

Texas Woman's University System Regent Bylaws

Article I: Governance

Section 1. Authority and Responsibility of Governing Board

- 1.1 Authority:** The Legislature, in broad terms, has delegated the power and authority to administer Texas Woman's University System (the "System" or "TWU") to the Board of Regents (the "Board").
- 1.2 Responsibility:** The Texas Education Code sets forth the following responsibilities for the Board of Regents:
- a) It is the policy of this state that the governing boards of institutions of higher education, being composed of lay members, shall exercise the traditional and time-honored role for such boards as their role has evolved in the United States and shall constitute the keystone of the governance structure. In this regard each governing board shall:
 - 1. Preserve institutional independence and to defend its right to manage its own affairs through its chosen administrators and employees;
 - 2. Enhance the public image of each institution under its governance;
 - 3. Interpret the community to the campus and interpret the campus to the community;
 - 4. Nurture each institution under its governance to the end that each institution achieves its full potential within its role and mission;
 - 5. Insist on clarity of focus and mission of each institution under its governance;
 - 6. Provide the policy direction for each institution of higher education under its management and control;
 - 7. Establish, for each institution under its control and management, goals consistent with the role and mission of the institution;
 - 8. Appoint the chancellor or other chief executive officer of the system;
 - 9. Appoint the president or other chief executive officer of each institution under the board's control and management and evaluate the chief executive officer of each component institution and assist the officer in the achievement of performance goals;

10. Approve or deny the appointment of an individual for the position of provost or vice, deputy, associate, or assistant provost by each institution under the board's control and management;
 11. Collaborate with institutions under its control and management to set institution admission standards consistent with the role and mission of the institution and considering the admission standards of similar institutions nationwide having a similar role and mission, as determined by the Texas Higher Education Coordinating Board; and
 12. Ensure that its formal position on matters of importance to the institutions under its governance is made clear to the Texas Higher Education Coordinating Board when such matters are under consideration by the Texas Higher Education Coordinating Board.
- b) The Board of Regents shall conduct hiring decisions as required by applicable law.
 - c) Each member of the Board has the legal responsibilities of a fiduciary in the management of funds under the control of institutions subject to the Board's control and management.
 - d) The Board shall adopt a policy to enhance the transfer of students based on the recommendations of the permanent advisory committee under the Texas Education Code.

Section 2. Composition

The Board is composed of nine (9) voting members ("Regents"), four (4) of whom must be women, appointed by the Governor with the advice and consent of the Senate for staggered terms of six (6) years each, the terms of three (3) members expiring on February 1 of odd-numbered years.

The Governor appoints a tenth non-voting Student Regent, who is not counted in matters relating to a quorum and whose service is governed by the Texas Education Code. Student Regents shall serve for a one-year term, from June 1 through May 31.

Section 3. Policies, Rules, and Regulations

The Board may adopt such policies, rules, and regulations for the management of the affairs of TWU as the conduct of the business may require, but such policies, rules, and regulations shall not be inconsistent with the Bylaws or the laws of the State of Texas. To the extent that a policy, rule, regulation, or provision in these Bylaws conflicts with state or federal law, the law shall control.

Section 4. Board Self-Evaluation

- 4.1. Policy:** Recognizing the importance of having exceptional leadership throughout TWU and that each of us, our institution, and the people it serves benefit professionally and personally from constructive reviews of how we exercise our responsibilities, the Board establishes this policy on Board self-evaluation. In doing so, the Board acknowledges the importance of fulfilling its responsibilities for effective governance.
- 4.2. Frequency:** The Board shall conduct an evaluation of its governance at least once every two (2) years.
- 4.3. Purpose:** To engage in a self-reflective examination of the issues that underlie the Board's governance, responsibilities and expectations as defined by the State of Texas and as set forth in the standards of the Southern Association of Colleges and Schools Commission on Colleges *Principles of Accreditation*. The Board self-evaluation will include an examination related to
- a) Board Oversight;
 - b) Board Governance;
 - c) Board Culture; and
 - d) Board Performance.
- 4.4. Process:** The Executive Committee shall be responsible for determining the appropriate methodology for the Board self-evaluation in consultation with the Chancellor of the System and President of TWU ("Chancellor").

Section 5. Grounds for Regent Dismissal

In accordance with the Texas Education Code, it is a ground for removal from the Board that a Regent:

- a) Commits malfeasance of office;
- b) Cannot, because of illness or disability, discharge the Regent's duties for a substantial part of the Regent's term; or
- c) Is absent from more than half of the regularly scheduled board meetings that the Regent is eligible to attend during a calendar year unless the absence is excused by majority vote of the Board.

Regents may be removed by the Governor, with the advice and consent of two-thirds of the members of the Senate.

Article II: Officers of the Board and Secretary to the Board

Section 1. Designation of Officers

The Officers of the Board shall consist of a Chair ("Chair") and a Vice Chair ("Vice Chair").

Section 2. Election of Officers

The Chair and Vice Chair of the Board shall be elected by a majority vote of the Regents and shall serve for two-year terms at the pleasure of the Board. Election of the Chair and Vice Chair shall take place during the February meeting held in odd-numbered years, or such other meeting deemed appropriate by the Board. Board officers may be removed by a majority vote of the total membership of the Board. In case of the death, resignation, disability, removal, or disqualification of the Chair or Vice Chair, the Board shall elect a successor Chair or Vice Chair as soon as practicable, and the Regent elected shall serve the remaining portion of the unexpired term.

Section 3. Duties of the Officers

- 3.1 Chair:** The Chair shall preside at all meetings of the Board, shall review and approve the Agenda for all Board meetings, and, in general, shall perform such duties as usually pertain to this office and such other duties as from time to time may be assigned by the Board.

The Chair shall appoint committee chairs and members of all committees of the Board. The Chair shall be a non-voting ex-officio member of all standing and ad hoc committees of the Board and may count toward a committee quorum.

Unless specifically prohibited by the Board, the Chair may delegate any of the Chair's duties to another member of the Board.

- 3.2 Vice Chair:** In the absence or disability of the Chair, or should the office of the Chair be vacant, the Vice Chair shall perform all the duties of the Chair in an interim capacity and while so acting shall have all the powers and authority of and be subject to all restrictions placed upon the Chair. Should the office of the Chair be vacant, the Vice Chair shall serve in an interim capacity until the Board holds an election to fill the remaining portion of the unexpired term. In addition, the Vice Chair shall perform such other duties as from time to time may be assigned by the Board or by the Chair.

Unless specifically prohibited by the Board, the Vice Chair may delegate any of the Vice Chair's duties to another member of the Board.

Section 4. Additional Officers

The Chair may designate such other officers as the Chair may deem necessary. These officers shall have such authority and perform such duties as may from time to time be delegated to them by the Chair.

Section 5. Secretary to the Board

The Secretary to the Board shall be a paid employee of TWU appointed by the Chancellor, and shall serve at the pleasure of the Board and Chancellor.

The Secretary to the Board shall make preparations and arrangements for all meetings of the Board including posting notices required by law. The Secretary to the Board shall prepare and distribute the agenda and related materials for all meetings of the Board. The Secretary to the Board shall record, prepare, and organize the official minutes of the Board and distribute copies of the minutes to members of the Board. The official minutes shall be kept by the Secretary to the Board, or as otherwise determined by the Chancellor. The Secretary to the Board is authorized and empowered to certify all approved minutes and attest all documents of the Board. The Secretary to the Board is the official custodian of the official documents and proceedings of the Board, in addition to the Board's seal. The Secretary to the Board has the power to authenticate the acts of the Board by attesting to and affixing an imprint of the seal to official records of the Board when it is proper to do so. The Secretary to the Board shall be charged with the responsibility of maintaining all Regent Policies. The Secretary to the Board shall perform other duties and responsibilities assigned by the Board or Chancellor.

Article III: Meetings of the Board

Section 1. Open Meetings

All meetings of the Board will be held in accordance with the Texas open meeting laws.

Section 2. Regular Board Meetings

The Board shall hold four (4) regular meetings each year, unless otherwise determined by the Board Chair or action of the Board.

Section 3. Special Board Meetings

Special meetings of the Board shall be held when called by the Board Chair or upon written request of at least three (3) Regents. Written notification of the time, place, and purpose of a special meeting will be provided to each member of the Board at least five (5) business days before the date of the meeting.

Section 4. Emergency Board Meetings

Emergency meetings of the Board may be called by the Board Chair or upon written request of at least three (3) Regents when there is an emergency or matter of urgent public necessity, as defined by open meetings law, and immediate action of the Board is required. The agenda for an emergency meeting shall be posted, as required by law, at least one hour before the scheduled meeting time.

Section 5. Remote Attendance at Board Meetings

Meetings of the Board or Committees may be held by teleconference or videoconference, consistent with the requirements of open meetings law. These meetings may address any matters appropriate for Board consideration, and actions taken shall have the same force and effect as at any other meeting.

Section 6. Location of Board Meetings

All meetings of the Board shall be held on the Denton campus, the Dallas Center, or at the Houston Center of TWU unless otherwise directed by the Board or its Chair.

Section 7. Notice of Board Meetings

Notice of Board meetings shall be posted as required by open meetings laws.

Regents shall be notified of the time and location of a meeting by the Secretary to the Board by mail at least ten (10) business days before the date of any regular or special meeting, or by telephone, email, or fax at least five (5) business days before the date of any regular or special meeting, unless the time for notice is waived by all Regents. Notice for any emergency meeting may, of necessity, be communicated on short notice by the Secretary to the Board or Chancellor's Office by telephone, email, or fax.

Section 8. Quorum

A majority of the Regents shall constitute a quorum for the transaction of business. A majority of those Regents present at the time and place of a meeting noticed in accordance with open meetings law, although less than a quorum, may adjourn from time to time without notice until a quorum is present. The Student Regent is on the Board but, by law, is not a Regent and is not counted for the purpose of a quorum of the Board.

Section 9. Voting

All Regents present at a meeting of the full Board shall vote on all matters, unless abstaining. A majority vote of the full Board is required for the Board to act. A Regent participating remotely may vote as permitted in a meeting by videoconference in accordance with open meetings law is considered present for all purposes and may vote on all matters in a meeting.

Section 10. Minutes and Recording of Meetings

The Secretary to the Board shall keep minutes or make a recording of each meeting in accordance with open meetings laws.

Section 11. Rules of Order

Robert's Rules of Order shall constitute the rules of procedure applicable to all meetings of the Board, when not in conflict with provisions of law or these Bylaws. The Board may suspend the rules, as needed, by a two-thirds vote.

Section 12. Requests to Address Board

Speaking or presenting oral or written testimony by the public at Board meetings shall be governed by the URP 01.100: Public Testimony at Regular Meetings of the TWU Board of Regents.

Article IV: Committees of the Board

Section 1. Standing and Ad Hoc Committees

Standing and ad hoc committees may be created either by the Board Chair or by action of the Board.

The Board Chair shall appoint committee members and committee chairs. All Regents, including the Student Regent, are eligible for appointment to committees. Committee members shall continue to serve in their appointed positions until the Board Chair appoints new committee members. Committees members shall be eligible for reappointment.

The committees shall confer with the Chancellor, or designee on major issues within the purview of the respective the committees, as described below. A majority vote of a quorum of a committee is required for a committee recommendation to be presented to the full Board for consideration. In the unanticipated absence of a quorum, the Board Chair may appoint another Regent to serve in a temporary capacity on the Committee. A committee recommendation does not constitute final Board action, and therefore does not bind the Board. A committee recommendation will be forwarded to the full Board for final action.

Section 2. Standing Committees

The standing committees of the Board are the Academic Affairs Committee, the Executive Committee, and the Finance and Audit Committee.

- 2.1 Responsibilities of Academic Affairs Committee:** The Academic Affairs Committee shall, in consultation with the Executive Vice President for Academic Affairs and Provost or designee, work to assure provision of undergraduate and graduate education of the highest quality. The Committee will bring information and recommendations concerning learning environment and opportunities, academic curriculum, faculty, research, leadership training, student performance, and training opportunities for community service to the Board for final action.
- 2.2 Responsibilities of Executive Committee:** The Executive Committee shall, in consultation with the Chancellor, work to ensure the effective coordination of its responsibilities and duties as Board officers.
- 2.3 Responsibilities of Finance and Audit Committee:** The Finance and Audit Committee, shall, in consultation with the Vice President for Finance and

Administration or designee, work to assure a financial environment conducive to and supportive of the mission of TWU. The Committee will bring to the Board information and recommendations for action concerning TWU-wide finance and administrative support services and will promote adequate delivery of services and supplies, an efficient and productive TWU work environment, and a productive work force.

It is also the responsibility of the Finance and Audit Committee to assist the Board in fulfilling its oversight responsibilities relating to the integrity of TWU's financial statements, the systems of internal control, the independence and performance of the internal audit functions, and TWU's compliance with financial legal and regulatory requirements.

Section 3. Ad Hoc Committees

Ad Hoc Committees may be created by the Board Chair or by action of the Board to aid in the conduct of the affairs of the Board as may be deemed appropriate. The committee appointments shall designate the purposes, powers, duties, members, and term of the committee.

Section 4. Record of Committee Proceedings

The Secretary to the Board shall keep minutes and records of its meetings and official actions, which will be maintained in the same manner as minutes and records of meetings of the full Board. Committees shall provide regular updates of official committee actions to the full Board.

Section 5. Committee Meetings

- 5.1. Regular Meetings of the Standing Committees:** Regular meetings of standing committees of the Board will be held prior to each regular Board meeting, as needed, unless otherwise ordered by the Board Chair or Committee Chair.
- 5.2. Special Meetings of Standing Committees:** Special meetings of standing committees shall be held upon the call of the Board Chair or Committee Chair, or upon written request of two (2) members of the committee. Written notification of the time, place, and purpose of a special meeting of a standing committee will be provided to each member of the Board at least five (5) business days before the date of the meeting.
- 5.3. Notice of Committee Meetings:** The Secretary to the Board shall post notices of committee meetings and agendas consistent with the requirements of open meetings laws. The Secretary to the Board shall notify committee members of the date and location of committee meetings in accordance with open meeting laws.

Article V: Officers of the System and University

Section 1. TWU Officers

The Officers of TWU shall include the Chancellor of the System and President of TWU and such other positions as designated by the Chancellor and President. The appointment of the Chancellor and President shall be made by the Board.

Section 2. Chancellor of the System and President of TWU

The Chancellor and President shall be the advisor to the Board and chief executive officer of the System and TWU in charge of all its operations and activities. The Chancellor and President shall be directly responsible to the Board for carrying out its policies as well as the laws of the State of Texas applicable to the System and TWU. The powers and duties of the Chancellor and President, during times of absence or inability to act, shall be performed by the Executive Vice President for Academic Affairs and Provost, except when some other assignment of responsibility is specifically ordered by the Chancellor and President or the Board.

In an emergency or crisis, the Board temporarily delegates authority to the Chancellor and President to make critical decisions affecting the System and to protect the welfare and safety of students and employees. The Chancellor and President is authorized to sign and implement contracts and agreements in an emergency or crisis. Emergency decisions require that the Board subsequently declare a state of emergency and ratify any contract exceeding the Chancellor and President's contracting authority.

In the event of a catastrophe, emergency, or natural disaster affecting TWU, contracting for the replacement, construction, or repair of TWU equipment or facilities is authorized if emergency replacement, construction, or repair is necessary for the health and safety of TWU students, faculty, and staff.

Section 3. Interim Chancellor and President

In the event of a vacancy in the position of Chancellor and President, the Board may appoint an Interim Chancellor and President until a search can be completed.

Section 4. Search Committee for Chancellor and President

The Board may serve as the Search Committee for the selection of a Chancellor and President. Alternatively, the Board may appoint a Search Advisory Committee, which may make recommendations to the Board concerning candidates for the position of Chancellor and President. The membership of the Search Advisory Committee must include at least two members of the Board with at least one member of the Board serving as the chair. The Board will make the final selection and will negotiate and approve an employment contract with the new Chancellor and President.

Section 5. Officers Duties

All other officers shall have such powers and duties as may be designated from time to time by the Board, or by Chancellor and President, as delegated by the Board.

Section 6. Executive Management Employees

The Board delegates to the Chancellor and President the authority to make appointments for executive management employees, as well for deputy, vice, associate, or assistant provosts. Appointments of executive management employees must be presented for Board approval at the subsequent Board meeting. The Board further delegates to the Chancellor, or their designee, the authority to approve all other faculty, professional, and administrative actions. Executive management employees are considered administrative employees, and conditions of service are governed by policies relating to administrative employees. Executive management employees include persons serving in the positions of Campus President, Provost, Vice President, and Dean (Academic).

Article VI: The Faculty of the University

Section 1. Faculty Senate

A Faculty Senate is a representative faculty organization which is constituted and administered in accordance with the Texas Education Code and applicable University policies and procedures. Policies and procedures, including constitutions and bylaws, of a Faculty Senate require approval of the Chancellor.

Section 2. Faculty Committees

The Chancellor shall appoint all committees of the faculty. In appointing committees, the Chancellor will seek such counsel as deemed necessary, and may, from time to time, approve the appointment and functioning of advisory groups chosen by students, staff, or faculty. Faculty committees serve in an advisory capacity and may provide recommendations on academic matters.

Article VII: Chief Audit Executive

The Chief Audit Executive shall be appointed by the Board upon recommendation of the Finance and Audit Committee of the Board of Regents and shall report to the Board, functionally through the Finance and Audit Committee, and administratively to the Chancellor. The Chief Audit Executive may be dismissed or reassigned without cause subject to the pleasure of the Board. The Chief Audit Executive shall meet with the Board's Finance and Audit Committee upon request of the Board Chair or the Committee Chair but no less than annually to review audit programs and reports.

Article VIII: Official Communications

Regents have the right and duty to be fully informed on all matters that influence their obligations as Regents. Nothing herein shall be construed to prevent them from informing themselves as they deem proper. Regents shall not interfere in the administration of

TWU, and Regents shall refrain from personal involvement in matters not within the scope of the Board's authority.

Regents should request all information necessary to carry out their duties and responsibilities from the Chancellor. It is the responsibility of the Chancellor to provide adequate information to Regents to enable them to be knowledgeable regarding the operations, management, finances, and effectiveness of the academic, research, and public services programs of TWU. The Chancellor shall coordinate with faculty and staff as necessary in order to provide all necessary information to the Board.

All official communications addressed to the Board or any Regent shall be routed through the Office of the Chancellor.

Article IX: Ethics Policy for the Board of Regents

It is of the highest importance that the people of the State of Texas have complete confidence in the integrity of their public servants. It is for this reason that these standards of conduct and ethical principles and accompanying guidelines are promulgated by the Board.

Section 1. Standards of Conduct

In accordance with the standards for public servants established by Texas common law and by statutory provisions, the Board hereby adopts these standards of conduct for its member.

A Regent should not:

- a) Accept or solicit any gift, favor, or service that might reasonably tend to influence the Regent in the discharge of official duties or that the Regent knows or should know is being offered with the intent to influence the Regent's official conduct.
- b) Accept employment or engage in a business or professional activity that the Regent might reasonably expect would require or induce them to disclose confidential information acquired by reason of their official position.
- c) Accept other appointments or any employment or compensation that could reasonably be expected to impair the Regent's independence of judgment in the performance of official duties.
- d) Make personal investments that could reasonably be expected to create a substantial conflict between the Regent's private interest and the public interest.

- e) Intentionally or knowingly solicit, accept, or agree to accept any benefit for having exercised official powers or performed official duties in favor of another.

Section 2. Conflicts of Interest

It is the policy of the State of Texas that state officers and employees may not have direct or indirect interests, including financial and other interests, engage in business transactions or professional activities, or incur any obligation of any nature that is in substantial conflict with the proper discharge of the officer's or employee's duties in the public interest. In order to implement this policy and strengthen the faith and confidence of the people of Texas in the integrity of those persons serving on the Board, the Board adopts the following policies.

- 2.1 Ethics Commission Financial Disclosure Statements:** Regents must file a financial statement with the Texas Ethics Commission annually, as required under Texas law.
- 2.2 Contracts Prohibited:** Except as provided in paragraph 2.3 below, the Board may not enter into a contract in which a Regent has a direct or indirect pecuniary interest. A pecuniary interest owned by a Regent's spouse is considered to be an "indirect pecuniary interest."
- 2.3 Recusal Permitted for Contracts or Transactions Having Pecuniary Interests:** The Board is not precluded from entering into a contract or transaction with a business entity, as defined by the Texas Education Code, even if a Regent has a substantial interest in that business entity. A Regent has a substantial interest in a business entity if the Regent owns one percent or more of the voting stock or shares of the business entity, owns either one percent or more or \$15,000 or more of the fair market value of the business entity, or is an officer of the business entity or member of the governing board of the business entity. A substantial interest owned by the Regent's spouse, parent, or child, as described herein, is also considered to be a substantial interest of the Regent. A Regent with substantial interest in a business entity seeking to enter into a contract or transaction with TWU, must disclose such interest in a public meeting of the Board of Regents and refrain from voting on the contract or transaction. Any such contract or transaction requiring Board approval must be approved by an affirmative majority of the Regents voting on the contract or transaction.
- 2.4 Disclosure of Personal or Private Interest:** A Regent who has a personal or private interest in a measure, proposal, or decision pending before the Board--other than a contract in which a Regent has a pecuniary interest as provided in paragraph 2.3 above--shall disclose such interest in a public meeting of the Board, and such disclosure shall be entered in the minutes of the Board. The Board may consider such measure, proposal, or decision, but any Regent having such an interest shall not vote or otherwise participate in such deliberation or action of the

Board. This procedure may not be utilized for contracts in which a Regent has a pecuniary interest.

- 2.5 Potential Conflict of Interest of Regent:** As soon as possible after becoming aware of any potential conflict of interest, a Regent shall disclose such fact and any other relevant information to the Board and to TWU's General Counsel for a determination on whether further action is required.
- 2.6 Contracts with Nonprofit Corporations:** The Board is not precluded from entering into contracts or other transactions with nonprofit corporations merely because a Regent also serves on the board of or is a member, director, officer, or employee of the nonprofit corporation. Other factors and interests, such as pecuniary or personal interest, may require disclosure and recusal, as described above.
- 2.7 Disclosure of Interest in Property to be Acquired:** As officers of government, Regents are required to disclose any legal or equitable interest in property that is to be acquired with public funds. Such disclosure shall be made by filing an affidavit containing specific information as required by statute. The affidavit must be filed with the county clerk of the county in which the individual resides and the county clerk of each county in which the property is located. Such filing must be completed within 10 days before the date on which the property is to be acquired by purchase or condemnation. "Public funds" include only funds collected by or through a government.

Section 3. Travel

Detailed University and State of Texas travel regulations may be obtained from the TWU Controller's Office.

- 3.1 Transportation, Meals, and Lodging:** Regents are entitled to receive the following when traveling to conduct official business:
- a) Reimbursement of expenses for meals and lodging when traveling outside of the State of Texas and reimbursement of expenses for meals and lodging when traveling inside the State of Texas, not to exceed the amount provided in the current Appropriations Act; and
 - b) Reimbursement for transportation and incidental expenses at rates specified in the Appropriations Act for state employees.

Reimbursements will be issued pursuant to state laws and regulations. Other expenses incurred by Regents while traveling on official business may be paid to Regents from institutional fund accounts although they may not be reimbursable from other funding sources.

- 3.2 "Official Business" for Purpose of Travel:** To qualify for travel reimbursements and use of University vehicles, the purpose of a trip must be TWU "official business" or "state business." Official or state business is the accomplishment of a governmental function directly entrusted to TWU or one of its components, including the reasonably necessary means and methods to accomplish that function.
- 3.3 Improper Travel Reimbursement:** When a Regent engages in travel for which compensation is to be received from any source other than University funds, they shall not submit a claim under the provisions of TWU travel regulations for the compensation to be reimbursed. A Regent who receives an overpayment for a travel expense shall reimburse TWU for the overpayment.
- 3.4 Travel Bonus (Frequent Flyer) Awards:** Regents who earn credit with airlines, hotels, car rental companies, etc., for official travel are not required to account for such credit or to use such for official travel only.
- 3.5 State Credit Cards:** Regents may not use state credit cards for personal expenses. State credit cards may only be used for legitimate University business expenses. Payment of charges on individual cards is the sole responsibility of the individual Regent. TWU shall not be responsible for the charges, regardless of the type of charge. Regents may use state credit cards to charge for items that, while they qualify as official business, are not fully reimbursable under state and University guidelines for reimbursement.
- 3.6 Foreign Travel:** Requests for travel outside of the United States for which reimbursement is sought must be approved by the Chancellor, or designee, in advance.

Section 4. Benefits, Gifts, and Honoraria

A "benefit" is anything reasonably regarded as pecuniary gain or pecuniary advantage, including benefit to any other person in whose welfare a Regent has a direct and substantial interest.

- 4.1 Bribery:** No Regent may solicit, offer, or accept any benefit in exchange for their decision, opinion, recommendation, vote, or other exercise of official power or discretion. A benefit that is otherwise allowed by University policy is nevertheless prohibited if it is offered in exchange for official action, as described above.
- 4.2 Prohibited Benefits:** As public servants who exercise discretion in connection with contracts, purchases, payments, claims and other pecuniary transactions of government, a Regent may not solicit, accept or agree to accept any benefit from any person the Regent knows is interested in or is likely to become interested in any contract, purchase, payment, claim or transaction involving the Regent's discretion.

4.3 Exceptions to Prohibited Benefits: This prohibition in Section 4.2 above does not apply to:

- a) A fee prescribed by law to be received by the Regent or any other benefit to which they are lawfully entitled or for which they give legitimate consideration in a capacity other than as a Regent;
- b) Gifts or other benefits conferred on account of kinship or a personal, professional, or business relationship independent of the Regent's status as a member of the Board;
- c) A gift derived from a function in honor or appreciation of the Regent if the benefit and source of the benefit is reported in the Regent's annual financial statement, and the benefit is used solely to defray the expenses that accrue in the performance of duties or activities in connection with the office which are not reimbursable by TWU;
- d) A political contribution;
- e) A gift, award, or memento that is received from a lobbyist who is required to make reports under Chapter 305 of the Texas Government Code;
- f) Items having a value of less than \$50, not including cash or negotiable instruments;
- g) An item issued by a governmental entity that allows the use of property or facilities owned, leased, or operated by the governmental entity; and
- h) Food, lodging, transportation, or entertainment accepted as a guest and reported in accordance with the applicable law.
- i) A Regent who receives an unsolicited benefit that they are prohibited from accepting by law may donate the benefit to a governmental entity that has the authority to accept the gift or may donate the benefit to a recognized tax-exempt charitable organization formed for educational, religious, or scientific purposes.
- j) Gift Items: Regents shall disclose to the Finance and Audit Committee of the Board any gift received in the course of official business having a value of more than \$250.
- k) Awards: Regents may accept plaques and similar recognition awards.
- l) Honoraria: Regents may not solicit, accept, or agree to accept an honorarium in consideration for services they would not have been asked to provide but for their official position or duties. This prohibition includes a request for or acceptance of a payment made to a third party if made in exchange for such services. However, they may accept the direct provision

of or reimbursement for expenses for transportation and lodging incurred in connection with a speaking engagement at a conference or similar event. Meals provided as a part of the event or reimbursement for actual expenses for meals may also be accepted. Participation by a Regent must be more than merely perfunctory.

Section 5. Political Activities

- 5.1 Use of University Funds or Property:** No Regent shall expend or authorize the expenditure of any University funds, or the use of a state-owned or state-leased vehicle, for the purpose of influencing the outcome of any election, or the passage or defeat of any legislative measure.
- 5.2 Political Contributions:** Regents may make personal contributions to candidates for office and political organizations, with one exception: A Regent may not expend more than \$100 for the cost of correspondence to aid or defeat the election of a speaker candidate.

Section 6. Use of Authority

- 6.1 Misapplication of Property:** It is a violation of state law for a Regent acting with the intent to obtain a benefit or with intent to harm another, to intentionally or knowingly misapply anything of value belonging to the government that comes into the Regent's custody or possession by virtue of their office.
- 6.2 Nepotism:** Any Regent is prohibited from voting for or confirming the appointment of any person related to such Regent within the third degree by consanguinity (blood) or within the second degree by affinity (marriage) when the salary or compensation for such person is to be paid from public funds. Relatives within the third degree by consanguinity include a Regent's parent, child, grandparent, sibling, grandchild, great-grandparent, uncle, aunt, nephew, niece, and great-grandchild. Relatives within the second degree of affinity include Regent's spouse; the spouse's parents, grandparents, and siblings; the Regent's son-in-law or daughter-in-law; and, the Regent's grandchild's spouse. In addition, Regents may not take such action on behalf of any individual who is related to any Regent within such degrees. These prohibitions do not apply if the person who is related to the Regent has been continuously employed in the office or position for at least thirty days prior to appointment or employment of the Regent. If the related person continues in such a position, the Regent may not participate in any deliberation or voting on the appointment, reappointment, confirmation of the appointment or reappointment, employment, reemployment, change in status, compensation, or dismissal of the related individual if that action applies only to that individual and is not taken regarding a bona fide class or category of employees.

6.3 Misuse of Official Information: It is a violation of state law for a Regent if, in reliance on information to which they have access in their official capacity and which has not been made public, they:

- a) Acquires or aids another to acquire a pecuniary interest in any property, transaction, or enterprise that may be affected by the information;
- b) Speculates or aids another to speculate on the basis of the information; or
- c) Discloses or uses the information with the intent to obtain a benefit or to harm another.

6.4 Official Oppression: A Regent acting in their official capacity shall not:

- a) Intentionally subject another to mistreatment or to arrest, detention, search, seizure, dispossession, assessment, or lien that is known to be unlawful.
- b) Intentionally denies or impedes another in the exercise or enjoyment of any right, privilege, power, or immunity, knowing such conduct to be unlawful.
- c) Intentionally subject another to sexual harassment, as defined in the Regent Policy B.20010: Sexual Misconduct Policy.

Section 7. Other Positions and Future Employment

7.1 Office Holding: Regents may hold non-elective offices with boards, commissions, and other state and federal entities provided that the holding of such office (a) is of benefit to the state of Texas or is required by state or federal law, and (b) is not in conflict with the Regent's position within the System. The Chancellor may hold such a position if the Board has determined that the two foregoing requirements are satisfied.

7.2 Future Employment: A former Regent who, during the period of state service participated on behalf of a state agency in a procurement or contract negotiation involving a person, may not accept employment from that period before the second anniversary of the date the contract is signed or the procurement is terminated or withdrawn.

Article X: Amendments to Bylaws

The Board of Regents may at any regular meeting thereof amend or rescind these Bylaws or any article or section thereof by a majority vote of the Board, provided such proposed amendment or rescission shall have been given in the notice of the meeting pursuant to open meetings laws.

REFERENCES

TEX. CONST. ART. XV

TEX. EDUC. CODE CHAPTER 51

TEX. EDUC. CODE CHAPTER 107

TEX. GOV'T CODE CHAPTER 551

Adopted: November 14, 2014

**Revised: November 10, 2016; August 10, 2018, March 23, 2021;
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2025**