



**St. Mary's University
Bylaws**

Approved by the St. Mary's Board of Trustees, March 31, 2023

Approved by the Corporation, March 23, 2023

Table of Contents

Article 1: Name and Offices	5
1.1 Name	
1.2 Principal Office	
1.3 Registered Office and Registered Agent	
1.4 Other Offices	
Article 2: Purpose	6
2.1 General Purpose	
2.2 Mission of the University	
2.3 Hiring for Mission Statement	
2.4 Financial Resources of the University	
Article 3: Members of the Corporation	9
3.1 Members of the Corporation	
3.2 Officers of the Corporation	
3.3 Powers of the Members of the Corporation	
3.4 Voting Rights	
3.5 Annual Meeting of the Members of the Corporation	
3.6 Special Meetings of the Members of the Corporation	
3.7 Informal Action by Members of the Corporation	
3.8 Quorum	
3.9 Proxies	
Article 4: Board of Trustees of the University	12
4.1 Governance	
4.2 Powers	
4.3 Selection of the President of the University	
4.4 Duties	
4.5 Trustee Responsibilities	
4.6 Number of Trustees	
4.7 Elections of Trustees	
4.8 Alumni Trustees	
4.9 Marianist Trustees	
4.10 Trustees Emeriti	
4.11 Term of Office of Trustees	
4.12 Dismissal of Trustees; Appeal	
4.13 Filling of Vacancy	
4.14 Quorum	
4.15 Annual Meeting	

- 4.16 Regular Meetings
- 4.17 Special Meetings
- 4.18 Place of Meetings
- 4.19 Board Year
- 4.20 Officers
- 4.21 Chairperson
- 4.22 Vice Chairpersons
- 4.23 Duties of the Chairperson
- 4.24 Duties of the Vice Chairpersons
- 4.25 Proxies
- 4.26 Conflict of Interest Policy
- 4.27 Prohibition Against Sexual Harassment
- 4.28 Consensual Relationships
- 4.29 Compensation
- 4.30 Additional Rules

Article 5: The Executive Committee **22**

- 5.1 Composition
- 5.2 Authority
- 5.3 Term
- 5.4 Officers of the Executive Committee
- 5.5 Quorum

Article 6: Other Committees **24**

- 6.1 Standing and Special Committees
- 6.2 Chairperson
- 6.3 Vacancies
- 6.4 Quorum

Article 7: Officers of the University **25**

- 7.1 Officers
- 7.2 Chancellor of the University
- 7.3 Duties of the Chancellor
- 7.4 President of the University
- 7.5 Duties of the President
- 7.6 The Other Officers of the University and Their Duties
- 7.7 Term of President, Vice President(s)
- 7.8 Removal of Officers
- 7.9 Vacancies

Article 8: Financial Procedures	29
8.1 Fiscal Year	
8.2 Financial Matters	
8.3 Contracts	
8.4 Loans	
8.5 Checks, Drafts	
8.6 Deposits	
Article 9: General Provisions	30
9.1 Texas Non-Profit Corporation Act	
9.2 Corporate Seal	
9.3 Annual Report	
9.4 Books and Records	
9.5 Resignation of Directors and Officers	
9.6 Waiver of Notice	
9.7 Telephone Conference	
9.8 Indemnification	
9.9 Non-discriminatory Policy Towards Students	
Article 10: Amendments to Bylaws	32
10.1 Notice of Intent to Amend	
10.2 Validity	
Appendix – Amended and Adopted Articles	33

ARTICLE 1
Name and Offices

1.1 Name

The name of this corporation is ST. MARY'S UNIVERSITY OF SAN ANTONIO, TEXAS, a Texas non-profit corporation (hereinafter referred to as "St. Mary's University" or the "University").

1.2 Principal Office

The principal office of the University shall be located in the City of San Antonio, County of Bexar, State of Texas.

1.3 Registered Office and Registered Agent

The University shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with the principal office of the University in the State of Texas.

1.4 Other Offices

The University may have such other offices, either within or without the State of Texas, as the Board of Trustees may determine or as the affairs of the University may require from time to time.

ARTICLE 2

Purpose

2.1 General Purpose

In furtherance of the general purpose for which the University was formed as stated in its Articles of Incorporation, it is hereby declared that the primary purpose for which the University is organized is as follows:

- (a) To operate exclusively for religious, charitable, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated there under as they now exist or as they may hereafter be amended, and to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.
- (b) The specific purpose of the University is general education and the advancement of learning in service of truth. In the pursuit of truth, the University is committed to the Catholic vision of the human person and pursues human questions from this fundamental perspective, respectfully engaging views from other faith traditions or no faith tradition. The University is guided by the rich Catholic and Marianist Tradition, which holds that both faith and reason are mutually reliable guides in this pursuit of truth.

More precisely, it is the purpose of the University to see that its operations shall be conducted in such a manner that the University is implementing to the fullest degree possible the MISSION OF THE UNIVERSITY as set forth below and is making full use of the unique skills and the dedication of the members of the Society of Mary, Province of the United States.

It is also the responsibility of the University to see that the Marianist heritage and tradition is continuously integrated with the operations of the University and that the University maintains its rich identity as a Catholic University in line with the signature document: *Characteristics of Marianist Universities*.

2.2 Mission of the University

The following is the MISSION OF THE UNIVERSITY:

St. Mary's University, as a Catholic Marianist University, fosters the formation of people in faith and educates leaders for the common good through community, integrated liberal arts and professional education, and academic excellence.

Our mission statement incorporates the *Characteristics of Marianist Universities*. There are five elements that characterize the Marianist approach to education: educate for formation in faith; provide an excellent education; educate in the family spirit; educate for service, justice and peace; and educate for adaptation and change.

2.3 Hiring for Mission Statement

Responsive to the Catholic identity of St. Mary's University and to its sponsorship by the Society of Mary, the following hiring policies are honored:

- (a) To further its objectives, the University shall recruit and appoint qualified faculty and staff who, whether Catholic or not, are committed to actively supporting the mission of the University.
- (b) To further its objectives, the University shall give special consideration to recruiting and appointing qualified faculty members of the Society of Mary, the Daughters of Mary Immaculate, and lay Marianists to positions at the University.
- (c) To further its objectives, the University shall give special consideration to recruiting and appointing qualified active members of the Roman Catholic faith to positions at the University.

Manifest competence for a position is a requisite in all the above situations. No one is hired for the "Marianist" or "Catholic" reason alone. Any Catholic and Marianist candidates who are hired under the above hiring policies must clearly be qualified for the positions, and are subject to all of the performance reviews within the University.

2.4 Financial Resources of the University

No part of the net earnings of the University shall inure to the benefit of any Member (as defined below), Director, Trustee (as defined below) or Officer of the University, or any private individual (except that reasonable compensation may be paid for services rendered to or for the University affecting one or more of its purposes) and no Member, Director, Trustee or Officer of the University, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the University.

No substantial part of the activities of the University shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the University shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the University shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated there under as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the University or the winding up of its affairs, the assets of the University shall be

distributed exclusively to the Marianist Province of the United States or its successors; if such distribution is not possible or feasible, then to the Chaminade Foundation, a non-profit corporation and legal presence of the General Administration of the Society of Mary in the United States; if the foregoing options are not permitted or feasible, then the assets shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations promulgated there under as they now exist or as they may hereafter be amended.

ARTICLE 3
Members of the Corporation

3.1 Members of the Corporation

The following shall be the members of the Corporation (each individually a “Member” and collectively the “Members”):

- (a) the Provincial Superior of the Society of Mary, Province of the United States, duly appointed according to the Rule of Life of the Society of Mary;
- (b) all the individuals serving on the Provincial Council of the Society of Mary, Province of the United States, duly appointed according to the Rule of Life of the Society of Mary;
- (c) the duly appointed President of the University, and the duly elected Chairperson of the Board of Trustees of St. Mary’s University (the “Board of Trustees”).

Membership shall terminate with the appointment of a successor or cessation of the qualifications for appointment.

All references to the Society of Mary shall refer to the Society of Mary known as the Marianists. References to the Province of the United States of the Society of Mary refer to the unit of that Society of Mary operating under the title Marianist Province of the United States and its successors.

3.2 Officers of the Corporation

The Provincial Superior of the Society of Mary, Province of the United States, shall be ex officio the Chairperson of the Corporation. The Assistant Provincial of the Society of Mary, Province of the United States, shall be ex officio the Secretary of the Corporation.

3.3 Powers of the Members of the Corporation

The Members of the Corporation shall enjoy the following powers:

- (a) to approve and change the Bylaws of the University upon recommendation of the Board of Trustees in accordance with Article 10;
- (b) to approve, by a majority vote, nominations for election to the Board of Trustees submitted by the Executive Committee of the Board and removal of members of the Board, by a majority vote, upon the recommendation of the Executive Committee of the Board. The approval shall not, in either instance, be unreasonably withheld;
- (c) to approve the sale or transfer of campus land or campus buildings in conjunction with approval by the Board of Trustees;

- (d) to determine the distribution of the assets of the University in the event of its dissolution in accordance with Article 2.4;
- (e) to approve the recommendations for President of the University as outlined in Article 4.3;
- (f) to approve the recommendation of the Board of Trustees to remove the President of the University, and such approval shall not be unreasonably withheld; and
- (g) to approve the recommendation jointly with the President to appoint and/or remove the Vice President for Mission, as well as the Rector.

3.4 Voting Rights

Each Member of the Corporation shall be entitled to one vote on each matter submitted to a vote of the Members.

3.5 Annual Meeting of the Members of the Corporation

The annual meeting of the Members shall be held each year prior to the annual Board of Trustees meeting. The annual meeting of the Members shall be called by the Chairperson of the Corporation. Notice in writing of the time and place of the annual meeting of the Members shall be provided to all the Members by the President of the University at least two (2) weeks and not more than fifty (50) days in advance of the annual meeting of the Members.

3.6 Special Meetings of the Members of the Corporation

Special meetings of the Members may be called by the Chairperson of the Corporation, or by a majority of the Members. Notice in writing of the time and place of such special meetings shall be provided to all the Members by the individual or group calling the meeting at least three (3) days and not more than fifty (50) days in advance of the special meeting.

3.7 Informal Action by Members of the Corporation

Any action required by law to be taken at a meeting of the Members or any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

3.8 Quorum

A quorum for the transaction of business at any meeting of the Members of the Corporation shall consist of a majority of their Members, and among them must be present one of the following two individuals: the President of the University or the Chairperson of the Board of Trustees. If a quorum is not present at any meeting of the Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

3.9 Proxies

At any meeting of the Members, a Member entitled to vote may vote by proxy.

ARTICLE 4
Board of Trustees of the University

4.1 Governance

The Board of Trustees shall oversee the business and affairs of the University and shall establish applicable University policies. The Board of Trustees shall carry out the purposes of the University and subject only to the limitations imposed by law, the Articles of Incorporation or the Bylaws, may exercise all the powers of the University.

4.2 Powers

The general power of the Board of Trustees to establish and approve the policies of the University includes, but is not limited to, the following specific powers:

- (a) to authorize the President or his designate to grant and confer degrees and diplomas, regular and honorary, upon its graduates and upon such other persons as may be deemed worthy;
- (b) to determine basic educational, financial and organizational policies;
- (c) to elect and appoint the President of the University, in accordance with Article 4.3;
- (d) to approve the appointment of the Vice Presidents by the President of the University;
- (e) to amend these Bylaws in accordance with Article 10;
- (f) to serve as the legal and business authority of the Members, except in the case of matters reserved to the Members as contained in Article 3.3;
- (g) to have the power to transact business by mail ballot and/or electronic ballot upon review of substantial written briefs and other forms of communication;
- (h) to establish colleges, schools and divisions;
- (i) to review and approve the annual budget of the University;
- (j) to appoint standing and special committees;
- (k) to establish rules and regulations not inconsistent with the Articles of Incorporation or these Bylaws to govern the University's activities, procedures and responsibilities;
- (l) to approve incurrence of corporate indebtedness in excess of \$250,000;

- (m) to approve sale or transfer of campus land or campus buildings and the sale or transfer of all other real estate and tangible property exceeding \$250,000.

4.3 Selection of the President of the University

The Board of Trustees shall choose the President of the University in the following manner:

- (a) The Executive Committee of the Board of Trustees shall appoint a Presidential Nominating Committee and select its Chairperson.
- (b) The Chancellor, as the Provincial of the Marianist Province of the United States, or his designate from the Board of Trustees shall be a member of the Presidential Nominating Committee, as well as the Vice President for Mission and Rector.
- (c) The Presidential Nominating Committee shall prepare a description of the position and a profile of the desired candidate.
- (d) Before opening the search, the description of the position and profile of the desired candidate shall then be ratified by the Executive Committee of the Board of Trustees and by the Members of the Corporation, which ratification shall not be unreasonable withheld.
- (e) The President shall be a practicing Roman Catholic and have the desire and ability to provide leadership for St. Mary's University as a Catholic and Marianist University. Qualified individuals meeting the profile and description of the position will be invited to apply, although the Presidential Nominating Committee shall give special consideration to qualified members of the Society of Mary.
- (f) The recommendation of the Presidential Nominating Committee shall be made first to the Executive Committee of the Board of Trustees. The Executive Committee shall make a recommendation of a candidate or candidates for President to the Members of the Corporation. The Members must approve the recommendation of a candidate or candidates by a majority vote of the Members of the Corporation at a meeting of which a quorum is present. This approval shall not be unreasonably withheld. When approved by the Members of the Corporation, the Executive Committee shall submit the recommendation to the Board of Trustees for election of the President.
- (g) The President shall be elected by two-thirds vote of the total membership of the Board of Trustees.
- (h) The President of the University shall be appointed pursuant to (a)-(g) above for a term of three years of office unless otherwise set by the Board of Trustees.
- (i) For the renewal of the term of the President of the University, the Executive Committee of the

Board of Trustees shall do an evaluation of the President and recommend renewal or non-renewal. The President shall be reappointed by majority vote of the total membership of the Board of Trustees.

- (j) The President may be removed from office at any time by the affirmative vote of two-thirds of the total membership of the Board of Trustees, in accordance with Article 3.3.

4.4 Duties

As the governing body of the University, the primary function of the Board of Trustees is to evolve and evaluate the basic objectives and broad policies of the institution. The powers and duties of the Board of Trustees shall include the following:

- (a) to annually evaluate the Catholic and Marianist identity of the University and recommend ways to improve these elements;
- (b) to provide guidelines in the budget-making process;
- (c) to ensure proper management for the property and the facilities of the University;
- (d) to interpret the University to the public;
- (e) to annually evaluate the performance of the President;
- (f) to review the extent and manner of the implementation of decisions and policies of the Board of Trustees; and
- (g) to ensure a full audit is conducted annually and results reported to the President and the Board of Trustees.

4.5 Trustee Responsibilities

The responsibilities of each Trustee shall include the following:

- (a) Understand, sustain and advance the University's mission, traditions, values and reputation;
- (b) Demonstrate functional understanding of the difference between oversight and management (between the roles of the Board and the Administration);
- (c) Understand how the University functions (uniqueness, strengths, needs, finances, educational programs, and its place in higher education);
- (d) Provide philanthropic support through personal financial contributions;

- (e) Provide identification and assist with solicitation of potential contributors to the University;
- (f) In keeping with the Board's policy on conflict of interest, disclose promptly and fully any potential or actual conflicts of interest;
- (g) Personally maintain exemplary ethical standards;
- (h) Promote a workplace free from unlawful discrimination and harassment;
- (i) Recognize that the President and the Administration are responsible to the Board as a whole and not to individual Trustees;
- (j) Be committed to serving the University as a whole rather than any part of it or any personal or political cause;
- (k) Support the consensus of the Board after fully exercising the responsibility to debate and disagree;
- (l) Maintain confidentiality as required or appropriate;
- (m) Understand the importance of introducing, within the community, the University President and members of the senior management, which is not always for purposes of fundraising;
- (n) Accept leadership opportunities and committee responsibilities, as well as serve as a public advocate and ambassador for the University;
- (o) Regularly attend meetings of the Board, well informed and prepared in advance; and
- (p) Regularly attend meetings of Board committees as assigned, well informed and prepared in advance.

4.6 Number of Trustees

The Board of Trustees shall consist of a maximum of thirty-six (36) and a minimum of thirty (30) Trustees. The number of Trustees may be increased or decreased from time to time by amendment to the Bylaws. No decrease in number shall have the effect of shortening the term of any incumbent Trustee.

4.7 Elections of Trustees

The Executive Committee or another committee authorized by the Board of Trustees shall prepare a list of candidates for nomination as Trustees and submit such list to the Members at least two weeks prior to any regular or special meeting of the Members for approval by the Members in accordance with Article 3.3.

4.8 Alumni Trustees

Two Trustees shall be nominated by the Executive Committee or another committee authorized by the Board of Trustees following the identification of one of its members by:

- (a) the Board of Directors of the St. Mary's University Alumni Association to serve for a period of two years; and
- (b) the Board of Directors of the Law Alumni Association of the School of Law of St. Mary's University to serve for a period of two years.

4.9 Marianist Trustees

At least eight (8) of the Trustees shall be religious of the Society of Mary or of the Daughters of Mary Immaculate or Lay Marianists approved by the Members. Among them shall be the Chancellor, as the Provincial of the Marianist Province of the United States, and the Assistant Provincial of the Society of Mary, Province of the United States.

4.10 Trustees Emeriti

The Board may elect any number of Trustees Emeriti. The Trustee Emeritus or Trustee Emerita title can be given to individuals living or deceased, but not to persons employed full-time (including Marianists) by the University.

The criteria for nomination and election are as follows: Granted to a retired Trustee who has distinguished himself or herself by significant contributions of exemplary leadership and service on the Board and to the St. Mary's University, which may include serving in one or more leadership roles, making one or more major gifts to the University and/or identifying opportunities for financial support to St. Mary's.

Trustees Emeriti do not have voting powers in meetings of the Board of Trustees. However, a Trustee Emeritus may serve as a voting member on Board Standing Committees or special committees but shall not be elected as a chairperson of any Standing Committee. Further, a Trustee Emeritus or Emerita may later be elected as a member of the Board of Trustees, with the voting power of an elected member of the Board.

Trustees Emeriti will be invited to attend the annual meeting of the Board of Trustees each year. Trustees Emeriti shall have the privilege of the floor at the annual meeting of the Board but without vote. Trustees Emeriti will be invited to Board receptions, special events and meetings hosted by the President.

Process for Electing Trustees Emeriti: The Executive Committee or another committee authorized by the Board of Trustees shall prepare a list of candidates for nomination as Trustees Emeriti and submit such

list to the Members at least two weeks prior to any regular or special meeting of the Members for approval in accordance with Article 3.3.

Following nomination by the Executive Committee, the proposed candidates will be presented to the full Board of Trustees for election.

4.11 Term of Office of Trustees

At the time of their selection, the elected Trustees shall be chosen for a specific term set by the Board of Trustees, the date of termination of which shall be clearly stated; however, in no event shall such term exceed two (2) years. Except as described in Article 4.8, a Trustee may be re-elected for a total of three (3) additional consecutive terms. After the expiration of one year following the last term served by a former Trustee, such former Trustee then may be re-elected to the Board and qualify for re-election for the same number of terms as other Trustees in their initial term of service.

4.12 Dismissal of Trustees; Appeal

Removal of an elected or emeritus Trustee will be initiated by a majority vote of the Executive Committee of the Board of Trustees following notice to the Trustee and a reasonable opportunity for the Trustee to respond. Notification of the removal action will be sent to the Trustee in question via certified mail. Following such action, the Trustee in question will be afforded the right to appeal this decision and such appeal must be presented in written form to the Chairperson of the Board of Trustees within ten (10) days after notification has been received by the Trustee. The appeal will be presented to the Executive Committee of the Board, which will recommend a course of action to the full Board of Trustees for a final decision.

Grounds for dismissal of a Trustee may include a violation of the Conflict of Interest statement signed by each Trustee or substantial failure by a Trustee to discharge his or her duties and responsibilities as a Trustee. These duties and responsibilities are detailed in Articles 4.4, 4.5, 4.25, 4.26, and 4.27. The removal of any elected Trustee from his or her position as a Trustee shall be by a two-thirds affirmative vote of the entire Board of Trustees and in accordance with Article 3.3 of these Bylaws.

4.13 Filling of Vacancy

Any vacancy occurring in the Board of Trustees shall be filled by the Trustees, in the same manner as provided in Article 4.7.

4.14 Quorum

A quorum for the transaction of business at any meeting of the Board of Trustees shall consist of a majority of their members, at least two of whom shall be from among the Chairperson, President, Chancellor and or Assistant Provincial, except where these Bylaws specifically require otherwise. If a quorum is not present at any meeting of the Board of Trustees, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

4.15 Annual Meeting

An annual meeting of the Board of Trustees shall be held in the spring semester each year at the principal offices of the University, unless, at the call of the Chairperson, the Board of Trustees provides, by resolution, another time and place, either within or without the State of Texas, for the holding of the annual meeting. Notice of the annual meeting of the Board of Trustees must be provided in writing to all Trustees at least two (2) weeks prior to the date of the meeting.

4.16 Regular Meetings

The Board of Trustees shall regularly meet two (2) times during each Board year in addition to the annual meeting, addressed in Article 4.15, unless otherwise determined by the Board of Trustees. These regular meetings shall take place in October and February in each year, unless the Board of Trustees shall determine otherwise. Notice of these meetings must be provided in writing to all Trustees at least two (2) weeks prior to the date of the meeting.

4.17 Special Meetings

The Chairperson of the Board of Trustees may convoke special meetings in addition to the annual meeting required in Section 4.16 above, and regular meetings as required by Section 4.17 above. Notice of these meetings must be made to all Trustees at least three (3) days prior to the date of the meeting.

4.18 Place of Meetings

Unless otherwise specifically provided by resolution of the Board of Trustees or at the call of the Chairperson, all meetings of the Board of Trustees shall be held at the principal office of the University in the City of San Antonio.

4.19 Board Year

A year for the Board of Trustees shall begin on the first day of June in each year and end on the thirty-first day of May in the following calendar year.

4.20 Officers

The Officers of the Board of Trustees shall be elected or appointed from among the Trustees and shall include a Chairperson and two Vice Chairpersons.

4.21 Chairperson

The Chairperson of the Board of Trustees shall be Trustees elected by the Board of Trustees at its annual meeting in each even-numbered year, or whenever a vacancy shall occur and shall serve until the next annual Board meeting in an even-numbered year. The Chairperson shall serve no more than two consecutive, two-year terms as a Chairperson. In order to identify qualified nominees for the office of Chairperson of the Board of Trustees, the Executive Committee of the Board of Trustees shall appoint a search committee (a "Search Committee") and select an individual to serve as Chairperson of the Search Committee. The Search Committee shall be composed of at least the Chancellor, as the Provincial of the Marianist Province of the United States, or his designate, the President of the University and the current

Chairperson of the Board of Trustees. The Search Committee shall make recommendation(s) of an individual or individuals to be nominated for the office of Chairperson of the Board of Trustees to the Executive Committee of the Board of Trustees. The Executive Committee will submit the name(s) of any individual(s) of which it approves as nominee(s) for the office of Chairperson to the vote of the entire Board of Trustees. The Chairperson shall be elected by a majority vote of the Board of Trustees.

4.22 Vice Chairpersons

The Vice Chairpersons of the Board of Trustees shall be Trustees appointed by the Chairperson in each even-numbered year, or whenever a vacancy shall occur and shall serve until the next annual Board meeting in an even-numbered year. The Vice Chairpersons shall serve no more than two consecutive, two-year terms as a Vice Chairperson. The Vice Chairpersons shall be approved by a majority vote of the Board of Trustees.

4.23 Duties of the Chairperson

The duties of the Chairperson of the Board of Trustees shall be:

- (a) to determine the time and place of meetings of the Board of Trustees according to the tenor of these Bylaws, and to call such meetings;
- (b) to determine the order of business at these meetings and to approve the agenda
- (c) to preside at the meetings of the Board of Trustees or, in the foreseen absence of both himself/herself and the Vice Chairpersons, to designate a presiding Trustee;
- (d) to see that all appropriate parties are informed of decisions taken and policies adopted by the Board of Trustees;
- (e) to regulate the appearance of guests, visitors, or resource persons at the meetings of the Board of Trustees;
- (f) to receive the reports of the various committees of the Board of Trustees;
- (g) to represent the University within the community;
- (h) to serve on the Executive Committee, oversee the work of all standing committees of the Board of Trustees and, at the discretion of the Chairperson of the Board, may serve on all standing committees of the Board; and
- (i) to serve as Chairperson of the Executive Committee.

4.24 Duties of the Vice Chairpersons

The Vice Chairpersons' duties are to serve on the Executive Committee and to replace the Chairperson of the Board of Trustees in his or her absence.

In the absence of the Chairperson, the powers and duties of the Chairperson shall devolve upon the senior Vice Chairperson of the Board. In the event the senior Vice Chairperson is absent or unable to serve, or elects not to serve, the next senior Vice Chairperson shall be eligible to serve. Seniority shall be determined by the length of service in the office of Vice Chair. In the case of contemporaneously elected Vice Chairpersons, seniority shall be determined by length of service as a Board member.

4.25 Proxies

At any meeting of the Board of Trustees, a Trustee entitled to vote may vote by proxy executed in writing by the Trustee or by his/her duly-authorized attorney-in-fact; provided that a quorum of Trustees is actually present at the meeting. No proxy shall be valid after three months from its execution.

4.26 Conflict of Interest

Board members must act in accordance with these Bylaws, and the St. Mary's University Conflict of Interest Policy Statement for Trustees, Officers and Key Employees. The Board shall adopt and revise, as appropriate, the Conflict of Interest Policy Statement, which shall apply to all Board members, and all voting members of any Board committee. Every Board member and all voting members of Board committees shall complete and sign a disclosure statement and complete a questionnaire on an annual basis and update the questionnaire as promptly as possible following knowledge of conditions that may create a possible conflict of interest.

With the exception of the President, full-time employees (including Marianists) are prohibited from serving as Trustees, as well as individuals who have immediate family members employed full-time at the University.

4.27 Prohibition Against Sexual Harassment

Any Trustee who engages in discriminatory or harassing conduct towards a University employee or student is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a special committee of the Board appointed by the Chairperson of the Board. The Chairperson may retain an external investigator to conduct the investigation.

4.28 Consensual Relationships

Trustees of the University must comply with the University's personnel policy for consensual relationships. Any Trustee engaged in a relationship that is discouraged by the policy is required to notify the Chairperson of the Board in writing of such relationship. At the discretion of the Chairperson and the Executive Committee, the Trustee may be removed from the Board. This policy does not apply

where the spouse of a Trustee is a student at the University, so long as such relationship is disclosed to the Chairperson of the Board.

4.29 Compensation

Trustees, as such, shall not receive any salaries for their services, but nothing herein contained shall be construed to preclude any Trustee from serving the University in any other capacity and receiving compensation therefore, provided full, prompt, and written disclosure of services and compensation is immediately given to the Executive Committee of the Board of Trustees.

4.30 Additional Rules

The rules contained in the current edition of Robert's Rules of Order shall govern the deliberations of the Board of Trustees in all cases in which they are applicable and not in conflict with these Bylaws.

ARTICLE 5
The Executive Committee

5.1 Composition

The Executive Committee of the Board of Trustees (the “Executive Committee”) shall include:

- (a) the Chairperson of the Board of Trustees, who shall act as Chairperson of the Executive Committee;
- (b) the Vice Chairpersons of the Board of Trustees;
- (c) the President of the University;
- (d) the Chairpersons of the standing committees of the Board of Trustees; and
- (e) the Chancellor, as the Provincial of the Marianist Province of the United States, or his designate.

The Chairperson, with the consent of the Executive Committee, may appoint other Trustees to be members of the Executive Committee.

5.2 Authority

The Executive Committee has the authority of the Board of Trustees in managing the business and affairs of the University, consistent with the policies of the Board of Trustees, with the following exceptions, which are reserved to the Board of Trustees:

- (a) the powers specifically enumerated in Article 4.2 of these Bylaws;
- (b) financial transactions involving sums in excess of a total amount determined by the Board of Trustees;
- (c) removal from office of the President or any Vice President.

5.3 Term

Individuals on the Executive Committee – serving by virtue of their roles as described in Article 5.1 (a)-(e) - shall continue to serve as a member of the Executive Committee until they no longer hold a position described in Article 5.1 (a)-(e). All individuals appointed by the Chairperson, with the consent of the Executive Committee, shall serve one-year renewable terms. Vacancies may be filled at any meeting of the Board of Trustees. Each individual on the Executive Committee shall continue to serve in that capacity until a successor shall have been duly elected and qualified or until the individual ceases to be a Trustee or resigns from the Executive Committee

or shall have been removed from the Executive Committee by a majority vote of the Board of Trustees.

5.4 Officers of the Executive Committee

The officers of the Executive Committee shall be:

- (a) the Chairperson of the Board of Trustees as Chairperson and Presiding Officer;
- (b) the Vice Chairpersons of the Board of Trustees as Vice Chairpersons, who will preside in the absence of the Chairperson.
- (c) one of the two Vice Chairpersons shall be designated as the Secretary of the Board for purposes of executing legal and official instruments.

5.5 Quorum

A quorum for the transaction of business at any meeting of the Executive Committee shall consist of a majority of their members, and among them must be present three of the following four individuals: the Chairperson, the Chancellor, as the Provincial of the Marianist Province of the United States, or his designate, and two Vice Chairpersons of the Executive Committee.

ARTICLE 6

Other Committees

6.1 Standing and Special Committees

The Board of Trustees shall have the power to appoint both standing and special committees from among its Trustees to aid in the accomplishment of its functions. It may include non-Trustees in such committees; however, each committee shall have at least two Trustees and the Chairperson of each committee must be a Trustee. With the exception of the President, persons employed by the University and students attending the University who serve on standing committees or special committees are non-voting members.

The act of serving on a committee, by itself, will in no way be construed to impart Trustee status to individuals serving on such committees who are not validly elected Trustees. These committees shall have no legislative or executive powers of their own beyond what is conferred upon them by their charge from the Board of Trustees. Such committees may serve until completion of their assigned tasks or until adjournment of the next annual meeting of the Board of Trustees, unless otherwise specified by the Board of Trustees through the Chairperson of the Board of Trustees, and shall be empowered to act only when and to the extent to which they are formally authorized by the Board of Trustees.

The Board of Trustees may create, discharge or reorganize any standing committee(s) or create other committees at any regular meeting of the Board, or at any duly called meeting of the Board upon a two-thirds vote of a majority of the members of the Board present and voting at such a regular or called meeting.

6.2 Chairperson

The Chairperson of the Board, after consultation with the Executive Committee, appoints the Chairpersons of each Committee.

6.3 Vacancies

Vacancies in any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.4 Quorum

Unless otherwise provided in the resolution of the Board of Trustees creating a committee, a majority of the voting members of the committee shall constitute a quorum.

ARTICLE 7
Officers of the University

7.1 Officers

The Officers of the University shall consist of a Chancellor and President and Vice Presidents, together with any other administrative officers whom the Board of Trustees may determine to be necessary.

7.2 Chancellor of the University

The Provincial Superior of the Society of Mary, Province of the United States, shall be the Chancellor of the University until he is no longer the Provincial Superior of the Society of Mary, Province of the United States, and at such time, his position as Chancellor shall pass to his successor.

7.3 Duties of the Chancellor

The duties of the Chancellor shall be:

- (a) to serve as the formal link between the Marianist Province of the United States and St. Mary's University;
- (b) to ensure and enhance the Catholic and Marianist identity of the University;
- (c) to serve as a Trustee;
- (d) to maintain official relationships with the Roman Catholic ecclesiastical hierarchy; and
- (e) to preside at solemn University functions.

7.4 President of the University

In accordance with Article 4.3, the Board of Trustees shall elect and appoint the President of the University. Candidates for the Presidency will be based on the recommendations of a special committee of the Board of Trustees (the "Presidential Nominating Committee") and subject to the subsequent approval of the Members, which approval shall not be unreasonably withheld. The Board of Trustees delegates to the President the executive authority necessary to implement its policies and decisions, and refrains from interference in the executive administration of the University.

7.5 Duties of the President

The duties of the President shall be:

- (a) to serve as Chief Executive Officer of the University and a Trustee;
- (b) to ensure and enhance the Catholic and Marianist identity of the University;

- (c) to carry into operation the policies and decisions of the Board of Trustees;
- (d) to keep the Board of Trustees thoroughly informed about the operation of the institution such as, but not limited to, budget, planning, building needs and maintenance, criteria and contractual conditions for the appointment and promotion of faculty and staff, and all financial data;
- (e) in accordance with Article 4.2(a), to grant and confer degrees and diplomas, regular and honorary, upon St. Mary's graduates and upon such other persons as may be deemed worthy;
- (f) to make recommendations to the Board of Trustees for action to be taken by it;
- (g) to oversee immediate and long-range planning and present plans to the Board of Trustees once annually in written form;
- (h) to represent the University within the community;
- (i) to assume direct leadership in the program of development and the raising of funds for the University operation and expansion;
- (j) to execute in the name of the University all legal documents arising in the implementation of the Board of Trustees' decisions and policies; and
- (k) to serve on all standing committees of the Board of Trustees.

7.6 The Other Officers of the University and Their Duties

The other officers of the University shall be as follows:

(a) Vice President or Vice Presidents

Upon recommendation of the President, the Board of Trustees shall approve the appointment of a Vice President or Vice Presidents as necessary for the effective administration of the University. The President shall delegate such authority and such duties to said Vice President or Vice Presidents as may be deemed necessary.

(b) Vice President for Mission

Upon recommendation by the President of the University and the Members, the Board of Trustees shall approve the appointment of a Vice President for Mission in order to promote and foster the Catholic and Marianist Mission and identity of the University. As part of the University Executive Council, the Vice President for Mission shall report to the President of the University.

(c) Vice President Responsible for Financial Operations

Upon recommendation of the President, the Board of Trustees shall approve the appointment of one of the Vice Presidents to oversee the financial operations of the University. The President shall delegate such powers and impose such duties upon the appointed Vice President as the President shall deem necessary. If required by the Board of Trustees, the appointed Vice President overseeing financial operations of the University shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. The specific duties of the appointed Vice President shall include:

- a. to have charge and custody of and be responsible for all funds and securities of the University, receive and give receipt for monies due and payable to the University from any source whatsoever and deposit all such monies in the name of the University in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees; and
- b. in general, to perform all such duties as from time to time may be assigned to him/her by the President.

7.7 Term of President, Vice President(s)

(a) The term of office of the President shall be for a period of three (3) years. The President may be re-elected for an unlimited number of subsequent terms. The election of a President and/or re-election of a President shall be in conformity with procedures approved by the Board of Trustees.

(b) The President with the approval of the Board of Trustees appoints Vice Presidents.

7.8 Removal of Officers

The President of the University may be removed from office by a vote of at least two-thirds (2/3) of the entire Board of Trustees when, in their opinion, the welfare of the University would require such action, subject to the terms of Article 3.3.

Upon the recommendation of the President, Vice Presidents other than the Vice President for Mission, may be removed from office after consultation with the Board of Trustees.

Upon the recommendation of the President and the Members, in accordance with Article 3.3, the Vice President for Mission, may be removed from office after consultation with the Board of Trustees.

7.9 Vacancies

A vacancy in the Office of the President because of death, resignation, disqualification, or otherwise may be filled on an interim basis by the Board of Trustees, in accordance with Article 3.3, until a President has been appointed in accordance with Section 4.3.

ARTICLE 8

Financial Procedures

8.1 Fiscal Year

The fiscal year of the University shall begin on the first day of June in each year and end on the thirty-first day of May in the following calendar year.

8.2 Financial Matters

The financial affairs of the University shall be determined by the Board of Trustees by resolution, except in the case of matters reserved to the Members as set forth in Article 3.3 of these Bylaws.

8.3 Contracts

The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the University, except in the case of the matters reserved to the Members as set forth in Article 3.3 of these Bylaws and such authority may be general or limited in whatever manner the Board of Trustees may deem necessary.

8.4 Loans

Loan limits to be used for operating funds and limits for capital funds are to be established by resolution of the Board of Trustees at each annual meeting of the Board of Trustees. The University shall not make loans to or enter into business ventures or business transactions with employees, other than the normal contractual relationship involved in their employment, except by specific approval of the President of the University, who shall report all such matters to the Board of Trustees.

8.5 Checks, Drafts

All checks, drafts or other orders for the payment of money, notes, or other indebtedness issued in the name of the University, shall be signed by such officers or agents of the University and in such manner as from time to time be determined by resolution of the Board of Trustees.

8.6 Deposits

All funds of the University not otherwise employed shall be deposited from time to time to the credit of the University in such banks, trust companies, or other depositories as the Board of Trustees may select.

ARTICLE 9
General Provisions

9.1 Texas Non-Profit Corporation Act

It is expressly recognized that when the Bylaws are silent as to the manner of performing any corporate function, the provisions of the Texas Non-Profit Corporation Act, as amended or superseded, shall control.

9.2 Corporate Seal

The University shall have a seal in the form of a circle and said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. Any officer authorized by the President of the University shall have the authority to affix the seal to any document requiring it.

9.3 Annual Report

The Board of Trustees shall annually present to the Members a full and clear statement of the business and condition of the University.

9.4 Books and Records

The University shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees.

9.5 Resignation of Directors and Officers

Any Trustee or officer may resign at any time by giving written notice to the Board of Trustees, or to the President of the University. Such resignation shall take effect at the time specified therein or, if no date is specified, on the date of its receipt.

9.6 Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Any such signed waiver of notice, or of a signed copy thereof, shall be placed in the minute book of the University.

9.7 Telephone Conference

Trustees, individuals serving on the Executive Committee or individuals serving on any other committee designated by the Board of Trustees may participate and hold a meeting of such Board of Trustees or committee by means of telephone conference or similar communications equipment so long as all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such

meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

9.8 Indemnification

St. Mary's University has agreed to indemnify Trustees pursuant to the Indemnification Agreement as approved by the Board of Trustees and as amended from time to time.

9.9 Non-discriminatory Policy Towards Student

St. Mary's University is committed to promoting the goals of fairness and equity in all aspects of the educational enterprise in full compliance with the requirements of Title VII of the Civil Rights Act of 1964, Title IX of the Education Amendments of 1972, the Civil Rights Act of 1991, the Pregnancy Discrimination Act of 1978, the Age Discrimination in Employment Act, the Older Workers Benefit Protection Act, the Americans with Disabilities Act, the Equal Pay Act, the Uniformed Services Employment and Reemployment Rights Act, the Genetic Information Nondiscrimination Act, the Immigration Reform and Control Act of 1986, and other federal, state, and local laws.

ARTICLE 10
Amendments to Bylaws

10.1 Notice of Intent to Amend

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Trustees at any annual, regular or special meeting of the Board of Trustees if notice of the proposed amendment, alteration or repeal of these Bylaws is included in the notice given pursuant to the call of the meeting as set forth in these Bylaws.

10.2 Validity

To take effect, any amendment of these Bylaws must be carried by a two-thirds majority of the entire Board of Trustees, must be signed by the Chairperson of the Board of Trustees, and must be approved by majority vote of the Members.

Appendix

St. Mary's University Bylaws Amended and adopted Articles

1984

Articles 2, 5, 9, 10 and 11 were amended and adopted at a meeting on Nov. 9, 1984.

1986

Article 9 were amended and adopted at a meeting of the Board of Trustees on Feb. 14, 1986.

1986

Articles 4 and 5 were amended and adopted at a meeting of the Board of Trustees on Nov. 14, 1986.

2005

Articles 3, 4, and 7 were amended and adopted at a meeting of the Board of Trustees on April 1, 2005. The revisions included all name changes from the Province of St. Louis to the Province of the United States and clarification of the terms Members and Trustees. The amended and adopted articles were approved by the members of the Corporation.

2005

Articles 4 and 7 were amended and adopted by an electronic vote of the Board of Trustees on June 20, 2005. The amended and adopted articles were approved by the members of the Corporation.

2007

Articles 1, 2, 3, 4, 5, 6, 7 and 9 were amended and adopted by an electronic vote of the Board of Trustees that concluded on January 26, 2007. The amended and adopted articles were approved by the members of the Corporation.

2008

Articles 3 and 5 were amended and adopted by vote of the Board of Trustees on Nov. 14, 2008. The amended and adopted articles were approved by the members of the Corporation on Feb. 23, 2009.

2009 Attachment

Memorandum of Understanding on the Selection Process for the President of St. Mary's University was adopted by the Board of Trustees on April 9, 2010.

2013

Articles 4, 5 and 7 amended and adopted by vote of the Board of Trustees on Nov. 8, 2013. The

amended and adopted articles were approved by the members of the Corporation on Nov. 12, 2013.

2014

Articles 3, 4 and 5 amended and adopted by vote of the Board of Trustees on Feb. 7, 2014. The amended and adopted articles were approved by the members of the Corporation on Feb. 11, 2014.

2016

Articles 2, 3, 4, 5, 6, 7 and 9 amended and adopted by vote of the Board of Trustees on April 1, 2016 and by the Corporation on April 14, 2016.

2018

Article 9 amended and adopted by vote of the Board of Trustees on Feb. 9, 2018, and by the Corporation on Feb. 9, 2018.

2021

Articles 3, 4, 5, 6, 7 and 9 amended and adopted by vote of the Board of Trustees on April 30, 2021 and by the Corporation on April 16, 2021.

2023

Article 4 amended and adopted by vote of the Board of Trustees on March 31, 2023 and by the Corporation on March 23, 2023.