

**BYLAWS OF THE CONNECTICUT BOARD OF REGENTS
FOR HIGHER EDUCATION
amended and restated to September 17, 2015**

ARTICLE I - THE BOARD OF REGENTS FOR HIGHER EDUCATION

SECTION 1 - AUTHORITY OF THE BOARD OF REGENTS

The Board of Regents for Higher Education serves as the governing body for the regional community-technical college system, the Connecticut State University System and Charter Oak State College pursuant to Subsection (a) of Section 211 of PA 11-48. On January 1, 2012, the Board of Regents is also authorized to act, as necessary, as the Board of Trustees for the Community-Technical Colleges, the Board of Trustees for the Connecticut State University System and the Board for State Academic Awards (which is the Board for Charter Oak State College) pursuant to sections 10a-71, 10a-88 and 10a-143 of the Connecticut General Statutes, as amended. The specific powers and duties of the Board are prescribed in Title 10a of the Connecticut General Statutes and are further delineated in policies adopted by the Board from time to time.

SECTION 2 - BOARD MEMBERSHIP

Membership on the Board is defined in Section 10a-1a of the Connecticut General Statutes as follows:

The board shall consist of twenty-one members who shall be distinguished leaders of the community in Connecticut. The board shall reflect the state's geographic, racial and ethnic diversity. The voting members shall not be employed by or be a member of a board of trustees for any independent institution of higher education in this state or the Board of Trustees for The University of Connecticut nor shall they be employed by or be elected officials of any public agency as defined in subdivision (1) of section 1-200 of the general statutes, during their term of membership on the Board of Regents for Higher Education. The Governor shall appoint nine members to the board as follows: Three members for a term of two years; three members for a term of four years; and three members for a term of six years. Thereafter, the Governor shall appoint members of the board to succeed such appointees whose terms expire and each member so appointed shall hold office for a period of six years from the first day of July in the year of his or her appointment. Four members of the board shall be appointed as follows: One appointment by the president pro tempore of the Senate, who shall be an alumnus of the regional community-technical college system, for a term of four years; one appointment by the minority leader of the Senate, who shall be a specialist in the education of children in grades kindergarten to twelve, inclusive, for a term of three years; one appointment by the speaker of the House of Representatives, who shall be an alumnus of the Connecticut State University System, for a term of four years; and one appointment by the minority leader of the House of Representatives, who shall be an alumnus of Charter Oak State College, for a term of three years. Thereafter, such members of the General Assembly shall appoint members of the board to succeed such appointees whose terms expire and each member so appointed shall hold office for a period of four years from the first day of July in the year of his or her appointment. The chairperson and vice-chairperson of the faculty advisory committee created under section 10a-3a shall serve as ex-officio, nonvoting members of the board for a term of two years and, in their respective roles as chairperson and vice-chairperson, may be invited to any executive

session, as defined in section 1-200, by the chairperson of the board. The chairperson and vice-chairperson of the student advisory committee created under section 10a-3 of the general statutes, as amended by this act, shall serve as members of the board. The Commissioners of Education, Economic and Community Development and Public Health and the Labor Commissioner shall serve as ex-officio, nonvoting members of the board.

It shall be the duty of each Regent to attend all Board meetings, as well as meetings of committees to which he or she has been appointed.

SECTION 3 - CODE OF ETHICS

Members of the Board of Regents shall serve for the public good and not for personal interest or gain. They shall comply with the provisions of the Code of Ethics for Public Officials set forth in Sections 1-79 through 1-90 of the Connecticut General Statutes. A Regent may not directly enter into a contract for a fee or be employed by the Board of Regents or any of its colleges or universities. A Regent shall not engage in any activity that violates the intent of this section and shall avoid any appearance of impropriety.

ARTICLE II - ORGANIZATION OF THE BOARD

SECTION 1 - MEETINGS OF THE BOARD OF REGENTS

A. REGULAR MEETINGS

Regular meetings of the Board shall be held in accordance with a schedule established and approved yearly by the Board. The decision to cancel a meeting for lack of business shall be made by the Chair in consultation with the President.

B. SPECIAL MEETINGS

Special meetings shall be at the call of the Chair or whenever requested by nine or more voting members of the Board. Notice of a special meeting shall be given in accordance with the Connecticut Freedom of Information Act and shall specify the time and place of the meeting, and the business to be transacted.

C. QUORUM

A majority of the current voting membership of the Board shall constitute a quorum. Meetings may be conducted in the absence of a quorum provided that all actions taken are confirmed at a subsequent meeting where a quorum is present. Participation and interaction, through the use of available technologies (i.e., speakerphone, video or web conference), will constitute a member's being present, provided that all members participating in the meeting are able to communicate with one another.

D. VOTING

For the purposes of these Bylaws, a “majority vote” shall be defined as a vote of more than half of the votes cast by members present, excluding abstentions, at a regular or properly-called meeting at which a quorum is present. A “two-thirds vote” shall be defined as a vote of at least two-thirds of the votes cast by members present, excluding abstentions, at a regular or properly-called meeting at which a quorum is present.

E. PARLIAMENTARY RULES

Parliamentary rules as set forth in Robert's Rules of Order (latest revised edition) shall govern the conduct of the meetings of the Board.

F. CONSENT CALENDAR

Resolutions and other proposed actions of a routine nature may be adopted on motion without discussion provided information regarding such items has been provided to Board members for review prior to the date of the meeting. At any time before a motion for adoption of such consent calendar is made, a member of the Board may request removal of the item from the consent items in which case the item shall be so removed and assigned by the Chair of the Board to a place on the regular agenda. If possible, members should advise the President at least 24 hours before a meeting if they intend to request removal of an item from the consent calendar so that interested parties can be informed that the Board may discuss the item.

G. ADDING ITEMS TO THE AGENDA

Any motion made to add an item to the agenda shall require an affirmative two-thirds vote.

SECTION 2 - OFFICERS OF THE BOARD

- A. The officers of the Board shall be the Chair, Vice-Chair, President and Secretary.
- B. The Chair shall be appointed by the Governor pursuant to Subsection (c) of Section 211 of PA 11-48.
- C. The vice chair shall be elected by majority vote of the Board for a term of three years.
- D. The President shall be appointed by the Board of Regents and shall serve at the pleasure of the Board pursuant to Subsection (a) of Section 1 of PA 13-4.
- E. A member of the President's staff shall be appointed by the Board as the Secretary of the Board and shall serve at the pleasure of the Board.
- F. In the event any officer except the Chair or the President shall be unable to complete his or her term, a new officer shall be elected to fill the unexpired term.

SECTION 3 - DUTIES OF THE OFFICERS**A. CHAIR**

The Chair shall preside over meetings of the Board in accordance with the general principles stated in Robert's Rules of Order, shall appoint members to committees established by the Board, and shall serve as ex-officio member of all committees. The Chair shall have the same right to vote and to participate in discussion as any other member.

B. VICE CHAIR

In the absence of the Chair, the Vice Chair shall preside over meetings of the Board and shall perform all the duties of the Chair.

C. PRESIDENT

Pursuant to Section 1 of PA 13-4:

The president shall be the chief executive officer of the Board of Regents for Higher Education and shall administer, coordinate and supervise the activities of the board in accordance with the policies established by the board. The President shall (1) have the authority to implement the policies, directives and rules of the board and any additional responsibilities as the board may prescribe, (2) implement the goals identified and recommendations made pursuant to section 10a-11b of the general statutes, (3) build interdependent support among the Connecticut State University System, the regional community-technical college system and Charter Oak State College, (4) balance central authority with institutional differentiation, autonomy and creativity, and (5) facilitate cooperation and synergy among Connecticut State University System, the regional community technical college system and Charter Oak State College.

D. SECRETARY

The Secretary shall be responsible for providing notice of meetings, maintaining the minutes and other records of the proceedings of the Board. The Secretary shall sign the minutes of each meeting of the Board following approval thereof by the Board. In the absence of the Secretary, any other Officer of the Board may sign the approved minutes.

E. CHAIR PRO TEM

In the absence of the Chair and Vice Chair, the Secretary shall call the meeting of the Board to order and a Chair Pro Tem shall be elected by an affirmative vote of two-thirds of the Board members present and voting to perform the duties of the Chair.

F. STAFF

Pursuant to Section 212 of PA 11-48 as amended by PA 11-61:

There shall be an executive staff responsible for the operation of the Board of Regents for Higher Education. The executive staff shall be under the direction of the president of the Board of Regents for Higher Education, who may employ staff as is deemed necessary, including, but not limited to, temporary assistants and consultants. The board shall establish terms and conditions of employment of its staff, prescribe their duties and fix the compensation of its professional and technical personnel. Upon recommendation of the president, the Board of Regents shall appoint a vice-president for each constituent unit with such duties and responsibilities as the board and president shall prescribe, so that each constituent unit fulfills its mission. Such duties shall include, but not be limited to, oversight of academic programs, student support services and institutional support.

ARTICLE III - COMMITTEES AND REPRESENTATIVES OF THE BOARD

SECTION 1 - EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Board Chair, Vice Chair, the chairs of all the Board's standing committees, and such additional members as the Board may appoint. The BOR President shall serve as an ex officio nonvoting member. The Chair of the Board shall chair this committee. Fifty percent of the members of the Committee shall constitute a quorum. It shall meet at such times as deemed necessary by the Chair. The Executive Committee shall exercise in emergencies the authority of the Board of Regents, consistent with the policies of the Board or with any action taken earlier by the Board. For purposes of executive committee action, a matter shall be deemed an emergency circumstance when delaying action until the full Board's next meeting could result in significant risk, expense, or disruption to the Universities, Colleges or their operations. The Executive Committee shall also serve, on an as-needed basis, as the Governance Committee of the Board of Regents for Higher Education. Upon recommendation from the BOR President, the Committee will review the Board's governance practices and provide recommendations to the Board of Regents to maintain or improve such practices, including but not limited to proposed bylaw amendments, committee structure, and board self-assessment. The Executive Committee shall undertake such other matters and review such other issues as may be directed from time to time by the Board of Regents or as recommended by the BOR President.

SECTION 2 - STANDING COMMITTEES

Standing Committees of the Board shall be the Academic & Student Affairs Committee, Audit Committee, Finance Committee and Administration Committee, and such additional committees as may be authorized by the Board Chair from time to time for purposes of efficient operation.

- **Academic & Student Affairs** is charged with oversight of student affairs and system academic policy including, but not limited to, program approval, academic standards and transfer policy.
- **Audit Committee** is charged with oversight of external audits of all system functions including individual campus audits.
- **Finance and Infrastructure Committee** The Committee is charged with oversight of the institutional facilities, financing strategy, financial policies and financial condition of the Connecticut State College & University System. The Committee shall conduct reviews, receive reports and provide direction to management and counsel to the Board of Regents concerning matters within its scope of responsibility.
- **Human Resources and Administration Committee** The Committee shall consider, review and/or develop policies and make recommendations governing employees of the Connecticut State Colleges & Universities and the BOR system office.

SECTION 3 - COMMITTEE MEMBERSHIP

- A. The Chair of the Board shall appoint the Chair of each Standing Committee.
- B. To provide a quorum for a committee meeting, the Chair or acting Chair of a committee may appoint any Board member to act in the absence of a regular committee member.
- C. When the Chair of a Standing Committee is unable to be present for a committee meeting, he or she may appoint any regular member of the committee as acting Chair.

SECTION 4 - SPECIAL COMMITTEES

The Chair of the Board may appoint committees from time to time to address other subjects or issues as appropriate.

SECTION 5 - COMMITTEE QUORUM

Fifty percent or a majority of the members of a standing or special committee shall constitute a quorum.

SECTION 6 - ADVISORY BODIES

- A. The Board is advised by two bodies created by statute:
 - 1. The Student Advisory Council created pursuant to section 10a-3, as amended by section 213 of PA 11-48, of the Connecticut General Statutes.
 - 2. The Faculty Advisory Committee created by section 214 of PA 11-48.
- B. The Board may authorize the creation of additional advisory bodies on a permanent or temporary basis from time to time.

SECTION 7 - BOARD REPRESENTATIVES TO OTHER COMMITTEES, BOARDS OR OTHER ORGANIZATIONS

The Chair of the Board of Regents shall appoint a member or members to represent the Board on other committees, boards, or organizations, where required by statute or otherwise appropriate.

ARTICLE IV - MAINTENANCE OF BYLAWS

SECTION 1 - AMENDING THE BYLAWS

The Bylaws may be adopted, repealed or amended by:

- A. The introduction of a proposed amendment at the time of a regularly scheduled meeting, and
- B. An affirmative vote of two-thirds of the members of the Board at the time of the next regularly scheduled meeting.

APPROVED 12/20/11; AMENDMENTS 06/21/12; 10/18/12; 11/15/12; 6/20/13; 3/13/14; 9/18/14; 9/17/15

/ef

o:\board meetings\2015\september 17\bor bylaws approved 09-17-2015.doc