University of Alaska Statewide System
Bylaws of the Board of Regents

<u>BL01</u>. Name, Authority, and Seal.

A. Name.

The official name of the Board of Regents will be the Board of Regents of the University ts of the University of Alaska.

B. Constitutional Authority.

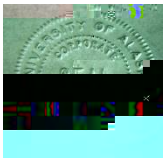
1. The University of Alaska is established by the Constitution of the State of Alaska, Article VII, Section 2, which provides:

> The University of Alaska is hereby established as the state university and constituted a body corporate. It shall have title to all real and personal property now or hereafter set aside for or conveyed to it. Its property shall be administered and disposed of according to law.

2. The Board of Regents and its authority over the University of Alaska is established by the Constitution of the State of Alaska, Article VII, Section 3, which provides:

> The University of Alaska shall be governed by a board of regents. The regents shall be appointed by the governor, subject to confirmation by a majority of the members of the legislature in joint session. The board shall, in accordance with law, formulate policy and appoint the president of the university. He shall be the executive officer of the board.

C. Statutory Authority.
Statutory provisions related to the authority of the Board of Regents over the University of Alaska are contained in AS 14.40.



D. Corporate Seal.
The corporate seal of the University of Alaska will contain an inner circle and an outer circle. The outer circle will contain the name "University of Alaska" and the inner circle will contain the words "corporate seal," and the year "1917" signifying the founding of the University of Alaska.

(09-27-12)

<u>BL02</u>. Appointment, Term of Office, Compensation and Orientation.

A. Appointment of Regents.

Regents will be selected, appointed, and will hold office in the manner provided by law. For purposes of determining the qualifications for office of the student regent appointed pursuant to AS 14.40.150(b), "full-time student" as used in AS 14.40.130(e) means a student enrolled in at least 12 units, or 9 units if admitted as a graduate student. Unless otherwise disqualified for academic or disciplinary reasons, a person who has met the standard of "full-time student" ceases to be a student only upon failing to enroll as a full-time student at the university by the end of the last applicable late registration deadline for two consecutive semesters. For purposes of the preceding sentence, "semester" includes the fall, spring, or summer semester, summer session, or summer term.

B. Term of Office.

The term of office for a regent other than the student regent appointed pursuant to AS 14.40.150(b) is eight years as provided by AS 14.40.140. The term of office begins on the first Monday in February of the year in which the appointment is made. The term of office for the student regent appointed pursuant to AS 14.40.150(b) is two years and begins on June 1 of the year in which the appointment is made as provided by AS 14.40.150(b). Regents serve for the length of thei

will reserve authority to itself, establish the scope of authority of the president and other officers, and provide direction through its bylaws and policy, as well as direction of the full board, acting as a committee of the whole. Consistent with law and board policy, the board will reserve to itself authority in areas including: appointment of officers and reporting relationships with the internal auditor, chief finance officer, and general counsel; collective bargaining agreements; structure of academic units; salary structures and employee benefits; budget, debt, finance, tuition, real property, capital planning, philanthropy/development, athletics, and degree programs; fiduciary responsibilities for certain funds, endowments, and trusts; and initiation, augmentation, reduction, or discontinuation of teaching, research, and service programs. The board will delegate its authority as prudent, necessary, and consistent with law, with the board and its members ultimately retaining legal responsibility for co

<u>BL06.</u> Duties and Powers of Board Officers.

A.

following: an understanding of generally accepted accounting principles and

t. receive and review periodic reports from individual(s) with operational responsibility on the effectiveness of the institutional compliance program and confirm with those individual(s) that, to carry out such operational responsibility, such individual(s) have been given adequate resources, appropriate authority, and direct access to the Audit and Finance Committee;

u. confirming with management that reasonable steps are taken after significant noncompliance has been detected to respond appropriately to the noncompliance and to prevent further similar conduct, including making or suggesting;

v. ; and

w. the committee shall consist of five members of the board.

H. Special Committees.
The board chair may appoint such special committees with such membership and responsibilities as the chair may determine.

(02-24-23)

BL08

E. Notice of Meetings.

1. In accordance with AS 14.40.160(b), thirty days public notice will be provided for regular meetings of the board. Ten days public notice will be provided for special meetings of the board. Emergency meetings may be called without public notice.

2. Notice of all board meetings will be given to each regent and will specify the time and place of the meeting. Unless all regents are present in person or via remote conferencing (audio or video), action taken at a special or emergency meeting must be directly related to the purpose of the meeting as noticed to regents. Notice will be deemed given, whether or not such notice is actually received, by means of any of the following methods:

   a. mailing written notice by the United States Postal Service postage prepaid to the last known address of the regent at least 96 hours prior to the time of meeting;
   b. attempting to give verbal notice by telephoning the business, cell phone or residence of the regent at the last known telephone number of the regent and leaving a message notifying the regent of the meeting; or leaving a message to return the call, and, if the call is returned, notifying the regent of the meeting;
   c. providing written notice by facsimile transmission to the last known facsimile telephone number of the regent; or
   d. mailing notice to the last known email address of the regent.

F. Disputes Concerning Notice.
The board has the final determination of all disputes concerning the giving of notice.

G. Quorum and Voting.
No business may be transacted at any meeting of the board unless at least six regents are present, either participating in person or by remote conferencing (audio or video). There will be no proxy permitted. There is no quorum requirement for committee meetings. Officialng 3 isp3.05 505.99 Tm500 0 1 1172 79dm5002 298.97 Tm reW*500q05linf0 girTm[(The)5(v( )30

approve the action or motion. In such event, the chair should announce that there was no objection so all regents present will be counted as voting in favor of the action or motion. If any regent present objects to unanimous consent or requests another method of voting, a roll call vote or other appropriate method of voting shall be used.

J. Agenda.

1. An advance agenda for committee and full board meetings will be prepared by the president after consultation with the officers of the board, and distributed along with relevant supporting papers, reports, or other communications or exhibits pertaining to agenda items so that it is received by each regent at least seven days prior to any meeting of the board. The 7-day re

<u>BL11</u>. Minutes; Public Inspection.

A.

BL16. Bylaws and Policy Manual.

The board will maintain its bylaws and policies in the form of a compiled manual entitled "Regents' Bylaws and Policy," which will be made available for public inspection.

(02-07-07)

BL17. University Regulations.

The president is authorized to adopt regulations consistent with bylaws and policies of the board and maintain them in the form of a compiled manual entitled "University Regulations," which will be made available for public inspection. The lack of a regulation anticipated in policy is an internal matter and does not create a right of action for any purpose.

(02-07-07)

BL18. Actions by the Board of Regents; Ratification; Objections.

A. The board at any meeting may take action by motion that is consistent with these bylaws, even if inconsistent with adopted policy.

B. Requirements of these bylaws may be waived at any time by unanimous consent of all regents who are not disqualified from acting on the matter. Actions of the board in violation of these bylaws may be ratified by a majority vote at a meeting of the board at least three days following notice of the action to all regents.

C. Objections to proceedings or action taken during meetings must be made as soon as reasonably possible and the right of a regent to object may be waived by action of that regent which is inconsistent with the objection.

(02-07-07)

BL19. Priority in the Event of Conflict.

If provisions conflict, the following order of priority will apply:

1. Bylaws

3. University Regulation
4. Major Administrative Unit (MAU) Rules and Procedures.

(02-07-07)

BL20. Amendment and Review of Bylaws.

A. Bylaws may be amended by a majority vote of the whole board at any regular or special

2. The board may consider a motion to appoint a review committee. If a simple majority of the whole board approves the motion:

   a. The chair shall appoint a review committee of not less than three members and provide written notice to the affected member of the makeup of the committee and the stated grounds for possible referral;

   b. The review committee shall gather information relevant to the stated grounds for referral, offer the affected member an opportunity to comment on the information gathered, and make a written report of its review, findings and recommendation to the secretary of the board. The report shall be confidential unless a referral for impeachment is made, at which point any further release shall be made in accordance with this bylaw and applicable law. The secretary shall immediately distribute the report to all members of the board, including the affected member.

3. The chair shall schedule a meeting to consider the report, to occur at least 14 calendar days after distribution. The board shall consider information the affected member provides in response to the report that is relevant to the issue of referral and consistent with the question before the board.

4. The board shall consider whether it is in the best interests of the university to refer the affected member for possible impeachment.

   a. In accordance with AS 39.52.120(a)(4), Roberts Rules of Order and this bylaw, the affected member may not participate in the vote, but is considered an active member for purposes of the required majority.

5. If the motion passes by the required majority the secretary immediately shall transmit the motion, the report and any written response or materials provided by the affected member to the president of the senate.

   a. The board shall reconvene in public session and the motion shall be entered in the official minutes of the board.

(03-09-12)