BYLAWS

OF

MERCY UNIVERSITY

DOBBS FERRY, NEW YORK

As revised August 27, 2026

ARTICLE I

NAME AND PURPOSE

Section 1 – Name. The legal name of the corporation is Mercy University (the "University").

Section 2 – Purpose. The purpose of the University is set forth in the Absolute Charter of Mercy University, as amended.

ARTICLE II

BOARD

Section 1 – Power and Authority. The Board of Trustees of the University (the "Board") shall have and exercise those broad plenary powers prescribed by law, subject to the provisions of the rules of the Regents of the University of the State of New York, the regulations of the Commissioner of Education and the provisions of the Charter of Mercy University. Except as otherwise expressly provided by the Charter, these Bylaws, or applicable law, the Board shall have ultimate authority over the affairs, governance, policies, procedures, and operations of the University.

Section 2 - Duties. The Board shall have the authority to carry out all lawful functions which are permitted by these bylaws ("Bylaws"). This authority, in consultation with the president, shall include but shall not be limited to these illustrative functions:

a. Determine and periodically review the University's mission and purposes.
b. Appoint the President who shall be the University's chief executive officer, and set appropriate conditions of employment, including compensation.
c. Review and approve proposed changes in the University's academic programs and other major enterprises consistent with the University's mission, plans, and financial resources.
d. Approve institutional policies bearing on faculty appointment, promotion, tenure, sabbaticals and leaves, and dismissals as well as personnel policies for our other categories of employees.
e. Approve the annual budget and annual tuition/fees, regularly monitor the University's financial condition, and establish policy guidelines affecting all institutional assets including investment and the physical plant.
f. Authorize any need for debt financing and approve the securitization of loans.
g. Authorize the purchase, sale, construction or renovation of all land, buildings, or major equipment.
h. Approve any merger or acquisition plans.
i. Approve all earned and honorary degrees through the faculty and President as they shall recommend, as well as the conferring of those degrees at specific times or on special occasions as may be warranted.
j. Elect or remove officers or directors.

All policies, procedures, guidelines, resolutions, directives, and other governance instruments adopted by the University or any committee, officer, or other body of the University (including by previous actions of the Board) shall be subordinate to the authority of the Board. The Board may, by resolution or other action duly taken in accordance with these Bylaws and applicable law, adopt, amend, suspend, rescind, modify, or supersede any such policy, procedure, guideline, resolution, directive, or other governance instrument.

Section 3 - Number. The Board shall consist of not less than fifteen nor more than thirty trustees. In the event that the number of Board members drops below the fifteen person minimum, the Board will make all good faith efforts to bring its membership back to the minimum requirement within twelve months of such occurrence. During a period when the Board is below the minimum, the actions taken at a Board meeting or by written vote will be deemed valid, as long as there are at least ten members on the Board and such action is approved by a majority of those voting.

Section 4 – Election and Composition. All members of the Board, except the President of the University who shall serve *ex officio* on the Board, shall be elected by a vote of a majority of the trustees then in office at the annual meeting of the Board with all terms commencing on the first day of the next fiscal year of the University following the election. Any vacancy on the Board may be filled through a special election at any regular meeting of the Board or by unanimous written Board consent. For appointments that do not commence on the first of the fiscal year, the Board member shall serve in an interim role until they are elected at the annual meeting and shall thereafter commence their full three-year term. The Board shall endeavor to have at least one trustee who is a graduate of the University and shall be designated by action of the Board as the "Alumni Trustee." Except for the President, no person who is an employee of the University in any capacity, nor any person who is a relative of a full-time employee of the University, shall serve on the Board at any time.

Section 5 - Term. Each elected trustee, other than those filling vacancies, shall serve for a three-year term and the terms of the trustees shall be so arranged that, as far as possible, the terms of one-third of the trustees shall expire each year. No trustee who is appointed on or after January 22, 2026 shall serve on the Board for more than four consecutive terms unless: (a) the person is serving or elected to serve as the Chair, Vice Chair or chair of a Standing Committee and shall therefore be eligible for an additional three year term; (b) the term for Chair, Vice Chair or chair of a Standing Committee is, if deemed necessary, extended by the Chair (for Vice Chair or chair of a Standing Committee) or by a majority of the full board (for the Chair); or (c) the Board determines that the person has a specific skill set that is deemed important to fulfilling its role (e.g., a licensed accountant, attorney, or architect). Trustees who are not eligible for service on the Board due to the limitation in this Section 5 or that of Section 2 of Article III shall, if not otherwise disqualified, again be eligible to serve on the Board after the expiration of three years.

Section 6 – Vacancies and Removal. The term of a trustee shall immediately end upon their death, resignation, expiration of term (unless reappointed), incapacity (meaning the inability to perform the duties as a trustee due to medical or mental infirmity), incompetence, failure to attend two consecutive Board meetings (unless excused by the Board), or removal from office. A trustee's written excuse to the Board for absence shall be deemed acceptable by the Board unless, in the Board's sole discretion, the Board determines otherwise.

Removal of a Board member for cause shall be determined by a vote of majority of a quorum of the Board based on a written complaint or report, submitted to the Board Chair, the President or the Secretary, or the chair of the Audit, Risk and Compliance Committee, by any trustee setting forth alleged breach of fiduciary duty, misconduct or neglect of duty as a trustee (including refusal to act, misrepresentation, mismanagement or other conduct directly or indirectly detrimental to the University or the Board and its reputation), or a violation of Board approved University policy including, but not limited to, the Code of Ethical Conduct and the Conflict of Interest policies; provided, however, that at least ten days' prior written notice by certified mail of the proposed removal from office for cause specifying the grounds advanced in support of such action shall have been given to the trustee whose removal is proposed and to each other trustee. Decisions made by the Board regarding removal (and the basis thereto) shall be solely in the Board's discretion and all such decisions shall be final and not subject to appeal.

Section 7 – Emeriti and Honorary Trustees. Upon recommendation by the Nominating and Governance Committee, any former member of the Board may be elected by the Board to serve as a Trustee Emeritus or Honorary Trustee upon a determination by a majority of the Board that such former member has rendered unusual and distinctive service to the University. Trustee Emeriti and Honorary Trustees shall be non-voting and have no right to attend or participate in meetings of the Board and shall not be counted towards quorum requirements. Emeriti and Honorary Trustees may be selected to serve on a Standing Committee in an advisory capacity only at the sole discretion of the Board Chair and may also attend appropriate University activities and events.

ARTICLE III

OFFICERS OF THE UNIVERSITY

Section 1 - Officers. The officers of the University shall consist of a Chair, Vice Chair, President, Chief Financial Officer, Assistant Chief Financial Officer and Secretary, each elected at the annual meeting of the Board in each school year by a majority vote of the trustees except for the President, who remains in the *ex officio* role and the Board Chair who shall serve three-year terms. All officers except the President shall serve at the pleasure of the Board for a term of one year commencing on the first day of the next fiscal year of the University (except that the Chair serves a three-year term). The Chair and Vice Chair of the University must be members of the Board, and the termination of a person's status as a trustee shall result in the immediate termination of such person's status as Chair or Vice Chair. Vacancies in any of the officer positions may be filled for the remainder of the unexpired term by the vote of the Board at any meeting or by unanimous written consent.

Section 2 - Chair. The Chair shall preside at all meetings of the Board and shall perform the usual duties of a presiding officer, which shall include setting out the agendas for meetings and overseeing the orderly and efficient conduct of meetings, which shall be conducted in accordance with these Bylaws and, to the extent not inconsistent therewith, with the most current version of Robert's Rules of Order. The Chair shall appoint all chairs of committees except where another method of selection is provided in these Bylaws or by resolution of the Board. The Chair shall be an *ex officio* voting member of all committees. The Chair shall be elected for three-year terms by

the Board from among its members. Notwithstanding the stated term length, the Board may elect a new Chair from among its members at any time. The Chair shall be subject to the term limits set forth for the trustees except that they may serve an additional three-year term while serving as Chair. No person shall serve as Chair for more than three consecutive terms, except that a majority of the Board can vote to extend their term if deemed necessary. Any person serving as Chair shall not be eligible to serve on the Board for one year after the end of their term as Chair.

Section 3 -Vice Chair. Upon consultation with the Nominating and Governance Committee, the Chair shall nominate a Vice Chair who shall be elected by the Board from among its members and in the absence of the Chair shall perform the duties of that office. The Vice Chair shall be subject to the term limits set forth for the trustees except (a) they may serve an additional three-year term while serving as Vice Chair and (b) the Chair can extend the Vice Chair's term if deemed necessary.

Section 4 - President. The President shall be the chief executive officer of the University, charged with executing the policies of the Board as well as with the general management of the business and affairs of the University and its property and shall serve as an *ex officio* voting member of the Board. The President shall have all of the powers generally pertaining to the office of chief executive officer, including authority to take such action and authorize such contracts, agreements and commitments by the University in the ordinary course of the University's business as the President deems appropriate; provided the President shall consult with the Board with respect to any material change in a significant aspect of University policy as expressed by the Board. The President shall report to the Board on the business and educational affairs of the University, shall supervise and direct the management of the University in all academic and financial matters, shall be an *ex officio* voting member of all committees of the University and all Committees of the Board except the Audit, Compliance and Risk Committee and the Compensation Committee (meetings of which the President may still attend as a non-member), shall sign all diplomas and academic certificates, and shall preside at all faculty meetings. The President shall make all appointments of professors, instructors and lecturers and fix the salaries of all employees, except that for those persons who report directly to the President, the provisions pertaining to the Compensation Committee shall also apply. The President shall have the power to supplant the members of the education staff and to discharge appointees and employees. Unless otherwise prohibited by University policy or directed by the Board, and provided such actions are consistent with the initiatives, assumptions, or allocations approved as part of the annual budget, the President shall have the authority to enter into contracts in the ordinary course of business that are within the annual budget approved by the Board. The President shall provide regular updates on such contracts or initiatives to the Committee on Finance and Control. Material deviations from approved budget assumptions or the substitution of initiatives not contemplated during the budget process shall require Board or Finance and Control advisement.

In the case of the temporary absence or disability of the President, the duties of that office shall be performed by the Provost of the University, except as may be otherwise determined by the Board.

In the event of a non-temporary vacancy in the office of the President, then, except as provided in the last sentence of this paragraph, the Board shall appoint a special presidential search committee to submit nominations for candidates for that office and appoint an acting President for

the interim period. The Board may, by the affirmative vote of two-thirds of the members present and voting at a regular or special meeting, waive the requirement for the appointment of a special presidential search committee and appoint a person who is serving as the University's acting or interim President to assume the office of President on a permanent basis.

Section 5 - Chief Financial Officer. The Chief Financial Officer shall, in general, perform all duties incident to the office of Chief Financial Officer, and such other duties as from time to time may be assigned to the Chief Financial Officer by the President or by the Board or by any committee thereunto authorized, including:

a. The power, together with the President, to sign checks, drafts, and tax returns on behalf of the University and shall have custody of the bank accounts and other assets of the University;

b. Safeguard and maintain custody of, and be responsible for all funds and securities of the University and deposit all such funds in the name of the University as shall be authorized by the Board;

c. Render a statement of the condition of the finances of the University at all regular meetings of the Board, if called upon to do so, and cooperate with the Committee on Finance and Control, the Audit, Compliance and Risk Committee and independent auditors retained by the Board for the purposes of conducting such audits as the Board may from time to time require;

d. Receive, and give receipt for, monies due and payable to the University from any source whatsoever and, subject to the direction of the Board or of any committee thereunto authorized or of the President, pay out and supervise the disbursements of moneys of the University; and

e. Prepare and submit to the Board at its annual meeting the proposed budget of the University for the ensuing fiscal year in such form as may from time to time be directed by the Board or any authorized committee thereof for its review and approval.

Section 6 - Assistant Chief Financial Officer. The Assistant Chief Financial Officer shall, in the absence of the Chief Financial Officer, perform all the duties of the Chief Financial Officer and such other duties as may be delegated to the Assistant Chief Financial Officer by the President or the Board.

Section 7 - Secretary. The Secretary shall perform the duties incident to such office including the usual duties of a recording officer, shall see that all notices are duly given in accordance with these Bylaws, or as may be required by law, shall keep the minutes of all meetings of the Board and have such other duties as may from time to time be assigned to the Secretary by the Board or by the President or by any committee thereunto authorized. The Secretary shall have custody of the seal of the University and it shall be the Secretary's duty to affix and attest the seal to all

instruments in writing when directed by the Board. Whenever the Board shall determine that a trustee has been absent from a meeting of the Board without excuse accepted as satisfactory by the Board, it shall be the duty of the Secretary to give a written notice to such trustee that if such trustee is absent from the next successive meeting without excuse accepted as satisfactory by the Board, they will automatically cease to be a member of the Board.

Section 8 – Additional Officers. The Board may, from time to time, create additional offices and abolish such offices as it may deem necessary or advisable. Any person may hold more than one office except that the offices of President and Secretary may not be held the same person.

ARTICLE IV

BOARD MEETINGS

Section 1 - Regular Meetings. There shall be three regularly scheduled meetings of the Board each academic year, one of which shall be designated as the annual meeting.

Section 2 - Special Meetings. Special Board meetings may be called at any time by the Chair or in the Chair's absence or unavailability, by the Vice Chair, or upon the written request, submitted to the Chair, President or Secretary, of three members of the Board or upon the request of the most senior member of the Board as determined under the Education Law. Any action which may be taken at a regular meeting may be taken at a special meeting.

Section 3 - Notice of Meetings. Notice of the time and place of each meeting of the Board shall be given by the Secretary in writing addressed to each Trustee at the email address of the Trustee, as shown in the Board' records, and sent not less than seven days before the meeting, except that such notice may be given in less than seven days in exigent circumstances, which shall be determined at the sole discretion of the Chair, President or Secretary.

Section 4 - Place of Meetings. All meetings shall be held at any campus of the University, unless the Chair shall, in the notice of the meeting, fix some other place.

Section 5 – Quorum and Participation. A majority of the members of the Board shall constitute a quorum for any meeting of the Board, unless a greater number is required by these Bylaws or by law. Any member of the Board participating in a meeting of the Board or a committee through video or audio-conferencing means permitted by law shall be considered as having attended in person.

Section 6 - Order of Business. The President shall prepare an agenda for each meeting which shall be transmitted by the Secretary to the members of the Board with notice of the meeting and the minutes of the previous Board meeting.

Section 7 - Board Action. The vote of a majority of the trustees present at a meeting at the time of the vote, provided a quorum is present, shall be the act of the Board, unless a higher number is required by these Bylaws or by law. Additionally, unless prohibited by law, the Board may take

any action by written consent (which may be done electronically), if such consent is approved unanimously by all members of the Board.

ARTICLE V

COMMITTEES

Section 1 – Classes and Composition of Committees. All committees shall be identified as being one of two classes: (1) Committees of the Board and (2) Committees of the University. All committees must have at least three members and Committees of the Board shall be comprised exclusively of voting members of the Board (though others may be invited to attend and present in meetings) and Committees of the University may consist of non-members of the Board as well as members. Unless otherwise prohibited by these Bylaws or by law, a person may serve simultaneously on any number of committees. Committees of the University (which include Board advisory committees and student, faculty and staff committees) shall be advisory only, and shall not have any decision-making authority with respect to any actions. Committees of the Board shall have the power to act on behalf of the Board with respect to authority expressly delegated to such committees under these Bylaws or by resolutions of the Board (including any committee charters approved by the Board). Notwithstanding the Board's power to delegate authority to Committees of the Board, no such committee shall have the authority to:

a) Elect or remove officers or members of the Board of Trustees;
b) Fill vacancies in the Board or in any committee;
c) Amend, repeal, or adopt new Bylaws;
d) Amend or repeal any resolution of the Board or take any action contrary to, or which modifies the terms of, a Board resolution (unless expressly authorized to do so by the Board);
e) Approve a merger or dissolution; or
f) Approve amendments to the University's charter.

Each committee shall have a clear written charter or statement of purpose, approved by the Board, setting forth its role and scope, along with such rules of procedure or policy guidelines that it or the Board, as appropriate, shall approve. Any such charters or statements shall not conflict with these Bylaws and shall be reviewed periodically by each committee. All committee meetings shall be required to have quorums, which shall be a minimum of a majority of such committee's members. Minutes of Committee of the Board meetings shall be kept by the Secretary and for committees of the University may be kept as determined by the chair of such committee.

All committees of the Board and the University shall exercise only such authority as is expressly delegated to them by the Board, the Certificate of Incorporation, or these Bylaws. The Board may modify, limit, suspend, rescind, or supersede any delegation of authority to a committee and may reverse, modify, or supersede any action taken by a committee.

Each committee shall serve at the pleasure of the Board, and no committee shall possess authority independent of the Board except to the extent expressly provided by applicable law, the Certificate of Incorporation, these Bylaws, or a valid delegation of authority by the Board.

Section 1a - Committee Appointments and Chairs. The chair of each committee shall be appointed by the Board Chair for the term of three years. Committee chairs shall serve for a maximum of two terms and shall serve until their successors have been appointed and have qualified. The Board Chair may, at the Chair's sole discretion, extend a committee chair's term as necessary.

Except for their chairs, all other committee members shall be selected the chair of the relevant board committee, in consultation with the Nominating and Governance Committee, for the term of three years and until their successors have been appointed and have qualified.

All vacancies on committees (including chairs), whenever they occur, shall be filled for unexpired terms by appointment of the Chair of the Board.

Section 2 – Standing Committees of the Board. The University shall have a minimum of the following Committees of the Board (the "Standing Committees"):

a) Executive
b) Academic and Student Affairs
c) Audit, Compliance and Risk
d) Finance and Control
e) Nominating and Governance Committee
f) Endowment Management
g) Compensation Committee

Section 3 - Executive Committee Composition. The Executive Committee shall consist of the Chair, the Vice Chair, the President, the chairs of the Academic and Student Affairs Committee, the Finance and Control Committee, the Audit, Risk and Compliance Committee as well as a person selected among the pool of trustees by the Board Chair at his or her discretion.

Section 3a - Executive Committee Duties and Powers. The primary purposes of the Executive Committee are twofold: 1) it shall serve as the agent of the Board in helping the President to efficiently address business between the regular meetings of the Board; and 2) it shall assist the Chair and the President in their joint responsibility to help the Board to function effectively and efficiently by suggesting Board meeting agenda items. The Executive Committee shall have broad plenary authority to act for the Board on all matters except for those listed in Section 1, Article V of these Bylaws and the following actions: changes to the University's mission and purposes; incurring of indebtedness; sale of University assets consisting of tangible property; adoption of the annual budget; and conferral of degrees.

The Executive Committee is charged with taking action on emergency matters which cannot or should not be deferred to the next scheduled meeting of the Board, overseeing the University's planning process or progress on planning goals and supporting the President.

The Executive Committee shall meet as often as necessary to conduct its business as the Chair and President shall determine. Minutes shall be taken of all meetings of the Executive Committee. At

the next regular meeting of the Board, the Chair shall report on the meeting of the Executive Committee, including any action taken.

Section 4 - Committee on Academic and Student Affairs. The Committee on Academic and Student Affairs shall be composed of at least three members of the Board, the Provost, the president of the Faculty Senate, the chair of the Graduate Curriculum Committee, the chair of the Undergraduate Curriculum Committee, the Vice President of Enrollment Management and Student Engagment and one faculty member at large.

Section 4a - Committee on Academic and Student Affairs Duties and Powers. The Committee on Academic and Student Affairs shall, in cooperation with the President, study and appraise the quality of academic programs; review proposed new programs including all those requiring State approval, a master plan amendment or charter amendment; review the quality and breadth of student extra-curricular and co-curricular programming, and make such reports and recommendations to the Board relative to the foregoing as may be required.

Section 5 - Audit, Compliance and Risk Committee. The Audit, Compliance and Risk Committee shall consist of no more than five members who each qualify as an "independent director" under Not-for-Profit Corporation Law Section 102(a)(21) and any guidance issued by the New York Attorney General. Other members may participate as advisors but may not vote on any action. The chair of the Audit, Compliance and Risk Committee and the other members shall be elected each year by a majority vote of the Board at its first regular meeting in each fiscal year for the term of one year and until their successors shall have been elected and have qualified. Trustees may serve on the committee for multiple terms.

Section 5a - Audit, Compliance and Risk Committee Duties and Powers. It shall be the duty of the Audit, Compliance and Risk Committee to meet regularly to inquire into the procedures and results of the financial reporting and auditing functions performed by University employees and independent auditors. In this connection the Audit, Compliance and Risk Committee shall consider recommendations by the University's independent auditors on the University's control systems, information systems and reporting practices, shall consult directly with the Chief Financial Officer, and shall report directly to the Board.

The Audit, Compliance and Risk Committee must, at a minimum:

- Before the audit, review the scope and planning of the audit with the auditor.
- After the audit, review and discuss additional items with the auditor.
- Annually consider the auditor's performance and independence.
- Provide supervision over the internal auditor, through the committee's chair (with the President having responsibility to ensure the day-to-day relationship with the auditor).
- Reporting on the Audit, Compliance and Risk Committee's activities to the Board (if these duties are performed by an Audit, Compliance and Risk Committee instead of the full Board).

The Audit, Compliance and Risk Committee shall have oversight of University's *Conflict of Interest Policy for Trustees, Officers, Senior Managers, Key Persons and Special Designees*, and its *Whistleblower Policy*. All members of the University community may provide reports of

alleged violations of University policies to the Audit, Compliance and Risk Committee for further investigation.

Section 6 - Committee on Finance and Control. The Committee on Finance and Control shall consist of not more than nine members inclusive of the Chair of the Board and the President.

Section 6a – Committee on Finance and Control Duties. It shall be the duty of the Committee on Finance and Control to hold regular meetings to consider the financial reports of the Chief Financial Officer and all propositions relative to the revenue and property of the University that may be referred to such Committee by the Board, to watch over and inquire into the state of the debt, revenue, receipts and expenditures of the University, and to review at least annually the University's insurance coverage. The Committee on Finance and Control shall report to the Board at least once a year on the foregoing matters and give its opinion and advice thereon. The Committee on Finance and Control shall also review and present to the Board the annual budget. During the interval between the regular meetings of the Board, the Committee on Finance and Control, if it deems any action in regard to the University's finances necessary or advisable, shall report the same to the Board.

Section 7 - Committee on Nominating and Governance. The Committee on Nominating and Governance shall consist of not more than nine members, inclusive of the Chair and the President.

Section 7a - Committee on Nominating and Governance Duties. The Committee on Nominating and Governance shall present to the Board nominations for trustees to be elected by the Board, and nominations for Chair, Vice-Chair, President, Secretary, Chief Financial Officer and Assistant Chief Financial Officer. The Committee on Nominating and Governance shall endeavor to furnish information relating to the background and qualifications of all nominees at least two weeks prior to the Board meeting at which an election is to take place. In formulating its recommendations, the Committee on Nominating and Governance shall actively solicit and consider suggestions from the broadest number of representatives of all segments of the University community. The Committee on Nominating and Governance shall nominate *Trustee Emeriti* to the Board and shall be consulted on recommendations for committee chairs (by the Board Chair) and committee members (by the respective committee chair).

The Committee on Nominating and Governance, in coordination with University Senior Leadership, shall be responsible for an orientation for newly elected trustees and provide for in-service educational programs for members of the Board. The Committee on Nominating and Governance shall also be responsible for the development and provide oversight of implementation of policies and procedures regarding Board size, leadership and composition. The Committee on Nominating and Governance shall coordinate and oversee self-evaluations of the Board and its committees.

Section 8 - Endowment Management Committee. The Endowment Management Committee shall consist of not less than three Board members.

Section 8a - Endowment Management Committee Duties and Powers. The Endowment Management Committee shall oversee all aspects of the management of the University's

endowment including, but not limited to, determining the asset allocation and investment managers. The Endowment Management Committee shall regularly review and recommend to the Board an endowment management and investment policy that complies with the Not-for-Profit Corporation Law, New York Prudent Management of Institutional Funds Act, and any guidance issued by the New York Attorney General and shall be responsible for the University's maintenance of a proper and compliant Investment Policy Statement.

Section 9 - Compensation Committee. The Compensation Committee shall consist of the Board Chair the Vice Chair and the chairs of the (i) Academic and Student Affairs Committee, (ii) Audit, Compliance and Risk Committee and (iii) Finance and Control Committee.

Section 9a - Compensation Committee Duties and Powers. The Compensation Committee shall review and determine the reasonable compensation of the President and review the reasonable compensation of the President's direct reports, in accordance with objective, documented and comparable information, as available, and in accordance with applicable law governing tax-exempt organizations.

Section 10 - Other/New Committees. The Board may create and may dissolve by appropriate resolution such other committees from time to time as it may deem necessary. Such committees shall have only such powers and authority as may be granted pursuant to the resolution of the Board creating the same.

ARTICLE VI

INDEMNIFICATION

The University, to the extent legally permissible, will indemnify any person who serves or has served as a member of the Board or as an officer of the University, or any other person designated by the Board as entitled to the benefits of this Article VI, against any judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys, incurred as a result of any claim, demand, action or proceeding, whether civil or criminal, arising by virtue of his or her having been such a trustee or officer or otherwise having served or acted on behalf of the University, unless it is determined by the Board or by a judgment or other final adjudication that the person did not act in good faith for a purpose which they reasonably believed to be in the best interests of the University, or that the person gained a financial profit or other advantage to which they were not legally entitled, or, in the case of a criminal action or proceeding, that the person did not have reasonable cause to believe that his or her conduct was lawful. Such indemnification also shall be conditioned upon the person providing timely notice to the University of the claim, demand, action, or proceeding, and upon the person cooperating in good faith in any defense or other response the University may undertake with respect to such claim, demand, action, or proceeding, such cooperation to include the person's agreement to representation by the University's chosen counsel in the absence of a disqualifying conflict of interest.

Such indemnification shall apply only to the trustee, officer, or other person designated by the Board as entitled to the benefits of this article, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance.

The University may pay expenses incurred in defending or otherwise responding to a claim, demand, action or proceeding in advance of its final disposition and/or in advance of a determination by the Board as to whether the person is entitled to indemnification as provided in this Article VI, provided, however, that no such advance shall be made unless the University has received an undertaking by the person to repay any amounts advanced in the event the person ultimately is determined not to be entitled to indemnification or to the extent the amounts advanced exceed the indemnification to which the person is entitled.

Any indemnification or advancement of expenses provided for herein shall not be exclusive of and shall not affect any other rights to which a trustee, officer or other person may be entitled.

ARTICLE VII

MISCELLANEOUS

Section 1 - Members. The University shall not have any members.

Section 2 - Waiver of notice. Any notice of meeting required hereunder or under law need not be given to any person entitled to such notice who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 3 - Written Consents. To the extent permitted by Section 708 of the Not-for-Profit Corporation Law, any action required or permitted to be taken by the Board or any committee may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of the resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. A written consent may be delivered electronically, in the form of a fax, electronic mail or other electronic transmission, provided that the transmission contains or is submitted with information from which it reasonably can be determined that the transmission was authorized by the member.

Section 4 - Conference Calls and Video Conferencing. Any member of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or video conferencing allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5 - Parliamentary Procedure at Meetings. The rules contained in Robert's Rules of Order, Revised, shall govern the deliberations of the Board and committees, in all cases to which they are applicable and not inconsistent with the Charter and these Bylaws, unless the Board or any committee shall select different rules or procedures.

Section 6 - Non-discrimination. The University is committed to fostering a diverse community of outstanding faculty, staff, and students, as well as ensuring equal opportunity in employment and equal opportunity in education including educational programs and activities, without regard to an individual's race, color, creed, national origin, ethnicity, ancestry, religion, age, sex, sexual orientation, gender, gender identity or expression, transgender status, marital status, familial status, partnership status, disability (including HIV/ AIDS), genetic information, predisposing genetic characteristics, alienage, citizenship, arrest and conviction records, military or veteran status, salary history, credit history, caregiver status, pregnancy or lactation status, sex and reproductive decisions, status as a victim of domestic violence/stalking/sex offenses/sex abuse, unemployment status, or any other legally prohibited basis in accordance with federal, state, county and city laws.[1] The University does not discriminate on the basis of any of the protected characteristics referenced above in its programs and activities or in its treatment, admission or access to its programs or activities. Therefore, discrimination or harassment of University employees, students, applicants for employment or admission, and non-employees (defined explicitly to include *only* contractors, subcontractors, vendors, consultants or other persons providing services pursuant to a contract in the workplace or who is an employee of such a contractor, subcontractor, vendor, consultant or other person providing services pursuant to a contract with the University) is strictly prohibited by the University.

Section 7 – University Policies. The Board shall maintain any number of policies to assure that the University is compliant with legal requirements and public expectations, including those related to best practices. These policies shall include, but not be limited to, the following;

a) Whistleblower Policy. The University shall adopt and maintain a whistleblower policy in accordance with applicable law to provide procedures for the reporting of violations or suspected violations of laws or corporate policies, and protect from retaliation persons who report suspected improper conduct.

b) Conflict of Interest Policy. The University shall adopt and maintain a conflict-of-interest policy for directors, officers and key persons in accordance with applicable law.

c) Code of Ethical Conduct. The University shall adopt and maintain a code of ethical conduct for trustees, officers and key persons. Such Code of Ethical Conduct shall provide the assurance that high standards of conduct are adhered to by all subject individuals to protect and preserve the University from reputational, financial and legal harm.

[1] The University adheres to federal, state, county and city laws and regulations regarding nondiscrimination. Should any federal, state, county or city law or regulation be adopted that prohibits discrimination based on grounds or characteristics not included in Section 5, Article VII, discrimination on those additional bases will also be prohibited by such section.

ARTICLE VIII

PROHIBITION AGAINST LOANS AND DIVIDENDS

The University is prohibited from making any loan to any trustee. The University is also prohibited from declaring a dividend. This provision shall not, however, prohibit or restrict the transfer of funds on dissolution of the University in accordance with the provisions of the Certificate of Incorporation or the making of grants or donations to any person, including one (1) or more companies that at the time of grant or donation is tax exempt under Code Section 501(c)(3).

ARTICLE IX

AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed at any meeting of the Board provided that the notice of the meeting at which such amendment or repeal shall be voted upon contains the statement specifying the amendment proposed or section to be repealed. In order to affect such amendment or repeal, the affirmative vote of two thirds of the members present at such meeting will be required. These Bylaws shall be reviewed periodically and no less than every five years by the Secretary and the Executive Committee who shall recommend any necessary changes to the Board.

Revised Bylaws of Mercy University
Adopted: August 27, 2026