

TABLE OF CONTENTS Cont.

SECTION 6: % 2 \$ 5 ' 2) 5 (* (1 7 6 0 ((7 , 1 * 6 « « « « « « « « « « « « « « « « « ..11

- 6.1 Regular Meetings
- 6.2 Special Meetings
- 6.3 Notice of Meetings
- 6.4 Notice of Special Meetings
- 6.5 Public Notice Requirements
- 6.6 Waiver of Notice
- 6.7 Quorum
- 6.8 Agenda
- 6.9 Open Transaction of Business
- 6.10 Official Business
- 6.11 Conflicts of Interests
- 6.12 Rules of Order
- 6.13 Fiscal Note Certification
- 6.14 Legal Compliance Certification
- 6.15 Consent Docket
- 6.16

SECTION 1
Authority , Powers and Duties

1.1. Authority and Powers. Under the provisions of Section 106.01 et. seq. of the Texas Education Code, the State Legislature has given the Board of Regents of Texas Southern University the power and authority to govern the University. The Board is expressly directed by state law to enact bylaws, rules and regulations for the successful management and government of the institution. In addition to the express powers conferred by statute, the Board has implied or incidental power to do whatever is reasonably necessary to accomplish the purpose for which the University was established. Texas case law has held that Boards of Regents of colleges and universities have wide discretion in exercising the power and authority granted by the legislature, including discretion in what action it takes directly and in what authority it delegates to other bodies within the University.

1.2. Duties and Responsibilities. Section 51.352 of the Texas Education Code provides as follows with regard to the duties and responsibilities of 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 other bodies within the University. (Section 51.352(a) of the Texas Education Code)

- (1) establish, for each institution under its control and management, goals consistent with the role and mission of the institution;
- (2) appoint the chancellor or other chief executive officer of the system, if the board governs a university system;
- (3) appoint the president or other chief executive officer of each institution under its management and evaluate the chief executive officer of each component institution and assist the officer in the achievement of performance goals;
- (4) set campus 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 coordinating board; and
- (5) ensure that its formal position on matters of importance to institutions under its governance is made clear to the coordinating board when such matters are under consideration by the coordinating board.

(e) Each member of a governing board has the legal responsibilities of a fiduciary in the management of the institution.

(f) The governing board of each general academic teaching institution and each public junior college within a 100-mile radius of that institution shall adopt policy to enhance the transfer of students based on the recommendations of the permanent advisory committee under Section 51.3521 of this code. Added by Acts 1987, 70th Leg, ch.823, & 1.09, eff. June 20, 1987. Amended by Acts 1991, 72nd Leg, ch. 526 & 2, eff. September 1, 1991. See also Section 55.174, 54.5221 and 54.5222 for Board Authority.

1.3 Policies and Regulations. The Board of Regents shall adopt policies, rules and regulations for the control and management of the University.

1.4 Approval of Governing Documents. The Board of Regents shall approve all constitutions, bylaws, rules, regulations and other governing documents (including proposed amendments) of all groups and organizations within the University operating under such documents. This authority may be delegated. Notwithstanding approval of such documents directly or through delegation, the Board of Regents retains the unilateral right to temporarily or permanently repeal, rescind, suspend or waive any or all of the provisions of any such documents, at its sole discretion, whenever it deems such action necessary or advisable in view of the particular circumstances at hand.

1.5 Changes in State Law and Regulations. These bylaws are governed by applicable Texas

laws and regulations, some of which are cited as part of these bylaws. If and when the applicable Texas laws and regulations change, these bylaws will also be required to change to conform to the revised laws and regulations.

SECTION 2

Membership of the Board

2.1 Membership of the Board. Pursuant to the Education Code sections 106.11 and 106.12, the Board of Regents (hereafter sometimes referred to as "Board") is composed of nine (9) members appointed by the Governor of the State of Texas, with the advice and ~~consent~~ of the Texas Senate, for staggered terms of six (6) years each, the terms of three (3) members expiring on February 1 of odd numbered years.

2.2 Non-voting Student Regent. Pursuant to the Education Code section 51.356, there shall be a nonvoting Stude

- (2) Call special meetings of the Board, as herein provided.
- (3) Call meetings of the Board, meeting as a Committee ~~Whole~~, to consider any business that the Chair deems necessary ~~or~~ appropriate, as herein provided.
- (4) Review and approve the agenda for all meetings of the Board.
- (5) Appoint the members and Chairpersons of standing and ad hoc committees of the Board and subcommittees thereof, ~~in~~ consultation with, and subject to ratification by, the full Board.
- (6) Serve as official spokesperson ~~on~~ the Board and represent ~~the~~ Board when it is not in session, ~~unless~~ the Board by vote has directed otherwise. The Chair ~~may~~ designate another Regent ~~to~~ serve as spokesperson on specific issues if the Chair deems it appropriate.
- (7) Execute, with the Secretary or an ~~Asst~~ Assistant Secretary attesting, ~~any~~ documents or instruments which the Board has authorized to be executed, except in cases where the Board has expressly delegated the signing and execution thereof to some other official of the University, provided however that Assistant Secretaries shall not sign or attest documents or instruments related to bonds or debt of the University.

4.2. Duties of the Vice Chair. The Vice Chair of the Board shall upon the death, absence, disability, resignation, removal or disqualification of the Chair perform the duties of the Chair ~~as~~ provided. XQWLO WKH & KDLU VKDOO UHVXPH RIILFH RU WKH & KDLU ¶

4.3 Duties of the Second Vice Chair. The Second Vice Chair of the Board shall upon the death, absence, resignation, disability, or disqualification of the Vice Chair, perform the duties of the Vice Chair until the ~~9~~ 9 L F H & K D L U V K D O O U H V X P H R I I L F H R U W K H 9 L F H elected as herein provided.

4.4. Duties of the Secretary of the Board. The Secretary of the Board shall keep or cause to be kept the minutes of the meetings of the Board, properly indexed, and shall certify the accuracy of the minutes. The Secretary shall also cause to be filed, indexed, and carefully preserved all papers and documents pertaining to the business and proceedings of the Board, and shall post, or cause to be posted, notices of all meetings of the Board and Board Committees in compliance with Texas statutes and regulations. The Secretary (or an ~~Asst~~ Assistant Secretary as authorized herein) shall attest all documents or instruments requiring such attestation.

SECTION 5 Committees

5.1. Committees. The Board shall have the following Standing Committees:

University;

(g) Investment and reinvestment of any funds under the control of the University, including but not limited to financial aid, tuition and fees, ancillary revenues, and University Endowment funds;

(h) administrative policies, procedures, rules, regulations, operating instructions, manuals and other documents or instruments promulgated by the University administration or any organization subject to control or oversight by the University, except as specifically assigned to another committee, and any amendments or revisions of any of the above. This Committee shall also have authority to require review and accept reports related to any of the above matters and to transmit such reports to the Board.

5.8 Duties of the Academic Affairs, Research and Student Life Committee This Committee shall review and make recommendations to the Board on matters relating to:

- (a) The role, mission, plans, policies and procedures for development and operation of the University and of each college and department within the University;
- (b) Grant of degrees, diplomas and certificates;
- (c) Faculty organization and faculty participation in University governance;
- (d) Teaching load, class size, student/faculty ratios, instructional expenditures, research programs, grants and educational gifts;
- (e) Curriculum and academic programs offered by the University;
- (f) Admissions, tuition and fees, student aid, extracurricular activities (including but not limited to athletics) and student/faculty/community relations.
- (g) All grants of tenure; and academic appointments at the level of Dean and above.

5.9 Duties of the Development and Legislative Affairs Committee. This committee shall review and make recommendations to the Board on matters relating to:

- (a) Public Affairs, including but not limited to legislative and governmental communications and legislative relations and appropriations requests;
- (b) Fund raising, including development gifts and grants and policies related to recognition of donors;
- (c) Alumni and ex-student relations;
- (d) Public relations, public information and media relations.

5.10 Duties of the Personnel and Litigation Committee This committee shall review and make recommendations to the Board on matters relating to:

- (a)

6.2. Special Meetings. The Board Chair shall call a special meeting of the Board in compliance with state law: (1) upon receipt of a written request signed by at least four (4) members of the Board; or (2) upon the concurrence of the Chairman and one other member of the Board that there is a need for a special meeting. In addition, the Board Chair may call a special meeting of the Board or the Executive Committee at any time in an emergency, subject to the requirements of state law.

6.3. Notice of Meetings. The Chairman shall cause written notification of the date, time, and place of regular meetings of the Board to be sent to each Regent at least seven (7) days before the date of the meeting, together with a copy of the meeting agenda. In case the date of a meeting has been changed by the consensus of a majority of the Board, evidenced by email or faxed communications from the Regents consenting to the change, written notification of the new date, time and place for the meeting shall be sent not less than seventy

and certifications by the President, the chief financial officer, and the chief legal officer shall be required for proposals submitted by the Internal Auditor.

7.3 Executive Director of Board Relations. The Board of Regents shall appoint by resolution in compliance with state law an Executive Director of Board Relations who shall serve in that position for such term of office as the Board may decide. The Executive Director for Board Relations shall report directly to the Board and shall submit proposals for staffing, budget, programs and projects to the Board, through the Board Chair, for approval, provided however that all such proposals shall be reviewed by the Chief Financial Officer and the Chief Legal Officer of the University for compliance with these bylaws. The Executive Director for Board Relations shall be responsible for all administrative and recordkeeping functions in support of the Board and in support of the Regents in the performance of their official duties for the University.

SECTION 8 Communications with the Board

8.1 Board Members. Board members shall have the right and duty to be fully informed on all matters that influence their obligations as Regents. They shall have the right to request and receive information regarding any aspect of the University's operation.

8.2 Open Presentation Time. At the beginning of each regular Board meeting convened

ADOPTED

SECTION 8 - Communications with the Board

8.4 Disruption.....Adopted June 22, 2012

Disruption of any meeting of the Board of Regents or any committee or Subcommittee thereof, or any other meeting, processiongathering sponsored by the University is prohibited. Disruption includes use of obscene language or defamatory statements as well as physical violence or interference with peaceful and orderly conduct meeting; and includes any such language or behavior by any person, including a student, faculty member, or another authorized university official or member of law enforcement should, to the extent practicable, clearly identify the disruptive language or behavior and request the person(s) responsible to desist. If that is not practicable, or if the person(s) responsible for the disruption do not desist after such a request, then the person chairing the meeting or another authorized university official may request law enforcement officers to remove the person(s) responsible for the disruption from the meeting

AMENDMENTS