



THE CATHOLIC UNIVERSITY OF AMERICA
AMENDED AND RESTATED BYLAWS

Approved by the Board of Trustees June 2019

PREAMBLE

The University's governance structure is intended to perfect and make permanent the University's essential character as a Catholic and American institution of higher learning and its role as the national university of the Catholic Church, sponsored by the bishops, while permitting greater lay responsibility and support for the University. The responsibility for governance and oversight of the operations of the University resides in the first instance in the University's Board of Trustees. The Fellows serve as the members of the University and hold certain reserved powers designed to preserve in perpetuity the essential character of the University as a Catholic institution of higher learning.

ARTICLE I
FELLOWS

1.1 Classes of Fellows. The University shall have four classes of Fellows, as set forth below who shall be the Members of the University. All Fellows shall serve as Trustees of the University as provided in section 3.2(a) of these Bylaws.

(a) Cardinal Fellows. The University shall have as Cardinal Fellows all of the Cardinals serving as diocesan bishops in the United States. A Cardinal Fellow shall serve *ex officio* during his tenure as a diocesan bishop. No one shall be a Cardinal Fellow without his prior consent.

(b) Bishop Fellows. The University shall have four (4) Fellows who are

designated as the Bishop Fellows. Bishop Fellows shall be appointed by the Fellows to serve for terms of three years or until their successors are appointed. Only individuals who are serving as diocesan bishops in the United States may serve as Bishop Fellows. Any Bishop Fellow who ceases to serve as a diocesan bishop in the United States shall be deemed to have resigned his position as a Bishop Fellow. The vacancy shall be filled by the Fellows in the manner set forth in article 3.3 of these Bylaws. A Bishop Fellow may serve two consecutive terms and thereafter shall not be eligible to serve again until a year after the expiration of his second term. Partial terms shall not count for purposes of the foregoing limitation. Notwithstanding the foregoing, the Fellows in their discretion may reappoint any Bishop Fellow who has already served two consecutive terms for a single additional three-year term, in recognition of the Bishop Fellow's extraordinary service and dedication to the University, if the Fellows determine that such reappointment would be in the best interests of the University. No individual shall be appointed as a Bishop Fellow without his prior consent.

(c) Ex Officio Fellows. The University shall have up to four (4) Ex Officio Fellows. The Ex Officio Fellows shall be those individuals who hold the official positions specified below within the organization named, unless they are otherwise Fellows of the University.

- (i) Chairman of the Board of Trustees of The Catholic University of America;
- (ii) President of The Catholic University of America;
- (iii) Chancellor of The Catholic University of America; and
- (iv) President of the United States Conference of Catholic Bishops.

An Ex Officio Fellow shall serve during his or her tenure in the specified office.

(d) Appointed Fellows. The University shall have two (2) Appointed Fellows, each of whom shall be an Appointed Trustee of the University at the time of his or her initial appointment as an Appointed Fellow. Appointed Fellows shall be appointed by the Fellows, from a slate nominated by the Trusteeship Committee, to serve for terms of three years or until their successors are appointed. An Appointed Fellow may serve two consecutive terms and thereafter shall not be eligible to serve as an Appointed Fellow until a year after the expiration of his or her second term. Partial terms shall not count for purposes of the foregoing

limitation. Notwithstanding the foregoing, the Fellows in their discretion may reappoint any Appointed Fellow who has already served two consecutive terms and who continues to meet the eligibility requirements specified above for a single additional three-year term, in recognition of the Appointed Fellow's extraordinary service and dedication to the University, if they determine that such reappointment would be in the best interests of the University.

1.2 Retained Powers. The Fellows shall have the following retained powers, as set forth in the Articles of Incorporation:

- (a) To ensure that the University maintains its essential character as a Catholic institution of higher learning in perpetuity and its role as the national university of the Catholic Church;
- (b) To appoint Bishop and Appointed Fellows of the University, as provided by these Bylaws;
- (c) To appoint Bishop and Appointed Trustees of the University, as provided by these Bylaws;
- (d) To remove any Fellow or Trustee, with or without cause, at any time upon the vote of two-thirds of the Fellows then serving;
- (e) To appoint the President of the University upon the recommendation of the Board of Trustees;
- (f) To remove the President of the University upon consultation with the Board of Trustees;
- (g) To approve any disposition of all or substantially all of the assets of the University;
- (h) To amend the Articles of Incorporation, these Bylaws, and the Canonical Statutes of the University (subject to any additional approvals required under canon law) upon the vote of two-thirds of the Fellows then serving;
- (i) To approve dissolution and termination of the University or any of its ecclesiastical faculties.

1.3 Fellows' Oversight. The Fellows may in their discretion evaluate and audit the programs and services of the University at any time.

1.4 Compensation. No Fellow shall be entitled to any direct or indirect compensation related to that person's services as a Fellow.

1.5 Chancellor of the University. The Chancellor of the University shall be that individual serving as the Archbishop of Washington, who shall serve *ex officio* during his tenure in such office. The Chancellor shall serve as a liaison between the University and the United States Conference of Catholic Bishops and the Holy See. The Chancellor, in his relations with the ecclesiastical faculties, shall fulfill the requirements under *Sapientia Christiana*, General Norms, Art. 12-14, and Norms of Application, General Norms, Section II, Art. 8.

ARTICLE II MEETINGS OF FELLOWS

2.1 Annual Meeting. The annual meeting of the Fellows shall be held immediately before the annual meeting of the Board of Trustees. The Chancellor of the University shall preside at all meetings of the Fellows and establish any committees of the Fellows that may be necessary.

2.2 Special Meetings; Notice. Special meetings of the Fellows may be held within or without the District of Columbia and may be called at any time or place by the President, the Chancellor, or any five (5) Fellows. Notice of special meetings of the Fellows shall be given to each Fellow not less than five (5) days before the meeting, by delivering the same to the Fellow in person or to the Fellow's residence or business address (or such other place as the Fellow may have directed in writing) by mail, messenger, telecopier, facsimile, electronic mail, or other means of written communication or by telephoning such notice to the Fellow. Any such notice shall set forth the time and place of the meeting. A special meeting may be held at any time and place and without notice by unanimous written consent of all Fellows as described below or by the presence of all Fellows at each meeting.

2.3 Quorum; Voting. A majority of the number of Fellows then serving shall constitute a quorum for the transaction of business at a meeting of the Fellows. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Fellows present is the act of the Fellows.

2.4 Telephonic Meetings. Any Fellow may participate in a regular or special meeting by, and a regular or special meeting may be conducted through the use of, any means of communication by which all Fellows participating may simultaneously hear each other during the meeting. A Fellow participating in a meeting by this means is deemed to be present in person at the meeting.

2.5 Action Without Meeting. Action required or permitted to be taken at a meeting of the Fellows may be taken without a meeting if the action is taken by all Fellows. The action shall be evidenced by one or more written consents, which may be signed in counterparts, stating the action taken, signed by each Fellow either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this article becomes effective when the last Fellow signs unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Fellow.

ARTICLE III TRUSTEES

3.1 General Powers. The University shall have a Board of Trustees. All powers not reserved to the Fellows of the University shall be vested in the Board of Trustees and the business of the University shall be managed and exercised by the Board of Trustees to the extent not reserved to the Fellows, subject to any limitation set forth in the Articles of Incorporation or these Bylaws.

3.2 Classes and Manner of Appointment. The University's Board of Trustees shall consist of the three (3) classes of Trustees: the Fellow Trustees, the Bishop Trustees, and the Appointed Trustees. All three classes of Trustees are necessary and integral to the operation of the Board of Trustees.

(a) Fellow Trustees. The University shall have one class of Trustees who are designated as the Fellow Trustees. The Fellow Trustees shall be those individuals serving as Fellows of the University. Each Fellow Trustee shall serve *ex officio* during his or her tenure as a Fellow of the University.

(b) Bishop Trustees. The University shall have three (3) Trustees who are designated as the Bishop Trustees. Only individuals who are not Fellows of the University and who are Bishops serving as diocesan bishops in the United States may serve as Bishop Trustees. Any Bishop Trustee who ceases to serve as a diocesan bishop in the United States shall be deemed to have resigned his position as a Bishop Trustee immediately and the vacancy shall be filled by the Fellows in the manner set forth in section 3.3 of these Bylaws. Bishop Trustees shall be appointed by the Fellows at an annual meeting of the Fellows to serve for terms of three (3) years or until their successors are appointed. A Bishop Trustee may serve

two consecutive terms and thereafter shall not be eligible to serve as a Bishop Trustee until he has not served as a Bishop Trustee for a term of one year or more. Partial terms shall not count for purposes of the foregoing limitation. But the Fellows in their discretion may reappoint any Bishop Trustee whose term expires and who has already served two consecutive terms for a single additional three-year term, in recognition of the Bishop Trustee's extraordinary service and dedication to the University, if the Fellows determine that such reappointment would be in the best interests of the University. No individual shall be appointed as a Bishop Trustee without his prior consent.

(c) Appointed Trustees. The University shall have not fewer than twenty (20) and not more than forty (40) Trustees who are designated as the Appointed Trustees. At all times no fewer than 90 percent of the Appointed Trustees of the University shall be members of the Roman Catholic Church. All Appointed Trustees shall be committed to preserving the University's Catholic identity. Appointed Trustees shall be appointed by the Fellows, from a slate nominated by the Trusteeship Committee, to serve for terms of three (3) years. Clergy and professed religious are eligible to serve as Appointed Trustees. The number of Appointed Trustees shall be divided into three (3) groups with each group consisting of one-third of the total. The terms of the Appointed Trustees in the first group shall expire at the first annual meeting of the Board of Trustees after their appointment; the terms of the Appointed Trustees in the second group shall expire at the second annual meeting of the Board of Trustees after their appointment; and the terms of the Appointed Trustees in the third group shall expire at the third annual meeting of the Board of Trustees after their appointment. Thereafter, at each annual meeting of the Fellows, one group of Appointed Trustees shall be appointed by the Fellows for a term of three years to succeed those whose terms expire. The Fellows may appoint additional Appointed Trustees in their discretion or upon recommendation of the Board of Trustees at any meeting of the Fellows. An Appointed Trustee may serve two consecutive terms and thereafter shall not be eligible to serve as an Appointed Trustee until he or she has not served as an Appointed Trustee for a term of one year or more. Partial terms shall not count for purposes of the foregoing limitation. Notwithstanding the foregoing, the Fellows in their discretion or upon recommendation of the Board of Trustees may reappoint any Appointed Trustee whose term expires and who has already served two consecutive terms for a single additional three-year term, in recognition of the Appointed Trustee's extraordinary service and

dedication to the University, if it is determined that such reappointment would be in the best interests of the University. No individual shall be appointed as an Appointed Trustee without his or her prior consent.

3.3 Removal; Vacancies. The Fellows may remove any Fellow or Trustees, with or without cause, but only at a meeting called for that purpose. The notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Fellow or Trustee. The removal of a Fellow or Trustee shall be effective only upon the affirmative vote of two-thirds of the Fellows then serving. A vacancy, including a vacancy resulting from the removal of a Fellow or Trustee, may be filled by the affirmative vote of a majority of the Fellows at a meeting at which a quorum is present, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new Fellow or Trustee may not take office until the vacancy occurs. Any such election to fill a vacancy shall be for the unexpired term of such Fellow or Trustee.

3.4 Annual and Regular Meetings. An annual meeting of the Board of Trustees (for the purpose of electing officers and carrying on such other business as may properly come before the meeting) shall be held in June of each year on such day or days as the Chairman, the President, or the Board of Trustees shall designate. If an annual meeting is not held in June, a substitute annual meeting shall be called as promptly as possible in accordance with the notice provisions of section 3.6. Any meeting so called shall be designated and treated for all purposes as the annual meeting. The Board of Trustees shall also adopt a schedule of additional meetings, which shall be considered regular meetings. The annual and regular meetings shall be held, either within or without the District of Columbia, as the Chairman, the President, or the Board of Trustees shall designate from time to time. If no place is designated in a notice of a meeting, it shall be held at the principal office of the University.

3.5 Special Meetings. Special meetings of the Board of Trustees may be called by the Chairman, the President, or one-fifth (1/5) of the Trustees and shall be held at such times and such places, within or without the District of Columbia, as the person or persons calling the meetings shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the University.

3.6 Notice of Meetings. No notice need be given of the annual or regular meetings of the Board of Trustees. Notice of special meetings of the Board of Trustees shall be given to

each Trustee not less than five (5) days before the meeting, by delivering the same to the Trustee in person or to the Trustee's residence or business address (or such other place as the Trustee may have directed in writing) by mail, messenger, telecopier, facsimile, electronic mail, or other means of written communication or by telephoning such notice to the Trustee. Any such notice shall set forth the time and place of the meeting.

3.7 Waiver of Notice. A Trustee may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be the equivalent to the giving of such notice. Except as provided in the next paragraph of this article, the waiver shall be in writing, signed by the Trustee entitled to the notice, and filed with the minutes or corporate records. A Trustee's attendance at or participation in a meeting waives any required notice to the Trustee of the meeting unless the Trustee at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.8 Quorum; Voting. One-third of the number of Trustees then serving shall constitute a quorum for the transaction of business at a meeting of the Board of Trustees. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Trustees present is the act of the Board of Trustees. A Trustee who is present at a meeting of the Board of Trustees when corporate action is taken is deemed to have assented to the action unless the Trustee (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

3.9 Telephonic Meetings. The Board of Trustees may conduct a meeting or permit any or all Trustees to participate in a committee meeting or special meeting, but not a regular meeting, through the use of any means of communication by which the Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

3.10 Action Without Meeting. Action required or permitted to be taken at a Board of Trustees' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents, which may be signed in counterparts, stating the action taken, signed by each Trustee either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken.

Action taken under this section becomes effective when the last Trustee signs unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein provided the consent states the date of execution by each Trustee.

3.11 Compensation. No Trustee shall be entitled to any direct or indirect compensation related to that person's services as a Trustee.

3.12 Resignations, Leaves of Absence, and Suspensions.

(a) Resignations.

(i) Any Trustee may voluntarily resign at any time by delivering written notice to the Chairman, the President, or the Secretary. The resignation shall be effective on the later of the date of delivery and the date specified in the notice of resignation or such other date as the Board of Trustees may deem appropriate.

(ii) A Trustee shall tender his or her written resignation to the Chairman, the President, or the Secretary immediately upon any significant change in his or her employment or professional status or his or her (i) conviction of a felony or (ii) admission to felonious conduct or to any other serious misconduct which violates the Catholic Church's mission or teachings, or which would, if known, reasonably be expected to result in material loss, damage, or injury to the University or its mission, reputation, goodwill or image. The Board of Trustees shall accept such resignation if it determines that it is in the best interests of the University. A Trustee tendering his or her resignation shall not participate in Board matters until a determination on the resignation is made. If accepted, the resignation shall be effective on the later of the date of delivery and the date specified in the notice of resignation or on such other date as the Board of Trustees may deem appropriate.

(b) Leaves of Absence.

(i) A Trustee who becomes temporarily unable to continue his or her Board service, and who otherwise is in good standing with the University, may request a leave of absence from the Board by notifying the Chairman, the President, or the Secretary. The Board of Trustees shall agree to such leave of absence for any period if it determines that it is the best interests of the University.

(ii) In the event of a Trustee's investigation for any felony or for other serious misconduct which violates the Catholic Church's mission or teachings, or which would, if known, reasonably be expected to result in material loss, damage or injury to the University or

its mission, reputation, goodwill or image, the Trustee immediately shall notify the Chairman of the Board of Trustees and the President of the University of such event, and shall request a leave of absence pending its outcome. The Chairman of the Board has the authority to approve such a request and shall notify the Trustee in question on behalf of the Board; in the event that the Chairman requests the leave then the Chancellor shall have the authority to approve such request.

(iii) A Trustee on leave will not be treated as having resigned from the Board. During the term of the leave, however, the Trustee will not be invited to, attend or participate in scheduled meetings or discussions of the Board; will not be provided information concerning the Board; will not vote on Board matters, and will not be counted in calculating a quorum under these Bylaws.

The Trustee on leave will not have governance, oversight, or other fiduciary duties, authority or obligations to the University during the leave of absence, other than to maintain the confidentiality of University information obtained in the course of Board service and to advise the Chairman immediately of developments regarding the circumstances underlying the leave.

The Trustee on leave will continue to be entitled to indemnification by the University to the same extent as other Trustees in performance of their duties.

A leave of absence will not extend the Trustee's term. A Trustee may apply at any time for reinstatement, and the Chairman shall have the authority to grant or deny such a request.

(c) Suspensions. In the event a Trustee subject to an event described in the Leave of Absence provisions of Article 3.12(b) (i) or (ii) of these Bylaws does not disclose that event and request a leave of absence, the Trusteeship Committee may recommend to the Fellows that the Trustee be suspended. In the event of such a recommendation, the Fellows, by a majority vote of those Fellows serving at the time, may suspend the Trustee pending the outcome of the event.

The Fellows also may suspend the Trustee, by a majority vote of those Fellows serving at the time, if they determine that a Trustee's conduct reasonably raises a concern regarding the Trustee's suitability for continued service as a Trustee.

In the event the Trustee is suspended, the provisions in Article 3.12(b)(iii) will apply during the term of suspension in the same manner as if a leave of absence had occurred.

The provisions of Article 3.12 shall apply to all Trustees, including current and emeritus Trustees. Nothing in this provision shall limit the right of the Fellows to remove any Trustee with or without cause, as set forth in Article 3.3 hereof.

3.13 Participation of Non-Trustees. The Board of Trustees shall permit the attendance at meetings of the Board of Trustees of the Vice Presidents of the University representing the major divisions or operations of the University, as well as other persons upon invitation of the Chairman or the President. Any such Vice President attending a meeting of the Board of Trustees may participate in discussions with the Board of Trustees as appropriate but shall not have the right to vote on any matter. In addition, the Board of Trustees shall permit the attendance at meetings of the Board of Trustees of four (4) observers, three (3) of whom shall be faculty representatives selected by the faculty and one (1) of whom shall be the President of the national alumni association of the University. Any such observer attending a meeting of the Board of Trustees may participate in discussions with the Board of Trustees as appropriate but shall not have the right to vote on any matter.

3.14 Executive Sessions. Notwithstanding any other provisions of these Bylaws, the Chairman may call an executive session of the Board of Trustees as part of any annual, regular, or special meeting of the Board. Trustees Emeriti, officers, employees, staff, and any other guests in attendance shall be excused from executive sessions; provided, however, that the Chairman may request that any person otherwise excused be invited to remain during all or any part of the executive session.

ARTICLE IV COMMITTEES

4.1 Committees. The Board of Trustees shall have the committees set forth in this Article. The Board of Trustees may also create one or more additional committees and appoint members of the Board of Trustees to serve on them. Unless otherwise provided in these Bylaws, each committee shall have three (3) or more members who serve at the pleasure of the Board. Subject to the approval of the Board and except as otherwise provided in these Bylaws, the Chairman, in consultation with the President, shall appoint all committee members after solicitation of Trustee preferences and shall designate a Chairman of each committee.

4.2 Authority of Committees. Each committee may exercise the authority specified by the Board of Trustees except that a committee may not exercise any power retained by the

Fellows as set forth in the Articles of Incorporation or approve any action which by law requires approval of the Board of Trustees rather than a committee of the Board of Trustees.

4.3 Executive Committee. The University shall have an Executive Committee, which shall have full authority to act in all situations for the Board of Trustees between meetings of the Board, except those reserved to the full Board and those specified in section 4.2 of these Bylaws. The Executive Committee shall consist of the Chairman of the Board, who shall serve as the Chairman of the Executive Committee, the Vice Chairman, the President, the Chancellor, the Chairman of the each of the committees set forth in this Article, and three (3) additional at large Trustees elected by the Board of Trustees to serve for a term of three (3) years. At least one (1) of the at-large members of the Executive Committee elected by the Trustees shall be a bishop. The Executive Committee shall review and recommend to the Board of Trustees any policies necessary or appropriate to carry out the business and operations of the University and not under the purview of any other committee of the Board of Trustees, including personnel policies. The Executive Committee shall also review the President's performance annually and recommend to the Board of Trustees the compensation of the President.

4.4 Finance Committee. The Board of Trustees shall have a Finance Committee, consisting of at least six (6) Trustees. The Finance Committee shall be responsible for preparation of the annual budget for approval by the Board of Trustees, review of fiscal year expenditures, and review of policies and procedures for the University's financial operations. In addition, the Finance Committee shall provide general oversight of the security, funding, and investment management of all of the University's endowment and investment assets and shall periodically review all investment policies of the University. The Finance Committee shall also oversee enrollment matters for the University either directly or through the establishment of a subcommittee for this purpose.

4.5 Audit Committee. The Board of Trustees shall have an Audit Committee consisting of at least three (3) Trustees, none of whom shall be officers of the University and at least one of whom shall have substantial financial expertise. The Audit Committee shall regularly review the adequacy of the University's internal financial controls, review with the University's independent public accountants the annual audit program and the University's financial statements, recommend the selection of the University's independent public accountants.

4.6 Trusteeship Committee. The Board of Trustees shall have a Trusteeship Committee consisting of the Chancellor and at least four (4) additional Trustees (at least one of whom shall be a lawyer if possible). The Vice Chairman of the Board shall serve as the Chairman of the Trusteeship Committee. The Trusteeship Committee shall be responsible for board development, consisting of a series of educational activities, including orientation designed to help Trustees clarify and carry out their responsibilities, and development of a Trustee Handbook setting forth the qualifications for and expectations of Trustees and other matters related to service on the Board of Trustees. The Trusteeship Committee shall also oversee the Board of Trustees' adherence to its governing documents, adopted policies, and best practices in higher education governance, and recommend changes to the Articles of Incorporation and these Bylaws. In addition, the Trusteeship Committee shall, after solicitation and consideration of individuals from the Trustees, recommend to the Fellows the names of individuals for appointment as Appointed Fellows or Appointed Trustees of the University.

4.7 Academic Affairs Committee. The Board of Trustees shall have an Academic Affairs Committee, which shall provide oversight to and encourage improvement of the faculty and academic programs of the University and recommend tenure for approval by the Board of Trustees.

4.8 Advancement Committee. The Board of Trustees shall have an Advancement Committee which shall provide oversight to the University's fundraising, public relations, alumni affairs, and related activities.

4.9 Seminary Committee. The Board of Trustees shall have a Seminary Committee, which shall meet regularly with the Rector of Theological College to ascertain the status of the seminary in terms of number of men in attendance, the number ready for ordination, and specific formation issues that may arise from time-to-time. The Seminary Committee shall work closely with both the University's academic programs and the Sulpician Fathers to insure that the education and preparation for the priesthood are optimal.

4.10 Student Affairs Committee. The Board of Trustees shall have a Student Affairs Committee, which shall provide oversight in connection with the well-being of the University's students.

4.11 Facilities Committee. The Board of Trustees shall have a Facilities Committee, which shall provide oversight in connection with the buildings and grounds, technology, and

infrastructure needs of the University.

4.12 Participation of Others on Committees. The Chairman, Vice Chairman, and President may attend and participate in any meeting of any committee set forth in this Article IV or otherwise established by the Board of Trustees. The Chairman, Vice Chairman, and President may vote on any matter coming before the committee at such meeting and his or her attendance at such meeting shall count towards the establishment of a quorum for the transaction of business by such committee. The Chairman may appoint one or more officers or other individuals who are not Trustees to serve on any committee of the Board other than the Executive Committee and the Trusteeship Committee. Any such officer or other individual appointed to any committee may vote on any matter to be presented to the Board of Trustees or Executive Committee as a recommendation of such committee, but may not vote on any matter in which the committee is exercising the final authority of the Board of Trustees. The attendance of any such officer or other individual appointed to any committee at any meeting of that committee shall not count towards the establishment of a quorum for the transaction of business by such committee.

4.13 Committee Meetings; Miscellaneous. To the extent not otherwise provided in these Bylaws or by direction of the Board of Trustees, the provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Trustees shall apply to committees of Trustees and their members as well.

ARTICLE V OFFICERS

5.1 Officers. The officers of the University shall be a Chairman, a President, a Vice Chairman, a Chancellor, a Secretary, a Treasurer, a Vice President for Finance, and a Provost, and, in the discretion of the Board of Trustees, such other officers or assistant officers as may be deemed necessary or advisable to carry out the business of the University. No person may hold more than one office except that the same person may hold the office of Treasurer and Vice President for Finance. The officers shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be lawfully provided in these Bylaws or by resolution of the Board of Trustees consistent with these Bylaws.

5.2 Election and Appointment; Term. The Board of Trustees shall elect the

Chairman and the Vice Chairman at the annual meeting of the Board of Trustees to serve for a term of three (3) years or until his or her successor is elected. The Chairman and the Vice Chairman shall take office upon conclusion of the annual meeting at which he or she is elected. The Board of Trustees shall recommend and the Fellows shall appoint the President as provided in the Articles of Incorporation; the Board shall appoint the Secretary and Treasurer upon recommendation of the President. The President shall appoint the Vice President for Finance whenever a vacancy occurs in that office. As provided in section 1.5 of these Bylaws, the Chancellor shall be that individual serving as the Archbishop of Washington, who shall serve *ex officio* during his tenure in such office. Any other officer or assistant officer shall be appointed or elected and shall serve such terms as the Board of Trustees shall direct. The Chairman, President, and Vice Chairman may resign at any time upon written notice to the Board of Trustees, and no acceptance of resignation shall be necessary to make it effective. The Vice President for Finance, Treasurer, the Secretary, and any other officer may resign at any time upon written notice to the President, and no acceptance of resignation shall be necessary to make it effective.

5.3 Removal. The Board of Trustees may remove the Chairman, the President, the Vice Chairman, the Treasurer, and the Secretary at any time, with or without cause. The President may remove any officer or assistant officer appointed by the President at any time, with or without cause.

5.4 Chairman. The Chairman shall be a member of the Board of Trustees. The Chairman, if present, shall chair all meetings of the Board of Trustees.

5.5 President. The President shall be the chief executive officer of the University on a full time basis and will be responsible for the supervision and operation of all its affairs, under the direction and control of the Chairman and the Board of Trustees in accordance with the University's Articles of Incorporation and these Bylaws.

5.6 Vice Chairman. The Vice Chairman shall be a member of the Board of Trustees. in the case of the disability or death of the Chairman, the Vice Chairman shall carry out the duties of the Chairman.

5.7 Chancellor. The Chancellor of the University shall have those duties and responsibilities as set forth in section 1.5 of these Bylaws.

5.8 Secretary. The Secretary shall be an employee of the University who shall be

elected by the Board of Trustees upon recommendation of the President. If the Secretary ceases to be an employee of the University during his or her term as Secretary, he or she shall no longer be eligible to continue to serve as the Secretary. The Secretary shall be responsible for ensuring that a faithful record of all meetings of the Board of Trustees is kept, notice of time and plan for holding special meetings of the Board of Trustees as specified in these Bylaws is given, and all documents entrusted to his or her care are filed and safely kept. The books and papers kept by the Secretary shall be subject at all times to inspection by the Fellows, the Board of Trustees, the President, or any duly authorized committee of the Board of Trustees.

5.9 Treasurer. The Treasurer shall keep the Board of Trustees informed of all material matters pertaining to the business and financial affairs of the University. Through the Finance Committee, the Treasurer shall render regular reports to the Board of Trustees.

5.10 Vice President for Finance. The Vice President for Finance/Treasurer shall be the chief financial officer and administrative officer of the University under the President in charge of the business and financial affairs of the University and its various divisions. The Vice President for Finance shall report to and be responsible to the President and shall keep the President informed of all material matters pertaining to the business and financial affairs of the University. The Vice President for Finance shall be the officer charged with the supervision of the activities of all other staff members in the areas of business and financial management. The financial records of the University kept by the Vice President for Finance shall be subject at all times to inspection by the Fellows, the Board of Trustees, the President, the Treasurer or any duly authorized committee of the Board of Trustees.

5.11 Provost. The Provost is the chief academic officer and acts for the President in his absence. The Provost is responsible for the coordination and development of all academic units, programs, policies, and procedures.

ARTICLE VI TRUSTEES EMERITI OR EMERITAE

The Board of Trustees may in its discretion or upon the recommendation of the Trusteeship Committee designate as a Trustee Emeritus or Emerita any individual who is a former member of the Board of Trustees. Designation of an individual as a Trustee Emeritus or Emerita shall be dependent upon the needs and best interests of the University at that time. A Trustee Emeritus or Emerita shall be invited to all functions of the University to which Trustees are invited,

including meetings of the Board of Trustees, and may participate in Board of Trustees' discussions, but shall not have the power to vote. At the discretion of the Board of Trustees or the Chairman, Trustees Emeriti or Emeritae may serve on committees of the Board of Trustees, other than the Executive Committee, and may also be asked to participate in other University activities from time to time. Any Trustee Emeritus or Emerita appointed to serve on a committee of the Board of Trustees may vote on any matter to be presented to the Board of Trustees or Executive Committee as a recommendation of such committee, but may not vote on any matter in which the committee is exercising the final authority of the Board of Trustees. The attendance of any Trustee Emeritus or Emerita appointed to any committee at any meeting of that committee shall not count towards the establishment of a quorum for the transaction of business by such committee. A Trustee Emeritus or Emerita shall serve until death, incapacity, resignation, or removal.

ARTICLE VII MISCELLANEOUS PROVISIONS

7.1 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa.

7.2 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made, at any meeting of the Fellows as provided in the Articles of Incorporation; provided, however, the Board of Trustees may recommend to the Fellows at any time amendments to the Bylaws for consideration.

7.3 Application of Canon Law. No provision of these Bylaws shall supersede any limitation or requirement imposed on the University, the Fellows, the Board of Trustees, or the University's officers by the Canon Law of the Roman Catholic Church and the Canonical Statutes of the Ecclesiastical Schools of the University.