



AMENDED AND RESTATED BYLAWS
OF
DUQUESNE UNIVERSITY OF THE HOLY SPIRIT

As amended through April 10, 2024

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ARTICLE I
DEFINITIONS

For purposes of these Bylaws, the following terms shall have the meaning set forth hereinafter.

1.1 “Articles of Incorporation” means the Articles of Incorporation of the Corporation and all amendments and restatements thereof.

1.2 “Board” and “Board of Directors” means those persons in whom certain governing authority with respect to the Corporation is vested as set forth in Article V.

1.3 “Bylaws” means these Bylaws of the Corporation.

1.4 “Canon Law” means the 1983 Code of Canon Law, as amended from time to time.

1.5 “Code” means the Internal Revenue Code of 1986, as amended.

1.6 “Congregation” means the Congregation of the Holy Spirit Province of the United States, a public juridic person for Canon Law purposes.

1.7 “Constitution” means the Spiritan Rule of Life, as adopted May 15, 2005, and as may be further amended from time to time.

1.8 “Corporation” means Duquesne University of the Holy Spirit, a Pennsylvania nonprofit corporation.

1.9 “Director” means each person who is a member of the Board of Directors.

1.10 “Effective Date” means the effective date of these Bylaws which will be that date after the 2009 Chapter meeting of the Congregation on which the Provincial Superior and all members of the Provincial Council of the Congregation have been elected or selected.

1.11 “Governance Plan” means the canonical governance structure of the Congregation as set forth in the Constitution.

1.12 “Member” means each person who is a Member of the Corporation and in whom certain reserved governing powers are vested as set forth in Article III of the Bylaws.

1.13 “Proper Law” means those canonical documents enacted by the Congregation and related canonical bodies which set forth the norms and directives which govern the Congregation as promulgated and as amended from time to time.

1.14 “Provincial Council” means the persons selected and approved according to Proper Law who assist and advise the Provincial Superior according to the requirements of Canon Law and Proper Law and have the powers attributed to each of them in these Bylaws for civil law purposes. The Provincial Council shall consist of those persons, other than the Provincial Superior, each of whom shall individually be referred to as a “Provincial Councillor” and are selected according to the Governance Plan.

1.15 “Provincial Superior” means the person selected and approved according to Proper Law with canonical authority for the governance of the Congregation.

1.16 “State” means the Commonwealth of Pennsylvania.

1.17 “State Law” means the Pennsylvania Nonprofit Corporation Law of 1988, as amended from time to time.

1.18 “University” means the Corporation.

ARTICLE II

PURPOSE

2.1 Purpose. The purpose for which the University is organized and for which it shall at all times be operated are exclusively religious, charitable, scientific, literary and educational within the meaning of Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes as, (i) to support and maintain a college for the instruction of youth in all branches of a thorough, moral and secular education, including languages, the liberal arts and sciences, and also for the preparation and education of youth destined for the Catholic priesthood, (ii) to confer the usual scholastic degrees, and (iii) to establish, maintain and conduct a course of instruction and to confer such other degrees as may be approved and authorized, from time to time, by the duly constituted authorities under the Acts of Assembly in such case made and provided.

ARTICLE III

MEMBERS

3.1 Number of Members. The Members of the Corporation shall be the Provincial Superior, the Provincial Councillors, and such other vowed members of the Congregation as are appointed by the Provincial Superior with the consent of the Provincial Council so that at all times there are six (6) Members and not more than ten (10) Members. Each Member of the Corporation shall at all times during his Membership satisfy the following eligibility criteria:

- (a) be a vowed member in good standing of the Congregation; and
- (b) not be under any type of canonical penalty such as canonical censure, expiatory penalty, penal remedy, or a penance.

3.2 Term of Members. The Members shall be divided into two (2) classes: the Provincial Superior and Provincial Councillors shall serve as Class A Members during their respective terms as Provincial Superior and Provincial Council. The term of each Class A member shall be coextensive with the period he serves as Provincial Superior or Provincial Councilor as set forth in the Constitution, his death, disability, resignation or termination, whichever occurs first. Members who are appointed by the Provincial Superior with the consent of the Provincial Council shall be designated as Class B Members. The term of each Class B Member shall be five (5) years. There shall be no limit on the number of terms which either a Class A or a Class B Member may serve, and each shall be eligible for reappointment as determined by the Provincial Superior and the Provincial Council.

3.3 Termination. The Members shall have the power to terminate a Member from Member status by the vote of a majority of the Members at any meeting of the Members called for such purpose at which a quorum of the Members is in attendance. Any Member proposed to be terminated shall be given written notice of such proposed action at least two (2) weeks prior to any such meeting. Such notice shall specify the facts upon which the proposed termination is based, and he shall have the opportunity to present a defense, either pro se or by the counsel of his choice. A full stenographic record of such proceedings shall be made available to all parties concerned.

ARTICLE IV RESERVED POWERS

4.1 Powers of the Members. The following governing powers are exclusively vested in the Members and no attempted exercise of any such powers by any persons or entity other than the Members acting as such shall be valid or of any legal force or effect whatsoever:

- (a) To determine or change the mission, the philosophy, objectives, or purpose of the University;
- (b) To elect and to remove, with or without cause, any individual to or from the Board of the University;
- (c) To amend, alter, modify, or repeal the Articles of Incorporation or the Bylaws;
- (d) To approve the sale, purchase or encumbrance of real property in excess of five hundred thousand dollars (\$500,000.00);
- (e) To approve any merger, consolidation or acquisition or creation of a subsidiary organization with respect to the Corporation;
- (f) To liquidate and dissolve the Corporation and to determine the distribution of its net assets upon dissolution in conformity with the Articles of Incorporation, the Code, and State Law;

- (g) To approve any new indebtedness incurred by the Corporation in excess of one million dollars (\$1,000,000);
- (h) To issue to the Board, from time to time, a statement of policy concerning the philosophy and mission of the University;
- (i) To request information from and to receive an annual report from the Board containing the information set forth in Article 5.1(d) below; and
- (j) To ratify and confirm the election and appointment of the Officers of the University, the Officers of the Board, the University Chaplain, and approve any written employment contract between any of the aforesaid Officers and the Corporation.
- (k) To approve legal action taken in the name of or on behalf of the University other than routine legal actions such as collection of outstanding accounts receivable, etc.

ARTICLE V
MEETING OF THE MEMBERS

5.1 Annual Meeting. The annual meeting of the Members shall be held at least one (1) week before the annual meeting of the Board at such time and place as may be designated by the Chairman of the Members. The Chairman of the Members shall preside at all meetings of the Members and the Vice Chairman of the Members shall act in case of the absence or disability of the Chairman of the Members. The Secretary of the Members shall keep minutes of all meetings of the Members. At the annual meeting, the Members shall:

- (a) Elect a Chairman, Vice Chairman and Secretary of the Members from among their number;
- (b) Elect new Directors as required pursuant to Article VI;
- (c) Prepare and distribute to the Board a statement of policy to be followed in the current year, if the Members deem such to be advisable; and
- (d) Review the annual report of the University prepared by the Board, as described in Section 6.1(6); and
- (e) Review the performance of the Chairperson and Vice Chairpersons of the Board, and report to the Board concerning their eligibility for reappointment.

5.2 Special Meetings. Special meetings of the Members may be called at any time by the Chairman of the Members or by at least three (3) Members by giving notice as provided in Article 5.4.

5.3 Place of Meeting. The Chairman of the Members may designate any place, either within or outside the State, as the place of meeting for any annual or special meeting of the Members.

5.4 Notice of Meetings. Written notice stating the place, day and hour of any meeting shall be delivered not less than (i) ten (10) days before the date of a meeting that will consider a fundamental change under Chapter 59 of the State Law or (ii) five (5) days before the date of any other meeting. Notice shall be given either personally, by first class or express mail postage prepaid or by telecopy. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member as his address appears on the books of the University, with postage thereon prepaid. A notice by telecopy shall be deemed delivered when there is confirmation of the receipt of the telecopy. Notice of a special meeting shall include the purpose or purposes for which the meeting is called.

5.5 Waiver of Notice. A waiver in writing signed by a Member shall be deemed equivalent to notice. Except for a special meeting, the nature of business to be transacted need not be stated in the waiver. Such a waiver may be made before or after the time of notice stated in these Bylaws. Attendance of a Member at any meeting shall constitute a waiver of notice of the meeting except where the Member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened in compliance with these Bylaws and State Law.

5.6 Quorum. At all meetings of the Members, a majority of the total voting Members (whether present in person or represented by proxy) shall constitute a quorum for the transaction of business, provided that the Chairman of the Members shall be present in person or by proxy. If a quorum is not present, the Members present may adjourn the meeting to such time and place as they may determine. Written notice of the second meeting shall conform to the requirements of Section 5702(b) or such subsequent amendment of State Law.

5.7 Voting. Class A and Class B Members shall each have one (1) vote. All business of the Members and legal action by them shall be transacted by a majority vote of the voting Members present at a meeting duly called and at which a quorum is in attendance.

5.8 Transaction of Business without a Meeting. Any action which may be taken at a meeting of the Members may be taken without a meeting if action is taken by unanimous consent as evidenced by a writing setting forth the action so taken, signed by all of the Members in office and filed with the Secretary of the University. Such written action by consent may be executed in multiple counterparts all of which collectively shall be deemed one and the same legal instrument.

5.9 Conference Telephone. The Members may participate in a meeting through the use of conference telephone or similar communications equipment, provided that all Members participating in such a meeting can hear one another.

Participation in such a meeting pursuant to this paragraph shall constitute presence in person at a meeting.

ARTICLE VI BOARD OF DIRECTORS

6.1 Business Affairs.

- (a) The business and affairs of the University shall be managed by the Board, who shall have, subject only to the reserved powers vested in the Members as set forth in Article IV, full power and authority to manage the University and its employees. All Directors shall serve without compensation but may receive compensation for other services rendered to the University in a different capacity.
- (b) Annually the Board shall prepare a report which contains the following information as of the fiscal year end of the University:
 - (i) An audited financial statement of the University, including its endowment trust funds;
 - (ii) the principal changes in assets and liabilities, including endowment funds;
 - (iii) the revenue or receipts of the University, both unrestricted and restricted as to particular purposes, including separate data with respect to each endowment fund held by or for the University;
 - (iv) the expenses or disbursements of the University, for both general and unrestricted purposes, including such data separately stated with respect to each endowment fund held by or for the University;
 - (v) the number of persons who serve as Directors of the University, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and the names, business and resident addresses of said Directors; and
 - (vi) a report of the Board demonstrating how the University has satisfied the goals of the Members as set forth in the statement of policy promulgated by the Members pursuant to Section 4.1(h).

The report shall be verified by the President and delivered to the Members not later than one hundred twenty (120) days after the fiscal year end of the University.

6.2 Number of Directors. The Board shall consist of not less than fifteen (15) Directors elected by the Members. In addition, there shall be seven (7) ex-officio Directors, who shall also be voting members of the Board. The ex-officio Directors shall be as follows:

- (a) The President of the University;
- (b) The Bishop of the Roman Catholic Diocese of Pittsburgh, Pennsylvania or his designate;
- (c) The Chairman of the Members;
- (d) The Vice Chairman of the Members;
- (e) The Secretary of the Members; and
- (f) The Vice President for Mission and Identity at the University.

6.3 Term of Directors. Directors shall ordinarily be elected for a term of three (3) years and may be re-elected for two (2) additional terms of three (3) years each. Any person elected to an unexpired term will be eligible for two (2) additional terms of three (3) years. In addition, the Chairperson (as defined in Article 7.1) may be re-elected to additional terms as necessary while serving in that position. Directors may initially be elected for terms of less than three (3) years for the purpose of dividing the Board into three (3) groups, substantially equal in number, with terms expiring at different intervals. A relative (immediate family member or in-law) of a Director shall not be eligible for election to the Board for a period of at least three (3) years after the Director leaves the Board.

6.4 Vacancy. If the office of a Director becomes vacant by reason of death, illness, resignation, removal or otherwise, the vacancy may be filled by the Members.

6.5 Removal. Directors are subject to removal with or without cause, by the Members or by the Chairperson of the Board with the approval of the Members. Cause may include, but shall not be limited to, failure to comply with the principles and policies of the University or failure to subscribe to the mission and philosophy of the University as determined by the Members.

6.6 Liability. A Director of the University shall not be personally liable for monetary damages for any action taken or failure to take any action unless it is determined that the Director has breached or failed to perform the duties of his or her office under the Director's Liability Act, 42 Pa. C.S.A. Section 8363 and its successor Section Pa. C.S.A. Section 5713, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provisions shall not eliminate or limit (a) the responsibility or liability of such Director under any criminal statute, or (b) the liability of a Director for failure to pay local, state or federal taxes. Any repeal, modification or adoption of any provisions inconsistent with this section of these Bylaws shall be prospective only, and neither the repeal or modification of this Bylaw, nor the adoption of any provision inconsistent with this Bylaw shall adversely affect any limitation on the personal liability of a Director of the

University existing at the time of such repeal or modification or the adoption of such inconsistent provision.

6.7 Emeritus Members of the Board. The “Director Emeritus” designation is an honorary title bestowed on former Directors who are deemed by the Board of Directors to have served the University with special distinction.

Nominations are made through the Board Membership and Development Committee to the full Board of Directors, and election to the position shall be made by majority vote of the Board of Directors.

Emeritus status shall be based on the following criteria:

- Emeritus status may be conferred after a Director has transitioned off the Board, either immediately or after a period of time, at the discretion of the Board's Governance Committee.
- Absent any exceptional circumstances, nominees shall have served on the Board for a full term, (three (3) terms of three (3) years each or a total of nine (9) years).
- Nominees shall have had regular and consistent Board and committee attendance and participation.
- Nominees should have provided extraordinary service such as, but not limited to, serving in a leadership role such as Committee Chair or a Board Officer for at least three (3) years of their full Board service.
- Nominees shall have a record of significant philanthropic support of the University during Board service and should continue philanthropic support in the years following Board service.
- Specific individual contributions supporting distinctive service to the University shall be considered by the Board Membership and Development Committee in evaluating the nominee's qualifications.
- The qualifications of any single nominee elected to Emeritus status shall not stand as precedent for the election of any future nominee.

Emeritus Directors will be invited to attend the Annual Meeting of the Board and certain Board social events. They will not have voting rights or powers. The Chairperson may, from time to time, invite an Emeritus Director to participate on a Board Committee in a non-voting capacity.

ARTICLE VII MEETING OF THE BOARD OF DIRECTORS

7.1 Officers of the Board. The Board shall elect from among its members a Chairperson of the Board (“Chairperson”) and up to four (4) Vice Chairpersons of the Board (“Vice Chairpersons”), subject to ratification and confirmation by the Members. The performance of the Chairperson and Vice Chairpersons shall be reviewed annually by the Members. The Secretary of the University shall keep the minutes of all meetings of the Board and serve all notices required and shall have such other responsibilities as delegated by the Chairperson.

- (a) The Chairperson shall preside at all meetings of the Board. The Vice Chairperson, senior in service on the Board, shall preside and act in the case of the unavailability of the Chairperson.
- (b) An ad hoc “Board Chair Electoral Committee” shall canvass the members of the Board of Directors for candidates to be considered for Board Chair. The Committee shall consider all nominees and propose a final candidate to the Board for election.

The Board Chair Electoral Committee shall have five members including two members of the Members of the Corporation appointed by the Chairman of the Members, the outgoing Chair of the Board, and two Board members elected by the Board of Directors. The Board members elected to serve on the Electoral Committee cannot be candidates for the position of Board Chair, and the President of the University will not serve on the Committee. The Committee members will elect a chair of the Committee.

The election of the Board Chair shall be by a written ballot sent out by the Secretary of the Board. The nominee elected by the Board shall be presented to the Corporation for final ratification, confirmation and announcement.

The term of the Chair will begin upon the expiration of the term of the current Chair. In accordance with Article 5.1 (e), this appointment is renewable by the Board on an annual basis for a period of up to six years.

7.2 Annual Meeting. The annual meeting of the Board shall be held in the month of May immediately following the annual meeting of the Members.

7.3 Special Meetings. Special meetings of the Board may be called at any time by the President of the University, by the Chairperson of the Board, by at least three (3) Directors of the Board, by the Members or by a majority of the members of the Executive Committee of the Board at such time and place as the calling party shall designate. Notices for such special meetings shall be provided by the Secretary.

7.4 Place of Meeting. The Chairperson of the Board may designate any place within or outside the State as the place of meeting for any annual or special meeting of the Board.

7.5 Notice of the Meeting. Written notice stating the place, day and hour of any meeting shall be delivered not less than (i) ten (10) days before the date of a meeting that will consider a fundamental change under Chapter 59 of the State Law or (ii) five (5) days before the date of any other meeting. Notice shall be given either personally, by first class or express mail postage prepaid or by telecopy. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by telecopy, such notice shall be deemed to be delivered when there is confirmation of receipt of the

teletype. Notice of a special meeting shall include the purpose or purposes for which the meeting is called.

7.6 Waiver of Notice. A waiver in writing signed by a Director shall be deemed equivalent to notice. Except for a special meeting, the nature of business to be transacted need not be stated in the waiver. Such a waiver may be made before or after the time of notice stated in the Bylaws. Attendance of a Director at any meeting shall constitute a waiver of notice of the meeting except where the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

7.7 Quorum. At all meetings of the Board, a majority of the total number of the voting Directors shall constitute a quorum for the transaction of business, but if less than such a majority is present at a meeting, a majority of the Directors present may adjourn the meeting.

7.8 Attendance. Unless just cause for absence is made known to the Board, nonattendance of any Director for three (3) consecutive meetings of the Board will operate automatically to terminate his or her term of office. Such non-attendance shall be deemed a formal resignation by such Director unless the Board otherwise takes an affirmative action pursuant to a resolution.

7.9 Procedure. Unless otherwise provided by the Directors, all meetings shall be conducted according to the procedure described in the latest edition of Robert's Rules of Order.

7.10 Voting. Each Director, unless provided otherwise in these Bylaws, shall have one (1) vote. All business of the Board and formal actions by the Board shall be transacted by a majority vote of the voting Directors present at a meeting duly called and at which a quorum of voting Directors is in attendance.

7.11 Transaction of Business Without a Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if action is taken by unanimous consent as evidenced by a writing setting forth the action so taken signed by all the voting Directors in office and filed with the Secretary of the Corporation. Such written consent action may be executed in multiple counterparts all of which shall be deemed one and the same legal instrument.

7.12 Conference Telephone. One or more Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other. Participation in such a meeting pursuant to this paragraph shall constitute presence in person at a meeting.

7.13 Special Representation at Meetings.

- (a) The Presidents of the Faculty Senate, the Student Government Association, the Chaplain, the Duquesne University Alumni Association, and any Vice President who is not an Officer of the University shall

attend each regular meeting of the Board of Directors and provide a report on the activities of their respective organizations. Only the President of the Duquesne University Alumni Association is an ex-officio voting member of the Board of Directors. The other individuals will be excused from the meeting following the delivery of their reports.

- (b) The Faculty Senate, Student Government Association and Duquesne University Alumni Association are each subject to individual governing documents and procedures. The governing documents of these three organizations and any amendments thereto are subject to approval of the Board of Directors.

ARTICLE VIII

OFFICERS

8.1 Officers and Designations. The officers of the University shall consist of a President, a Vice President for Academic Affairs, Vice President for Finance and Business, Vice President for Student Life, Vice President for University Advancement, Vice President for Mission and Identity, Vice President for Legal Affairs and General Counsel, Secretary of the University (who may also serve as Secretary of the Board), Vice President for Enrollment Management and such other vice presidents as the Board shall determine from time to time. The President shall be elected by the Board at the last meeting of the fiscal year, and the remaining Officers shall be elected by the Board at the October Board meeting subject to the approval of the Members. At the request of the President, and with the approval of the Board, the Provost of the University may be designated the Executive Vice President, and Provost, the Vice President for Finance and Business may be designated the Senior Vice President for Finance and Business, the Vice President for Student Life may be designated the Senior Vice President for Student Life, the Vice President for University Advancement may be designated the Senior Vice President for University Advancement, the Vice President for Mission and Identity may be designated the Senior Vice President for Mission and Identity, the Vice President for Legal Affairs and General Counsel may be designated the Senior Vice President for Legal Affairs and General Counsel and the Vice President for Enrollment Management may be designated the Senior Vice President for Enrollment Management.

8.2 Term. The President shall continue in office for the period set forth in the employment contract between the President and the University. The other officers of the University shall be elected by the Board on the recommendation of the President, and shall continue in office at the pleasure of the President.

8.3 President. The President shall be the chief executive officer of the University responsible to the Board for the administration and supervision of all activities of the University and, in general, shall have, possess and exercise the powers and duties customarily possessed and exercised by presiding officers of like organizations.

- (a) The President shall submit annually to the Board the budget of the University and shall make an annual report to the Board of the work and condition of the University.
- (b) The President shall have the power to sign, in the name of and on behalf of the University, all duly authorized contracts, deeds, acceptances of gifts and bequests, and other instruments. The President shall have power to delegate authority under this subparagraph to any other officer of the University by an instrument in writing. Any such delegation shall be reported at the next regular meeting of the Board or the Executive Committee.
- (c) The President is the official medium of communication between all components of the University and the Board of Directors. It is incumbent on the President to insure that faculty and student views, including dissenting views, are presented to the Board in those areas and on those issues where responsibilities are shared, and that similarly the faculty and students are informed of the views of the Board and the administration on like issues.
- (d) The Board of Directors shall elect the President subject to the approval of the Members. These governing bodies shall appoint a Committee to assist in identifying candidates for election to the position. The committee shall be chaired by the Chairman of the Board of Directors or his/her designee. The General Counsel or Vice President for Legal Affairs and General Counsel shall serve as an ex officio member of this Committee. The Committee shall not exceed 11 in number. Other members of this Committee may be drawn from the Board of Directors, the Members, Officers, Deans or Faculty of the University. This committee shall seek input from all University constituencies.
- (e) The Chairman of the Board of Directors shall review the performance of the President and shall report to the Board at each annual meeting an assessment of the President's performance. The President shall evaluate the performance of the other officers of the University on an ongoing basis and shall report to the Board each year on assessment of each officer's performance during the previous year.
- (f) If, in the opinion of the Board, the President is unable or unwilling to serve, the Board may appoint an Acting President, with the approval of the Members, who shall have the powers and duties of the President. If no such appointment has been made as aforesaid, the Vice President for Academic Affairs shall exercise the powers and duties of the President.
- (g) In making a recommendation for the positions of Vice Presidents (other than for Mission and Identity), the President shall consider input from all University constituencies to assist in identifying candidates for election to the positions and may do so through the utilization of a Committee

which shall function under the supervision and instruction of the President. For the position of Vice President for Academic Affairs and Provost, a search committee must be formed.

- (h) The Members of the Corporation, upon the recommendation of a majority vote of the Board of Directors may grant to a retiring University President the title of President Emeritus. The title of President Emeritus should be reserved for a President who has provided outstanding and distinctive service to the University and demonstrates exceptional commitment to the mission and Catholic and Spiritan identity of Duquesne and who exemplifies the highest standards of personal and professional integrity.

The President Emeritus will be invited to appropriate University social or professional events and the current University President may call upon the President Emeritus to serve in volunteer roles in support of University activities. This designation identifies the recipient with a continuing affiliation with the University community. He or she may use the title “President Emeritus, Duquesne University of the Holy Spirit” in professional and community activities. The Board of Directors and Members of the Corporation may delineate specific privileges associated with the title, if it chooses.

President Emeritus status does not confer any employment rights or benefits nor does it permit the exercise of authority in any University activities or functions. The Board of Directors and Members of the Corporation retain the right to withdraw such designation at its sole discretion.

8.4 Vice President for Academic Affairs. The Vice President for Academic Affairs is responsible, under the President, for the educational operations of the University.

- (a) The Vice President for Academic Affairs shall, in the case of the unavailability of the President and the failure of the Board to appoint an Acting President, have the powers and perform the duties of the President.
- (b) The Vice President for Academic Affairs shall obtain the opinions of the academic deans in formulating policies and practices relating to their particular College and Schools, and as each relates to the College or other Schools and to other academic areas in the University.
- (c) The Vice President for Academic Affairs shall be responsible to ensure that the academic deans and academic support staff discharge the duties of their offices.

- (d) The Vice President for Academic Affairs shall be responsible to the President for academic planning and for the preparation and administration of the budget for all academic activities.
- (e) The Vice President for Academic Affairs shall be elected by the Board on the recommendation of the President.

A Review Committee shall be appointed by the President to assist in identifying persons qualified for election to the position. The Committee shall function under the supervision and instruction of the President.

8.5 Vice President for Finance and Business. The Vice President for Finance and Business shall be the Chief Business Officer for the University and have the responsibility, under the President, for coordinating and developing policies and plans for the financial, administrative and corporate operations of the University.

- (a) The Vice President for Finance and Business shall have charge, under the Investment Committee of the Board, of the mutual funds, stocks, securities, and other investments of the University, including off-campus real estate, and shall supervise and manage its business operations.
- (b) The Vice President for Finance and Business shall, before each meeting of the Board, submit to the Audit and Finance Committee, for transmission to the Board, a report on such aspects of the finances of the University as the Committee shall specify.
- (c) The Vice President for Finance and Business shall have responsibility for the preparation of the University's annual audited financial statements and budget projections.
- (d) As the Executive Committee shall provide by resolution from time to time, the Vice President for Finance and Business shall sign, or, with approval of the Executive Committee, designate persons who may sign, in the name and on behalf of the University, receipts for all monies, stocks and securities received by the University, shall deposit the monies, stock and securities of the University in such depositories or with such custodians as the Executive Committee shall direct, and shall disburse such monies and withdraw and dispose of such stocks and securities under the direction of the Committee.
- (e) The Vice President for Finance and Business shall be responsible through the Audit and Finance Committee of the Board for the proper keeping of the accounts for all the departments of the University, shall have authority to establish the methods by which such accounts shall be kept, and shall have the authority to audit them. The books of account of the University shall be open at all reasonable times to inspection by the Directors.

- (f) The Vice President for Finance and Business shall be responsible for the collection of all monies due the University.
- (g) The Vice President for Finance and Business shall have administrative responsibility for such University operations and supporting services as the President may designate.
- (h) The Vice President for Finance and Business shall be bonded for faithful performance of duties in such amount as the Board shall direct.

8.6 Vice President for Student Life. The Vice President for Student Life shall have administrative oversight, under the President, of the campus residential life and the social and co-curricular activities of students, and services including Public Safety, Counseling, Health Services, and Career Services, and shall be responsible for the preparation and administration of the budget for these areas. In association with the Vice President for Academic Affairs, the Vice President for Student Life will have a special concern for the encouragement of sound and fruitful relationships between the intellectual and social life of students and for those aspects of college life outside the classroom which can contribute to the student's growth and development as a mature and responsible human being.

8.7 Vice President for University Advancement. The Vice President for University Advancement shall be responsible, under the President, for the creation and execution of communication and development programs designed to interpret and communicate the University's value to the community as an institution of higher education worthy of increased support. The Vice President for University Advancement shall be responsible, under the President, for the supervision of alumni relations, communications, public relations, fund raising and special events and for appointment and supervision of all personnel in this area, and for the preparation and administration of the budget for these areas.

8.8 Vice President for Mission and Identity. The Vice President for Mission and Identity shall be responsible, under the President, for the promotion of the Catholic and Spiritan character of the University. The Vice President for Mission and Identity shall be responsible under the President to articulate the vision, values and concerns of the Spiritan Congregation, collaborate with the President to sustain and advance the Spiritan identity and character throughout the University, develop lay leadership for extending the Catholic and Spiritan qualities of the University, and foster the effective presence and engagement of Spiritans in the University's life. The candidate for the position of Vice President for Mission and Identity shall necessarily require the approval of the Members.

8.9 General Counsel. The General Counsel shall be the chief legal officer of the University and shall be responsible under the President, for all legal affairs of the University.

- (a) The General Counsel shall ensure compliance of all parts of the University with applicable laws, statutes and regulations of

government bodies. The General Counsel shall issue opinions of the General Counsel and legal memoranda as to the legality of corporate actions.

- (b) The General Counsel shall approve all contracts of the University as to legal form. The General Counsel shall oversee all litigation or administrative hearings involving the University.
- (c) The General Counsel shall, as necessary, investigate and report to the President on the legality of the conduct of the officers or employees of the University.
- (d) The General Counsel shall, as necessary, employ and oversee the use of outside counsel for the University's legal affairs.

8.10 Secretary of the University. The Secretary of the University shall have charge, under the President and the Chairperson, of the general correspondence of the University, and shall have such other responsibilities as the Chairperson or the President may designate from time to time.

- (a) The Secretary of the University shall keep the minutes of all meetings of the Board, serve all notices required, have custody of the corporate seal, shall affix it to such instruments as require its use, and when so affixed, shall sign all documents requiring the signature of the Secretary as an officer of the University.
- (b) The Secretary of the University shall have custody of the Articles of Incorporation of the University, the minute books, and papers relating to the records of the Corporation.

8.11 Vice President for Enrollment Management: The Vice President for Enrollment Management shall be the chief enrollment officer of the University and shall be responsible, under the Provost and Vice President for Academic Affairs, with a dotted-line reporting relationship to the President, for all enrollment affairs of the University.

- (a) The Vice President for Enrollment Management shall be responsible for enrollment planning and projections; working with deans to establish admission requirements and enrollment goals; developing an annual undergraduate financial aid strategy; preparing appropriate reports for the senior administration and the Board; analyzing and evaluating enrollment and retention data; and forecasting student enrollment and retention trends to be used in strategic decision making.
- (b) The Vice President for Enrollment Management shall be responsible for the administrative oversight of the offices of Undergraduate Admissions, Graduate and Professional School Admissions; Financial Aid; Retention Services; Academic Advisement; University Registrar;

Enrollment Systems; Enrollment Research; and Enrollment Marketing and Communication.

ARTICLE IX

DEANS

9.1 Appointment of Deans: Deans of the College and professional Schools shall be appointed by the President of the University. Rules relating to appointment of Deans and duties and responsibilities of Deans are set forth in the Faculty Handbook.

9.2 Dean Emeritus: The Members of the Duquesne University Corporation, upon the recommendation of a majority vote of the Board of Directors, may grant to a former Dean the title of Dean Emeritus. The title of Dean Emeritus should be reserved for a Dean who has provided outstanding and distinctive service to the College or a School and demonstrates exceptional commitment to the mission and Catholic and Spiritan identity of Duquesne, and who exemplifies the highest standards of personal and professional integrity.

The Dean Emeritus will be invited to appropriate University social or professional events and the current University President may call upon the Dean Emeritus to serve in volunteer roles in support of University activities. This designation identifies the recipient with a continuing affiliation with the University community. He or she may use the title “Dean Emeritus, Duquesne University of the Holy Spirit” in professional and community activities. The Board of Directors and Members of the Corporation may delineate specific privileges associated with the title, if it chooses.

Dean Emeritus status does not confer any employment rights or benefits, nor does it permit the exercise of authority in any University activities or functions. The Board of Directors and Members of the Duquesne University Corporation retain the right to withdraw such designation at their sole discretion.

ARTICLE X

UNIVERSITY CHAPLAIN

10.1 University Chaplain. The President shall appoint the University Chaplain and associate Chaplains upon the recommendation and approval of the Members. Consideration for said appointment shall be given first to members of the Congregation. The University Chaplain shall be responsible, under the President, for the planning, preparation and administration of the budget for all the areas of the Campus Ministry and shall report to the President on all campus and off-campus religious services and programs. The University Chaplain shall administer the support for the access to the liturgies and facilities required for all members of the University community on campus. Liturgical services shall be performed in accordance with external ecclesiastical jurisdictions of which the participants are members.

ARTICLE XI

AUTHORITY TO GRANT DEGREES

11.1 Academic Programs. After the candidates have fulfilled all the prescribed requirements, the University, by virtue of the power conferred by the Commonwealth of Pennsylvania (Charter, Second Article), awards the appropriate degrees earned with all the rights, honors and privileges thereunto attached. The Chairperson of the Board of Directors, the President, the Dean or their designees shall bestow the authorized degrees at such time and place as may be appointed.

11.2 Honorary. Honorary degrees may be conferred by the Board of Directors upon recommendation of the President and approval of the Members of the Corporation. The candidates shall be nominated by an Honorary Degrees Committee which shall be appointed by the President. Such degrees shall be conferred in recognition of eminent scholarship, notable creative work, outstanding public service, or distinguished service to the University. The Bestowal of Honorary Degrees shall be made by the President or in his absence by the Chairperson of the Board, at such times and places as may be appointed and the candidates shall be required to be present.

ARTICLE XII

COMMITTEES

12.1 General Provisions. Committees of the Board shall be either “Standing” or “Special.” The Chairperson shall appoint the chairperson and members of all Standing and Special Committees unless otherwise specified in these Bylaws. The Standing Committees shall be the Executive, Academic Affairs, Board Membership and Development, Audit and Finance, Investment, University Advancement, Mission and Identity, Student Life, Athletics, and Enrollment Management Committees. A majority of the members of all Committees of the Board shall be Directors. All Board Committee members who are not members of the Board shall be nonvoting members of that Committee.

12.2 Executive Committee. The Executive Committee shall consist of the Chairperson, the Vice Chairpersons, the President of the University, the Chairman, Vice Chairman and Secretary of the Members, the Vice President for Mission and Identity, the chairpersons and vice chairpersons of the Standing Committees. In situations where the Chairperson cannot attend Executive Committee meetings, the senior Vice Chairperson shall exercise all of the rights and duties of the Chairperson as if he or she were present in person. The Executive Committee shall have the power to transact all regular business of the University between meetings of the Board, except as restricted by the State Law. All matters of major importance will be reported to the Board. The Executive Committee shall meet as necessary.

12.3 Academic Affairs Committee. The Academic Affairs Committee shall review the activities of the Academic Division of the University, and report to the Board on a regular basis.

12.4 Board Membership & Development Committee. The Board Membership and Development Committee shall seek qualified candidates for appointment to the Board and submit the recommendations to the Members. The Committee may have up to five (5) members, and shall include the Chairperson, one Vice Chairperson, the Chairman of the Members and the President of the University as ex-officio members. One other member shall be chosen from among the other Directors.

12.5 Audit & Finance Committee. The Audit & Finance Committee shall review the financial activities of the University, including the annual budget, and annual audit by an independent accounting firm. The Committee shall report the results of the annual audit to the Board and Members.

12.6 University Advancement Committee. The University Advancement Committee shall review the activities of the University Advancement Division, including fund raising activities and public relations activities, and report to the Board on a regular basis.

12.7 Mission and Identity Committee. The Mission and Identity Committee shall review the activities of the Vice President for Mission and Identity and report to the Board. The Committee shall be responsible for Board orientation.

12.8 Student Life Committee. The Student Life Committee shall review the activities of the Student Life Division of the University and report to the Board on a regular basis.

12.9 Athletics Committee. The University Athletics Committee shall review the activities of the University athletics programs, and report to the Board on a regular basis.

12.10 Investment Committee. The investment Committee shall review the University endowment and investments and report to the Board on a regular basis about the performance of the University investment portfolio.

12.11 Enrollment Management Committee. The Enrollment Management Committee shall review the activities of the Enrollment Management Group and report to the Board on a regular basis.

12.12 University Committees

(a) The following committees are standing committees of the University:

- Academic Council
- Graduate Council
- Interdisciplinary Curriculum Committee
- University Committee on Promotion and Tenure
- Grievance Committee for Faculty
- Budget Committee
- Compensation Committee

- Retirement Committee
 - Library Committee
 - Faculty Workload Committee
 - Athletics Academic Advisory Committee
 - NCAA Academic Integrity Committee
- (b) The President shall at his sole discretion have the power to create additional University-wide committees and to regulate the membership and functions of such committees.
- (c) These Committees are governed by individual governance, charters, and procedural documents.

ARTICLE XIII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

13.1 Contracts. The Board may authorize, consistent with Article VI, 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, and such authority may be general or confined to specific instances.

13.2 Loans. No loans shall be contracted on behalf of the University and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board and approved by the Members if required under Section 4.1 hereof. Such authority may be general or confined to specific instances.

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

13.4 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 may select.

ARTICLE XIV

FISCAL YEAR

14.1 Fiscal Year. The fiscal year of the University shall be the year beginning on the first day of July and ending on the thirtieth (30th) day of June in each year or such other twelve month period as may from time to time be specified by the Board.

ARTICLE XV

REGISTERED OFFICE

15.1 Registered Office. The registered office of the University shall be the Administration Building, Duquesne University, Pittsburgh, Pennsylvania 15282.

ARTICLE XVI
AMENDMENTS

16.1 Amendment to Bylaws. These Bylaws may be altered or repealed and new Bylaws may be adopted only by the Members, at any regular or special meeting of the Members, subject to the notice, quorum and voting provisions set forth herein.

ARTICLE XVII
CONFLICT OF INTEREST

17.1 Board Policies. The Members, Directors, officers, key employees and other persons engaged in governing and managing the University have a fiduciary responsibility to the University. Therefore, the Board shall adopt a conflict of interest policy requiring, among other things:

- (a) Periodic statements from Members, Directors, officers and key employees that disclose any existing or potential conflict of interest; and
- (b) Corrective and disciplinary action with respect to violations of such policies.

17.2 Inside Information. A Director shall refrain from utilizing any inside information as to the business activities of the University for the benefit of himself/herself, his/her immediate family or any entity with which he/she may be associated.

ARTICLE XVIII
INDEMNIFICATION

18.1 The University shall, to the fullest extent permitted by Pennsylvania law, as the same may be amended or supplemented, and to the extent the University has insurance, if any, indemnify every person against reasonable expense and any liability paid or incurred by such person in connection with any action or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the University or otherwise, in which he or she may be involved, as a party or otherwise, by reason of such person being or having been a Member, Director, officer described in these Bylaws or employee of the University or by reason of the fact that such person is or was serving at the request of the University as a Member, Director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as "action"). The indemnification provisions of this Article XVII shall apply only if the act which gives rise to the possibility of indemnification was an act within the scope of the person's employment at the University. Such indemnification shall include advances of any expense incurred by such person in connection with an action prior to final disposition of such action, consistent with the provisions of any

applicable statute. As used herein, “expense” shall include fees and expenses of counsel selected by or on behalf of such person and “liability” shall include amounts of judgments, excise taxes, fines and penalty amounts paid in settlement.

18.2 The University may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted against or incurred by such person in connection with any action, whether or not the University would have the power to indemnify such person against such liability or expense by law or under the provision of this Article. The University may enter into agreements with any of the persons eligible to be indemnified hereunder guaranteeing that all such persons will be indemnified against liability or expense. The University may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such sums as may be necessary to effect indemnification as provided herein.

18.3 The right of indemnification provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of the Members or disinterested Directors, or otherwise, both as to actions in their official capacity and as to action in another capacity while holding such corporate office, and shall continue as to a person who has ceased to be a Member, Director, officer, employee or agent. The provisions hereof shall inure to the benefit of the heirs and legal representatives of persons entitled to indemnity hereunder and shall be applicable to actions commenced after the adopting hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

ARTICLE XIX

SEAL

19.1 The corporation shall have a seal as prescribed by the Board.

ARTICLE XX

DISSOLUTION OR LIQUIDATION

20.1 Distribution on Dissolution or Liquidation. Upon the dissolution or liquidation of the University, whether such be *de jure* or *de facto*, in whole or in part, the Members shall, after paying or making provision for the payment of all of the liabilities of the University, transfer the assets of the University to the Congregation. If the Congregation shall not exist or no longer qualify as an exempt organization under Code Section 501(c)(3) at the time of the dissolution or liquidation of the University, the net assets of the University shall be transferred to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3) as the Members shall determine. In the event that the Members would fail or be unable to act and the matter would be referred to the court of competent jurisdiction, the Members express their intention that the assets be disposed of exclusively for such charitable purposes to:

- (a) any other entity or organization affiliated with the Congregation provided such entity or organization qualifies as an organization exempt from Federal income tax under Code Section 501(c)(3); and/or
- (b) any fund or organization whose purpose is to support and maintain a Catholic university provided such fund or organization qualifies as an organization exempt from Federal income tax under Code Section 501(c)(3).

These Bylaws were adopted and effective on May 10, 2000.