

BYLAWS
OF
CASE WESTERN RESERVE UNIVERSITY
(Amended May 10, 2017)

ARTICLE I
TRUSTEES

Section 1. Except where the law, the Articles of Incorporation or these Bylaws require or permit that action be otherwise authorized or taken, all of the authority of Case Western Reserve University (hereafter, the “Corporation” or the “University”) shall be exercised by the Board of Trustees.

Section 2. The number of Trustees shall be determined by the Board from time to time, but shall not be less than three (3). The Board shall elect Trustees from amongst the candidates who are recommended by the Committee on Trustees and Governance. Trustees may be elected at any meeting of Trustees and each Trustee shall hold office until the expiration of the term for which the Trustee was elected. At any meeting of Trustees, the number of Trustees may be increased or decreased, but not to less than three (3); provided, however, that no reduction of the number of Trustees shall of itself have the effect of shortening the term of any incumbent Trustee. The President of the Corporation shall serve as a Trustee and, except as otherwise provided herein, shall have the right to vote as Trustee.

Section 3. Trustees other than the President shall serve for a term of four (4) years (the “Election Term”), which shall commence on the day after such Trustee’s election and expire on the day after the first meeting of the Board proximate to Spring Commencement held closest in time to (whether before or after) the fourth (4th) anniversary of the first day of such term. Notwithstanding anything in these Bylaws to the contrary, the term of the President shall expire on the day the President no longer holds the office of President.

Section 4. A Trustee other than the President shall serve a maximum of four (4) consecutive Election Terms. Notwithstanding the foregoing, the Trustee term limit may be waived for a maximum of one (1) Election Term where the continued expertise and experience of a Trustee would provide significant benefit to the University. The intent of this exception is that this waiver, while permissible, is to be used with discretion and on the recommendation of the Committee on Trustees and Governance and approved by the full Board.

ARTICLE II RESPONSIBILITIES AND POWERS OF THE TRUSTEES

Section 1. The Board shall have such powers, responsibilities and authorities as are provided under the laws of the State of Ohio and are specified in the Articles of Incorporation and these Bylaws, and such as are traditional. These shall include, without limitation, the power, responsibility and authority to establish policies generally to oversee the administration, management and operation of the University and its educational programs; elect and remove a President of the University; appoint and determine the rank of all members of the University Faculty; appoint all school Deans, officers of the Corporation, and other positions who report directly to the President; hold and manage all the property and endowments of the University; approve the annual budget for the University; grant degrees; and promote the general interests of the University.

Section 2. Any responsibilities and authorities not specifically delegated by the Board shall remain with the Board. In discharge of its responsibilities, the Board may make such formal and informal delegations of functions, responsibilities and authorities as it considers appropriate to the President and, through the President, to administrative officers and members of the University Faculty. The Board may rescind any such delegation at any time.

Section 3. The policies established or approved by the Board shall be administered by the President directly or by delegation to others.

ARTICLE III MEETINGS OF THE TRUSTEES

Section 1. Regular meetings of the Trustees shall be held in the Spring each year and two (2) other times a year on such day and at such time and place within or without Ohio as shall be designated in the notice thereof. The Chair of the Board shall determine the date, time and place of such regular meetings.

Section 2. Special meetings of the Trustees may be called by the Chair of the Board, any Vice Chair of the Board, the President or any five (5) Trustees.

Section 3. Notice of the date, time and place of each meeting of the Trustees shall be mailed, faxed or e-mailed to each Trustee at the address of the Trustee as it appears on the records of the Corporation, at least five (5) days prior to the time of such meeting. Notice of any meeting of the Trustees may be waived by any Trustee (a) either before or after the meeting by written waiver of the Trustee, which shall be filed with or entered upon the records of such meeting, or (b) by attendance of the Trustee at such meeting

without protesting, prior to or at the commencement of the meeting, the lack of proper notice.

Section 4. A majority of the Trustees, including the President, shall constitute a quorum at any meeting of the Trustees unless otherwise specified. If at any meeting of the Trustees there shall be present less than a quorum, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees.

Section 5. Any action which may be authorized or taken at a meeting of Trustees may be authorized without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Trustees who would be entitled to notice of a meeting for such purpose, which writing or writings shall be filed with or entered upon the records of the Corporation. Any transmission by “authorized communications equipment,” as that term is defined in Section 1702.01(Q) of the Ohio Revised Code, including, but not limited to, telecopy or any electronic means, that contains an affirmative vote or approval of a Trustee is a signed writing for purposes of this Section.

Section 6. At all meetings of the Trustees, the Chair of the Board shall preside and the Secretary of the Corporation or an Assistant Secretary shall record the proceedings of the meetings. The Senior Vice Chair or, in the absence of the Senior Vice Chair, another Vice Chair of the Board shall preside at the meeting if the Chair shall not be present. Non-Trustees may attend meetings of the full Board only if approved for attendance in accordance with the attendance approval policy adopted by the Board.

Section 7. At any special meeting of the Trustees and any meeting of any Committee of the Board, Trustees may participate through the use of communication technologies that permit all participating Trustees to contemporaneously communicate with each other. At the discretion of the Chair of the Board on a case by case basis, a Trustee may attend one or more regular meetings of the Board through the use of communication technologies that permit all participating Trustees to contemporaneously communicate with each other.

Section 8. At each of the meetings of the Trustees, there shall be an executive session at which only Trustees (including the President) and invitees that the Trustees deem necessary may be present. Such executive session shall be immediately followed by a second executive session at which only Trustees other than the President shall be present.

ARTICLE IV COMMITTEES OF THE BOARD

Section 1. The Committees of the Board shall give counsel and assistance to the Board and to the officers of the University. Committees shall not have independent functions except as authorized by these Bylaws or by the Board.

The Corporation shall have the following standing Committees: Executive; Academic Affairs and Student Life; Audit; Campus Planning; Compensation; Development and University Relations; Finance; Investment; Research and Technology Transfer and Committee on Trustees and Governance. The Corporation shall have such other standing and such *ad hoc* Committees for such purposes as the Trustees may from time to time determine. Trustee attendance at the Executive Committee, Compensation Committee, Investment Committee and Committee on Trustees and Governance shall be limited to members of the respective committees. The Committee on Trustees and Governance, in consultation with the Chair of the Board and the chair of the respective committee, may from time to time add a committee to or remove a committee from this list. Upon the recommendation of a Committee chair in consultation with the Committee on Trustees and Governance and approval of the Chair of the Board, persons other than Trustees may be appointed non-voting outside advisors (“Outside Advisors”) to assist such Committee except the following Committees: Executive, Compensation and Committee on Trustees and Governance, but in no event shall an Outside Advisor be deemed, or exercise any authority of, a Trustee or be counted for purposes of determining a quorum at any Committee meeting. An Outside Advisor to a Committee may attend an executive session of such Committee only at the invitation of the chair of such Committee.

Section 2. A majority of the members of a Committee shall constitute a quorum at any meeting of such Committee. If at any meeting of a Committee there shall be present less than a quorum, the majority of those present may adjourn the meeting from time to time until a quorum shall be present. Each member of a Committee shall be entitled to one (1) vote. The act of a majority of the members of a Committee present at a meeting at which a quorum is present shall be the act of such Committee.

Section 3. The Chair of the Board, in consultation with the President and the chair of the Committee on Trustees and Governance, and subject to the approval of the full Board, shall appoint all Committee chairs. The Chair of the Board shall, in consultation with the President, the chair of the Committee on Trustees and Governance, and the respective Committee chairs, appoint up to two (2) vice-chairs for each Committee and the members of each Committee (other than the Executive Committee). The Chair of the Board shall appoint the At-Large EC Members (as defined in Section 6 below), subject to the approval of the full Board. Committee members, chairs and vice-chairs shall serve for a term of one (1) year. No Committee chair appointed after the adoption of these Bylaws shall serve for more than a total of six (6) terms as chair of a single Committee and no vice-chair appointed after the adoption of these Bylaws shall serve for more than a total of six (6) terms as vice-chair of a single Committee, provided,

however, any Committee chair or vice-chair serving prior to the adoption of these Bylaws shall be subject to such limitation no later than July 1, 2020 or at such earlier time as determined by the Chair of the Board. Each Committee may appoint advisory sub-committees at any time for specific purposes. Each Committee and sub-committee shall maintain a record of its proceedings, which shall be filed with the Secretary of the Corporation.

Section 4. Each Committee shall meet in conjunction with meetings of the Trustees, unless the chair of the Committee determines that meetings at other times are preferable. Except as provided in Article IV, Section 1 (with respect to Outside Advisors), non-Trustees may attend Committee meetings only if approved for attendance in accordance with the attendance approval policy adopted by the Board.

Section 5. Each Committee shall also meet at other times at the call of its chair, the Chair of the Board, the President, or a majority of the members of the Committee. Each Committee shall meet at such date, time and place as stated in the call of the meeting, which call shall be given by mail, facsimile or e-mail, to each member of the Committee's last known address, at least forty-eight (48) hours in advance of the meeting.

Section 6. Executive Committee. The Executive Committee shall consist of the Chair of the Board (who shall also serve as the Chair of the Executive Committee), the immediate past Chair of the Board (for the first two (2) years after the immediate past Chair's term as Chair has ended), the Vice Chair(s) of the Board, the chairs of all standing Committees, the President and at least two (2), but no more than five (5), other Trustees (each such other Trustee, an "At-large EC Member"). An At-large EC Member shall serve a term of one (1) year. No At-large EC Member shall serve more than a total of six (6) terms as an At-large EC Member; provided, however, that any At-large EC Member who is a former Chair of the Board shall not be subject to such term limitation. At no time shall the number of members of the Executive Committee exceed eighteen (18). At least one (1) member of the Executive Committee shall have a particularly strong and broad-gauged record of leadership in complex financial matters as determined by the Chair of the Board.

In the intervals between meetings of the Trustees, the Executive Committee shall have full power to take all and every action which the Trustees are authorized to take except: (a) the appointment and renewal of Trustees; (b) the filling of At-large EC Member vacancies on the Executive Committee; (c) the appointment of the Chair of the Board and Committee chairs; (d) the election or removal from office of the President and approval of the President's Total Compensation Arrangement (as defined in Article IV Section 10); (e) the amendment of the Articles of Incorporation or these Bylaws; and (f) the approval of any agreement that requires approval of the other party's or parties' full board(s).

The Executive Committee shall meet at least three (3) times during the year, and at such other times as the Chair of the Board or three (3) members of the Executive Committee shall find necessary. There shall be at the end of each Executive Committee meeting an executive session at which only committee members (including the President) and invitees that the committee members deem necessary may be present. Such executive session shall be immediately followed by a second executive session at which only Trustees other than the President shall be present. Minutes shall be recorded by the Secretary of the Corporation and placed in the Corporation record. A summary of the minutes shall be mailed to all Trustees.

Section 7. Academic Affairs and Student Life Committee. The Academic Affairs and Student Life Committee shall be composed of the Chair of the Board, the President, and at least six (6) other Trustees.

The Academic Affairs and Student Life Committee shall evaluate the academic program of the University (including issues related to all instructional staff), oversee implementation of the program and keep the Board of Trustees informed on academic affairs. The Academic Affairs and Student Life Committee shall also evaluate matters related to student life; provide the Board with continuing knowledge of programs of instruction of the University; seek to understand educational issues and the implications of budgetary decisions; maintain communication with the Faculty Senate; review and recommend policies concerning marketing for the purpose of recruiting students; and oversee strategies for the enrichment of the quality of life for students.

Section 8. Audit Committee. The Audit Committee shall be comprised of the Chair of the Board and at least five (5) other Trustees, at least one of whom shall have expertise in financial matters. The President may be an invited guest of the Committee, but shall not vote on any matter or be counted for purposes of determining a quorum. Each member of the Audit Committee must meet the independence requirement for Audit Committee members, as defined by the Audit Committee. In the event that the Chair of the Board does not meet such independence requirements, then the Chair shall not be a member of the Audit Committee.

The Audit Committee shall select, appoint, and retain the certified public accountant to serve as the external auditor for the University on an annual basis; meet with the certified public accountant annually or as often as deemed necessary to be assured that the University is using proper financial procedures, has satisfactory financial personnel and keeps financial records in accordance with generally accepted accounting principles; meet with University financial, accounting, legal, and external and internal audit personnel annually or as often as deemed necessary to assess performance of the auditing and risk management activities; recommend courses of action to the Executive Committee on matters referred to it in accordance with the University's conflict of interest policy; review the University's financial statement and make recommendations with respect thereto to the Board; and address legal compliance and risk management matters and other related matters.

Section 9. Campus Planning Committee. The Campus Planning Committee shall consist of the Chair of the Board, the President, and at least three (3) other Trustees.

The Campus Planning Committee shall oversee decisions relating to the planning, construction, maintenance, preservation, acquisition, disposition, major changes, enlargement, demolition, addition, energy conservation, security, and environmental health of the facilities, buildings, grounds, equipment, other tangible property, and parking and busing programs of the University.

Section 10. Compensation Committee. The Compensation Committee shall be composed of five (5) members, the majority of whom shall be members of the Executive Committee, and shall include the Chair of the Board, the chair of the Compensation Committee, and three (3) other members. The President may be an invited guest of the Committee, but shall not vote on any matter, be counted for purposes of determining a quorum, or be present for or participate in the Committee's review and deliberations relating to the President's compensation or evaluation.

The Compensation Committee will: (a) review and recommend for approval by the Board the proposed compensation arrangement of the President, including, without limitation, salary, benefits, perquisites, incentives and the like (the "Total Compensation Arrangement"); (b) review and recommend for approval by the full Board the President's yearly goals; and (c) conduct annual and continuous evaluation of the President to review the President's progress in meeting the stated vision and goals of the University. The Compensation Committee will make available to the Board the proposed Total Compensation Arrangement, the President's goals, and a detailed summary of the President's proposed or then-current employment agreement, as the case may be. When reviewing the Total Compensation Arrangement for approval, the Board shall also review the President's final form of proposed or then-current employment agreement, as the case may be, or, if the Chair of the Board so determines, a detailed summary of such proposed or then-current employment agreement.

The Compensation Committee will also (a) review and provide final approval of the President's recommendations of the Total Compensation Arrangements of all school Deans, officers of the Corporation, and other positions who report directly to the President and (b) review information related to the Total Compensation Arrangements for such one or more other positions as the Compensation Committee may from time to time designate for review.

As part of its annual review of the President and other key personnel, the Compensation Committee will confirm and discuss with the President: (a) the succession plan for the President in the event of a voluntary leave, involuntary leave, and interim appointments in the case of a temporary absence; and (b) succession plans for other key personnel. All such succession plan discussions will be reported annually to the Executive Committee.

Section 11. Development and University Relations Committee. The Development and University Relations Committee shall be composed of the Chair of the Board, the President, and such additional Trustees deemed necessary.

The Development and University Relations Committee will provide strategic guidance and oversight to the University marketing and branding initiatives and constituent relations including trustees, alumni, community, and government relationships. In addition, the Development and University Relations Committee will address the long range plans and financial support of the University and shall review and recommend programs for the purpose of securing funds for endowment, buildings and current operating expenses and programs for long range fund raising, all with a focus on best practices.

Section 12. Finance Committee. The Finance Committee shall be composed of the Chair of the Board, the President, and at least four (4) other Trustees.

The Finance Committee shall review and recommend to the Board of Trustees financial plans and the long range financial strategy for the University (including, but not limited to, strategies pertaining to raising capital and capital expenditures). The Finance Committee shall oversee the budget and financial operations of the University, including the annual review of the financial risk control analysis and financial risk management programs; and review appropriate insurance protection.

Section 13. Investment Committee. The Investment Committee shall consist of the Chair of the Board, the President, and at least six (6), but not more than ten (10), other Trustees. All appointed members shall have relevant investment experience as determined by the Chair of the Board. The Investment Committee shall meet at least three (3) times a year.

The Investment Committee shall oversee the execution of the fiscal and investment policies of the University. In carrying out this responsibility, the Committee shall: (a) establish, approve and oversee the investment policy; (b) monitor investment results; and (c) recommend an annual endowment spending rate to the Finance Committee.

Section 14. Research and Technology Transfer Committee. The Research and Technology Transfer Committee shall be composed of the Chair of the Board, the President, and at least four (4) other Trustees.

The Research and Technology Transfer Committee shall work with the President, the Provost and Executive Vice President, the Vice President for Research and Technology Management, and other University officers to keep informed on pending state and federal legislative initiatives and other trends relating to university research and technology management issues. The Committee, in consultation with the University's senior officers, shall advise the Board on policies and activities relating to the University's research and technology activities, including joint university-industry

research and activities related to economic development and marketing of intellectual property developed using University resources.

Section 15. Committee on Trustees and Governance. The Committee on Trustees and Governance shall be composed of the Chair of the Board, the Vice Chair(s) of the Board, the President, and at least four (4) other Trustees.

The Committee on Trustees and Governance shall develop the criteria and processes for (a) membership as a Trustee, (b) evaluation of Trustees and (c) renewal of Trustee terms; identify appropriate candidates for Trustees and Committees, including, without limitation, Outside Advisor candidates to serve on the Investment Committee; develop a substantive orientation program for new Trustees; recommend for Board approval a nominee for Chair of the Board, in accordance with a process adopted by the Committee on Trustees and Governance, which may include, as appropriate, the formation of an *ad hoc* committee; consider Board of Trustees governance issues; recommend to the Board of Trustees all trustees who, in the judgment of the Committee on Trustees and Governance, have retired or resigned in good standing, be named as emeriti trustees; and advise with respect to honorary degree candidacies and University medals.

Section 16. Other Committees. Such other Committees as may be formed by the Board shall have such organization and duties as the Board shall determine.

ARTICLE V MISCELLANEOUS TRUSTEE PROVISIONS

Section 1. In case of any actual or potential conflict between a Trustee's other obligations or loyalties and his responsibilities as a Trustee, the Trustee shall fully disclose the particulars of the potential conflict of interest and shall not vote on any question raising such potential conflict. In addition, the Trustees shall comply with the University policy on Conflicts of Interest, to the extent such policy specifically applies to Trustees.

Section 2. Trustees shall not be entitled to compensation for attendance at meetings of the Board, or of Committees, or otherwise for their services as Trustees. Trustees shall be entitled to reimbursement of expenses for attendance at meetings in accordance with applicable Internal Revenue Service rules and the Trustee Travel Policy adopted by the Board.

ARTICLE VI OFFICERS OF THE CORPORATION

Section 1. The officers of the Corporation shall be the President, the Chair of the Board, the Vice Chair(s) of the Board, the Provost and Executive Vice President, the Senior Vice President for Finance and Chief Financial Officer, the Senior Vice President

for Administration, such Vice Presidents as the Trustees shall determine, the Treasurer and the Chief Investment Officer (if different from the Treasurer), the Secretary of the Corporation, and such other officers and assistant officers as the Trustees may determine.

Section 2. The President shall hold office at the pleasure of the Trustees, except as otherwise may be agreed upon in a written agreement between both parties; provided, however, that action to appoint the President or remove the President from office may be taken only by the affirmative vote of a majority of all of the Trustees then in office and consistent with the terms of any written agreement between the parties. Other than the Chair of the Board and the Vice Chair(s) of the Board, all other officers shall serve at the pleasure of the President. Except as otherwise provided in these Bylaws, the officers shall have such authority and shall perform such duties as are customarily incident to their respective offices, or as may be specified from time to time by the Trustees regardless of whether such authority and duties are customarily incident to such office.

Section 3. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board and of the Executive Committee, shall be a member of all Committees of the Board (provided that, for the Audit Committee, the Chair meets the independence requirements as described in Article IV, Section 8), and shall appoint, subject to the provisions of Article IV, Section 3, all Committee members and Committee chairs. The Chair of the Board shall perform all duties prescribed in these Bylaws, such duties as are customary and such other duties as the Board may request. The Chair of the Board shall serve for a maximum of two (2) two-year terms, except if in extraordinary circumstances, by a vote of two-thirds (2/3) of Trustees present at a meeting of the Board at which a quorum is present, an extension is granted for a one-year term, provided that not more than two (2) such extensions shall be granted.

In the absence or disability of the President, the Chair of the Board (or in the absence or disability of the Chair of the Board, the Senior Vice Chair of the Board) may perform such duties, execute such documents and take such actions as may be necessary regarding any matter requiring prompt attention.

The Chair of the Board shall have authority to execute written instruments on behalf of the Corporation and to delegate in writing such authority or any other authority given by these Bylaws to Vice Chair(s) of the Board.

The Chair of the Board shall appoint the At-Large EC Members, subject to the approval of the full Board. The Chair of the Board shall appoint not less than one (1) or more than four (4) Trustees, subject to the approval of the Board, to be Vice Chairs of the Board. The President shall be consulted as to the identity of the Vice Chair(s), but shall not have the right to veto the Chair's appointment(s) of the Vice Chair(s). The Chair and the Vice Chair(s) of the Board shall meet as needed, in person or by telephone, when the Executive Committee does not meet. The Chair, the Vice Chair(s), and the President shall meet frequently, in person or by telephone, when the Executive Committee does not meet.

Section 4. Vice Chair(s) of the Board. The term of each Vice Chair of the Board shall be one (1) year. No Vice Chair of the Board shall serve for more than a total of six (6) terms. The Senior Vice Chair of the Board shall be the Vice Chair who has seniority of service in that office. If two or more Vice Chairs of the Board have equal seniority in that office, the Chair of the Board shall designate one of them as Senior Vice Chair. No Vice Chair of the Board shall be the presumptive successor to the Chair of the Board, nor shall any Vice Chair be disqualified from consideration for appointment as the Chair. In the absence or disability of the Chair of the Board, the Senior Vice Chair of the Board shall perform the duties of the Chair until the Chair returns to service or the Board elects a new Chair. In addition, the Vice Chair(s) of the Board shall perform such duties as the Board or Chair of the Board may request.

Section 5. President. The President shall be the Chief Executive Officer of the Corporation. The President shall be the primary link between the University community and the Board of Trustees and shall, under the direction of the Board, be charged with administering the affairs of the University. In the discharge of those duties the President shall:

- (a) provide leadership in the development of policies concerning the educational aims and purposes of the University, its academic standards, its curricula and its policies concerning the admission and retention of students;
- (b) be a principal channel for communications and recommendations between the Board and the University faculty, administrative officers and students;
- (c) carry out the policies, rules and regulations established by the Board;
- (d) establish the plan of administrative organization that will best enable the President to discharge the duties of the office effectively; and when this plan has been approved by the Board, the President shall appoint and may remove the personnel called for by the plan, at his/her discretion;
- (e) be responsible for maintaining conditions and procedures in the University that are conducive to the proper fulfillment of its function;
- (f) perform such other duties as pertain to the office of President or are requested by the Board;
- (g) be a member of the Board and all Board Committees except the Audit Committee and the Compensation Committee; and
- (h) be a member and chair of the University Faculty and every constituent faculty.

The President, as Chief Executive Officer of the Corporation, may remove any person from his/her administrative position at any time without cause.

The President shall direct all the affairs of the Corporation subject to the authority of the Trustees; recommend to the Trustees nominations for University appointments; be a member of all faculties, and when present, preside at faculty meetings; be a voting member of all faculty Committees; and at all times keep informed of and in close contact

with the state, interests and needs of the University, exercise a general superintendence of all University concerns and take such action as shall contribute to the quality of teaching and the advancement of knowledge. The President shall make an annual report to the Trustees on the general condition of the University.

Section 6. Provost and Executive Vice President. The Provost and Executive Vice President, as the chief academic officer of the University, shall be responsible for administering academic operations and services in coordination with the President and the deans of the schools and colleges. The Provost and Executive Vice President shall be the chief executive deputy of the President and, in the absence or disability of the President, shall perform such functions of the President not otherwise performed by the Chair of the Board (or in the absence or disability of the Chair of the Board, the Senior Vice Chair of the Board).

Section 7. Senior Vice President for Finance and Chief Financial Officer; Senior Vice President for Administration. The Senior Vice President for Finance and Chief Financial Officer and the Senior Vice President for Administration shall be the chief assistants of the President in administering the non-academic operations of the University not otherwise assigned and shall perform such duties as the President may request.

Section 8. Secretary of the Corporation. The Secretary of the Corporation shall assist the Board, the Chair of the Board, and the President, including with respect to interactions of the Board with the Administration; shall be the chief recording officer for the Board; and shall attend all meetings of the Board and of the Executive Committee. The Secretary of the Corporation, or an Assistant Secretary, shall cause the requisite notices to be issued, prepare minutes and records of transactions, and distribute copies of such records to all Trustees. The Secretary of the Corporation shall receive and file minutes of all Committee meetings and shall have official custody of all records of the Board. The Secretary of the Corporation shall have official custody of the Articles of Incorporation and the Bylaws of the University. The Secretary of the Corporation shall perform such other duties as customarily pertain to the office of Secretary of the Corporation or are requested by the President or by the Chair of the Board.

Section 9. Treasurer. The Treasurer or the Assistant Treasurer shall exercise those responsibilities assigned by the Board or the President.

Section 10. Chief Investment Officer. The Chief Investment Officer or Assistant Chief Investment Officer shall exercise those responsibilities assigned by the Board or the President.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Section 1. In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding seeks indemnification from the Corporation against expenses (including attorneys' fees) and, in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a Trustee or officer of the Corporation, a volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, limited liability company, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined in the manner provided in Section 1702.12(E)(4) of the Ohio Revised Code whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in divisions (E)(1) and (E)(2) of Section 1702.12 of the Ohio Revised Code and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

Expenses, including attorneys' fees, incurred by a trustee, director, officer, employee, agent or volunteer in defending any action, suit or proceeding referred to in the preceding paragraph may be paid by the Corporation as they are incurred in advance of the final disposition of such action, suit or proceeding, as authorized by the Trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee, agent or volunteer to repay such amount if it ultimately is determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article.

The indemnification authorized by this Section shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the Articles of Incorporation, these Bylaws, any agreement, vote of the disinterested Trustees, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a trustee, director, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

For purposes of this Article, the term "volunteer" is used as defined by Chapter 1702 of the Ohio Revised Code.

The provisions of Section 1702.12(E)(5)(a)(i) of the Ohio Revised Code applicable to automatic advance payment of expenses shall not apply to the Corporation.

Section 2. The Corporation, to the extent permitted by Chapter 1702 of the Ohio Revised Code, may purchase and maintain insurance or furnish similar protection including, but not limited to, trust funds, letters of credit or self-insurance for or on behalf of any person who is or was a Trustee, officer, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, limited liability company, joint venture, trust or other enterprise.

Section 3. Anything to the contrary notwithstanding, the Corporation shall not indemnify members of the Board of Trustees, officers or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment or payment of insurance premium would constitute an “excess benefit transaction” under Section 4958 of the Internal Revenue Code or any similar future United States internal revenue law.

ARTICLE VIII THE UNIVERSITY FACULTY

Section 1. All persons holding full time academic appointments at the ranks of Professor, Associate Professor, Assistant Professor, Senior Instructor and Instructor in the Constituent Faculties of the University shall be members of the University Faculty.

Section 2. The University Faculty shall be concerned with the oversight of the general educational, research and scholarly activities of the University. The University Faculty shall meet at least once a year.

The University Faculty shall have the responsibility to review and make recommendations to the President and, through the President, to the Board for the establishment or discontinuance of, or major organizational change in, any college, school or constituent faculty and policies governing appointment, promotion, tenure and termination of members of the constituent faculties. In so doing, the University Faculty shall take into consideration, to the extent it is able, not only the educational desirability of proposals but also the financial feasibility and the effect of such proposals on the operating budget, capital requirements and financial health of the University. Notwithstanding the foregoing, nothing in this Section shall limit the power of the Trustees, directly or through the President, to oversee and manage the educational programs and activities of the University or to establish policies related thereto.

Section 3. The President, the Provost and Executive Vice President and such other officers as may be specified by the University Faculty shall be members of the University Faculty by virtue of office.

Section 4. The University Faculty has adopted, as of February 1, 1973, a Constitution that provides, among other things, for the establishment of a Faculty Senate. The Trustees approve that Constitution, provided that any conflicting interpretations

between that document and these Bylaws shall be governed by these Bylaws and provided further that any amendments to the Faculty Constitution shall be subject to approval by the Board.

Section 5. The University Faculty may delegate any of its responsibilities or authorities to its governing body, the Faculty Senate, to a constituent faculty, or to a division or a department of a constituent faculty.

ARTICLE IX CONSTITUENT FACULTIES

Section 1. The University Faculty shall be comprised of various Constituent Faculties.

Section 2. Each Constituent Faculty shall be composed of the President and such Provosts, Vice Provosts, and Deans as are related to the instructional program of that Faculty. Each Constituent Faculty may, through provision in its bylaws, include as adjunct members persons who are not members of the University Faculty. Such adjunct members may not be counted for purposes of apportioning the Faculty Senate.

Section 3. Each Constituent Faculty shall have the following purposes: organization and execution of the educational programs, including curriculum content, degree requirements, and instruction in the programs delegated to it; recommendation to the President of appointments and promotions; recommendation to the President of tenure appointments; and election of faculty members to the Faculty Senate.

Section 4. Each Constituent Faculty shall be governed in accordance with bylaws adopted by that faculty and ratified by the Faculty Senate, provided, however, such bylaws shall be subject to the authority of the Trustees.

ARTICLE X MISCELLANEOUS PROVISIONS

Section 1. All diplomas shall be approved by the Board and shall be executed on behalf of the University by the President. In the absence or temporary disability of the President, the Provost and Executive Vice President, an Executive Vice President or a Senior Vice President shall sign in the President's stead.

Section 2. All former Regulations of the Corporation and By-Laws of the Board of Trustees are hereby repealed.

Section 3. Nothing contained in these Bylaws shall supersede or modify the provisions of the Articles of Incorporation of the University, and in the case of any conflict, the provisions of the Articles of Incorporation shall prevail. In the event of any ambiguities

in these Bylaws or Articles of Incorporation, the interpretations of the Board shall be controlling.

Section 4. These Bylaws may be amended, or new Bylaws may be adopted, by the affirmative vote of a majority of the Board present and entitled to vote at a meeting at which a quorum shall be present, provided that written notice stating the proposed action to be taken shall have been given to all Trustees not less than five (5) days in advance of the meeting or pursuant to Section 5 of Article III hereof.

Section 5.

(a) These Bylaws shall be reviewed no later than ten (10) years following the adoption of these Bylaws and no later than every ten (10) years thereafter by an *ad hoc* Committee comprised of such members designated by the Chair of the Board in consultation with the chair of the Committee on Trustees and Governance.

(b) Delegations of functions, responsibilities and authorities made by the Trustees, including, without limitation, delegations to the President and other officers, administrative officers and members of the University Faculty, shall be reviewed no later than five (5) years following the adoption of these Bylaws and no later than every five (5) years thereafter by an *ad hoc* Committee comprised of such members designated by the Chair of the Board and such *ad hoc* Committee may, as appropriate, meet with members of the Faculty Senate or a committee designated by the Faculty Senate and such administrative officers designated by the President to address, among other things, delegations made by the Trustees, areas of improvement related thereto and other relevant issues.

Section 6. The Secretary of the Corporation shall keep or cause to be kept a record, which may be included in the book containing the minutes of proceedings of Trustees, in which shall be recorded the names and addresses of all Trustees.

Section 7. The Trustees shall adopt a seal of the Corporation which shall be kept in the custody of the Secretary of the Corporation.