

**Editor's notes:**

TITLE: Amended and Restated Articles of Incorporation of Carnegie Mellon University

DATE OF ISSUANCE: They were most recently revised on September 19, 2001.

ACCOUNTABLE DEPARTMENT/UNIT: Office of the President. Questions about content should be directed to the Office of the President, x8-2200.

ABSTRACT: Incorporation of Carnegie Mellon University, a co-educational institute of higher education in Pittsburgh, Pennsylvania.

MISC: See also the Bylaws of Carnegie Mellon University.

RELATED INFORMATION: Members of the Board of Trustees

Amended and Restated Articles of Incorporation of Carnegie Mellon University

1. Name.

The name of the Corporation is Carnegie Mellon University.

2. Registered Office.

The location and post office address of the initial registered office of the Corporation in this Commonwealth is 5000 Forbes Avenue, Pittsburgh, Allegheny County, Pennsylvania 15213.

3. Purpose.

The Corporation is incorporated exclusively for educational, scientific, and charitable purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"). In particular, the purposes of the Corporation include the establishment and maintenance in the City of Pittsburgh of a co-educational university of higher education, including an institute of technology, emphasizing liberal-professional education and specializing in teaching and research programs in selected areas of importance to the community and to the nation, with power to confer appropriate degrees, without contemplation of pecuniary gain or profit, incidental or otherwise, to its Trustees as such; the administration of the trust created by Andrew Carnegie pursuant to which there has been established and maintained, and there will continue to be maintained, in the City of Pittsburgh, Pennsylvania, an Institute of Technology in order to provide for the inhabitants of the City and for others the benefits of such an Institute; and the purchase, acquisition, lease as lessee and receipt by gift, grant, devise or bequest outright or in trust, under such agreements, upon such conditions, for such purpose or purposes and subject to such designated memorials as may be specified in connection with any such gift, grant, devise or bequest, without limitation as to value and without respect to the amount

of the annual income therefrom, of any real or personal property, or any interest therein, situated in or out of the Commonwealth of Pennsylvania, which may be appropriate to enable the Corporation properly to maintain, administer, improve or enlarge its facilities and objectives as a university and to conduct its activities and administer its affairs, and the holding, disposition, use, administration, improvement of, and otherwise dealing with, any and all such property, real as well as personal, in such manner as from time to time the Board of Trustees of the Corporation shall deem to be for the best interests of such university, subject to and in accordance with the terms, provisions, conditions, and agreements in connection with any gift, grant, devise or bequest by which any such property heretofore has been or hereafter shall be acquired by the Corporation.

4. Pecuniary Gain or Profit.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Non-Stock Basis.

The Corporation is to be organized on a non-stock basis.

6. Management.

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Trustees of the Corporation. The Board of Trustees shall consist of not fewer than thirty-six nor more than seventy-five Life, Term and Ex-Officio members, plus such Emeritus/a members as there may be from time to time as hereinafter provided, who shall be divided into classes as follows:

(a) Life Trustees.

There shall be not fewer than fifteen nor more than thirty Life Trustees, who shall serve for life or until they become Emeritus/a Life Trustees as hereinafter provided.

(b) Term Trustees.

There shall be not fewer than fifteen nor more than thirty-nine Term Trustees who shall be divided into three groups, each of which shall consist of five to thirteen Term Trustees. One group of Term Trustees shall be elected each year at the annual meeting to succeed those whose terms expire in that year and to serve for a term of three years and until their respective successors shall be elected and shall qualify.

(c) Ex-Officio Trustees.

The persons who, from time to time, hold the following offices shall be Ex-Officio Trustees:

- The Mayor of the City of Pittsburgh
- The President of Council of the City of Pittsburgh
- The President of Carnegie Mellon University
- The President of the Alumni Association of Carnegie Mellon University
- The President of the Andrew Carnegie Society of Carnegie Mellon University
- The Chair of the Faculty Senate of Carnegie Mellon University

Ex-Officio Trustees shall be full voting members of the Board of Trustees, with all rights and responsibilities thereto.

(d) Emeritus/a Life Trustees.

Any Life Trustee, after age 60, may, at his or her request, transfer to the status of an Emeritus/a Life Trustee. The Board of Trustees may, at any time or from time to time, at an Annual Meeting fix an age at which Life Trustees elected after January 1, 1960, shall transfer to the status of Emeritus/a Life Trustees. Emeritus/a Life Trustees shall be welcome at all meetings of the Board of Trustees, shall receive all notices, minutes and reports of meetings, shall be free to participate in all discussions, but shall be without a vote on any matter.

(e) Vacancies.

Vacancies in the office of Life Trustee or Term Trustee may be filled at any meeting by a majority vote of the remaining members of the Trustees entitled to vote, though less than a quorum.

7. Exempt Organization.

Notwithstanding any other provision of these Articles, the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a corporation described in Section 501(c)(3) of the Code (hereinafter referred to in these Articles as an "exempt organization"), or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

8. Earnings.

Notwithstanding any other provision of these Articles, no part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, trustees, officers or any other private individual; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization and to make such lawful payments and distributions in furtherance of the purposes set forth in Article 4 hereof as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

9. Dissolution.

In the event that the Corporation shall be dissolved or liquidated, the Board of Trustees, after paying or making provision for payment of all of the known liabilities of the Corporation, may transfer or dispose of the Corporation's property and assets to (a) such one or more corporations, trusts, funds or other organizations which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and, in the sole judgment of the Corporation's Board of Trustees, have purposes similar to those of the Corporation or (b) the federal government, or to a state or local government for such purposes. Any such assets not so disposed of shall be disposed of by a court of

competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes, or to the federal government or to a state or local government for such purposes. No private individual or entity shall share in the distribution of any Corporation assets upon sale or dissolution of the Corporation.

10. Personal Liability of Trustees and Officers.

(a) Elimination of Liability.

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of trustees and officers, no Trustee or Officer of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Trustee or Officer of the Corporation; but the word "Action" shall not include a situation where such person is a plaintiff.

(b) Applicability.

The provisions of this Article shall be deemed to be a contract with each Trustee and Officer of the Corporation who serves as such at any time while this Article is in effect and each such Trustee and Officer shall be deemed to be so serving in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any bylaw or provision of these Articles which has the effect of increasing Trustee or Officer liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, bylaw or provision.

11. Code.

References in these Articles to a section of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended, and to the corresponding provisions of any future federal tax code and the regulations thereunder.



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