



THOMAS MORE  
UNIVERSITY

**Bylaws**  
**of**  
**Thomas More University**

**Amendments Approved December 7, 2023**

## BYLAWS OF THOMAS MORE UNIVERSITY

### ARTICLE I NAME, PURPOSE, AND MISSION OF STATEMENT

#### NAME

*Section 1.* The name of the corporation is THOMAS MORE UNIVERSITY.

#### PURPOSE

- Section 2.*
- (a) The purpose of the corporation shall be set forth in its Articles of Incorporation, as have been and shall be amended from time to time.
  - (b) It shall be a further purpose of the University to promote the moral, spiritual, and religious values of its students and will be publicly identified as a Diocesan Catholic University.
  - (c) It shall be a further purpose of the University to provide an academic and collegial community, which will help students acquire a mature understanding of their faith, develop their spiritual lives, and prepare them for their calling as men and women of faith in the world.
  - (d) It shall be a further purpose of the University to recognize the obligations of a Diocesan Catholic university as established in *Ex Corde Ecclesiae* and to fully comply.

#### MISSION STATEMENT

*Section 3.* Thomas More University is the Catholic Liberal Arts University of the Diocese of Covington, Kentucky. Inspired by the Catholic Intellectual Tradition, we challenge students of all faiths to examine the ultimate meaning of life, their place in the world, and their responsibility to others.

### ARTICLE II BOARD OF TRUSTEES

- Section 1.*
- (a) The government and corporate powers of Thomas More University shall be vested in and exercised by the Board of Trustees.
  - (b) The composition of the Board shall be made up of ex officio members of the Board, as defined in Article II, Section 2(a), independent voting members of the Board, who are elected as defined in Article II, Section 3(a), and a Faculty representative, as defined in Article II, Section 4(a).
  - (c) The voting privileges of each ex officio member of the Board are spelled out within these Bylaws in Article II, Section 2(b) [religious sister], Article II, Section 4(c) [FGA Chairperson and SGA President], Article IV, Section 2(c) [Chancellor],

and Article IV, Section 5(d) [President]. The voting privileges of the Faculty representative are spelled out in Article II, Section 4(c).

- (d) The total number of independent voting members of the Board of Trustees is set in the Articles of Incorporation at not less than twenty (20) and no more than twenty-five (25), as set from time to time by the Board. In the event that the number of independent voting members of the Board of Trustees falls below the minimum number contained within this provision of the Bylaws, nothing shall prohibit the University or its Board of Trustees from operating with the full force and effect of all relevant laws and under the authority of these Bylaws, so long as all reasonable efforts are being made by the Governance Committee to bring the number of independent voting members of the Board of Trustees into compliance with this provision.
- (e) Voting ex officio members and non-voting ex officio members of the Board and the Faculty representative shall not count toward the maximum number of independent voting members of the Board.

*Section 2.*

- (a) Ex officio members of the Board of Trustees shall be the Roman Catholic Bishop of the Diocese of Covington (Chancellor of the University), or if there is no person serving as the Roman Catholic Bishop of the Diocese, then the duly qualified and acting administrator of the Diocese, the President of Thomas More University, the Faculty General Assembly Chairperson, the Student Government Association President, and one religious sister designated by her community and elected by the Board to serve based on a rotation schedule for the following communities: the Benedictine Sisters of Covington, the Sisters of Notre Dame of the United States, and the Congregation of Sisters of Divine Providence of Kentucky.
- (b) In the event that the scheduled religious community is unable to provide a religious sister to serve as an ex officio member of the Board during its turn in the rotation, its turn in the rotation will be skipped, and the rotation will move to the next religious community to provide a religious sister.
- (c) The ex officio religious sister designee shall serve for a length of term as designated by Article II, Section 3(b) and Section 5(a) and shall have the power to vote.

*Section 3.*

- (a) The remaining members of the Board of Trustees are defined as independent voting members and shall be elected by the Board. Those persons nominated for election to the Board, after recommendation of the Governance Committee, are submitted to and must be approved by the Bishop of the Diocese of Covington (Chancellor of the University) or if there is no person serving as the Roman Catholic Bishop of the Diocese, then the duly qualified and acting administrator of the Diocese.
- (b) Except as provided in Sections 2 and 4 herein, such elected members of the Board shall serve for a length of term as designated by the Board at the time of their

election not to exceed three (3) years and in such manner as to allow for continuity.

- (c) Election shall take place at the March meeting, except to fill vacancies, which election can take place at any meeting.

*Section 4.*

- (a) Of the members of the Board, one (1) shall be a member of the Faculty of Thomas More University (hereinafter referred to as the Faculty representative), one (1) shall be the current Chairperson of the Faculty General Assembly of the University, and one (1) shall be the current president of the Student Government Association.
- (b) The Faculty representative's term shall be for three (3) years, the Faculty General Assembly Chairperson's term shall be for two (2) years, and the Student Government Association President's term shall be for (1) year.
- (c) The Faculty representative, the Faculty General Assembly Chairperson, and the Student Government Association President shall not have the power to vote but shall have voting rights on the committees of the Board to which they are assigned. These non-voting members shall have the right to make motions, enter into debate, answer questions, and address the Board.

*Section 5.*

- (a) Notwithstanding any other provisions of the Bylaws, elected members are not eligible for more than three (3) consecutive three (3) year terms, provided that a Trustee serving as Chairperson or Vice Chairperson in the Trustee's final year of eligibility may be re-elected as Trustee for an additional one (1) year. This nine (9) year limitation may be extended by the number of years in a shorter than three (3) year term served prior to serving three (3) full three (3) year terms.
- (b) Absence from Board service for one (1) year or more makes a former member eligible for re-election to the Board.

*Section 6.*

- (a) Any elected member of the Board of Trustees may be removed from office for cause, which is defined as any of the following:
  - (1) excessive absence from Board or Committee meetings, as determined by the Governance Committee of the Board;
  - (2) failure to perform the duties of a Trustee;
  - (3) breach of confidentiality;
  - (4) failure to disclose a conflict of interest in accordance with these Bylaws;
  - (5) conviction of a crime involving dishonesty or immoral conduct or a plea of guilty to the same;
  - (6) public disagreement and/or animosity with the Board to the degree that a climate of harmonious leadership is no longer possible; or,
  - (7) any other conduct or activity which the Board determines in good faith jeopardizes the proper operation and/or administration of the University.

- (b) Only the Governance Committee can initiate an action for the removal of a Trustee. Upon notification of cause to remove a Trustee, the Chairperson shall refer the matter to the Governance Committee, which shall meet with the Trustee to discuss the Trustee's possible removal for cause and to attempt to reach a mutually satisfactory resolution. If a mutually satisfactory resolution cannot be reached and the Governance Committee recommends removal for cause, the Chairperson shall call a special meeting of the Executive Committee to consider such removal. At such special meeting, the members of the Governance Committee shall present the case for removal and the Trustee proposed to be removed shall be given the opportunity to address the Executive Committee and to present the case against removal. Upon the affirmative vote of two-thirds of the Executive Committee, excluding the Trustee proposed to be removed, if a member of the Committee, and the Chancellor, the Chairperson will submit the Executive Committee's decision to the Chancellor of the University who will make the final decision.

*Section 7.*

- (a) Any Trustee may request a leave of absence from his/her service on the Board, not to exceed one (1) year, subject to acceptance, condition, and limitations, which may be imposed upon that leave by the Governance Committee.
- (b) If an ex officio member of the Board leaves the position which confers his/her membership upon the Board, such resignation shall constitute a resignation from the Board of Trustees upon the effective date of that resignation from his/her position.

*Section 8.*

- (a) The Governance Committee may choose from time to time to nominate a Trustee with a record of distinctive service as Trustee Emeritus. When such a nomination arises, the Governance Committee shall submit the nomination to the Chancellor for approval.
- (b) A maximum of two (2) Trustee Emeriti may be appointed by the Chancellor to serve as Special Consultants to the Board of Trustees at any given time. These two (2) positions shall be reserved for those Trustees with records of distinctive service. Special Consultants shall be appointed for a one (1) year term and may be reappointed without limit. A Special Consultant shall not be counted as a member of the Board of Trustees for any purpose and shall have no voting privileges.

**ARTICLE III  
POWERS AND DUTIES OF THE BOARD**

*Section 1.*

The Board of Trustees shall bear full responsibility for the University as a corporate entity. The essential functions of the Board shall be policymaking, the assurance of sound management, and active participation in the provision of necessary funds. The Board has the ultimate responsibility to determine general, educational, financial, and related policies deemed necessary for the administration and development of the University in accordance with its stated purposes and goals.

- Section 2.* It shall determine the general educational policies of the University including those that govern Faculty tenure and academic freedom. It shall determine, review, and evaluate the aims, programs, and functions of the University consistent with the spirit and intent of the University's charter. It shall approve the addition or deletion of specific degree programs and any changes, which alter the nature of the basic curriculum design or degree requirements.
- Section 3.* (a) It shall direct the use and investment of all funds of the University and the administration of its property. The Board of Trustees shall have direct responsibility and oversight for any transaction, which shall increase the indebtedness of the University, through the approval and annual review of University policies related to the same.
- (b) It shall establish the annual operating and capital budgets of the University. The President shall submit proposed budgets to the Finance, Business & Capital Planning Committee, and upon approval, to the Board.
- Section 4.* It shall protect the University from undue influence by external persons or bodies.
- Section 5.* When the Office of the President becomes vacant by death, resignation, or removal by the Board of Trustees, the Board, having due regard for Article IV, Section 5(e), shall elect a new President with approval of the Chancellor.
- Section 6.* The Board of Trustees is responsible for promoting Faculty members to the rank of full Professor, for establishing criteria for tenure, and for granting tenure, upon recommendation of the President and Enrollment, Student & Academic Affairs Committee.
- Section 7.* It shall annually assess the President's performance.
- Section 8.* It shall authorize the award of honorary degrees and approve graduates, as presented by the President.
- Section 9.* It shall annually review its own performance.

#### **ARTICLE IV OFFICERS OF THE CORPORATION**

- Section 1.* The officers of the corporation shall be the Chancellor, Chairperson, Vice Chairperson, President, Secretary, and Treasurer, and such other officers as the Board may from time to time designate.

#### **CHANCELLOR OF THE UNIVERSITY**

- Section 2.* (a) The Roman Catholic Bishop of the Diocese of Covington, or if there is no person serving as the Roman Catholic Bishop of the Diocese, then the duly qualified and acting administrator of the Diocese of Covington, shall be the Chancellor of the University.

- (b) The Chancellor, in person, shall preside at the ceremonies of inauguration of the President of the University, at the commencement exercises of the University, and at other official academic convocations. All degrees awarded by the University shall bear the signature of the Chancellor, or an authorized facsimile thereof.
- (c) The Chancellor of the University shall serve as an ex officio member of the Board and of all Board Committees with voting privileges.

### **CHAIRPERSON OF THE BOARD OF TRUSTEES**

- Section 3.*
- (a) The Chairperson of the Board shall be appointed by the Chancellor, after nomination and recommendation to the Chancellor by the Executive Committee, serve as the chief executive officer of the Board, call and preside at all regular meetings of the Board and Executive Committee meetings, report to the Chancellor, and have such other powers and duties as the Board from time to time may prescribe.
  - (b) The Chairperson shall be appointed by the Chancellor for a term period of (4) years. This four (4) year term may be extended in circumstances where the Chairperson shall continue to serve until his/her successor has been appointed. This four (4) year term may also be extended in special circumstances where the University is engaged in an active capital campaign and/or presidential transition so as to ensure continuity, but is subject to the discretion of the Chancellor after consultation with the University President.
  - (c) The Chairperson shall serve as an ex officio member of all Board Committees with voting privileges.
  - (d) The Chairperson, in conjunction with the Vice Chairperson, as stated in Article IV, Section 4(f) herein, shall conduct the annual performance review of the President of the University.
  - (e) At the conclusion of the Chairperson's appointment, upon agreement of the Chancellor and newly appointed Chairperson, he/she may be asked to serve an appointment in a Past Chairperson position for a term of one (1) year without voting privileges.

### **VICE CHAIRPERSON OF THE BOARD OF TRUSTEES**

- Section 4.*
- (a) The Vice Chairperson of the Board shall be appointed by the Chancellor, after nomination and recommendation to the Chancellor by the Executive Committee.
  - (b) The Vice Chairperson shall be appointed by the Chancellor for a term period of four (4) years. This four (4) year term may be extended in circumstances where the Vice Chairperson shall continue to serve until his/her successor has been

appointed. This four (4) year term may also be extended in special circumstances where the University is engaged in an active capital campaign and/or presidential transition so as to ensure continuity, but is subject to the discretion of the Chancellor after consultation with the University President.

- (c) In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the office of the Chairperson and have other powers and duties as the Board may from time to time prescribe.
- (d) In the event that the Chairperson is unable or unwilling to complete his/her term, the Vice Chairperson shall perform the duties of the office of the Chairperson until such time as a new Chairperson is appointed.
- (e) Under no circumstances, except for those mentioned herein, does appointment as the Vice Chairperson grant automatic succession to the position of Chairperson.
- (f) The Vice Chairperson, in conjunction with the Chairperson, as stated in Article IV, Section 3(d) herein, shall conduct the annual performance review of the President of the University.

#### **PRESIDENT OF THE UNIVERSITY**

- Section 5.*
- (a) The President of the corporation shall service as the Chief Executive Officer of the corporation, shall be the President of the University, and shall be the official advisor to the Board of Trustees and its Executive Committee.
  - (b) The President shall have the general responsibilities for administering the policies approved by the Board of Trustees. The President shall, as Chief Executive Officer of the University, exercise a general superintendence of all the affairs of the University and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policymaking responsibilities.
  - (c) The President is responsible for determining and preparing both the short-term and long-range planning objectives for the growth and development of the University, which shall be reviewed and approved by the appropriate committees of the Board as well as the Board of Trustees.
  - (d) Furthermore, the President shall have the power to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee and, except as otherwise provided in these Bylaws, shall be an ex officio member of the Board without the power to vote and of all committees of the Board with voting privileges. The President shall have the right to make motions, enter into debates, answer questions, and address the Board.
  - (e) The President's powers, duties, and responsibilities shall be subject to any additions or modifications as set forth in the employment agreement between the University and the President, which agreement shall be approved by the

Board of Trustees. The Board of Trustees shall also review and approve the job description of the Vice President for Finance/Chief Financial Officer prior to any new appointment of an individual to this position.

- (f) In the event of a vacancy in the Office of the President, the Board shall appoint an Acting President, with approval of the Chancellor of the University, until a new President has been appointed. The Board shall also appoint a special Presidential Search Committee to submit nominations for candidates to the Office of the President approved by the Chancellor for election.

#### **SECRETARY OF THE BOARD**

- Section 6.*
- (a) The Secretary of the corporation shall be the Executive Assistant of the President of the University.
  - (b) The Secretary shall inform Board members of all meetings and keep records of its proceedings. The Secretary shall also serve as Secretary of the Executive Committee and keep records of its proceedings and also perform such duties as are normally performed by corporate secretaries, including the keeping of a minute book and a corporate seal.
  - (c) The Secretary of the University shall keep a register of the members of the Board, the date and terms of their election, and a record of their attendance at meetings of the Board and of the Executive Committee.

#### **TREASURER OF THE BOARD**

- Section 7.*
- (a) The Treasurer of the corporation shall be the Vice President for Finance.
  - (b) The Treasurer shall have custody of all the funds and securities of the University, which shall come into the Treasurer's hands.
  - (c) The Treasurer shall keep accurate accounts, in such forms as may be approved by the Board of Trustees, of all the financial transactions of the University and shall close said accounts and balance said books of accounts at least once in each year.
  - (d) The Treasurer, shall, whenever required by the President or by the Board of Trustees, render a report of all monies received and disbursed by the University and of the financial condition of the University, and shall perform such other appropriate duties and have such power as may be required of, or conferred upon the Treasurer by the Board of Trustees.

#### **ARTICLE V MEETINGS**

- Section 1.* Meetings of the Board of Trustees shall be held at least four (4) times a year, usually during the months of September, December, March, and June.

- Section 2.* Written notice of the date, time, and place of the meetings shall be personally delivered, mailed by United States mail, or delivered electronically to each member of the Board at least ten (10) days prior to the day of the meeting. Notice may be waived in writing by a Trustee before or after the meeting. Attendance at a meeting by a Trustee shall be deemed a waiver of notice unless such Trustee appears at the meeting solely to object to the holding of the meeting.
- Section 3.* Additional special meetings of the Board of Trustees may be called at the discretion of the Chancellor or the Chairperson. At any regular or special meeting of the Board, a quorum shall consist of a majority of the independent voting members.
- Section 4.*
- (a) Any action that may be authorized or taken at a meeting of the Trustees, may be authorized or taken without a meeting with the affirmative written vote or approval of all Trustees who would be entitled to notice of a meeting held for such purpose.
  - (b) An electronic mail, or an electronic or other transmission capable of authentication that appears to have been sent by a Trustee and that contains an affirmative vote or approval by that Trustee is a signed writing for the purposes of this section. The date on which that electronic mail, or electronic or other transmission is sent, is the date on which the writing is signed.
- Section 5.* Any regular or special meeting of the Trustees may be conducted by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can hear or otherwise communicate with each other.
- Section 6.* An executive session of the Board may be called by the Chancellor of the University or Chairperson of the Board during any regular or special meeting of the Trustees. While in executive session, only the Chancellor, religious sister, President and independent voting members of the Board (and such other persons as the Chancellor of the University or Chairperson of the Board may invite) will be present.
- Section 7.* Meeting attendance is expected for all Board and Committee meetings as an ongoing responsibility of a Trustee.

## **ARTICLE VI COMMITTEES OF THE BOARD**

### **GENERAL PRINCIPLES**

- Section 1.*
- (a) Committee work is a highly collaborative process within the Board of Trustees whose purpose is focused on the goals of the University while supporting the Mission Statement.
  - (b) The Standing Committees of the Board shall be the Executive Committee; Governance Committee; Enrollment, Academic & Student Affairs Committee; Finance, Business & Capital Planning Committee; Strategy & Long-Range Planning Committee; and, University Advancement & Outreach Committee.

- (c) The Board may from time to time authorize other Ad Hoc or Standing Committees.

*Section 2.*

- (a) The Chairperson of the Board of Trustees, in consultation with the President shall appoint the Chairpersons of all Standing and AD Hoc Committees as well as the members of each committee.
- (b) Membership on Board committees is not limited to Trustees of the University.
- (c) All members of Board committees shall have voting privileges at the committee level. All Board members, voting and non-voting, who are assigned to a committee shall have voting privileges at the committee level.
- (d) As provided in Article IV Sections 2(c), 3(b), and 5(c), the Chancellor, Chairperson, and President, shall serve as an ex officio member of all Board committees with voting privileges.
- (e) All non-Trustee committee members shall complete a conflict of interest form provided by the Secretary of the Board and disclose any conflicts of interest as defined in Article VIII of these Bylaws.
- (f) All University employees, including both faculty and staff, who are committee members shall be subject to the conflict of interest provisions in Article VIII of these Bylaws and the University Conflict of Interest Policy.

*Section 3.*

The term of office for committee chairs and members shall be one (1) year. Each is eligible for reappointment.

*Section 4.*

Except as otherwise provided in the Bylaws, the purpose of the committees is to advise the Board of Trustees.

**EXECUTIVE COMMITTEE**

*Section 1.*

The Executive Committee shall be composed of the Chancellor, the Chairperson of the Board, the Vice Chairperson of the Board, the Chairperson of each Standing Committee, and the President.

*Section 2.*

- (a) The Executive Committee shall conduct the business of the Board during intervals between general meetings and shall be authorized to make such decisions and to initiate such actions as are necessary and helpful for carrying out the functions of the Board, except that it may not amend the Articles of Incorporation or the Bylaws, elect a President of the University, establish the annual budget, buy, sell or dispose of real estate or other capital assets nor incur long-term debt, confer degrees, or review the University's mission or purposes.
- (b) Its powers shall be used only as necessary and appropriate on routine business, or on emergency matters which cannot or should not be delayed until the Board's

next regularly scheduled meeting or until a special meeting of the Board could be called as specified in these Bylaws.

- (c) Upon the recommendation of the Chairperson and Vice Chairperson based upon their annual performance review of the President conducted in compliance with Board Bylaws and the annual assessment survey completed by members of the Board, the Executive Committee, as the designated Compensation Committee, shall be responsible for determining and approving the President's annual compensation and benefits package.
- (d) A quorum at any Executive Committee meeting shall consist of a number equal to or exceeding two-thirds (2/3rds) of the number of members thereof.

*Section 3.* Meetings may be called at any time by the Chancellor, Chairperson of the Board, or the President. Any member of the Board has the right to request of the Chancellor, Chairperson, or President that a meeting of the Executive Committee be convened.

*Section 4.* Minutes of all proceedings shall be taken by the Secretary of the Board and after the minutes have been approved by the Chairperson of the Board, copies shall be distributed to each member of the Board as soon as possible.

#### **GOVERNANCE COMMITTEE**

*Section 1.* This Committee shall consist of the Chairperson of the Board of Trustees, the Vice Chairperson, one (1) Trustee appointed by the Chairperson, the President of the University, and University Legal Counsel.

*Section 2.* It shall be the duty of this Committee:

- (a) To search for qualified persons to be elected to the Board;
- (b) To annually review the performance of incumbent Trustees;
- (c) To develop an orientation program for new Trustees; and,
- (d) To nominate Trustees Emeriti.

#### **ENROLLMENT, ACADEMIC & STUDENT AFFAIRS COMMITTEE**

*Section 1.* This Committee shall consist of its chairperson, vice-chairperson, three (3) Trustees appointed to the Committee by the Chairperson of the Board, the Chairperson of the Board of Trustees, President, Vice President and Chief Academic Officer, Dean of Admissions, Director of Athletics, Faculty General Assembly Chairperson, Faculty Representative to the Board of Trustees, Student Government Association President, and one (1) Faculty representative to the Committee.

*Section 2.* It shall be the duty of the Committee:

- (a) To help the Board study and assess the quality of the University's academic programs, accreditation, mission-effectiveness, and academic outcome variables to determine the quality and success of academic programs;
- (b) To help the Board study and assess all aspects of enrollment, including admissions policies and procedures, financial aid, and retention efforts of the University; and,
- (c) To help the Board study and assess the overall quality of student experience and engagement programs, including athletics, student success, and residential life.

## **FINANCE, BUSINESS & CAPITAL PLANNING COMMITTEE**

*Section 1.* This Committee shall consist of its chairperson, vice-chairperson, Treasurer of the Board of Trustees, four (4) Trustees appointed by the Chairperson of the Board of Trustees, Chairperson of the Board of Trustees, President, Vice President for Finance & Chief Financial Officer, Controller, Vice President for Strategy and Chief of Staff, University Legal Counsel and Director of Risk Management and Compliance, and two (2) Faculty representatives to the Committee.

*Section 2.* It shall be the duty of the Committee:

- (a) To receive and examine reports all financial reports regarding the finances of the University and its business management;
- (b) To review annual operating and capital budgets prepared and presented under the direction of the President for recommendation to the Board;
- (c) To review major financial transactions not provided for in the budget and submit proposed variances with recommendations to the Board;
- (d) To review investment policies and performances and make appropriate recommendation to the Board;
- (e) To recommend the designation of an independent auditor each year and shall cause to be prepared and submitted to the Board, at least once a year, an audit of the financial condition of the University as of the close of the fiscal year. The Committee may request a formal management letter to accompany such financial statement;
- (f) To concern itself with the land use, real estate, campus master plan, and maintenance of the physical facilities of the University;
- (g) To make recommendations on the finances and investments of the University; and,
- (h) To review the planning and construction of new facilities.

## **STRATEGY & LONG-RANGE PLANNING COMMITTEE**

*Section 1.* This Committee shall consist of its chairperson, vice-chairperson, three (3) Trustees appointed by Chairperson of the Board, Chairperson of the Board of Trustees, President, Vice President and Chief of Staff, Vice President for Finance and CFO, Vice President and Chief Academic Officer, Director of Athletics, Vice President for Institutional Advancement, and two (2) Faculty representatives to the Committee.

*Section 2.* It shall be the duty of the Committee:

- (a) To provide leadership and assessment of the University's strategic plan and long-range planning initiatives; and,

- (b) To provide oversight of the University's assessment and performance of strategic initiatives that are designed to strengthen the mission, Catholic identity, academic programs, and the student experience.

## **UNIVERSITY ADVANCEMENT & OUTREACH COMMITTEE**

*Section 1.* This Committee shall consist of its chairperson, vice-chairperson, three (3) Trustees appointed by the Chairperson of the Board, Chairperson of the Board of Trustees, President, Vice President for Institutional Advancement, Vice President and Chief Academic Officer, one to three (1-3) at-large members, and two (2) Faculty representatives to the Committee.

*Section 2.* It shall be the duty of the Committee:

- (a) To provide leadership on all philanthropic endeavors of the University, including annual fund appeals, capital campaign, and public relations;
- (b) To provide consultation to the Governance Committee in the identification of prospective Trustees.

## **ARTICLE VII INDEMNIFICATION**

### **STANDARD OF CONDUCT**

*Section 1.* Each person (and his/her heirs, executors, and administrators) who is or has been a Trustee, director or officer of the University (hereinafter referred to as a "Covered Person"), shall be indemnified by the University against all reasonable costs and expenses (including but not limited to attorney's fees) and against all liabilities (including but not limited to judgments, liens, fines, penalties, and reasonable settlements) that may be paid by or imposed against a Covered Person in connection with or resulting from any pending, threatened or completed claim, action, suit or proceeding, and whether civil, criminal, administrative, investigative or legislative (including any appeal relating thereto); in which a Covered Person may be involved as a party or witness or otherwise, by reason of his/her being or having been a Trustee, director or officer of the University or by reason of any action taken or not taken in such capacity, whether or not the Covered Person continues to be such at the time such liability or expense shall have been paid or imposed, provided that the Covered Person acted in good faith, in what he/she reasonably believed to be the best interests of the University, and in addition, in any criminal action or proceeding, had no reasonable cause to believe that his/her conduct was lawful. The termination of any claim, action, suit or proceeding by judgment, settlement (whether with or without court approval), conviction or upon a plea of guilty or nolo contendere, or its equivalent, shall not create a presumption that a Covered Person did not meet the standards of conduct set forth herein.

## **INDEMNIFICATION**

*Section 2.* Every Covered Person who has been, based on a final adjudication rendered by a court of competent jurisdiction, successful on the merits or otherwise with respect to any claim, action, suit, or proceeding of the character described in Section 1 shall be entitled to indemnification as a matter of right. Except as provided in the preceding sentence, any indemnification under Section 1 may be made by the Board of Trustees for any Covered Person or any employee of the University, in the Board's discretion, but only if either (1) the Board, acting by quorum consisting of Trustees who were not parties to (or who are finally adjudicated by a court of competent jurisdiction to have been successful with respect to) such claim, action, suit or proceeding, shall have found that the Covered Person or employee has met the applicable standard of conduct set forth in Section 1; or (2) if there be no such disinterested quorum, independent legal counsel (who may be the regular counsel of the University) shall have delivered to the University written advice to the effect that in his/her judgment such applicable standard has been met. Notwithstanding anything in this Article to the contrary, no person shall be indemnified in respect of any claim, action, suit or proceeding initiated by such person or his/her personal or legal representative (other than an action to enforce indemnification rights hereunder or an action initiated with the approval of a majority of the Board).

## **ADVANCES**

*Section 3.* Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the University prior to the final disposition thereof upon receipt of an undertaking by the Trustee, director or officer to repay such amount as shall ultimately be determined not to be payable to him/her hereunder.

## **INSURANCE**

*Section 4.* The University, by authorization of the Board of Trustees, shall purchase and maintain insurance on behalf of any person who is or was a Trustee, director or officer, against any liability asserted against him/her and incurred in any such capacity, or arising out of his/her status as such, whether or not the University would have the power to indemnify him/her against such liability under this Article.

## **VALIDITY**

*Section 5.* Subject to the limitations provided in this Article, it is the intention of these Bylaws to give the Trustees, directors and officers the maximum indemnification permitted under the law of the Commonwealth of Kentucky as it now exists or may exist in the future. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such Trustee, director or officer now or hereafter may be entitled, shall continue as to a person who has ceased to be a Trustee, director or officer, and shall inure to the benefit of such person's heirs and legal representatives. If any provision or portion of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and effect of the remaining parts shall not be affected.

**ARTICLE VIII  
CONFLICT OF INTEREST**

- Section 1.* (a) A Trustee shall be considered to have a conflict of interest if:
- (1) Such a Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such Trustee's independent, unbiased judgment in the discharge of his/her responsibilities to the University; or,
  - (2) Such a Trustee is aware that a member of his/her family (which for the purposes of this paragraph shall be a spouse, parents, siblings, children and any other relative if the latter resides in the same household as the Trustee), or any other organization in which such a Trustee (or member of his/her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests.
- (b) All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter, under consideration at a Board or Committee meeting, in which such Trustee is considered by the Board to have a conflict of interest. The minutes of such a meeting shall reflect that disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or appropriate committee to resolve the question by a majority vote.

**ARTICLE IX  
DISCRIMINATION PROHIBITED**

- Section 1.* Thomas More University is committed to providing an environment in which all persons are safe from discrimination and which adheres to all federal and state laws banning discrimination. Aligning with this commitment, Thomas More University will not discriminate against any employee, applicant for employment, student, or applicant for admission on the basis of race, color, religion or creed, disability of a qualified individual, veteran status, military service, age, national or ethnic origin (including ancestry), citizenship, genetic information, pregnancy, or sex.

**ARTICLE X  
FISCAL YEAR**

- Section 1.* The fiscal year shall begin on June 1 and end on May 31.

**ARTICLE XI  
CONTROL**

- Section 1.* These Bylaws are intended to establish operating guidelines for the Board of Trustees and University within the legal framework created by the Articles of Incorporation. The

Bylaws are subservient to the Articles of Incorporation. If there is any conflict between the Articles of Incorporation and the Bylaws, the Articles of Incorporation shall prevail.

*Section 2.* Subject to Article IV, Section 5, the University may establish such operating policies and procedures as deemed expedient by the President. Such operating policies and procedures are subservient to these Bylaws. If there is any conflict between such policies and procedures and these Bylaws, the provisions of these Bylaws shall prevail.

## **ARTICLE XII AMENDMENTS**

*Section 1.* These Bylaws may be amended at any regular or special meeting of the Board of Trustees by a two-thirds (2/3rds) vote of the members of the Board, subject to the approval of the Chancellor, provided that such an amendment has been submitted in writing by the Secretary to each member ten (10) days before the meeting.

## **ARTICLE XIII PROCEDURES**

*Section 1.* In all matters not covered by the Articles of Incorporation and these Bylaws, the procedures of the Board of Trustees shall be governed by the most recent version of Robert's Rules of Order.

## **ARTICLE XIV UNIVERSITY SEAL**

*Section 1.* The University Seal shall consist of a circular device around which are the words: "THOMAS MORE UNIVERSITY, CRESTVIEW HILLS, KENTUCKY 1921," and it shall contain the University coat of arms, and such seal as affixed on the left margin hereof is hereby adopted as the corporate seal of Thomas More University.

These Bylaws were adopted on December 7, 2024 at a regular meeting of the Board of Trustees of Thomas More University by a two-thirds (2/3rds) affirmative vote of the Board after proper written notice with approval of the Chancellor.

+ John C. Jffert  
Bishop Jffert  
Chancellor, Thomas More University  
Date: 17 April 2024

SEAL OF THE UNIVERSITY:

Judith A. Marlowe Ph.D.  
Judith A. Marlowe, Ph.D.  
Chairperson, Board of Trustees  
Date: 27 March 2024