BYLAWS

OF

UNIVERSITY OF SAINT JOSEPH

PREAMBLE

These Bylaws supplement certain provisions of the Certificate of Incorporation of the University of Saint Joseph (the "University" or "Corporation") and the Connecticut Revised Nonstock Corporation Act, as amended (the "Act"). References in these Bylaws to provisions of the Act shall refer to any corresponding provisions of future state law.

ARTICLE I - PURPOSE

Section 1. The University is an institution of higher education founded by the Sisters of Mercy of Connecticut and sponsored by the Institute of the Sisters of Mercy of the Americas to continue the tradition of service and leadership in higher education as part of the Catholic Church's mission to teach all people. It endeavors to fulfill its purpose as stated in its Certificate of Incorporation through a personal, value-oriented approach to learning. The President of the University shall be knowledgeable about and committed to the Catholic Intellectual Tradition and foster the values of the Sisters of Mercy of the Americas.

The Corporation by its Board of Trustees acknowledges and accepts that to be affiliated with the Conference for Mercy Higher Education ("CMHE") and sponsored by the Sisters of Mercy of the Americas, a public juridic person of the Roman Catholic Church ("Sisters of Mercy of the Americas"), and to retain its status as such, the Corporation shall fulfill its purpose and conduct its affairs in the tradition of the Sisters of Mercy of the Americas, and shall at all times remain faithful to the teaching of the Roman Catholic Church and the charism, heritage and mission of the Sisters of Mercy of the Americas, as further defined in the Covenant of Mercy Higher Education.

ARTICLE II - THE BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of not fewer than fifteen (15) and not more than thirty-five (35) persons (and shall exclude Trustees Emeriti). The number of Trustees shall be the number of Trustees elected and serving at the most recently held meeting for such purpose. Trustees include elected trustees and the President of the University of Saint Joseph and the President of the Alumni Association in their capacity of ex-officio members of the Board of Trustees with voting rights. No fewer than three (3) nor more than six (6) Trustees shall be Sisters of Mercy of the Americas or Mercy Associates.

Section 2. Election of Trustees shall be by the Board of Trustees.

Section 3. Trustees shall be elected to staggered terms of service beginning July 1 following election (or such other service commencement date as determined by the vote of the Board of Trustees). The total number of Trustees shall be divided into three groups, with each group containing approximately the same percentage of the total, as near as may be. The terms of each group will expire every three years on June 30 in successive years. Except as otherwise provided in these Bylaws, Trustees may be elected for terms which shall not exceed three consecutive three-year terms. The President of the University and the President of the Alumni Association shall serve as Trustees during the term of their respective presidencies notwithstanding the foregoing limitation. A Trustee elected to fill a vacancy in an unexpired term shall be deemed to have served one three-year term for purposes of eligibility for reelection only if the Trustee has served more than two years of the unexpired term.

Section 4. The Board of Trustees may appoint any person having given distinguished service as a Trustee of the University to be Trustee Emeritus with the privilege of attending all meetings of the Board of Trustees, but without the right to vote.

Section 5. Any vacancy or vacancies occurring on the Board of Trustees may be filled by the Board of Trustees until the next meeting at which Trustees are elected A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new Trustee may not take office until that vacancy occurs.

Section 6. The Officers of the Board of Trustees shall be a Chair, Vice Chair, and a Secretary. The Board of Trustees shall elect the foregoing officers from among their number. Such officers of the Board shall be elected at the spring meeting of the Board of Trustees for a term of three (3) years extending until the last day of the third succeeding fiscal year. No such officer shall serve for more than two (2) consecutive three-year terms in any one of such positions. Such officers shall, during their term of office, remain as Trustees notwithstanding the limitation on the term of office of Trustees provided in these Bylaws.

Section 7. Any Officer vacancy, other than that of the Chair, shall be filled by designation by the existing Chair. Upon the Chair's position becoming vacant, the Vice Chair shall complete the term of Chair without further appointment being necessary.

Section 8. The Chair shall preside at all meetings of the Board of Trustees and of the Executive Committee, and shall have a right to vote on all matters that come before the Board of Trustees or the Executive Committee. The Chair shall appoint to all advisory committees the members who are not appointed by the Board of Trustees, and shall have such other powers and duties as the Board from time-to-time may prescribe. In the temporary absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair. The Vice Chair shall have such other powers and duties as the Board from time-to-time may prescribe.

Section 9. The Secretary shall perform all the duties normally incident to the office of the Secretary and shall give proper notice of all meetings of the Board of Trustees and of the Executive Committee as provided in these Bylaws. The Secretary shall keep the minutes of all meetings of the Board of Trustees and of the Executive Committee and keep a record of the appointments of all committees of the Board of Trustees.

The Secretary shall have custody of all records, books, books of account, papers and documents of the University. The Secretary shall be the keeper of the Corporate seal with the authority to affix the same and attest it by his or her signature to all instruments requiring execution under seal. The Secretary shall be responsible for authenticating records of the University. The Secretary shall have such other powers and duties as the Board from time-to-time may prescribe.

ARTICLE III - POWERS AND DUTIES OF THE BOARD OF TRUSTEES

Section 1. The Board of Trustees, subject to the laws of the State of Connecticut, the provisions of the Certificate of Incorporation, and these Bylaws, shall manage the activities, property and affairs of the University. The Board of Trustees shall have the power and duty to establish policies consistent with the purposes of the University; to interpret and apply the stated objectives of the University's Certificate of Incorporation and policies to the current circumstances; to oversee the financial administration of the University; to plan and guide development of the University; to bear responsibility for the administration of the University; to establish regulations to govern its procedures and proceedings; to elect or remove members to the Board of Trustees; to appoint or remove the President, with or without cause, subject to any contract rights of the President; and to prescribe and revise such rules or regulations as in their judgment may be necessary for the proper administration of the University

Section 2. Notwithstanding anything to the contrary contained herein, and as a condition to the Corporation's affiliation with CMHE and sponsorship by the Sisters of Mercy of the Americas, in no event shall the Board of Trustees take any of the following actions without the prior written consent of the Board of Directors of CMHE or its successor or designee (to the extent such approval is required under Canon Law):

(i) approve a sale or disposition of all or substantially all of the assets, a merger, consolidation, reorganization, dissolution or liquidation of the Corporation, or other fundamental transaction contemplated within the Nonprofit Corporation Law of the State of Connecticut or these Bylaws; or

(ii) amend this Section [Section 2, Article III] or Article I of these Bylaws, or Article 3 or Article 6 of the Certificate of Incorporation, with respect to the Corporation's Roman Catholic identity or the conditions provided herein or in the Certificate of Incorporation relating to the affiliation of the Corporation with CMHE or its sponsorship by the Sisters of Mercy of the Americas.

ARTICLE IV - MEETINGS OF THE BOARD OF TRUSTEES

Section 1. The Board of Trustees shall meet not fewer than three (3) times annually (fall, winter, and spring) upon a day and at an hour set by the Chair of the Board of Trustees. Special meetings of the Board may be called at any time by the Chair of the Board of Trustees and shall be called whenever so requested in writing by a majority of the Board of Trustees. A majority of the Trustees then serving shall constitute a quorum for the transaction of business at any regular or special meeting of the Board. The Chair of the Board of Trustees or, in the absence thereof, the presiding officer for the meeting shall have the right to vote. Unless otherwise specified in these Bylaws or by statute, the vote of a majority of the votes entitled to be cast by Trustees participating at a duly-constituted meeting of the Board of Trustees shall be sufficient to pass any measure before the Board of Trustees.

Section 2. Regular meetings of the Board of Trustees may not be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the Board of Trustees shall be preceded by at least two (2) days' notice of the date, time, and place of the meeting. The Secretary shall endeavor to give seven (7) calendar days' written notice of all meetings of the Board, but failure to do so shall not invalidate any meeting or actions taken thereat so long as the other requirements of this section are met. Notwithstanding the foregoing, unless stated in a written notice of the meeting, no bylaw may be brought up for adoption, amendment, or repeal.

Section 3. Any action required or permitted to be taken at a meeting of the Board of Trustees, or any committee thereof, may be approved by unanimous consent without a meeting if all Trustees unanimously consent to the action in writing signed in one or more counterparts by all of the Trustees. The writings evidencing such consent shall be filed with the minutes of the proceedings of the Board of Trustees. Any such action taken by unanimous written consent shall be the act of the Board of Trustees with the same force and effect as though it had been authorized at a duly called and held meeting of the Board of Trustees. Action taken under this section is effective when the last Trustee signs the consent.

Section 4. The Board of Trustees may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE V - COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. There shall be an Executive Committee of the Board of Trustees. The Committee shall consist of the Chair of the Board of Trustees, the President of the University, and not fewer than three (3) other Trustees who shall be appointed to a one-year, renewable term by a majority of all of the Trustees then serving. The Chair and President shall have the right to vote and be counted toward a quorum. At least one (1) Trustee appointed to the Executive Committee shall be a Sister of Mercy of the Americas or Mercy Associate. Any person retiring as Chair may be appointed by the new Chair to serve as a non-voting member of the Executive Committee for a one-year period following the end of the person's term as Chair, whether or not such person is a Trustee. If such person is not a Trustee, such person may participate in meetings of the Board of Trustees, without a vote, for such one-year period at the request of the new Chair.

Section 2 Subject to any prior limitations imposed by the Board of Trustees, the Executive Committee shall have the power to transact all regular business of the University during the interim between the meetings of the Board of Trustees, and its actions shall have the same force and effect of action by the Board of Trustees, provided, however, the Executive Committee may not: (1) approve or recommend to the Board of Trustees action that Sections 33-1000 to 33-1290 of the Act, inclusive, require to be approved by the Board of Trustees ; (2) fill vacancies on the Board of Trustees or on any committee with the power to act on behalf of the University; (3) adopt, amend, or repeal these Bylaws; (4) approve a plan of merger; (5) approve a sale, lease, exchange, or other disposition of all or substantially all, of the property of the University except as provided in Section 33-1101(e)(5) of the Act; or (6) approve a proposal to dissolve. The Executive Committee shall report any actions and recommendations to the Board at each Board meeting. The Executive Committee shall have the power to establish rules and regulations relating to its meetings provided, however, that a reasonable notice of all meetings of the committee be given to the members thereof and that no acts of the committee shall be valid unless approved by an affirmative vote of a majority of the committee. The committee shall keep regular minutes of its meetings.

Section 3. There shall be a Committee on Trustees and Governance of the Board of Trustees to consist of one (1) Sister of Mercy of the Americas or Mercy Associate and at least three (3) additional Trustees appointed by the Chair of the Board of Trustees. The Committee on Trustees and Governance shall be responsible for recommending appointment and reappointment of members of the Board of Trustees and of the Executive Committee and officers of the Board of Trustees. Officers shall inform the Chair of the Committee on Trustees and Governance of their intention to either stand for reelection or not no later than January 15 of their third year in office. The Committee on Trustees and Governance will then convey this information to the full Board as part of a call for nominations.

Section 4. The Board of Trustees may constitute such other committees, consisting of two or more Trustees, with such power and authority as the Board shall designate. Members and the chair of such committees shall be appointed by the Chair of the Board of Trustees to a renewable term every two years or as needed. Except as provided in these Bylaws or as specifically authorized by a majority of all the Trustees then serving, all committees shall be advisory in nature and shall not have authority to act on behalf of the Board of Trustees. Non-Board members may be appointed to any committee that does not have authority to act on behalf of the Board of Trustees. Except for the Executive Committee and as otherwise provided in these Bylaws or by the Board of Trustees, the President shall serve as an ex-officio member of all committees of the Board of Trustees. The Chair shall be an ex-officio member of all committees of the Board. Except as otherwise provided herein or by the Board of Trustees, ex-officio members of any advisory committee and non-board members shall each be counted in determining a quorum and shall each have the right to vote.

ARTICLE VI – OFFICERS OF THE UNIVERSITY

Section 1. The University shall have a President, a chief academic officer, and a chief financial officer. The President shall be appointed and may be removed by the Board of Trustees as provided in Article III. The chief academic officer and chief financial officer shall be appointed by the President only after the creation of a duly-appointed search committee, which shall include at least one Trustee to be appointed by the Chair. The President may appoint one or more subordinate management team members, including one or more Vice Presidents. All members of the University's management team, other than the President, shall be appointed and evaluated and may be removed by the President, with or without cause, subject to any contract rights of the management team member.

Section 2. The President of the University shall be the chief executive officer of the University and the official advisor to and executive agent of the Board of Trustees and its committees. The President shall, as educational and administrative head of the University, exercise general supervisory authority over all the affairs of the University, and bring such matters to the attention of the Board of Trustees as are appropriate and necessary to keep the Board of Trustees fully informed in meeting its fiduciary and policy-making responsibilities. Except as otherwise provided in these Bylaws, the President shall have the power, on behalf of the University, to perform all acts and execute all documents to make effective the actions of the Board of Trustees and the Executive Committee. In the course of the President's performance of the President's management duties, the President may delegate to one or more members of the University's management team the performance of one or more of the President's management duties. If the President is unable to perform the duties of the President, due to disability or other cause, and as may be determined by the Board of Trustees or the Executive Committee, the Executive Committee or the Board of Trustees shall designate the person to perform such duties until such time as the President is able to serve or a new President is elected pursuant to Article III.

Section 3. The chief financial officer shall collect and keep safely all funds belonging to the University and disburse the funds of the University for the payment of its debts and obligations. At intervals of not more than twelve (12) months, the chief financial officer shall prepare a balance sheet showing the financial condition of the University and a statement of receipts and disbursements for the twelve (12) months preceding such date and shall deposit said balance sheet and statement at the principal office of the University to be kept for at least ten (10) years from its date. The chief financial officer shall have such powers and shall perform such duties as may be assigned by the President.

ARTICLE VII – FISCAL YEAR

The fiscal year of the University shall commence on July 1 of each calendar year and end on June 30 of the next calendar year.

ARTICLE VIII – GENERAL

Section 1. The seal of the University shall be circular in form and bear the inscription "University of Saint Joseph."

Section 2. Written waiver signed at any time by a Trustee or committee member entitled to notice shall be equivalent to the giving of notice. A written waiver shall be delivered to the University and filed with the minutes or corporate records. The attendance by either a Trustee or committee member at a meeting without protesting the lack of proper notice prior to the commencement of, at the beginning of, or promptly upon such person's arrival to the meeting shall be deemed to be a waiver by such person of notice of the meeting.

<u>Section 3</u>. Any written notice required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic means or facsimile. Any written signature required under these Bylaws or the University's Certificate of Incorporation, or by Connecticut law, may be evidenced by manual, facsimile or electronic signature, any of which shall have the same legal effect as the manual signature of the signing party.

ARTICLE IX - AMENDMENTS

The amendment of these Bylaws or of the Corporation's Certificate of Incorporation requires the affirmative vote of two-thirds of all Trustees, provided that notice of any amendment is provided to all Trustees at least seven calendar days before voting on the amendment.

Amended and Restated 1984, 1985,
1987, 1989, 1990, 1992, 1998,
2001, 2002, 2006, 2008, 2012, 2021, 2022