

Charter and Statutes of the University of Notre Dame

HISTORICAL NOTE

Operating under its founding charter from the State of Indiana adopted on January 15, 1844, the University of Notre Dame for many decades had been governed by a self-perpetuating Board of Trustees comprised of six Holy Cross Priests.

On March 28, 1967, the above Board of Trustees approved the Statutes of the University, herein set forth as amended, providing for six laymen to join with the six aforementioned priests in a body which replaced the then existing Board of Trustees and is known as "The Fellows of the University of Notre Dame du Lac." The prior Bylaws were abrogated and the required number of new Fellows elected.

On April 8, 1967, at a meeting of the Fellows, the Statutes were ratified and new Bylaws were approved which delegate the general power of governance of the University to a Board of Trustees. These Bylaws are likewise set forth as amended in this document.

CHARTER

AN ACT TO INCORPORATE THE UNIVERSITY OF NOTRE DAME DU LAC AT SOUTH BEND IN ST. JOSEPH COUNTY, INDIANA

Enacted January 15, 1844, Amended January 13, 1845, March 8, 1873, and March 11, 1937.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF INDIANA, That Edward Frederick Sorin, Francis Lewis Cointet, Theophilus Jerome Marivault, Francis Gouesse, and their associates and successors in office, be, and are hereby constituted and declared to be a body corporate and politic, by the name and style of the University of Notre Dame du Lac, and by that name they shall have perpetual succession, with full power and authority to confer and grant, or cause to be conferred and granted, such degrees and diplomas in the liberal arts and sciences, and in law and medicine, as are usually conferred and granted in other universities of the United States: Provided, however, that no degrees shall be conferred or diplomas granted except to students who have acquired the same proficiency in the liberal arts and sciences, and in law and medicine, as is customary in other universities in the United States; to elect a president and all such other officers, professors, instructors, and agents as they may think necessary for the benefit of said university; to contract and be contracted with; to borrow money; to acquire, hold, enjoy, and transfer property, real or personal, in their corporate capacity; to make, have and use a common seal, and the same to alter at pleasure; to sue and be sued, to plead and be impleaded in any court of law or equity; to receive and accept of any grants, gifts, donations, bequests, or conveyance by any person, company, or corporation, of any property, real or personal, and to hold and convey, and dispose of the same as may by them be deemed best for the interest of said institution; to make, ordain, establish, and execute such bylaws, rules, and ordinances not inconsistent with the

Constitution and laws of the United States, or of this State, as they shall deem necessary for the welfare of said university, and to do all other acts in pursuance thereof necessary for the promotion of the arts and sciences, and the prosperity of said university; provided that said corporation shall be known as and be a charitable, religious, educational and eleemosynary, nonstock corporation and one not organized for profit.

STATUTES OF THE UNIVERSITY

I. There is hereby created a body whose members shall be known as “the Fellows of the University of Notre Dame du Lac” (“the Fellows”) who shall have and exercise all power and authority granted by that certain Act of the legislature of the State of Indiana approved on January 15, 1844 (as amended by Acts of said legislature approved January 13, 1845, March 8, 1873, and March 11, 1937) (herein sometimes referred to as the Chartering Act, as amended) to the Founding Group and to their successors and associates in office for the governance of the University.

II. The Fellows of the University shall be a self-perpetuating body and shall be twelve (12) in number, six (6) of whom shall at all times be members of the Priests Society of the Congregation of Holy Cross, Indiana Province (herein called “Clerical Fellows”), and six (6) of whom shall be lay persons (herein called “Lay Fellows”). Following the creation of a newly constituted Board of Trustees of the University, as is contemplated by the enactment of these Statutes, it shall be a prerequisite for the holding of the office of Lay Fellow that the incumbent shall be a Trustee of the University. Four (4) of the Fellows shall hold their office *ex officio*, namely the Provincial of the Priests Society of the Congregation of Holy Cross, Indiana Province, the Religious Superior of the Holy Cross Religious at Notre Dame, the President of the University, and the Chairman of the Board of Trustees of the University, it being understood that such *ex officio* membership shall become operative at the time that said Board of Trustees shall be reconstituted as aforesaid. Except in the instance of *ex officio* Fellows, vacancies occurring amongst the Fellows of the University as the result of death, disability, resignation, or otherwise, shall be filled by a majority vote of the Fellows remaining in office. Those Fellows elected to fill vacancies on the Board shall serve for the remainder of the unexpired term. Any Fellow (excluding a Fellow holding his office *ex officio*) may be removed from office by the vote of at least two-thirds (2/3) of all of the other Fellows then in office when in the opinion of such Fellows the welfare of the University requires such action. Vacancies in the Fellows arising from any cause shall be promptly filled with strict adherence to the requirement that the membership of the Fellows shall at all times be equally divided between clerical and lay persons. If at any time, by reason of *ex officio* membership on the Board of Fellows, there would be a majority of Lay Fellows, the size of said Board shall immediately be adjusted to twelve (12) to assure compliance with said requirement by immediate resignation of the Lay Fellow who shall have had the shortest tenure as a member of the Board of Trustees.

III. The Fellows, other than those who become such *ex officio*, shall be classified with respect to the time for which they shall severally hold office into three (3) classes, each class to consist of one-third (1/3) in number of the Fellows, as near as may be. The first class shall consist of two (2) Fellows to be elected for terms expiring on the date of the annual meeting to be held in 1969. The second class shall

consist of two (2) Fellows to be elected for terms expiring on the date of the annual meeting to be held in 1971. The third class shall consist of two (2) Fellows to be elected for terms expiring on the date of the annual meeting to be held in 1973. At each biennial election commencing in 1969 and thereafter, the successors of the class of Fellows elected for terms expiring in the year of such biennial election shall be elected to hold office for a term of six (6) years and to the extent required such number of additional Fellows shall be elected to fill any increase in the authorized number of, or any vacancies then existing in, such or any other class of Fellows. In the case of the Provincial of the Priests Society of the Congregation of Holy Cross, Indiana Province, the Religious Superior of the Holy Cross Religious at Notre Dame, the President, and the Chairman of the Board of Trustees of the University (as hereinafter constituted), their respective terms as Fellows shall be coincident with their incumbency in their other respective offices.

IV. An annual meeting of the Fellows shall be held immediately prior to the Spring meeting of the Board of Trustees of the University. Special meetings of the Fellows may be called by the Chairman or by any other three (3) Fellows upon ten (10) days prior written notice. A quorum for the transaction of business shall consist of at least two-thirds (2/3) of the Fellows in office.

The President of the University shall be the Chairman of all meetings of the Fellows. In his absence, the Fellows shall designate a Chairman *pro tem*. The Fellows shall elect a Secretary of the Board of Fellows from their membership who shall perform the duties customary to that office including the giving of notice to all Fellows of regular and special meetings of the group.

V. The Fellows of the University shall perform the duties of their office as follows:

(a) Except to the extent that the Fellows shall delegate authority to the Board of Trustees, they shall exercise the powers and authority granted to them by the Chartering Act, as amended, and by the applicable laws of the State of Indiana.

(b) The Fellows shall elect the Trustees of the University for the purpose, in the manner and at the times specified in the Bylaws of the University. The Fellows by at least a two-thirds (2/3) vote of all the Fellows then in office shall have the power to remove any Trustee when in their judgment the welfare of the University so requires and provided such removal has been first recommended by the Board of Trustees in the manner specified in the Bylaws.

(c) The Fellows shall adopt and amend the Bylaws of the University, provided at least two-thirds (2/3) of the Fellows then in office concur in each and every such action.

(d) No sale or transfer of a substantial part of the physical properties of the University shall be made without the concurrence of at least two-thirds (2/3) of the Fellows then in office.

(e) The essential character of the University as a Catholic institution of higher learning shall at all times be maintained, it being the stated intention and desire of the present Fellows of the University that the University shall retain in perpetuity its identity as such an institution.

(f) The University's operations shall be conducted in such manner as to make full use of the unique skills and dedication of the members of the Priests of Holy Cross, Indiana Province, Inc. Four specific traditional areas, *inter alia*, are noted here:

1. The intellectual life of the University should at all times be enlivened and sustained by a devotion to the twin disciplines of theology and philosophy. They are viewed as being central to the University's existence and function. Here the role of the priest-professor can and should be a vital one.

2. It is important that members of the Holy Cross Community be active in as many academic roles at the University as their talents and training permit. The very presence of priest-scholars can add immeasurably to the total endeavor of the University and to its essential Catholicity.

3. Another central function of the priest in Notre Dame life is the pastoral apostolate within the University community. In the post-Conciliar Church, this activity is even more imperative than ever before if the full richness of Catholic life is to be imparted to the student body and faculty members.

4. The administration of the University should be a collaborative effort of the priest and the layperson. In those areas of administration where a priest has special competence and experience, he should be assigned commensurately important duties, to the end that his dedication to the total task of the University may be effectively utilized and encouraged.

(g) The University shall continue to implement its long-standing policy of admitting students of any race, color, national and ethnic origin, and shall continue not to discriminate on these bases in the administration of any of its programs related to applicants or students including but not limited to admissions, financial aid, academics, student affairs and athletics.

VI. The Statutes of the University may be amended only by the vote of at least two-thirds (2/3) of the Fellows then in office.

VII. To the extent that any powers granted to the Board of Trustees (and not expressly reserved to the Fellows) are powers of a kind and character originally granted to the Fellows or to their predecessors in office the Trustees shall be deemed to be Associates of the Fellows (as such term is used in the Chartering Act, as amended) in the exercise of such powers.