





MWU-Chicago College of Osteopathic Medicine



2026 Mid-Cycle Report Commission on Osteopathic College Accreditation

Standard 1: Mission and Governance

Element 1.4: Governance and Program Policies

The relevant policies are bookmarked. To open the Bookmarks panel, select the Bookmark icon  from the side navigation bar. To navigate this document, please keep the bookmark side panel open. To access the nested bookmarks that link to the policies and procedures, please click on the carrot  to expand the parent bookmarks. To return to the table of contents, click on the parent bookmark.

1. Provide the bylaws of the COM's (or parent institution's) governing body and a list of members, including titles, of the body,

- Midwestern University Bylaws: pages 2-24
- List of Board Members from the MWU Website: pages 25-26



BYLAWS

As Amended January 21, 2026

ARTICLE I

NAME AND OFFICE

The name of the Corporation (sometimes referred to herein as the "University"), which is an Illinois not-for-profit corporation, is Midwestern University. The University shall continuously maintain in the State of Illinois a registered office and a registered agent at such office, and may maintain other offices either within or without the State as the Board of Trustees may determine.

ARTICLE II

PURPOSES AND POWERS

2.1 Purposes. The University is organized and shall be operated exclusively for post secondary and graduate educational purposes and for the benefit of its constituent colleges, Midwestern University Foundation, and any other affiliated corporations. In furtherance thereof the University shall have the power to establish, operate, conduct, own, equip, maintain, acquire, facilitate, develop, sponsor, or support programs, facilities and activities primarily devoted or related to Osteopathic medical education, pharmacy education, health sciences education, and such other academic programs and disciplines as the Trustees may approve from time to time; to establish, conduct, sponsor, support, develop, own, maintain, acquire, facilitate or operate educational, research, charitable, scientific and scholastic programs and activities related to or in furtherance of the above purposes; to promote, support, develop, encourage, maintain, receive and accept funds, gifts, donations and contributions in connection with the foregoing purposes; and to establish, own, equip, support, maintain, facilitate, develop, sponsor, acquire, conduct or operate such other entities, institutions, programs and activities related to the foregoing deemed appropriate by the Board of Trustees. In the course of the operations of the University

(a) No part of the net earnings of the University shall inure to the benefit of, or be distributable to, its Trustees, officers, or other persons, except that the University shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) No substantial part of the activities of the University shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The University shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

(c) Notwithstanding any other provisions of these Bylaws, the University shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or of the corresponding provision of any future United States Internal Revenue Law) or (b) by corporation contributions, which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

2.2 Powers. The University shall possess all such powers granted to corporations under the Illinois General Not For Profit Corporation Act, as it may be amended from time to time, or under the laws of any other state or jurisdiction in which the University is lawfully engaged in doing business, all such powers to include, but not be limited to, the power to purchase, take, receive, lease as lessee or lessor, take by gift or legacy, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property or interest therein within or without the State of Illinois, to sell, convey, mortgage, pledge, or otherwise dispose of all or any part of its property or assets, to make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes, and all such other powers as are in furtherance of the foregoing purposes and are permitted under said Act; provided, however, that the University at all times shall operate exclusively for charitable, scientific, scholastic and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor law thereto.

2.3 Dissolution. In the event of the dissolution of the University, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the University, shall distribute, in any proportions considered prudent, all of the assets of the University to Midwestern University Foundation, if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor law thereto, otherwise in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific or scholastic purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any successor law thereto, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the University is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

MEMBERS

The University shall have no members.

ARTICLE IV

BOARD OF TRUSTEES

4.1 General Powers. The affairs of the University shall be managed by the Board of Trustees. The University, through its Board of Trustees, shall have authority and control of the affairs and property of its subsidiary and affiliate corporations only to the extent and as specifically provided in the articles of incorporation or the bylaws of such subsidiary and affiliate corporations; otherwise such subsidiary and affiliate corporations shall have authority and control to manage their affairs and properties as permitted under the law and their respective articles of incorporation and bylaws.

Without limiting the general powers of the Board of Trustees referred to above, the Board of Trustees may

(a) Appoint, elect or remove all members of the Board of Trustees and all officers identified in Article V.

(b) Appoint, remove or promote subject to existing personnel policy, all members of the faculty upon the recommendations of the President, and, as relevant, upon the recommendation of the Faculty Senate.

(c) Establish, review, alter, reduce or discontinue the educational policies, mission statements, and programs of the University, with due consideration to the recommendations of the President who represents the Faculty.

(d) Grant academic honors and degrees upon the recommendation of the Faculty.

(e) Pass upon nominations for honorary degrees.

(f) Set the tuition and fees of the University.

4.2 Number and Qualifications. The Board of Trustees shall consist of not less than 11 or more than 16 Trustees, with the exact number being determined from time to time by the Board of Trustees. Members of the Board of Trustees shall be selected from among leaders in the business, healthcare, educational or community sectors, as nominated by the Trustee Nominating Committee in accordance with Section 6.9 of these Bylaws.

No faculty, staff, student or employee of the University or its affiliated corporations (except for the President of the University) may be elected to membership as a Trustee.

4.3 Term of Office. The terms of office of Trustees shall be staggered as follows: The Trustees shall be divided into three classes. The Trustees of the first class shall be elected for a term of three years. The Trustees of the second class for a term of two years. The Trustees of the third class for a term of one year. At each annual meeting of the University, the successors to the Trustees in the classes whose term shall expire in that year pursuant to the foregoing shall be elected to serve for the appropriate term of years, so that the term of office of one class of Trustees shall expire in each year. Each Trustee shall hold office from his or her election until the annual meeting in the year his or her term shall expire pursuant to the foregoing or until his or her successor is duly elected and qualified. A Trustee may be elected to succeed himself/herself. The initial Board of Trustees shall be divided into appropriate classes at the first meeting of the Board of Trustees of the University.

4.4 Annual and Regular Meetings. The annual meeting of the Board of Trustees shall be held in December in each year or in such other month as the Board of Trustees may determine from time to time. The Board of Trustees shall announce the time of the meeting and the meeting place in a timely written notice. The purposes of the annual meeting shall include the election of Trustees and officers. In addition to the annual meeting, the Board shall hold regular meetings at least once every calendar quarter at the principal office of the University or at such other location determined by the Board of Trustees. The Board may provide by resolution the exact time and place of such regular meetings without further notice other than such resolution.

4.5 Special Meetings. Special meetings of the Board of Trustees may be called by the Chairperson of the Board, the President, or by any three (3) Trustees. The person or persons calling a special meeting of the Board of Trustees may fix any place, within or without the State of Illinois, as the place for holding such special meeting.

4.6 Notice. Notice of the time and place of any special meeting of the Board of Trustees shall be given at least twenty-four (24) hours prior thereto by written notice delivered personally or sent by mail, facsimile or electronic transmission to each Trustee at his or her postal or electronic address or telephone number as shown by the records of the University. However, a special meeting may not remove a Trustee unless written notice of the proposed removal is delivered to all Trustees at least twenty (20) days prior to the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile or electronic transmission, such notice shall be deemed to be delivered when the facsimile is confirmed or the electronic transmission is delivered. Any Trustee may waive notice of any meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The notice of such special meeting shall specify the business to be transacted and the purpose of any special meeting, and the special meeting shall be limited to the business specified in the notice.

4.7 Quorum. A majority of the members of the Board of Trustees as then constituted shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a quorum of the Trustees is present, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

4.8 Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law or by these Bylaws. A Trustee may participate in and act at any meeting of the Board or its committees through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence at the meeting of the person or persons so participating. In any event, no Trustee may act by proxy on any matter.

4.9 Informal Action by Trustees. Any action required to be taken at a meeting of the Board of Trustees or any other action which may be taken at a meeting of Trustees, may be taken without a meeting, (including via electronic mail, electronic signature or other secure digital means) if consent in writing, setting forth the action so taken (that specifies the issue upon which they are voting and how they are voting), is signed by all of the Trustees or such lesser number as may be permitted by law. In the case of action taken electronically, such consent shall be deemed signed when transmitted from an email address or other electronic means associated with and controlled by the consenting Trustee, as may be reasonably determined by the Board of Trustees. Any informal action taken hereunder, and the written or electronic consents, shall be filed with the minutes of the proceedings of the Board.

4.10 Vacancies. Any vacancy occurring in the Board of Trustees or any position to be filled by reason of an increase in the number of Trustees, shall be filled by the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

4.11 Conflict of Interest. Any duality of interest or possible conflict of interest on the part of any Trustee shall be disclosed to the other members of the Board of Trustees and made a matter of record. Such Trustee may be counted in determining whether a quorum is present but may not vote when the Board takes an action on the transaction. These requirements shall not be construed as preventing the affected Trustee from briefly stating his position on the matter or responding to questions of the other Trustees.

4.12 Limited Liability of Trustees. No Trustee serving without compensation, other than reimbursement for actual expenses, shall be liable, and no cause of action may be brought for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such trustee unless the act or omission involved "willful or wanton conduct," which means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

4.13 Removal of Trustees. A Trustee or Life Trustee may be removed for cause by the affirmative vote of a majority of the Trustees then in office present and voting at a meeting of the Board of Trustees at which a quorum is present. Failure to reappoint a Trustee upon the expiration of his or her term of appointment is not deemed to be a removal.

4.14 Bylaws Not Exclusive. These Bylaws are not an exclusive statement of the duties and responsibilities of the Trustees. All Trustees are subject to common law and other statutory duties and responsibilities.

4.15 Annual Evaluation of the Board. The Board of Trustees, or a committee of the Board, shall develop and implement a procedure for annual evaluation of the Trustees of the University.

4.16 Annual Board Retreat. The Board of Trustees may hold an annual retreat for attendance by all Trustees. Trustees shall be notified of the time and place of any annual retreat at least three (3) months in advance.

4.17 Life Trustee. A Trustee who has served for a minimum of at least part of two terms and has rendered distinguished and honorable service to Midwestern University may, upon recommendation of the Trustee Nominating Committee and approval of the Board of Trustees, be appointed as a Life Trustee. Life Trustees are invited to attend regular meetings and the Annual Retreat of the Board of Trustees. Life Trustees shall serve in an ad hoc, advisory capacity to the Board of Trustees, its various committees, and the President and Chief Executive Officer with respect to such matters on which they may be consulted from time to time; may be called upon to assist in the orientation of new Trustees, and may be asked to submit names of individuals for special recognition by the University at major alumni, fundraising, development and special events. Life Trustees do not vote, and are not counted for quorum purposes. Life Trustees shall not be considered as "Trustees" as that term is used throughout these Bylaws, except for the Indemnification provisions of Article VII and the limited liability provisions of Section 4.12.

ARTICLE V

OFFICERS

5.1 Officers. The following officers of the Board shall be voting members of the Board of Trustees and be counted for quorum purposes:

- Chairperson of the Board of Trustees
- Vice Chairperson of the Board of Trustees
- Secretary
- Treasurer
- President and Chief Executive Officer of the University

The Board shall also appoint, from time to time, an Assistant Secretary and an Assistant Treasurer who shall not be voting members or counted for quorum purposes. The Board of Trustees may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. The offices of Secretary and Treasurer may be held by the same person.

5.2 Election and Term of Office. The officers shall be elected annually by the Board of Trustees at the annual meeting of the Board of Trustees. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each officer shall hold office until a successor shall have been duly elected and qualified.

5.3 Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board whenever in its judgment the best interests of the University would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create any contract rights.

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

5.5 Chairperson of the Board of Trustees. The Chairperson of the Board of Trustees shall be the chief policy officer of the University, shall have all duties which that position would customarily require, shall preside at all meetings of the Board of Trustees and the Executive Committee and shall be an *ex officio* member of all committees of the Board of Trustees.

5.6 Vice Chairperson of the Board of Trustees. The Vice Chairperson of the Board of Trustees shall preside in the absence of the Chairperson and shall perform such other duties as may be directed by the Board of Trustees.

5.7 President. The President and Chief Executive Officer of the University shall be a voting member of the Board of Trustees and, in general, shall supervise and control all of the business and affairs of the University. The President shall be the direct executive representative of the Board of Trustees in the management of the University; shall serve as liaison for the University in its relationships with its affiliated organizations; may sign, with the Assistant Secretary or any other proper officer of the University authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the University; shall be an *ex officio* and voting member of all committees of the Board of Trustees; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

5.8 Senior Vice President, Chief Operating Officer. The President and Chief Executive Officer shall have the authority to appoint a Senior Vice President, Chief Operating Officer, of the University, subject to approval by the Board. The Senior Vice President, Chief Operating Officer, shall direct the on-going operations of the University and administer its administrative policies, make recommendations to the President and perform such duties as the President, in his or her discretion, may assign the Senior Vice President, Chief Operating Officer. The President and Chief Executive Officer shall have the authority to remove the Senior Vice President, Chief Operating Officer, subject to approval by the Board.

5.9 Senior Vice President, Chief Financial Officer. The President and Chief Executive Officer shall have the authority to appoint a Senior Vice President, Chief Financial Officer, of the University, subject to approval by the Board of Trustees. The Senior Vice President, Chief Financial Officer, in general shall supervise and control all financial functions and operations of the University, act as the designee of the Treasurer in performing the functions of the Treasurer's office, make recommendations to the President and perform such additional duties as the President, in his or her discretion, may assign the Senior Vice President, Chief Financial Officer. The President and Chief Executive Officer shall have the authority to remove the Senior Vice President, Chief Financial Officer, subject to approval by the Board.

5.10 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the University; shall receive and give receipts for moneys due and payable to the University from any source whatsoever and deposit all such moneys in the name of the University in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; shall make a financial report at each meeting of the Board of Trustees; shall have the books of the Treasurer audited at the close of the financial year by a certified public accountant; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a bond for the

faithful discharge of duties in such sum and with such surety or sureties as the Board of Trustees shall determine.

5.11 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees, and of any committees, in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall be custodian of the corporate records and of the seal of the University and see that the seal of the University is affixed to all deeds and contracts, the execution of which are duly authorized by the Board of Trustees or its Executive Committee; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Trustees. In addition, the Secretary shall keep a register of the residential address of each Trustee, which address shall be furnished to the Secretary by each Trustee at the time of his or her appointment and thereafter as often as necessary to keep current.

5.12 Assistant Treasurer. The Assistant Treasurer shall be the Registered Agent of the University. The Assistant Treasurer in general shall perform such duties as shall be assigned by the Treasurer, the President or the Board of Trustees from time to time. If required by the Board of Trustees, the Assistant Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Trustees shall determine.

5.13 Assistant Secretary. The Assistant Secretary shall be appointed by the Board of Trustees and is authorized to attest to the authenticity of signatures of University officers or Trustees and to affix the seal of the University as required, to issue over his or her signature certified copies of appropriately taken Board actions and resolutions and to perform such other duties as are generally performed by officers similarly situated or as are assigned by the President or Board of Trustees from time to time.

5.14 Additional Vice Presidents and Organizational Changes. The President and Chief Executive Officer shall have authority to create, modify, and eliminate executive and senior administrative positions for the University, including chief officers (such as a provost or chancellor), Senior Vice Presidents, Vice Presidents (such as a vice provost or vice chancellor), or a combination thereof, and to appoint individuals to such positions, consistent with the approved budget and strategic plan. The President and Chief Executive Officer shall provide written notice to the Board of any such creation, elimination, or appointment. Unless the Board affirmatively disapproves within a reasonable period, such action shall be deemed approved. Any individual appointed to a chief or executive position pursuant to this section shall not be deemed a corporate officer of the University, nor vested with authority to bind the University, unless and until expressly designated and authorized by the Board. The specific duties and responsibilities of any such appointee may be assigned, modified, or reassigned at any time by the President and Chief Executive Officer. Nothing in this section shall limit or impair the authority of the Board to designate, reaffirm, or remove corporate officers of the University, to grant, limit or revoke signatory authority, or to require Board approval

for officer appointments or authorities expressly reserved to the Board under these Bylaws or applicable law. For purposes of this section, “reasonable period” means thirty (30) days from written notice to the Board, or until the next regularly scheduled Board meeting, whichever is earlier, unless extended by Board vote.

5.15 Bylaws Not Exclusive. These Bylaws are not an exclusive statement of the duties and responsibilities of the officers. All officers are subject to the common law and other statutory duties and responsibilities.

ARTICLE VI

COMMITTEES

6.1 Committees.

(a) Establishment and Appointments. Except as these Bylaws otherwise may require, the Board of Trustees may create by majority vote such committees, whether standing, special, or *ad hoc*, as it may deem appropriate from time to time. Each such committee shall have as its number of members and its powers and duties as stated in the resolution of the Board of Trustees creating it, so long as the same shall conform to the requirements of these Bylaws, the Articles of Incorporation and applicable laws. Except as otherwise provided in such resolution or in these Bylaws, any committee created hereunder may include non-Trustees as long as a majority consists of Trustees, and the Chairperson of the Board of Trustees shall appoint all members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the University shall be served by such removal.

(b) Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board and until a 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.

(c) Chairperson. One Trustee of each committee shall be appointed chairperson by the Chairperson of the Board of Trustees.

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

(e) Quorum. Unless otherwise provided in the resolution of the Board of Trustees creating a committee, a majority of the committee shall constitute a quorum, provided Trustees constitute a majority for determining the 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.

(f) Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Trustees.

6.2 Executive Committee.

(a) The Executive Committee shall consist of:

- Chairperson of the Board of Trustees
- Vice Chairperson of the Board of Trustees
- Secretary
- Treasurer
- President and Chief Executive Officer of the University

(b) It shall be the duty of the Executive Committee to transact the business of the Board of Trustees between meetings of the Board, but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by law. All actions of the Executive Committee shall be deemed to be the actions of the Board of Trustees and shall be reported to the Board of Trustees at its next meeting. The Executive Committee shall evaluate at least annually the performance of the President and report on such evaluation to the Board of Trustees. The Executive Committee shall be vested with and may in its discretion exercise the full powers, duties, responsibilities and authority of the Board of Trustees except where prohibited by law.

6.3 Standing Committees. As soon as is practicable after the annual meeting of the Board of Trustees, the Chairperson of the Board of Trustees shall appoint the members and designate the chairperson of the standing committees. The standing committees are:

- (a) Finance/Investment Committee
- (b) Academic Committee
- (c) Audit Committee
- (d) Trustee Nominating Committee
- (e) Development Committee
- (f) Executive Compensation Committee

6.4 Meeting Frequency. All Committees shall meet as often as necessary, but at least once a year.

6.5 Appointment. The Chairperson of the Board of Trustees shall notify the President of appointments to all standing, special and *ad hoc* committees. The President shall notify individuals of their committee appointments and shall cause to be recorded all appointments in the minutes of the Board of Trustees.

6.6 Finance/Investment Committee. The Finance/Investment Committee shall consist of at least three (3) Trustees. The Committee shall be advisory to the Board of Trustees on the general financial matters of the University, including the Midwestern University Foundation, consider the investment of the general and endowment funds of the University, and shall recommend to the Board of Trustees investment strategies. This Committee shall be advisory to the Board of Trustees on general matters relating to creating debt, insurance, risk management and litigation involving any claims made or existing against the University. This Committee shall recommend to the Trustees, on a periodic basis, insurance reserves and appropriate insurance limits, new forms of insurance, the adequacy of insurance proposed to be carried, review settlement strategies, workers' compensation issues and proposed annual insurance renewals, approve the settlement of cases where the recommendation is in excess of insurance limits, and approve capital projects in excess of \$2,000,000.00 if not already in the approved annual budget or approved eight-year plan.

6.7 Academic Committee. The Academic Committee shall consist of at least three (3) Trustees and shall be advisory to the Board of Trustees on all matters of educational affairs, including but not limited to, admissions, course of study, granting of degrees, appointments and terminations of faculty status, educational administration, long range planning and assessment of educational programs.

6.8 Audit Committee. The Audit Committee shall consist of at least three (3) Trustees and shall be advisory to the Board of Trustees with reference to monitoring the external and internal auditing functions by serving as a link between the University's independent auditors and internal auditors on the one hand and the Board of Trustees and management on the other. It shall advise the Board of Trustees with respect to the scope or extent of the external and internal auditing needed, financial accounting standards to be used, and specific actions the University should take in the areas of financial accounting and reporting. It shall recommend to the Board the firm of independent certified public accountants to annually audit the accounts of the University, review with the auditors the overall plan of audit, accounting procedures and controls of the University, the extent of the independent verification of those procedures and controls, the report of audit or proposed report of audit and the accompanying management letter (if any), the non-audit services performed by the independent auditors, and review the independence of auditors in light of non-audit services. It shall consult with both the University's internal auditors and independent auditors (periodically, as appropriate, out of the presence of management) with regard to the adequacy of internal accounting controls, and the effectiveness of the University's accounting system by way of implementation of recommended improvements and changes.

6.9 Trustee Nominating Committee. The Trustee Nominating Committee shall consist of five (5) Trustees, which number shall not include the Chairperson of the Board of Trustees. The Committee shall report its nominations for Trustees and Officers at the annual meeting of the Board of Trustees. In the event of a vacancy in the Board, other than the conclusion of a term, the committee may report nominations to fill the vacancy at any regular meeting of the Board of Trustees. The Committee shall evaluate

the participation of each Trustee in the affairs of the Board and the University before recommending that Trustee's reappointment. The Committee shall also be responsible for recruitment and screening of new Trustees, as well as new Trustee orientation.

6.10 Development Committee. The Development Committee shall consist of at least three (3) Trustees, and shall be an advisory to the Board of Trustees on all matters of alumni affairs, fund raising, development, and special events.

6.11 Executive Compensation Committee. The Executive Compensation Committee shall consist of at least four (4) Trustees. The Committee shall provide fiduciary oversight to the guiding principles of sound compensation policies and practices that are necessary to attract and retain the best qualified executive talent to the University; all in accordance with corporate governance/best practices policies and standards, and Internal Revenue Service guidelines applicable to executive compensation matters. The Committee reviews annually the performance of vice presidents, academic deans, and management personnel who report directly to the President and Chief Executive Officer, and also reviews recommendations for adjustments in total compensation based on external consultant surveys, data and benchmarking, and internal equity based on the merit-based system adopted by the Administration of the University. The Committee reviews the performance of the President and Chief Executive Officer, approves increases in total compensation, and reports to the full Board on an annual basis, the earnings of the Administration. The Committee reviews an annual succession planning report on behalf of the full Board with no further disclosure due to the confidential nature of the report, reviews the governing Expense Policy, and the supplemental retirement plan of the President and Chief Executive Officer.

ARTICLE VII

INDEMNIFICATION

The University 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, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the University) by reason of the fact that he or she is or was a trustee, officer, employee or agent of the University or is or was serving at the request of the University as a trustee, 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 or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the University, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the University and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

The University 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 University to procure a judgment in its favor by reason of the fact that he or she is or was a trustee, officer, employee or agent of the University or is or was serving at the request of the University as a trustee, 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 or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the University and except that no indemnification shall be made in respect of 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 or her duty to the University, 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that a Trustee, officer, employee or agent of the University has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in the two preceding paragraphs or in the defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Any indemnification under the first two paragraphs of this Article (unless ordered by a court) shall be made by the University only as authorized in the specific case, upon a determination that indemnification of the Trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraphs. Such a determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (b) 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.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the University in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the University as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of disinterested Trustees or otherwise, both as to action in an 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 Trustee, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The University shall be authorized to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the University, or who is or was serving at the request of the University as a Trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the University would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.1 Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the University, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the University and such authority may be general or confined to specific instances.

8.2 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the University, shall be signed by such officer or officers, agent or agents of the University in such manner as shall from time to time be determined by resolution of the Board of Trustees.

8.3 Deposits. All funds of the University shall be deposited from time to time to the credit of the University in such banks, trust companies or other depositories as the Board of Trustees may select.

8.4 Gifts. The Board of Trustees may accept on behalf of the University any contribution, gift, bequest, or devise, in trust or otherwise, for the general purposes or for any special purpose of the University.

ARTICLE IX

GENERAL PROVISIONS

9.1 Books and Records. The University shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and of any committees having any of the authority of the Board of Trustees.

9.2 Fiscal Year. The fiscal year of the University shall be fixed by resolution of the Board of Trustees.

9.3 Seal. The Board of Trustees shall provide a corporate seal that shall be in the form of a circle and shall have inscribed thereon the name of the University and the words "Corporate Seal."

9.4 Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the University, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

9.5 Parliamentary Procedure. Robert's Rules of Order, Revised, shall govern all proceedings of the University, the Board of Trustees and all committees, to the extent not otherwise provided for in these Bylaws.

9.6 Non-Discrimination. The University recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, trustee, officer, or any other person because of race, ethnicity, religion, age, color, sex, gender, national origin, veteran's status, disability, or sexual preference.

ARTICLE X

FACULTY

10.1 Organization. The Board of Trustees shall organize the faculty into academic departments corresponding to the areas of discipline in which the University is approved to grant degrees. The faculty shall be administered by the Deans. The President of the University shall appoint Deans and Department Chairpersons. There is a *Faculty Handbook* approved by the Board of Trustees setting forth the governance of the faculty.

10.2 Appointments, Classifications, Promotions and Tenure. Appointments, classifications, promotions and tenure of faculty shall be made or granted by the Board of Trustees upon the recommendation of the President, in accordance with the *Faculty Handbook*.

10.3 Responsibilities of Faculty. The faculty of the University, or its respective colleges, has primary responsibility for such fundamental areas as admissions, curriculum, subject matter and methods of instruction, research, and those aspects of student life that relate to the educational process. The relevant faculty sets the requirements for the degrees to be granted, determines when the requirements have been met and recommends to the President and to the Board of Trustees that the degree be granted.


10.4 Degrees. Degrees shall be granted by the Board of Trustees only upon recommendation of the President and applicable faculty.

ARTICLE XI

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the Trustees present at any regular meeting or special meeting at which a quorum is present, provided that the Trustees receive written notice, according to the delivery methods explained in Section 4.6, at least thirty (30) days in advance of such meeting, and the proposed changes in the Bylaws are included with the aforementioned written notice, prior to the meeting at which such changes are to be presented for approval.

The undersigned officer certifies that the attached Bylaws were adopted by the Board of Trustees on January 21, 2026, and unless indicated otherwise are in full force and effect.



Janet R. Bolton
Chair of the Board of Trustees

SEAL

DATE: January 21, 2026

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Governance

Take time to learn more about Northwestern's programs, campuses, people, and our esteemed Board of Trustees.



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One Health	+



In concert with the Board of Trustees, the University's leaders work to develop academic programs, educational experiences, and clinical services that are at the forefront of healthcare education and



Initiative

**Multicultural
Affairs and
Community
Outreach**



**Office of Safety &
Security**



patient care. The One Health Initiative further strengthens the University's commitment to creating the healthcare team of tomorrow.



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