BYLAWS
OF
CREIGHTON UNIVERSITY
(As revised December 5, 2005)

ARTICLE I

Purposes and Essential Principles
Of the University

Creighton University is a corporation organized under the laws of the State of Nebraska primarily for educational purposes. The University was originally organized under the act of the Legislature of the State of Nebraska approved on February 27, 1879, Laws of Nebraska 1879, page 189. By Certificate of Amendment of its Articles of Incorporation filed in the office of the Secretary of State on March 3, 1960, the University elected to become organized under and subject to the Nebraska Nonprofit Corporation Act, Laws of 1959, Chapter 80. Under this Act and the University’s Articles of Incorporation, the affairs of the Corporation are managed by the Board of Directors.

The primary purposes of the University are the encouragement of learning and the extension of the means of education. In common with other American social institutions, the University is dedicated to the service of its immediate community, the service of the nation, and the service of the world at large. The University fulfills its corporate purposes and carries out these dedications by means appropriate to a university in our society, that is, through teaching and research, by the discovery, preservation, and communication of knowledge. The University, therefore, and its Directors in its behalf, recognize and accept three primary responsibilities: that of teaching, that of research, and that of community service.

Creighton admits qualified students and hires qualified employees without regard to race, color, national or ethnic origin, handicap, sex, or religion. Its education and employment policies, scholarship and loan programs, and other programs and activities are administered without any such discrimination. The University is taking affirmative action to employ and advance in employment qualified disabled veterans and veterans
of the Vietnam era. The University Affirmative Action Director has been delegated the responsibility for coordination of the University's equal rights efforts.

ARTICLE II
The Board of Directors

Section 1. Powers of the Board — The Board of Directors shall have and may exercise, subject to law and to the Articles of Incorporation, all the powers of the Corporation.

Section 2. Membership of the Board

a. Number — Subject to the provision of the Articles of Incorporation, the number of Directors shall be set from time to time by resolution approved by a majority of the full Board.

b. Qualifications — At least seven members of the Board shall be members of the Society of Jesus, one of whom may be the President of the University as an ex officio voting member. The Board shall also include:
   a. The President of the Creighton University National Alumni Board as an ex officio voting member, as provided by the 1988 Bylaws of the National Alumni Board.
   b. The Secretary of the University as an ex officio non-voting member.

No one who has attained the age of 75 years is eligible for re-election to the Board unless the Board, by a two-thirds majority vote determines otherwise.

Section 3. Election of Directors — The Directors shall be divided into classes. Each class shall be elected at the annual meeting and shall consist of the number of members of the class of the Board of Directors whose terms of office expire at such annual meetings.

The election shall be by a majority vote to fill the vacancies resulting from the expiration of terms of office of the class whose terms expire in that year. Each Director so elected shall serve for a term of four years form the date of the annual meeting at which he / she is elected or from the date of the term to which he / she was appointed and until his successor is elected and qualified.

Notwithstanding the foregoing, the President of the Creighton University National Alumni Board shall serve a term of one year from the date of the annual meeting at which he / she is elected.
Section 4. Vacancies. A vacancy occurring for any reason other than expiration of term shall be filled by a majority vote of the remaining Directors. A Director so elected shall serve for four years from the date of the next annual meeting.

Section 5. Quorum – A majority of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by the Articles of Incorporation, the Bylaws, or the laws of the State of Nebraska.

Section 6. Action Requiring More Than a Majority Vote – The following acts require a vote of two-thirds of the full Board and a vote of a majority of the members of the Society of Jesus then in office:

Amendment of the Articles of Incorporation;
Sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property and assets of the Corporation;
Merger or consolidation;
Dissolution or liquidation;
Alteration, amendment, or repeal of any or all of the following provisions of the Bylaws: Article II, Section 2b; Article II, Section 6; Article III, Section 3; and Article VI.

For purposes of these Bylaws, the full Board shall mean the number of Directors the Corporation would have in the absence of any vacancy.

Section 7. Board Officers
a. Chairman of the Board – The Board shall elect its own Chairman from among the lay members of the Board. The Chairman shall be elected for a term of four years but shall automatically cease to be Chairman on termination of his membership on the Board. The Chairman shall preside at all meetings of the Board at which he / she is present.

b. Vice Chairman of the Board – The Board shall also elect a Vice Chairman of the Board from the Board membership. He / she shall serve for four years, but his term as such Vice Chairman shall terminate with the termination of his Board membership. He / she shall preside at meetings in the absence of the Chairman and
will have the right to act for the Chairman and to perform any other duties assigned him by the Chairman.

Section 8. Removal of Directors - A Director may be removed from office for any reason by a majority vote of the full Board. The Directors shall consider the removal of any member of the Board who has unauthorized absences from three successive regular meetings within a period of one year.

Section 9. Meetings of the Board – Meetings of the Board may be held within or without the state of Nebraska. Unless otherwise stated in the notice of any meeting, all meetings shall be held at the principal office of the University in the city of Omaha, Nebraska.

The annual meeting shall be held on the first Monday in June of each year for the purpose of electing Directors and transacting any other business that may come before the Board.

Other regular meetings of the Board may be established, and the time and date thereof fixed, by resolution of the Board. No notice of regular meetings shall be required, and any notice of any regular meeting which is given need not state the purpose or purposes thereof.

Special meetings of the Board may be held at any time, on notice to each member of the Board given at least forty-eight hours prior to the time fixed for the meetings in such notice. The Chairman of the Board or, in his absence, the Vice Chairman of the Board, or any five members of the Board may call and give notice of special meetings of the Board. Notice of a special meeting shall be given by mail or by telegram, directed to the residence or place of business of each Director, and shall specify the time, place, and purpose or purposes of the meeting. The place of any special meeting shall be at the principal office of the Corporation in Omaha, Nebraska, unless the Board, by resolution, shall have previously authorized such special meeting to be held elsewhere.

Notice of any meeting may be waived by any Director either before or after such meeting, and such waiver shall, in respect to such Director giving the same, be fully as effective as notice given in accordance with these Bylaws.
If a quorum is not present at any meeting, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the adjourned meeting, until a quorum shall be present.

Members of the Board of Directors, or of any Committee established by the Board or by these Bylaws, may participate in any regular or special meeting of the Board or of any such Committee, or conduct any meeting, through the use of any means of communication by which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at the meeting.

Section 10. Executive Committee – The Board of Directors, by resolution adopted by a majority of the Directors in office, shall designate and appoint an Executive Committee composed of the Chairman of the Board, the Vice Chairman of the Board, the President of the University, the chairman of the standing committees, and, at its option, at least two other Directors. At least one member of the Executive Committee shall be a member of the Society of Jesus.

The Executive Committee shall be appointed at the annual meeting of the Board, and the members of the Committee shall serve a term of one year and until their successors have been elected and qualified. Vacancies in the Committee may be filled at any regular or special meeting of the Board, and any member appointed to fill a vacancy on the Committee shall serve until the next annual meeting. Committee members shall be eligible for appointment to one or more additional terms. Any Committee member who shall cease to be a Director shall, at the same time, cease to be a member of the Executive Committee.

The Executive Committee shall be subordinate and responsible to the Board of Directors. Between meetings of the Board, the Committee shall have all the powers and duties of the Board, except that the Committee shall not have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any members of any such committee or any Director or Officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the
Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such Committee; or effecting any major change in the operations of the University.

The Chairman of the Board shall be, ex officio, Chairman of the Executive Committee. In his absence at any meeting of the Committee, the Committee members present shall designate an acting chairman of such meeting.

Meetings of the Executive Committee may be called at any time by the Chairman of the Committee or, in his absence, by the Vice Chairman of the Board or, in his absence, by the President of the University, and may be held without notice whenever and wherever a majority of the Committee is assembled. The affirmative approval of a majority of the Committee members present at any duly constituted meeting of the Committee shall be sufficient to authorize any action in respect of which authority is given by these Bylaws to the Committee.

Minutes of all proceedings of the Executive Committee shall be maintained and copies thereof shall be distributed regularly to each member of the Board, after such minutes shall have been approved by the Committee. At each and every meeting of the Board of Directors, the proceedings and actions taken by the Executive Committee since the last meeting of the Board shall be reported to the Board.

Section 11. Other Committees – The Board of Directors shall create and establish such other committees, boards, and councils in respect of the management of the affairs of the University as the Board shall, from time to time, determine; and, in its discretion, may discontinue any such committees, board, and councils. The duties and functions of such committees, board, and councils shall be defined and determined by the Board of Directors.

ARTICLE III

Officers of the University

Section 1. Titles. - The officers of the University shall be elected by the Board of Directors and shall consist of a president; one or more vice presidents, as determined from time to time by the Board of Directors (any one or more of which such vice
presidents may be designated as executive vice presidents, as senior vice presidents, or as vice presidents of particular departments or operations of the University; a secretary; a treasurer; and such assistant secretaries as the Board of Directors shall, from time to time, determine. Any two offices may be held by the same person except the offices of President and Secretary.

Section 2. Appointment; Qualifications; Term – Officers of the University may be appointed by the Board of Directors at any regular or special meeting of the Board. Officers, other than the President of the University, may be, but need not be, members of the Board of Directors. Officers shall be elected at the annual meeting for a term of one year and until their successors have been elected and qualified and shall be subject to removal by a majority vote of the Board of Directors.

Section 3. The President - It is preferred that the President be a member of the Society of Jesus if the Board determines, in its sole discretion, that a qualified Jesuit candidate is available. In the event that no qualified Jesuit candidate is available, it is preferred but not required, that the President be a Catholic. It is required that the President, regardless of faith, be committed to implementing the Catholic and Jesuit mission of the University.

He / she shall be the chief executive and administrative officer of the University. He / she shall have the general and active management, control and direction of the business operations, educational activities, and other affairs of the University. He / she shall execute all authorized bonds, deeds, mortgages, notes, or other securities of the University in the name of the University, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other agent or officers of the University. The President may delegate to the Treasurer authority to sign and execute, in the name of the University, all authorized bonds, deeds, mortgages, notes or other securities of the University. The President may delegate to the Vice President for Academic Affairs, the Vice President for Health Sciences, and to the Deans of the University’s Schools and Colleges, as he / she may in his / her sole discretion determine appropriate, the authority to sign faculty contracts and faculty contract renewals.
The President shall have the power and authority to institute on behalf of the University proceeds for injunctive or other equitable relief in a court of competent jurisdiction and to take all other necessary and appropriate action which, in his / her sole discretion, he / she deems advisable to protect the University against damages to, destruction or seizure of, or trespass on, its buildings or other property; to prevent the disruption or impairment of, or interference with, the regularly scheduled classes or other educational functions of the University; to prevent the occurrence of the physical harm, coercion, intimidation, or other invasion of the lawful rights of the officials, faculty members, or students of the University; and to protect the University against attacks upon or subversion of its reputation and the principles upon which it was founded.

Any vacancy in the office of President of the University shall be filled by the Board of Directors as promptly as practicable. If, for any reason, it shall become necessary or desirable, because of an extended period of vacancy in the office of President, because of any lengthy absence or disability of the President, or otherwise, to delegate the duties of the President, on an interim basis, to an acting president, such acting president, to whom such delegation is made by the Board of Directors, shall, regardless of his / her faith be committed to implementing the Catholic and Jesuit mission of the University.

Section 4. Vice Presidents – The Vice President shall perform such duties as the President shall from time to time direct. In the event of the death, disability, absence, or inability of the President to act, the Vice Presidents, in the order designated in a resolution of the Board, shall, unless an acting president has been appointed, perform the duties and exercise the powers of the President.

Section 5. Secretary - The Secretary shall attend and keep the minutes of all meetings of the Board of Directors, shall have custody of the seal of the corporation, shall imprint the seal on all documents required to bear same, shall sign all documents requiring the signature of the Secretary, shall serve all notices provided for in these Bylaws or directed to be served by the President or the Board of Directors, and shall perform such other duties as usually pertain to the office of Secretary.

Section 6. Treasurer – The Treasurer shall have custody of the corporate funds and securities and, through himself or other officers of the University, shall deposit all
monies and other valuable effects in the name or to the credit of the University in such
depositaries as may be designated by the Board of Directors. He / she shall, through
himself or other officers of the University, disburse the funds of the University as may be
ordered by the Board, and shall render to the President and the Board of Directors,
whenever they may require it, an accounting of all his transactions as Treasurer. He /
she shall, with other designated officers of the University, sign and execute fiscal
transactions as are necessary to safeguard the assets of the University and execute its
business.

In the discretion of the Board of Directors, the Treasurer may be required to give
bond for the faithful performance of his duties in such amounts and with such sureties
as the Board may require.

Section 7. Assistant Secretaries – The Assistant Secretary, in the absence or
disability of the Secretary, shall perform the duties and exercise the powers of the
Secretary and shall perform such other duties and have such other powers as the Board
of Directors or the President may, from time to time, prescribe.

ARTICLE IV
Indemnification of Directors and Officers

Section 1. The Corporation shall indemnify any person who was or is a party to
or is threatened to be a party to any threatened, pending, or completed action, suit, or
proceeding, whether civil, criminal, administrative, or investigative other than an action
by or in the right of the Corporation by reason of the fact that he / she is or was a
Director, Officer, employee, or agent of the Corporation, or is or was serving at the
request of the Corporation as a director, officer, employee, or agent of another
corporation, partnership, joint venture, trust, or other enterprise, against expenses
including attorneys’ fees, judgments, fines, and amounts paid in settlement actually and
reasonably incurred by him in connection with such action, suit, or proceeding if he / she
acted in good faith and in a manner he / she reasonably believed to be in or not
opposed to the best interests of the Corporation, and, with respect to any criminal action
or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 2. 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 or suit
by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he / she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses, including attorneys’ fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he / she acted in good faith and in a manner he / she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. To the extent that a Director, Officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, he / she shall be indemnified against expenses, including attorneys’ fees, actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he / she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, site, or proceeding, or if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 4 of this
Article upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Section.

Section 6. The indemnification provided in this Section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders, members of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE V

Corporate Seal

The Corporate seal shall be in the form impressed hereon. The form of the seal may be changed by the Board of Directors.

ARTICLE VI

Amendments to Bylaws

Except as provided in Article II, Section 6, the Board of Directors may, at any regular or special meeting, alter, amend, or repeal these Bylaws or adopt new Bylaws by a vote of two-thirds of the full Board.
BOARD OF DIRECTORS RESOLUTIONS
Amendments to the Bylaws of Creighton University, Dec. 5, 2005

1. ARTICILE II, SECTION 2b:

BE IT RESOLVED that Article II, Section 2b of the Bylaws be, and hereby is, amended to read as follows:

"At least seven members of the Board shall be members of the Society of Jesus, one of whom may be the President of the University as an ex officio voting member. The Board shall also include:

a. The President of the Creighton University National Alumni Board as an ex officio voting member, as provided by the 1988 Bylaws of the National Alumni Board.
b. The Secretary of the University as an ex officio non-voting member."

No one who has attained the age of 75 years is eligible for re-election to the Board unless the Board, by a two-thirds majority vote determines otherwise.

2. ARTICILE II, SECTION 10:

BE IT RESOLVED that the first paragraph of Article II, Section 10 of the Bylaws be, and hereby is, amended to read as follows:

"The Board of Directors, by resolution adopted by a majority of the Directors in office, shall designate and appoint an Executive Committee composed of the Chairman of the Board, the Vice Chairman of the Board, the President of the University, the chairmen of the standing committees, and, at its option, at least two other directors. At least one member of the Executive Committee shall be a member of the Society of Jesus."

3. ARTICILE III, SECTION 2:

BE IT RESOLVED that Article III, Section 2 of the Bylaws be, and hereby is, amended to read as follows:

"Officers of the University may be appointed by the Board of Directors at any regular or special meeting of the Board. Officers, other than the President of the University, may be, but need not be, members of the Board of Directors. Officers shall be elected at the annual meeting for a term of one year and until their successors have been elected and qualified and shall be subject to removal by a majority vote of the Board of Directors."

4. ARTICILE III, SECTION 3:
4. ARTICLE III, SECTION 3:

BE IT RESOLVED that Article III, Section 3 of the Bylaws be, and hereby is, amended to read as follows:

"It is preferred that the President be a member of the Society of Jesus if the Board determines, in its sole discretion, that a qualified Jesuit candidate is available. In the event that no qualified Jesuit candidate is available, it is preferred but not required, that the President be a Catholic. It is required that the President, regardless of his / her faith, be committed to implementing the Catholic and Jesuit mission of the University.

He / she shall be the chief executive and administrative officer of the University. He / she shall have the general and active management, control and direction of the business operations, educational activities, and other affairs of the University. He / she shall execute all authorized bonds, deeds, mortgages, notes, or other securities of the University in the name of the University, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other agent or officers of the University. The President may delegate to the Treasurer authority to sign and execute, in the name of the University, all authorized bonds, deeds, mortgages, notes or other securities of the University. The President may delegate to the Vice President for Academic Affairs, the Vice President for Health Sciences, and to the Deans of the University's Schools and Colleges, as he may in his sole discretion determine appropriate, the authority to sign faculty contracts and faculty contract renewals.

The President shall have the power and authority to institute on behalf of the University proceeds for injunctive or other equitable relief in a court of competent jurisdiction and to take all other necessary and appropriate action which, in his sole discretion, he deems advisable to protect the University against damages to, destruction or seizure of, or trespass on, its buildings or other property; to prevent the disruption or impairment of, or interference with, the regularly scheduled classes or other educational functions of the University; to prevent the occurrence of the physical harm, coercion, intimidation, or other invasion of the lawful rights of the officials, faculty members, or students of the University; and to protect the University against attacks upon or subversion of its reputation and the principles upon which it was founded.

Any vacancy in the office of President of the University shall be filled by the Board of Directors as promptly as practicable. If, for any reason, it shall become necessary or desirable, because of an extended period of vacancy in the office of President, because of any lengthy absence or disability of the President, or otherwise, to delegate the duties of the President, on an interim basis, to an acting president, such acting president, to whom such delegation is made by the
Board of Directors, shall, regardless of his / her faith be committed to implementing the Catholic and Jesuit mission of the University.

5. Any reference in the Bylaws to the "he" pronoun shall be changed to "he / she". The Bylaws will be restated to reflect the amendments made at the December 5, 2005 Board meeting.