

BYLAWS OF THE UNIVERSITY

Section I - The Board of Trustees

1. Except to the extent of those powers specifically reserved to the Fellows of the University of Notre Dame du Lac ("the University") in the Statutes of the University, all powers for the governance of the University shall be vested in a Board of Trustees which shall consist of such number of Trustees not less than thirty nor more than fifty as shall from time to time be fixed by resolution of the Fellows.
2. The following persons shall be *ex officio* Trustees of the University: The Fellows of the University who are members of the Congregation of Holy Cross, United States Province of Priests and Brothers ("the Congregation"), and the President and President-Elect of the Alumni Association. The term of office of such *ex officio* Trustees shall be coextensive with their incumbency in their other respective offices.
3. Two Trustees shall be recent graduates of the University, one male and one female, under the age of thirty at the time of their election, who shall serve only one three year term. These Trustees shall not be included in the number fixed by the Fellows of the University.
4. All Trustees other than *ex officio* Trustees shall be elected by the Fellows of the University for a term of three years at a meeting which shall be held immediately prior to the Spring meeting of the Board of Trustees. Terms shall commence on July 1 next following a Trustee's election. Except as provided in Sections I.2 and I.3, Trustees shall be eligible to serve two consecutive three year terms, after which they will not be eligible for consideration for election to subsequent terms for at least one full year, *provided that* (i) this provision shall apply to Trustees whose initial term begins on or after July 1, 2014; (ii) a Trustee who is first elected a Trustee after attaining the age of fifty shall be eligible for reelection to consecutive terms with no break in service; (iii) a Trustee who has been elected a Fellow of the University during his or her first two terms shall be eligible for reelection to consecutive terms with no break in service; and (iv) in extraordinary circumstances, where the Board recommends to the Fellows that the experience and expertise of a Trustee is deemed to be of significant immediate benefit to the University, the Fellows may waive the period of ineligibility described above by a vote of at least two-thirds of the Fellows then in office.
5. Other than as provided in Sections I.2, I.3 and I.4, Trustees may be elected to additional terms. When a vacancy occurs among the Trustees (other than *ex officio* Trustees), the Governance and Nominating Committee of the Board of Trustees (as hereinafter constituted) shall nominate a candidate or candidates to fill such vacancy and shall report its nominations to the Board of Trustees which, if a majority of its members concur, shall transmit the same to the Fellows for their consideration. It shall be the prerogative of the Fellows to grant a leave of absence to a Trustee.
6. The Board of Trustees by a two-thirds vote of all of its members may recommend to the Fellows of the University the removal of any Trustee from office, after giving the Trustee an opportunity to be heard, if in the opinion of the Board the welfare of the University requires such action.

7. The retirement age for Trustees shall be seventy-two. Thereafter a retired Trustee may be recommended by the Chairman of the Board and the President of the University, in consultation with one another, to the Governance and Nominating Committee as candidates for Trustee Emeritus status. Each candidate shall have attained retirement age, made past contributions to the University and have expressed a renewed commitment to the ongoing support of the University. The Governance and Nominating Committee will consider all such recommendations and will make its own recommendation to the full Board, which in turn will make a recommendation to the Fellows. Trustees who shall reach the retirement age before the expiration of the term for which they are nominated may be elected to a shorter term, coincident with their retirement date.

Each person elected by the Fellows to serve as a Trustee Emeritus will serve a term of five years. Thereafter, the Chairman of the Board and the President may renominate the Trustee Emeritus for an additional five year term after consideration of the continued willingness and ability of the candidate to serve the University effectively.

Trustees Emeriti shall be invited to attend all meetings of the Board and all official ceremonies of the University. They may participate at meetings of the Board or committee meetings at the discretion of the Chairman of the Board but shall have no vote and shall not be counted for purposes of establishing a quorum. A Trustee Emeritus may not serve as a member of a committee unless the Chairman of the Board, in the Chairman's sole discretion, finds that a Trustee Emeritus possesses unique or exceptional skills, institutional memory or other special ability to contribute to the work and success of a particular committee.

Notwithstanding any other provision of these Bylaws, the Chairman of the Board and the President of the University, in consultation with one another, may recommend to the Governance and Nominating Committee that a Trustee leaving the Board before retirement age be nonetheless accorded the title of Trustee Emeritus. If such a recommendation is adopted by the Governance & Nominating Committee, the recommendation shall be considered by the full Board and the Fellows, just as in the case of a Trustee recommended for Emeritus status upon reaching retirement age.

8. The Board shall hold at least three regular meetings in each academic year, one in the Winter, one in the Spring and the other in the Fall of the year. Special meetings may be called by the Chairman of the Board or at the request of twenty-five percent of the Trustees. The Secretary of the Board shall give at least thirty days prior written notice of all meetings of the Board. Meetings of the Board may be held within or without the State of Indiana.
9. A majority of Trustees present in person shall constitute a quorum competent for the transaction of business at meetings of the Board.
10. The Board shall elect from its own members a Chairman and a Secretary who shall be chosen from the lay membership of the Board. The Board, by appropriate resolution, may appoint an Assistant Secretary who need not be a Trustee.
11. The Chairman of the Board shall preside at all meetings of the Board, shall, subject to the qualifications set forth in these Bylaws, execute all legal documents, instruments and communications on behalf of the Board, shall appoint members to committees of the Board, and shall perform such other duties as may be directed from time to time by the Board. The Chairman shall be elected for a three year term and may, from time to time, be reelected to such office. A Chairman who shall reach the retirement age before the expiration of the term for which he or she is nominated may be elected to a shorter term, coincident with his or her retirement date.

The Board may elect from its lay membership a Vice Chairman whose term of office shall be co-terminus with that of the Chairman. The Vice Chairman shall have such responsibilities as the Board or the Chairman may from time to time prescribe. In the absence or disability of the Chairman, the Vice Chairman shall be Acting Chairman and shall perform the various functions of the Chairman as set forth in the first paragraph of Article 11 of this Section I. The Vice Chairman shall be selected for a three year term (unless elected during the term of the Chairman) and may from time to time be reelected to such office.

12. The Secretary of the Board shall keep a record of all votes and minutes of the proceedings of the Board, shall perform such other duties as are conferred by these Bylaws, and have such other powers and duties as may be conferred from time to time by the Board. By appropriate resolution the Board may designate the Assistant Secretary to perform any of such functions.

Section II - Officers of the University

1. All officers of the University shall be elected by the Board of Trustees and shall consist of a President, a Provost, an Executive Vice President, and such other officers as the Board of Trustees (after consultation with the President) may from time to time determine. Any two or more offices may be held at the same time by one person. Any officer may be elected by the Board of Trustees for a fixed term of office, which shall not exceed seven years, and may, from time to time, be reelected to such office. Absent a provision for a fixed term, an officer of the University shall hold office for an indefinite duration and shall serve at the pleasure of the Board of Trustees.
2. The President of the University shall be elected by the Trustees from among the clerical members of the Congregation, after receiving recommendations made by the Governance and Nominating Committee of the Board. The Governance and Nominating Committee, before submitting any nominations to the Trustees, shall request a recommendation or recommendations for the office of President from the Provincial of the Congregation. The Governance and Nominating Committee may also receive recommendations from any other interested person or persons.
3. The President shall be the executive head of the University and shall be responsible for the general direction of its affairs. He shall make appointments to the academic and non-academic staffs of the University (except for offices with respect to which the appointive power is reserved to the Board). He shall preside at all academic functions at which he is present and shall represent the University before the public. He shall have the power to sign in the name and on behalf of the University all contracts, deeds and other legal instruments made in the ordinary course of the business of the University. The President shall have the power to delegate any of his powers to any other officer or employee of the University. He shall make, or cause to be made, an annual report of the affairs and general condition of the University, including a financial report, at the spring meeting of the Board. He shall submit an annual budget for the operations of the University to the Board or to the Executive Committee. In the absence or disability of the President, the Provost shall become Acting President or in the absence or disability of the Provost, the Executive Vice President shall become Acting President, pending the further action of the Board.
4. Subject to the supervision and direction of the Board of Trustees, the President shall have the power to designate the duties and functions of the other officers and agents of the University.

5. Any officer of the University may be removed from office by a vote of at least two-thirds of the Trustees then in office when in their opinion the welfare of the University requires such action.

Section III – Committees

1. The standing committees of the Board shall be the Executive Committee, the Governance and Nominating Committee, the Faculty Affairs, Research and Scholarship Committee, the Undergraduate Education and Student Life Committee, the Investment Committee, the Stewardship Committee, the External Engagement Committee, the Audit Committee, the Committee on Athletic Affairs, and the Compensation Committee. The Chairman of the Board of Trustees and the President of the University may, at their option, participate as members at any committee meeting.
2. All committees of the Board may adopt such rules for the conduct of their affairs, including rules governing the place, time, and notice of meetings, as to them shall seem advisable and as shall not be inconsistent with these Bylaws or any applicable resolutions of the Board of Trustees. Each committee shall elect its own secretary who need not be a member of the Board of Trustees, and may form such subcommittees, and invite regular or occasional participation by experts inside or outside the University, as it deems advisable to help it carry out its duties. The specific duties and responsibilities of each committee will be set forth in a committee charter to be adopted by the Governance & Nominating Committee. A majority of the Trustees serving as members of any committee shall constitute a quorum at any meeting.
3. The Executive Committee between meetings of the Board shall have all of the powers and functions of the Board, except that the Executive Committee shall not have power to recommend removal of a Trustee or the power to elect or remove the President of the University. The Executive Committee shall consist of no fewer than seven members, including the President of the University, the Chairman of the Board, and the Vice Chairman of the Board, if there be one.

The Chairman of the Board shall be Chairman of the Executive Committee. The Executive Committee shall meet at least once a year.

4. The Governance and Nominating Committee shall consist of no fewer than seven members. It shall concern itself with the efficient operation of the Board of Trustees and its various committees and with the delineation of the respective responsibilities of the Administration and the Board. It shall review all proposed additions to, and amendments of, the Academic Articles (set forth in the *Faculty Handbook*), which require Board approval. From time to time, as the occasion requires, it shall make recommendations to the Board for appropriate action with respect to the foregoing matters.

The Committee shall submit nominations to the Trustees for the office of President and all other officers of the University. The President shall recuse himself when the Committee has under consideration a nomination for the office of President. The Governance and Nominating Committee shall also submit to the Trustees its nominations for the office of Trustee, including nominations for reappointment of Trustees eligible for successive terms; the Trustees, after consideration of such nominations, shall submit them to the Fellows with such modifications, if any, as they shall deem appropriate. All nominations by the Committee for the office of Trustee shall be presented to the meetings of the Fellows and the Board of Trustees.

5. The Faculty Affairs, Research and Scholarship Committee shall consist of no fewer than seven members. The Committee shall concern itself with the strategic goal to advance human

understanding through scholarship, research, and post-baccalaureate programs that seek to heal, unify, and enlighten. The Committee shall be familiar with the educational policies and plans of the University and the conditions in the various colleges and schools of the University. It shall make itself aware of general faculty concerns as well as the quality and success of graduate, professional and postdoctoral programs and the students in those programs. The Committee shall recommend measures deemed requisite to make the most effective use of the educational resources of the University, including faculty, curriculum, library facilities, and related matters.

6. The Undergraduate Education and Student Life Committee shall consist of no fewer than seven members. The Committee shall concern itself with the University's progress towards achieving its strategic goal to offer an unsurpassed undergraduate education that nurtures the formation of mind, body and spirit. The Committee shall oversee and recommend policies relating to the undergraduate experience, including academic studies, residential life, student formation, and the general physical, psychological and spiritual well-being of undergraduate students.
7. The Investment Committee shall consist of no fewer than seven members. The Committee shall have the power to direct the investment and reinvestment of such funds as may be assigned to it from time to time by the University subject to such limitations and restrictions as may be fixed by the Board. The Committee by majority vote shall have the power to retain one or more individuals, partnerships, corporations or entities to furnish investment advice to its members, including, upon authorization by the Committee, the power to invest and reinvest the endowment funds of the University or such portion thereof as may be assigned by the Committee to such investment counsel. The Committee shall make a report of its activities and of the investments of the University to the full Board at least annually.
8. The Stewardship Committee shall consist of no fewer than seven members. The Committee shall be charged with overseeing the human, physical, and financial resources (other than investments) of the University. It shall maintain a five year financial plan for the University related to educational goals and realistic assumptions, and it shall review and recommend to the full Board the University's annual budget. The Committee shall make a report of its financial oversight activities to the full Board at least annually. The Committee shall also be responsible for a continuing review of the quality of campus grounds and facilities, and provide oversight of programs for maintenance and renewal of campus facilities, the architectural design of new construction projects, and the development and implementation of a master campus plan.
9. The External Engagement Committee shall consist of no fewer than seven members. This Committee shall be concerned with the University's external relationships and collaborations, to help ensure that the University continues to extend and deepen its impact. The Committee shall focus on the University's programs in public relations, fund-raising and alumni affairs. Its overarching responsibility is to provide leadership and to develop policies for programs and activities which will generate greater understanding and support for the University.
10. The Audit Committee shall be composed of no fewer than five Trustees, none of whom shall be an officer of the University. The Audit Committee shall submit recommendations to the Board of Trustees with respect to the selection of the University's independent public accountants and on any other matters it deems appropriate. It shall review the financial statements of the University with the independent public accountants, the procedures adopted by the University in the preparation of such statements and the audit plan adopted by such accountants, and will review management's response to the recommendations made by the independent public accountants. The Committee relying upon its discretion shall report to the Chairman of the Board or to the full

Board any financial concerns. It shall assure that such financial statements have been prepared in accordance with generally accepted accounting principles and fairly present the financial condition and operating results of the University. The Audit Committee shall determine that the internal controls of the University are reliable and provide adequate safeguards of the University's assets and the proper recording of its transactions.

The Audit Committee shall meet at least annually with the independent public accountants and at any other time deemed appropriate by such Committee, by the independent public accountants or when requested by the President of the University or the Chairman of the Board of Trustees.

11. The Committee on Athletic Affairs shall consist of no fewer than five members. The Committee shall concern itself with the financial and academic integrity of the athletic program, with the primacy of the educational experience of the student-athlete, and with the interests of male and female student-athletes being served equitably. The Committee shall provide general oversight of such program to the end that its functioning shall be consonant with the values and traditions of the University.
12. The Compensation Committee shall consist of no fewer than three members of the Board who are unrelated to and not subject to the control of the individuals whose compensation the Committee will be reviewing and determining, and who are free of any relationship that would interfere with the exercise of independence as a Committee member. The action of the Compensation Committee with respect to the compensation of officers and employees of the University shall be deemed to be an action of the Board.
13. The Board, by appropriate resolution, may create committees in addition to those provided in these Bylaws, may deactivate any committee or combine it with another, and may postpone the creation of any committee provided for herein, until, in its judgment, the effective operation of the Board requires its activation.

Section IV - Appeals to the Board of Trustees

Any dispute or grievance involving University policy which in the usual course would be resolved by decision of the President, may, if the matter is of serious importance, be referred in the discretion of the President to the Board of Trustees for final determination. The Board may hear such matter either *en banc* or through an *ad hoc* committee of not less than three members of the Board who shall be appointed by the Chairman.

The Board shall establish such procedures as it shall deem fit for a hearing of such dispute or grievance and reasonable notice thereof shall be given to the aggrieved party and to such officers of the University as may have an interest in the matter.

If it is impractical or untimely to refer such dispute or grievance to the full Board of Trustees for appropriate action, the matter may, in the discretion of the President, be referred to the Executive Committee of the Board who may also conduct a hearing *en banc* or appoint an *ad hoc* committee as aforesaid.

Section V - Delegation of Power of Authority

Any delegation by the Board of Trustees of any of its powers or authority to any officer, committee, organization, council, or any other group or entity shall be subject to revocation whenever the Board of Trustees, in its sole discretion, shall determine that the welfare of the University requires such action.

Section VI - Deposits and Securities

The Board by appropriate resolutions shall provide for the safekeeping, handling, transfer, and withdrawal of the funds, securities, and other properties of the University; shall designate banks, depositories, and other appropriate agencies in which the funds of the University shall be deposited and securities held for the account of the University, and shall designate such officers and Trustees of the University as shall have power and authority to act on behalf of the University in connection with the withdrawal of University funds from said banks and depositories, the sale or transfer of securities and other property of the University, and the execution of contracts or any other legal instruments not in the ordinary course of business of the University.

Section VII – Miscellaneous

These Bylaws may be altered, amended, or repealed only by a vote of at least two-thirds of the Fellows of the University in office at the time of any such action, and then only at a regular or special meeting of such Fellows and provided that such proposed alteration, amendment, or appeal shall be in writing and shall have been sent to each of the Fellows of the University at least twenty days before any such meeting.

Section VIII - Dissolution

Upon the dissolution of the University, the Board of Trustees with the approval of the Fellows shall, after paying or making provisions for the payment of all the liabilities of the University, dispose of all the assets of the University exclusively for the purposes of the University in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees with the approval of the Fellows shall determine.