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Constitution of the University of Dayton, Effective 2014-03-20

University of Dayton

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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
Amended March 20, 2014

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**.¹

¹The basic legal documents of the University and the Society of Mary include the following:

- August 17, 1863Act 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, 1882Authorization for St. Mary’s Institute to confer degrees and honors filed in Montgomery County, Ohio
- February 5, 1886The 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, 1946Amendment 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, 1952Articles of Incorporation issued for University of Dayton as a corporation distinct from Marianists of Ohio, Incorporated
- September 13, 1968Certificate of Authorization from Ohio Board of Regents to confer Baccalaureate and Master’s degrees
- May 6, 1970Letter 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, 2008Amendment 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, 2010Amendment 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, 2013Amendment 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
- March 20, 2014Amendment of Article V to clarify the total number of Trustees and the constitution of a quorum

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 forty, 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, and at least two such *ex officio* voting Trustees shall be present for the Board to establish a quorum.

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 times 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 a 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.