

**ARTICLES OF INCORPORATION  
AND BYLAWS**

**The University of Dallas  
Irving, Texas**

ARTICLE I

The name of this corporation shall be UNIVERSITY OF DALLAS.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The purposes for which the corporation is formed are:

(1) The primary purpose for which the corporation is formed, in full recognition of the authority of the will of God, is the support of charitable, literary, scientific, and educational undertakings, as authorized by the Texas Non-Profit Corporation Act (Article 1396-1.01, *et seq* of the Revised Civil Statutes of Texas, as amended), to-wit: to own, maintain, support, and operate the University of Dallas in Dallas County, Texas (and related sites and programs), a-Catholic institution of higher learning for the education and training of students in literary, scientific, theological, professional and all other branches of learning, with authority to confer all college and university degrees.

(2) The general purposes and powers are those rights and powers conferred on non-profit corporations under the laws of Texas, or which may hereinafter be conferred; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

(3) This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE IV

The street address of the registered office of the corporation is **1845 E. Northgate Drive, Irving, Texas 75062**, and the name of its registered agent at such address is **“President.”**

ARTICLE V





Trustee may participate on one or more designated committees if the Board Chair determines that the Emeritus Trustee possesses unique or exceptional skills, institutional memory or other special ability to contribute to the work and success of a particular committee. Emeritus Trustees shall not be appointed as committee chairs and may not be elected as an officer of the Board.

### **Life Trustees**

Section 4. In rare circumstances, and upon recommendation of the Governance Committee, the Board may elect Life Trustees by a majority vote at any regular meeting. Life Trustees are individuals who have provided the University with outstanding and invaluable service over a period of many years as distinguished leaders, wise counselors and exceptionally generous financial supporters; and who by that extraordinary service have personally exemplified and substantially advanced the distinctive mission of the University of Dallas. Life Trustees shall serve without term and may vote in meetings of the full Board and the committees on which they serve.

### **Officers**

Section 5. (a) The University President - The University President serves as the Chief Executive Officer of the University. In the absence of any Board officer at a meeting of the Board of Trustees, the President shall preside over the meetings.

(b) Officers of the Board of Trustees - The officers of the Board of Trustees shall consist of the Chair, Vice-Chair, Treasurer and Secretary who shall be selected from among the voting members of the Board of Trustees. Officers must have at least one (1) full year of service prior to nomination as an officer and officers may serve no more than two (2) consecutive full terms in the same office.

(c) Terms of Office – All Board Officers shall be elected for a two (2) year term with the election of new officers occurring at the last Board business meeting of the academic year in odd numbered years. Regular terms of office shall begin on August 15 and end on August 14

Chair shall be empowered and authorized to execute such instruments and documents, which would be the responsibility of the principal corporate officer. Among the Chair's duties shall be the obligation to assist the Vice Chair in succeeding to the position of Chair.

(2) Vice-Chair of the Board – In the absence of the Chair, the Vice-Chair shall perform the duties ordinarily performed by the Chair. The Vice-Chair shall work with the Chair to facilitate the succession of the Vice-Chair to the position of Chair. Unless a majority of the voting trustees determines otherwise, at the close of the Chair's final term as Chair, the Vice-Chair shall succeed to the position of Chair upon election to that position in accordance with Section 5 (e)(3) of these Bylaws.

(3) Treasurer - The Treasurer shall ordinarily serve as the Chair of the Finance Committee and shall otherwise serve as the Board's designated authority regarding financial policy matters.

(4) Secretary - The Secretary shall be responsible for certifying the minutes of all meetings of the Board. The Secretary shall supervise custody of the University seal and supervise the seal's use in connection with written documents of the corporation executed by the Trustees or in their name. The Secretary shall duly execute for and on behalf of the Board of Trustees of the University of Dallas such instruments and documents as directed by the Board. The Secretary shall cause all notices to be given as required by Texas law and these Bylaws and shall perform such other duties as the Board of Trustees may direct.

(e) Election of Officers – Board officers will be elected at the last business meeting of the academic year in odd-numbered years as follows:

(1) Voting members will recommend qualified candidates for Board officers to the Nominating Committee no later than thirty (30) calendar days before the penultimate regular meeting in odd-numbered academic years.

(2) Nomination of qualified voting members for Board officer will occur at the penultimate regular meeting in odd numbered academic years:

(i.) The Nominating Committee will recommend a slate of Board candidates for each Board officer position and will also announce the names of other voting members nominated for Board officer positions but not selected for the recommended slate.

(ii.) Trustees may nominate other qualified officer candidates from the floor with a second by two (2) other Trustees. Any voting member nominated from the floor must consent to being considered as an officer candidate.

(3) An affirmative vote of a majority of regular voting members will be required to elect a qualified member as a Board officer.

(i.) If there is only one nominee for each office, a Trustee may move for election of the nominated slate and the vote may be approved by unanimous consent.

(ii.) If there are two or more nominees for a single office, election of each office shall be conducted separately by roll call and election for each officer shall be by majority vote. If a majority vote is not achieved in the first round of voting, the voting procedure shall continue and the Trustee with the lowest number of votes in each round shall be dropped from the vote until one candidate receives a majority vote.

(f) In the event of a vacancy in the office of Chair, the Vice-Chair will assume the position of Chair and shall serve as Interim-Chair until the final meeting of the academic year at which time a Chair shall be elected to serve out the previous Chair's term of office. An Interim Vice-Chair shall be elected after nomination from the floor at the next Board meeting and approval by a majority vote. For a vacancy in any other officer position, an election shall be held for the unexpired term at a subsequent meeting of the Board of Trustees with nominations from the floor and affirmative majority vote.

### **Meetings**

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considered “excessive absence” and may subject the Trustee to removal in accordance with these Bylaws.

(g) To ensure open and free discussion at all meetings, confidentiality is expected.

(h) Any regular, special or committee meeting may be held by conference telephone or similar technology, including the internet, and any board member may participate in any meeting by such medium as long as all members participating in the meeting can communicate and hear each other. Participation in a meeting in this way shall constitute presence in person at the meeting.

(i) Any action that the Board or its committees is required or permitted to take may be taken without a meeting if a majority of members eligible to vote on the action consent in writing to that action. Action taken by written consent shall have the same force and effect as any other validly approved action of the Board or committee. All actions taken by consent shall be filed with all other minutes of the Board.

### **Powers and Duties of the Board and the University President**

Section 7. (a) The Board shall have authority to carry out all corporate powers prescribed by law, these Articles of Incorporation and Bylaws and to establish general policies of the University. The Board’s authority, in consultation with the President, shall specifically include, but not be limited to the following:

(1) Providing oversight for the University’s educational and religious mission and its essential purpose as a Catholic institution of higher education. The Board will provide direction to the educational programs of the University in light of these objectives and major changes in University aims or purposes shall be subject to the action of the Board.

(2) Reviewing major proposed changes in academic programs that may impact the University’s mission, strategic plan or financial resources.

(3) Appointing the University President and setting appropriate terms



(7) Annually approving short- and long-range plans for the growth and development of the University prepared by the University President, including approval of the University strategic plan. The University administration and faculty are expected to exercise initiative in recommending improvements and developments for the consideration of the Board.

(8) Authorizing any debt financing and approving the securitization of loans.

(9) Authorizing the construction of new buildings and facilities, approving major renovations of exis





University. The fiscal plan shall be approved and periodically reviewed by the Board of Trustees.

(3) The Committee shall review the University's annual operating and capital budgets and submit them with the Committee's recommendation to the Board for approval prior to the beginning of each fiscal year.

(4) The Committee shall review, advise, or approve, as appropriate, general administrative questions brought to it by management concerning operational and expenditure issues for human resources, information technology systems, safety, physical and data security and facilities and maintenance.

**(d) The Endowment and Investment Committee.**

(1) The Committee shall be composed of no fewer than three (3) voting members and shall meet at least twice a year. The Committee shall submit on a regular basis a report to the Board on the state of the endowment, changes in investments, and estimates of future earnings compared to current and past yields.

(2) The Committee shall develop and maintain investment policy guidelines to be ratified by the Board. Acting within the scope of investment policy guidelines, the Committee shall have charge of the investment of endowment funds of the University, including the power to effect purchases, sales, or exchanges of securities and other investment assets of the University. In cooperation with the Development and Alumni Relations Committee, the Committee shall discuss University Development activity and its impact on the University endowment.

(3) The Committee may employ investment counsel and may delegate authority to purchase or sell securities for the account of the University to such investment counsel, or to any officer of the University Administration, subject to such limitations as the Committee or Board may impose.

(4) The Committee shall monitor the expenditure of income from specific endowment funds to ensure that such expenditure is in accordance with the purpose and specific requirements of each endowment fund.

**(e) The Academic Affairs Committee.**

(1) The Committee shall be composed of no fewer than three (3) voting members.





(a) Review the composition of the Board to assure that the Board can deliberate and act in ways that are commensurate with the needs of the University and consistent with the Board's fiduciary obligation.

(b) Recruit and vet highly qualified and committed candidates for Board membership, recommend members to serve on Board committees and as committee chairs and develop and recommend strategies, policies and practices that orient, educate, motivate and assess the performance of Board members.

(c) Assist the Chair and President in their joint responsibility to help the Board function effectively and efficiently and guide the Board in review of its own effectiveness and efforts to maintain the University's excellence and sustain its future growth.

(d) Consult with the President and General Counsel to review the University's compliance with laws, policies and regulations related to the University's operation, making the protection of students, faculty, staff and constituents a top priority. A comprehensive list of legal and compliance issues that fall within the authority of the Committee is set forth below. To the extent that the identified matters fall in whole or in part within the purview of another committee of the Board, the scope of this Committee's review and oversight will be limited to legal and compliance issues.

## **(2) Composition and Structure**

(a) The Committee shall be composed of no fewer than 4 voting members and shall include the Chancellor of the University and the President. Nominees to serve on the Committee shall be determined based on consultation between the chair and the President. Committee membership shall be confirmed by vote of the Board based on nominations as recommended by the Chair and President.

(b) The Committee will consult with other Board committees as appropriate in the exercise of its responsibilities. The Committee may convene a joint meeting with members of another Board committee to discuss issues of joint interest.

## **(3) Meetings**

(a) Discussion and communication between Committee members and the General Counsel, or any other attorney representing the University, on any matter that relates to the legal functions of the University, and/or any matter related to legal issues affecting or involving the University, including but not limited to litigation strategy, will be protected by the attorney-client privilege and any other privileges and protections as are applicable and appropriate.







(l) **The Nominating Committee.**

The Nominating Committee shall screen potential nominees for Board officers, investigate and assess candidate suitability to hold a Board officer position and recommend a slate of candidates to be elected as officers of the Board in odd-numbered years. In December of every even-numbered year, the Board Executive Committee will appoint at least three (3) voting members of the Board to serve on the Nominating Committee. The Nominating Committee will solicit Board members to identify qualified voting members for service as Board officers, and shall submit a slate of voting-members from recommended nominees for election to Board officer positions. The slate of Board officer candidates shall not include the name of any Trustee who has not specifically expressed a commitment to serving as an officer if approved by the Board. Membership on the Nominating Committee will not preclude a Trustee from being nominated as an officer if the trustee meets all other requirements for office.

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(m) **The Risk Management Committee**

(1) The Committee shall be composed of no fewer than three (3) voting members and shall meet at least twice a year.

(2) The role of the committee is to ensure that the University has a risk policy and plan that includes regular risk assessments and an effective risk assessment process, which process is to include risk identification, risk quantification and risk evaluation.

(3) The Committee shall regularly review and discuss specific and/r ttterbrr gg 0 TD.-.5D0 Tc.

administrative head of the University, the President shall exercise a general superintendence over all the affairs of the institution, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its policy-making responsibilities. The President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee. The President of the University exercises those specific responsibilities which are assigned by the Board of Trustees, from time to time, a record of which will be found in the minutes of the Board meetings.

The President shall not be entitled to vote on any matter which involves the President's authority, compensation, duties, and responsibilities. Further, the President may be excluded from meetings of the Board or its Committees where such matters are discussed.

Section 2. All Other University Officers - All other officers of the administration shall be appointed by the University President following consultation with the Executive Committee and shall include a Provost and such other officers as determined by the University President.

#### ARTICLE 4. TRUSTEES AND OFFICERS INDEMNIFICATION

Section 1. Limitation or Elimination of Liability. To the full extent that the Texas Non-Profit Corporation Act and any other applicable law provides for the limitation or elimination of the liability of directors, trustees or officers, a Trustee or Officer of the University shall not be liable to the University or its members for monetary damages.

Section 2. Indemnification. To the full extent permitted by the Texas Non-Profit Corporation Act, as amended from time to time, and any other applicable law, the University shall indemnify any Trustee (including in his/her further capacity as Officer of the Board of Trustees as applicable) and any Officer of the Administration (individually, an "Indemnitee" and collectively "Indemnitees") against lawful judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is, or is threatened to be made a named defendant or respondent in any proceeding because the person is or was a Trustee, an Officer of the Board of Trustees, or an Officer of the Administration, and may advance to such person such reasonable expenses as are incurred by such person in connection therewith. The indemnification provided for in this article shall only apply to acts or omissions the indemnified party reasonably believed were undertaken (or not undertaken) in good faith and in the best interests of the University.

The indemnification provided by this Article 4 shall not be deemed exclusive of any other rights to which the person claiming indemnification may be entitled under any statute, insurance coverage, or otherwise both as to any action in his or her official capacity and as to any action in another capacity while holding office, and shall continue as a person who shall have ceased to be a Trustee, Officer of the Board of Trustees, or Officer of the Administration engaged in any other enterprise at the request of the University and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 3. Additional Indemnity. The University may indemnify and advance expenses to an employee or agent who is not a Trustee or Officer of the Administration, by reason of the fact that he or she is or was an employee or agent of the University, or is or was serving at the request of the University, to such further extent, consistent with law, as may be provided by general or specific action of the Board, by contract, or as permitted or required by common law.

Section 4. Insurance. The University shall have the power to purchase and maintain insurance or,

ARTICLE 5. CONFLICT OF INTEREST

Section 1. A Trustee shall be considered to have a conflict of interest if:

(a) such Trustee has existing or potential financial or other interests which may impair or might reasonably appear to impair such Trustee's independent, unbiased judgment in the discharge of his or her responsibilities to the University; or

## ARTICLE 6. BYLAW CHANGES

The Bylaws of the University may be amended by a majority vote of the voting members of the Board at the second reading of the proposed changes. Proposed amendments shall be presented to the Board by the Governance Committee.