

**BYLAWS  
OF  
JESUIT SCHOOL OF THEOLOGY OF SANTA CLARA UNIVERSITY**

**adopted on**

**July 1, 2009**

**As Amended on May 6, 2011, on September 30, 2011, on May 4, 2018, and on October 22,  
2022**

**BYLAWS**  
**OF**  
**JESUIT SCHOOL OF THEOLOGY OF SANTA CLARA UNIVERSITY**  
**TABLE OF CONTENTS**

	<u>Page</u>
ARTICLE I NAME	1
ARTICLE II OFFICES	1
Section 1. Principal Office	1
Section 2. Other Offices	1
ARTICLE III OBJECTIVES	1
ARTICLE IV NONPARTISAN ACTIVITIES	2
ARTICLE V DEDICATION OF ASSETS	2
ARTICLE VI MEMBERSHIP	3
ARTICLE VII DIRECTORS	3
Section 1. Powers	3
Section 2. Number and Qualification of Directors	3
Section 3. Designation and Term of Office of Directors	3
Section 4. Vacancy	4
Section 5. Place of Meeting; Meetings by Telephone	4
Section 6. Annual Meeting	5
Section 7. Other Regular Meetings	5
Section 8. Special Meetings	5
Section 9. Quorum	5
Section 10. Waiver of Notice	6
Section 11. Adjournment	6
Section 12. Notice of Adjournment	6
Section 13. Action without Meeting	6
Section 14. Fees and Compensation	6
ARTICLE VIII COMMITTEES	7
Section 1. Committees of the Board	7
Section 2. Meetings and Action of Committees	7
Section 3. Term of Office	7
Section 4. Vacancies	7
Section 5. Quorum	8
Section 6. Rules	8
Section 7. Limitations	8
ARTICLE IX OFFICERS	8
Section 1. Officers	8
Section 2. Election and Term of Office	9
Section 3. Subordinate Officers	9

**TABLE OF CONTENTS**  
**(continued)**

	<u>Page</u>
Section 4. Removal and Resignation	9
Section 5. Vacancies	9
Section 6. Chair of the Board	9
Section 7. Vice Chair	10
Section 8. President	10
Section 9. Chancellor	10
Section 10. Vice Chancellor	10
Section 11. Dean	10
Section 12. Secretary	11
Section 13. Assistant Secretaries	11
ARTICLE X INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS	11
Section 1. Definitions	11
Section 2. Successful Defense by Agent	12
Section 3. Actions Brought by Persons Other than the Corporation	12
Section 4. Actions Brought by or on Behalf of the Corporation	12
Section 5. Determination of Agent's Good Faith Conduct	13
Section 6. Limitations	13
Section 7. Advance of Expenses	13
Section 8. Contractual Rights of Nondirectors and Nonofficers	14
Section 9. Insurance	14
Section 10. Fiduciaries of Corporate Employee Benefit Plan	14
ARTICLE XI RECORDS AND REPORTS	14
Section 1. Maintenance and Inspection of Articles and By-laws	14
Section 2. Maintenance and Inspection of Other Corporate Records	14
Section 3. Inspection by Directors	15
Section 4. Annual Report	15
ARTICLE XII CONTRACTS, CHECKS AND GIFTS	15
Section 1. Contracts	15
Section 2. Checks, Drafts, Etc.	15
Section 3. Gifts	16
ARTICLE XIII FISCAL YEAR	16
ARTICLE XIV CONSTRUCTION AND DEFINITION	16
ARTICLE XV AMENDMENTS	16
Section 1. General Amendments	16
Section 2. Specified Amendments	16
ARTICLE XVI MISCELLANEOUS PROVISIONS	17
Section 1. Representation of Shares of Other Corporations	17
Section 2. Inspection of By-laws	17

BYLAWS  
OF  
JESUIT SCHOOL OF THEOLOGY OF SANTA CLARA UNIVERSITY

ARTICLE I

NAME

The name of the corporation shall be Jesuit School of Theology of Santa Clara University (the "Corporation").

ARTICLE II

OFFICES

Section 1. Principal Office

The principal office for the transaction of business of the Corporation is 1735 LeRoy Avenue, Berkeley, California 94709. The board of directors of the Corporation (the "Board") may change the principal office from one location to another, provided that the principal office of the Corporation shall remain in Berkeley, California unless and until the President and the Vice Chancellor mutually agree, in their sole discretion, that it is no longer feasible for the educational facilities of the Corporation to remain in Berkeley. Any change of this location shall be noted by the secretary on these by-laws opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III

OBJECTIVES

The objectives of the Corporation as stated in the Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") are:

- (a) to prepare Jesuits and other men for ordination to the Roman Catholic priesthood, to prepare lay men and women for various forms of church ministry, and to advance theology through scholarly contributions to academy, church and society;

(b) to engage generally in such other religious activities authorized by the laws, rules, regulations and discipline of the Roman Catholic Church, the Society of Jesus, and the laws of the State of California;

(c) to do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing religious purposes; and

(d) to have and exercise all the rights and powers conferred by the General Non-Profit Corporation Law of the State of California upon non-profit corporations as such law is now in effect or may at any time be amended.

#### ARTICLE IV

##### NONPARTISAN ACTIVITIES

The Corporation has been formed under the California Nonprofit Religious Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and the Corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

#### ARTICLE V

##### DEDICATION OF ASSETS

The properties and assets of the Corporation are irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the net income or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of the Corporation. On liquidation or dissolution of the Corporation, all properties and assets and obligations shall be distributed and paid over to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE VI

### MEMBERSHIP

The President and the Board of Trustees of Santa Clara College, a non-profit California corporation, shall be the sole member of the Corporation (“SCU”).

## ARTICLE VII

### DIRECTORS

#### Section 1. Powers

(a) Except as expressly provided in the Amended and Restated Articles and these By-Laws, subject to the California Nonprofit Religious Corporation Law and any other applicable laws, the Board of Directors of the Corporation (the “Board”) shall manage and direct the affairs of the Corporation and shall have final authority and control over the Corporation for all purposes.

#### Section 2. Number and Qualification of Directors

The number of directors of the Corporation shall be not fewer than fifteen (15) directors nor more than twenty-seven (27) directors as specified in the Amended and Restated Articles. The exact number of directors within this range shall be determined from time to time by resolution of the Board.

#### Section 3. Designation and Term of Office of Directors

(a) The Board shall be comprised of two classes of directors: (A) the Society of Jesus Directors (the “SJ Directors”) and (B) all other directors (the “General Directors”)

(b) The SJ Directors shall be: (A) the President of the Jesuit Conference, (B) the Jesuit Provincial Superior of USA West Province, (C) two additional Jesuits appointed by the President of the Jesuit Conference, (D) the Rector of the Jesuit Community at Jesuit School of Theology of Santa Clara University, (E) the President of Santa Clara University (“SCU”) (or if the President of SCU is not a Jesuit, then whichever Jesuit the President of SCU may appoint) and (F) one additional Jesuit appointed by SCU.

(c) There shall be no less than eight (8) General Directors and no more than twenty (20) General Directors. All of the General Directors shall be designated and appointed from time to time by SCU. If the President of SCU is not a Jesuit, that person is *ex officio* a General Director and serves as such as long as he or she is President of SCU.

(d) Each of the directors shall hold office for three (3) years and may be appointed for up to two successive additional terms of three (3) years. Directors shall serve until a successor has been appointed and qualified. Notwithstanding the foregoing limitations, if a director is elected to serve as Chair of the Board for a term that would exceed this nine-year limitation, the Chair shall be permitted

to remain a director through the end of his or her term as Chair. After a period of at least one year, a former director is again eligible for appointment to the Board.

(e) Notwithstanding any provision of Section 4, SCU, as the sole member of the Corporation, shall take promptly all actions necessary under California law, if any, to remove and/or appoint replacements for those SJ Directors listed in Sections 3(b)(A) through (D) at the request of The United States Jesuit Conference (the “Jesuit Conference”).

#### Section 4. Vacancy

(a) Events causing vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following:

- (i) The death, resignation or removal of any director.
- (ii) The declaration by resolution of the Board of a vacancy of the office of a director who has been declared of unsound mind by a final court order, or who otherwise may be removed pursuant to Section 9221 of the California Nonprofit Religious Law.
- (iii) The increase of the authorized number of directors.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the Chair of the Board, the President, the Secretary or the Board, unless the notice specifies a later time for the resignation to become effective. If the resignation of a General Director is effective at a future time, SCU may appoint a successor to take office when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly appointed director or directors in charge of its affairs.

(c) Filling vacancies. Vacancies of General Directors on the Board may be filled by appointment by SCU; provided, however that any vacancy of a SJ Director shall be filled in accordance with the Amended and Restated Articles and Section 3 of Article VII of these By-Laws.

(d) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

#### Section 5. Place of Meeting; Meetings by Telephone

Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board or in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall

be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

#### Section 6. Annual Meeting

At such time and place fixed by the Board, the Board shall hold a regular annual meeting for the purpose of organization, election of officers and the transaction of other business. Notice of this meeting shall not be required.

#### Section 7. Other Regular Meetings

Other regular meetings of the Board shall be held without notice and call at such time as shall from time to time be fixed by the Board. Such regular meetings may be held without notice.

#### Section 8. Special Meetings

(a) Authority to call. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board or the President, or any vice president and the secretary, or any two (2) directors.

(b) Notice.

- (i) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (d) by telegram, charges prepaid; (e) by telecopy (FAX); or (f) by electronic mail. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation.
- (ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, facsimile or electronic mail shall be delivered, telephoned or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.
- (iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting if it is to be held at the principal executive office of the Corporation.

#### Section 9. Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article VII. Every action taken or

decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Religious Corporation Law, other applicable law and the Amended and Restated Articles, including the provisions of Article V.C. thereof. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10. Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11. Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 13. Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 14. Fees and Compensation

Directors as such shall not receive any compensation for their services, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Board; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

## ARTICLE VIII

### COMMITTEES

#### Section 1. Committees of the Board

The Board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. If the Board shall create an Executive Committee (or a committee with similar authority), then the President of the Jesuit Conference shall be a member of any such committee.

#### Section 2. Meetings and Action of Committees

Meetings and actions of committees of the Board shall be governed by, held and taken in accordance with the provisions of these by-laws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these by-laws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

#### Section 3. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the Board and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

#### Section 4. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

Section 5. Quorum

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board.

Section 7. Limitations

No committee may:

- (a) fill any vacancies on the Board or on any committee;
- (b) fix compensation of the directors for serving on the Board;
- (c) amend or repeal by-laws or adopt new by-laws;
- (d) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) appoint any committees of the Board or the members thereof;
- (f) expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (g) approve any action requiring a vote specified in Section V.C. of the Amended and Restated Articles; or
- (h) approve any transaction (1) to which the Corporation is a party and one or more directors have a material financial interest; or (2) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

ARTICLE IX

OFFICERS

Section 1. Officers

The officers of the Corporation shall be a Chairman of the Board (if appointed by the Board), a President, a Chancellor, a Vice Chancellor, a Dean and such other officers as may be elected in accordance with the provisions of this Article IX.

Section 2. Election and Term of Office

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of this Article IX, shall be chosen by the Board, and each shall hold his or her office for the term thereof until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified, subject to the rights, if any, of an officer under any contract of employment. New offices may be created and filled at any meeting of the Board. Each officer shall hold office for the term thereof until that officer's successor shall have been duly elected and shall have qualified.

Section 3. Subordinate Officers

The Board may appoint such other officers, including one or more assistant secretaries, as it shall deem desirable, each such officer to have the authority and perform the duties prescribed from time to time by the Board and to hold office until he or she shall resign or shall be removed or otherwise disqualified to serve.

Section 4. Removal and Resignation

Any officer (other than the Chancellor and the Vice Chancellor) may be removed, either with or without cause, by a majority of the directors at the time in office, at any regular or special meeting of the Board, or, except in the case of an officer chosen by the Board, by an officer upon whom such power of removal may be conferred by the Board. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. Vacancies

A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6. Chair of the Board

The Chair of the Board, if there be such an officer, shall preside at all meetings of the Board and perform such other duties as the directors may assign. The Chair shall serve for a term of three (3) years to expire at the end of the annual meeting in the third year following the year in which the Chair was elected. The person serving as Chair may be reelected for a successive additional term of three (3) years or such shorter term as the Board may prescribe. After a period of at least three years, the person is again eligible for election as Chair.

Section 7. Vice Chair

The Vice Chair shall act in the absence of the Chair or whenever it is determined by a majority of the directors that the Chair is unable to perform the duties of the office. When acting in place of the Chair, all the powers and duties of the Chair shall be vested in the Vice Chair.

Section 8. President

The President shall be *ex officio* the President of Santa Clara University. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be specially designated by the Board or by these by-laws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the Board.

Section 9. Chancellor

The Chancellor shall be the Superior General of the Society of Jesus. The authority and functions of the Chancellor shall be set forth in the Statutes of the Corporation.

Section 10. Vice Chancellor

The Vice Chancellor shall be the President of the Jesuit Conference. The authority and functions of the Chancellor shall be set forth in the Statutes of the Corporation.

Section 11. Dean

The Dean shall be appointed by the President of the Corporation upon the recommendation the Vice Chancellor with the approval of the Chancellor and the confirmation by the Vatican Congregation of Catholic Education. The President shall appoint the Dean only after the Board shall have approved the appointment of the candidate for Dean and the Vice Chancellor and the Chancellor have submitted such candidate for approval to the Vatican Congregation of Catholic Education. The Dean shall also be the Ecclesiastical Dean of the Corporation and the ecclesiastical authority and functions of the Dean shall be set forth in the Statutes of the Corporation. The Dean of the Corporation shall be generally responsible, under the direction and supervision of the President of the Corporation (or the President's designee), for the administration of the academic and professional programs and policies of the Corporation, which shall include, among other things: (i) evaluating the teaching performance and professional achievements of the faculty of the Corporation; (ii) submitting annually a proposed budget for the Corporation to the President of the Corporation or his designee and administering the approved Corporation budget; (iii) presiding at all regular and special meetings of the faculty of the Corporation; and (iv) appointing such faculty committees as may be appropriate, and in cooperation with appropriate faculty committees and, if any, the chairmen of departments, recommending to the President of the Corporation or his designee candidates for faculty appointments. Without limiting the generality of the foregoing, the authority and functions of the Dean of the Corporation as they

relate to ecclesiastical matters shall be set forth in, and limited by the Statutes of the Corporation. The Dean shall serve his term of office subject to regular review of his performance by the President and may be removed from office by the Chancellor in accordance with the norms of Book One of the Code of Canon Law. The President may, with the approval of the Chancellor, remove the Dean from office.

Section 12. Secretary

The Secretary shall keep or cause to be kept the minutes of the meetings of the Board in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the corporate records and of the seal of the Corporation, see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws, and in general perform all duties incident to the office of secretary and such other duties as pertain to the office or as prescribed from time to time by the Board.

Section 13. Assistant Secretaries

The assistant secretaries, in general, shall perform such duties as shall be assigned to them by the secretary or by the President or the Board.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS,  
EMPLOYEES AND OTHER AGENTS

Section 1. Definitions

For the purpose of this Article X:

(a) "agent" means any person who is or was a director, officer, employee or other agent of the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or other agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; or was a director, officer, employee or other agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation.

(b) "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

(c) "expenses" includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article X.

Section 2. Successful Defense by Agent

To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in this Article X, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Sections 3 through 5 below shall determine whether the agent is entitled to indemnification.

Section 3. Actions Brought by Persons Other than the Corporation

Subject to the required findings to be made pursuant to Section 5 below, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding, other than an action brought by, or on behalf of, the Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Actions Brought by or on Behalf of the Corporation

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and suits awarded against agent. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action brought by or on behalf of the Corporation, by reason of the fact that the person is or was an agent of the Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- (i) The determination of good faith conduct required by Section 5 below must be made in the manner provided for in that section; and
- (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, in itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with paragraph (a) above shall be made by:

- (i) Board, by a majority vote of a quorum consisting of directors who are not parties to the proceeding;  
or
- (ii) the court in which the proceeding is or was pending. Such determination may be made on application brought by the Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by the Corporation.

#### Section 6. Limitations

No indemnification or advance shall be made under this Article X, except as provided in Section 2 or 5b above, in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in connection with which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly provided by a court in approving a settlement.

#### Section 7. Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding, on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article X.

Section 8. Contractual Rights of Nondirectors and Nonofficers

Nothing contained in this Article X shall affect any right to indemnification to which persons other than directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provisions of this Article X; provided, however, that the Corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code.

Section 10. Fiduciaries of Corporate Employee Benefit Plan

This Article X does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 1a of this Article X. Nothing contained in this Article X shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XI

RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and By-laws

The Corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in such state, the original or a copy of the Articles of Incorporation and by-laws as amended to date.

Section 2. Maintenance and Inspection of Other Corporate Records

The accounting books, records and minutes of proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

Section 3. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. Annual Report

An annual report shall be sent to the directors within one hundred twenty (120) days of the close of the Corporation's fiscal year, containing the following information in reasonable detail:

- (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (4) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (5) Any information required by California Corporations Code Section 6322.

ARTICLE XII

CONTRACTS, CHECKS AND GIFTS

Section 1. Contracts

The Board, except as otherwise provided in these by-laws, may authorize any officer or officers, or any agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 2. Checks, Drafts, Etc

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board. In

the absence of such determination by the Board, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the Corporation.

Section 3. Gifts

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

ARTICLE XIII

FISCAL YEAR

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

ARTICLE XIV

CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Religious Corporation Law shall govern the construction of these by-laws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XV

AMENDMENTS

Section 1. General Amendments

. Notwithstanding anything to the contrary set forth in these By-Laws, these By-Laws shall not be amended or restated without the approval of (i) SCU, as sole member of JST-SCU, and (ii) the Board (including, if applicable, the approvals contemplated by Section 2 of this Article XV).

Section 2. Specified Amendments

. Notwithstanding anything to the contrary set forth in these By-Laws, the provisions of these By-Laws contained in (a) Section 1 of Article II, (b) Section 3 and 9 of Article VII, (c) Sections 4, 8, 9 and 10 of Article IX and (d) this Section 2 of Article XV shall not be amended or restated without the approval of a majority of the authorized number of SJ Directors (in addition to the approvals referenced in Section 1 of this Article XV).

## ARTICLE XVI

### MISCELLANEOUS PROVISIONS

#### Section 1. Representation of Shares of Other Corporations

The president, or such other officers as the Board may select for that purpose, are authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all voting securities of any other corporations standing in the name of the Corporation. The authority herein granted to said officers to vote or represent on behalf of the Corporation any and all voting securities held by the Corporation in any other corporations may be exercised either by such officers in person or by any person authorized to do so by proxy or power of attorney duly executed by such officer.

#### Section 2. Inspection of By-laws

These by-laws, as amended or otherwise altered to date, certified by the secretary shall be open to inspection by the directors at all reasonable times during office hours.

CERTIFICATE OF ADOPTION OF BYLAWS  
OF  
JESUIT SCHOOL OF THEOLOGY OF SANTA CLARA UNIVERSITY

Certificate by Secretary of By-laws

The undersigned hereby certifies that he/she is the duly elected, qualified and acting Secretary of the Jesuit School of Theology of Santa Clara University and that the foregoing by-laws, comprising sixteen (16) pages, are the true and correct by-laws of the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand and affixed the corporate seal this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

---

[●], Secretary