

Academics at Jesuit Universities and Schools BYLAWS

THE NATURE AND PURPOSE OF THE ASSOCIATION

1. Name

The Association is incorporated as “Academics at Jesuit Universities and Schools” (hereafter referred to as the “Association”). It shall also be known by its acronym “AJUS.”

2. Incorporation

The Association is international, both in its membership and mission. However, for legal and financial purposes, the Association is incorporated as a nonprofit corporation in the State of Nebraska, governed by the laws of that State and the United States of America, as applicable.

3. Office

The principal administrative office of the Association shall be the same as that of the Executive Director. When no Executive Director has been appointed, the office shall be the same as that of the Secretary of the Board. The Board can relocate the Association’s Executive Directorate to an office other than those specified above by a simple majority. The Association may have additional administrative offices within or outside Nebraska.

The registered office of the Association required under the laws of the State of Nebraska to be maintained in the State of Nebraska, shall be in Omaha, Nebraska. It may be, but need not be, identical with the administrative office in the State of Nebraska.

4. Language

The working language of the Association is English. All formal documents from the Association shall be written in English.

5. Objective

The Association cooperates with the Society of Jesus in strengthening the faith-based identity and implementing the shared mission of the universities, colleges and other institutions of higher education that operate in the Catholic and Jesuit tradition. More specifically, the Association seeks to promote the:

- a. International cooperation among academics who work at Jesuit institutions of higher education or who are otherwise interested in and committed to the specific faith-based identity and mission of these institutions;
- b. Global exchange of experiences with and knowledge about Jesuit higher education;

- c. Formation of students around the world as men and women for and with others for the greater Glory of God;
- d. Development of international research projects that seek to find God in all things and the dissemination of new knowledge thus acquired;
- e. International cooperation among Jesuit institutions of higher education towards global peace, social justice, care for the marginalized in society, respect for human rights, and a sustainable environment.

Nothing herein shall be construed to give the Association any purpose that is not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

6. Formal Relationship to the Society of Jesus

In realizing its objective, the Association is guided by the Constitution, the documents of the General Congregations, and other authoritative documents of the Society of Jesus as they apply to the Society's ministry of higher education.

7. Non-Discrimination

By virtue of its objectives, the Association cooperates closely with the Society of Jesus. However, the Association is independent of the Society of Jesus, as well as independent of any nation, political party, corporation, business, or institutional church, and does not limit participation by nationality, race, ethnicity, religion, gender or sexual orientation.

8. Activities

The Association realizes its objective through a variety of activities, which include but are not limited to:

- a. Exchange of web based information about Jesuit higher education in general, the institutions of higher education that operate in the Catholic and Jesuit tradition, and the Association's own members;
- b. Establishment of interest groups, joint research projects, and faculty exchanges;
- c. (Co-)sponsorship of international conferences where attendees can present findings of scholarship that is motivated and informed by Jesuit ideals of higher education, learn about innovations at other Jesuit universities, and develop new cooperative ventures;
- d. Publication of conference proceedings, white papers, peer reviewed journals, and other scholarly materials that are motivated and informed by Jesuit ideals of higher education;
- e. Cooperation with the Society of Jesus, national associations of Jesuit institutions of higher education, and other entities, organizations and associations established to promote the ideals of Jesuit higher education.

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation of any country, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

THE MEMBERSHIP OF THE ASSOCIATION

9. Membership

The Association is a membership association. The membership shall be made up primarily of individual members, as reflected in the name of the Association. The Association can also elect to admit institutions as institutional members.

10. Individual Membership

In principle, the criteria for individual membership in the Association are limited to

- a. interest in the objective and activities of the Association;
- b. formal affiliation to an institution of higher education that operates in the Catholic Jesuit educational tradition; or member of Society of Jesus;
- c. submission of a completed application form; and
- d. continued payment of annual dues.

However, the Board reserves the right to refuse or cancel membership on grounds to be specified in writing. This decision by the Board can be appealed to the General Assembly. The decision of the General Assembly is final.

11. Associate Membership

Associate membership status shall be open to those individuals who are not affiliated with an institution of higher education that operates in the Catholic Jesuit educational tradition, and who are not members of the Society of Jesus, but who otherwise meet the membership criteria as specified in the Bylaws.

Associate members shall have all rights and benefits of individual members except for the right to vote or to be voted into office.

12. Institutional Membership

Membership in the Association shall not be open to institutions until the General Assembly of the Association votes in favor of opening the Association to institutional members.

Institutional membership shall then be open to universities, colleges and other institutions of higher education that operate in the Catholic and Jesuit tradition as well as any other schools, clinics, associations, societies, or corporations that are interested in the objectives of the Association and want to support the Association.

Institutional membership status is granted by the Board or its designee at the written request of the institution. If institutional membership is refused, the refusal by the Board can be appealed to the General Assembly which may reverse the Board's decision. The decision of the General Assembly is final.

13. Voting Rights

Individual members have the right to vote in the Association. Institutional members have the right to vote equivalent to the vote of a single individual member. Each member shall be entitled to one vote and the vote of each member shall be of equal weight.

Individual members can be elected to any Board office or other office in the Association, provided they meet all other criteria applicable for such office, as defined. Institutional members cannot be elected to any Board office or other office in the Association.

14. Membership Benefits

Benefits of individual, associate and institutional membership, other than voting rights, shall be determined by the Board and made known to interested individuals and institutions in writing. Any change in membership benefits shall immediately be communicated to all active members.

15. Renewal and Termination of Membership

Membership is automatically renewed whenever dues are received. Membership automatically ceases when the financial obligations of membership have not been fulfilled. Members shall receive timely notice of such financial obligations.

GENERAL ASSEMBLY

16. Composition of the General Assembly

The General Assembly shall consist of all individual, associate and institutional members of the Association.

17. General Assembly Functions

The functions of the General Assembly shall include:

- a. Determination of the basic policies of the Association, working schedule and budget for agreed periods.
- b. Election of the members of the Board and the Financial Review Committee.
- c. Review and approval of all reports of the Board or other organs submitted for approval.
- d. Appeals of decisions by the Board submitted to the General Assembly whenever the Bylaws allow for such an appeal.
- e. All matters not within the statutory powers of the Board as specified in these Bylaws.

18. Membership Participation

All members shall be entitled to be present and to speak at meetings of the General Assembly. Individual members shall be entitled to vote either through personal presence or through printed or electronic ballots. Voting by proxy or delegate shall not be allowed for individual members. Institutional members can vote through a single delegate or through a single printed or electronic ballot.

19. Simple Majority

Except for removal of Board Directors or amendments of these Bylaws, all decisions and elections at Business Meetings of the General Assembly shall be determined by simple majority vote of the voting members present and represented by ballot. In case of a tie, the President's vote is decisive.

Unless specified otherwise in these Bylaws, decisions of the General Assembly shall be valid if at least 10% of the members of the Association partake in the vote, either in person, by delegate (in case of Institutional Members), or electronically.

20. Ordinary Business Meetings

The General Assembly shall meet at least bi-annually but when feasible annually to address all relevant business of the Association. In general, this meeting shall be held in conjunction with an international conference of the Association. The following business shall be transacted at an ordinary meeting of the General Assembly:

- a. Review and approval of all reports from the Board, including financial reports, as well as reports from the Financial Review Committee or any other audits;
- b. Ratification, if necessary, of decisions taken by the Board, including recommendations with regard to annual membership dues and with regard to the place and date of future international congresses.
- c. Election of Directors of the Board, the members of the Financial Review Committee and of officers of other organs, as determined by these Bylaws.

21. Extra-Ordinary Business Meetings

Extraordinary business meetings of the General Assembly shall be convened if not less than two-thirds of the Directors of the Board or 25% of the members of the Association so request. Such meetings shall be legal if attended by a minimum of 25% of the members, including a majority of the Directors of the Board, or if attended by at least 40% of members of the Association.

22. Urgent Decisions

In the event that one or more specific issues within the statutory power of the General Assembly must be decided upon urgently, the Board is entitled to arrange for a vote by the General Assembly on these issues through postal or electronic ballot.

23. Notice of Business Meetings

Notice of all General Assembly Business Meetings with date and place, as determined by the Board, shall be sent to each member at least three months in advance by postal or electronic mail. The agenda for the meeting shall be sent to each member at least one month in advance by postal or electronic mail. Reports of the Board, financial accounts and all other information relevant to the agenda shall be included in this mailing, as well as official ballot forms when appropriate.

24. Determination of the Agenda of the Business Meeting

The agenda for of the General Assembly Business Meeting, setting out the items to be discussed, propositions to be considered, and offices to be elected, shall be determined by the Board or its delegate. Members may submit to the Board items or propositions for the agenda no later than two months prior to the meeting. The Board decides upon inclusion of such items. Similar submissions may be condensed into one item on the agenda. If a submission for inclusion of additional agenda items or propositions is seconded by no less than 5% of the members of Association and if the submission and the signatures of the required number of members arrives no later than two weeks in advance of the date of the scheduled meeting, the items and/or propositions must be added by the Board to the agenda.

THE BOARD OF DIRECTORS

25. Board Composition

The Board of the Association in principle shall have an even number of elected Directors with a minimum of 6 and maximum of 14, which shall include the offices of President, Vice President, Secretary, and Treasurer. In addition, the Secretary for Higher Education of the Society of Jesus or his delegate shall be an ex officio Board Director with full voting rights. The Executive Director of the Association shall be an ex officio Board Director without voting rights, unless the function of Executive Director is held by an elected Board Director, in which case this individual shall have a single vote of equal weight.

26. Qualifications

Except for ex officio Board Directors, Directors of the Board shall:

- a. be individual members of the Association; associate and institutional members cannot be elected to the Board; and
- b. have been a member of the Association for no less than two consecutive years, except for Founding Board Directors or candidates for Board membership during the first two years of the Association's existence; and
- c. express both willingness and ability to effectively fulfill the tasks assigned to the Board, particularly for the offices of President, Vice President, Secretary, and Treasurer; and
- d. have access to email and the internet.

27. Election of Board Directors

Candidates for Directorship on the Board shall be proposed by the Board to the General Assembly. Nominations and self-nominations shall be forwarded to the Board no later than two months prior to the next business meeting of the General Assembly. The Board decides whether to propose the nominee as candidate to the General Assembly for election. All officers of the Board shall be elected by the General Assembly at its business meeting.

28. Terms

All Directors shall serve in staggered terms of three years, unless specified otherwise by these Bylaws. All Directors can be re-elected for up to two consecutive terms. Upon serving for a

continuous period of six years (or eight years for Founding Board Directors), Directors cannot be re-elected to the Board, except after a period of two or more years of absence from the Board.

The aforementioned term limit of six years does not apply if Board Directors during or at the end of their first or second term are elected or appointed to one of the offices listed in sections 37 through 40, in which case they can serve a maximum of 9 years.

29. Founding Board

Equal numbers of Founding Board Directors shall serve staggered initial terms of 2, 3 or 4 years. The Founding Secretary and one-third of the at-large Directors shall serve an initial term of 2 years. The Founding Vice-President and one-third of the at-large Directors shall serve an initial term of 3 years. The Founding President and Founding Treasurer and one-third of the at-large Directors shall serve an initial term of 4 years.

30. Board Vacancies

If Board Directors are unable to complete their term, the directorship shall remain unfilled until the next General Assembly Business Meeting. Should the President be unable to complete the term of office, the Vice-President shall immediately succeed to this office, serving as President for the remainder of the term of the vacating President. Should the Vice-President, Secretary or Treasurer be unable to complete his term of office, the Board shall appoint another Board Director to these offices for the remainder of the term of the vacating Director.

31. Election by Ballots

In exceptional circumstances, the Board may use the ballot system to realize an election by the members of the Association of new Board Directors.

32. Removal from the Board

Directors can be removed from the Board by a two-thirds majority of the Board or of the General Assembly. If a two-thirds majority of the Board elects to remove a Board Director, this Board Director can appeal this decision to the General Assembly. The vote of the General Assembly is final. A vote to remove a Director from the Board can be called by a two-thirds majority of the Board or by 25% of the members.

33. Functions of the Board

The affairs of the Association are to be managed by its Board. The Board shall:

- a. determine, organize and undertake the activities which the Association is to conduct from time to time;
- b. decide membership attributes and privileges and other such membership issues as described elsewhere in these Bylaws;
- c. prepare the meetings of the General Assembly, execute the decisions of and report to the General Assembly;

- d. determine and execute policies concerning the operation of the Association, manage the Association's finances, undertake fund raising activities, and assume responsibility for the lease, sale or purchase of real property;
- e. annually determine the maximum amount for single expenditures which the Executive Director is authorized to make without the preapproval of the Treasurer.
- f. perform such other matters and conduct such other activities as are routinely delegated to the board of non-profit associations in the State of Nebraska, subject to the approval of the General Assembly where specified in these Bylaws

Notwithstanding the above, the Board may not cause the Association to do anything in violation of applicable laws, its Articles of Incorporation or these Bylaws.

34. Board Meetings

The Board shall be summoned by the President at least twice a year for a meeting. Meetings by telephone conference call or electronic media shall be valid meetings.

35. Board Decisions

All matters within the powers of the Board shall be decided by a simple majority of all Directors present in person or partaking in the vote via telephone or electronic media. If appropriate, the voting process shall be confidential. Decisions by vote shall be valid if at least 50% of the Board Directors partake in the vote, either in person or electronically. Each Director shall be entitled to one (1) vote. In case of a tie, the President's vote shall be decisive.

36. Conflicts of Interest

Whenever a Board Director has a conflict of interest or is perceived by a majority of Board Directors to have such a conflict, the Director shall excuse himself or herself from deliberation and voting on the matter concerned. The excused Director shall still be counted towards the quorum as set forth in section 35.

If the conflict is of a financial nature, the articles in these Bylaws pertaining to such conflicts apply (specifically §50).

37. Office of President

The President shall have the following functions:

- a. Lead the Association in all matters unless otherwise specified by these Bylaws;
- b. Preside at all meetings of the General Assembly and the Board. In the absence of the President the chair shall be taken by the Vice-President or the Secretary or the Treasurer.
- c. Represent the Association in all formal communications, agreements, contracts or transactions of the Association, except if such authority is granted to another Director or member by these Bylaws or by a resolution of the Board of Directors.
- d. Can create committees and appoint members to these committees, unless specified otherwise in these Bylaws.

38. Office of Vice-President

The Vice-President shall assume the functions assigned to the President whenever the latter is unable to fulfill said functions or desires to delegate said functions.

39. The Secretary

The Secretary shall be responsible for:

- a. the preparation, coordination, record keeping, and archiving of all business meetings of the General Assembly and the Board;
- b. the membership administration and maintenance of an electronic database of all members;
- c. the coordination of all activities of the Association, specifically all international congresses, publications, and web based communication, and any other activities arranged in the name or under the sponsorship of Association;
- d. the preparation of an annual report about the membership and the activities of the Association for review and approval by the General Assembly. Upon approval, the Secretary shall communicate this report to the members.

40. The Treasurer

The Treasurer shall:

- a. have custody of all moneys and other property, grants and assets of Association;
- b. be responsible for the collection of the annual dues from all individual members, associate members, and institutional members;
- c. actively invite gifts and other donations to the cause of the Association and assist in the procurement of grants;
- d. record in proper books of accounts all assets, goods and monies received and expended;
- e. provide access to and explanations about all accounts, books and other financial documents to the Financial Review Committee charged with the annual review of the Association's finances;
- f. prepare annual statements of accounts and balance sheets for approval by the General Assembly.

EXECUTIVE DIRECTORATE

41. Executive Director

As the activities of the Association necessitate and the financial resources of the Association allow, the Board shall be assisted in its administration of the Association by an Executive Director.

42. Appointment and Reimbursement of the Executive Director

The Executive Director shall be appointed by the Board and provided a reasonable compensation directly via the Association's Treasurer, or indirectly via his/her employer, for his/her work on

behalf of the Association. The Board shall approve the compensation of the Executive Director, in accordance with the Conflicts of Interest provision in these Bylaws (specifically §50)

43. Functions

The Executive Director shall, among other tasks assigned by the Board,

- a. serve on the Board as set forth in section 25;
- b. assist the President, Vice-President, Secretary, and Treasurer in the administration of the Association;
- c. be the primary contact for all communications between the Association and its members, between the Association and the Board, as well as between the Association and third parties;
- d. maintain the archive of the Association.

FINANCES

44. Not-For-Profit

The Association is a public benefit corporation within the meaning of Section 21-19,177 of the Nebraska Nonprofit Corporation Act, as amended. In furtherance of, and not in limitation of, the purposes set forth herein, the Association may exercise any, all, and every lawful power of a corporation organized under the Act.

It is organized exclusively and is to be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

45. Income and Loans

The income of the Association shall be formed by annual dues, gifts, donations grants, legacies, subscriptions from members and the sale of publications of the Association, and other forms of income that are consistent with applicable laws, the Articles of Incorporation, and these Bylaws.

No loans or other debts may be contracted on behalf of the Association and no evidence of indebtedness may be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

The Association shall not make any loans to any Board Director or any individual, associate, or institutional member of the Association.

46. Annual Dues

The General Assembly shall decide on adjustment of annual membership due rates.

47. Operating Budget

The Treasurer, in close cooperation with the Executive Director if such an officer has been appointed, shall submit an annual budget for the operations of the Association and of the

Executive Directorate of the Association. The Board shall approve this budget.

48. Reimbursement of Expenses Incurred by Board Directors or other Individuals Acting on behalf of the Association

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any of the Association's directors, members, or other private persons.

Board Directors, except for the Executive Director as set forth in section 42, shall not be compensated for services rendered to the Association when performed in their capacity as Board Director.

However, the Association shall be authorized and empowered to reimburse Board Directors acting on behalf of the Association for services rendered to the Association in a capacity other than as Board Director, within the limits set forth in section 50 and to the extent that the Association's assets allow. The Association shall also be authorized and empowered to reimburse Board Directors and other individuals acting on behalf of the Association for reasonable expenses such as administrative costs and economy rate travel, when these expenses are incurred for work on behalf of the Association and to the extent that the Association's assets allow.

The individual having incurred such costs shall request such reimbursement in writing and provide evidence of services rendered and/or receipts of expenses incurred. For any reimbursement to the Treasurer him/herself, the Treasurer shall obtain the approval of one of the Officers named in sections 37 through 39.

49. Expenditures by the Executive Director

For any significant expenditures, the limit of which shall be determined annually by the Board, the Executive Director shall obtain the preapproval of the Treasurer.

50. Financial Conflicts of Interest

The Association shall guard against any conflicts of interest that impact its affairs unduly. Specific guidelines to address potential conflicts of interest, are contained in sections 36, 42, 45, 48, 49, 51 and in this section.

Only disinterested Board Directors shall review and decide on issues involving a potential conflict of interest. Any Board Director or member of a committee with Board-delegated powers who has a direct or indirect financial interest in proposed transactions or arrangements shall disclose this interest to the Board of Directors and shall be excused from any subsequent discussions or votes about these transactions or arrangements.

If the Board concludes that a conflict of interest does indeed exist, it shall strive to attain a reasonable alternative transaction or arrangement that does not give rise to the conflict of interest.

If such alternative cannot reasonably or justly be attained, the Board may proceed with the proposed transaction or arrangement notwithstanding the conflict of interest. The Board shall report and justify its decision to the General Assembly during the next General Assembly Business Meeting.

The Board shall provide each Director, Officer and member of a Committee with Board delegated powers, upon assuming such function in the Association, with a copy of the Association's Bylaws, containing the Associations guidelines on conflict of interests, and obtain from said member written confirmation of his/her willingness to abide by these guidelines.

51. Financial Review Committee

The Association shall have a standing Financial Review Committee of at least three members of recognized standing in the Association who are not members of the Board and who are elected by the General Assembly for staggered terms of three years.

The Financial Review Committee shall:

- a. annually review Association accounts, transactions and financial policies and report its findings to the General Assembly during its Business Meeting, or, in years that no such meeting is held, directly to the Association's membership.
- b. specifically consider in its annual reviews whether the Association is operating in a manner consistent with its charitable purposes and not engaging in activities that could jeopardize its status as an organization exempt from federal income tax.

52. Indemnification

The Association shall, to the fullest extent permitted by the laws of the State of Nebraska, indemnify any person who was, or is, a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the Association), by reason of the fact that he or she is or was a director, officer, delegate, or employee of the Association, provided this person:

- a. conducted himself or herself in good faith; and
- b. reasonably believed that his or her conduct, while in official capacity with the Association, was in the Association's best interests, and in all other cases at least not opposed to its best interests; and
- c. in the case of any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Any such indemnification shall cover expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding.

The Association shall respond to all instances where indemnification applies in a manner that is consistent with the Nebraska Nonprofit Corporation Act, as amended.

53. Fiscal Year

The fiscal year of the Association will be equal to the calendar year.

MISCELLANEOUS

54. Headings

In interpreting these Bylaws, the headings of the articles shall not be controlling.

CHANGES IN THESE BYLAWS

55. Policies

In addition to these Bylaws, further regulations deemed necessary for the functions of General Assembly, the Board and any other organs of the Association, may be provided for in policies, subject to the approval of the General Assembly.

56. Amendments of the Bylaws

Amendments of the Bylaws require a simple majority of the voting members present at the General Assembly Business Meeting.

57. Dissolution of the Association

The duration of the Association is perpetual until it is dissolved by the General Assembly. The dissolution of Association shall require a two-third majority vote by the General Assembly.

Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Association, distribute all the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Association is then located, exclusively for such purposes, or to such organization or organizations as such court shall determine that are organized and operated exclusively for such purposes.

58. Effective Date

These Bylaws shall be effective as of the date of their adoption.

Adopted: January 2, 2014