

BYLAWS
FOR THE INTERNAL OPERATION AND THE
TRANSACTION OF BUSINESS FOR THE BOARD OF REGENTS
FOR THE STATE OF LOUISIANA

ARTICLE I
CREATION AND MEMBERS

1.1 Creation and Functions. The Board of Regents is created as a body corporate under the 1974 Louisiana Constitution (Const. Article VIII, Section 5 A) and under La. R.S. 17:3121 A. It shall plan, coordinate, and have budgetary responsibility for all public postsecondary education and shall have other powers, duties, and responsibilities as provided in the Constitution or by law (Const. Article VIII, Section 5 A).

1.2 Board Members. The Board of Regents shall be composed as provided by law (Const. Article VIII, Section 5 B, C; Section 8 B; R.S. 17:3121 B)).

1.3 Ethics. All members of the Board are appointed public officials of the State of Louisiana. As such, they are subject to the laws of the State as defined by the 1974 Louisiana State Constitution and the laws of the State, specifically the Louisiana State Code of Ethics.

ARTICLE II
DOMICILE

2.1 Domicile. The domicile of the Board of Regents, a body corporate, shall be in the City of Baton Rouge, East Baton Rouge Parish, Louisiana (R.S. 17:3123 A).

ARTICLE III

MEETINGS

3.1 Regular Meetings. The Regents shall meet on or before the second Monday in January of each year, and at other times as fixed by the Board, or upon call of the Chairman (R.S. 17:3123 E). The Regents shall meet twice yearly on mutually agreed upon dates with the State Board of Elementary and Secondary Education (Const. Article VIII, Section 5 D).

3.2 Special and Emergency Meetings.

- a. Special Meetings may be called at any time by the Chairman in consultation with the Commissioner of Higher Education, or upon written request signed by the majority of members specifying the purpose of the desired meeting. Written or electronic notification along with the purpose of the meeting shall be sent to each member in a timely manner.
- b. Emergency Meetings may be called at any time by the Chairman in consultation with the Commissioner of Higher Education. Written or electronic notification along with the purpose of the meeting shall be sent to each member in a timely manner that is reasonable under the circumstances.

3.3 Orientation for New Board Members and Board Member Professional Development. The Board shall provide for the orientation and continued professional development for members of the Board of Regents. Training will focus on assisting members to become more informed and active participants in shaping postsecondary education in the State (BPP 3.3 [a]). No formal business will be conducted during these sessions.

3.4 Location of Meetings. The Board of Regents may hold meetings at any location in the state.

3.5 Notice of Meetings. Written or printed notice stating the dates, times, places and proposed agenda of Board and/or committee meetings shall be executed in accordance with State law (R.S. 42:11 et seq). The Board will require that Notice be transmitted as soon as feasible (BPP 3.5 [a]).

3.6 Quorum. Eight members of the Board shall constitute a quorum and no action may be taken without a favorable vote of a majority of the members of the Board (R.S. 17:3123 C).

3.7 Proxies. Any manner of proxy voting or secret balloting shall be prohibited (R.S. 42:14 B).

3.8 Rules of Order. When not in conflict with any of the provisions of these Bylaws or any policies of the Board, meetings shall be conducted in accordance with *Robert's Rules of Order*.

3.9 Order of Business. The order of business of the Board shall be as follows:

- a. Call to Order.
- b. Roll Call.
- c. Public Comments (BPP 3.9.c [a]).
- d. Correction and approval of the minutes of the preceding Regular Meeting and all Special and Emergency Meetings.
- e. Reports and recommendations of standing committees.
- f. Reports and recommendations of special committees.
- g. Reports and recommendations of the Commissioner of Higher Education.
- h. Resolutions for Board action.
- i. Other business.
- j. Adjournment.

If the meeting is a special meeting or a joint meeting with the State Board of Elementary and Secondary Education, then the Order of Business on the Agenda shall be set forth in the call.

3.10 Agenda. When feasible, at least ten days prior to each regular meeting, the Commissioner of Higher Education shall prepare and forward to the Chairman a tentative agenda for the meeting. The Commissioner shall place on the agenda any item requested in writing by at least four (4) members of the Board. The approved Agenda shall be posted on the website in accordance with Bylaws 3.5.

In accordance with R.S. 42:19 A, any item may be acted on even though not listed on the published agenda with unanimous approval of the members present. Any such item shall be identified in a motion with reasonable specificity, including the purpose for the addition to the

agenda, and entered into the minutes of the meeting. Prior to any vote on the motion to take up an item not on the agenda by the Board, there shall be an opportunity for public comment on any such motion in accordance with R.S. 42:14 D.

3.11 Minutes. As a public body, the Board of Regents will keep written minutes of its open meetings (R.S. 42:20 A). The minutes of all meetings shall include official actions of the Board. In all cases when the action is not by a unanimous vote, the yeas, nays, and abstentions of the individual members shall be recorded. As a public body, the Board of Regents will comply with State public records laws (R.S. 44:1 et seq) (BPP 3.11 [a]).

Copies of said minutes shall be transmitted to each member of the Board prior to the next scheduled meeting. The minutes shall be considered as tentative until approved by the Board at its next regular meeting. Following approval by the Board, the minutes shall be posted on the website.

ARTICLE IV OFFICERS

4.1 Officers. The members of the Board shall elect a Chairman and Vice Chairman (R.S. 17:3123 B) and Secretary. These officers shall be elected by the Board at its meeting in December of each year and shall serve for a period of one year. Nominations are made in accordance with Bylaws policy BPP 4.1 (a). A nominee must be a Regent member whose service is not contingent upon reappointment for the year for which he or she is elected to serve as an officer.

Vacancies occurring in an office shall be filled by election by the Board for the remainder of the unexpired term of said office. An officer of the Board shall not succeed himself more than one time unless he has been elected to fill less than one-half of an unexpired term or in extraordinary circumstances as described below.

The Board may allow an officer to succeed himself more than one time if the State has suffered an extraordinary event and the Board believes that it is in the best interest of postsecondary education to have one or more of its officers remain in office. The candidate who

will be succeeding himself more than one time must be elected by a favorable vote of two-thirds of the members of the Board.

4.2 Chairman of the Board. It shall be the duty of the Chairman of the Board to preside over all meetings of the Board; to appoint, subject to approval of the Board, the members and officers of all standing and special committees, except those management board members serving on standing committees; and to expand any standing committee in accordance with the provisions of the Bylaws. The Chairman shall perform any duties assigned to him in these Bylaws.

The Chairman and the Commissioner of Higher Education are designated spokespersons and representatives for the Board.

4.3 Vice Chairman of the Board. In the absence of the Chairman, the Vice Chairman shall preside over the meetings of the Board and perform any other duties as requested by the Chairman or by a vote of the Board.

4.4 Secretary of the Board. It shall be the responsibility of the Secretary to see to the filing, indexing and preservation of all minutes, papers, and documents pertaining to the business and proceedings of the Board and its committees, and shall be the custodian of the seal of the Board.

A Coordinator of Board Services shall be appointed by the Board upon recommendation of the Commissioner of Higher Education. Such Coordinator of Board Services, under the supervision and control of the Secretary of the Board, shall retain the actual custody of the Board's seal and records. The Coordinator shall be the custodian of public records (R.S. 44:11 et seq).

ARTICLE V

COMMITTEES

5.1 Executive Committee. The Executive Committee shall consider such matters as are referred to it by the Board. It shall execute such orders and resolutions as shall be assigned to it at any meeting of the Board. It shall also take such action as is necessary when an

emergency requiring immediate action arises during an interim between Board meetings. All acts of the Executive Committee shall be submitted to the board for ratification at its next scheduled meeting except in matters where the Board shall have delegated to the Executive Committee full power to act.

Each member of the Executive Committee may serve as an ex-officio member of each standing committee.

5.1.1 Membership. The Executive Committee shall be composed of the Chairman, the Vice Chairman, the Secretary and four (4) members elected by the Board from its membership.

5.1.2 Officers. The Chairman of the Board will be the Chairman of the Executive Committee, and the Vice Chairman of the Board will be the Vice Chairman of the Committee. The Vice Chairman will preside in the Chairman's absence.

5.1.3 Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. A favorable vote of a majority shall be necessary to take affirmative action. A quorum, once obtained, shall not thereafter be lost during the meeting. The absence of a quorum negates further action by the Committee but does not require adjournment of the meeting.

5.2 Standing Committees. The standing committees of the Board, including those in statute, shall be as follows:

- a. Finance.*
- b. Academic and Student Affairs.*
- c. Legislative.*
- d. Facilities and Property.*
- e. Planning and Research* and Performance.
- f. Personnel.
- g. Sponsored Programs.
- h. Nominating Committee. (BBP 4.1 [a])
- i. Statewide Programs.
- j. Audit Committee.

* Committee required by R.S. 17:3399.5 A, B.

5.2.1 Membership. All standing committees shall consist of no less than five voting members unless and until otherwise decided by the vote of a majority of the membership of the Board.

Each standing committee designated by law in subsection A of R.S. 17:3399.5 (i.e., Finance, Academic and Student Affairs, Legislative, and Facilities and Property) shall include as a member, a member of each of the postsecondary education management boards as designated by each board. If the management board member on any Regents' committee is unable to attend any meeting, an alternate management board member previously designated by that board may attend and vote on his behalf.

If a Regents' Board member on a standing committee is absent from any meeting, a member of the Executive Committee may serve as an alternate and shall thereafter be entitled to vote, regardless of the arrival of additional standing committee members.

Upon written notice, the Chairman of the Board may expand a standing committee to include the entire Board to meet as a Committee of the Whole, for a specified time. At meetings thereof, the officers of said committee shall continue to serve in their respective capacities.

5.2.2 Officers. The Chairman, Vice Chairman, and members of all standing committees shall be appointed by the Board Chairman and such appointments shall be presented by the Chair for ratification by the Board at a duly scheduled Board meeting in January. Committee appointees shall serve at the pleasure of the Chairman of the Board.

The Chairman of each committee will call and preside over necessary meetings. The Chairman will conduct meetings according to the provisions of Bylaws Article IV, Section 4.10.

5.2.3 Quorum. A majority in number of the specified appointed members to each committee shall constitute a quorum. A favorable vote of a majority shall be necessary to take affirmative action. A quorum, once obtained, shall not thereafter be lost during the meeting. The absence of a quorum negates further action by the Committee but does not require adjournment of the meeting.

5.3 Special Committees. As the need arises, the Board or the Chairman of the Board may create special committees for temporary periods with such functions, powers and authority as may be determined. The term of a special committee shall be prescribed at the time of its appointment but shall not exceed the term of the Chairman. Unless otherwise provided in the action creating such a committee, the Chairman of the Board shall designate the number of its members and the Chairman and Vice Chairman thereof. The Chairman may also appoint ad hoc committees for special assignments for specified periods of existence not to exceed the completion of the assigned task.

5.3.1 Officers. The committees shall each have a Chairman, who shall be the presiding officer, and a Vice Chairman to preside in the Chairman's absence. Both shall be appointed by the Chairman of the Board, subject to the Board's approval.

5.3.2 Quorum. A majority in number of the specified appointed members to each committee shall constitute a quorum. A favorable vote of a majority shall be necessary to take affirmative action. A quorum, once obtained, shall not thereafter be lost during the meeting. The absence of a quorum negates further action by the Committee but does not require adjournment of the meeting.

ARTICLE VI

STAFF

6.1 Commissioner of Higher Education. The Board shall employ a Chief Administrative Officer whose title shall be Commissioner of Higher Education for the State of Louisiana. The duties and responsibilities of the Commissioner of Higher Education shall be prescribed by the Board (BPP 6.1 [a]). The Commissioner of Higher Education shall be appointed in accordance with state law (R.S. 17:3123.1) and his performance and competence shall be evaluated annually by the Board.

6.2 Other Staff. The Board, through the Commissioner of Higher Education, will hire additional employees as it may deem necessary for the performance of its functions and in

accordance with policies and procedures in the *Board Internal Operations Policies and Procedures Manual*. Internal policies pertaining to Board approval for hiring and firing of certain level employees and retirees cannot be amended without Board approval.

ARTICLE VII OPERATING BUDGET

7.1 Budget. The Board shall annually adopt an internal operating budget covering the period from July 1 to June 30 of each fiscal year.

7.2 Obligations. Once the budget is adopted and funds have been appropriated, the obligations therein reflected may be incurred by the Board.

ARTICLE VIII ADOPTION OF BYLAWS, PUBLICATIONS AND AMENDMENTS

8.1 Adoption of Bylaws. The original rules for the Board of Regents were presented to and adopted by the Board of Regents in the State of Louisiana on the 9th day of January 1975.

8.2 Amendments. New bylaws may be adopted and may be amended or repealed by a majority vote at any meeting of the board, but no such action shall be taken unless notice of such proposed adoption, amendment, or repeal shall have been given at a previous meeting or notice in writing of the proposed change shall have been served upon each member of the Board at least thirty (30) days in advance of the final vote upon such change. However, the requirements of the 30-day notice may be waived at any time by a vote of two-thirds (2/3) of the entire membership of the Board.

All amendments or additions to the Bylaws shall become effective on the 10th day after Board adoption unless otherwise stated.

8.3 Repealing Clause. All rules, regulations, orders or resolutions heretofore enacted by the Board which are in conflict with these Bylaws, are hereby repealed.

8.4 Publications. All publications of the Board of Regents will be handled and

transmitted in accordance with State law (R.S. 44:1 et seq).

Adopted: January 9, 1975

Amended: February 27, 1975

Amended: February 23, 1978

Amended: March 27, 1986

Amended: November 14, 1989

Amended: May 27, 1993

Amended: January 29, 1998

Amended: March 19, 1998

Amended: September 24, 1998

Amended: April 24, 2003

Amended: May 27, 2004

Amended: January 5, 2006

Adopted: March 23, 2011

Adopted: September 25, 2014 (Revised BPP 6.1 (a))

Adopted: June 29, 2016

Adopted: September 27, 2017 (Revised Section 5.2 of Bylaws)