UNIVERSITY SYSTEM OF GEORGIA

BOARD OF REGENTS
Overseeing the Public Colleges and Universities

# Bylaws of the Board of Regents

1. General
    1. **Name**

       The official name of the Board of Regents under its constitutional charter is "Board of Regents of the University System of Georgia."

    2. **Charter and Constitutional Authority**

       The charter of the Board of Regents consists of the original charter of the Trustees of the University of Georgia embodied in the Act of the General Assembly of the State of Georgia approved January 27, 1785, and modified by a subsequent Act of the General Assembly of Georgia in 1931, as follows:

       Be it further enacted by the Authority aforesaid, that there is hereby set up and constituted a department of the State Government of Georgia, to be known as the "Board of Regents of the University System of Georgia." The name of the corporation heretofore established and existing under the name and style, "Trustees of the University of Georgia" be and the same is hereby changed to "Regents of the University System of Georgia."

       The government, control, and management of the University System of Georgia and each of its institutions are vested by the people of Georgia exclusively with the Board of Regents of the University System of Georgia. The Board of Regents possesses such other authority as is granted by the Constitution of the State of Georgia and by acts of the General Assembly.

    3. **Membership**

The Board of Regents shall consist of one member from each congressional district in the state and five additional members from the state at large appointed by the Governor and confirmed by the Senate. The Governor shall not be a member of said Board. The term of each member shall be seven years. Members shall serve until their successors are appointed and qualified. In the event of a vacancy on the Board by death, resignation, removal, or any reason other than the expiration of a member's term, the Governor shall fill such vacancy and the person so appointed shall serve until confirmed by the Senate and, upon confirmation, shall serve for the unexpired term of office.

4. **Attendance**

It shall be the duty of the members of the Board of Regents to attend the meetings of the Board so as to take part in its deliberations. The office of any member of the Board shall be vacated if such member neglects to furnish an excuse in writing to the Board for absence from two consecutive meetings of the Board. If any member fails to attend three successive meetings of the Board without good and valid cause or excuse or without leave of absence from the Chair or, if the Chair for any cause cannot act, from the Vice Chair of the Board, that member's office shall be declared vacant by the Board, and the Secretary to the Board shall notify the Governor of a vacancy on the Board, and the Governor shall fill the same.

The Executive and Compensation Committee of the Board shall meet and confer with any member of the Board who fails to attend meetings of the Board, regular or special, and to participate in a substantial way in the activities of the Board. If the Board member continues thereafter to absent himself or herself from Board meetings and from participating substantially in Board activities, the Chair shall so advise the Governor in writing and request that appropriate action be taken.

5. **Seal**

The official Seal of the Board of Regents shall contain an inner circle and an outer circle. The inner circle shall be a facsimile of the inner circle of the Great Seal of the State of Georgia. It portrays three pillars supporting an arch, with the word "Constitution" engraven within the same, emblematic of the Constitution, supported by the three departments of government, viz., the legislative, judicial, and executive – the first pillar having engraven on it "Wisdom," the second "Justice," and the third "Moderation;" on the right of the last pillar shall be a man standing with drawn sword,

representing the aid of the military in the defense of the Constitution. Beneath the base upon which the pillars are placed shall be inscribed the date "1785," signifying the founding of the first public university in Georgia. The outer circle shall have inscribed therein the words "Board of Regents of the University System of Georgia."

6. **Institutions of the University System**

The University System of Georgia shall consist of the following institutions and such other institutions as may be established by the Regents from time to time:

**Research Universities**

Georgia Institute of Technology
Georgia Regents University
Georgia State University
University of Georgia

**Regional Universities**

Georgia Southern University
Valdosta State University

**State Universities**

Albany State University
Armstrong State University
Clayton State University
Columbus State University
Fort Valley State University
Georgia College & State University
Georgia Southwestern State University
Kennesaw State University
Savannah State University
Southern Polytechnic State University
University of North Georgia
University of West Georgia

**State Colleges**

Abraham Baldwin Agricultural College
Atlanta Metropolitan State College
College of Coastal Georgia

Dalton State College
Darton State College
East Georgia State College
Georgia Gwinnett College
Georgia Highlands College
Georgia Perimeter College
Gordon State College
Middle Georgia State College
South Georgia State College

**Two-Year Colleges**
Bainbridge College

2. Office of the Board of Regents
    1. **University System Office**
    The office of the Board of Regents of the University System of Georgia shall be in the state office complex in Atlanta, Georgia, to the extent that space shall permit. If it is deemed necessary by the Board, other office facilities may be maintained elsewhere. Unless otherwise determined by the Board, regular and special meetings of the Board and its Committees shall be held in the Board Room in the office of the Board of Regents.

    2. **Reimbursement of Regents' Expenses and Compensation**
    The reimbursement of Regents' expenses incurred while conducting the official business of the University System of Georgia shall be made according to The Board of Regents' Guidelines for Reimbursement of Regents' Expenses.

    Members of the Board shall not accept gifts, honoraria, or other forms of compensation from University System institutions or cooperative organizations for speaking or other activities at events sponsored by University System institutions.

3. Meetings of the Board
    1. **Regular Meetings**
    The Board shall meet eight times per year unless the press of business demands more on dates determined by the Chair and the Chancellor and approved by the Board. The regular meetings shall usually be scheduled on consecutive days at times determined by the Board upon the recommendation of the Chair and the Chancellor.

2. **Special Meetings**

   Special meetings of the Board of Regents may be called for any purpose by the Chair. The requests shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the objects stated in the call.

3. **Notice**

   The Secretary to the Board shall give each member of the Board at least five days' notice of regular and of special meetings of the Board. The notice shall specify the time and place of meetings.

   The Chair of the Board may call special meetings of the Board whenever he or she deems such meetings appropriate, without giving each member of the Board at least five days' notice of the meeting, as required by these Bylaws.

4. **Quorum**

   At all meetings of the Board of Regents, a majority of the members of the Board shall constitute a quorum for the transaction of business. The action of a majority of the members of the Board present at any meeting shall be the action of the Board, except as may be otherwise provided by these Bylaws.

5. **Order of Business**

   The Robert's Rules of Order, as modified by the Board of Regents, shall be followed in conducting the business of the Board. The following shall be the order of business at each meeting of the Board, but the rules of order may be suspended by the Board and individual categories listed below may be omitted when no business of that type is required:

   - Attendance Report
   - Consideration of minutes of last regular meeting and of special meetings held subsequently and their approval or amendment
   - Election of officers
   - Reports of standing Committees
   - Reports of special Committees
   - Report of the Chancellor
   - Reports of other officers
   - Unfinished business
   - New business

- Petitions and communications

6. **Open Meetings and Executive Session**

   All sessions of the Board and its Committees shall be open to the public and the media except during Executive Session. The Board of Regents and its Committees may, upon open, majority vote of those members present and constituting a quorum for business, meet in Executive Session to consider and act upon any matter which Georgia law permits. After an Executive Session of the Board or of any of its Committees, the Board or Committee shall announce in public all actions taken in Executive Session and shall record such actions in the official minutes. The Board and its Committees may meet by teleconference or other similar means, as deemed necessary by the Chair of the Board.

7. **Minutes**

   Minutes of all Board of Regents meetings shall be prepared, distributed, filed, and protected by the Secretary to the Board in accord with procedures established by the Georgia Records Management Program. The minutes shall be available to the public during normal business hours for inspection and duplication.

8. **Agenda**

   The Chancellor shall give to the members of the Board at least five days before each meeting information on matters which are to be considered at the meeting.

   All individuals or groups employed or enrolled in the University System shall submit all requests for items to be placed on the Board agenda to the president of the respective institution who shall, after carefully considering such requests, transmit them with his or her recommendations to the Chancellor.

9. **Appearances Before the Board**

   Individual or group representatives who desire to appear before the Board of Regents to discuss or initiate a subject within the Board's jurisdiction shall submit their request to the Chancellor to be received at least fifteen days prior to the scheduled meeting of the Board. The Chancellor, in consultation with the Chair, may either place the requested item on the agenda or reject it, notifying the individual or group of the reasons for his or her decision. The Chancellor may refer any such request to the Chair for referral to a Committee of the Board.

When deemed proper, the Chair or a majority of the Board may waive these rules and hear any person on any subject. In addition, persons other than presidents or agency heads who desire to appear before a Committee of the Board may petition the Chancellor or the Secretary to the Board.

4. Officers and their Duties
    1. **Officers**

        The officers of the Board of Regents shall be the Chair, the Vice Chair, the Chancellor, the Secretary to the Board, and the Treasurer.

    2. **Election and Term of Office**

        Effective July 1, 2011, unless otherwise determined by the Board, the Chair and the Vice Chair shall be elected at the November monthly meeting for a term to begin on January 1st and to end on December 31st of each year. Except as provided in Section 11 of Article IV of these Bylaws, no one person shall hold more than one office.

    3. **Removal of Officers**

        Officers may be removed at any time by the Board by the affirmative vote of a majority of the Board.

    4. **Vacancies**

        Vacancies shall be filled by the Board as soon as practicable.

    5. **Chair**

        The Chair shall be a member of the Board, shall preside at the meetings of the Board with the authority to vote, shall appoint members of all Committees, and shall designate the Chair of each Committee. The Board Chair shall be an ex officio member of all Committees with the authority to vote. The Chair, upon the authority of the Board and in the name of the Board of Regents of the University System of Georgia, may execute all notes, bonds, deeds, contracts, and other documents requiring the Seal. The Chair shall submit the annual report of the Board of Regents to the Governor.

    6. **Vice Chair**

The Vice Chair shall be a member of the Board and an ex officio, voting member of all committees of the Board. The Vice Chair shall perform the duties and have the powers of the Chair during the absence or disability of the Chair.

7. **Chancellor**

   The Board of Regents shall elect the Chancellor at the first regular meeting following May 1. The Chancellor shall be given an annual letter of agreement. In case of any vacancy in the Chancellorship, the Board shall name an Interim Chancellor who shall serve until the office of the Chancellor shall be filled.

   The Chancellor shall be the chief administrative officer of the University System as well as the chief executive officer of the Board of Regents and, as such, shall perform all of those duties that are prescribed by the Board.

8. **Secretary to the Board**

   The Secretary to the Board shall be elected by the Board, upon the recommendation of the Chancellor, and shall not be a member thereof. The Secretary to the Board shall perform those duties as determined by the Board and as set forth in these Bylaws or in The Policy Manual of the Board of Regents.

9. **Treasurer**

   The Treasurer shall be elected by the Board, upon the recommendation of the Chancellor, and shall not be a member thereof. The Treasurer shall perform such duties and have such powers as the Board may authorize or as may be assigned to him or her by the Chancellor and as set forth in these Bylaws or in The Policy Manual of the Board of Regents.

10. **Other Officers**

    The Board of Regents may establish or abolish from time to time such offices and positions as may be necessary to carry out the functions of the Board.

11. **Delegation of Duties of Officers**

    Notwithstanding any other provision of these Bylaws, in case of the absence of any officers of the Board of Regents or for any other reason that the Board may deem sufficient, the Board of Regents may delegate the powers or duties of such officers to any member of the Board, provided a majority of the Board concurs therein.

5. Duties of the Board and its Committees

6. **In General**

The Board of Regents shall be responsible for the operation of the University System of Georgia as provided by the Constitution of the State of Georgia and laws enacted pursuant thereto. The Committees of the Board shall review policy matters in the areas of jurisdiction assigned to them and advise the Board as to what, if any, changes of policy should be made. Each of the standing Committees shall keep informed with respect to the manner in which the policies of the Board are being administered in its jurisdiction.

The Chair may authorize special Committees with whatever membership is desired by the Chair.

Committees of the Board shall meet on the Tuesday preceding the second Wednesday of each month for which a meeting of the Board has been called, unless determined otherwise by the Chair of the respective Committee. The time and place of each Committee meeting, whether regular or special, shall be determined by the Chair of the Committee and communicated by the Secretary to the Board. Business transacted at all special meetings shall be confined to objects stated in the call.

A Committee of the Board shall not consider any request for reexamination of matters that have been previously acted upon by the Board within a period of one year unless, upon presentation of new evidence, the Chair of the Committee determines that it should be reconsidered.

7. **Communications With the Board of Regents**

The Chancellor shall be responsible for presenting official matters to the Board. Official communications to Board members shall be forwarded to the Chancellor. If the matter requires Board action, the Chancellor shall ensure either the Board or one of its Committees receives the item. If the matter does not require Board action, the Chancellor normally shall inform the appropriate Regent(s) of its disposition.

Except as permitted in these Bylaws or The Policy Manual of the Board, a member of the Board of Regents shall not recommend any person for employment in any position in the University System.

Although no individual Board member has the authority to commit the Board to a particular action, a member of the Board may propose any action at any time, subject to the procedural rules listed in Article III.5 of these Bylaws.

No provision of these Bylaws or The Policy Manual of the Board of Regents should be interpreted as limiting in any way the right of any member of the Board of Regents from soliciting or receiving any information that the member believes is required in order to fulfill his or her constitutional obligations as a member of the Board.

8. **Standing Committees**

There shall be the following standing Committees:

1. Executive and Compensation Committee
2. Strategic Planning Committee
3. Committee on Real Estate and Facilities
4. Committee on Academic Affairs
5. Committee on Finance and Business Operations
6. Committee on Organization and Law
7. Committee on Internal Audit, Risk, and Compliance

Unless otherwise determined by the Chair, each standing Committee shall consist of not less than five nor more than ten members. A majority of the members of a Committee shall constitute a quorum for the transaction of business. Each standing Committee and each special Committee shall keep minutes of its meetings and shall report the same at the next regular monthly meeting of the Board. The Chair 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 authority to vote. The Chair shall from time to time appoint members of the Board to such special or ad hoc Committees as he or she may deem necessary or advisable to fulfill the duties and responsibilities of the Board.

The Executive and Compensation Committee of the Board shall consist of the Chair of the Board, the Vice Chair of the Board, and the Chancellor (ex officio and nonvoting) and include at least four but not more than six members of the Board who are appointed by the Board Chair. The Board Chair shall serve as Chair of the Executive and Compensation Committee, and the Chancellor or his/her designee shall serve as the Committee's secretary.

9. **Specific Duties of Standing Committees**

   The Executive and Compensation Committee shall be responsible for forwarding to the Board the nominations of all prospective officers of the Board. In all other matters, the standing Committees of the Board shall have such powers, duties, and responsibilities as may be assigned to them by the Board Chair.

10. **Appearances Before Committees**

    A president of an institution of the University System with the approval of the Chancellor may appear before the appropriate Committee of the Board concerning matters affecting his or her institution.

    Other persons desiring to appear before a Committee of the Board shall make a request in writing to the Secretary to the Board at least seven days before the scheduled meeting of the Committee at which he or she wishes to appear. This request must set forth the purpose of such appearance. The Secretary shall transmit the written request to the Chair of the Committee concerned for approval. The Secretary shall inform the person or persons of the Committee Chair's decision.

11. Heads of Institutions of the University System

    The president of each institution in the University System shall be the executive head of the institution and of all its departments and shall exercise such supervision and direction as will promote the effective and efficient operation of the institution. He or she shall be responsible to the Chancellor or his/her designee for the operation and management of the institution and for the execution of all directives of the Board and the Chancellor.

12. Budgets of Institutions

    The Board shall make the allocation of funds to the several institutions at the April meeting or the next regular meeting following the approval of the Appropriations Act or as soon thereafter as may be practicable in each year and shall approve the budgets of the institutions and of the office of the Board of Regents at the regular June meeting in each year or as soon thereafter as may be practicable.

    The Board of Regents shall be the only medium through which formal requests shall be made for appropriations from the General Assembly and the Governor of the State of Georgia.

13. Amendment

These Bylaws may be amended or repealed at any regular meeting by an affirmative vote of not less than ten members of the Board, provided, however, that any proposed amendment to these Bylaws shall be submitted to the Secretary to the Board in writing at any regular meeting of the Board and shall be voted on at the next regular meeting of the Board. Any Bylaw may be suspended at any regular or special meeting for that meeting only by the unanimous consent of all present, provided not fewer than ten members are present.