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**APPENDIX A**

**THE CHARTER**

**AND**

**THE BY-LAWS**

**OF**

**LOYOLA UNIVERSITY**

The Charter Amended as of March 1993  
The By-laws Amended as of March 1993

**THE CHARTER OF LOYOLA UNIVERSITY**

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# **THE CHARTER OF LOYOLA UNIVERSITY**

## **ARTICLE I**

The name of this Corporation shall be “LOYOLA UNIVERSITY”.

## **ARTICLE II**

The principal office and legal domicile of this Corporation shall be 6363 St. Charles Avenue, New Orleans, Louisiana, 70118. The President of the Corporation, or in his absence or incapacity, any other officer of the Corporation shall be the proper person upon whom legal process shall be served. The present agents for service of legal process are Very Rev. James C. Carter, S.J., 6363 St. Charles Avenue, New Orleans, Louisiana, 70118, and Rev. Lawrence W. Moore, S.J., 6363 St. Charles Avenue, New Orleans, Louisiana, 70118.

## **ARTICLE III**

The Corporation is organized exclusively for charitable, religious and educational purposes as those terms are defined in Section 501 (C) (3) of the Internal Revenue Code of 1954 as amended or corresponding provision of any future United States Internal Revenue Law. The Corporation possesses the power to perform such acts which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which it is organized and which are not repugnant to law, including but not limited to those powers permitted in R.S. 12:207 as amended by Act of 1968, No. 105 of the laws of the State of Louisiana.

In furtherance, but not in limitation, of said objects and purposes, to establish, conduct and maintain a university in the City of New Orleans, State of Louisiana, with regular faculty and curriculum, and a regularly enrolled student body; to confer undergraduate, graduate, professional and honorary degrees; to promote religious studies, literature, art, history, classics, humanities, science, commerce, communications, broadcasting and/or other departments or schools of knowledge; to encourage the advancement of learning through the awards of scholarships, fellowships, and other means, and to make outright gifts, grants and loans to any corporation organized and operated exclusively for charitable, educational or religious purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, or comparable provision of future law; and to engage in such other activities as may be necessary and proper to the fulfillment of its exempt purposes, including, but not by the way of limitation, the production of funds necessary to operate the Corporation’s facilities through assessment of tuition, fees and charges, solicitation of gifts and grants, and the management of endowment, investment and business assets owned by the Corporation.

To conduct religious worship services, ministration of sacerdotal functions and to perform all other functions and duties which are in harmony with the practices of the Roman Catholic faith.

In furtherance, but not in limitation, of said objects and purposes, to receive, acquire, purchase, hold, administer, mortgage, pledge, lease, convey or otherwise deal in and dispose of real and personal property; to receive, acquire, purchase, hold, mortgage, pledge, exercise rights arising out of the ownership or possession thereof, sell or otherwise dispose of shares or other interests in, or obligations of, individuals, associations, partnerships, corporations or governments.

To sue and to be sued, to enter into contracts and agreements of all kinds and perform all other acts in its corporate name which shall be necessary, proper or desirable to accomplish its objects and purposes.

In furtherance of said objects or purposes, or any of them, the Corporation shall have the power to carry on its activities in the State of Louisiana, the other States of the United States, the District of Columbia, the territories and possessions of the United States and in foreign countries and in any such State, District of Columbia, territory, possession and foreign country.

No substantial part of the activities of the Corporation shall involve attempts to influence legislation by propaganda or otherwise.

The Corporation shall not, either directly or indirectly, participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office.

#### **ARTICLE IV**

The Corporation shall have and enjoy perpetual existence.

#### **ARTICLE V**

The Corporation is organized as a non-stock, non-profit corporation as defined in R.S. 12:201(7) as amended by Act of 1968, No. 105 of the laws of the State of Louisiana, no part of its net earnings or of its capital shall inure to the benefit of any member, director, trustee or officer of the Corporation or any individual, but reimbursement for out of pocket expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or capital.

All property movable or immovable of whatever kind or character acquired by the Corporation belongs and shall belong exclusively to the Corporation as a corporate entity. In the case of death of any member of the Corporation, his heirs or assigns shall not have the right to participate in the affairs of this Corporation or to exercise by way of inheritance or otherwise any right of ownership in the property or effects of the Corporation.

The Corporation shall not be dissolved except upon affirmative vote of at least 75% of the entire membership of the Corporation, which vote shall be taken at a special meeting called for this purpose after thirty (30) days previous notice thereof in writing shall have been given to each member of the Corporation by depositing said notice in the United States mail properly addressed. This vote shall not be proxy.

On dissolution of the Corporation, the Corporation's property shall be distributed to the Catholic Society of Religious and Literary Education, or its legal successor, or one or more agencies, instrumentalities or educational, charitable or religious institutions operated, supervised or controlled by or in connection with the Catholic Society of Religious and Literary Education or its legal successor provided, however, that any such organization is exempt from Federal income tax pursuant to Section 501(c) (3) of the Internal Revenue Code of 1954 as amended or corresponding provision of future law. The recipient or recipients of the Corporation's assets shall be determined by a majority vote of those persons present and entitled to vote at a special meeting called for that purpose; each member of the Corporation shall be entitled to cast one vote at such meeting.



All members in good standing of the Society of Jesus who are members of the Jesuit Community of Loyola University who hold full-time or part-time positions at Loyola University and who have held such positions for one (1) academic year shall be eligible for membership in the Corporation. Membership in the Corporation shall consist of not fewer than ten (10) nor more than thirty (30) persons who fulfill the qualifications of this Article. Such members shall be elected in the manner and for the term hereinafter provided by those persons eligible for membership under this Article and shall serve the stipulated term or until their earlier death, resignation or failure to meet all the qualifications for membership established in this Article. An ex-officio member of the Corporation shall have full power to vote on all matters brought before the membership and shall be counted for all purposes. Should any member of the Corporation cease to function as a member in good standing of the Society of Jesus or cease to hold a full-time or part-time position at Loyola University, such member shall immediately cease to be a member of this Corporation and shall forfeit all rights accruing to members of this Corporation. If for any reason a duly elected member of the Corporation shall cease to be a member of the Corporation, the membership may fill such vacancy for the unexpired term thereof at a special meeting called by the President for that specific purpose by giving written notice deposited in the mails of the United States to each member of the Corporation at his last known address at least ten (10) days before the date of meeting.

There shall be three (3) classes of members of the Corporation to be known as Class One, Class Two and Class Three, respectively. The names of the members, term of office, and the class to which each belongs are as follows:

#### CLASS ONE

Rev. Emmett M. Bienvenu, S.J.  
Rev. Hacker J. Fagot, S.J.  
Rev. John H. Mullahy, S.J.  
Rev. Charles O'Neill, S.J.  
Rev. Patrick Phillips, S.J.  
Rev. Orlando Saa, S.J.

## CLASS TWO

Rev. James C. Carter, S.J.  
Rev. Ernest C. Ferlita, S.J.  
Rev. Alvin J. Holloway, S.J.  
Rev. Henry P. Montecino, S.J.  
Rev. Emile J. Pfister, S.J.  
Rev. Robert J. Ratchford, S.J.

## CLASS THREE

Rev. Francis Benedetto, S.J.  
Rev. Thomas J. Donnelly, S.J.  
Rev. Roland J. Lesseps, S.J.  
Rev. C. J. McNaspy, S.J.  
Br. Louis A. Poche, S.J.  
Rev. Joseph A. Tetlow, S.J.  
Rev. Jacques R. Yenni, S.J.

The term of office of Class One members shall expire at the end of the annual meeting held in 1973; the term of office of Class Two members shall expire at the end of the annual meeting held in 1974; and the term of office of Class Three members shall expire at the end of the annual meeting held in 1975. Upon expiration of the terms of the members their successors shall be elected by vote of all those eligible for membership for the term of three years each, so that approximately one—third of the number of members of the Corporation shall be elected annually. The President of the Corporation shall conduct this election.

The sole rights and duties of members shall be (a) to elect annually such members of the Board of Trustees as are provided in these Articles; (b) to receive annually a report from the President; (c) to determine the dissolution of the Corporation and the distribution of its assets, consistent with the terms of Article V hereof; (d) to amend the Articles and By-Laws of the Corporation in the manner specified in Article IX; and (e) to fix and determine by majority vote the number of Trustees who shall constitute the whole Board of Trustees, consistent with the provisions of Article VII hereof.

Nothing herein shall prevent the same person from being a member of the Corporation, an officer of the Corporation, and a member of the Board of Trustees.

## ARTICLE VII

The activities and affairs of the Corporation shall be managed by a Board of Trustees. In no event shall the number of Trustees, excluding ex-officio Trustees, be fewer than twenty (20) or more than thirty-five (35).

The Jesuit members of the Board of Trustees who are not ex-officio members shall be elected for a term as hereinafter provided by the members of the Corporation in the By-Laws. The non-Jesuit members of the Board shall be elected by the entire then-incumbent members of the Board of Trustees in the manner as provided by the By-Laws and as the Trustees, in their sole discretion, may deem fit and proper. The composition of the Board of Trustees shall be at all times such that at least thirty-three and one-third per cent (33 1/3%) of the total membership of the Board of Trustees shall be composed of members in good standing of the Society of Jesus. Sixty per cent (60%) of the whole Board (which percentage may include Jesuits and non-Jesuits) shall be composed of residents of the primary geographic area which the Corporation serves.

The Board of Trustees shall be composed of three (3) classes to be known as Class I, Class II and Class III, respectively.

The term of office of the Class I members shall expire at the adjournment of the meeting of the Board of Trustees to be held in May of 1980; the term of office of the Class II members shall expire at the adjournment of the meeting of the Board of Trustees to be held in May of 1981; the term of office of the Class III members shall expire at the adjournment of the meeting of the Board of Trustees to be held in May of 1982. Upon expiration of the term of the Trustees elected to each class, their successors shall be elected by the membership and/or Trustees for a term of three (3) years, the commencement and termination of which term of office to be fixed by the membership and/or Trustees in the By-Laws of this Corporation. Additional Trustees, over and above those designated as Class I, II or III Trustees, may be elected by the membership and/or Trustees in the manner as herein provided, or as may be provided in the By-Laws for a term of either one, two or three years.

No elected Trustee who has served for two (2) consecutive three- year terms, or who has been re-elected within his class of membership to successive terms of office beyond the year 1979 in excess of six (6) years shall be eligible for re-election until one full year has elapsed since the expiration of his last term, provided that this limitation on the term of office of Trustees shall not apply to those Trustees who are members of the Society of Jesus and members of the Jesuit Community of Loyola University, and provided that the chairman, vice chairman, secretary and treasurer may continue as Trustees as long as each holds his respective office up to a maximum of six (6) years as an officer.

Any vacancy occurring in the Board of Trustees may be filled by a vote of the membership of the Corporation at a special meeting of the membership to be called for that purpose by the President, or by request of a majority of the membership.

The Board of Trustees shall elect a President of the Corporation who shall be a citizen of the United States, a Roman Catholic priest, and member of the Society of Jesus and who, upon election and qualification as President, shall be an ex-officio member of the Board of Trustees and the Corporation. The President is the chief executive officer of the Corporation and shall appoint Vice-Presidents and other officers as he deems necessary or desirable, two of whom shall be specifically designated as Vice-Presidents of the Corporation, who shall be members of the Society of Jesus. They shall be ex-officio members of the Board and the Corporation. One of these Vice-Presidents and/or the Secretary shall be designated as Vice-President of Communications.

An ex-officio member of the Board shall have full power to vote on all matters brought before the Board and shall be counted for all purposes, including the determination of the existence of a whole Board and for all quorum requirements.

The Board of Trustees shall also elect, from among its members, a Secretary and a Treasurer of the Corporation who are to be members of the Society of Jesus. The office of Secretary and Treasurer may be combined in one person.

The President, Secretary and Treasurer shall serve at the pleasure of the Board of Trustees.

The Board of Trustees shall hold an annual meeting and such other meetings as it deems necessary.

The Board of Trustees may take action by the unanimous consent of its members without a meeting.

## **ARTICLE VIII**

The Board of Trustees may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees, which, to the extent provided in said resolution or resolutions or in the By-Laws of the Corporation, shall have and may exercise the power of the Board of Trustees in the management of the activities and affairs of the Corporation; such committee or committees shall have such name or names as may be stated in the By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board. The Board of Trustees is expressly authorized by a majority vote of the whole Board to make, alter or repeal By-Laws not inconsistent with the By-Laws adopted by the members of the Corporation.

## **ARTICLE IX**

The Corporation reserves the right to alter, amend, change or repeal any provision contained in this Charter in the manner now or hereafter prescribed by statute, except as otherwise provided herein, and all rights conferred herein upon members of the Corporation or members of the Board of Trustees are granted subject to this reservation. This Charter may be amended by resolution of the members of the Corporation. Approval of such resolution is to be by affirmative vote of two-thirds of the members entitled to vote at a special meeting called for that purpose by the President, provided thirty (30) days previous notice in writing is given to all members of the Corporation by depositing said notice in the United States mail properly addressed. This vote shall not be by proxy.

This Charter includes all amendments through March 1993.

BY-LAWS OF LOYOLA UNIVERSITY

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# **BY-LAWS OF LOYOLA UNIVERSITY**

## **PREAMBLE**

Loyola University is incorporated under the laws of the State of Louisiana. It is a non-profit educational corporation engaged primarily in higher education and related programs.

The Corporation and its academic communities, in keeping its founding purposes as stated in the Articles of Incorporation:

to promote religious studies, literature, art, history, classics, humanities, science, commerce, communications, broadcasting and/or other departments or schools of knowledge; to encourage the advancement of learning through the awards of scholarships, fellowship and other means...

seeks to conjoin with its academic programs opportunities for faculty and students to integrate in their lives the knowledge they can assimilate from our total developing culture, the knowledge derivable from religious experience, as well as knowledge gleaned from humanistic, scientific and other learning.

Such an approach to the educational enterprise has been the tradition of this University since its inception and, as it faces the future, it desires to reaffirm and to maintain the primary importance of Christian values in the educational process as those have been and are being developed, integrated and applied according to the Jesuit tradition of liberal education.

The University employs personnel without regard to race, color, sex, national origin or ancestry. Religious services are offered, but attendance is not required of students or faculty. Courses in religious studies are not limited to the Roman Catholic religion, and the University adheres to established principles of academic freedom. It strives to provide a form of education at once personal and appropriate to the evolving civilization in which its students find themselves.

The Corporation confidently expects that it will continue to enjoy the personal presence and influence of members of the Society of Jesus who, with others, have played such a prominent role in the history and development of Loyola University.

## **ARTICLE I**

### Membership - Meetings and Eligibility

The annual meeting of the members of the Corporation shall be held during the month of March of each year.

## **ARTICLE II**

### Notice of Annual Meeting

A written notice of the annual meeting shall be mailed by the Secretary of the Corporation to all members of the Jesuit Community who are eligible for membership in the Corporation at such address as appears on the books of the Corporation at least ten (10) days prior to the meeting. The notice shall include a listing of all who are eligible for membership.

## **ARTICLE III**

### Voting by Proxy

No representation by proxy or voting by proxy shall be permitted.

## **ARTICLE IV**

### Requirement for Quorum

A two-thirds majority of the members of the Corporation entitled to vote, present in person, shall be requisite and shall constitute a quorum at all meetings. If, however, such quorum shall not be present, the members present and entitled to vote shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

## ARTICLE V

### Identification for Eligibility for Membership

This shall be the process by which those eligible for membership on the Corporation are identified: The Secretary of the Corporation shall request of the Provincial of the New Orleans Province of the Society of Jesus a list of those who are members of the Community according to Article VI of the Charter. The Secretary of the Corporation shall then identify those members who hold full-time or part-time positions in the University according to the same Article VI. He shall present the list to the President of the University, and the President shall then draw up a final list of those who are eligible for membership in the Corporation, which list shall be and become final. The certification of membership as aforesaid shall be made to the Secretary of the Corporation no less than ten (10) days prior to any annual, regular or special meeting with a list of all members of the Jesuit Community of Loyola University who have been certified as members of the Corporation entitled to vote at the meeting so called.

## ARTICLE VI

### Determination of Eligibility for Membership

For purposes of determining eligibility of membership, the terms thereof as set forth in Article VI of the Articles of Incorporation of Loyola University are hereby defined as follows:

Section 1. Member of the Jesuit Community of Loyola University. Any member in good standing of the Society of Jesus who is certified as being a member of the Jesuit Community of Loyola University by the Provincial of the New Orleans Province of the Society of Jesus.

Section 2. Who holds a full-time or part-time position at Loyola University. Those Roman Catholic Priests or brothers who are members of the United States and members of the Jesuit Community of Loyola University, who have, in the opinion of the Secretary of the Corporation of Loyola University, entered into and performed services as described in the Articles of Incorporation.

Section 3. Who have held a full-time or part-time position for one (1) academic year.

The term “academic year” shall be defined as consisting of two (2) full semesters of employment, which need not be consecutive, but may be considered as cumulative. Part-time employment or summer sessions shall be included in the computation of an academic year.

## **ARTICLE VII**

### Criteria for Good Standing

For purposes of determining eligibility of membership in the Corporation, Jesuits on leave of absence from the Society of Jesus or from the Priesthood or brotherhood shall not be considered members in good standing of the Society of Jesus.

## **ARTICLE VIII**

### Membership - Election

The election of the Jesuit members of the Board of Trustees shall be conducted at an annual or special meeting of the membership called for that purpose in accordance with the provisions of Article VII of the Articles of Incorporation, as amended.

Election of the non-Jesuit members of the Board of Trustees shall be conducted by the entire then-incumbent Board of Trustees at annual or special meeting to be held for that purpose and to be called and convened within not more than sixty (60) calendar days following the annual or special meeting of the membership of the Corporation held for the purpose of the election of the Jesuit members of the Board of Trustees.

## **ARTICLE IX**

### Annual Report

At the annual meeting of the membership for election of Jesuit Trustees, the President of the Corporation shall submit an annual report to the membership setting forth in detail the affairs of the University.

## **ARTICLE X**

### Seal of the University

The seal of the Corporation shall be circular in form as approved by the Board of Trustees.

## **ARTICLE XI**

### Amendment

The first eleven (11) enumerated Articles of the By-Laws as herein set forth shall be approved, altered or amended by a simple majority vote of the Corporation membership, and no Article of these By-Laws shall be henceforth proposed or enacted by the Board of Trustees which is inconsistent with any of the By-Laws adopted by the members of the Corporation as set forth in these first-eleven (11) By-Laws.

## **ARTICLE XII**

### The Board of Trustees

#### Section 1. GOVERNANCE

The governing body of the University shall be a Board of Trustees in which the corporate powers are vested pursuant to its Articles of Incorporation. This responsibility cannot be delegated nor abrogated except as provided in the Articles of Incorporation or by these By-Laws.

#### Section 2. POWERS AND DUTIES

The Board of Trustees shall have and exercise the corporate powers prescribed by law. The essential function of the Board shall be policy making and responsibility for sound management. It shall formulate and determine the general, educational and financial policies as shall be deemed necessary for the administration and development of the Corporation in accordance with its shared purposes. The Board shall, but without limitation:

- a. Determine and review the goals of the University and the aims and purposes of educational programs of the University.
- b. Elect a President, who shall be the chief executive officer of the University, who shall serve at the pleasure of the Board.
- c. Authorize the establishment and discontinuance of academic programs of the University.
- d. Determine or approve general policies that relate to the instruction, extra-curricular activities, campus and residential life of students.
- e. Authorize the awarding of all earned and honorary degrees, certificates and diplomas.
- f. Review and approve overall terms and conditions of employment of administrative officers and staff and all other employees of the University.
- g. Evaluate periodically the effective conduct of duties of University officers.
- h. Oversee the fiscal affairs of the University, including approval of budgets and supervision of investments.

- i. Review and approve annual tuition and fee schedules.
- j. Authorize the acquisition and disposition of all property and physical facilities, including the construction of new buildings, and capital renovations and repairs of existing buildings.
- k. Approve plans for and obtain necessary funds from all possible sources for academic and physical development and maintenance purposes.
- l. Create committees of the Board, Ad-Hoc and Visiting Committees as it may deem necessary, or desirable to carry out the purposes of, the Corporation, each of which shall have such powers and responsibilities as the Board of Trustees shall designate. Nothing herein shall be considered to negate the power of the President to establish administrative committees or councils and other bodies as he may deem necessary or desirable to aid him in the performance of his duties.

### Section 3. PERIODIC REVIEW OF THE UNIVERSITY

To assure that every aspect of the management and operations of the University is being performed with due effectiveness and within the general policies laid down by the Board, there shall be conducted a periodic review of the state of the University, emphasizing progress toward major goals and objectives. At least once every six (6) years there shall be an evaluation of:

- a. The general management of the institution with special reference to the office of the President and the chief administrative offices.
- b. The educational programs, including faculties and student affairs.
- c. The business affairs and physical plant and grounds management.
- d. The programs for institutional advancement.

Review and evaluation shall be conducted or authorized by the Board as it deems appropriate and reported to the full Board. Trustees and Board committees shall be involved as appointed or directed by the Chairman of the Board following consultation with the President.

### Section 4. COMPOSITION, MEMBERSHIP AND ELECTION OF THE BOARD OF TRUSTEES.

- a. The Board of Trustees shall consist of those persons previously elected as Trustees whose terms are unexpired as well as those additional persons who shall be elected annually by the Jesuit membership and the Board of Trustees in accordance with the provisions of Articles VI and VII of the Articles of Incorporation at the annual meetings of the Jesuit membership and the Board of Trustees, respectively, or at any special meeting called for that purpose.

- b. Additional Trustees, over and above those designated as Class 1, 2, or 3 members in Article VII of the Articles of Incorporation, may be elected by the membership and/or the Trustees in the manner as herein provided, or as provided in the Articles of Incorporation, for a term of either one, two or three years; the determination of the length of term of each Trustees to be fixed by the membership and/or the Trustees, as the case may be, so as to achieve, as nearly as possible, a ratio of one-third of the total number of Trustees who will have their term of office expire during each successive year.
- c. Those persons so elected as Trustees shall take office at the adjournment of the May meeting of the Board of Trustees following the meeting at which they were elected, and shall continue to hold office until the adjournment of the meeting of the Board of Trustees in May of the year in which their term (one, two, or three years) of office expires.
- d. The first meeting of the newly constituted Board shall be held on the same day as the last meeting of the former Board.
- e. Ex-officio Trustees

The President of the University shall appoint Vice-Presidents and other officers of the Corporation as he deems necessary or desirable from time to time. Within thirty (30) days from his election at the annual meeting of the Board of Trustees, however, the President may appoint two (2) Vice-Presidents who shall be members of the Society of Jesus (to be designated First Vice-President and Second Vice-President) who are to be specifically designated as ex-officio members of the Board of Trustees. These Vice-Presidents shall serve at the pleasure of the President, who can fill either position falling vacant for any reason.

- f. The number and term of Trustees shall be as stated in the Articles of Incorporation, Art.VII.

- g. Life Trustees

At the discretion of the Board of Trustees, any Trustee who has attained the age of seventy may be elected a non-voting Life Trustee by a majority vote of the Board at a duly constituted meeting. Life Trustees, by invitation of the Board, may attend its meeting and serve on its committees as appropriate. Such Life Trusteeships shall be conferred as a privilege upon those whom the Board wishes to honor for their distinguished service to the Corporation and shall remain in effect for the life time of the Trustee so elected.

- h. Honorary Trustees

Those individuals who have or may serve Loyola University, the City of New Orleans, the State of Louisiana, Southern Region of the United States, or any of the United States with distinction may be elected as non-voting Honorary Trustees by a majority vote of the Board of Trustees at a duly constituted meeting. Honorary Trustees, by invitation of the Board, may attend its meetings and serve on its committees as appropriate.



## Section 5. MANNER OF ACTING

- a. A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting. The act of a majority of Trustees present and voting at any meeting at which a quorum is present shall be the official act of the Board of Trustees except where otherwise provided by Law, the Articles of Incorporation, or these By-Laws. For purposes of determining whether there has been a majority vote cast in favor of any proposition, only those members present and casting an affirmative or negative vote shall be counted, and members abstaining from voting shall, for such purposes, be considered as not present or voting. Any action required by law to be taken at a meeting of the Board of Trustees, or any other action which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if consent in writing, setting forth the actions so taken, shall be signed by all the Trustees then in office. Such consent shall have the same force and effect as a unanimous vote.
- b. Persons not Board members but concerned with matters on the agenda of meetings and persons possessing knowledge required for Board deliberations may be invited to participate in such deliberations of the Board as appropriate.
- c. The Board may hold an executive session in the course of any annual, regular or special meeting at which only voting Board members shall be permitted to attend or in which they shall participate. Upon request of any Board member, directed to the Chairman of the Board at any time, the Board, during any regular or special meeting, may go into Executive Session. Only voting Board members are to be present during Executive Sessions unless the Chairman, with approval of the Board, shall invite a recorder and legal counsel to remain.

All regular or special meetings of the Board will begin as Executive Sessions with a recorder and legal counsel in attendance. Upon completion of the Report of the Executive Committee, the Chairman is authorized to invite the following University officials to remain in attendance for the rest of the meeting: the Executive Assistant to the President, the Vice-President of Academic Affairs, Business and Finance, Student Affairs, and Institutional Advancement. The Chairman may invite such other persons to attend a portion of the Board Meeting as is deemed necessary for elaboration of reports or other purposes. Persons invited for a portion of the Board Meeting will normally be excused before the Board takes formal action on any matter. A member may be considered as being present and voting at any regular or special meeting of the Board of Trustees if he is either physically present at the meeting, or if he is participating in the meeting through means of telephone conference call, closed circuit television, or to hear the proceedings of the Board and participate actively therein and affirmatively or negatively cast his vote.

- d. The Board of Trustees shall adopt and keep updated policy statements governing the responsibilities of the Board and its members, criteria for effective Trustees and continuing education of Board members.

- e. The Board of Trustees may accept on behalf of the University any contribution, gift, bequest or devise for the general purpose or for any special purposes of the University, and may delegate this authority to appropriate corporate and administrative officers. These officers shall make regular reports to the Board of Trustees of all gifts accepted by them in the name of the University (c.f.: Gifts and Grants Policy adopted by Board of Trustees, January 1980).

#### Section 6. VACANCIES

- a. Any, vacancy occurring in the Jesuit composition of the Board of Trustees may be filled by vote of the membership of the Corporation at any special meeting of the membership to be called for that purpose by the President, or by a request of the majority of the membership.
- b. Vacancies occurring in the non-Jesuit composition of the Board may be filled at any regular or special meeting by a majority vote of the Board of Trustees then in office. Any Trustee elected for the balance of an unexpired term shall, in addition thereto, be eligible to serve the maximum number of complete consecutive terms as provided by these By-Laws.
- c. Any member of the Board of Trustees may be removed from office, for cause, at any meeting of the Board by an affirmative vote of a two-thirds (2/3) majority of the entire membership of the Board of Trustees.

#### Section 7. MEETINGS OF THE BOARD

- a. In addition to the annual meeting for the election of Trustees, the Chairman shall call not less than three (3) regular meetings. In addition thereto, the Chairman may call special meetings of the Board in consultation with the President, or at the request of any five (5) Trustees.
- b. All annual, regular or special meetings of the Board shall be held at Loyola University unless otherwise designated by the Chairman in the call for the meeting.
- c. The Executive Committee shall provide the Secretary with the agenda for any regular or special meeting of the Board setting forth matters to be brought for consideration before the next meeting, and the Secretary shall provide each member of the Board with a copy of the proposed agenda not less than ten (10) days prior to the date of any such regular or special meeting.

#### Section 8. OFFICERS OF THE BOARD

- a. The Board of Trustees shall annually elect from among the incumbent members of the Board, and by a majority vote, a Chairman and a Vice-Chairman of the Board, a Secretary and a Treasurer. The Secretary and Treasurer shall be members of the Society of Jesus. They shall be elected at the first regular meeting after the annual meeting or any special meeting called for such purpose. They shall serve a term of one year, or until their successors have been duly elected. Any vacancy occurring among the officers may be filled by a majority vote of the Board at any regular or special meeting. Officers may be eligible for re-election.

b. Officers of the Board — Duties

- (i) Chairman and Vice-Chairman - The Chairman shall preside at all meetings of the Board of Trustees and shall perform the duties customary to that office. He shall be Chairman of the Executive Committee. In the absence of the Chairman, the Vice-Chairman shall preside at meetings of the Board and perform all duties incident to the office of the Chairman. The Chairman shall appoint all members of standing and ad-hoc committees of the Board. He shall appoint a chairman and vice-chairman of each committee. In the event of a tie vote, the Chairman shall cast the deciding vote.
- (ii) Secretary - The Secretary shall be responsible for the keeping of minutes of meetings of the Board of Trustees and for giving all notices required by law or these By-Laws and shall have custody of the corporate records and the seal of Corporation. He shall perform all duties incident to the Office of Secretary and such other duties from time to time may be assigned him by the Board of Trustees.
- (iii) Treasurer - The Treasurer shall keep or cause to be kept complete and accurate records of receipts and disbursements of the Corporation and shall generally oversee the financial affairs of the University, and perform such other duties as may be assigned to him from time to time by the Board of Trustees, not inconsistent with the provisions of the Articles of Incorporation or the By-Laws.

Section 9. BOARD COMMITTEES

There shall be the Executive Committee, Standing Committees, Visiting Committees and Ad-hoc Committees of the Board. A majority of the voting members of the committee shall constitute a quorum for the transaction of business at any committee meeting.

OTHER COMMITTEES

Other committees may be established by the Board from time to time as required to oversee permanent functions of a major character. Ad-hoc committees may be established by the Chairman of the Board from time to time with the approval of a majority vote of the members of the Board at any meeting. The term of ad-hoc committees shall be for one (1) year, unless otherwise, fixed by the Board.

a. EXECUTIVE COMMITTEE - COMPOSITION. DUTIES. AND FUNCTIONS

There shall be an Executive Committee of the Board of Trustees consisting of the Chairman of the Board, the Vice-Chairman, the President, the First Vice-President, Secretary, and not more than two (2) additional members of the Board to be elected by the Board who shall together compose the Executive Committee and shall serve as ex-officio members thereof until their successors are duly designated. The Chairman of the Board of Trustees shall be the Chairman of said Committee. The Executive Committee shall have and may exercise all the powers of the Board when it is not in session, except for the following, which are reserved for the Board: appointment and dismissal of the President, election of trustees and Board officers, sale or other disposition of real estate or other assets, approval of the annual budget, incurring indebtedness of the Corporation, conferral of degrees, modifying the university's mission or purpose, adding or discontinuing academic programs, and amendment of the Articles of Incorporation and By- Laws. The committee's primary responsibility shall be to contribute to the efficient and effective performance of the Board. Its broad powers shall be used only as necessary and appropriate to carry out the Board's routine business or handle emergency matters that cannot be delayed until the Board's next regularly scheduled meeting or until a special meeting of the Board. All actions by the Executive Committee shall be reported to the Board of Trustees at its next meeting succeeding such action, and shall be subject to revision and alteration by the Board; provided, that no rights of third parties shall be affected by any such revision or alteration. Regular reports of the proceedings of the Executive Committee shall be kept in a minute book provided for that purpose. Vacancies in the Executive Committee, unless they are to be filled otherwise, shall be filled by the Chairman of the Board of Trustees. A majority of the committee shall be necessary to constitute a quorum, and in every case, the affirmative vote of a majority of the members of the entire Committee shall be necessary for the passage of any resolution. The Executive Committee shall fix its own rules of procedure, and meet at the call of the Chairman. The Executive Committee shall facilitate and aid the work of the Board of Trustees by causing all questions of policy brought to its attention to be promptly considered and prepared for submission to the Board of Trustees.

b. OTHER STANDING COMMITTEES - COMPOSITION

Standing Committees shall include:

- The Executive Committee
- Committee on Academic and Faculty Affairs
- Committee on Student Affairs
- Committee on Institutional Advancement
- Committee on Finance
- Committee on Trustee Selection and Evaluation
- Committee on Audit
- Committee on Buildings and Grounds
- Committee on Legal Affairs
- Committee on Endowment
- Committee on Mission Effectiveness
- Visiting Committees in various schools/colleges/or departments as may be authorized and approved from time to time by the Board.

Standing Committees of the Board of Trustees, other than the Executive Committee, Committee on Mission Effectiveness and the Committee on Legal Affairs, shall be composed of no more than seven (7) members. At least four (4) voting members shall be members of the Board of Trustees. The Chairman of the Board may appoint such advisors as he sees fit. Advisory members of any committee who are also members of the Board of Trustees shall be entitled to participate in the deliberations of the Committee, and shall be entitled to, vote on matters coming before the Committee to the same extent as regular members of the Committee, but advisory members shall not be considered as members of any Committee for purposes of determining a quorum necessary to conduct business. The Chairman of the Board of Trustees and the President of the Corporation are ex-officio members of all Board Committees and are not counted in the above mentioned seven.

Each Committee shall meet regularly at the call of the Committee Chairman. The Committee Chairman shall assure that the discussions and actions of his Committee are properly recorded and promptly distributed to its members and to members of the Executive Committee and all Board members.

An officer of administration shall be appointed by the President to serve each committee as Executive Secretary. Such administrative officers shall serve as representative of the President under his supervision and coordination.

The agenda for and nature of business of all Standing Committee meetings shall emphasize issues, problems and opportunities of a policy making nature and shall focus on major programs, functions and priorities of the University rather than on administrative detail.

c. COMMITTEE ON ACADEMIC AND FACULTY AFFAIRS – DUTIES AND FUNCTIONS

The duties and functions of the Standing Committee on Academic and Faculty Affairs shall be to concern itself with University policies affecting the employment, termination, rank and tenure of the faculty, the conduct and activities of the faculty, and to review and make recommendations with respect to the University policies, regulations or practices concerning faculty employment and the conditions and terms thereof as expressed in the University Faculty Handbook to concern itself with matters of policy concerning degree programs, curriculum and overall academic policy. The committee also has oversight responsibility for personnel policies affecting staff.

d. COMMITTEE ON STUDENT AFFAIRS

The duties and functions of the Standing Committee on Student Affairs shall be to review and make recommendations concerning University policy related to student activities, conduct, discipline and extra-curricular affairs, and to review and make recommendations with respect to University regulations as set forth in the University Student Handbook.

e. COMMITTEE ON INSTITUTIONAL ADVANCEMENT

The duties and functions of the Standing Committee on Institutional Advancement shall be to concern itself with the general public image and reputation of Loyola University throughout the community and the nation, so as to assure the Board that the image being thusly conveyed is consistent with the furtherance of the goals of the University; the recommendation of policies and procedures to the Board with respect to fund raising, endowment programs, acquisition of assets and capital improvement programs, and the overall generation of financial and human resources from without the University community.

f. COMMITTEE ON FINANCE

The duties and functions of the Standing Committee on Finance shall be to review and make recommendations to the Board of Trustees on the entire fiscal affairs of the University, including, but not limited to, an annual analysis of the University budget; and projected long-range operating costs and expenditures, tuition rates, salaries of personnel, and expenditures for overall capital improvements in relation to anticipated revenues.

g. COMMITTEE ON TRUSTEE SELECTION AND EVALUATION

The duties and functions of the Standing Committee on Trustee Selection and Evaluation shall be to assess and appraise Board organization, operation, membership and attendance, to assure maximum effectiveness, and to make such recommendations from time to time as, in the Committee's judgment, will accomplish the objectives of the Board; to maintain a Trustee candidate list through a constant search to identify individuals best able to serve the University as Trustees; to make nominations for membership on the Board; to evaluate the Board's structure and its individual members; to develop and maintain a program of orientation for new Trustees, and to design a continuing program of education of Trustees concerning issues confronting higher education and related matters.

#### h. COMMITTEE ON AUDIT

The duties and functions of the Standing Committee on Audit shall be to review the audit plan on a timely basis with the independent auditors and to review the “draft” of the annual report with them. The committee shall review the independent auditors’ comments regarding internal controls and other matters. The Committee also shall review unaudited information on a periodic basis, and evaluate and recommend to the Board of Trustees the appointment of an independent auditor.

#### i. COMMITTEE ON BUILDINGS AND GROUNDS

The duties and functions of the Standing Committee on Buildings and Grounds are to make recommendations to the Trustees to ensure that the physical plant is adequate to support the programs and services of the University and that the physical plant is properly maintained. The Committee shall make recommendations concerning the development of a campus master plan that should be kept current to make sure that new structures are provided where needed and old structures removed or renovated in accordance with the master plan.

#### j. COMMITTEE ON LEGAL AFFAIRS

The duties and functions of the Standing Committee on Legal Affairs shall be to review and advise the Board of Trustees concerning all legal matters including, but not limited to, legal services and other internal matters. The committee shall be composed of three (3) members, one of whom must be a member of the Board of Trustees.

#### k. COMMITTEE ON ENDOWMENT

The duties and functions of the Standing Committee on Endowment shall be to exercise oversight responsibility for all endowment matters and to recommend performance goals for all components of the university’s endowment. The committee shall investigate and recommend goals for financial performance of the university’s investments including but not limited to stock and bond portfolios; and shall review real estate holdings and gifts including evaluation and disposition. The committee shall develop and recommend policies and procedures that will enhance the university’s endowment. The chairman of the Finance Committee shall be a member of the Committee on Endowment.

#### l. COMMITTEE ON MISSION EFFECTIVENESS

The duties and functions of the Standing Committee on Mission Effectiveness shall be to assess the effectiveness of Loyola University in performing its Jesuit mission, and to make recommendation to the Board of Trustees regarding the performance of the University’s Jesuit mission. The committee shall be composed of nine (9) members appointed from current and former Board members.

## ARTICLE XIII

### ADMINISTRATION

#### Section 1. PRESIDENT

The President shall be the chief executive officer of the Corporation. He shall be a citizen of the United States, a Roman Catholic priest and a member in good standing of the Society of Jesus. He shall be an ex-officio member of the Board and of all Committees of the Board.

The President shall:

- a. Promptly and effectively execute all resolutions, policies, rules and regulations adopted by the Board, and perform all duties prescribed by the Board.
- b. Formulate and recommend to the Board policies, programs and plans for the educational, financial, physical development and government relations of the University.
- c. Make or approve all appointments of administrative officers to the University.
- d. Establish a management organization to carry out effectively the policies of the University; ensure that the University is properly staffed with personnel competent to discharge their responsibilities and to carry out said policies effectively; provide adequate opportunities for the development and advancement of personnel.
- e. Prescribe the specific duties and assignment of the principal administrative officers reporting to him and establish and define duties of administrative committees to advise and assist him in the execution of his duties.
- f. Approve or disapprove the policies and procedures of all such administrative officers and administrative committees. He may suspend any action taken by such officer or committee which he believes to be in conflict with general policies and procedures of the University.
- g. Direct preparation and present to the Board through the Committee on Business and Finance, a proposed budget for the ensuing fiscal year and see that the budget when adopted is enforced.
- h. Prepare and submit to the Board an annual report and such special reports as he may deem desirable and as the Board may require.
- i. Serve as the chief spokesman for and interpreter of the University to its constituencies and take leadership in obtaining support of the University from all possible sources.



Section 2. OTHER ADMINISTRATIVE OFFICES

Other Vice-Presidents or administrative offices of the University shall be designated by the President. These shall be defined as administrative council positions. The duties of these offices shall be designated by the President.

**ARTICLE XIV**

INDEMNIFICATION

Section 1.

The university may indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action by or in the right of the university) by reason of the fact that he is or was a trustee, director, officer, employee or agent of the university, or is or was serving at the request of the university as a trustee, director, officer, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the university, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of his actions by or in the right of the university, the indemnity shall be limited to expenses (including attorney's fees, and amounts paid in settlement not exceeding, in the judgment of the Board of Trustees, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the university unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. An indemnification (unless ordered by the court) shall be made by the university only as authorized in a specific case upon determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable or a quorum of the disinterested trustees so directs, by independent legal counsel, or (3) by the Members. These indemnification provisions shall otherwise be subject to the provisions of LA. R.S. 12:227, as amended from time to time.

Section 2.

Expenses incurred in defending such an action, suit or proceeding may be paid by the university in advance of the final disposition thereof, if authorized by the Board, independent legal counsel or the Members, as provided in Section 1, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined by the Board, independent legal counsel or the Members, as provided in Section 1, that he is entitled to be indemnified by the university as authorized in this Article XIV.

**ARTICLE XV**

Conflicts of Interest

A Trustee is considered to have a conflict or interest if (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his responsibilities to the University, or (b) such Trustee be a spouse, siblings, children and other relative (if the latter reside in the same household as the Trustee) or any organization in which such Trustee (or member of his family) is an officer, director, employee, member, partner, trustee or controlling stockholder, has such existing or potential financial or other interests. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter, under consideration at a Board or committee meeting, in which such Trustee has a conflict of interest. The minutes of such meetings shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether he has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by majority vote.

**ARTICLE XVI**

DISCRIMINATION PROHIBITED

In administering its affairs, the University shall not discriminate against any person on the basis of race, color, national origin, sex or age. In interpreting these By-Laws, all masculine pronouns shall be deemed to refer equally to the feminine gender.

## ARTICLE XVII

### AMENDMENT TO THE BY-LAWS

Section 1. Articles I-XI of these By-Laws may be amended in accordance with the provision of Article XI hereof.

Section 2. Articles XII through XVII hereof pertaining to the Board of Trustees may be made, altered or amended at any time by a majority vote of the Board of Trustees, provided that such By-Laws, alterations or amendments are not inconsistent with the By-Laws adopted by the Jesuit members of this Corporation. Any and all By-Laws, alterations or amendments made by the Board of Trustees shall be reported by the President in his annual report at the Annual Meeting of the Membership.

## APPENDIX B

### COPYRIGHT AND PATENT POLICY

Loyola University recognizes that, in the course of scholarly pursuits, members of the University faculty and staff may develop ideas and materials that are appropriately copyrighted and/or patented. The policies stated here are to serve as guidelines. If a member of the University faculty or staff wishes, an agreement with respect to a particular copyright or patent can be issued by the Vice President for Academic Affairs.

#### A. *Copyright Policy*

1. Members of the University faculty and staff who write articles and/or books are encouraged to seek and retain copyright ownerships of their works.
2. If the University directly supports the production of a copyrightable work through funding by the Academic Grant Fund, the University shall be reimbursed out of the royalties up to the amount of the University's direct support. The details of the reimbursement schedule are provided in the supporting grant letter.
3. Faculty and staff who produce copyrightable materials in the course of a project supported by an extramural grant or contract are bound by the copyright policies of the funding agency. Copyrights which must be registered in the name of the University will be transferred to the faculty or staff member upon request, if such transfer is permitted under the grant or contract.

#### B. *Patent Policy*

Loyola University recognizes the unique circumstances that are associated with the conception of an idea that can result in a patent. The ownership of the patent is governed by the following principles:

1. An invention, made by a member of the faculty or staff, where the facilities and support of the University are only incidental to the development of the idea, is the sole property of the inventor. Patents from such inventions should be administered so as to not involve Loyola University or its facilities. Inventor-owned patents or patentable concepts may, at the option of the inventor, be assigned to Loyola University in accordance with a specific agreement between the inventor and Loyola University.

2. Loyola University acquires ownership in an invention, provided such invention was made:
  - a. during a special research assignment funded by the Academic Grant Fund; or
  - b. during the course of regular research effort depending essentially entirely on University facilities and the faculty member receiving compensated time for research through a reduced teaching load; or
  - c. during the course of research funded extramurally where the funding agency permits the University to acquire ownership of patents.
3. Loyola University requires all members of the faculty and staff who receive compensation for research funded extramurally to comply with the stipulations regarding patent ownership as set forth in the grant or contract agreement between the funding agency and the University.

*C. Research Corporation Agreement*

Loyola University has entered into an agreement with the Research Corporation with respect to the application and administration of University owned patents. In this agreement, royalties are divided evenly between the two aforementioned parties; the Research Corporation bears all responsibility for the costs of obtaining and licensing of the patent. Seventy (70) per cent of the royalties received by the University from any patent will be distributed to the inventor, while the remaining thirty (30) per cent will be assigned to the Academic Grant Fund.

The faculty or staff member who has an apparently patentable concept should notify the Vice President for Academic Affairs so that a letter of formal understanding can be generated.