

ARTICLES OF INCORPORATION



Amended Articles of Incorporation

Marquette University

Originally chartered under Chapter 180, Private and Local Laws of 1864, approved March 23, 1864, published March 30, 1864, as "An Act to Incorporate Marquette College, etc."

An Act to incorporate "Marquette University," in the city of Milwaukee.

The people of the state of Wisconsin represented in Senate and Assembly, do enact as follows:

Section 1. That Stanislaus P. Lalumiere, James M. Hayes and Ignatius Maes, and their successors, be and hereby are created a body corporate and politic, under the name and style of Marquette University, and shall be Trustees of said corporation for the purpose of maintaining and conducting an institution of learning, and by said corporate name to remain in perpetual succession, with full power to sue and be sued, plead and be impleaded, to receive, acquire and hold property, real, and personal, by bequest, donation, or purchase, and to sell, dispose of and convey the same; to appoint the requisite professors and teachers, and to grant such honors and degrees in art, literature and science as shall be appropriate to the courses of instruction prescribed and as are usually conferred in similar institutions, and the said corporation is organized for the further purpose of receiving any property, real, personal or mixed, by gift, by will, heretofore or hereafter made, or in any other manner given or bequeathed to it, absolutely or in trust, for any religious, charitable or educational purpose or purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or for any purpose incidental thereto, and to administer and execute any such trust or trusts. It is intended that the corporation described in this Section shall be entitled to exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterward amended. That the qualifications for and number of Members and Trustees of said corporation shall be such as may be fixed from time to time, by the Bylaws, provided that such number shall not be less than three.

Section 2. That said Trustees shall have control of all funds and property that have heretofore or may hereafter be conveyed to said institution, and shall faithfully

apply the same to the best of their judgment for the benefit of the institution. The said Trustees shall also have power to fix the time and place of their meetings, and a majority of their number shall constitute a quorum for the transaction of business, unless otherwise provided in the Bylaws.

Section 3. The term of office of said Trustee shall be three years, one-third of whom shall be elected annually. The first Board of Trustees shall be divided into three classes. The first class shall hold their offices one year, the second class two years, and the third class three years; and the offices thus vacated shall thereafter be annually filled by an election for three years, or to fill vacancies; provided, always, that the Trustees shall hold their offices until others are chosen.

Section 4. The said institution shall be located at the City of Milwaukee, Wisconsin; and the library apparatus, cabinets, furniture, buildings and lots belonging to said corporation shall be exempt from taxation; provided they are used for no other purpose than for educational purposes.

Section 5. The Board of Trustees hereby incorporated shall hold their first meeting under this act on the first Tuesday in May 1864, and afterwards shall meet on their own adjournment or upon a call of a majority of said Board.

Section 6. This act shall take effect from and after its passage.

Section 7. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

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*As amended on July 25, 1969, May 5, 1971, October 11, 1972, October 10, 1973, May 1, 1974, May 3, 1978, May 2, 1984, December 9, 1986, October 18, 1989, October 14, 1992, May 5, 1993, May 6, 1998, May 5, 1999, December 8, 1999, September 20, 2000, September 21, 2001, September 19, 2003, March 2, 2005, September 23, 2005, December 12, 2007, December 10, 2008, March 2, 2011 and May 4, 2011.

Article I – General Governance

Marquette University (“the university”) shall be governed as an independent private corporate entity of the State of Wisconsin, conducted under the auspices, and consonant with the educational principles, of the Society of Jesus. It shall have and retain its official corporate name, insignia, and seal.

Article II – Board of Trustees

Section 1. Composition.

The governing board of the university shall consist of no fewer than twenty-five (25) and no more than forty (40) elected Trustees, of whom no fewer than five (5) and no more than eight (8) shall be members of the Society of Jesus. The President of the University shall be a Trustee ex officio with full voting powers. Except as herein expressly provided, there shall be no other disqualification, by reason of race, color, gender, age, sexual orientation, religion, disability, veteran’s status or national origin, from eligibility to serve as Trustee. Any Trustee not disqualified hereunder may be elected to succeed himself or herself, and may simultaneously hold any other office or position within the university.

Section 2. Terms of Trustees.

Terms shall be so structured that approximately one-third shall expire at each annual meeting. Except as hereinafter provided, Trustees shall be elected or reelected to serve for terms of three years, regularly expiring at the third annual meeting following their election, or when a qualified successor has been elected, or may be elected or reelected for the balance of terms in which there are vacancies. Except as hereinafter provided, no Trustee shall serve more than four (4) consecutive terms. Said limitation on the number of consecutive terms which a Trustee may serve shall be waived and one or more additional terms allowed in the event such limitation would preclude the Chair or any Vice Chair from serving the term for which they were elected to said office.

Section 3. Election.

Except as otherwise specified in Article III, it shall require the affirmative vote of no fewer than one-half of the Trustees holding office at the time of any election to elect a Trustee. Trustees whose terms are about to expire by lapse of time shall be qualified to vote upon questions of succession. Election of successor-Trustees shall constitute the first order of Trustees’ business whenever a question of Trustee-succession arises.

Section 4. Compensation.

Trustees shall serve without financial compensation for their services as such, but may be compensated for services rendered to the university in other capacities, and shall be entitled to reimbursement, in any case, for actual, necessary, and reasonable expenses incurred incident to their work upon business of the university.

Section 5. Annual Meeting.

Except when notice to the contrary has been given as hereinafter provided, the annual meeting of the Board of Trustees shall be regularly convened at the principal office of the university, in September or October of each year.

Section 6. Chairperson and Vice Chairperson.

Upon the recomposition of the Board of Trustees at the annual meeting, the Trustees shall elect from their number a Chairperson and one or more Vice Chairpersons of the Board, who shall each serve a term of two years or until his or her successor is elected. The Chairperson shall preside at all meetings of the Board of Trustees, shall direct its affairs, and shall appoint the members of all Standing Committees of the Board. The Vice Chairperson(s) shall perform the duties of the Chairperson in case of the absence or disability of the Chairperson, and such other duties as may be assigned to him or her by the Chairperson or by the Board of Trustees. If the Chairperson is absent or disabled and there are multiple Vice Chairpersons, the Vice Chairperson with longer tenure on the Board shall take precedence unless the Vice Chairpersons otherwise agree among themselves.

Section 7. Meeting Notices.

There shall be at least three meetings of the Board per calendar year, including the annual meeting. The Trustees may, by resolution from time to time, fix the time and place of these meetings, which may be convened with or without notice, as such resolution may provide. Special meetings may be convened at the call of the Chairperson of the Board or of the President, or upon the written request of at least one-third of the Trustees, upon not less than two (2) days prior notice to all Trustees; and the Trustees may there consider and act upon any and all business or affairs of the university, regardless of the matters specified in the notice of meeting.

Section 8. Executive Committee.

The Chairperson of the Board, its Vice Chairperson(s), the President of the university, and no fewer than four (4) other members of the Board who shall be elected by the Board at its annual meeting, shall constitute the Executive Committee of the Board. A majority of the Executive Committee shall constitute a quorum for the transaction of its business. For any meeting of the Executive Committee, any Trustee may be appointed by the Chairperson as an alternate for an Executive Committee member unable to attend that meeting. In intervals between meetings of the Board of Trustees, the Executive Committee by the affirmative vote of the majority of a quorum, shall have full power and authority to do all acts and perform all functions which the Board of Trustees might do or perform, except the election or reelection of members of the Board or those acts which require the affirmative vote of two-thirds of the members of the Board of Trustees. The Executive Committee shall, as promptly as practical, report its actions to the Board of Trustees.

The Executive Committee shall consider and make recommendations to the Board on any and all matters relating to the Board’s functioning, including but not limited to the following:

- a. Recommending candidates for Board membership and offices which the Board of Trustees is required

to fill by election. Such recommendations shall be submitted, whenever possible, conveniently in advance of any anticipated expiration of term or other vacancy in office.

- b. Assessing Trustee performance and making appropriate recommendations for Board action with respect thereto, including reelection to an additional term or terms as voting Trustees.
- c. Trustee attendance at Board and Committee meetings.
- d. Meeting schedules, orders of business, procedures and functioning.
- e. Communications to and from the Board.
- f. Materials received by Board members.
- g. Committee membership, composition, size, and rotation of members.
- h. Candidates for emeriti trusteeship.

Section 9. Waiver of Notice.

Except as a Trustee may appear and object to the transaction of any business on the ground that the meeting has not been lawfully called or convened, once two-thirds of all Trustees have taken one of the following actions, notice of the meeting shall be deemed waived and the meeting shall thus be valid: attendance of a Trustee, his or her written waiver, or his or her written consent to any action taken.

Section 10. Quorum.

A majority of the Trustees shall constitute a quorum for the transaction of business at any meeting except that, upon failure to have a quorum in attendance within one hour of the scheduled hour of any meeting, the Trustees in attendance may adjourn such meeting to a date and hour which they may, by resolution, specify. Except where otherwise specified by law or by these by-laws, the act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Trustees. Voting in absentia, by proxy or otherwise, shall not be recognized except to the extent provided in Section 11 of this Article.

Section 11. Action Without Meeting.

Whenever two-thirds of the Trustees, or members of the Executive Committee, over their respective signatures, shall have uniformly consented in writing to any resolution or other action within the competency of the Trustees, or the Executive Committee, respectively, such resolution or other action shall be fully valid and effective as the resolution or action of the Trustees, or the Executive Committee, without necessity of formal meeting; and such resolution or action shall be inscribed upon the official minutes of the Trustees.

Section 12. Notices, Form.

Notices required by this article may be given, either orally or in writing, by the Chairperson of the Board, the President, or the Secretary.

Section 13. Voting.

Whenever these Bylaws call for a two-thirds (2/3) vote of the entire Board, such two-thirds shall include a majority of the Jesuit members of the Board. Such votes may be by secret ballot upon the request of the

Chairperson or any Trustee, providing that ballots of Jesuit Trustees shall be collectively, but not individually, distinguishable from those of non-Jesuit Trustees.

Article III – Elected Executive Officers

Section 1. Designation.

The elected executive officers of the university shall be a President, one or more Corporate Vice Presidents, a Secretary, a Treasurer, an Assistant Secretary, and an Assistant Treasurer. The offices of Corporate Vice President and Secretary, or Secretary and Treasurer, or Assistant Secretary and Assistant Treasurer, may be held simultaneously by the same person; however, no person shall hold more than two of these offices simultaneously and any officer may be elected to succeed himself or herself without restriction.

Section 2. Eligibility, Election, and Terms of the President.

The Board of Trustees shall, from time to time as the Board may see fit, elect the President to serve for an indefinite term, expiring upon the Board's election of a qualified successor. The President shall be a member of the Catholic Church, and the Trustees shall give preference to a member of the Society of Jesus. Election of the President shall require the affirmative vote of no fewer than two-thirds (2/3) of the Trustees holding office at the time of any election to elect said officers.

Section 3. Other Officers.

The Board of Trustees shall, following its annual re-composition as necessary elect the other officers designated in Section 1, for terms of two (2) years, or until their respective successors shall have been duly elected and qualified.

Section 4. Powers and Duties.

The designated officers of the corporation shall have powers and duties as follows:

President.

The President shall be the principal executive and academic administrative officer of the university, and, subject to the directions of the Board of Trustees, shall in general supervise and control all of the business and affairs of the university. He shall have authority, subject to such rules as may be prescribed by the Board of Trustees, to appoint such staff officers, agents, and employees of the university as he shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such staff officers, agents, and employees shall hold office at the discretion of the President. He shall have authority to sign, execute, acknowledge, and deliver on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, investment securities, security instruments, contracts, leases, reports, and all other documents or instruments, necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution or other action of the Board of Trustees; to negotiate for the purchase, sale, pledge or other dealing in securities or other property of the corporation, real or personal, and to sell, transfer, warrant, encumber, as-

sign, and convey the same (whether or not joined in any such act by any other officer); and, except as otherwise provided by law or the Board of Trustees, he may authorize any Corporate Vice President or other officer or agent of the corporation to sign, execute, and acknowledge such documents or instruments in his place and stead. In general he shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Corporate Vice President.

In the absence of the President or in the event of his death, or inability to act, the Corporate Vice President with the longest service as an officer of the university shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Corporate Vice President shall have authority, whether or not so acting, to sign, execute, acknowledge, and deliver on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, investment securities, security instruments, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the corporation's regular business or which shall be authorized by resolution or other action of the Board of Trustees; to negotiate for the purchase, sale, pledge, or other dealing in securities or other property of the corporation, real or personal, and to sell, transfer, warrant, encumber, assign, and convey the same (whether or not joined in any such act by any other officer); and shall perform such other duties and have such authority as from time to time may be assigned to him or her by the President or by the Board of Trustees.

Secretary.

The Secretary shall: (a) keep the minutes of Board and Executive Committee meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation, and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) attest, certify, execute, acknowledge, and deliver, on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, security instruments, contracts, leases, reports, resolutions, minutes, proceedings, and all other documents or instruments necessary or which shall be authorized by resolution of the Board of Trustees; and (e) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Trustees.

Treasurer.

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive, and give receipts of moneys due and payable to the corporation from any sources what-

soever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) have authority to negotiate for the purchase, sale, pledge, or other dealing in securities or other property of the corporation, real or personal, and to sell, transfer, warrant, encumber, assign, and convey the same (whether or not joined in any such act by any other officer); and in general perform all of the duties and exercise such other authority as from time to time may be delegated or assigned to him or her by the President or by the Board of Trustees.

Assistant Secretary.

In the absence of the Secretary, or in the event of the death, disqualification, or inability of such officer to act, the Assistant Secretary shall have all of the powers and perform all of the duties of such officer to the same extent as such other officer would be authorized to do; and shall perform such other duties and have such authority as from time to time may be assigned to him or her by the other officers or by the Board of Trustees.

Assistant Treasurer.

In the absence of the Treasurer, or in the event of the death, disqualification, or inability of such officer to act, the Assistant Treasurer shall have all of the powers and perform all of the duties of such officer to the same extent as such other officer would be authorized to do; and shall perform such other duties and have such authority as from time to time may be assigned to him or her by the other officers or by the Board of Trustees.

Limit on Powers.

Except as previously approved by the Board of Trustees as part of the corporation's annual budget or as otherwise previously approved by the Board of Trustees, no officer, employee or other agent of the corporation shall sign, execute, acknowledge or otherwise legally bind the corporation to any contract, commitment or other obligation requiring the corporation to spend more than \$1 million unless first approved by the Board of Trustees or its Executive Committee. This paragraph does not apply to purchases or sales of securities occurring as part of the management of the corporation's investment portfolio.

Limit on Dispositions of Certain Property.

Except as previously approved by the Board of Trustees as part of the corporation's annual budget or as otherwise previously approved by the Board of Trustees, no officer, employee or other agent of the corporation shall

sign, execute, acknowledge or otherwise legally bind the corporation to any contract, commitment or other obligation requiring the corporation to sell, transfer or otherwise alienate any real property or capital equipment with a value in excess of \$1 million (determined as the greater of fair market value or the depreciated value on the corporation's books) unless first approved by the Board of Trustees or its Executive Committee. This paragraph does not apply to purchases or sales of securities occurring as part of the management of the corporation's investment portfolio.

Section 5. Election of Acting or Interim President.

If the President dies, resigns, or becomes unable to discharge the duties of President and his ability to discharge said duties is expected to be indefinite, the Executive Committee shall promptly meet to discuss the election of an Acting or Interim President. Notwithstanding Article II, Section 8 of these Bylaws, the Executive Committee acting by the affirmative vote of the majority of a quorum shall have full power and authority to elect an Acting or Interim President at any such meeting but nothing in this Bylaw shall require the Executive Committee to elect an Acting or Interim President. At its discretion, the Executive Committee may confer either the title of Acting President or Interim President when electing a person pursuant to this Section 5.

If the Executive Committee elects an Acting or Interim President, he or she shall serve for an indefinite term expiring upon the earlier of the election of a permanent President pursuant to Article III, Section 2 of the Bylaws or other removal of the Acting or Interim President by the Board of Trustees or the Executive Committee. During his or her term in office, the Acting or Interim President shall have all the duties and powers of the President.

In the absence of an Acting or Interim President, the Corporate Vice President with the longest service as an officer of the university shall assume the duties of the President pursuant to Section 4 of this Article III until such time as the Board of Trustees elects a President pursuant to Article III, Section 2 of the Bylaws.

Section 6. Additional Board Designations.

The Board of Trustees may elect, appoint, or employ such other officers, agents, or employees as the Board in its discretion deems necessary to conduct the work of the corporation, and fix their duties, compensation, and expense allowance.

Article IV – Fiscal Year, Alienation, Resignations, Removals, Amendments

Section 1. Fiscal Year.

The fiscal year of the university shall commence on the first day of July in each academic year.

Section 2. Alienation.

Any sale, lease, mortgage, pledge, or other alienation of all, or substantially all, of the property and assets of the corporation shall require the affirmative vote of no fewer than two-thirds (2/3) of the Trustees holding office at the time of such proposed alienation. Transfer or encumbrance of specific properties or assets constituting less than substantially all of the total properties and assets of the corporation otherwise than in the ordinary course of corporate business may be authorized by a majority vote of the Board of Trustees or of the Executive Committee.

Section 3. Resignations, Absences, Removals.

A Trustee or other corporate officer may resign his or her office in the course of his or her term by tendering his or her resignation in writing to the Board of Trustees. A voting Trustee who shall have been absent from three consecutive regular meetings of the Board of Trustees without excuse deemed satisfactory by the Executive Committee shall thereby forfeit his or her office as Trustee for the unexpired balance of his or her term. A Trustee or other officer may be removed from office prior to the expiration of his or her term whenever, by resolution concurred in by at least two-thirds (2/3) of the Trustees then holding office, such removal shall be declared to be in the interests of the university or of the officer concerned. Whenever a Trusteeship or other office shall become vacant by reason of resignation, removal, or other cause, the Board of Trustees shall be convened with reasonable promptness to fill such vacancy.

Section 4. Trustees Emeriti.

The Board of Trustees, upon nomination of its Executive Committee, by majority vote of the members present at any regular or special meeting, may elect any retired or retiring Trustee, a Trustee Emeritus or Trustee Emerita for life. Trustees Emeriti do not retain the right to attend and participate in meetings of the Board.

Section 5. Amendments.

It shall require the affirmative vote of no fewer than two-thirds (2/3) of the Trustees holding office at the time of vote to adopt any proposed repeal, suspension, or amendment of these Bylaws.

Section 6. Effective Date.

The foregoing Bylaws and any amendments thereto, shall be in force from and after their adoption.

Article V – Indemnification

Section 1. Indemnification.

The university shall indemnify any officer or member of the Board of Trustees, or any person who may have served as such on behalf of Marquette University at its request or by its election to the fullest extent to which non-profit corporations are empowered to indemnify

such persons under Wisconsin law as it may, from time to time, be amended.

Section 2. Expenses Covered.

Indemnification shall include expenses actually incurred by the person in connection with the defense of any action, suit, or proceeding in which the person is made a party by reason of being or having been such officer or Board of Trustees member, except in relation to matters as to which the person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of a duty.

Section 3. Limitations.

The Board of Trustees shall have the authority to implement the provisions of this section and impose reasonable conditions upon the right to such indemnification. This section shall not be deemed to limit any power of the university or the Board of Trustees to provide any additional or other indemnity to any other person.

