

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 Executive Director 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 Executive Director.

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 Executive Director. 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.
- Section 4. Board administration use all reasonable efforts to transmit notice of any regular meeting of the Board, plus the agenda and available related materials to each member of the Board electronically, by mail, or by commercial or personal delivery at least eight 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.

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 Board practice as is consistent with 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.

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 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, the Executive Director 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 materials related to Board discussion or action. That list of 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. The Secretary to the Board will provide each member of the Board and the Executive Director with copies of the minutes of the open session portion of each regular and special meeting of the Board as well as minutes of the executive session portion of any meeting of the Board for the purpose of approving those minutes.
- Section 3. All minutes of the open session portion of any meeting of the Board will be open to public inspection as required by law. Minutes of executive sessions will be kept confidential except from members of the Board or as otherwise required by law. If the law permits disclosure, the Secretary to the Board may furnish certified copies of minutes or excerpts from any minutes of the open session portion of any Board meeting.

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. As an ex officio member of each committee, the Board Chair may participate in discussion of and may vote on items at any committee meeting and will count toward a quorum of the committee. The Board Chair will invite either the first-year student regent or the second-year student regent to be an appointed member of each standing committee. 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. Except as otherwise provided by statute the first-year student regent may not vote at the full board or on final decisions by any committee or task force, with the exception of approval of the committee minutes. 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.

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. The vice chair of the committee may lead in the absence of the chair.

ARTICLE VI - BOARD OFFICERS AND THEIR DUTIES

Section 1. At a meeting of the Board at least 30 days prior to June 30, the Board shall elect a Board Chair, Chair-Elect, 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 Chair-Elect 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. To facilitate continuity in governance and subject to availability, the expectation is that the Chair-Elect will succeed automatically to the Chair in the next election cycle. If the Chair is re-elected for an additional consecutive year as Chair, the Chair-Elect will remain as Chair-Elect and become the Chair in the next cycle. If the Chair-Elect is unable or unwilling to become the Chair, the Board will elect a Chair from among its members.

Section 4. The Treasurer will perform duties as the Board may require. To facilitate continuity in governance 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 perform duties as the Board may require.

Section 6. Vacancies occurring in any office of the Board may 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, as set forth in the Arizona Constitution and in Arizona statutes. It employs and determines the terms of employment and expectations for the Presidents of the universities and the Executive Director of the Board. The Board is responsible for setting tuition and academic fees.

Section 2. The Presidents of the universities and the Executive Director of 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 Executive Director of the board 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 will follow the processes in board policy for adoption of rules by the board, including processes for immediate implementation as an emergency measure.