

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 established by the Board and known as the Arizona University System.
- 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 staff employees who collectively are known as the Central Staff. The Secretary to the Board is a member of the Central Staff.
- 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 Central Staff.

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. At least one regular meeting each year shall be held at each state university. The President 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 shall 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 shall be provided in accordance with the requirements of law. In addition, written notice shall be provided to each member of the Board under Section 4 or 5 of this Article. All notices required by this Article shall at least specify the time, date and place of the meeting.
- Section 4. Written notice of any regular meeting of the Board, plus the agenda (including university agendas) and all material relating to agenda items, shall 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 at least ten days prior to the date of such meeting. Amendments to the agenda and additional supporting materials, not previously available, shall be transmitted at least three days prior to the scheduled meeting. 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 upon such notice to the members of the Board as is appropriate to the circumstances and upon such public notice as is required by law. Special meetings may be held by telephone conference. All material relating to special meeting agenda items shall be transmitted to each member of the Board as far in advance of the meeting as possible.

ARTICLE III - MEETING PROCEDURES

- Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the deliberations of the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and special rules of order the Board may adopt, and with any applicable statutes.

- Section 2. The order of business for any regular meeting of the Board shall be in accordance with the written agenda prepared for the meeting. Such agenda shall provide for both an executive session and open session in accordance with requirements of law. The open session portion of the agenda shall 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 chairmen 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 Executive Director of the Board; 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. Such matters shall 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 shall be considered and decided separately at such time in the meeting as may be directed by the President.

- Section 4. During the course of any regular meeting of the Board, the President shall act as presiding officer and all motions shall be directed to the President. However, the President may delegate to the chair of each respective standing committee the responsibility for chairing discussion of items presented to the Board by the chair. Whenever a matter before the Board is deferred for further discussion, the President 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 Central Staff 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 shall 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 such material shall be maintained in a permanent file to be designated as the "Arizona Board of Regents' Documents File," which shall 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 Executive Director shall 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 shall 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 shall be returned to the Secretary to the Board.
- Section 3. All minutes of the open session portion of any meeting of the Board shall be open to public inspection during regular business hours at the principal office of the Board. Minutes of executive sessions shall 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 such 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 President, plus the President and Student Regent as ex officio members. Expert community members may be appointed to and removed from standing committees in accordance with the guidelines for expert community members serving on board committees.
- Section 2. The President of the Board may establish such other ad hoc or special committees as the President deems necessary or advisable. The President shall appoint the membership of the committees, which may, but need not, include members of the Board, and shall designate the matters to be considered by each committee. These committees shall act as advisory bodies to the Board and report their recommendations to the Board.
- Section 3. All standing, ad hoc or special committees shall hold and conduct their meetings in accordance with requirements of law. The chair of each committee shall be its presiding officer and shall 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 President, Vice President, Secretary and Treasurer for the ensuing fiscal year beginning July 1. The Student Regent shall serve as the Assistant Treasurer. Each officer shall hold office for twelve months and until a successor is duly elected. A majority of the votes cast shall be required to elect.
- Section 2. The time periods set forth in Section 1 of this Article VI shall become effective from and after May 1, 1986. Those members holding positions as officers of the Board at the time these bylaws are adopted shall continue in their respective positions through June 30, 1986.
- Section 3. The President shall preside over the meetings of the Board, call meetings, serve as an ex officio member of all committees of the Board, and perform such other duties as are set forth in these bylaws or as shall be vested in the President. A member may stand for election for up to two consecutive one-year terms as President, and after at least one year away from the Presidency, the member may stand for re-election as President.
- Section 4. The Vice President shall assist the Board President in performing the duties of Board President and will preside at Board meetings in the

absence of the President. A member is eligible to stand for election as Vice President for multiple one-year terms, without limit.

- Section 5. The Treasurer shall certify to a true and faithful account of all monies received and paid out, and give such bond for the faithful performance of the duties of the office as the Board may require. A member is eligible to stand for election as Treasurer for multiple one-year terms, without limit.
- Section 6. The Secretary of the Board shall record all proceedings of the Board, carefully preserve all of its records, and perform such other duties as the Board may require.
- Section 7. Vacancies occurring in any office of the Board shall be filled by the Board at any regular or special meeting for the unexpired term of the office.

ARTICLE VII - AMENDMENTS

- Section 1. These bylaws shall 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 shall be filed with the Secretary to the Board, in writing, at least thirty days before such meeting, and the Secretary to the Board shall promptly provide a copy to each member of the Board.