

**BYLAWS
OF
ST. LOUIS UNIVERSITY**

**ARTICLE I
PURPOSES AND ESSENTIAL PRINCIPLES OF THE UNIVERSITY**

St. Louis University is a corporation organized for educational purposes pursuant to a charter granted by a Special Act of the General Assembly of the State of Missouri on December 28, 1832, amended by Special Act of said General Assembly on February 28, 1851 and further amended by Decree of the Circuit Court of the City of St. Louis, State of Missouri, on July 30, 1932. Pursuant to its charter, the government of the corporate affairs of the University is vested in a self-perpetuating Board of Trustees.

The primary corporate purposes of the University, expressed in its charter, are the encouragement of learning and the extension of the means of education. In common with other American social institutions, the University is dedicated to the service of its immediate community, the service of the Nation and the service of the world at large. The University fulfills its corporate purposes and carries out these dedications by means appropriate to a university in our society, that is, through teaching and research, by the discovery, preservation and communication of knowledge. The University therefore, and its Trustees in its behalf, recognize and accept three primary responsibilities: that of teaching; that of research; and that of community service.

St. Louis University has been operated and governed by members of the Society of Jesus and enjoys a long, rich history and tradition as a Catholic university and as a Jesuit university. Its Trustees acknowledge that the corporate purposes of the University and the services to which it is dedicated will be effected, and the University's operations will be conducted, in harmony with this history and tradition, and that:

- a. The University will be publicly identified as a Catholic university and as a Jesuit university.
- b. The University will be motivated by the moral, spiritual and religious inspiration and values of the Judaeo-Christian tradition.
- c. The University will be guided by the spiritual and intellectual ideals of the Society of Jesus.
- d. The University, through the fulfillment of its corporate purposes, by teaching, research and community service, is, and will be, dedicated to the education of men and women, to the greater glory of God, and to the temporal and eternal well being of all men and women.

ARTICLE II THE BOARD OF TRUSTEES

Section 1. Membership of the Board.¹ The government and corporate powers of the University shall be vested in a Board of Trustees consisting of not fewer than 25 members nor more than 55 members. At least six but not more than 12 of the members of the Board shall be members of the Society of Jesus.

The President of the University shall ex-officio be a voting member of the Board of Trustees.

Any former member of the Board may be become eligible for appointment to the honorary non-voting position of Trustee Emeritus. The Nominating Committee of the Board shall recommend to the Executive Committee annually the candidates for appointment to the rank Trustees Emeriti. Trustees Emeriti shall be invited to the annual meeting of the Board and, at the discretion of the Executive Committee, to other events held by the Board.

Section 2. Election of Trustees; Term of Office.² The Trustees then in office may by majority vote elect a Trustee or Trustees whenever the number of Trustees then in office shall be less than the maximum permitted by these Bylaws. The term of office for a Trustee shall be for a period ending at the annual meeting of Trustees in the third calendar year following election.

No Trustees shall be eligible to serve more than five (5) three (3) year terms. For the purpose of transitioning from four-year terms of office to three-year terms of office, any Trustee serving as of the date of the amendment of these Bylaws dated February 13, 2010, shall be permitted to continue to serve the balance of the Trustee's current term. At the conclusion of the then current term, the Trustee, if reelected to serve, shall assume a three-year term thereafter. Any term served shall count toward the maximum five term limit, even though it may result in a Trustee serving more than a total of fifteen years.

The length of time which the President of the University has served as a Trustee *ex officio* shall not be considered in determining his eligibility to remain or be elected as a Trustee.

Section 3. Quorum; Required Vote for Corporate Action.³ A majority of the Trustees in office shall constitute a quorum for the transaction of business at any regular or special meeting. A majority vote of the Trustees present at any meeting and constituting a quorum shall be sufficient to authorize any corporate action of the University unless any greater vote is specifically required by these Bylaws or any governing law.

Section 4a. Chairman of the Board.⁴ The Board of Trustees shall elect a Chairman at the annual meeting of the Board by an affirmative vote of a majority of the Trustees in office from among the lay members of the Board, upon nomination by the Executive Committee. The Chairman shall serve a term of four years, or until his or her successor has been duly elected and qualified, and may be elected to successive terms of office; provided, however, that if the Chairman shall at any time cease to be a Trustee, the term as Chairman also shall cease. The Chairman shall preside at all meetings of the Board.

¹ As amended July 21, 1978; October 24, 1971; July 20, 1974; May 30, 1981; June 4, 1988, December 1, 1990; June 11, 1994; and February 22, 2003.

² As amended July 21, 1968; July 20, 1974; February 19, 2005; and February 13, 2010.

³ As amended July 30, 1974.

⁴ As amended July 26, 1975 and February 19, 2005.

Section 4b. Vice Chairman of the Board.⁵ The Board of Trustees shall elect a Vice Chairman at the annual meeting of the Board by an affirmative vote of a majority of the Trustees in office from among the lay members of the Board, upon nomination by the Executive Committee. The Vice Chairman shall serve a term of four years or until his or her successor has been duly elected and qualified and may be elected to successive terms of office; provide, however, that if the Vice Chairman shall at any time cease to be a Trustee, the term as Vice Chairman also shall cease.

The Vice Chairman shall perform such duties and responsibilities as may be assigned by the Chairman. In the absence of the Chairman, the Vice Chairman shall preside at meetings of the Board.

Section 4c. Vacancies in the Offices of Chairman and Vice Chairman of the Board.⁶ The Board at any meeting may fill vacancies in the office of Chairman or Vice Chairman of the Board arising from any cause by the election of a successor who shall serve the unexpired term of the officer being succeeded.

Section 5. Removal of Trustees.⁷ Any Trustees may be removed as a Trustee on the affirmative vote of two-thirds (2/3) of the Trustees then in office, acting at any regular or special meeting of the Board, for any cause which the Trustees voting for such removal may deem sufficient.

In addition, the Board of Trustees may adopt rules for attendance at regular meetings of the Board and may provide in such rules for the termination of office of any Trustee who fails to conform to the attendance obligations imposed by such rules.

Section 6. Meetings.⁸ Meetings of the Board may be held within or without the State of Missouri. Unless otherwise stated in the notice of any meeting, all meetings shall be held at the principal offices of the University in the City of St. Louis, Missouri.

The Board shall establish, by resolution, a time and date on which a regular annual meeting of the Board of Trustees shall be held for the purpose of electing Trustees and for conducting such other business as may be established, and the time and date thereof fixed, by resolution of the Board. No notice of regular meetings shall be required, and any notice of any regular meeting that is given need not state the purpose or purposes thereof.

Special meetings of the Board may be held at any time on notice to each member of the Board given at least forty-eight (48) hours prior to the time fixed for the meeting in such notice. The Chairman of the Board, the President of the University or any five (5) members of the Board may call and give notice of special meetings of the Board. Notice of a special meeting may be given by mail or telegram, directed to the Trustee's residence or place of business, by personal delivery to the Trustee; by telephonic or electronic facsimile transmission to the Trustee's residence or place of business; or by internet electronic mail transmission to the address provided by the Trustee and shall specify the time, place and purpose or purposes of the meeting. The place of any special meeting shall be within the City or County of St. Louis, Missouri, unless the Board, by resolution, shall have previously authorized such special meeting to be held elsewhere.

⁵ Added July 26, 1975; amended March 1, 1997; and February 19, 2005.

⁶ Added February 19, 2005.

⁷ Amended February 19, 2005.

⁸ Amended February 19, 2005.

Notice of any meeting may be waived by any Trustee either before or after such meeting, and such waiver shall, in respect to such Trustee giving the same, be fully as effective as notice given in accordance with these Bylaws.

If a quorum shall not be present at any meeting, the Trustees present may adjourn the meeting from time to time, without notice other than announcement at the adjourned meeting, until a quorum shall be present.

Section 7. Executive Committee.⁹ There shall be an Executive Committee of the Board of Trustees composed of no fewer than fifteen (15) members, and all shall be voting members of the Committee. The Committee shall consist of the Chairman of the Board *ex officio*; the Vice Chairman of the Board *ex officio*; the President *ex officio*; twelve (12) additional trustees, at least one (1) of whom shall be a member of the Society of Jesus, elected from among the members of the Board; and any Trustee who previously served as the Chairman of the Board of Trustees who shall serve as a member of the Committee *ex officio*.

The twelve (12) elected members of the Committee shall be elected at the annual meeting of the Board of Trustees and shall serve until their successors have been selected and qualified.

Committee members shall be eligible for re-election to one or more additional terms. Any Committee member who shall cease to be a Trustee shall, at the same time, cease to be a member of the Executive Committee.

The Executive Committee shall be subordinate and responsible to the Board of Trustees. Between meetings of the Board, the Committee shall have all the powers and duties of the Board, except that the Committee shall not have power to approve or authorize any changes in the charter of the University or these Bylaws, to effect any major change in the nature of the operation of the University, to authorize any sale, transfer, mortgage, conveyance or other disposition of all or any major part of the properties of the University or to take any action specifically committed to the Trustees by the provisions of these Bylaws.

The Chairman of the Board shall be *ex officio* Chairman of the Executive Committee. In his absence at any meeting of the Committee, the Vice Chairman of the Board shall preside. In the absence of the Chairman and Vice Chairman, the Committee members present shall designate an acting chairman of such a meeting.

Meetings of the Executive Committee may be called at any time by the Chairman of the Committee or the President of the University, and may be held without notice whenever and wherever a majority of the Committee is assembled. The affirmative approval of the majority of the Committee members present at any duly constituted meeting of the Committee shall be sufficient to authorize any action in respect of which authority is given by these Bylaws to the Committee.

Minutes of all proceedings of the Executive Committee shall be maintained and copies thereof shall be distributed regularly to each member of the Board, after the Committee shall have approved such minutes. At each and every meeting of the Board of Trustees, the proceedings and actions taken by the Executive Committee since the last meeting of the Board shall be reported to the Board.

⁹ As amended July 21, 1968; April 23, 1972; July 20, 1974; July 26, 1975; October 27, 1979; September 19, 1980; September 26, 1992, June 8, 1996; March 1, 1997; September 26, 1998, February 19, 2005; and September 25, 2010.

Section 8. Other Committees. The Board of Trustees shall create and establish such other committees, boards and councils in respect of the management of the affairs of the University as the Board shall, from time to time, determine; and, in its discretion, may discontinue any such committees, boards and councils. The duties and functions of such boards, councils and committees shall be defined and determined by the Board of Trustees.

ARTICLE III OFFICERS OF THE UNIVERSITY¹⁰

Section 1. Titles.¹¹ The officers of the University shall be elected by the Board of Trustees and shall consist of a president, a chancellor, one or more vice presidents, as determined from time to time by the Board of Trustees (any one or more of which such vice presidents may be designated as vice presidents of particular departments or operations of the University), a general counsel, a secretary, a treasurer, and such assistant secretaries, assistant treasurers, and assistant vice presidents and other assistant officers as the Board of Trustees shall, from time to time, determine. Any two offices may be held by the same person, except president and chancellor, president and vice president, president and secretary, or president and treasurer.

Section 2. Appointment; Qualifications; Term. Officers of the University may be appointed by the Board of Trustees at any regular or special meeting of the Board. Assistant secretaries, assistant treasurers, and assistant vice presidents need not be appointed by the Board but may be appointed by the President. Officers, other than the President of the University, may be, but need not be, members of the Board of Trustees. The president shall serve for an indefinite term at the pleasure of the Board; other officers shall be elected for a one-year term, subject to removal at the pleasure of the Board.

Section 3. The President.¹² The President shall be the chief executive and administrative officer of the University. The President shall understand and be committed to the University's Jesuit, Catholic tradition which is integral to the University's identity and will be responsible for carrying out this tradition in every aspect of the University. The President shall have the general and active management, control and direction of the business operations, education activities and other affairs of the University; and shall execute all authorized bonds, deeds, mortgages, notes or other securities of the University in the name of the University, except where required or permitted by law to be otherwise signed and executed, and except where the signing or execution thereof shall be expressly delegated by the Board of Trustees to some other agent or officer of the University. The President, together with the Secretary of the University, shall sign all diplomas issued by the University. The President may delegate to the Treasurer authority to sign and execute, in the name of the University, all authorized bonds, deeds, mortgages, notes or other securities of the University.

Any vacancy in the office of the President of the University shall be permanently filled by the Board of Trustees as promptly as practicable. During any absence of the President, the duties of the President may be assigned by the President on an interim basis to such other officer as the President may designate. Should the Board of Trustees Executive Committee determine that the President is disabled or should a vacancy in the presidency occur, the duties of the President shall be assumed on an interim basis by a person named by the Board of Trustees.

¹⁰ As amended July 20, 1974; October 27, 1979; June 4, 1988; and June 13, 1998.

¹¹ As amended June 13, 1998, and February 13, 2010.

¹² As amended March 7, 1992; June 13, 1998, May 6, 2006; and February 13, 2010.

Section 4.¹³ The Chancellor. In the administrative structure of the University, the office of Chancellor is equivalently a Vice President.

Section 5.¹⁴ Vice Presidents. The Vice President, or, if there shall be more than one, shall perform such duties and have such other powers as the President shall, from time to time, delegate to him or them, or as shall be prescribed from time to time by the Board of Trustees.

Section 5a. The General Counsel. The General Counsel shall be responsible for managing the general legal needs of all campuses of the University. He or she shall directly supervise the provision of these services, as well as coordinate the engagement and supervision of all outside legal services needed by the University, in consultation with the President to whom he or she is directly responsible. If so elected by the Board of Trustees, he may also serve as the Secretary of the University, whose responsibilities are outlined below.

Section 6. Secretary. The Secretary shall attend all sessions and meetings of the Board of Trustees and act as clerk thereof and record all votes and minutes of all proceedings of the Trustees in a book to be kept for that purpose. He or she shall keep in safe custody the seal of the University, and, when authorized by the Board, affix the seal to any instrument requiring the same. He or she shall give, or cause to be given, such notice as may be required to be given by the Trustees of all regular meetings of the Board of Trustees, and such notice of each special meeting of the Board of Trustees as may be requested by the person or persons calling such special meeting.

Section 7. Treasurer. The Treasurer shall have custody of the corporate funds and securities and, through him or herself or other officers of the University, shall deposit all monies and other valuable effects in the name or to the credit of the University in such depositories as may be designated by the Board of Trustees. He or she shall, through him or herself or other officers of the University, disburse the funds of the University as may be ordered by the Board, and shall render to the President and the Board of Trustees, whenever they may require it, an accounting of all transactions as Treasurer. He or she shall, with other designated officers of the University, sign and execute fiscal transactions as are necessary to safeguard the assets of the University and execute its business.

At the discretion of the Board of Trustees, the Treasurer and Assistant Treasurers, if any, may be required to give bond for the faithful performance of their duties in such amounts and with such sureties as the Board may require.

Section 8. Assistant Secretaries. The Assistant Secretary, or if there shall be more than one, the Assistant Secretaries in the order determined by the Board of Trustees, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Trustees, or the President, may, from time to time, prescribe.

Section 9. Assistant Treasurers. The Assistant Treasurer, or, if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Trustees, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Trustees may, from time to time, prescribe.

¹³ As amended June 13, 1998.

¹⁴ As amended February 13, 2010.

**ARTICLE IV
AFFIRMATIVE ACTION STATEMENT**

The University shall not discriminate against any person because of race, sex, color, religion, creed, national origin, sexual orientation or ancestry. Further, it shall work for the elimination of discrimination, (1) in private organizations recognized by the University, and (2) by non-University sources where students and employees of the University are involved.

**ARTICLE V
CORPORATE SEAL**

The seal of the University shall be circular in form, shall bear the words "Universitas Sancti Ludovici" and the date "1818".

**ARTICLE VI
CONVEYANCE OF UNIVERSITY PROPERTY;
MERGER: AND AMENDMENTS TO CHARTER**

The Board of Trustees shall not sell, transfer, mortgage, convey, or otherwise dispose of, all or any major part of the property of the University, nor shall the University merge or consolidate with any corporation or other legal entity or make any amendment to its charter, except on the affirmative vote of two-thirds (2/3) of the whole membership of the Board.

**ARTICLE VII
AMENDMENTS TO BYLAWS**

The Board of Trustees may amend or revoke these Bylaws, in whole or in part, at any regular or special meeting of the Board, on affirmative vote of two-thirds (2/3) of the whole membership of the Board.

**ARTICLE VIII
INDEMNIFICATION OF TRUSTEES
OFFICERS, EMPLOYEES AND AGENTS**

Section 1. Action Not By or On Behalf of University. The University 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 (other than an action by or in the right of the University) by reason of the fact that he or she is or was a trustee, officer, employee or agent of the University or is or was serving at the request of the University as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the University, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the University, and, with

respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Action By or On Behalf of University. The University 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 or suit by or in the right of the University to procure a judgment in its favor by reason of the fact that he or she is or was a trustee, officer, employee or agent of the University, or is or was serving at the request of the University as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the University and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the University unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Successful Defense. To the extent that a trustee or officer of the University has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article VIII, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Determination of Right to Indemnification in Certain Instances. Any indemnification under Sections 1 or 2 of this Article VIII (unless ordered by a court) shall be made by the University only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article. Such determination shall be made (1) by the board of trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

Section 5. Advance Payment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the University in advance of the final disposition of such action, suit or proceeding as authorized by the board of trustees in the specific case upon receipt of an undertaking by or on behalf of a trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the University as authorized in this Article.

Section 6. Not Exclusive Right. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, Bylaw, agreement, vote of disinterested trustees or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. Any indemnification, whether required under this Bylaw or permitted by statute or otherwise, shall continue as to a person who has ceased to be a trustee, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The trustees shall have the power to cause the University to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the University as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or

other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, arising out of his or her status as such, whether or not the University would have the power to indemnify him or her against such liability under the provisions of this Article.

Section 8. Full Indemnification Intended. This Article is intended and shall be construed so as to provide to the trustees, officers, employees and agents of the University full indemnification to the extent permitted by Section 351.355 Missouri Revised Statutes as now in effect and as the same may be amended hereafter from time to time.