

Saint Mary's University of Minnesota

Revised Bylaws

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Table of Contents

ARTICLE I.....	3
Mission of Saint Mary's University of Minnesota.....	3
ARTICLE II	3
Powers of Trustees	3
ARTICLE III.....	4
Membership of Board of Trustees	4
Section 1. Members.....	4
Section 2. Election	5
Section 3. Terms	5
Section 4. Removal.....	5
Section 5. Vacancies	5
Section 6. Trustees Emeriti	5
ARTICLE IV	6
Officers of the Corporation	6
Section 1. Principal Officers	6
Section 2. Election and Term of Office of Principal Officers.....	6
Section 3. The Chair	7
Section 4. The Vice Chair	7
Section 5. The President.....	7
Section 6. Presidential Succession	8
Section 7. Presidential Disability	8
Section 8. Vice Presidents	8
Section 9. The Treasurer	9
Section 10. Secretary.....	9
Section 11. Appointment and Term of Office of Other Officers	9
ARTICLE V.....	9

Meetings of the Board of Trustees.....	9
Section 1. Place of Meetings	9
Section 2. Regular Meetings.....	10
Section 3. Special Meetings	10
Section 4. Notice of Meeting.....	10
Section 5. Waiver of Notice	10
Section 6. Voting.....	11
Section 7. Quorum.....	11
Section 8. Order of Business.....	11
Section 9. Rules.....	11
Section 10. Action without Formal Meeting	11
ARTICLE VI.....	12
Committees	12
Section 1. The Executive Committee	12
Section 2. Other Standing Committees.....	12
Section 3. Special Committees.....	12
Section 4. Meetings	13
ARTICLE VII.....	13
Fiscal Year.....	13
ARTICLE VIII	13
Amendments.....	13
ARTICLE IX	14
Indemnification.....	14
ARTICLE X.....	14
Discrimination.....	14

**SAINT MARY'S UNIVERSITY
OF MINNESOTA**

REVISED BYLAWS

ARTICLE I

Mission of Saint Mary's University of Minnesota

Enriched by the Lasallian Catholic heritage, Saint Mary's University of Minnesota awakens, nurtures, and empowers learners to ethical lives of service and leadership.

ARTICLE II

Powers of Trustees

The Board of Trustees ("the Board") shall have and exercise the corporate powers prescribed by law. Its primary functions shall be policy making and responsibility for sound resource management of Saint Mary's University of Minnesota (sometimes referred to in the following articles as the "University"). The Board shall further determine general, educational and financial policies; and it shall have the power to carry out any other functions permitted by these Bylaws or by the Articles of Incorporation, except as limited by law. These powers shall include but shall not be limited to the following:

- (a) Determine and periodically review the purposes and the mission of the University.
- (b) Review and approve new degrees and degree levels at the University, consistent with its mission.
- (c) Review and approve for the undergraduate program in Winona ("the College") policies and procedures regarding appointment, promotion, tenure and dismissal of faculty members.
- (d) Approve annually employment and salary policies for all staff, faculty, administrators and other employees of the University.

(e) As provided in these Bylaws, elect, and in the Board's discretion remove, the President, and any other officer of the University.

(f) Approve and authorize the conferral of earned degrees, certificates, and academic awards of all kinds upon recommendations of the faculty and approve and authorize conferral of any honorary degree on a person nominated by a member of the Board.

(g) Oversee and approve the budget of the University and establish policy guidelines for the endowment and for all investments and major fund raising efforts.

(h) Authorize the purchase, management and sale of all land, buildings or major equipment owned by the University or to be used by the University.

(i) Authorize major capital expenditures, including the construction of new buildings or major improvements to existing buildings.

(j) Authorize incurring debts not in the ordinary course of the normal conduct of the business of the University and securing such debts with real and personal property, tangible and intangible.

(k) Authorize any changes in tuition and fees of the University.

(l) Authorize officers or agents of the University to accept gifts or bequests on behalf of the University.

ARTICLE III

Membership of Board of Trustees

Section I. Members

The number of Trustees shall not be fewer than twelve (12) nor more than thirty-nine (39) trustees, including, when possible, two Young Alumni Trustees. The exact number of Trustees shall be determined from time to time by the Board at any meeting at which Trustees are elected. The President of the University and the Provincial of the Midwest District of the Brothers of the Christian Schools (or any successor entity) shall be voting ex officio members of the Board.

Section 2. Election

New members of the Board shall be elected each calendar year by a majority of the Trustees present and voting at any regular or special meeting of the Board. Each member's term shall commence at the close of the meeting of the Board at which the member was elected. No student of the University, no student's spouse, no full-time employee of the University, other than the President, and no full-time employee's spouse shall be eligible for election or appointment as a member of the Board.

Section 3. Terms

Each Trustee shall serve a five (5) year term or until a successor shall have been duly elected or until removal.

Trustees may succeed themselves, but Trustees who have served for two (2) consecutive terms (including any partial term) shall not be eligible for reelection until one (1) year has elapsed after the end of their second term.

Trustees' terms on the Board shall be extended to enable them to complete their terms (including any renewals) as Chair or Vice Chair of the Board.

Section 4. Removal

Any member of the Board may be removed, with or without cause, at any meeting of the Board by a vote of two-thirds ($2/3$) of the Trustees present and voting at such meeting.

Section 5. Vacancies

Any vacancy on the Board may be filled by the vote of a majority of the Trustees present and voting at any meeting of the Board. A Trustee who misses four (4) consecutive meetings of the Board without offering suitable explanation to the Chair shall be considered to have resigned from the Board.

Section 6. Trustees Emeriti

Upon the recommendation of the University Mission and Trustees Committee, a Trustee who has served for a minimum of three (3) terms may be elected as a Trustee Emeritus by

a simple majority of the Trustees present and voting at any meeting. This position shall be reserved for those Trustees who have demonstrated an exemplary commitment to the University and who have a history of philanthropic support of the University. Trustees Emeriti shall be elected by a simple majority vote of Trustees present and voting at any meeting to a five-year term which may be renewed once for an additional five-year term by a simple majority vote of Trustees present and voting at any meeting. They shall promote the mission, vision, and values of the University, assist with fundraising for the University and provide ongoing philanthropic support to the University. Trustees Emeriti may have access to the minutes of the regular meetings of the Board and other pertinent information about the University as determined by the Chair of the Board. They may attend the annual meeting of the Board, but shall not have any voting powers. A Trustee Emeritus shall not be counted as a member of the Board for the purpose of determining a quorum.

Section 7. Young Alumni Trustees

Young Alumni Trustees must be graduates of the University who are between the ages of twenty-six and forty when first elected as a Young Alumni Trustee. They will be elected as outlined in Article III, Section 2. A Young Alumni Trustee will be elected to a term of three years and will serve until the expiration of such Young Alumni Trustee's respective term, or until such Young Alumni Trustee's sooner death, incapacity, disqualification, resignation or removal. A Young Alumni Trustee may not thereafter be reelected as a Young Alumni Trustee.

ARTICLE IV

Officers of the Corporation

Section 1. Principal Officers

The principal officers shall be a Chair, Vice Chair, President, Secretary, and Treasurer, all of whom shall be qualified and elected members of the Board, with the exception of the Treasurer who need not be a member of the Board.

Section 2. Election and Term of Office of Principal Officers

The principal officers named in Section 1 of this Article IV shall be elected by a majority vote of the Trustees present and voting at the annual meeting of the Board, except that the chair shall be elected for a two-year term and except that, if the President has entered

into an employment agreement with the University, the President shall be elected for the length of any term that may be provided for in such employment agreement. The Chair, Vice Chair, Secretary and Treasurer shall assume office at the close of that meeting. Each such officer shall hold office until a successor shall have been duly elected or until removal, with or without cause, by the vote of two-thirds (2/3) of the Trustees present and voting at any meeting of the Board. Except as may be provided in Section 7 of this Article IV in the event of presidential disability, in the event a vacancy occurs in any of these offices other than by the expiration of a term, the Executive Committee shall elect a successor by majority vote of those present and voting to serve until the next annual meeting of the Board.

Section 3. The Chair

The Chair shall preside at all meetings of the Board and of the Executive Committee. The Chair shall perform all duties incident to the office of the Chair and such other duties as may be delegated by the Board, the Executive Committee, or these Bylaws.

Section 4. The Vice Chair

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall also perform such other duties as may be assigned by the Chair, the Board, or the Executive Committee.

Section 5. The President

The President of the University shall be the Chief Executive Officer of the University. The President shall, as educational and administrative head of the University, exercise general supervision over all the activities of the University and shall bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibilities. Furthermore, the President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee. In addition, subject to the approval of the Executive Committee, the President may appoint a Provost. The President shall assign the duties of all such persons, who shall be responsible directly to the President and serve at the President's pleasure. The President shall be responsible for the preparation and submission of the annual budget for the University to the Board and for the employment of members of the faculty and staff of the University. The President shall be an ex-officio member of all Board Committees. The President shall perform all

other duties incident to the office of President and such other duties as may be delegated by the Board, the Executive Committee, or these Bylaws.

Section 6. Presidential Succession

In the event the Board determines that a new President should be elected, the Chair shall appoint a Presidential Search Committee, which shall consist of at least two (2) Trustees who also are De La Salle Christian Brothers. The Presidential Search Committee shall identify qualified Presidential candidates pursuant to procedures and criteria established by the Executive Committee. The criteria shall include the requirement that an applicant endorse and commit to adhere to the Mission of the University and its Lasallian Catholic tradition as set forth in Article I. The Board may give preference to a De La Salle Christian Brother who is a candidate for the position of President.

Section 7. Presidential Disability

From time to time, the President may recommend for Board approval by a majority vote of the Trustees present and voting an officer of the University to serve as acting President in the event of the President's inability to serve or prolonged failure to perform the duties of President. A determination that the President is unable to serve or has substantially failed to perform the duties of President for a prolonged period, or is again able to serve after a disability or prolonged failure to perform the duties of President, shall be made in the sole discretion of the Board and shall require the vote of a majority of the Trustees present and voting. In the event of such a vote, the person recommended by the President and approved by the Board shall serve as acting President. The Board may select by majority vote of those Trustees present and voting any person to serve as acting President when no University officer recommended by the President has been approved by the Board.

Section 8. Vice Presidents

Subject to the approval of the Executive Committee of the Board, the President may appoint for one-year terms, an Executive Vice Presidents and such other Vice Presidents as the President deems appropriate. Such Vice Presidents shall perform such duties as may be delegated by the President, the Board, or the Executive Committee. Subject to the approval of the Executive Committee, the President may remove any Vice President, with or without cause.

Section 9. The Treasurer

The Treasurer shall be responsible for carrying out the mandates of the Board of Trustees in overseeing the financial resources of the University including but not limited to, cash, stocks, bonds, other securities, and all other property, personal or real, owned by the University. The Treasurer shall assure that all books and accounts are accurately kept and shall present to the Board annually a detailed financial statement properly audited by an independent certified accountant. The Treasurer shall monitor all cash and investments of the University, including all endowments. In addition, the Treasurer may be required to furnish a bond for the faithful performance and discharge of these duties, as may be directed by the Board or required by state statute. The Treasurer shall perform such other duties as may be assigned by the Chair, the Board, or the Executive Committee. The Treasurer shall be ex officio a member of any finance committee of the Board.

Section 10. Secretary

The Secretary shall attend and keep the minutes of the meetings of the Board in a book kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board. The Secretary shall perform such other duties as may be assigned by the Chair, the Board, or the Executive Committee.

Section 11. Appointment and Term of Office of Other Officers

The Chair may from time to time appoint one or more Assistant Secretaries and Assistant Treasurers upon the recommendation of the President of the University. These officers shall serve at the pleasure of the Chair. If a vacancy occurs in the office of an Assistant Treasurer or Assistant Secretary, the Chair may appoint a successor upon the recommendation of the President of the University to fill the vacancy.

ARTICLE V

Meetings of the Board of Trustees

Section 1. Place of Meetings

The meetings of the Board shall be held at Saint Mary's University of Minnesota, Winona,

Minnesota, unless otherwise designated by the Chair.

Section 2. Regular Meetings

Regular meetings of the Board shall be held at least three (3) times a year at such times as may be designated by the Chair after consultation with the Executive Committee. Ordinarily meetings will be held in the fall, the winter, and the spring. The meeting in spring of each year shall be designated as the annual meeting.

Section 3. Special Meetings

Special meetings of the Board shall be called by the Secretary of the Board upon the request of the Chair or the President or upon the written request of any five (5) members of the Board. The date of the meeting and the purpose of the meeting shall be stated in the request.

Section 4. Notice of Meeting

The Secretary of the Board shall send, or cause to be sent, notice of any regular meeting of the Board to each Trustee at least ten (10) days prior to the date set for the meeting. The Secretary of the Board shall send, or cause to be sent, notice of any special meeting of the Board to each Trustee at least five (5) days prior to the date set for the Meeting. The notice of any special meeting shall contain a brief statement of the purpose of the meeting. No business shall be transacted at a special meeting unless it relates to the stated purpose of the meeting.

Section 5. Waiver of Notice

Whenever notice is required to be given by the laws of the State of Minnesota or by the provisions of the Articles of Incorporation or of these Bylaws, a waiver in writing signed by the persons entitled to said notice, whether before or after the time stated for the meeting shall be deemed equivalent to notice. Attendance at any meeting by a Trustee shall be conclusively deemed a waiver of notice of that meeting unless objection is made at the outset of such meeting to the failure to give proper notice and such Trustee does not participate in the meeting thereafter.

Section 6. Voting

All members of the Board may vote on all matters coming before the Board for consideration. No member may vote by proxy.

Section 7. Quorum

A majority of the Trustees entitled to vote shall constitute a quorum at any meeting of the Board. The majority vote of the Trustees present and voting at such a quorum shall constitute the act of the Board on any subject unless a vote of a greater number is required by the laws of the State of Minnesota, the Articles of Incorporation, or these Bylaws. Voting by proxy shall not be allowed.

Section 8. Order of Business

The order of business and agenda at all regular meetings of the Board shall be prepared by the Chair.

Section 9. Rules

All meetings of the Board shall be conducted in accordance with the latest edition of Robert's Rules of Order Revised unless the Board decides otherwise.

Section 10. Action without Formal Meeting

Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a formal meeting. Meetings may be conducted by mail, email, facsimile transmission, conference call, video call, or in any other manner determined by the Chair. In addition, the Board may act by a written unanimous consent setting forth the action so taken and signed by all members of the Board. Such written consents shall be filed with the minutes of the proceedings of the Board and shall be effective on the date signed by the last of the members of the Board to sign unless a different date is specified in the consent. The Board also may act by written ballot as provided in M.S.A., Chapter 317A.

ARTICLE VI

Committees

Section 1. The Executive Committee

The Executive Committee shall be a Standing Committee composed of the Chair, the Vice Chair, the President, the Secretary, the Treasurer, the Chair of each of the Standing Committees, the immediate past-Chair of the Board if that person is still serving on the Board, and the Provincial of the Midwest District of the Brothers of the Christian Schools (or any successor entity). The Executive Committee shall have such duties and authority as may be delegated to it by the Board. It also shall have the full powers of the Board to take such action as may be necessary or appropriate in the event of an emergency or other exigent circumstances, as determined by either the President or the Chair. The meetings of the Executive Committee shall be governed by the same provisions applicable to the Board and set forth in Article V above.

Section 2. Other Standing Committees

The Executive Committee may from time to time establish such additional Standing Committees of the Board as the Executive Committee deems appropriate to deal with recurring issues. Each Standing Committee shall have such duties and responsibilities as the Executive Committee shall determine by resolution. Each Trustee shall be appointed by the Chair to serve on one or more of such Standing Committees. Each such Standing Committee shall have a Chair and may have a Vice Chair as determined by the Chair of the Board, who shall appoint all Standing Committee Chairs and Vice Chairs. Membership may include non-Trustees, but only Trustees shall be entitled to vote on such committees. A majority of the members of a Standing Committee shall constitute a quorum.

Section 3. Special Committees

The Chair may from time to time establish such special and ad hoc committees, and such subcommittees, as the Chair deems appropriate for the discharge of particular duties. Membership may include non-Trustees, but only Trustees shall be entitled to vote on such committees.

Section 4. Meetings

Regular meetings of the Standing Committees shall be held immediately prior to the meetings of the Board. Special meetings of any committee shall be called by the Secretary of the Board whenever requested to do so by the Chair of the Board, the President of the University, the Chair of the committee or, in the event of the Chair's unavailability, the Vice Chair of the committee, or upon the written request of any members of the committee. The Secretary of the Board shall send, or cause to be sent, notice of any special meeting of these committees to each member of the committee concerned at least five (5) days prior to the date set for the meeting, or notice may be given by said officers by telephone communication, facsimile transmission, or email at least forty-eight (48) hours prior to the date set for the meeting. Any action required or permitted to be taken by the committee or by any subcommittee thereof may be taken without a formal meeting. Meetings may be conducted by mail, email, facsimile transmission, conference call, video call, or in any other manner the committee shall decide. In addition, the committee may act by a written unanimous consent setting forth the action so taken and signed by all members of the committee. Such written consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE VII

Fiscal Year

Unless the Board by majority vote of the Trustees present and voting selects a different fiscal year, the fiscal year of the University shall begin on the 1st day of June and terminate on the 31st day of May of each calendar year. Records shall be kept on a Fiscal Year basis.

ARTICLE VIII

Amendments

These Bylaws may be amended by the vote of two-thirds (2/3) of all members present and voting at any regular or special meeting of the Board, provided the substance of the proposed amendment has been distributed to the members at least five (5) days prior to the meeting.

ARTICLE IX

Indemnification

The University shall indemnify each past, present, and future Trustee against, and each such Trustee shall be entitled without further act to indemnity from the University for, all expenses (including all attorney's fees and costs and the amount of all judgments and reasonable settlements of claims) incurred in connection with or arising out of any action, suit or proceeding in which a Trustee may be involved by reason of serving or having served as a Trustee. Such indemnity shall not include any liability by reason of a Trustee's willful misfeasance, bad faith, felonious conduct, or reckless disregard of the duties of a Trustee. The foregoing right of indemnification shall be in addition to all other rights to which a Trustee may be entitled as a matter of law.

ARTICLE X

Discrimination

In administering its affairs, the University shall not discriminate against any person on the basis of race, creed, color, national origin, gender, sexual orientation, age, religion, marital status, familial status or disability. Notwithstanding the foregoing, the Board shall remain free at all times to take such steps as are legal to preserve the University's identity as a Roman Catholic institution of higher learning and to pursue its Mission as set forth in Article I, including but not limited to, retaining the services of University chaplains and other religious ministers and maintaining a theology and philosophy faculty and course of study. The University may give preference to Roman Catholics, clerics, or members of religious orders (particularly De La Salle Christian Brothers) when recruiting and hiring for all administrative, faculty, and staff vacancies without violating its nondiscrimination commitment.