

***BYLAWS OF THE BOARD OF REGENTS
OF THE UNIVERSITY OF WISCONSIN SYSTEM***

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Table of Contents

ARTICLE I: BOARD.....	4
<i>Section 1. Board Members</i>	4
<i>Section 2. Resignation</i>	4
ARTICLE II: MEETINGS.....	5
<i>Section 1. Regular and Annual Meetings</i>	5
<i>Section 2. Special Meetings.....</i>	5
<i>Section 3. Agenda.....</i>	5
<i>Section 4. Notice</i>	6
<i>Section 5. Quorum and Voting.....</i>	6
<i>Section 6. Parliamentary Rules</i>	7
<i>Section 7. Closed Sessions</i>	7
ARTICLE III: BOARD OFFICERS.....	8
<i>Section 1. Officers of the Board</i>	8
<i>Section 2. President</i>	8
<i>Section 3. Vice President</i>	8
<i>Section 4. Duties of the President Pro Tem.....</i>	8
<i>Section 5. Secretary and Assistant Secretaries.....</i>	8
<i>Section 6. Trust Officer and Assistant Trust Officers</i>	9
<i>Section 7. Election and Terms</i>	9
ARTICLE IV: UW SYSTEM OFFICIALS.....	10
<i>Section 1. President</i>	10
<i>Section 2. Vice Presidents</i>	10
ARTICLE V: BOARD COMMITTEES	11
<i>Section 1. Standing and Special Committees</i>	11
<i>Section 2. Committee Membership.....</i>	11
<i>Section 3. Executive Committee</i>	12
<i>Section 4. Business and Finance Committee.....</i>	12
<i>Section 5. Education Committee.....</i>	12
<i>Section 6. Audit, Risk, and Compliance Committee.....</i>	13

<i>Section 7. Capital Planning and Budget Committee</i>	<i>13</i>
<i>Section 8. Personnel Matters Review Committee.....</i>	<i>13</i>
<i>Section 9. Committee on Student Discipline and Other Student Appeals</i>	<i>14</i>
ARTICLE VI: BYLAWS	17
<i>Section 1. Amendments and Suspension.....</i>	<i>17</i>
<i>Section 2. Subordination to State Code</i>	<i>17</i>

ARTICLE I: BOARD

Section 1. Board Members

The membership of the Board of Regents of the University of Wisconsin System ("the Board") is prescribed by s. 15.91, Wis. Stats.

Section 2. Resignation

Any Board member may resign prior to the end of their term by submitting a written notice to the public officer having power to appoint a successor, as prescribed by s. 17.01, Wis. Stats. Such resignation shall take effect at the time specified in the written resignation, or on the date of receipt, whichever is later.

ARTICLE II: MEETINGS

Section 1. Regular and Annual Meetings

The annual meeting of the Board shall be held in June unless otherwise determined by the Board.

Regular meetings of the Board shall be held in accordance with the schedule of meeting dates and locations approved at the annual meeting for the ensuing year.

The President of the Board may shorten a two-day regular meeting to a one-day meeting, or cancel a one-day meeting, upon reasonable notice to the members of the Board. A cancellation under this section may occur only if more than half of the members of the Executive Committee have consented and only for a regular meeting hosted by the Office of the Board of Regents, but not for a meeting hosted by a UW institution.

Section 2. Special Meetings

A special meeting of the Board may be called at any time, upon request of at least five (5) members of the Board or by the President of the Board. The notice calling any special meeting of the Board shall be sent by the Secretary to each member of the Board in writing, by mail, personal service or email, at least five (5) days before the time of the meeting. If, in the judgment of the President of the Board, following consultation with available members of the Executive Committee, it is determined that a special Board meeting is required with notification of less than five (5) days, but not less than two (2) days, such a meeting may be called, provided the subject is limited and two-thirds of Board members have consented to the meeting.

Special meetings of the Executive Committee may be held at the call of the President of the Board or any five (5) Executive Committee members. Meetings of the other committees may be called by the Chair or by the Secretary of the Board upon the request of two (2) members, or upon the request of the President of the Board.

Section 3. Agenda

All items to be brought before the Board of Regents for action, except matters which come to the Board pursuant to its administrative rules or existing policies and those initiating in the Board itself, should reach the Board through the President of the UW System ("President of the System") and carry their recommendation. If an item arises at or is related to an institution, the President of the System shall ensure that it has first been through the established institution governance process and carries the Chancellor's

recommendation; if it has not been through the institution governance process, the President of the System shall request that it be so considered by the institution.

On appeals of matters which have been through the institution governance process, the President of the System shall verify that all institution procedures have been exhausted and will then determine whether, in the President of the System's judgment, the Board of Regents should consider the matter. A decision by the President of the System that the matter should not be considered by the Board can be appealed directly to the President of the Board. If the President of the Board determines that the matter should not be considered by the Board, any member of the Board may request that the matter be considered by the Board.

A request that an item be considered by the Board which comes from other than the President of the System or any member of the Board must be in writing. Persons making such requests shall be advised in writing of determinations by the President of the System and President of the Board regarding their requests. Failure by the President of the System or the President of the Board to act on a written request that an item be considered by the Board within sixty (60) days of its receipt shall be deemed a denial of the request.

The agenda for all two-day regular meetings shall include at least the following:

- (1) Calling of the roll
- (2) Approval or amendment of the minutes of the proceedings of prior meetings
- (3) Report of the President of the Board
- (4) Report of the President of the System
- (5) Reports of standing committees
- (6) Communications, petitions, and memorials

Section 4. Notice

The Secretary shall give notice of all meetings of the Board and its committees consistent with the requirements of the open meetings law (Wis. Stat. §§ 19.81 to 19.98).

Section 5. Quorum and Voting

A majority of the members of the Board shall constitute a quorum of the Board. A majority of the members of a committee of the Board shall constitute a quorum of that committee. Ex-officio members of Board committees shall not be counted in determining the number

required for a quorum but may be counted in determining that a quorum is present at a meeting of the committee.

Except as otherwise provided in the Bylaws, Regent policies, or s. 15.07(4), Wis. Stats., all matters coming before the Board or relevant Board committees shall be determined by a majority of votes cast by Regents present, excluding abstentions and recusals. Upon the request of any Regent, the vote shall be by a call of the roll.

Section 6. Parliamentary Rules

General parliamentary rules as set forth in *Robert's Rules of Order*, current edition, and as modified by rules and regulations of the Board, shall be observed in conducting the business of the Board and its committees.

Section 7. Closed Sessions

Subject to the requirements of state law, the Board, or any of its committees, may hold any regular or special meeting, or any part thereof, in closed session with participation limited to Board members. Other individuals may be invited to attend all, or portions, of a closed session as deemed necessary by the President of the Board or committee chair.

ARTICLE III: BOARD OFFICERS

Section 1. Officers of the Board

The officers of the Board shall consist of a president, a vice president, a secretary, and such assistant secretaries as the Board from time to time shall determine, and a trust officer and such assistant trust officers as the Board from time to time shall determine.

Section 2. President

The President of the Board shall preside at all Board and Executive Committee meetings, shall appoint the members of all standing and special committees of the Board, shall be an ex-officio voting member of all committees, and shall discharge the ordinary duties of such officer in the pursuance of parliamentary law.

The President of the Board shall, with the President of the System, sign all diplomas and, with the Secretary countersigning, shall sign all contracts and instruments authorized or issued by authority of the Board, except such contracts and instruments as the Board or its Executive Committee may authorize any officer or employee of the UW System to sign.

The President of the Board shall, with the President of the System, present budget requests to the Governor and the Legislature and shall act as spokesperson for the Board before the Governor and before all legislative groups in matters of educational program planning, the use of existing facilities and personnel, budgetary issues, and building priorities.

Section 3. Vice President

The Vice President of the Board shall be an ex-officio voting member of all committees and shall, in the absence of the President, perform all the duties of the President.

Section 4. Duties of the President Pro Tem

In the absence of the President and the Vice President, the Board may appoint a president pro tem, who shall perform the duties of presiding officer of the Board.

Section 5. Secretary and Assistant Secretaries

It shall be the duty of the Secretary to give notice of all meetings of the Board consistent with the requirements of the open meetings law (Wis. Stat. §§ 19.81 to 19.98), to keep a record of the proceedings of the Board at all of its meetings, to keep a separate record of

the proceedings of the Executive Committee, and a record of the proceedings of each of the standing committees; to keep the corporate seal and by countersigning execute with the President of the Board instruments and contracts ordered by the Board; and to preserve all documents pertaining to their office. The Secretary shall perform such other duties as are imposed on them by law and the rules and orders of the Board.

The Secretary shall, as soon as practicable after the record of proceedings of meetings has been perfected, transmit to each Regent a copy of the record of the meetings of the Board, and of the committees thereof. The Secretary shall maintain an up-to-date codification of all policy actions of the Board.

The Board shall, at the same time and in the same manner as it elects its Secretary, also elect such number of Assistant Secretaries as it shall deem necessary. The duties of the Assistant Secretaries shall be to assist the Secretary in the performance of his or her duties, and they shall perform such duties as may be assigned to them by the Secretary or the Board of Regents. In the absence of the Secretary, an Assistant Secretary shall act as and perform all the duties of the Secretary.

Section 6. Trust Officer and Assistant Trust Officers

It shall be the duty of the Trust Officer to receive, manage, and maintain records of all trust funds of the UW System and to perform such other duties relating to trust funds as are imposed upon them by law and the rules and orders of the Board or the Business and Finance Committee of the Board.

The Assistant Trust Officers shall assist the Trust Officer in the performance of his or her duties and shall perform such other duties as may be assigned to them by the Trust Officer, the Board or the Business and Finance Committee of the Board.

The Trust Officer and Assistant Trust Officers are authorized and empowered to do all things necessary to affect the transfer, receipt or other disposition of gifts and bequests (i.e., assets that will become university trust funds) for the sole benefit of the Board.

Section 7. Election and Terms

The officers of the Board shall be elected by ballot at the annual meeting, and shall hold their respective offices for one (1) year and until their successors shall be elected. Their terms of office shall begin immediately after the annual meeting at which they are elected. If there is only one (1) nominee for each office, the election shall be by voice vote.

ARTICLE IV: UW SYSTEM OFFICIALS

Section 1. President

The President of the System has full executive responsibility for the operation and management of the UW System. They shall carry out the duties prescribed in Wisconsin Statutes for this office, and such other duties as may be assigned by the Board or be implicit in policy actions of the Board. The President of the System shall see to the appropriate staffing of UW System administrative offices, and direct and coordinate the activities of these offices as needed to fulfill his or her responsibilities.

Section 2. Vice Presidents

The President of the System shall, with the approval of the Board, establish such vice-presidential offices as may be necessary to provide administrative direction and coordination for the several major functions of UW System Administration as these are defined by the President and the Board. The President of the System shall assign such responsibilities to each of the vice presidents as may best promote effective administration of the responsibilities of their office, and shall, with the approval of the Board, title each vice-presidential office in the way best suited to designate its major area of concern.

ARTICLE V: BOARD COMMITTEES

Section 1. Standing and Special Committees

The Board shall establish such standing and special regent committees as it deems appropriate to discharge its responsibilities.

The Board shall have seven (7) standing committees as follows: Executive; Audit, Risk, and Compliance; Business and Finance; Capital Planning and Budget; Education; Personnel Matters Review; and Student Discipline and Other Student Appeals. Each standing committee shall have a charter approved by the Board.

Special Regent committees may be created as necessity demands by an affirmative majority vote of the Board. The President of the Board shall appoint the members thereto and the chair thereof. A special Regent committee shall not be created for any matter which is properly before any of the standing committees.

The President of the System shall designate a vice president as principal staff officer for the Education Committee; Business and Finance Committee; Capital Planning and Budget Committee; and Audit, Risk, and Compliance Committee of the Board or, in the event of the unavailability of an appropriate vice president, an associate vice president or other major administrative officer to perform this function. The persons so designated shall provide to the committee such materials and papers as may be required for the agenda of the committee, and be prepared to respond to such other requests for information or interpretation as the committee or its members may require. The vice presidents shall designate staff to serve as recording secretaries of these four (4) committees.

Section 2. Committee Membership

Each committee shall have at least three (3) members. Each committee shall have a chair, who shall serve for a one-year term. All chairs, vice chairs, and members of each standing committee shall be current members of the Board. All chairs and at least a majority of members of each special committee shall be current members of the Board.

The chair, vice chair, and members of each standing committee shall be appointed by the President of the Board, except the Executive Committee which shall have members as described in Article V, Section 3.

The President and Vice President of the Board shall serve as ex-officio voting members of all committees.

Section 3. Executive Committee

The Executive Committee shall have nine (9) members, as follows:

- i. The President of the Board and Vice President of the Board.
- ii. The chairs of the Audit, Risk, and Compliance; Business and Finance; Capital Planning and Budget; and Education Committees.
- iii. The member of the Board who has most recently served as a past President of the Board.
- iv. Two (2) members of the Board appointed by the President of the Board.

When there is no past President on the Board, this seat shall be filled by another member of the Board appointed by the President of the Board.

The President of the Board shall serve as chair, and the Vice President of the Board shall serve as vice chair.

The Executive Committee is empowered to act for the Board between regular Board meetings on all matters except for the following which shall be reserved for the Board: (i) Presidential selection and termination; (ii) Board officer election; (iii) changes in mission and purposes of institution; (iv) amendments to the bylaws; (v) administrative rule changes; (vi) adoption of annual and biennial budget.

A separate record of the proceedings of this committee shall be kept by the Secretary, and the same shall be submitted to the Board for inclusion in the record at the next regular or special meeting.

Section 4. Business and Finance Committee

The Business and Finance Committee shall have charge of consideration of all matters related to operating budget, finances, trust funds, business operations, and non-academic personnel.

Section 5. Education Committee

The Education Committee shall have charge of consideration of all matters of an educational nature related to the instruction, research, and public service functions of the UW System; the academic personnel; and to student services and welfare.

Section 6. Audit, Risk, and Compliance Committee

As outlined in the committee's charter as adopted by the Board of Regents, the Audit, Risk, and Compliance Committee shall have charge of the oversight of: all audit-related matters, internal and external; compliance with laws and regulations; internal controls; enterprise risk management; and ethics.

Section 7. Capital Planning and Budget Committee

The Capital Planning and Budget Committee shall have charge of consideration of all matters related to the physical environment of the UW System institutions, as outlined below:

- Establish standards and identify resources to maintain, renew and replace (when needed) existing capital assets
- Promulgate policies related to the development of the biennial capital budget
- Explore innovative funding strategies to help address the facilities needs of university campuses
- Establish policies for the appropriate use of internal and external sources of funds for capital needs
- Review long range development plans, master plans, and transportation plans
- Review campus boundaries and authorize real estate transactions
- Review design reports and authorize construction of capital projects
- Review namings of facilities
- Determine disposition of decommissioned facilities
- Ensure compliance with local, state and federal regulations related to zoning, environmental protection, physical safety and removal of architectural barriers

Section 8. Personnel Matters Review Committee

The President of the Board may refer faculty and staff personnel matters involving requests for hearing, petitions for review, and appeals to the Board to the Personnel Matters Review Committee.

- a. Mandatory review. Where an opportunity to be heard, a review or an appeal to the Board is required by s. 36.115(4), Wis. Stats.; by the Board's administrative rules, such as ss. UWS 4.08, 5.14(3) or 11.10, Wisconsin Administrative Code; or under Board policies, the Committee may conduct the hearing, review or appeal. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.

- b. Discretionary review. Where consideration of a matter by the Board is discretionary either under the Board's administrative rules, such as ss. UWS 5.14(2), 6.01(5), 6.02, 11.07, or 12.05(8), Wisconsin Administrative Code, or under Board policies, or on any other basis, it shall first be determined whether the request for Board consideration should be granted. In making the determination, the following factors shall be considered:
 - (1) The case involves substantial constitutional claims;
 - (2) There is a serious concern that the chancellor has abused his/her discretion or exceeded his/her authority;
 - (3) The decision made at the institutional level could have systemwide implications; or
 - (4) The final institutional decision is based upon facts not supported by the record, resulting in material prejudice to the individual seeking review.
- c. If the Board determines that a request for Board consideration should be granted, the Committee may conduct the review or hearing. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.

Section 9. Committee on Student Discipline and Other Student Appeals

The President of the Board may refer requests for hearing, petitions for review, and appeals involving student discipline or student governance matters or student discrimination complaints under s. 36.12, Wisconsin Statutes, to the Committee on Student Discipline and Other Student Appeals.

- a. Student discipline matters.
 - (1) Under ss. UWS 14.10 and UWS 17.14, Wisconsin Administrative Code, the Board may, at its discretion, grant a review upon the record of the final institutional decision in a student discipline case. In such cases, the Committee on Student Discipline and Other Student Appeals shall make an initial determination and recommendation to the full Board as to whether the request for review should be granted. A written request for review under s. UWS 17.14, Wis. Admin. Code, must be submitted to the Secretary of the Board within 14 days of the final institutional decision. In determining whether to grant a request for review, the following factors shall be considered:
 - (a) The case involves substantial constitutional claims;

- (b) There is a serious concern that the chancellor has abused his/her discretion or exceeded his/her authority;
 - (c) The decision made at the institutional level could have systemwide implications; or
 - (d) The final institutional decision is based upon facts not supported by the record, resulting material prejudice to the individual seeking review.
 - (2) The Committee's recommendation as to whether the request for review should be granted shall be transmitted to the Board for action. If the Board determines that the request for consideration should be granted, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at institutional or administrative levels. Unless the request for review is withdrawn, the Committee shall prepare findings and a decision, and shall transmit them to the full Board for final action.
- b. Student governance appeals.
- (1) Mandatory review. Where review of a student governance matter is required by the Board's policies, such as by Regent Policy Document 30-3, Guidelines for Student Governance, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.
 - (2) Discretionary review. Where review of a student governance matter is discretionary under the Board's policies, such as Regent Policy Document 30-3, Guidelines for Student Governance, the Committee shall first consider whether the request for Board review should be granted. In making that determination, the following factors shall be considered:
 - (a) Whether there is a serious concern that the chancellor or the president has abused his/her discretion or exceeded his/her authority; or
 - (b) Whether the decision of the chancellor or the president could have systemwide implications.
 - (3) Where the review of a student governance matter is discretionary, the Committee shall prepare a recommendation as to whether the request for

review should be granted, and shall transmit it to the full Board for action. If the Board determines that a request for review should be granted, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. Unless the request for review is withdrawn, the Committee shall prepare a recommended decision, and shall transmit it to the full Board for final action.

c. Appeals of decisions on student discrimination complaints.

- (1) Mandatory review. Section 36.12 Wisconsin Statutes, affords students the right to appeal to the Board from institutional decisions on discrimination complaints. In such cases, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional level. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.

ARTICLE VI: BYLAWS

Section 1. Amendments and Suspension

These Bylaws may be amended or suspended at any meeting of the Board by an affirmative vote of a two-thirds majority of the members of the Board, provided that notice of the substance of the proposed amendment(s) or suspension(s) shall be specifically set forth in the notice of such meeting.

Section 2. Subordination to State Code

To the extent that any of these bylaws may be inconsistent with the Wisconsin State Statutes, the statutes shall control.