the Academic Community

- (a) In admitting qualified students, the University accepts the responsibility for providing an appropriate atmosphere in which its students shall have the freedom to learn and its faculty the freedom to teach.
- (b) By accepting admission to the University of Dayton, students have an obligation to contribute in a constructive way to their freedom to learn and the faculty's freedom to teach.
- (c) In fulfilling this obligation students, like other members of the University Community, must respect the rights of their fellow students, the faculty, and the other elements of the community and conduct themselves in a manner which promotes the academic progress of the institution.
- (d) For them also, any infringement of the rights of others or interference in the performance of their duties shall be a violation of University regulations, subject to appropriate measures as determined by University procedures.
- (e) Matters of campus life not directly related to academic policy, including student conduct and student organizations, shall be governed by rules and regulations formulated in accord with the provisions contained in the student code or similar document referred to in Article III, Section 7 of this Constitution.
- (f) The chief student affairs officer shall be responsible to the President for the formulation of said code or similar document, and for the explication and dissemination, in a student handbook or similar publication, of rules and regulations for standards of behavior consistent with the principles enunciated in said document and the aims and educational philosophy of the University.

## Section 3: The Student as a Citizen

- (a) With due regard to freely accepted limitations as members of the academic community, students of the University of Dayton retain the rights, protection, and guarantees of fair treatment which are accorded to all citizens.
- (b) The enforcement of the student's duties as a citizen of society as a whole is the responsibility of the legal and judicial authorities established for that purpose.
- (c) It shall be the intent of the University to encourage extensive involvement of students in the determination of rules and regulations governing their own conduct as citizens of society as a whole while enrolled at the University of Dayton.
- (d) Such rules and regulations shall not conflict with the purposes of the University or other rules and regulations to which they are considered subsidiary.

## Section 4: The Student Body and Admission of Students

(a) The student body of the University of Dayton shall consist of all undergraduate and graduate students who have been formally admitted to the University and registered for courses on a full or part-time basis in a College, School, or similar academic unit.

(b) Standards for admission of students shall be determined by the Faculty of each College, School, or similar academic unit and shall be based on the characteristics and expected achievements of students considered to be relevant to success in a given program with due regard for the purposes of the University and its role as a private church-related institution of higher learning.

(c) Within the limits of its facilities and services, the University shall be open to all students who meet the qualifications for admission without regard for age, race, color, creed, national or ethnic origin, or handicap.

(d) The administration of the admission policies of the University shall be the responsibility of the chief academic officer of the University.

#### Section 5: Programs of Study

(a) The development and implementation of programs of study leading to degrees or diplomas is the prerogative of the Faculty of each College, School, or similar academic unit as approved by the Board of Trustees.

(b) Courses, programs of study, and requirements for degrees shall be outlined in bulletins and catalogs of the University.

(c) Students shall have the right, through established channels of communication, to propose changes in courses, programs of study, and requirements for degrees, and to develop new courses and programs of study for the consideration of the appropriate academic body.

(d) The procedures to be followed for the implementation of this right may include appropriate membership on the University's academic councils and committees and shall be defined in written guidelines developed by the chief administrative officer of each academic or instructional unit in consultation with faculty and students.

(e) These guidelines shall not conflict with other University policies regarding the procedures to be followed in obtaining approval for new courses or programs of study and changes in courses or programs of study.

### **ARTICLE X: GENERAL REGULATIONS**

#### Section 1: Rules and Regulations

(a) Rules, regulations, and contracts not specifically modified or repealed by this Constitution shall remain in effect.

(b) Rules and regulations of a general nature governing University matters not specified in this Constitution may be enacted by the Board of Trustees after consultation with the appropriate constituents of the University of Dayton community or their representative organizations.

## **ARTICLE XI: HONORARY TRUSTEES**

### Section 1: Appointments and Rights

(a) Any former Trustee or any person who has contributed significant service to the University of Dayton may be appointed an Honorary Trustee upon nomination by the Members of the Corporation and approval by a majority vote of the Board of Trustees.

(b) Honorary Trustees shall have the right to attend all meetings of the Board and participate in discussion, but shall not have the right to vote or make motions.

(c) Honorary Trustees shall not be counted in determining a quorum for the Board.

(d) Honorary Trustees may be appointed to membership on committees with all the rights of committee members, except they shall not have the right to vote.

## **ARTICLE XII: SEAL AND COAT OF ARMS OF THE UNIVERSITY**

### Section 1: Form and Use

(a) The Seal of the University shall be in the form indicated below and shall be used for the authentication of deeds, contracts, and other legal instruments in the formal conduct of the corporate business of the University.



(b) The Coat of Arms of the University shall be in the form indicated above and shall be attached to diplomas and similar instruments requiring authentication in the conduct of the academic affairs of the University.

## **ARTICLE XIII: AMENDMENTS AND REVISION**

### Section 1: Method of Amendment

(a) This Constitution may be amended only by the Members of the Corporation at a regular or special meeting of said Members by a vote of two-thirds of all members present, providing that a quorum shall be present and voting and that such amendment has been submitted in writing by the Secretary to each Member of the Corporation at least five days before the meeting.

#### Section 2: Amendments Proposed by Board of Trustees

(a) The Board of Trustees of the University of Dayton may consider proposals for amendments to this Constitution at any regular or special meeting of the Board.

(b) Only those proposed amendments approved by a two-thirds vote of all members present and voting shall be presented by the Secretary of the Board to the Members of the Corporation for their consideration.

#### Section 3: Revision

(a) In the fifth year following the original adoption of this Constitution, the Members of the Corporation shall vote on a resolution to form a committee to review the need for a revision of this Constitution.

(b) It shall be the duty of the Secretary of the Corporation to place such resolution on the agenda for one of the meetings in the fifth year.

(c) The committee, if formed, shall have representation from the Board of Trustees as well as the Members of the Corporation, and shall submit its report to the Members of the Corporation.

### **ARTICLE XIV: IMPLEMENTATION**

#### Section 1: Effective Date

(a) This Constitution shall become effective as the basic legal document for the governance of the University when approved by a two-thirds vote of the Members of the Corporation.

(b) The effective date of the Constitution shall be said date of approval.

# 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

### Preamble

The Board of Trustees of the University of Dayton has been established by the Members of the University of Dayton corporation under the provisions of the Articles of Incorporation of the University of Dayton, as amended, the Constitution of the University of Dayton, the Bylaws of the Corporation, and the Ohio Statutes for 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 Corporation. 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, Bylaws of the Corporation, and the Constitution of the University of Dayton.

### **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 of the Constitution of the University of Dayton and Article IV of the Bylaws of the Corporation.
- (b) The total number of members of the Board of Trustees is determined from time to time by the Members of the Corporation.
- (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 Corporation at least five days prior to any regular or special meeting of the Members of the Corporation.



(d) When approved by the Members of the Corporation 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 Corporation pursuant to Article V, Section 5(f) of the Constitution of the University of Dayton.

## **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 or the President of the University or upon request of any five Trustees.

(d) Written notice of all meetings, including the agenda, shall be sent by electronic notification by the Secretary 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 Corporation 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 Corporation.

#### 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 8 of the Constitution, 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, the Constitution of the University of Dayton, and/or the Bylaws of the Corporation.
- (f) Any person elected an officer 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 Corporation 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, Chairperson Elect, or Secretary, 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 and the Vice Chairperson of the Board and the President of the University, each of whom are *ex officio* members, shall be elected for one year terms of office at the Annual Meeting with eligibility for reelection.

(b) The number of members of the Committee shall be determined by the Board in accordance with Article V, Section 9 of the Constitution.

(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 9 of the Constitution of the University of Dayton.

(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 Corporation a list of candidates for nomination to the Board of Trustees of the University of Dayton in accordance with the provisions of Article I of these Bylaws and Article V of the Constitution of the University of Dayton;

(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 Corporation 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 Corporation.

### **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 following manner as set forth in Article VI, Section 1(b) of the Constitution.

#### 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 VI, Sections 3 and 4 of the Constitution and Article II of the Bylaws of the Corporation.

(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 determine the procedure for maintaining an official Policy Manual which shall be brought up to date within a reasonable time following each meeting of the Board Trustees.

(b) The custodian of the official Policy Manual for the University shall be the President of the University.

(c) At the discretion of the President, copies of the Manual shall be made available to other University personnel.

### **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.