

TEXAS SOUTHERN UNIVERSITY

BOARD OF REGENTS

BYLAWS



The Bylaws contained herein have been adopted by the Board of Regents and are binding on the Board and all others in the governance of the University. They are to be known as the Regents' Bylaws to distinguish them from any other rules and regulations promulgated by the University. These Bylaws may be added to, repealed, or amended only through the action of the Board.

Adopted: October 25, 2019

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SECTION 1

Board Authority, Powers and Duties

1.1 Board Authority and Powers. Under the provisions of Texas Education Code, Chapter 106, the Legislature of the State of Texas designates Texas Southern University (the “University” or “TSU”) as a coeducational institution of higher education and gives the Board of Regents of Texas Southern University (the “Board of Regents” or the “Board”) 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, Texas case law has held that Boards of Regents of Texas colleges and universities have wide discretion in exercising the power and authority granted by the State 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. The Board of Regents and each member of the Board shall be subject to the duties and requirements specified below:

- (a) Being composed of lay members, the Board 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 the Board:
 - (1) is expected to preserve institutional independence and to defend its right to manage its own affairs through its chosen administrators and employees;
 - (2) shall enhance the public image of each institution under its governance;
 - (3) shall interpret the community to the campus and interpret the campus to the community;
 - (4) shall nurture each institution under its governance to the end that each Institution achieves its full potential within its role and mission; and
 - (5) shall insist on clarity of focus and mission of each institution under its governance.
- (b) The Board shall provide the policy direction for the institution including adopting or approving policies required by law, such as those required polices related to ethics and contracting in accordance with Texas Education Code, Section 51.9337 and Sexual Assault in accordance with Texas Education Code, 51.9363; and ensure that the policies and processes of the University remain current and are properly implemented;
- (c) In addition to powers and duties specifically granted by the Texas Education Code or other law, the Board shall:
 - (1) establish, for each institution under its control and management, goals consistent with the role and mission of the institution;
 - (2) appoint the president or other chief executive officer of the institution and evaluate the chief executive officer of the institution and assist the officer in the achievement of performance goals;

- (3) determine the offices, professorships, and other positions at the institution, appoint a president, appoint the professors and other officers and employees and prescribe their duties, and fix their respective salaries;
 - (4) remove any professor, instructor, tutor, or other officer or employee connected with the institution when, in its judgment, the best interests and proper operation of the institution requires it;
 - (5) approve the termination of any position, including the employment of a University Dean (which includes an interim or acting Dean), officer, employee or otherwise, of which the Board has approved;
 - (6) 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 Texas Higher Education Coordinating Board (“coordinating board”); and
 - (7) ensure that its formal position on matters of importance to the institutions under its governance is made clear to the coordinating board when such matters are under consideration by the coordinating board.
- (d) Each member of the Board has the legal responsibilities of a fiduciary. Specifically, the Board is responsible for fulfilling fiduciary responsibilities in each of the following essential areas:
- (1) establishing, disseminating, and keeping current the mission of the University;
 - (2) ensuring the quality of the education provided by the University and within the University’s mission ensure that it:
 - i. transmits culture through general education;
 - ii. extends knowledge;
 - iii. teaches and trains students for professions;
 - iv. provides for scientific, engineering, medical, and other academic research;
 - v. protects intellectual exploration and academic freedom;
 - vi. strive for intellectual excellence;
 - vii. provides educational opportunity for all who can benefit from postsecondary education and training; and
 - viii. provides continuing education opportunities.
 - (3) ensuring the University’s fiscal integrity, preserving and protecting its assets for posterity, and engaging directly in fundraising and philanthropy;
 - (4) engaging regularly with the University’s major constituencies; and
 - (5) ensuring that they have educated themselves regarding the laws related to their appointed position, including attending mandatory trainings in ethics and conflicts of interest such as training for newly appointed members of governing

boards, and mandatory training in the Texas Public Information Act and investments, and that they act, in the performance of their duties, in compliance with the constitution and state and federal laws as they may be amended from time to time.

- (e) The Board of TSU, a general academic teaching institution, will consult with the boards of each public junior college within a 100-mile radius of TSU and shall adopt a policy to enhance the transfer of students based on the recommendations of the permanent advisory committee created pursuant to Section 51.3521 of the Texas Education Code.

1.3 Approval of Governing Documents. The Board of Regents shall approve all constitutions, bylaws, rules, regulations and other governing documents (including proposed amendments) of all University groups and organizations. This authority may be delegated. Notwithstanding approval of such documents directly or through delegation, the Board or its delegee(s) retains the unilateral right to temporarily or permanently repeal, rescind, suspend or waive any or all of the provisions of any such documents whenever it is determined that such action is in the best interest of the institution.

SECTION 2

Membership of the Board

2.1 Membership of the Board. Pursuant to Texas Education Code Sections 106.11 and 106.12, the Board of Regents 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 Texas Education Code Section 51.356, there shall be a non-voting Student Regent, whose qualifications, appointment, authority, powers and duties shall be in accordance with that section. The non-voting Student Regent, in compliance with Section 51.356, shall not be a member of the Board of Regents, shall have no right to vote on any matter before the Board and shall not make or second any motion before the Board. However, the Student Regent shall have the right to attend and participate in all meetings of the Board of Regents and shall have the same right as any member of the Board to speak and provide input. The Student Regent is not counted in determining whether a quorum exists for a Board meeting or in determining the outcome of any vote before the Board.

SECTION 3

Officers

Officers. In each odd numbered year, at its first regular meeting after September 1 of that year, the Board shall elect from its membership a Chair and a Vice Chair, a Second Vice Chair, and a Secretary. The Board may also appoint one or more Assistant Secretaries as needed, who shall not be required to be Regents. Assistant Secretaries shall not sign or attest documents or instruments related to bonds or debt of the University. Each of these officers shall hold office for two (2) years or until his successor is duly elected. In case of death, resignation, or disqualification of an officer,

the Board shall, as soon as practicable thereafter, elect or appoint a successor for the unexpired term.

SECTION 4

Duties of Officers

4.1 Duties of the Chair. The Chair shall:

- (a) preside over the meetings of the Board and shall have the right to vote on all matters and questions that come before the Board.
- (b) call meetings of the Board, meeting as a Committee of the Whole, to consider any business that the Chair deems necessary or appropriate, as herein provided.
- (c) call special meetings of the Board.
- (d) review and approve the agenda for all meetings of the Board.
- (e) appoint the members and Chairs of standing and Ad Hoc committees of the Board and subcommittees thereof, in consultation with, and subject to ratification by, the full Board.
- (f) serve as official spokesperson for 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.
- (g) execute, with the Secretary or an 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.
- (h) decide what University personnel (not including other Board members), employee, or individual with a contractual relationship with the University may participate in Executive Session as appropriate and in accordance with the Texas Government Code.

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 until the Chair shall resume office or the Chair's successor shall have been elected as herein provided.

4.3 Duties of the Second Vice Chair. The Second Vice Chair shall upon the death, absence, resignation, disability, or disqualification of the Vice Chair, perform the duties of the Vice Chair until the Vice Chair shall resume office or the Vice Chair's successor shall have been elected as herein provided.

4.4 Duties of the Immediate Past Chair. The Immediate Past Chair, including interim or acting chair, shall be a voting member of the board and shall perform duties as assigned.

4.5 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 Assistant Secretary as authorized herein) shall attest to all documents or instruments requiring such attestation.

4.6 Board Self Evaluation. The board shall conduct an assessment of its governance (Board Assessment) at least once every three years, on even years. The purposes of the Board Assessment include:

- (a) strengthening Board performance;
- (b) identifying and reaching consensus on Board goals;
- (c) ensuring that all Regents have a clear and common understanding of Board responsibilities;
- (d) clarifying mutual expectations of Regents and the President; and
- (e) strengthening relationships among Regents and the President.

The Executive Committee or an Ad Hoc Committee shall be responsible for determining the appropriate methodology for the Board Assessment after consultation with the President.

4.7 Disqualification of Officers.

- (a) It is a ground for removal as an officer of the Board if the officer:
 - (1) commits malfeasance of office; or
 - (2) is absent from more than half of the regularly scheduled Board meetings that the officer is eligible to attend during a calendar year, unless the absence is excused by majority vote of the Board.
- (b) An officer of the Board cannot be discharged of their duties for a substantial part of the officer's term because of illness or disability.
- (c) Notwithstanding the above disqualifications, an officer may be removed with a supermajority vote of the Board.
- (d) The validity of an action of the Board is not affected by the fact that it was taken when a ground for removal of an officer existed.

SECTION 5

Committees

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

- (a) Executive Committee;
- (b) Administration and Finance Committee;
- (e) Academic Affairs, Research and Student Life Committee;
- (f) Development and Legislative Affairs Committee;
- (g) Personnel and Litigation Committee;
- (h) Physical Facilities Committee;
- (i) Audit Committee; and
- (j) Athletics Committee.

The Board may also, at any time and from time to time, by resolution create Ad Hoc committees and subcommittees of the standing committees for any purpose the Board deems appropriate; and such subcommittees and Ad Hoc committees shall continue to function until discharged by the Board.

5.2 Members of Committees.

- (a) Standing committees other than the Executive Committee shall consist of either three but no more than four voting members appointed at the discretion of the Chair, subject to the provisions of these Bylaws. The Student Regent shall be a non-voting ex officio member of all Standing Committees except the Executive Committee. Standing committee members shall be appointed by the Chair promptly after her/his election and shall remain as constituted after ratification (unless a vacancy is caused by death, resignation, disqualification, or inability to act) until reconstituted by the succeeding Chair.
- (b) The Executive Committee shall consist of the Chair, the Vice Chair, the Second Vice Chair, and the Secretary. The immediate past Board Chair, if still serving as a Regent, shall also be an ex officio non-voting member of the Executive Committee.
- (c) Ad Hoc committees shall consist of the number of members specified by the Board, or by the Chair if the Board does not specify a number. Ad Hoc committees will normally include at least one Regent and may also include non-Regents. Ad Hoc committee members and Chairs shall be appointed by the Chair of the Board after consultation with, and subject to ratification by, the Board.
- (d) Subcommittees shall consist of the number of members specified by the subcommittee Chair of the Board, or by the Chair, if the Chair of the Board does not specify a number. The Chair and members of any subcommittee shall be appointed by the Chair of the Board after consultation with, and subject to ratification by, the Board. Non-Regents may be appointed to such subcommittees, but only Regents shall be voting members.

The Student Regent shall be a non-voting ex officio member of all subcommittees.

5.3 Vacancies. In case a vacancy shall occur on any committee, subcommittee, or Ad Hoc committee, the Chair of the Board shall appoint another member to serve, subject to ratification by the Board within a reasonable period of time.

5.4 Committee and Subcommittee Meetings. Each Committee and Subcommittee shall meet at such times and places as the Chair of the Board shall designate, subject to compliance with the Texas Open Meetings Act and these Bylaws.

5.5 Authority of Committees. Standing Committees of the Board may act for the Board where specifically authorized to do so by prior Board resolution or by these Bylaws. In all other cases, both Standing Committees and Ad Hoc Committees shall be authorized only to make recommendations to the Board. The Board meeting as a Committee of the Whole shall not take final action on any business under consideration but shall instead make recommendations to be acted on at a later time at a Board meeting that has been convened in compliance with applicable law and these Bylaws.

5.6 Mission of Committee. The Chair of each standing committee shall provide the Board for review annually, a mission statement embodying the goals and intentions of each such standing committee.

5.7 Duties of the Executive Committee.

- (a) The Executive Committee shall be responsible for monitoring the implementation of all Board decisions and making recommendations on all matters not specifically assigned to another committee. Subject to the Texas Open Meeting Act, the Executive Committee may be authorized to act finally on any matter submitted to it by Board approval. Additionally, this Committee shall facilitate the presidential-assessment, and 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:
 - (1) presidential selection and termination;
 - (2) Board officer election;
 - (3) changes in the mission and purposes of the institution;
 - (4) amendments to the bylaws;
 - (5) incurrence of debt; and
 - (6) sale or other disposition of real estate and other tangible property.
- (b) This Committee shall execute such orders, instructions and resolutions of the Board as shall be assigned to it at any meeting of the Board; and shall also have authority to act in place of the full Board when the Chair of the Board deems a Board meeting necessary, but the quorum requirements for a full Board meeting cannot be met. Also, in the event an emergency requiring immediate action arises during the time intervening between meetings of the Board, and a special meeting of the Board called pursuant to Article 6.2

is not practicable, the Executive Committee may immediately (subject to the requirements of the Texas Open Meetings Act and all applicable laws and regulations) take such action as the emergency shall, in the judgment of the Committee, require; provided, however, that the Chair of the Board shall make reasonable efforts to contact and consult with the President, General Counsel, and Executive Director for Board Relations before calling such an emergency meeting.

- (c) At each meeting of the Board, the Executive Committee shall report in writing all action taken by it and, in case any action was taken in response to an emergency, the Committee shall specify the nature of the emergency that created the necessity for immediate action. These reports shall be reflected in the minutes of the Board, and all actions taken by the Executive Committee shall be submitted for ratification to the full Board.

5.8 Duties of the Administration and Finance Committee. This Committee shall review and make recommendations to the Board on matters relating to:

- (a) fiscal policies and procedures including policies and procedures promulgated under the University's Manual of Policies and Procedures related to fiscal affairs;
- (b) operating and capital budgets and capital financing plans;
- (c) legislative appropriations requests;
- (d) banking agreements, instruments and arrangements;
- (e) contracts, financial transactions and expenditures, except as specifically assigned to another committee;
- (f) accounting, bookkeeping, fiscal control and financial reporting systems of the University;
- (g) with the approval of the entire Board, investment and reinvestment of any funds under the control of the University's Foundation, including but not limited to financial aid, tuition and fees, ancillary revenues, and University Endowment funds (restricted and unrestricted); and
- (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.

5.9 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) grants of degrees, diplomas and certificates;
- (c) intermural athletics;
- (d) faculty organization and faculty participation in University governance;
- (e) teaching load, class size, student-faculty ratios, instructional expenditures, research programs, grants and educational gifts;
- (f) curriculum and academic programs offered by the University;
- (g) admissions, tuition and fees, student aid, extracurricular activities and student/faculty relations; and
- (h) all grants of tenure; and academic appointments at the level of Dean and above.

5.10 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 developmental gifts and grants and policies related to recognition of donors;
- (c) alumni and ex-student relations; and
- (d) community relations, public relations, public information and media relations.

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

- (a) systems, policies, procedures and practices related to recruitment, hiring, employee relations, compensation and personnel;
- (b) numbers and qualifications of necessary officers, faculty, professional and other employees of the University and their compensation and terms and conditions of employment;
- (c) complaints against University officers or employees; and
- (d) potential threatened or actual litigation involving the University or any of its officers, faculty or other employees.

5.12 Duties of the Physical Facilities Committee. This Committee shall review and make recommendations to the Board on matters relating to:

- (a) long range planning and master planning for buildings and other physical facilities of the University;
- (b) security of humans and physical facilities on property owned or controlled by the University;
- (c) appointment of architects and engineers to design and supervise construction of University buildings and physical facilities, including improvement of grounds and open space;
- (d) approval of construction, rehabilitation and repair contracts in excess of \$100,000 related to University buildings and physical facilities, including grounds and open space, and including Change Orders for approved projects in any case where a Change Order increases the cost of the project in excess of \$100,000 or extends the completion date of a project by more than thirty (30) days; and
- (e) approval of contractors under any program which would qualify contractors in advance for award of contracts without further competitive bidding, where the total aggregate amount awarded in any one year under multiple awards could be in excess of \$100,000.

5.13 Duties of the Audit, Compliance and Management Committee. This Committee shall, in consultation with the University's Internal Auditor, review and make recommendations to the Board on matters relating to:

- (a) policies and procedures for audits to be conducted by the University's Internal Auditor;
- (b) compliance with results of internal and external audits;
- (c) approval of an annual audit plan for audits by the University's Internal Auditor;
- (d) proposals for, or notices of, audits to be conducted by the State Auditor or other public or private audit organizations;
- (e) reports and results of audits conducted by any audit organization with regard to any aspect of the University or its activities or operations; and
- (f) management's proposed responses to, and/or compliance with, any audit report (internal and external), recommendation, or conclusion.

5.14 Duties of the Athletics Committee. This Committee will collaborate with the President and Athletics Director to regularly monitor the quality of the University's intercollegiate athletics program (Program) and make recommendations to the Board on matters of policy, quality, and funding including:

- (a) operation of the Program consistent with the University's academic mission and strategies, commitment to the academic success, and physical and social development of student-athletes, and commitment to the health, safety and welfare of student-athletes;
- (b) Program quality and competitiveness;
- (c) broad opportunities for participation for both men and women;
- (d) Program planning, including proposals for adding, modifying or discontinuing participation in individual sports programs, and the construction, removal and remodeling of athletic-facilities;
- (e) Athletic-conference matters;
- (f) compliance with National Collegiate Athletic Association (NCAA) and conference rules and regulations, as well as applicable state and federal laws; and
- (g) budgetary requirements for the Program.

5.15 Staff Services for Board Committees. The University President will designate a senior staff member as liaison for each Board Committee or Ad Hoc committee, subject to ratification of such designation by the Board. The designated liaison shall provide information, assistance and staff resources as requested by the Chair of the committee, to prepare the agenda and conduct the business of the committee.

SECTION 6

Board of Regents Meetings

6.1 Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board shall designate in compliance with state law.

6.2 Special Meetings. The Chair of the Board shall call a special meeting of the Board in compliance with state law: (1) upon receipt of a written request signed by at least five (5) 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 Chair of the Board 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. If special meetings are held, only matters set forth in the notice of the meeting are to be considered and acted upon.

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 regular meeting has been changed by the consensus of a majority of the Board, evidenced by email or faxed communications from the Board members consenting to the change, written notification of the new date, time and place for the meeting shall be sent not less than seventy-two (72) hours before the new time.

6.4 Notice of Special Meetings. Notice of any special meeting of the Board shall state the date, time, and place of such meeting and shall be sent to each Regent, together with a copy of the

meeting agenda, not less than seventy-two (72) hours before the time of the meeting; provided, however, that in case of emergency, such meeting may be held upon shorter notice whenever telephone concurrence is obtained from at least five (5) members of the Board.

6.5 Public Notice Requirements. Texas Southern University and the Board of Regents shall comply at all times with the requirements of the Texas Open Meetings Act, Chapter 551 of the Government Code.

6.6 Waiver of Notice. Whenever notice is required to be given under these rules and regulations, a waiver thereof in writing signed by the persons entitled to said notice, whether before or after the time therein, shall be deemed equivalent thereto, provided that public notice was given in accordance with state law. Attendance at any meeting by a Regent shall be conclusively deemed a waiver of notice of that meeting by that Regent unless objection is made thereto at such meeting.

6.7 Quorum. A majority of the total authorized number of Regents shall be necessary and sufficient to constitute a quorum for the transaction of business at meetings of the Board. A majority of the total voting membership of any committee or subcommittee shall constitute a quorum for the transaction of business. The act of a majority of the voting members present and voting at a duly called meeting of the Board or any committee shall be the act of the Board or that committee, except as may be provided otherwise by these Bylaws.

6.8 Agenda. The agenda for each Board meeting is the responsibility of the Chair of the Board, who shall, in consultation with the President, cause to be prepared and distributed the agenda and the materials supporting each agenda item. At the request of any Regent more than ten (10) days prior to a regular Board meeting, the Chair shall add to the agenda any item or matter requested by that Regent.

6.9 Open Transaction of Business. The Board may transact official business only when in session and shall not be bound in any way by any statement or action on the part of any individual Board officer or other member except when such statement or action is pursuant to specific authorization by the Board.

6.10 Official Business. No business other than that placed on the agenda and noticed as required by State law shall be officially transacted at a meeting of the Board or any Board committee.

6.11 Conflicts of Interests. Regents must avoid conflicts of interest in the conduct of University business. A Regent shall be considered to have a conflict of interest if such Regent has any existing or potential financial or other interest which impairs or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his responsibilities to the University, or such Regent is aware that a member of his family (which for the purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the Regent) or any organization which such Regent or member of his family is an officer, director, employee, member, partner, trustee or controlling stockholder has such existing or potential financial or other interests. All Regents shall disclose to the Board any possible conflicts of interest at the earliest practicable time. No Regent shall vote on any matter under consideration at a Board or committee meeting in which such Regent has a conflict of interest. The minutes of such meeting shall reflect that the Regent having a conflict of interest

abstained from voting. Any Regent who is uncertain whether he has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by majority vote. In making this determination, the Board or Committee may consult with legal counsel.

6.12 Rules of Order. “Robert’s Rules of Order”, when not in conflict with these Bylaws or applicable state law or regulations, shall govern the procedure at all Board and committee meetings.

6.13 Fiscal Note Certification. Except in case of bona fide emergency explicitly declared and described in the proposal, each action item proposed for adoption by the Board or any committee shall be accompanied by a fiscal note certified by the President and the Chief Financial Officer of the University setting forth the amount of positive or negative fiscal effect that the implementation of the proposal will have and the detailed reasons for such effect, and no proposal may be adopted by the Board or any committee unless accompanied by such fiscal note.

6.14 Legal Compliance Certification. Except in case of bona fide emergency explicitly declared and described in the proposal, each action item proposed for adoption by the Board or any committee shall be accompanied by a certification from the President and the Chief Legal Officer of the University certifying that such proposal and its implementation will not be in violation of any applicable Federal, state, or local law or regulation, and no proposal may be adopted by the Board or any committee unless accompanied by such certification.

6.15 Consent Docket. The Chair of the Board may place any proposed action item which he deems to be routine and non-controversial on a consent docket for any regular meeting of the Board. The consent docket shall list each item separately with enough detail to describe the substance of the item to the casual reader. Items on the consent docket will go directly to the Board (or committee, as applicable) for action without additional discussion or consideration and will be included in an omnibus resolution approving all consent docket items together. If any Regent requests prior to approval that any item be removed from a consent docket, it shall be removed and considered separately at that meeting, and may be approved, rejected, or tabled and sent to the appropriate committee for further consideration.

6.16 Executive Sessions. All meetings of the Board and Board committees, regular and special, shall be open to the public except as provided by Texas Government Code Sections 551.071, 551.1072, 551.074, and 551.076, pursuant to which the Board or Committee may go into Executive Session:

- (a) to consult with the University’s General Counsel, or Board’s counsel, as applicable; regarding pending or contemplated litigation, offers, or matters that are confidential under the Texas Disciplinary Rules of Professional Conduct;
- (b) to discuss matters related to the purchase or sale of Real Estate;
- (c) to discuss matters related to employment and evaluation of personnel;
- (d) to discuss matters related to deploying or implementing security personnel or devices;

- (e) to discuss matters related to a security audit; or
- (f) for other reasons permitted under applicable law.

During executive sessions, all visitors and employed University personnel may be denied the floor and/or excused from the meeting. Any Board member may request the removal of a visitor or employed University personnel from executive session subject to the approval of the Chair of the Board.

SECTION 7

Personnel Reporting Directly to the Board.

7.1 President.

- (a) The Board of Regents shall appoint by resolution in compliance with state law a President, who shall be the Chief Executive Officer of the University, and who shall hold office at the pleasure of the Board.
- (b) The role of the President of the University is one of creative leadership; therefore, beyond general duties, the President's role should not be described by a detailed list of specific duties. As Chief Executive Officer of the institution, the President is responsible to the Board of Regents for the administration and for the management and control of the entire University, in accordance with Board Policy and direction. All decisions and actions of the President must be in accordance with general policies approved by the Board of Regents and are subject to the right of the Board to intervene, provided, however, that the Board will rarely exercise this right for both philosophical and practical reasons.
- (c) The President, on behalf of the Board of Regents, is expressly delegated the authority to sign any contracts that the Board has officially awarded by Board resolution.
- (d) Annually when the budget is passed, the Executive Committee shall conduct a performance review of the President, subject to any contractual obligations.

7.2 Internal Auditor. The Board of Regents shall appoint by resolution in compliance with state law an Internal Auditor for the University, who shall serve in that position without a fixed term. The Internal Auditor shall report exclusively to the Board and shall be paid from funds allocated by the Board, and shall submit all audit plans, programs, staffing, budgets and audit reports to the Board, through the Audit Committee, for review and, as necessary, for approval. The Board may provide a contract for employment to the Internal Auditor. The Internal Auditor shall not be required for proposals, requests or reports requested by any Regent to provide a certified fiscal note or legal certification similar to those provided for in sections 6.13 and 6.14, or certifications by the President, the Chief Financial Officer, and the General Counsel unless a formal action of the Board on such proposals is scheduled where the Board will take action on such proposal, request or report. Proposals, requests or reports requested by any Regent may be made confidential communications between the requesting Regent and the Internal Auditor by the direction of the

requesting Regent, or between the Board and the Internal Auditor, as applicable.

Annually when the budget is passed, the Board of Regents shall conduct a performance review of the Internal Auditor.

7.3 General Counsel. The Board of Regents shall appoint by resolution in compliance with state law a General Counsel for the University, who shall serve in that position for such term of office as the Board may decide. The General Counsel shall report exclusively to the Board, be paid from funds allocated by the Board, and the Board may provide a contract for employment to the General Counsel pursuant to Texas Law. The General Counsel may be terminated by the Board at will.

Annually when the budget is passed, the Board of Regents shall conduct a performance review of the General Counsel.

7.4 Executive Director of Board Relations. The Board of Regents shall appoint by resolution in compliance with state law an Executive Director of Board Relations and other staff reporting to such person, who shall serve in that position without a fixed term. 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 Chair of the Board, for approval, provided, however, that all such proposals shall be reviewed by the Chief General Counsel of the University for compliance with these Bylaws. Proposals that contain a fiscal component shall be reviewed by the Chief Financial Officer. The Executive Director for Board Relations, and other staff reporting to such person, shall be responsible for overseeing 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. Board Relations staff's performance shall be reviewed by the Executive Committee annually, when the budget is passed.

SECTION 8

Communications with the Board

8.1 Board Members' Right to Information. Board members 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 and its operation. When making requests for information, Regents shall follow the procedure listed below:

- (a) Except for smaller requests that do not require significant time and effort, Regents shall submit requests for information or data to the President, with copy to the Chair of the Board and board legal counsel. The request shall identify, with specificity, the need for the information requested and shall provide a requested deadline for response if the request is time-sensitive.
- (b) The Chair of the Board and the President shall review the request for information, and if necessary, determine with the requesting Regent the appropriate scope of the request and the timing of the response to avoid inefficiencies, duplication of effort and to ensure requests are fulfilled in a timely manner and consistent with applicable law and policy.

- (c) Within 5 business days of the receipt of a Regent's information request, the Office of the President will provide the requesting Regent with an estimated date for delivery or production and shall respond to the request with undue delay. Should the Office of the President identify a concern regarding the Regent's request, the concern shall be addressed and clarified with the Regent within 5 days of the request. Should the matter remain unresolved, the matter will be presented to the Board no later than the next regular board meeting following the Regent's request.
- (d) The failure of University personnel to deliver information requested by a Regent is a violation of these Bylaws and University personnel may be subject to termination pursuant to University and/or board policies. Regents shall refrain from obsessive requests for information. The Board Chair will be notified of any Regent's abuse of discretion in requesting information.

8.2 Open Presentation Time. At the beginning of each regular Board meeting convened pursuant to section 6.1 of these Bylaws, the Board shall provide "open presentation" time for public comment, subject to the following procedures.

- (a) Any person may register in advance to speak during "open presentation" time. A registration sheet will be maintained in the office of the General Counsel of the University, and any person may register at that location during normal business hours. The registration sheet will be moved to the location for the Board meeting no later than 30 minutes before the scheduled time of such meeting and will be available there for additional registrations throughout the Board meeting. However, only those who have registered prior to the time that the meeting is convened shall be permitted to speak at that meeting unless the Chair of the Board decides to relax this requirement.
- (b) Each person registering to speak during "open presentation" time must provide her/his name and the topic on which she/he wishes to speak. The Chair of the Board will give priority to those who wish to speak on agenda items before the Board at that meeting, but in all other respects, registrants shall be provided opportunity to speak on a "first to register" basis. If a registrant is called to speak and does not respond, the registration shall be carried forward until after the following speaker; if a registrant is then called a second time and does not respond that registration shall be deleted.
- (c) Each person called to speak shall be limited to 3 minutes of presentation time, and "open presentation" time at each Board meeting shall be limited to a total of 30 minutes; provided, however, that the Chair of the Board shall have the discretion to extend both the individual and total limits as he/she deems appropriate. Those who have registered but are not called upon to speak at the first Board meeting after their registration shall have their registrations carried forward from meeting to meeting until such time as they are called.

8.3 Proposals for Board Consideration. All requests and proposals for Board consideration (other than requests from Regents) shall be submitted to the Office of the President in writing. The President or his designee shall maintain a schedule for submission of such requests and proposals and shall communicate all timely requests and proposals to the Chair of the Board, who shall assign

all such requests and proposals to the appropriate committees for consideration and disposition. In urgent circumstances the President and the Chair of the Board may decide to assign untimely requests or proposals for consideration.

8.4 Disruption. Disruption of any meeting of the Board of Regents or any committee or subcommittee thereof, or any other meeting, procession or gathering 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 of the meeting; and includes any such language or behavior by those making presentations during “open presentation” time under section 8.2 of these Bylaws. The person chairing the meeting 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.

SECTION 9

Amendments and Miscellaneous Provisions

9.1 Amendment. The affirmative vote of six members of the Board at a duly convened meeting shall be required to amend, add to, repeal or revise these Bylaws, provided, however, that any proposal to amend, add to, repeal or revise any portion of these Bylaws must be filed with the Chair of the Board in writing and a copy thereof must be sent via mail or electronic mail to each member of the Board at least thirty (30) days in advance of the meeting at which such amendment, addition, repeal or revision is to be considered for approval.

9.2 Gender and Number. In these Bylaws, reference to the masculine shall also include the feminine as appropriate to the circumstances, and vice versa. Reference to the singular shall also include the plural as appropriate to the circumstances, and vice versa.

9.3 Changes in State Law and Regulation. 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. The Board of Regents shall review these Bylaws and make conforming changes, if any, to Texas laws.