

**BYLAWS  
OF  
CREIGHTON UNIVERSITY**

**ARTICLE I**

**Purposes and Essential Principles  
Of the University**

Creighton University is a corporation organized under the laws of the State of Nebraska primarily for educational purposes. The University was originally organized under the act of the Legislature of the State of Nebraska approved on February 27, 1879, Laws of Nebraska 1879, page 189. By Certificate of Amendment of its Articles of Incorporation filed in the office of the Secretary of State on March 3, 1960, the University elected to become organized under and subject to the Nebraska Nonprofit Corporation Act, Laws of 1959, Chapter 80. Under this Act and the University's Articles of Incorporation, as further amended by resolution unanimously approved by the University's Board of Directors on August 13, 1968, the governance and welfare of the Corporation are overseen by a self-perpetuating Board of Trustees.

The primary purposes of the University are the encouragement of learning and the extension of the means of education. In common with other American social institutions, the University is dedicated to the service of its immediate community, the service of the nation, and the service of the world at large. The University fulfills its corporate purposes and carries out these dedications by means appropriate to a university in our society, that is, through teaching and research, and by the discovery, preservation, and communication of knowledge. The University, therefore, and its Trustees in its behalf, recognize and accept three primary responsibilities: that of teaching, that of research, and that of community service.

Creighton University has historically been sponsored and operated by members of the Society of Jesus, and enjoys a long, rich tradition as a Catholic and Jesuit university. Its Trustees acknowledge that the corporate purposes of the University and the services to which it is dedicated will be affected, and the University's operations will be conducted, in harmony with this history and tradition, and that the University will be publicly identified as a Catholic and Jesuit university.

## ARTICLE II

### The Board of Trustees

Section 1. Powers of the Board: Subject to the Laws of the State of Nebraska, and to the Articles of Incorporation, the Board of Trustees shall have ultimate responsibility for the stewardship and general welfare of the University. The Board of Trustees shall have all necessary powers to exercise fiduciary oversight and establish necessary policies in its governance of the University.

#### Section 2. Membership and Composition of the Board

a. Number: The number of Trustees shall be established in conformity with the Articles of Incorporation, and shall be determined upon the election or re-election of Trustees at the annual meeting of the Board. At least seven (7) members of the Board shall be members of the Society of Jesus, one of whom may be the President of the University, who shall be a Trustee *ex officio* with full voting powers. Consistent with the Bylaws of the Creighton University National Alumni Board, The President of the National Alumni Board shall serve as a Trustee *ex officio* with full voting powers during his or her term of office.

b. Associate Trustee: The Board of Trustees may, in their discretion, appoint up to three (3) members of the Society of Jesus to serve as non-voting Associate Trustees.

c. Trustee Emeritus: The Board of Trustees may, in their discretion and upon the recommendation of the Executive Committee, appoint a former Trustee who has served a minimum of ten (10) years on the Board, to an honorary, non-voting position of Trustee Emeritus. Trustees Emeriti may, in the discretion of the Chair of the Board or the University President, be invited to the annual meeting of the Board and to other events held by the Board.

d. Reelection: No one who has attained the age of 75 years is eligible for reelection to the Board unless the Board by a two-thirds majority vote determines otherwise.

Section 3. Election of Trustees: Trustees shall be elected or reelected by an affirmative vote of the majority of the Board at the annual meeting of the Board to serve terms of four (4) years, which regularly expire at the fourth annual meeting following their election, or when a qualified successor has been elected, or may be elected or reelected for the balance of terms in which there are vacancies. Trustees shall be eligible for reelection to successive terms. Notwithstanding the foregoing, the President of the Creighton University National Alumni Board shall serve a term of two years from the date of the annual meeting at which he or she is elected.

Section 4. Vacancies: A vacancy occurring for any reason other than expiration of term shall be filled by a majority vote of the remaining Trustees. A Trustee so elected shall serve the remaining unexpired term of the departing Trustee.

Section 5. Quorum: The personal presence of a majority of Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting, the Trustees present may adjourn the meeting from time to time, without notice other than announcement at the adjourned meeting, until a quorum is present. Voting in absentia, by proxy or otherwise, shall not be recognized. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless a greater vote is required by the Articles of Incorporation, the Bylaws, or the laws of the State of Nebraska.

Section 6. Action Requiring More Than a Majority Vote: The following acts require a vote of two-thirds of the full Board and a vote of a majority of the members of the Society of Jesus then in office:

- a. Amendment of the Articles of Incorporation;
- b. Sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property and assets of the Corporation;
- c. Merger or consolidation;
- d. Dissolution or liquidation;
- e. Alteration, amendment, or repeal of any or all of the following provisions of the Bylaws: Article II, Section 2; Article II, Section 6; Article III, Section 3; and Article VI.

For purposes of these Bylaws, the full Board shall mean the number of Trustees the Corporation would have in the absence of any vacancy.

Section 7. Board Officers:

a. Chair of the Board: At the annual meeting of the Board, the Board of Trustees shall, by majority vote of the Trustees in office, elect a Chair from among the lay members of the Board. The Chair shall serve a term of four years, or until his or her successor has been duly elected and qualified, and may be elected to successive terms of office. If the Chair shall at any

time cease to be a Trustee, his or her term as Chair shall terminate. The Chair shall preside at all meetings of the Board at which he or she is present.

b. Vice-Chair of the Board: At the annual meeting of the Board, the Board of Trustees shall, by majority vote of the Trustees in office, elect a Vice-Chair from among the lay members of the Board. The Vice-Chair shall serve a term of four years, or until his or her successor has been duly elected and qualified, and may be elected to successive terms of office. If the Vice-Chair shall at any time cease to be a Trustee, his or her term as Vice-Chair shall terminate. The Vice-Chair shall preside at meetings in the absence of the Chair, and will have the right to act for the Chair and to perform any other duties assigned him or her by the Chair.

At any meeting of the Board of Trustees, the Board may, by affirmative vote of a majority of Trustees in office, fill vacancies in the office of Chair or Vice-Chair of the Board arising from any cause by election of a successor who shall serve the unexpired term of the officer being succeeded.

Section 8. Removal of Trustees: A Trustee may be removed from office for any reason if such removal is recommended by the Executive Committee, and approved by a majority vote of the full Board. The Board may consider the removal of any Trustee who fails to meet the expectations of Trustees, as such expectations may be defined, determined or revised from time to time by the Board.

Section 9. Meetings of the Board: Meetings of the Board may be held within or without the state of Nebraska. Unless otherwise stated in the notice of any meeting, all meetings shall be held at the principal office of the University in the city of Omaha, Nebraska.

The annual meeting shall be held in May or June of each year, on a date and time to be determined by the Chair of the Board of Trustees and the President of the University, for the purpose of electing Trustees and transacting any other business that may come before the Board. There shall be at least four (4) regular meetings of the Board during each calendar year, including the annual meeting. Other regular meetings of the Board may be established, and the time and date thereof fixed by the Chair of the Board of Trustees and the President of the University prior to the annual meeting held each year in May or June. No notice of regular meetings shall be required, and any notice of any regular meeting which is given need not state the purpose or purposes thereof.

Special meetings of the Board may be held at any time, on notice to each member of the Board given at least forty-eight (48) hours prior to the time fixed for the meetings in such notice. The Chair of the Board or, in his or her absence, the Vice Chair of the Board, the President of the University, or any seven (7) members of the Board may call and give notice of special meetings of the Board. Any special meeting so called shall be chaired by the Chair of the Board, the Vice-Chair of the Board, or the President of the University. Notice of a special meeting shall be given by mail or by e-mail, directed to the residence or place of business of each Trustee, and shall specify the time, place, and purpose or purposes of the meeting. The place of any special meeting shall be in the city of Omaha, Nebraska, unless the Board, by resolution, shall have previously authorized such special meeting to be held elsewhere.

Notice of any meeting may be waived by any Trustee either before or after such meeting, and such waiver shall, in respect to such Trustee giving the same, be fully as effective as notice given in accordance with these Bylaws.

If a quorum is not present at any meeting, the Trustees present may adjourn the meeting from time to time, without notice other than announcement at the adjourned meeting, until a quorum shall be present.

Members of the Board of Trustees, or of any Committee established by the Board or by these Bylaws, may participate in any regular or special meeting of the Board or of any such Committee, or conduct any meeting, through the use of any means of communication by which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at the meeting.

Section 10. Executive Committee: The Board of Trustees, by resolution adopted by a majority of the Trustees in office, shall establish and create an Executive Committee composed of the Chair of the Board, the Vice-Chair of the Board, the President of the University, and no less than four (4) chairs of the Board committees. In addition, the Chair of the Board and the President of the University may, in their discretion, appoint any Trustee to serve as a member of the Executive Committee.

The Chair of the Board of Trustees and the President of the University shall appoint members of the Executive Committee at the annual meeting of the Board, and may, in their discretion, appoint additional members of the Executive Committee at any time during the Corporation's fiscal year. Members of the Executive Committee shall serve a term of one year or

until the next annual meeting following their appointment,, or until their successors have been appointed. Vacancies in the Executive Committee may be filled at any regular or special meeting of the Board, and any member appointed to fill a vacancy on the Executive Committee shall serve until the next annual meeting. Executive Committee members shall be eligible for appointment to one or more successive terms. Any Executive Committee member who shall cease to be a Trustee shall, at the same time, cease to be a member of the Executive Committee.

The Executive Committee shall be subordinate and responsible to the Board of Trustees. Between meetings of the Board, the Executive Committee shall have all the powers and duties of the Board, except that the Executive Committee shall not have the authority of the Board of Trustees in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any members of any such committee or any Trustee or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; amending, altering, or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by such Committee; or effecting any major change in the operations of the University.

The Chair of the Board shall be, *ex officio*, Chair of the Executive Committee. In his or her absence at any meeting of the Executive Committee, the Vice-Chair of the Board shall preside. In the absence of the Chair and Vice-Chair, the Executive Committee members present shall designate an acting chair of such meeting.

Meetings of the Executive Committee may be called at any time by the Chair of the Board, or by the Vice-Chair of the Board, or by the President of the University, and may be held without notice whenever and wherever a majority of the Executive Committee is assembled. The affirmative approval of a majority of the Executive Committee members present at any duly constituted meeting of the Committee shall be sufficient to authorize any action in respect of which authority is given by these Bylaws to the Executive Committee.

Minutes of all proceedings of the Executive Committee shall be maintained and copies thereof shall be distributed regularly to each member of the Board, after such minutes shall have been approved by the Committee. At each and every meeting of the Board of Trustees, the

proceedings and actions taken by the Executive Committee since the last meeting of the Board shall be reported to the Board.

Section 11. Other Committees: The Board of Trustees shall create and establish such other committees in respect of the management of the affairs of the University as the Board shall, from time to time, determine and, in its discretion, may discontinue any such committee. The duties and functions of such committees shall, from time to time, be defined and determined by Trustees appointed as members of such committees, and approved by the Board of Trustees. The Chair of the Board of Trustees and the President of the University shall be responsible for selecting and appointing the Chairs and members of any such committee established by the Board. The Chairs and members of such committees shall serve a term of one year, or until successors have been appointed, and shall be eligible for appointment to one or more successive terms.

### **ARTICLE III**

#### **Officers of the University**

Section 1. Titles: The officers of the University shall be elected by the Board of Trustees and shall consist of a President; a Provost; one or more Senior Vice Presidents, as determined from time to time by the Board of Trustees; a General Counsel; a Secretary; and a Treasurer. Any two offices may be held by the same person except the offices of President and Provost, President and General Counsel, President and Vice President, President and Treasurer, and President and Secretary.

Section 2. Election; Qualifications; Term: The President, Provost, Senior Vice President(s), General Counsel, Secretary and Treasurer may be elected by the Board of Trustees at any regular or special meeting of the Board. Vice Presidents, Assistant or Associate Vice Presidents, Vice Provosts, Assistant or Associate Provosts, Assistant Secretaries and other assistant or associate officers need not be elected by the Board, but may be appointed by the President. Officers elected at the annual meeting shall serve a term of one year, or until their successors have been elected and qualified, and shall be subject to removal by a majority vote of the Board of Trustees. .

Section 3. The President: It is preferred that the President be a member of the Society of Jesus if the Board determines, in its sole discretion, that a qualified Jesuit candidate is available. In the event no qualified Jesuit candidate is available, it is preferred but not required, that the

President be a Catholic. It is required that the President, regardless of his or her faith, be committed to implementing the Catholic and Jesuit mission of the University.

The President shall be the chief executive and administrative officer of the University. The President shall be responsible for the general and active management, control, and direction of the business operations, educational activities, and other affairs of the University.

The President shall execute all authorized bonds, deeds, mortgages, notes, or other securities of the University in the name of the University, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other agent or officers of the University. The President may delegate to the Treasurer authority to sign and execute, in the name of the University, all authorized bonds, deeds, mortgages, notes or other securities of the University. The President may delegate to the Provost and to the Deans of the University's Schools and Colleges, as he or she may in his or her sole discretion determine appropriate, the authority to sign faculty contracts and faculty contract renewals.

The President shall have the power and authority to institute on behalf of the University proceedings for injunctive or other equitable relief in a court of competent jurisdiction and to take all other necessary and appropriate action which, in his or her sole discretion, he or she deems advisable to protect the University against damages to, destruction or seizure of, or trespass on, its buildings or other property; to prevent the disruption or impairment of, or interference with, the regularly scheduled classes or other educational functions of the University; to prevent the occurrence of the physical harm, coercion, intimidation, or other invasion of the lawful rights of the officials, faculty members, or students of the University; and to protect the University against attacks upon or subversion of its reputation and the principles upon which it was founded. Any vacancy in the office of President of the University shall be filled by the Board of Trustees as promptly as practicable. During any temporary or short-term absence of the President, the duties of the President may be assigned on an interim basis to any University officer designated by the President. Should the Executive Committee of the Board of Trustees determine that a vacancy in the Presidency has occurred due to the death, resignation or disability of the President, and if the Executive Committee further determines that the absence or inability of the President to discharge his or her duties is expected to be indefinite, the Board of Trustees, acting by an affirmative vote of the majority of the Board, shall have full power and authority to elect an Interim President, who

shall serve until such time as the Board of Trustees shall appoint a new President. During his or her term in office, the Interim President shall have all the duties and powers of the President.

Section 4. Provost: The Board of Trustees may, on nomination of the President of the University, elect a Provost. The Provost shall be the principal academic officer of the University under the President and shall act as the President's primary liaison with the deans and faculties on academic matters, including, but not limited to, faculty development and discipline, academic program development, evaluation and review, and strategic academic planning. The Provost shall be responsible for overall academic program management and support activities most closely tied to academic programs.

Section 5. Vice Presidents: Vice Presidents may be designated as Senior Vice Presidents, as determined from time to time by the Board of Trustees. The Vice Presidents and Senior Vice Presidents shall perform such duties as the President shall direct.

Section 6. General Counsel: The General Counsel shall be responsible for managing the general legal needs of the University. In consultation with the President, to whom he or she is directly responsible, the General Counsel shall directly supervise the provision of these services, as well as coordinate the engagement and supervision of outside legal services needed by the University. If so elected by the Board of Trustees, he or she may also serve as the Secretary of the University, whose responsibilities are outlined below.

Section 7. Secretary: The Secretary shall attend and keep the minutes of all meetings of the Board of Trustees and the Executive Committee, shall have custody of the seal of the corporation, shall imprint the seal on all documents required to bear same, shall sign all documents requiring the signature of the Secretary, shall serve all notices provided for in these Bylaws or directed to be served by the President or the Board of Trustees, and shall perform such other duties as usually pertain to the office of Secretary.

Section 8. Treasurer: The Treasurer shall have custody of the corporate funds and securities and shall deposit all monies and other valuable effects in the name or to the credit of the University in such depositories as may be designated by the Board of Trustees. The Treasurer shall disburse the funds of the University as may be ordered by the Board, and shall render to the President and the Board of Trustees, whenever they may require it, an accounting of all his or her transactions as Treasurer. The Treasurer shall, with other designated officers of the University,

sign and execute fiscal transactions as are necessary to safeguard the assets of the University and execute its business.

In the discretion of the Board of Trustees, the Treasurer may be required to give bond for the faithful performance of his or her duties in such amounts and with such sureties as the Board may require.

Section 9. Assistant Secretaries: The Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Trustees or the President may, from time to time, prescribe.

## **ARTICLE IV**

### **Indemnification of Trustees and Officers, Employees and Agents**

Section 1. Action Not By or On Behalf of University: The Corporation shall indemnify any person who was or is a party to or is threatened to be a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative other than an action by or in the right of the Corporation by reason of the fact that he or she is or was a Trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Action By or On Behalf of University: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the

defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to 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 or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Successful Defense: To the extent that a Trustee, Officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 4. Determination of Right to Indemnification in Certain Circumstances: Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Trustee, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made 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 if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

Section 5. Advance Payment of Expenses: Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the Trustee, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6. Not Exclusive Right: The indemnification provided in this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders, members of disinterested trustees, or otherwise, both as to action

in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Trustee, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

## **ARTICLE V**

### **Corporate Seal**

The Corporate seal shall be in the form impressed hereon. The form of the seal may be changed by the Board of Trustees.

## **ARTICLE VI**

### **Amendments to Bylaws**

Except as provided in Article II, Section 6, the Board of Trustees may, at any regular or special meeting, alter, amend, or repeal these Bylaws or adopt new Bylaws by a vote of two-thirds of the full Board.

(Updated/Approved --/--/20--)