

# **AMENDED AND RESTATED BYLAWS OF DOMINICAN UNIVERSITY, INC.**

**Amended: October 4, 2018**

**Edits: November 10, 2019**

**Adopted: December 4, 2019**

**AMENDED AND RESTATED BYLAWS  
OF  
DOMINICAN UNIVERSITY (2019)**

**ARTICLE I**

Name, Purpose and Offices

Section 1. **NAME AND PURPOSE.** Dominican University, an Illinois not-for-profit corporation, sponsored by the Sinsinawa Dominican Congregation, located in River Forest, Illinois (referred to herein as the "University"), exists for the sole purpose of promoting education in the Sinsinawa Dominican tradition by engaging in the operation and administration of an institution of higher learning named Dominican University. The corporate authority of the University shall exist in two tiers: Tier 1: the Members of the University who reserve specified corporate powers, and Tier 2: the Board of Trustees, which oversees the day to day operations of the University within this framework of reserved powers.

Section 2. **OFFICES.** The University shall have and continuously maintain in the State of Illinois, a Registered Office and a Registered Agent whose office is identical with such Registered Office and may have other offices within or without the State of Illinois as the Board of Trustees may from time to time determine.

**ARTICLE II**

Members

Section 1. **MEMBERS OF THE UNIVERSITY.** Members of the University fall into two categories, Class A Members of the University (hereinafter referred to as "Members") and Class B Members of the University (hereinafter referred to as "the Sponsors Council,") e.g., a council of persons delegated by the Class A Members to oversee specific reserve powers. Notwithstanding the previous sentence, the following powers and responsibilities are reserved exclusively to the Members, can be delegated to the Sponsors Council, and no attempted exercise of any such power or responsibilities by anyone other than the Members and Sponsors Council shall be valid or have any force or effect whatsoever.

The Members of Dominican University shall initially be the Prioress, Councilors and the Treasurer of the Sinsinawa Dominican Congregation. Thereafter, the Members may appoint, in their sole discretion, different Members

(a) when the Members, in their sole discretion, decide to increase the number of Members, or

(b) when vacancies occur by death, resignation, failure of qualification, or otherwise.

At all times, Members shall be comprised of a majority of persons who are Sisters of the Sinsinawa Dominican Congregation.

Section 2. **NUMBER AND TERMS OF OFFICE.**

- (a) **Number and Term of Office of Members.** The Members will consist of no fewer than three (3), and no more than seven (7) persons. Each Member shall serve a term of that number of years determined by the Members as the length of term for Members. When vacancies among the Members occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements are selected by the remaining Members for unexpired terms, but in no event will the number of Members be fewer than three (3). Any Member may resign by filing a resignation with the Elected Chair (unless the Elected Chair is the person resigning, in which case the resignation shall be filed with the remaining Members). Unless otherwise stated in a resignation, it shall take effect when received by the person or persons to whom delivered as specified above, without any need for its acceptance.
- (b) **Number and Term of Office of Sponsors Council.** The Sponsors Council will consist of no fewer than four (4), and no more than eight (8) lay or vowed religious persons. A member of the Sponsors Council will normally have a term of three years, renewable twice. Lay persons or vowed religious are appointed to the Sponsors Council by the Members.

Section 3. **RESERVED POWERS OF MEMBERS.** The reserved powers of the Members include the following:

- (a) **Class A Members** (hereinafter referred to as “Members”):
  - (1) To change or approve changes, as recommended by the Sponsors Council, to the mission of the University and to assure continuing harmony between the mission of the Sinsinawa Dominicans and the mission of the University.
  - (2) To ensure Catholic identity and Dominican formation for the University.
  - (3) To approve any acquisition, purchase, sale, mortgage, lease, transfer, or encumbrance of the real property owned by the University.
  - (4) To approve debt in excess of a predetermined amount set by the Members.
  - (5) To amend, restate or modify the Articles of Incorporation and Bylaws of the University.
  - (6) To approve the merger, consolidation, liquidation or dissolution of the University.
- (b) **Class B Members** (hereinafter referred to as “Sponsors Council”):
  - (1) To require an assessment of Catholic and Dominican identity of the University in order to determine the effectiveness of the mission and report to the Members.
  - (2) To approve the organization of any affiliate or subsidiary organization of the University.
  - (3) To ensure the existence of a Board of Trustees for the University (hereinafter referred to as the “Board”) and to collaborate with the Board in assessing the Board’s effectiveness.

- (4) To approve the appointment of members of the Board (hereinafter referred to as "Trustees") for the University, the approval of which shall not be unreasonably withheld.
- (5) To require the Board of the University to consider or reconsider, within ninety (90) days any action or item that the Members and/or Sponsors Council have determined to be significant to the Dominican or Catholic character of the University, and, if necessary, remove a Trustee or Trustees whose actions are in violation of the sole purpose of the University.
- (6) After consultation with the Members, to remove the Trustees of the University as a group and name successor Trustees.
- (7) To recommend to the Members, the amendment or modification of the Articles of Incorporation and Bylaws of the Institution, independently or as proposed by the Board of the University.
- (8) To recommend to the Members, debt in excess of a specific amount set by the Members and as recommended by the Board of Trustees.
- (9) To recommend to the Members, any acquisition, purchase, sale, mortgage, lease, transfer, or encumbrance of the real property owned by the University as recommended by the Board of Trustees.
- (10) To recommend to the Members, the merger, consolidation, liquidation or dissolution of the University as recommended by the Board of Trustees.

Section 4. **REMOVAL.** Any Member or member of the Sponsors Council may be removed from office with or without cause by the affirmative vote of a majority of the Members.

Section 5. **ROLES OF MEMBERS.** At any meeting duly called in accordance with Article III, Section 4, the Members:

- (a) may elect one of their Members as Chair of the meeting who shall preside over the meeting and shall continue to preside as Chair of the Members for the time period designated by the Members at such meeting (herein referred to as the "Elected Chair"), and
- (b) shall designate a Secretary (who may or may not be a Member) who shall keep the minutes of such meeting, and each meeting of the Members held for the time period designated by the Members at such meeting, in one or more books provided for that purpose.

### **ARTICLE III** Meetings of Members

Section 1. **ANNUAL MEETINGS.** The annual meeting of the Members shall be held at such date and at such place and time as is fixed and determined by the Elected Chair and in accordance with the notice requirements of Article III, Section 4. The purpose of the annual meeting is to report on the mission, the Catholic and Dominican identity and financial condition of Dominican University, and for the transaction of such other business as may come before the meeting.

Section 2. **UNIVERSITY MEETING.** Annually, a Member or a liaison of the Sponsors Council will meet with the Board of Trustees to review the mission of the University and the effectiveness of the University in pursuit of that mission.

Section 3. **REGULAR AND SPECIAL MEETINGS.** Regular meetings of the Members shall be held at such times and places as the Elected Chair may designate and in accordance with the notice requirements of Section 4. Special meetings of the Members may be called by the Elected Chair or the President of the University, or a majority of the Board of Trustees of the University or by at least three (3) Members or by at least three (3) members of the Sponsors Council at such time and place as the Elected Chair of Members calling the meeting may specify and in accordance with the notice requirements of Article III, Section 4.

Section 4. **NOTICE OF MEETINGS.** Written notice stating the place, date and hour of any meeting of Members shall be delivered personally or sent by mail or telecommunications to each Member at the address as shown by the records of the University, not less than five nor more than sixty days before the date of the meeting, or in the case of a removal of one or more Trustees, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of such meeting, by or at the direction of the Chair of the Members, the Chair of the Sponsors Council, the President or Secretary of the University, or the person or persons calling the meeting. In the case of a Special Meeting or when required by Illinois law or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice. Any Member or member of the Sponsors Council may waive notice of any meeting. The attendance of a Member or member of the Sponsors Council at any meeting shall constitute a waiver of notice of such meeting, except where a Member or member of the Sponsors Council attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. **QUORUM.** A majority of the Members or the members of the Sponsors Council shall constitute a quorum for the transaction of business at any of their respective meetings.

Section 6. **MANNER OF ACTING.** Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. The act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members except where otherwise provided by law or by these Bylaws. Voting by proxy is not allowed. The same manner of acting is applicable to the Sponsors Council as well.

Section 7. **INFORMAL ACTION.** In accordance with Illinois Statute 108.45 any action which may be taken at a meeting of the Members or the Sponsors Council, may be taken without a meeting if a consent in writing setting forth the action to be taken, shall be signed by all the members then in office and entitled to vote with respect to the subject matter thereof, provided all receive notice of the text of the written consent and of its effective date. Any such consent signed by the Members or members of the Sponsors Council as provided above has the same force and effect as a vote of the Members or members of the Sponsors Council taken at a meeting and may be stated as such in any document filed with the Department of Financial Institutions. No written consent shall be effective to authorize or take the corporate action



referred to therein unless, within sixty (60) days of the earliest dated written consent delivered to the University in the manner required by this Section 7, written consents signed by all the council Members or members of the Sponsors Council are delivered to the Secretary of the University at its registered office in the State of Illinois or at its principal place of business. All such written consents shall be filed with the minutes of proceedings of the Members or the members of the Sponsors Council, and actions authorized or taken under such written consents shall have the same force and effect as those authorized or taken pursuant to a vote of the Members at an Annual or Special Meeting.

**Section 8. MEETINGS BY ELECTRONIC MEANS OF COMMUNICATION.** Members, members of the Sponsors Council, or any committee authorized by the Members or Sponsors Council may conduct any regular or special meeting by use of any electronic means of communication provided:

- (a) all participating Members or members of the Sponsors Council may simultaneously hear each other during the meeting, or
- (b) all communication during the meeting is immediately transmitted to each participating member and each participating member is able to immediately send messages to all other participating members.

Before the commencement of any business at a meeting at which any members do not participate in person, all participating members shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

**Section 9. COMPENSATION.** Members or members of the Sponsors Council will not be paid compensation for their services as Members or members of the Sponsors Council provided that nothing contained will be construed to prohibit payment of compensation to an individual who serves as a Member or member of the Sponsors Council for services rendered to the Institution in another capacity. This does not preclude reimbursement for reasonable expenses incurred in the performance of duty.

## **ARTICLE IV**

### **Board of Trustees**

**Section 1. GENERAL POWERS AND RESPONSIBILITIES OF TRUSTEES.** The affairs of the University shall be managed by its Board of Trustees, except as otherwise provided in the Articles of Incorporation or these Bylaws. The Board of Trustees shall have exclusive responsibility for the determination of policy for the University, including the general outlines of procedures essential to implement policy, and the administration of the ordinary activities of the University shall be conducted by Officers of the University and other persons appointed by the Officers of the University for that purpose.

Subject to the rights and reserved powers of the Members, the responsibilities of the Board of Trustees include, but are not limited to, the following:

- (a) Appoint or remove the President, and other Officers of the University, in

accordance with these Bylaws;

- (b) Approve degrees in courses upon the recommendation of faculty and honorary degrees on the recommendation of the President;
- (c) Grant tenure upon the recommendation of the President;
- (d) Establish and review the educational programs of Dominican University;
- (e) Oversee long-range planning which ensures that goals, programs, services and functions of Dominican University are consistent with the mission and with educational needs and opportunities;
- (f) Authorize any changes in tuition and any material changes in fees within Dominican University;
- (g) Establish annually the budget of Dominican University, which shall be submitted to it upon recommendation of the Finance Committee;
- (h) Authorize the construction of new buildings and renovation of existing buildings and assure the proper management of the physical plant;
- (i) Approve and participate in a comprehensive financial development program to add to the current, special and endowment resources of the University;
- (j) Authorize Officers or agents of the University to accept gifts for the University;
- (k) Recommend to the Members, the acquisition, purchase, sale, mortgage, lease, transfer, or encumbrance of the real property owned or proposed to be owned by the University;
- (l) Require an independent yearly certified audit of financial accounts, records and resources by a certified public accountant;
- (m) Periodically review these Bylaws and recommend changes to the Members.

## **Section 2. NUMBER OF TRUSTEES AND ELECTION.**

(a) The Board of Trustees shall number between twenty-eight and thirty-three as determined by the Board from time to time. Up to three Trustees may be elected by the Members and such Member Designated Trustees shall be Members of the University, or a Sinsinawa Dominican or another individual recommended by the Members for such terms as may be designated by the Members. Except for the Member Designated Trustees and except for those Trustees elected pursuant to the provisions of subsection (b) of this Section 2, the Board shall be divided into three classes, which shall be as nearly equal in number as possible, and each Trustee shall be elected for a term of three years by the Trustees of the Board not standing for election. Each Trustee shall hold office until the annual meeting at which the terms of office of such Trustee expires and the election and qualification of his or her successor, or until his or her earlier death, resignation or removal. Except as to the Member Designated Trustees and those Trustees elected pursuant to the provisions of Subsection (b) of this Section 2, the Board shall therefore constitute a self-perpetuating body. The election of all Trustees shall be effective upon approval by the Members of the University. A Trustee elected to a vacancy occurring in the Board shall first be elected to fill the unexpired term of his or her predecessor.

(b) The Board of Trustees shall elect one Trustee who is a member of the faculty of Dominican University ("Faculty Member Trustee") and one Trustee who is registered as a student at Dominican University ("Student Trustee"). The Faculty Trustee shall be nominated by the faculty of Dominican University and elected by the Board for a term of two years. The Student Trustee shall be nominated by the student body of Dominican University and elected by the Board for a term of one year. In the event the Faculty Member Trustee or the Student Trustee ceases for any reason to be a member of the faculty or a member of the student body, as the case may be, of Dominican University, he or she shall be disqualified as a Trustee and his or her office shall be vacant until his or her successor is duly elected. In the event of the removal, resignation or death of the Faculty Member Trustee or the Student Trustee, the office shall remain vacant until a successor is duly elected.

(c) The President shall function as the chief executive officer of the University and shall be a voting ex-officio Member of the Board of Trustees and of all standing, special, and ad hoc committees of the Board. The Board may from time to time designate other non-voting members of the Board or any committee. One member of the Sponsors Council is an ex-officio, non-voting member of the Board.

(d) The Board of Trustees may elect an Emeritus Trustee at any time. A Trustee who has served at least two full terms (6 years) and who has not been a Trustee for at least one year may be proposed for election as an Emeritus Trustee. Emeritus Trustees continue to be actively associated with and perform special services for the Board. They may serve on one or more of the committees of the Board, but they need not attend full board meetings, nor do they have voting rights. Emeritus Trustees are listed as such in Dominican University publications.

**Section 3. QUALIFICATION AND REMOVAL.** Any Trustee may be removed from office with or without cause by the affirmative vote of two-thirds of the Trustees then in office, effective upon approval by the Members of the University. Except as otherwise provided in this Section 3, a Trustee who has served for three consecutive terms (including any partial term), shall not be eligible for re-election until one year has elapsed after the end of the third term, unless (i) the Trustee is elected Chairperson or Vice-Chairperson in which case they may serve out the term or terms prescribed for these offices or (ii) the President and the Chairperson request the waiver of such one year for a given Trustee and such waiver is approved by the affirmative vote of two-thirds of the Trustees then in office. Trustees who are Member Designated Trustees may be reelected for additional terms so long as they are appointed by the Members of the University.

**Section 4. RESIGNATION.** Any Trustee may resign at any time by giving written notice to the Chairperson or the President. Unless otherwise stated in a resignation, it shall take effect when received by the officer to whom it is directed, without any need for its acceptance.

**Section 5. REGULAR MEETINGS.** There shall be at least three regular meetings of the Board of Trustees annually on such date and place as may be designated either by the Board or by any two of the Chairperson, Vice Chairperson, and the President at the office of the University in River Forest, Illinois, or at such other place, either within or without the State of



Illinois, as the persons calling the meeting may determine.

**Section 6. ANNUAL MEETING; CHAIRPERSON / VICE CHAIRPERSON(S).** The Annual Meeting of the Board of Trustees shall be held in the spring of each year. At the Annual Meeting of the Board, the Trustees shall elect from their number a Chairperson, and one or more Vice Chairperson(s) of the Board for a two-year term. The Chairperson or Vice Chairperson may not be elected to serve more than two consecutive two-year terms, except that such term may be extended by the Board.

**Section 7. SPECIAL MEETINGS.** Special Meetings of the Board of Trustees may be called by the Chairperson of the Board, the President, or any seven (7) Trustees. The person or persons authorized to call Special Meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any Special Meetings of the Board called by them.

**Section 8. NOTICE.** Notice of any Special Meeting of the Board of Trustees shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or telecommunication to each Trustee at his or her address as shown in the records of the University, except that no Special Meeting of the Board may remove a Trustee unless written notice of the proposed removal is delivered to all Trustees at least twenty (20) days prior to such a meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telecommunication, such notice shall be deemed to be delivered when the telecommunication is sent. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by Illinois law or by these Bylaws.

**Section 9. QUORUM.** A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

**Section 10. MANNER OF ACTING.** The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by Illinois law or by these Bylaws.

**Section 11. VACANCIES.** Any vacancy occurring in the Board of Trustees (by reason of death, incapacity, resignation, an increase in the number of Trustees, failure to attend three (3) consecutive regular meetings without prior notice or sufficient reason) shall be filled in the manner provided for in Section 2 of this Article for the unexpired term of such Trustee.

**Section 12. TELEPHONIC MEETINGS.** Trustees may participate in a meeting of the Board of Trustees by means of conference telephone or similar communications equipment

by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 12 shall constitute presence in person at such meeting.

## **ARTICLE V**

### **Officers of the University**

Section 1. **OFFICERS.** The Officers shall be the President, the Provost and Vice President for Academic Affairs, the Vice President for Finance and Treasurer, the Vice President for Mission and Ministry, and the Secretary. The President shall be elected by the Board of Trustees at any regular or special meeting held pursuant to these Bylaws. All other officers shall be appointed by the President with the concurrence of the Board of Trustees in accordance to these Bylaws. The Board may elect or appoint such other Officers, including other Vice Presidents or a Chancellor, as it shall deem desirable, such Officers to have the authority to perform the duties prescribed, from time to time, by the Board of Trustees. Each Officer shall hold office until his or her successor shall have been elected and qualified or until such Officer's death or until such Officer shall resign or shall have been removed in the manner hereinafter provided. Any two or more offices may be held by the same person except the offices of President and the Secretary.

Section 2. **TERMS OF OFFICE.** Terms of office for Officers elected by the Board of Trustees shall be for so long as the Board of Trustees determines.

Section 3. **REMOVAL.** Any Officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the University would be served thereby but such removal shall be without prejudice to contract rights, if any, of the person so removed.

Section 4. **VACANCIES.** A vacancy in any elected office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. **PRESIDENT.** The President shall function as the chief executive officer, and shall, in general, supervise and control all of the business and affairs of the University. The President may sign, with the Secretary of the University or any other proper Officer of authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, applications for loans or mortgages, or other instruments which the Board shall have authorized to be executed and, in general, shall perform all duties as may be prescribed by the Board of Trustees from time to time. The President shall have general administrative responsibility for the operation of the University, including among other things, responsibility for the program, curriculum, student and faculty affairs and alumni relations, preparation of the budget with consultation, as well as the business operations of the University. The President shall be responsible to the Board and shall at least annually report to it on the business and affairs of Dominican University.

Section 5. **SEARCH COMMITTEE.** In the case of a vacancy, or a pending vacancy, in the office of the President, the Board shall appoint a Presidential Search Committee including

at least three Trustees, one of which is a Member Designated Trustee, and the Sponsors Council liaison to the Board of Trustees. The Search Committee shall interview, select, and present to the Board for its approval a slate of one or more qualified candidates to fill the position of President. The Search Committee shall provide opportunities for senior University executives and other appropriate stakeholders as determined by the Search Committee, to interview and provide feedback to the Search Committee on top candidates. Notwithstanding, the slate of candidates must be unanimously approved by the Presidential Search Committee.

Section 6. **VICE PRESIDENT(S).** The Provost and Vice Presidents shall have such powers and shall perform such duties as may be assigned by the Board of Trustees or the President. In the absence of the President, or in the event of his or her inability or refusal to act, the Provost and Vice President for Academic Affairs shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 7. **SECRETARY.** The Secretary shall assure the recording and minutes of Dominican University affairs, and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by Illinois law; be custodian of the records of the meetings of the Board and of the seal of the University, and see that the seal is affixed to all documents, the execution of which on behalf of the University is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Member of the University and of each member of the Board, which shall be furnished to the Secretary by such Member and the Board, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

Section 8. **APPOINTED OFFICERS.** The President may appoint one or more additional Vice Presidents and such other Officers as may be deemed necessary for proper management, and such Officers shall hold office at the President's pleasure and shall have such powers and shall perform such duties as may be assigned to each of them by the President.

## **ARTICLE VI**

### **Committees of the Board of Trustees**

Section 1. **GENERAL.** The Business of the Board of Trustees shall be conducted by standing and ad hoc committees to the extent delegated to such committees by the Board of Trustees. Standing committees may be added, eliminated, or consolidated from time to time as required to oversee major functions. Each committee shall have such powers as are prescribed by these Bylaws and such additional powers as are prescribed from time to time by the Board.

A majority of the Board of Trustees shall appoint Trustees, except where otherwise provided in this Article, to serve on such committees. In addition, a majority of the Board of Trustees may appoint persons who are not Trustees to serve in an advisory capacity to such committees. Each committee shall have three or more Trustees and all committee members and advisors shall serve at the pleasure of the Board.

Section 2. **STANDING COMMITTEES.** There shall be the standing committees specified in this Article, and such other standing committees approved by the Board of Trustees.

The Chairperson of the Board of Trustees, if any, and the President, shall be ex- officio members of all standing committees, except as otherwise provided in this Article. Each standing committee shall include at least three Trustees. Whenever possible, a Sinsinawa Dominican shall serve as a member of each standing committee. Members of standing committees shall be appointed annually, at or following the Annual Meeting of the Board. The chairperson of any committee, with the consent of the Chairperson of the Board, may request that the President to appoint an Officer or a member of the administrative staff to serve as a liaison between the committee and the office of the President. Such liaison person shall assist the committee in the carrying out of its duties. Except as provided in these Bylaws, all standing committees shall meet at least two times annually.

**Section 3. SPECIAL COMMITTEES OF THE BOARD.** There may be such special or ad hoc committees as the Board of Trustees may from time to time establish for the discharge of particular duties. Whenever possible, a Sinsinawa Dominican shall serve as a member of each special or ad hoc committee.

**Section 4. EXECUTIVE COMMITTEE.** The President, the Chairperson of the Board, the previous past Chair of the Board, the Vice-Chairperson(s), and the Chairperson of each standing committee of the Board shall be members of the Executive Committee. The Chairperson of the Board shall be the Chairperson of the Executive Committee. Between meetings of the Board of Trustees, the Executive Committee shall have general supervision of the administration and property of the University except that unless specifically empowered by the Board to do so and permitted by Illinois law, it may not take any action inconsistent with a prior act or resolution of the Board, award degrees, alter these Bylaws or the Articles of Incorporation, locate permanent buildings on tax-exempt property held for University purposes, elect, remove or appoint the President, or any other Officer, any Trustee, or member of any committee, fix the compensation of any member of a committee, or take any action which has been reserved by the Board or by the Members of the University. The Executive Committee shall also oversee the strategic planning process and assure the Board's active collaboration in it. The Executive Committee meetings shall be called by the Secretary on the written request of the Chairperson or at least three of the members of the Executive Committee.

**Section 5. ACADEMIC AFFAIRS COMMITTEE.** The Academic Affairs Committee is responsible for overseeing and appraising academic affairs. This responsibility is exercised, in cooperation with the President and the Vice President of Academic Affairs, through the review of program and personnel policies, including the review of proposals, studies and reports presented at regular meetings of the Committee. The Committee's oversight activities ensure that the educational program is consistent with the mission and strategic plans; the academic budget reflects the institution's academic priorities; faculty personnel policies and procedures complement academic priorities; academic programs are appropriate for students; and assessed for effectiveness.

The Committee accepts, approves, and recommends various levels of promotions including tenure to the Board of Trustees. The Committee also reviews, approves and recommends to the Board of Trustees new degrees and certification programs submitted by the various colleges of Dominican University.

In addition to Trustees, the Committee shall include as non-voting members, the Vice



President for Academic Affairs, a faculty member elected by the Academic Council, and such other academic administrators as appropriate for the business of the Committee.

**Section 6. FINANCE COMMITTEE.** The Finance Committee is responsible for overseeing the financial and investment matters of the University and shall meet at least quarterly. No member of the Finance Committee (other than an ex-officio member or a Member of the University or a Sinsinawa Dominican recommended by the Members) shall have any relationship to the University that may interfere with the exercise of such member's independence from the University and its officers.

The Finance Committee shall review annual operating and capital budgets prepared and presented under the direction of the President and make recommendations with respect thereto to the Board of Trustees. It shall review and discuss monthly financial statements prepared by the Vice President for Finance. It shall review major financial transactions not provided for in the budget and submit proposed variances with recommendations to the Board or Executive Committee. It shall also meet with University management and make recommendations to the Board regarding salaries, tuition rates, all debt financing matters and other items as appropriate.

The Vice President for Finance shall be an ex-officio member of the Finance Committee, without power to vote and shall not be counted as a member of the Committee for any purpose.

**Section 7. MISSION AND IDENTITY COMMITTEE.** The Mission and Identity Committee is responsible for overseeing and monitoring the vitality of the Catholic Dominican mission and identity of the University. This responsibility is exercised, in cooperation with the President of the University and the Vice President for Mission and Ministry, through the review and recommendation of programs and policies of the Office of Mission and Ministry; continuing formation of the Board of Trustees in Catholic Dominican history, traditions and mission; and assuring harmony between the mission of the University and the mission of the Sinsinawa Dominican Congregation. The Committee's oversight activities ensure that mission is integral to the university curricula, hiring of administrators, faculty and staff, and development of student programming.

In addition to the Trustees, the Committee shall include as non-voting members: the Vice President for Mission and Ministry, and other mission integration resource persons as appropriate for the business of the Committee.

**Section 8. TERMS OF OFFICE.** The term of each Committee member and advisor of a standing committee shall be one year with the understanding that an ad hoc committee remains constituted until its specific task is completed.

**Section 9. CHAIRPERSON.** The Chairperson of each committee must be a member of the Board of Trustees and shall be appointed by the Chairperson of the Board. Each committee shall choose a secretary from among the members or advisors. Each committee chairperson shall see that the agenda and the actions of each meeting are properly recorded and promptly distributed to its members and are reported to the Board at the following Board meeting.

**Section 10. VACANCIES.** Vacancies in the membership of any committee may be filled by elections or appointments made in the same manner as provided in the case of the



original election or appointment.

Section 11. **QUORUM.** Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the members of such committee shall constitute a quorum for the transaction of business. Unless otherwise provided in the resolution of the Board designating a committee, the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee. If a quorum is not present at any committee meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 12. **RULES.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with the rules adopted by the Board of Trustees.

Section 13. **TELEPHONIC MEETINGS.** Any committee of Trustees designated by the Board of Trustees may participate in a meeting of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 13 shall constitute presence in person at such meeting.

## **ARTICLE VII**

### **Contracts, Checks, Deposits and Funds**

Section 1. **CONTRACTS.** The Board of Trustees may authorize any Officer or agent of the University, in addition to the Officers of the University so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the University and such authority may be general or confined to specific instances.

Section 2. **CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the University shall be signed by such officer or officers, agent or agents of the University in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. **DEPOSITS.** All funds of the University shall be deposited from time to time to the credit of the University in such banks, trust companies, or other depositaries as the Board of Trustees may select.

Section 4. **GIFTS.** The Board of Trustees may accept on behalf of the University any contribution, gift, bequest or device for the general purpose or for any special purpose of the University.

## **ARTICLE VIII**

### **Books and Records and Financial Information**

The University shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Trustees, and committees having any of the authority of the Board and shall keep at the registered and principal office a record giving the names and addresses of the Members. All books and records of the University may

be inspected by any Member, or her agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE IX**

##### **Fiscal Year**

The fiscal year of the University shall begin on the first day of July and end on the last day of June in each year.

#### **ARTICLE X**

##### **Corporate Seal**

There shall be provided a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the University and the words, "Corporate Seal, Illinois." The Seal shall be kept by the Secretary.

#### **ARTICLE XI**

##### **Waiver of Notice**

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of 1986 of Illinois or under the provisions of the Articles of Incorporation or these Bylaws, a waiver of notice signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XII**

##### **Indemnification**

The University shall indemnify, to the fullest extent authorized or permitted by Illinois law, any person who was or is made or threatened to be made a party to any action, suit, or proceeding, whether brought by, against, or in the right of the University. Such persons include the following: Member, Trustee, officer, employee, or agent of the University; or if such person served on an advisory body or committee of the University, the Board of Trustees; or if such person served at the request of the University as a trustee, member, officer, employee or agent of another corporation, partnership, joint venture, trust, association, or enterprise. Such persons will be indemnified for expenses (including reasonable attorneys' fees), judgments, fines, and amounts which are incurred or paid by such person in an action, suit, or proceeding. Provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated not to have acted in good faith in the reasonable belief that such action was in the best interests of the University.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Any indemnification under this Article (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 present or former 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 with respect to a person who is a trustee or officer of the University at the time of

the determination: (1) by the majority vote of the trustees who are not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of such trustees, even though less than a quorum, designated by a majority vote of such trustees, (3) if there are no such trustees, or if such trustees so direct, by independent legal counsel in a written opinion, or (4) by the Members entitled to vote, if any.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

### **ARTICLE XIII**

#### **Conflicts of Interest**

Any possible conflict of interest on the part of any Trustee of the Board should be disclosed to the other Trustees and made a matter of record when the possible conflict relates to a matter of Board action. Any Trustee having a possible conflict on a matter before the Board shall not vote or use personal influence in the matter, and that Trustee should not be counted in determining the quorum for the meeting at which action is taken on the matter, even when permitted by Illinois law. The minutes of the meeting shall reflect that disclosure of the possible conflict of interest was made, that the interested Trustee abstained from voting, and that the Trustee's presence was not counted in determining a quorum. These requirements should not be construed as preventing a Trustee from stating his or her position on the matter on which the Trustee may have possible conflict of interest, or from answering questions of other Trustees, recognizing that the Trustee's knowledge may be of great assistance to the Board, nor shall this Article XIII affect the validity of any matter of Board action.

### **ARTICLE XIV**

#### **Dissolution**

In the event that the Board of Trustees has recommended, and the Members of the University have approved, the dissolution of the University, the Members of the University shall apply and distribute its assets as follows:

- (a) All liabilities and obligations of the University shall be paid, satisfied, and discharged, or adequate provision shall be made therefor.
- (b) Assets held by the University upon condition requiring return, transfer, or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- (c) Assets held for a charitable, religious, eleemosynary, benevolent, educational, or similar use, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to Sinsinawa Dominicans, Inc., a Wisconsin non-profit corporation, or its successor in interest, engaged in activities substantially similar to those of the dissolving corporation.

### **ARTICLE XV**

#### **Amendments to Bylaws**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Members provided thirty (30) days prior written notice be given to the Board of Trustees. No rights or terms of office or authority given, created, or provided for under any Bylaw in force prior to its amendment, alteration, or repeal shall survive such alterations, amendments, or repeals, provided, however, that the Board may recommend to the Members amendments to these Bylaws for consideration by the Members.

#### **ARTICLE XVI**

##### **Effective Date**

These Bylaws shall become effective thirty (30) days after written notice is given by the Members to the Board of Trustees after which they shall be filed with corporate records.

#### **ARTICLE XVII**

##### **Adoption**

At a meeting of the Board of Trustees at Dominican University held on October 4, 2018 the foregoing amended, and restated Bylaws were approved by the Board of Trustees for recommendation to the Members of the University.

At a meeting of the Members of the University, or their delegated representatives, held on December 4, 2019, the foregoing amended, and restated Bylaws were adopted and all previous by-laws relating to the University were rescinded. The Members of the University, or delegated representatives, sent written notice to the Board of Trustees of the adoption of the foregoing amended and restated Bylaws on December 9, 2019 and the foregoing amended, and restated By-laws became effective on, December 4, 2019.

Colleen Settles, OP  
Colleen Settles, OP, Corporate Chair

Patricia Beckman, OP  
Patricia Beckman, OP, Member

Angelo Collins, OP  
Angelo Collins, OP, Member

Toni Harris, OP  
Toni Harris, OP, Member

Pamela Mitchell, OP  
Pamela Mitchell, OP, Member

Betsy Pawlicki, OP  
Betsy Pawlicki, OP, Member  
Elizabeth

Kathleen Theis, OP  
Kathleen Theis, OP, Treasurer

December 4, 2019  
Date