

1 BY-LAWS OF WEBSTER UNIVERSITY

2  
3 PREAMBLE

4 Webster University, founded in St. Louis, Missouri in 1915 as  
5 Loretto College, becoming known as Webster College in 1924 and as  
6 Webster University in 1983, is an independent, non-denominational  
7 university chartered as a nonprofit corporation under the laws of the State  
8 of Missouri.

9 The purposes for which the corporation is organized are to  
10 establish, operate and maintain a university with undergraduate and  
11 graduate programs and other desirable educational units which foster a  
12 community of learning shared in by both faculty and students. Supportive  
13 of the fundamental values inherent in its ethical and intellectual heritage,  
14 Webster University shall encourage a spirit of inquiry utilizing the  
15 intellectual, moral and ethical insights of persons from all fields of  
16 knowledge and from various religions, thereby enabling the university to  
17 be ecumenical in spirit and to develop individuals able to make a  
18 constructive contribution in a dynamic, complex world. The programs of  
19 the university shall be open to all qualified students irrespective of gender,  
20 race, religion, nationality or ethnic origin. The assets of the university  
21 shall be devoted to the aforementioned educational purposes and  
22 objectives.

23  
24  
25  
26  
27

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27

ARTICLE I

OFFICES

The principal office of the Corporation shall be located in Saint Louis County, Missouri.

ARTICLE II

BOARD OF TRUSTEES

Section 1. General Powers. The management and the control of the affairs, business and property of the Corporation shall be vested in and exercised by the Board of Trustees (sometimes referred to herein as the “Board”), which shall have and may exercise all the powers and authority necessary or expedient for the conduct and operation of the Corporation, including the establishment of educational policies upon the recommendation of the President.

Section 2. Number. There shall be not less than 15 nor more than 45 members of the Board, in addition to emeritus, life trustee, honorary trustee and ex officio members. The President, Executive Vice President, Treasurer and Secretary of the Corporation and the President of the Alumni Association shall be members ex officio. Ex officio members may attend, participate in and vote at meetings of the Board.

Section 3. Term. Trustees shall be elected for a staggered terms of three years.

Section 4. Election of Trustees. Upon recommendation by the Governance and the Executive Committees, Trustees shall be elected at any regular or special meeting of the Board by an affirmative vote of a majority of the Trustees present at which a quorum is present except as may be provided in Section 5 below. New Trustees begin their term of

1 office at the Fall meeting of the Board or the Board meeting following  
2 their election.

3 Section 5. Vacancies. Vacancies occurring in the Board by reason  
4 of death, removal, resignation or otherwise may be filled at any regular or  
5 special meeting of the Board. An affirmative vote of a majority of the  
6 Trustees present at a Board meeting at which a quorum is present shall be  
7 required for election. A Trustee elected to fill a vacancy shall be elected  
8 for the unexpired term of his or her predecessor in office.

9 Section 6. Rotation. Trustees may succeed themselves in office  
10 provided, however, that if a Trustee has served for three consecutive  
11 terms (excluding any partial term) he or she shall be ineligible for re-  
12 election until one year has elapsed after the end of his or her third term.  
13 The foregoing notwithstanding, any Trustee who has completed his or her  
14 third term and who is serving as Chairman or Vice Chairman may be  
15 elected to not more than three consecutive one year terms as a Trustee  
16 during such service as an officer.

17 Section 7. Regular Meetings. The Board shall have a  
18 minimum of three regular meetings each year. The Board may provide by  
19 resolution the time and place, either within or without the State of  
20 Missouri, for the holding of said three regular meetings and of additional  
21 regular meetings without other notice than such resolution. Such  
22 resolutions shall be set forth in the meeting minutes sent to each Trustee.

23 Section 8. Special Meetings. Special meetings of the Board may  
24 be called by or at the request of the President, the Chairman, or any ten  
25 Trustees. The person or persons authorized to call special meetings of the  
26 Board may fix any place, either within or without the State of Missouri, as  
27 the place for holding any special meeting of the Board called by them.

1           Section 9. Notice. Notice of any special meeting of the Board  
2 shall be given at least seven days prior thereto by written notice delivered  
3 personally or sent by mail, fax, electronic mail or telegram to each Trustee  
4 at his or her address as shown by the records of the Corporation. If  
5 mailed, such notice shall be deemed to be delivered when deposited,  
6 postage prepaid, in the United States mail in a sealed envelope so  
7 addressed. If by fax or electronic mail, such notice shall be deemed to be  
8 delivered when transmitted. If by telegram, such notice shall be deemed  
9 to be delivered when the telegram is delivered to the telegraph company.  
10 A Trustee may waive notice of any meeting. The attendance of a Trustee  
11 at any meeting shall constitute a waiver of notice of such meeting, except  
12 where a Trustee attends a meeting for the express purpose of objecting to  
13 the transaction of any business because the meeting is not lawfully called  
14 or convened. Neither the business to be transacted, nor the purpose of,  
15 any regular or special meeting of the Board need be specified in the notice  
16 or waiver of notice of such meeting unless specifically required by law or  
17 by these by-laws.

18           Section 10. Quorum. One-third of the voting members of the  
19 Board shall constitute a quorum for the transaction of business at any  
20 meeting of the Board.

21           Section 11. Manner of Acting. The act of a majority of the  
22 Trustees present at a meeting at which a quorum is present shall be the act  
23 of the Board, unless the act of a greater number is required by law or by  
24 these by-laws.

25           Section 12. Acting Without a Meeting. Any action required by law  
26 or permitted to be taken at a meeting of the Board or any committee may  
27 be taken without a meeting if a consent in writing, setting forth the action

1 taken, shall be signed by all the members of the Board or of the  
2 committee, as the case may be.

3 Section 13. Compensation. Trustees shall not receive  
4 compensation for their services as such. The Board shall have the power  
5 to fix the compensation of the President and all other officers of the  
6 Corporation.

7 Section 14. Trustees Designations. At any regular or special  
8 meeting of the Board at which a quorum is present, upon motion and  
9 subsequent affirmative vote of a majority of the Trustees present and  
10 entitled to vote at such a meeting, the Board may elect any individual to  
11 the position of Emeritus Trustee, Life Trustee or Honorary Trustee.

12 a. Emeritus Trustee. Trustee Emeritus status is bestowed on  
13 those Trustees who retire from the Board having served the  
14 Maximum number of three (3) terms and whom the Board  
15 deems worthy of such designation. Trustees Emeritus shall  
16 receive notice of and participate in but may not vote at  
17 meetings of the Board and they shall not be considered for  
18 the purpose of determining whether a quorum is present.  
19 The Executive Committee shall nominate to the Board  
20 individuals to receive the Emeritus Trustee status.

21 b. Life Trustee. Life Trustee status is bestowed on those  
22 Trustees who retire from the Board having served the  
23 maximum number of three (3) terms and whom the Board  
24 deems worthy of such designation by virtue of their  
25 extraordinary past performance and/or contribution to the  
26 University. Life Trustees shall receive notice of and fully  
27 participate in all meetings of the Board and they shall be

1 considered for the purpose of determining whether a quorum  
2 is present. The Board of Trustees may elect Life Trustees to  
3 serve on Board committees or task forces with voice and  
4 vote. Life Trustees shall be invited to the Board's annual  
5 honors dinner and other events of the University. The  
6 Executive Committee shall nominate to the Board  
7 individuals to receive the Life Trustee status. The Board  
8 shall have no more than five (5) Life Trustees at any given  
9 time.

10 c. Honorary Trustee. The Webster University Board of  
11 Trustees, upon recommendation of the Governance and  
12 Executive Committees, may designate a former Trustee  
13 who has contributed significant service to the University as  
14 an Honorary Trustee. Honorary Trustees shall have the right  
15 to attend all meetings of the Board, participate in discussions,  
16 and serve on committees with all rights of committee  
17 members. Honorary Trustees shall not have voting rights and  
18 shall not be counted in determining a quorum for the Board.  
19 The Board may accord this honor for a specific period of  
20 time with renewal dependent upon evidence of continued  
21 interest and service.

## 22 23 ARTICLE III

### 24 OFFICERS

25 Section 1. Officers. The officers of the Corporation shall be a  
26 Chairman of the Board, one or more Vice Chairmen, a President, an  
27 Executive Vice President, one or more Vice Presidents, a Secretary, a

1 Treasurer, and such other officers as may be elected or appointed in  
2 accordance with the provisions of this Article. The Board may create  
3 such other officer and assistant officer positions as it shall deem desirable,  
4 the holders of such offices to have the authority and perform the duties  
5 prescribed by the Board. Any two or more offices may be held by the  
6 same person except the offices of President and Secretary. The Chairman  
7 and Vice Chairman of the Board shall be elected by the Board from  
8 among the Trustees; the President shall be elected by the Board; the other  
9 officers shall be appointed by the President subject to confirmation by the  
10 Board.

11 Section 2. Election and Term of Office. The officers of the  
12 Corporation shall be elected or confirmed, as appropriate, annually at the  
13 regular spring meeting of the Board. If the election of officers shall not  
14 be held at such meeting such election shall be held as soon as convenient  
15 thereafter. Each officer shall hold office until his or her successor shall  
16 have been duly elected and qualified. Vacancies shall be filled in the  
17 manner specified in Section 1, with the requisite Board action to occur at  
18 any meeting in the discretion of the Board.

19 Section 3. Removal. Any officer whether elected or appointed by  
20 the Board may be removed by the Board whenever in its judgment the  
21 best interests of the Corporation shall be served thereby.

22 Section 4. Chairman and Vice Chairmen of the Board of Trustees.  
23 The Chairman of the Board shall preside at all meetings of the Board.  
24 The Chairman shall act in an advisory capacity with respect to matters of  
25 policy and other matters of importance pertaining to the affairs of the  
26 Corporation and shall also perform such other duties as may be assigned  
27 to him by the Board. A Vice Chairman, designated by the Executive

1 Committee, shall perform the duties of the Chairman in his or her absence  
2 or inability to perform the duties of office. The Vice Chairmen shall  
3 perform such other duties as may be assigned to them by the Board.

4 Section 5. President. The President shall be the principal executive  
5 officer of the Corporation and shall have general and active management  
6 of the affairs of the Corporation. The President may sign and deliver on  
7 behalf of the Corporation any contract or other instrument which the  
8 Board has authorized to be executed, except in cases where the signing  
9 and execution thereof shall be expressly delegated by the Board or by  
10 these by-laws or by statute to some other officer or agent of the  
11 Corporation, and in general the President shall perform all duties as may  
12 from time to time be prescribed by the Board. Such duties shall include  
13 but not be limited to the following:

- 14 a. Be responsible for the direct administration of the  
15 Corporation and the execution of all institutional policies  
16 connected therewith as delegated to the President by the  
17 Board;
- 18 b. Serve as liaison officer between the Corporation and the  
19 Board and be responsible only to the Board for the  
20 administration of the Corporation in all its respects;
- 21 c. In general, perform all duties which are customarily  
22 performed by the principal executive officer of a university.

23 Section 6. Vice Presidents. In the absence of the President or in  
24 the event of the President's disability, the Executive Vice President shall  
25 perform the duties of the President, and when so acting he or she shall  
26 have the powers of the President. In the absence of the Executive Vice  
27 President, or in the event of the Executive Vice President's inability to

1 serve as Acting President, administrators at the vice president level (in the  
2 order designated by the President) shall perform the duties of the  
3 President, and when so acting shall have the powers of the President.  
4 Those administrators at the vice president level shall perform such other  
5 duties as may from time to time be assigned by the President or by the  
6 Board.

7 Section 7. Treasurer. The Treasurer shall have charge and custody  
8 of and be responsible for all funds and securities of the Corporation;  
9 receive and give receipts for monies due and payable to the Corporation  
10 from any source whatsoever and deposit all such monies in the name of  
11 the Corporation in such banks, trust companies or other depositories as  
12 shall be selected in accordance with Article VI of these by-laws; and in  
13 general perform all the duties as from time to time may be assigned by the  
14 President or by the Board. As required by the Board, the Treasurer shall  
15 give a bond for the faithful discharge of his or her duties in such sum and  
16 with such surety or sureties as the Board shall determine.

17 Section 8. Secretary. The Secretary shall keep the minutes of the  
18 Board; see that all notices are duly given in accordance with the  
19 provisions of the by-laws or as required by law; be custodian of the  
20 corporate records and of the seal of the Corporation; and in general  
21 perform all duties incident to the office of Secretary and such other duties  
22 as from time to time may be assigned by the President or by the Board.

23 Section 9. Delegation. In case of the absence of any officer of the  
24 Corporation, or for any other reason that the Board may deem sufficient,  
25 the Board may delegate, for a period of time to be specified, any or all  
26 powers or duties of the absent officer to any other officer or to any  
27 employee.

1 ARTICLE IV

2 COMMITTEES

3 Section 1. Executive Committee. The Board shall appoint at its  
4 spring meeting an Executive Committee to be composed of not less than 5  
5 Board members, including the Chairman and the President of the  
6 Corporation who shall be members ex officio with voting powers. Such  
7 Committee shall serve until the next spring Board meeting. A quorum of  
8 the Executive Committee shall consist of a majority of the whole  
9 committee, and the act of a majority of the members present at a meeting  
10 at which a quorum is present shall be the act of the Committee. The  
11 Secretary of the Corporation shall act as secretary of the Committee and  
12 shall keep regular minutes of its meetings and shall regularly report its  
13 activities to the Board. The Executive Committee shall be subordinate  
14 and responsible to the Board. In the interim between the meetings of the  
15 Board, the Executive Committee shall exercise the powers of the Board;  
16 provided, however, that such Committee shall have no such authority,  
17 except when specifically granted by the Board, to approve or authorize  
18 amendments to the Articles or by-laws or other major changes in the  
19 organization of the Corporation; to create any debt encumbering any  
20 property of the Corporation; to remove officers; to select recipients of  
21 honorary degrees; to grant diplomas; to approve budgets; or to act on  
22 matters as regards which other specific directions are given by the Board.

23 Section 2. Additional Committees. The Chairman may, with the  
24 concurrence of the Board, designate and appoint additional committees,  
25 each of which shall consist of two or more Trustees, which committees  
26 shall have and exercise such duties and authority as the Board shall  
27 specify. A majority of the whole committee shall constitute a quorum and

1 the act of a majority of the members present at a meeting at which a  
2 quorum is present shall be the act of the committee. Each committee shall  
3 keep regular minutes of its meetings and shall regularly report its  
4 activities to the Board.

5 Section 3. Vacancies. Vacancies in the membership of any  
6 committee may be filled by appointments made in the same manner as  
7 prescribed in the case of the original appointments.

## 8 9 ARTICLE V

### 10 DEGREES

11 Section 1. Diplomas. Diplomas shall be granted by the Board  
12 upon the recommendation of the appropriate school or other division of  
13 the Corporation.

14 Section 2. Honorary Degrees. Honorary degrees may be conferred  
15 on such persons as the Board shall deem worthy of such distinction.

## 16 17 ARTICLE VI

### 18 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

19 Section 1. Contracts. The Board may authorize any officer or  
20 officers, agent or agents of the Corporation, in addition to the officers so  
21 authorized by these by-laws, to enter into any contract or execute and  
22 deliver any instrument in the name of and on behalf of the Corporation.  
23 Such authority may be general or confined to specific instances.

24 Section 2. Checks. Drafts. etc. All checks, drafts or orders for the  
25 payments of money, notes or other evidences of indebtedness issued in the  
26 name of the Corporation, shall be signed by such officer or officers, agent  
27 or agents of the Corporation and in such manner as shall from time to time

1 be determined by resolution of the Board. In the absence of such  
2 determination by the Board, such instruments shall be signed by the  
3 Treasurer or an Assistant Treasurer and countersigned by the President or  
4 an Executive Vice President, the signature of any such officer or person  
5 may, to the extent authorized by the Board, be a facsimile.

6 Section 3. Deposits. The funds of the Corporation shall be  
7 deposited from time to time to the credit of the Corporation in such banks,  
8 trust companies or depositories as the Board may select. The Board may  
9 delegate to such banks, trust companies or other depositories such  
10 authority for investment and reinvestment of the Corporation's funds as  
11 the Board deems appropriate.

## 12 13 ARTICLE VII

### 14 BOOKS AND RECORDS

15 The Corporation shall keep correct and complete books and records  
16 of account and minutes of the proceedings of the Board and the  
17 committees of the Board.

## 18 19 ARTICLE VIII

### 20 FISCAL YEAR

21 The fiscal year of the Corporation shall begin on the first day of  
22 June and end on the last day of May in each year.

23  
24  
25  
26  
27

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26

ARTICLE IX

GIFTS

The Board may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes, or for any special purpose, of the Corporation.

ARTICLE X

SEAL

The seal of the corporation shall be in the form adopted by the Board. An impression of said seal is hereto affixed and impressed.

ARTICLE XI

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Missouri Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

AMENDMENTS TO BY-LAWS

The by-laws of the Corporation may be altered, amended or repealed and new by-laws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting of the Board at which a quorum is present if at least seven days' written notice is given to

1 each Trustee of intention to alter, amend or repeal or to adopt new by-  
2 laws at such meeting.

### 4 ARTICLE XIII

#### 5 INDEMNIFICATION OF OFFICERS AND TRUSTEES AGAINST 6 LIABILITIES AND EXPENSES IN ACTIONS

7 To the fullest extent permitted by law, each Trustee or officer, or  
8 former Trustee (or director) or officer, of this Corporation, and his or her  
9 legal representatives, shall be indemnified by this Corporation against  
10 liabilities, expenses, counsel fees and costs reasonably incurred by such  
11 person in connection with, or arising out of, any action, suit, proceeding  
12 or claim in which he or she is made a party by reason of his or her being  
13 or having been such Trustee, director or officer. Any person who at the  
14 request of this Corporation served as a trustee, director or officer of  
15 another corporation in which this Corporation owned corporate stock, and  
16 his or her legal representatives, shall in like manner be indemnified by  
17 this Corporation. The rights to indemnification herein provided shall not  
18 be exclusive of any other rights (including, without limitation, rights set  
19 forth in the Articles of Incorporation) to which such Trustee or officer  
20 may be lawfully entitled.

### 22 ARTICLE XIV

#### 23 CONFLICT OF INTEREST POLICY

24 Every member of the Board of Trustees, administrator, faculty  
25 member and employee of Webster University owes a duty to act with  
26 integrity, loyalty and in good faith in any matter involving the University

1 and, except as expressly permitted herein, to refrain from engaging in a  
2 conflict of interest transaction with the University.

3 Two examples of conflict of interest transactions are: (i) a person  
4 has a conflict of interest if he or she seeks or obtains from the University  
5 anything of more than nominal value that would not be available in the  
6 absence of the person's relationship to the University, except in a case of  
7 compensation to a staff member paid or payable in exchange for services  
8 of reasonably equivalent value; and (ii) a person has a conflict of interest  
9 if as a result of his or her relationship to the University he or she uses or  
10 benefits in any material respect from the property, records, services, name  
11 or endorsement of the University, or information gained or acquired  
12 through such relationship.

13 The above examples are intended to be illustrative only, and not  
14 exhaustive.

15 Notwithstanding the foregoing, a conflict of interest transaction  
16 may be entered into if approved or ratified by the Board or Executive  
17 Committee, provided (i) the material facts of the transaction and the  
18 person's interest are disclosed and known to the Board or Executive  
19 Committee in advance of approval or ratification; and, (ii) the Board or  
20 Executive Committee approving the transaction in good faith, reasonably  
21 believes the transaction is in the best interest of the University.

22 A conflict of interest disclosure statement in the form adopted by  
23 the Board shall be submitted annually by each Trustee. In addition, senior  
24 level members of the administration and others as designated by the  
25 Board or by the President shall also submit such statement annually. All  
26 of such statements shall be reviewed by the Board or Executive  
27 Committee.

1  
2  
3  
4  
5  
6  
7  
8

Restated By-Laws, dated October 7, 2004.

A handwritten signature in black ink, reading "Karen M. Luebbert". The signature is written in a cursive style with a large, prominent initial "K".

Karen M. Luebbert, Secretary

---