

**ST. EDWARD'S UNIVERSITY, INC.
AUSTIN, TEXAS**

BYLAWS

ARTICLE I. AUTHORITY

Section 1. Purpose. The Board of Trustees is established to own, maintain, and operate an institution of learning, which shall have full power to confer and grant, or cause to be conferred and granted, such degrees and diplomas, regular and honorary, upon its graduates and upon such other persons as may be deemed worthy, in the liberal arts and sciences, in law, in medicine, and theology as are usually conferred and granted by other universities in the United States, and to operate Colleges of Arts and Sciences, Law, Medicine, Theology, and other colleges and schools, at such time and at such places as the Trustees may hereafter determine.

Section 2. Ownership and Control. The Corporation owns and controls the land, buildings, and all other assets held in the name of the Corporation.

Section 3. Principal Office and Fiscal Year. The Corporation's principal office shall be in Austin, Travis County, Texas 78704. The fiscal year shall be from July 1 to June 30 inclusive.

Section 4. Records. The Corporation shall keep correct and complete records and books of account and shall keep minutes of the proceedings of the Board of Trustees maintained at the office of the Corporation and shall be open for inspection by voting Trustees for any proper purpose at any reasonable time.

Section 5. Seal. The seal of the Corporation shall also be the seal of the institution of learning provided and maintained by this Corporation.

ARTICLE II. THE BOARD OF TRUSTEES

Part A. Responsibilities and Powers. The Board of Trustees shall have and exercise the corporate powers prescribed by the laws of the State of Texas. The essential function of the Board shall be policy-making, the assurance of sound management, and active participation in the provision of necessary funds for the University. The Board has initial and ultimate fiduciary and oversight responsibility in determining general, educational, financial and related policies deemed necessary for the administration and development of St. Edward's University in accordance with its stated purposes and goals. The Board shall, but without limitation:

(All references to Trustee or Trustees herein shall mean those persons duly elected to the Board of Trustees of St. Edward's University, Inc.)

Section 1. Elect a President who shall be the chief executive officer of St. Edward's University and chief staff officer for the Board of Trustees.

(All references herein to President shall mean the President of St. Edward's University.)

Section 2. Consider plans for and participate actively in obtaining funds for budgetary, special program, physical development, maintenance, and endowment purposes.

Section 3. Determine, review, and evaluate the aims, programs, and functions of the University consistent with the spirit and intent of Sponsoring Charter.

Section 4. Approve the addition or deletion of a specific degree or degree program and any changes which alter the nature of the basic curriculum design and/or university-wide degree requirements.

Section 5. Approve policies and procedures regarding appointment, promotion, tenure, and dismissal of faculty members and policies related to terms and conditions of employment, salary and fringe benefit policies and schedules for all staff officers, faculty, staff, and other employees.

Section 6. Serve as the court of appeals in the case of dismissal of a tenured faculty member.

Section 7. Authorize the award of all earned degrees upon recommendation of the faculty.

Section 8. Authorize the award of all honorary degrees.

Section 9. Approve policies and procedures related to the instruction, extra-curricular activities, campus and residential life of students.

Section 10. Determine and oversee policies and procedures in managing all business affairs of the University and assure the highest standards of good practice in accounting and auditing.

Section 11. Authorize the acquisition, management, and disposition of all property and physical facilities, having due regard for the corporate purpose, including the construction, renovation, and upkeep of the physical plant.

Section 12. Seek out ways and means to become acquainted with all facets of the University and become familiar with forces, issues, and concerns about independent, church-related, and private (proprietary and/or non-proprietary), non church-related higher education.

Section 13. Receive gifts or bequests of land, buildings, bonds, stocks, monies, endowments, annuities, and other devices and to invest endowment and annuity funds as policies and donor intent determine.

Section 14. Authorize the President, and those specifically delegated by the President, to enter into, make, perform, and carry out contracts of every kind for any lawful purpose with any person, firm, association, or corporation in the furtherance of the purposes of the Corporation.

Section 15. Appoint auditors and require an independent yearly audit of financial accounts, records, and resources by a certified public accountant and authorize the preparation of an annual report of same.

Section 16. Delegate any of the above to the Executive Committee, or any Standing Committee, or any Ad Hoc Committee.

Part B. Periodic Evaluation. To assure that every aspect of the management and operations of St. Edward's University is being performed with due effectiveness and within the general policies approved by the Trustees, there shall be conducted a periodic audit and review of the state of the University, emphasizing progress toward major goals and objectives. At least once each ten (10) years, to coincide with Southern Association of Colleges and Schools regular review, there shall be an evaluation of:

- (1) the general management of the institution with special reference to the Office of President and the staff executive officers;
- (2) the educational program, including all matters pertaining to faculty and students;
- (3) the business affairs and physical plant management;
- (4) the programs for institutional public relations, communications, and resource development;
- (5) the Board operation and trustee effectiveness; and
- (6) the Christian mission as articulated in the Sponsoring Charter.

The review and evaluation shall be conducted by or authorized by the Trustees as they deem appropriate, including the utilization of appropriate counselors, and reported to the full Board. Trustees and their committees shall be involved as appointed or directed by the Chairperson of the Board in consultation with the President. The Chairperson of the Board in consultation with the President will appoint a subcommittee of Executive Committee to review such audits and evaluations and report their findings to the Executive Committee. Standing Committees will also review appropriate sections of these reports and submit a report to the Executive Committee.

Part C. Board of Trustees. Except for the Provincial Superior of the Brothers of Holy Cross, South-West Province, and another three (3) active Trustees to be named by the Brothers of the South-West Province, as provided for in the Merger Agreement, the Board of Trustees shall be self-perpetuating and shall consist of Trustees elected by the Board and those persons elected as Emeriti, or who sit with the Trustees, ex officio.

Section 1. Number and Terms. The Board of Trustees shall have not less than fifteen (15) nor more than thirty-six (36) voting Trustees each of whom shall serve a term of three (3) years. Trustees will complete a three-year term at the annual meeting following the completion of three years' service. Board members may be re-elected for more than one additional three (3) year term at the recommendation of the Committee on Trustees. The Committee on Trustees (see Article V, Section 4) shall attempt to maintain three (3) equal classes of Trustees insofar as possible through one (1) and two (2) year appointment recommendations.

Section 2. Nominations. Nominations to the Board of Trustees shall be made through the Committee on Trustees.

Section 3. Ex Officio Trustees. Trustees with vote may elect or appoint persons holding certain offices to serve ex officio as Trustees or on committees who shall serve with voice, but without vote, and shall serve at the pleasure of the Trustees with vote.

Section 4. The President. The President of St. Edward's University shall be a Trustee, ex officio, and shall sit with voice, but no vote, on all standing and ad hoc committees and special subcommittees.

Section 5. Trustees Emeriti. Selected individuals who have, served the University for at least four terms (twelve years) with distinction and devotion, including contributing significantly to its welfare and providing strong external advocacy, may be elected Trustees Emeriti upon recommendation of the Committee on Trustees. Such Trustees may be invited to participate in meetings and serve on committees with voice but no vote. Their attendance shall not count toward a quorum. They may attend university functions, work with alumni groups, and participate in

ceremonial events.

Section 6. Representation. The Board of Trustees shall only act collectively. No Trustee acting alone and without delegated authority shall ever act as agent or representative of St. Edward's University.

Section 7. Vacancy. When a vacancy occurs among the Trustees before expiration of the term of such Trustee, the Board may fill such vacancy for the unexpired term upon recommendation of the Committee on Trustees.

Section 8. Removal. The Board, by a two-thirds vote of all its members after giving the Trustee adequate notice and an opportunity to be heard, shall have the power to remove any Trustee. Grounds for dismissal of a Trustee may include: immoral or disreputable conduct, a violation of the Conflict of Interest Policy (Article 7 Section 2 of the Bylaws), or a failure by a Trustee to discharge the responsibilities of a Trustee detailed in Article 2 Part A of the Bylaws.

Section 9. Persons who hold certain offices among the St. Edward's University faculty, staff and/or student body may only be appointed Trustees ex officio. These offices must be recommended by both the President and the Committee on Trustees and then approved by the Trustees. Such Trustees, ex officio, shall serve with voice but no vote.

ARTICLE III. OFFICERS OF THE BOARD

Section 1. Officers of the Board. The officers of the Board shall be a Chairperson, a Vice Chairperson, a Treasurer, and a Secretary. The Board may appoint such other officers as it, from time to time, deems advisable upon recommendation of the Committee on Trustees. Officers of the Board must be Trustees with both voice and vote.

Section 2. Election and Term of Office. The officers enumerated in Article III, Section 1, above; shall be elected at the annual meeting by a majority vote of the Trustees upon nomination of the Committee on Trustees from among voting Trustees. They shall serve for a term of one (1) year or until their successors are elected and qualified. Officers may be eligible for re-election; however, no Trustee shall serve in the same office for more than three (3) consecutive terms of office. Any vacancy among the officers may be filled at any duly constituted meeting of the Trustees upon nomination of the Committee on Trustees.

Section 3. Chairperson and Vice Chairperson. The Chairperson shall preside at all meetings of the Board and shall perform the duties customary to that office, shall be Chairperson of the Executive Committee, shall sit on all committees of the Board, and shall appoint all committee members and committee chairs in consultation with the President of the University. In the absence of the Chairperson, the Vice Chairperson shall perform all duties incident to the office of Chairperson.

The Chairperson and/or the President of the University, or their delegated representatives, shall sign all conveyances of corporate consequence and the same shall be attested by the Secretary and affixed with the corporate seal, and shall sign all other official legal documents and papers for and on behalf of the Corporation.

Section 4. The Secretary. The Secretary shall be Secretary of the Corporation and shall perform the duties usually pertaining to that office. The Secretary shall keep full and true minutes of all regular and special meetings of the Board and the Executive Committee and be the custodian of all documents committed to official care. The Secretary shall transmit to each Trustee a copy of the minutes of each meeting of the Board.

Section 5. The Treasurer. The Treasurer of the Corporation shall have authority to sign any official

documents duly prepared and requiring the signature of the Treasurer of the Board and shall report to the Board at such times as it may direct and at such other times as appropriate and/or requested. The Treasurer of the Board shall not administer the business or financial affairs of the University.

All conveyancing of corporate property shall be done pursuant to Resolution relating to the specific property to be conveyed, and all resolutions as so decided by the Board shall require the signature of the Chairperson and the attestation of the Secretary before they shall become effective.

Section 6. Assistant Treasurer/Assistant Secretary. Upon necessity, these functions may be prescribed by the Board of Trustees upon recommendation of the President or appropriate officers of the Board, but such persons shall not be Trustees.

ARTICLE IV. MEETINGS

Section 1. Annual Meeting. The annual meeting of the Board of Trustees shall be held in the spring on a date and time fixed by the Executive Committee in consultation with the President.

Section 2. Regular Meetings. In addition to the annual meeting, there shall be not less than two (2) other regular meetings, one in the fall and one in the winter, at dates and times fixed one year in advance by the Executive Committee after consultation with the President.

Section 3. Special Meetings. With fourteen (14) days notice and after consultation with the President, special meetings of the Board of Trustees may be called by the Chairperson of the Board, or by any two (2) officers of the Board or upon written request of any five (5) Trustees.

Section 4. Quorum. At any regular or special meeting of the Board of Trustees or of standing or *ad hoc* committees, a simple majority of the whole number of voting Trustees shall constitute a quorum for the transaction of business.

Section 5. Voting. A majority of the voting Trustees present at any meeting, provided there is a quorum, shall carry all motions, resolutions, or proposals brought before the Board and its committees for action.

Section 6. Proxy. Voting by proxy shall not be permitted.

Section 7. Notice. Written notice of every annual, regular, and special meeting of the Board and of each committee shall be sent by the Secretary of the Board or appropriate committee chairperson not less than ten (10) days before such meeting, but such right to notice may be waived by any Trustee. Attendance at such meeting by any Trustee shall constitute a waiver of such notice. Notice shall state the date, place, and time of said meeting. The agenda and supporting material shall be sent in advance whenever possible.

Section 8. Order and Nature of Business. The order and nature of business during Trustee meetings shall be determined by the Chairperson of the Board, the President, and the Executive Committee, as appropriate, in joint consultation. Trustee meetings shall address important matters of policy, planning, evaluation, and/or priority issues and problems, giving minimum attention and time to routine reports and administrative matters. Educational and orientation meetings, workshops and/or retreats shall be planned as part of regular or special meetings.

Section 9. Executive Session. The Board and each committee may hold executive sessions as appropriate.

Section 10. Expenses. The Board may make provision for the reimbursement of expenses incurred by Trustees in attending official meetings.

Section 11. Orientation. New Trustees shall be requested to attend special orientation meetings on campus prior to beginning their service on the Board.

ARTICLE V. COMMITTEES OF THE BOARD

Section 1. Committees. There shall be an Executive Committee, standing committees, and ad hoc committees. Standing committees shall include: Committee on Trustees, Committee on Institutional Oversight & Academic Affairs, the Fiduciary Committee, the Facilities Committee and the Development Committee. Other standing committees may be created from time to time as required to oversee permanent functions of a major character. Ad hoc committees may be appointed by the Chairperson of the Board with the approval of the Board and shall be for one (1) year's duration unless otherwise fixed by the Board. All committees shall be self-governing within the sphere of their cognizance, but their action shall be by majority vote.

Section 2. Executive Committee. This Committee shall be composed of at least five (5) voting members of the Board of Trustees, including the officers of the Board and, ex officio, the President of St. Edward's University. Members of this Committee, other than the officers of the Board and the President, are appointed by the Chairperson of the Board, these appointments being ratified by vote of the full Board. The Executive Committee shall exercise all powers of the Board at such times as the Board is not in session, except that it shall not have the power to alter or revoke any previous order, resolution, or vote of a meeting of the Board unless specifically granted such power by the Board. It shall not have the power to elect or remove officers of the Board of Trustees, elect or remove the President of St. Edward's University, or to amend the charter or Bylaws of the Corporation. The Committee shall report all its interim actions in writing at the next regular meeting of the Board.

The Committee shall not act on matters properly the first responsibility of standing committees for review, study, and recommendation to it and/or to the Board, except in emergencies of consequence to St. Edward's University generally.

The functions of this Committee shall also include evaluation of the stated mission and goals of the University in the light of the Sponsoring Charter and the Merger Agreement; and, evaluation of the various programs of the University, ensuring that these are consistent with the mission and goals of the University.

The Executive Committee shall have a standing subcommittee, appointed by the Chairperson of the Board, responsible for reviewing the compensation package of the President and recommending the same to the full committee. The subcommittee will also oversee the compensation packages of senior staff to assure compliance with applicable law, regulation and good practice.

Regular and special meetings shall be at the call of the Chairperson or President or upon written request of any two (2) voting Trustee members of the Committee. Meetings using telephone, video conference or internet shall be permitted. Notice for meetings shall be at least seven (7) days and include an agenda, and supporting material whenever possible.

The President of St. Edward's University shall staff this Committee.

Section 3. Standing Committees. The Chairperson of the Board shall appoint the chairpersons and members of all committees at the annual meeting of the Board for terms of one (1) year. The chairpersons of standing committees shall be voting Trustees.

Each committee shall meet at least three (3) times a year at the call of the chairperson with at least seven (7) days' notice if held on days other than those designated for meetings of all the Board of Trustees. The chairperson shall assure that the discussions and actions of each committee are properly recorded and promptly distributed to its members and to all Trustees as appropriate. Each chairperson shall assure that

his or her committee becomes thoroughly familiar with policies, procedures, functions, staff, faculty and students appropriate to purposes of the committee, but shall in no way serve as administrators of the function.

The President shall assign personnel to serve as staff and secretary to each committee, without vote, each under the supervision and coordination of the President.

The President shall invite an ex officio faculty representative to sit with voice, but no vote, with the Committee on Institutional Oversight and Academic Affairs. He or she shall also invite an ex officio student representative to sit with the same Committee with voice, but no vote.

The agenda for and nature of business for each committee meeting shall emphasize issues, problems and opportunities of a policy-making nature and focus on major programs, functions, and priorities of the institution rather than on administrative detail.

Section 4. Committee on Trustees. The functions of this Committee shall include, but not be limited to, the following:

to maintain a trustee candidate list through an on-going search to identify those individuals best able to serve the Corporation at the trustee level;

to assess continually and appraise board organization, operation, composition and attendance to assure maximum effectiveness and to make recommendations from time to time as, in its judgment, will accomplish the objectives of the Board of Trustees;

to monitor adherence to the conflict of interest provisions of these bylaws;

to recommend each year a slate of officers to the full board; and

to nominate persons for trusteeship, regular, ex-officio and emeritus, as will ensure balance and best possible use of human resources for the Corporation; to prepare and initiate a plan for orientation of new trustees and to design a continuing program of education of trustees concerning issues confronting higher education and problems confronting the college, faculty, students, staff, and others.

The Committee may be subdivided into special subcommittees as appropriate. The President shall staff this committee.

Section 5. Committee on Institutional Oversight and Academic Affairs. The functions of this Committee shall include, but not be limited to, the following:

to assure that there are adequate plans for academic and student affairs;

to review the academic and student services portion of the annual budget consistent with mission, goals, and assumptions announced by the institution;

to appraise, at least annually, the regular and special educational programs and activities of the institution and to reflect its judgment thereon to the Board;

to review, at least annually, the student services programs to assure high standards are maintained;

to oversee an integrated marketing plan that includes public relations and communications;

- to oversee the University's plans for technology;
- to review and approve the University's student discipline policies;
- to review student admission criteria and ascertain their impact upon various academic programs;
- to review, at least annually, faculty personnel policies, appointments, awards; and procedures;
- to serve as the court of appeals in cases of denial of tenure to faculty members;
- to receive nominations for degrees, awards and honorary degrees from the President and faculty and from any other source and refer them to the Trustees with recommendations, and foster good communications and constructive relationships regularly between the Trustees and faculty; and
- to evaluate and make recommendations concerning enrollment policies and plans for the undergraduate and graduate programs.

This Committee may be subdivided into special subcommittees as appropriate. The Executive Vice President of St. Edward's University shall staff this Committee.

Section 6. Fiduciary Committee. This Committee shall be charged with a thorough knowledge of the funds, finances, and resources of the corporation. The functions of this Committee shall include, but not be limited to, the following:

- to assure that there is an up-to-date financial plan for the institution based on the educational goals, assumptions, and requirements of the institution;
- to review the annual budget as prepared by the administration and present its recommendations to the Board;
- to review and make recommendations at its regular meetings concerning any non-budgeted expenditures in excess of \$250,000.00. Approval for such expenditure shall be given by the Executive Committee or, in an emergency, by the Chairperson of the Board or the Chairperson of the Fiduciary Committee;
- to study and recommend to trustees policies and procedures to assure the highest standards of good practice in accounting and auditing;
- to recommend to the Trustees such action as it may deem advisable to improve the financial condition of the institution, including the recommendations of audit, insurance, legal, fiscal, and other counselors;
- to exercise general oversight and monitor quarterly with the investment advisors' assistance, the investments of St. Edward's University;
- to recommend appropriate action with regard to the acquisition and disposition of real property;
- to recommend policies and procedures with respect to all physical and financial resources;
- to study and recommend a plan for Trustee indemnification and all appropriate insurance coverage for physical plant, personal, and other liability;
- to establish requirements for appropriate fidelity bonding of officers and employees and in

amounts as deemed advisable;

to require and present to the Trustees at least annual reports of the institution's financial condition and affairs; and

to recommend for Trustee approval the authority to sign checks and related documents.

This Committee may be subdivided into special subcommittees as appropriate. The Vice President for Financial Affairs of St. Edward's University shall staff this Committee.

Section 7. Facilities Committee. The Function of this committee shall include but not be limited to the following:

to evaluate the condition of the physical plant and make recommendations to the full board as appropriate;

to recommend to the Trustees a campus master plan that reflects the University's educational goals, human needs and financial resources;

to oversee plant construction and improvements and to recommend the retention of special consultants, personnel and firms as required;

to review proposed new facilities and proposed major additions and renovations of existing facilities, and

to recommend new construction by the University.

This Committee may be subdivided into special subcommittees as appropriate. The Vice President for Financial Affairs of St. Edward's University shall staff this Committee.

Section 8. Development Committee. The functions of this Committee shall include but not be limited to the following:

to study, promote, and initiate leadership in plans and policies for achieving the financial support required to realize the educational, physical development, and endowment objectives of St. Edward's University and

to recommend to the Trustees policies, programs, and leadership requirements for fund-raising.

This committee may be subdivided into special subcommittees as appropriate. The Vice President for University Relations of St. Edward's University shall staff this Committee.

ARTICLE VI. ADMINISTRATION

Section 1. President. The President shall be the chief executive officer of St. Edward's University. The President shall:

promptly and effectively execute all resolutions, policies, rules, and regulations adopted by the Trustees, and perform all duties prescribed by the Trustees;

formulate and recommend to the Trustees policies, programs, and plans for the educational, financial, and physical development of the institution;

appoint all administrative officers and faculty members for St. Edward's University, and approve

or disapprove all recommendations for their salaries, granting of tenure, or dismissal;

establish a management organization to implement effectively the policies of the Board of Trustees;

ensure that the institution is properly staffed with competent personnel and provide adequate opportunities for the development and advancement of those personnel;

prescribe the specific duties and assignments of the principal officers reporting to the President and of committees to advise and assist in the execution of those duties;

serve as the court of appeal in cases of denial of promotion to faculty members;

prepare and present to the Trustees through the Fiduciary Committee a proposed budget for the ensuing fiscal year and ensure that the budget, when adopted, is enforced; and

serve as the chief spokesperson for and interpreter of St. Edward's University to all its constituencies and take leadership including enjoining others to assist in obtaining support of the institution from all possible sources and; prepare and submit to the Trustees and other appropriate bodies an annual report and such special reports as may be desirable or as the Trustees may require.

The President shall be elected by the Board of Trustees and shall continue in office until reappointment, resignation, or removal by the Trustees, in accordance with the terms of the President's contract.

The Board, by a two-thirds vote of all its members, shall have the power to remove the President after giving the President adequate notice and an opportunity to be heard.

The Executive Committee of the Board of Trustees shall evaluate the President's role, performance, and relationship to the Board every year. A more extensive evaluation shall be conducted and presented to the Board at the discretion of the Executive Committee.

The President and/or the Chairperson of the Board, or their designated representatives, shall sign all conveyances of corporate consequence and the same shall be attested by the Secretary and shall sign all other official legal documents and papers for and on behalf of the Corporation.

Section 2. Other Officers. Other officers of St. Edward's University shall be appointed by the President. These shall be defined as "management team" administrators. Such officers may be removed by the President.

Section 3. Other Administrative Staff. The President may appoint, without Trustee approval, additional administrative staff with specific duties and powers as may be required by the educational and management needs of the institution.

Section 4. Official Communications to the Board of Trustees. Any official communication from or to the faculty, students, employees, or officers of St. Edward's University shall ordinarily be communicated through the President, preferably in writing.

Section 5. Officer Relationship to the Board of Trustees. No officer or administrator of St. Edward's University, including the President, shall serve as a voting member or officer of the Board of Trustees nor serve as parliamentarian for the Trustees.

ARTICLE VII. PROCEDURE

Section 1. Trustee Manual. The Board of Trustees shall cause to be prepared and maintained a Board of Trustees Operating Manual to contain policies, rules, regulations, and procedures not covered in detail in these Bylaws.

Section 2. Conflict of Interest. No person shall be invited to join the Board of Trustees or shall accept nomination or election thereto wherein conflict of interest may be inferred because of financial, contractual, or similar factors. In cases where a Trustee's judgment in the decision on a particular matter would affect the personal, financial, or legal interests of that Trustee, he/she shall not exercise his/her vote on such matters whether in committee or the whole Board. It shall be the particular responsibility of the Committee on Trustees to monitor adherence to this section of the Bylaws.

Section 3. Power to Indemnify and to Purchase Indemnity Insurance. To the maximum extent permitted by Article 1396-2.22A of the Texas Nonprofit Corporation Act (without regard, however, to Section Q of such Article), the University shall indemnify any person who is or was a trustee or officer of the University against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Article 1396-2.22A) because of that person's service or status as a trustee or officer. Further, the University shall pay or reimburse reasonable expenses incurred by a trustee or officer who was or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Article 1396-2.22A; provided, however, that payment or reimbursement of expenses pursuant to the procedures set out in Section K of Article 1396-2.22A, may be conditioned upon a showing, satisfactory to the Board of Trustees in its sole discretion, of the financial ability of the officer or trustee in question to make the repayment referred to in such Section. Further, the University may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a trustee, officer, employee or agent of the University, or who is or was serving at the request of the University as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Article 1396-2.22A and other applicable law, as the Board of Trustees may from time to time determine. The provisions of this section shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification or repeal of this section shall in any manner terminate, reduce or impair the right of any person to be indemnified by the University in accordance with the provisions of the section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

Section 4. Rules of Order. Any procedure not herein prescribed shall be governed by *Robert's Rules of Order*.

Section 5. Amendments. These Bylaws may be altered or amended at any regular or called session of the Board of Trustees by a vote of two-thirds (2/3) of the voting Trustees present, provided a majority of all of the Trustees shall be present at the meeting, and provided, further, that notice in writing of the nature of the proposed amendment has been mailed to each Trustee at least seven (7) days before the voting upon the amendment.

Section 6. Effective Date. These Bylaws shall become effective immediately upon adoption.

Section 7. Distribution. A copy of the approved and adopted Bylaws shall be provided each voting Trustee, Trustee Emeritus, and provided each new Trustee at the time of invitation to join the Board. A copy shall also be placed in the Library of St. Edward's University.

Section 8. Interpretation. When the Charter, merging papers (Sponsoring Charter), or these Bylaws are to be construed or interpreted, they should be construed and interpreted

1. to achieve the object sought to be obtained;
2. in the light of the circumstances under which the document was enacted;
3. in the light of former charters and laws and other enactments by the Board;
4. in the light of the consequences of a particular construction or interpretation;
5. in the light of prior administrative construction or interpretation of similar prior enactments;
and,
6. to make the entire enactment effective; to achieve a just and reasonable result; to achieve a result feasible of execution; and that the interest of the entire St. Edward's University, Inc., and St. Edward's University will take precedence over any private interest.