

BYLAWS OF THE UNIVERSITY

Section I - The Board of Trustees

1. Except to the extent of those powers specifically reserved to the Fellows of the University of Notre Dame du Lac ("the University") in the Statutes of the University, all powers for the governance of the University shall be vested in a Board of Trustees which shall consist of such number of Trustees not less than thirty nor more than fifty as shall from time to time be fixed by resolution of the Fellows.
2. The Fellows of the University who are members of the Congregation of Holy Cross, United States Province of Priests and Brothers ("the Congregation") shall be *ex officio* Trustees of the University. The term of office of such *ex officio* Trustees shall be coextensive with their incumbency as Fellows of the University.
3. All Trustees other than *ex officio* Trustees shall be elected by the Fellows of the University. Terms shall commence on July 1 next following a Trustee's election. Trustees (other than *ex officio* Trustees and as provided below)

recommends and the Fellows determine that a Trustee first elected before the age of fifty possesses special skills of immediate significant benefit to the University or the Board, the Fellows may waive this provision and permit the Trustee to be considered for reappointment to an additional three-year term, and then successive annual reviews, with no break in service.

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her than as provided in Section I.2, Trustees may be elected to additional terms until the retirement age of seventy-two. However, (i) one Trustee with experience as a President or Chancellor at another university shall be eligible to serve one three-year term, with the opportunity to be considered for reappointment to one additional three-year term, without regard to the Trustee's age; and (ii) a Trustee who reaches retirement age while serving as Chair of the Board shall be permitted to complete his or her term as Chair. When a vacancy occurs among the Trustees (other than *ex officio* Trustees) for any reason, the Governance and Nominating Committee of the Board of Trustees (as hereinafter constituted) may nominate a candidate or candidates to fill such vacancy and shall report its nominations to the Board of Trustees which, if a majority of its members concur, shall transmit the same to the Fellows for their consideration.

make its own recommendation to

Board, shall perform such other duties as are conferred by these Bylaws, and have such other powers and duties as may be conferred from time to time by the Board. By appropriate resolution the Board may designate the Assistant Secretary to perform any of such functions.

Section II - Officers of the University

1. All officers of the University shall be elected by the Board of Trustees and shall consist of a President, a Provost, an Executive Vice President, and such other officers as the Board of Trustees (after consultation with the President) may from time to time determine. Any two or more offices may be held at the same

2. All committees of the Board may adopt such rules for the conduct of their affairs, including rules governing the place, time, and notice of meetings, as to them shall seem advisable and as shall not be inconsistent with these Bylaws or any applicable resolutions of the Board of Trustees. Each committee shall elect its own secretary who need not be a member of the Board of Trustees, and

12. The Compensation Committee shall consist of no fewer than three members of the Board who are unrelated to ~~any~~ of the than

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have been sent to each of the Fellows of the University at least twenty