

# **BYLAWS**

## **ARTICLE I - ORGANIZATION, AUTHORITY AND LOCATION**

- Section 1. Arizona's state universities are under the jurisdiction and control of the Arizona Board of Regents ("the Board"). The Board is a body corporate with perpetual succession. The state universities are operationally independent from each other, but together with the Board, they comprise the principal components of the system of coordinated governance of Arizona's public universities.
- Section 2. The purpose, authority, powers and duties of the Board are derived from the Constitution, statutes and laws of the State of Arizona. The Board is assisted in the performance of its duties by employees who collectively are known as the Board Administration. The Board President and the Secretary to the Board are members of the Board Administration.
- Section 3. The principal office of the Board shall be in Phoenix, Arizona, at a location separate from the campus of any state university. The office shall be maintained by the Board President.

## **ARTICLE II - MEETINGS OF THE BOARD**

- Section 1. The Board shall adopt a calendar of regular meetings of the Board prior to the beginning of each fiscal year. The responsibility for determining the Board calendar of regular meetings may be delegated to the Board President. At least one regular meeting each year shall be held at each state university. The Board Chair or any four members of the Board may at any time call a special meeting of the Board.
- Section 2. A majority of the membership of the Board will constitute a quorum for the transaction of business at any meeting of the Board, but a number less than a quorum may adjourn from time to time.
- Section 3. Public notice of all meetings of the Board will be provided in accordance with the requirements of law. In addition, notice will be provided to each member of the Board under Section 4 or 5 of this Article. All notices required by this Article will specify the time, date and place of the meeting.
- Section 4. Notice of any regular meeting of the Board, plus the agenda (including university agendas) and all material relating to agenda items, will be transmitted to each member of the Board at each member's last known place of residence or other designated address by the quickest and most

reliable method, which may be electronic, at least ten days prior to the date of the meeting. Amendments to the agenda and additional supporting materials, not previously available, will be transmitted at least 24 hours prior to the scheduled meeting when possible. Except with the approval of three-fourths of the voting members in attendance at a meeting, and if permitted by law, no action shall be taken by the Board on any matter where material is not timely submitted in accordance with this section.

- Section 5. Special meetings may be held with notice to the members of the Board as appropriate to the circumstances and with public notice as required by law. Special meetings may be held by telephone conference or any method permitted by law. All material relating to special meeting agenda items will be transmitted to each member of the Board as far in advance of the meeting as possible and reasonable under the circumstances.

### **ARTICLE III - MEETING PROCEDURES**

- Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised will govern the deliberations of the Board subject to these bylaws, any special rules of order the Board may adopt, and applicable law.

- Section 2. The order of business for any regular meeting of the Board will be in accordance with the agenda prepared for the meeting. The agenda will provide for both an executive session and open session in accordance with requirements of law. The open session portion of the agenda will provide at least for the following:

- a. Call to the audience;
- b. Approval of minutes of prior regular or special meetings not previously approved;
- c. Matters presented by the chairs of standing committees of the Board;
- d. Reports, if any, from ad hoc or special committees appointed by the Board;
- e. Matters presented by each University President;
- f. Matters presented by the Board President; and
- g. Announcements and adjournment.

- Section 3. Routine matters listed in the open session portion of the agenda for a regular meeting of the Board may be grouped together and decided by the Board without discussion or debate. These matters will be designated as "Consent Agenda Items." Any member of the Board may request discussion or debate on any individual item listed as a Consent Agenda

Item, and the matter will be considered and decided separately during the meeting as may be directed by the Board Chair.

Section 4. During the course of any regular meeting of the Board, the Board Chair will act as presiding officer and all motions will be directed to the Board Chair. The Board Chair may delegate to the chair of each respective standing committee the responsibility for chairing discussion of items presented to the Board by the committee chair. Whenever a matter before the Board is deferred for further discussion, the Board Chair may assign the matter to an appropriate committee or subcommittee, schedule the matter for further consideration at a future meeting of the Board, or take other appropriate action, and may otherwise direct the Presidents or Board Administration with respect to the matter.

Section 5. All meetings of the Board are open to the public except for executive sessions. The Board reserves the right, however, to maintain order to prevent interference by any member or members of the public with the conduct of its meetings.

#### **ARTICLE IV - MINUTES OF MEETINGS OF THE BOARD**

Section 1. Minutes of all meetings of the Board will be maintained in accordance with the requirements of law. The Board may incorporate by reference into its minutes lists of faculty and staff changes, reports, lists of budget transfers, formal written resolutions and other material of similar import, and those materials will be maintained in a permanent file designated as the "Arizona Board of Regents' Documents File," which will be kept in the custody of the Secretary to the Board and available for ready reference.

Section 2. Each member of the Board, each University President, and the Board President will be furnished with copies of the minutes of the open session portion of each regular and special meeting of the Board. Members of the Board will be furnished with copies of the minutes of the executive session portion of any meeting of the Board for the purpose of approving those minutes, after which all copies will be returned to the Secretary to the Board.

Section 3. All minutes of the open session portion of any meeting of the Board will be open to public inspection during regular business hours at the principal office of the Board. Minutes of executive sessions will be kept confidential except from members of the Board or as otherwise required by law. Certified copies of minutes or excerpts from any minutes of the open session portion of any Board meeting or from any executive session if the law permits disclosure may be furnished by the Secretary to the Board.

## **ARTICLE V - COMMITTEES AND SUBCOMMITTEES**

- Section 1. The Board may establish and maintain standing committees composed of members of the Board appointed by the Board Chair. The Board Chair may participate in and may vote on items at any committee meeting the chair attends but will not count toward a quorum unless the chair is also appointed as a member of the committee. Every standing committee will include either the first year student regent or the second year student regent as an appointed member. Other committees and task forces also may include one student regent as a voting member. The second year student regent has full voting rights at the full board level and on any committee or task force to which he or she is assigned. The first year student regent may not vote at the full board or on final decisions by any committee or task force. The first year student regent may vote on recommendations to the full board for any committee or task force to which he or she is assigned. Only one student regent will be permitted to be a voting member of any committee or task force.
- Section 2. The Board Chair may establish other ad hoc or special committees as the Board Chair deems necessary or advisable. The Board Chair will appoint the membership of these committees, which may, but need not, include members of the Board, and will designate the matters to be considered by each committee. These committees will act as advisory bodies to the Board and report their recommendations to the Board.
- Section 3. All standing, ad hoc or special committees will hold and conduct their meetings in accordance with requirements of law. The chair of each committee will be its presiding officer and set the time, date and place of its meetings.

## **ARTICLE VI - BOARD OFFICERS AND THEIR DUTIES**

- Section 1. At a meeting of the Board at least 60 days prior to June 30, the Board shall elect a Board Chair, Vice Chair, Secretary and Treasurer for the ensuing fiscal year beginning July 1. The voting Student Regent will serve as the Assistant Treasurer. Each officer will hold office for twelve months and until a successor is duly elected. A majority of the votes cast is required to elect.
- Section 2. The Board Chair will preside over the meetings of the Board, call meetings, serve as an ex officio member of all committees of the Board, and perform other duties set forth in these bylaws, Board Policy, or applicable law. A member may stand for election for up to two

consecutive one-year terms as Board Chair, and after at least one year away from being Board Chair, the member may stand for re-election as Board Chair.

Section 3. The Vice Chair will assist the Board Chair in performing the duties of Board Chair and will preside at Board meetings in the absence of the Board Chair. A member may stand for election as Vice Chair for multiple one-year terms, without limit.

Section 4. The Treasurer will certify to a true and faithful account of all monies received and paid out, and will give any bond for the faithful performance of the duties of the office as the Board may require. To facilitate continuity in governance through participation on the Executive Committee, and subject to availability, the immediate past Chair will serve as Treasurer. If the immediate past Chair is not available to serve as Treasurer, then the most senior member of the Board who has previously served as Chair and who is available and willing to serve will become the Treasurer. If no one with experience as the Board Chair is available to serve, the Board will elect a Treasurer from among its members. A member may stand for election as Treasurer for multiple one-year terms, without limit.

Section 5. The Secretary of the Board will record all proceedings of the Board, carefully preserve all of its records, and perform such other duties as the Board may require.

Section 6. Vacancies occurring in any office of the Board will be filled by the Board at any regular or special meeting for the unexpired term of the office.

## **ARTICLE VII – GOVERNANCE AND MANAGEMENT**

Section 1. The Board is responsible for governing the public universities and institutions under its jurisdiction. It employs and determines the terms of employment and expectations for the Presidents of the universities and the Board. The Board is responsible for setting tuition and fees.

Section 2. The Presidents of the universities and the Board are responsible for the management of the institutions under the jurisdiction of the Board, as set forth in Board Policy, and subject to applicable law. The Presidents of the universities and the Board President together comprise the Enterprise Executive Committee. The Enterprise Executive Committee is not a committee of the Board and is not a committee advisory to the Board, but is the collective vehicle for management of the institutions under the governance of the Board.

## **ARTICLE VIII – AMENDMENTS**

Section 1. These bylaws will not be added to, amended, or repealed except at a meeting of the Board and by public vote of a majority of all voting members of the Board. Any proposed addition, deletion, or amendment must be filed with the Secretary to the Board, in writing, at least thirty days before the meeting, and the Secretary to the Board will promptly provide a copy to each member of the Board.