



PA State System of Higher Education Board of Governors

Effective: April 26, 1983

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BYLAWS

See Also:

Adopted: April 26, 1983

Amended: Oct. 21, 1986; July 19, 1988; Oct. 17, 1991;
July 15, 1993; Oct. 20, 1994; Jan. 16, 1997; April 10, 2003, July 7, 2014; Jan. 8, 2018

1. **Preamble:** These bylaws are established by the Board of Governors of the Pennsylvania State System of Higher Education (Board) for the internal organization, governance, and management of the Board and to facilitate the effective discharge of its powers and duties.
2. **General Powers:**
 - 2.1 **Membership:** The composition of the membership of the Board, the terms of office, and the conditions of membership are provided in Act 188, as amended.
 - 2.2 **Exercise of Powers:** Powers vested in the Board shall be discharged by the Board. No individual Board member shall speak nor act on behalf of the Board without formal authorization by the Board.
 - 2.3 **Executive Committee:** The Executive Committee of the Board shall be authorized to act for the Board between public meetings on matters of urgency requiring immediate action. Actions taken by the Executive Committee shall be subject to ratification by the full membership of the Board at the next regular meeting of the Board.
 - 2.4 **Expenses of Members:** Board business-related and travel expenses, including lodging and meals encountered in connection with meetings of the Board or duly constituted committees thereof, shall be reimbursable at rates established by Board policy.
3. **Meetings:**
 - 3.1 **Regular Meetings:** The Board shall meet at least quarterly each year, the dates and places of such meetings to be approved for each year at the last meeting of the preceding year.
 - 3.2 **Special Meetings:** Special meetings of the Board may be called for any purpose by the chairperson, the chancellor, or upon written request from six other

members of the Board. Members shall state the purpose of the requested meetings.

- 3.3 Executive Sessions:** Executive sessions of the Board may be convened in accordance with the Sunshine Act (65 Pa.C.S. § 701, *et seq.*).
- 3.4 Meeting Schedules:** The chancellor shall prepare an annual schedule of regular meetings, conferences, and—to the extent feasible—committee meetings, which shall be disseminated to Board members and published in accordance with the Sunshine Act. Board meetings shall normally be held at Dixon University Center in Harrisburg. A team of members of the Board shall periodically visit the campus of each university of the State System.
- 3.5 Notice:** The chancellor shall give each Board member at least seven days written notification of regularly scheduled meetings and 24 hours notification of special meetings. Notifications of special meetings may be made by any written or electronic means. Notifications of emergency meetings also may be disseminated by the same means.

The chancellor shall advertise public meetings in accordance with the Sunshine Act (65 Pa.C.S. § 701, *et seq.*).

- 3.6 Agendas:** The chancellor, in consultation with the Board, shall prepare written agendas for all meetings. Written agendas shall be transmitted along with notifications of regularly scheduled meetings and—to the extent feasible—shall be transmitted for special and emergency meetings as well. The chancellor shall transmit communications to Board members' official addresses. A consent agenda may be utilized at the discretion of the Board chairperson. Members may request individual items be moved from the consent agenda at any time prior to the approval of the consent agenda. Such a request does not require a motion nor the consent of the chairperson.
- 3.7 Quorum:** Eleven members attending shall constitute a quorum for transaction of business at public meetings of the full Board. A majority of committee members shall constitute a quorum for transaction of business at public meetings of Board committees.
- 3.8 Voting:**
- a. Proxy voting shall not be permitted.
 - b. Votes by acclamation shall be permitted, unless otherwise requested by a Board member prior to the vote being taken.
 - c. Abstentions shall be permitted only when a member identifies a conflict of interest or a direct personal or pecuniary interest in connection with a vote on a matter before the Board.
 - d. Formal votes shall be taken on all matters requiring Board action. Voice votes or roll call votes may be used at the discretion of the chairperson, or upon the motion of a majority of Board members.

e. Any Board member attending telephonically or by other remote modality shall have his/her vote recorded via roll call vote in the event a voice vote is not unanimous.

3.9 Adjourned Meetings: The Board may adjourn any regular or special meeting to any date it may set. If a quorum is not present, any regular or special meeting may be adjourned by the members attending until a quorum shall be present.

3.10 Minutes: Written minutes of all public meetings shall be prepared and maintained by the chancellor in accordance with the Sunshine Act (65 Pa.C.S. § 701, *et seq.*). Minutes of each regular meeting and of subsequent special meetings shall be circulated for consideration of the members prior to the next regular meeting, at which time they shall be approved by the Board and attested to by the chancellor or the chancellor's designee.

3.11 Public Comment: A period of public comment shall be provided at any public meeting of the Board prior to the consideration of any item for action.

4. System Office: The System office, housing the Office of the Chancellor, shall be located at Dixon University Center, 2986 North Second Street, Harrisburg, Pennsylvania 17110-1200.

5. Committees of the Board:

In General: The Board shall create an Executive Committee, which shall have the authority to act for the Board, subject to ratification of all actions at the next regular meeting of the Board of Governors. The Executive Committee shall be composed of the officers of the Board and the chairpersons of committees established by the Board. The Board shall also establish other standing and special committees as necessary to carry out its functions. Annually, following the election of officers, the chairperson will make appointments to Board committees—including designation of committee chairperson and committee vice chairperson—subject to approval of the Board. The committee vice chairpersons shall perform the duties and have the powers of the committee chairperson during the absence or disability of the committee chairperson. The chairperson may make interim appointments to Board committees as necessary when vacancies arise. Interim appointments shall be subject to approval of the Board at the next public meeting of the Board.

All Board members are eligible to participate in committee deliberations, but the offering of motions and voting on committee business shall be confined to committee members. A majority of the members of a committee shall constitute a quorum for the transaction of business. The Board or the chairperson may, from time to time, authorize special committees with whatever membership is desired by the Board or the chairperson. Each standing or special committee shall report to the Board periodically or at the request of the chairperson of the Board.

The chairperson of the Board shall be an *ex officio* member of all committees with the authority to vote. The chancellor shall be an *ex officio* member of all committees without the right to vote.

6. Officers and their Duties:

6.1 Officers: The officers of the Board of Governors shall be the chairperson and two vice chairpersons. The Board may, from time to time, establish other offices needed to carry out the functions of the Board. In accordance with the provisions of Act 188, neither the Governor, Secretary of Education, their designees, nor any member of the General Assembly may be elected to these offices.

6.2 Election and Term of Office: The term of office of each officer shall commence upon election and continuing until his/her successor is chosen and assumes office. Officers shall be elected each year by the Board at the third quarterly meeting of each calendar year and may be re-elected.

Should either office of vice chairperson become vacant prior to the annual election of officers, the chairperson shall appoint a nominating committee of no fewer than three members of the Board, to report at the next regularly scheduled meeting.

6.3 Removal of Officers: Officers may be removed at any time by the Board by the affirmative vote of 11 members of the Board.

6.4 Chairperson: The chairperson shall preside at the meetings of the Board. The chairperson shall be an *ex officio* member of all committees with the authority to vote.

6.5 Vice Chairpersons: The vice chairpersons shall perform the duties and have the powers of the chairperson during the absence or disability of the chairperson.

The chairperson shall have the authority to designate a vice chairperson to act on his/her behalf when temporarily unable to discharge his/her official duties.

In the event that the chairperson is unable to make such a designation, or if a vacancy occurs prior to the annual election of officers, the vice chairperson who is senior in service to that position shall assume the position of acting chairperson and shall appoint a nominating committee of no fewer than three members of the Board, to report at the next regularly scheduled meeting.

If both vice chairpersons were elected at the same time, the vice chairperson who has seniority in service as a member of the Board shall assume the position of acting chairperson.

If both vice chairpersons were confirmed by the Senate of Pennsylvania at the same time, they shall act as co-chairs until an election can be held.

7. Amendment of Bylaws: These bylaws may be amended or repealed at any meeting by an affirmative vote of not less than 11 members of the Board.

The chancellor shall maintain a bylaws book in which all bylaws and any changes, additions, or deletions thereto shall be recorded.

8. **Parliamentary Authority:** The rules contained in Robert's Rules of Order, most recently revised, shall govern the Board in all cases to which they are not inconsistent with the bylaws or any special rules of order of this Board.