

**Bylaws**  
**of the**  
**Board of Regents**  
**of the**  
**University of Wisconsin System**

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# Table of Contents

Subject	Page #
<b>CHAPTER I</b> .....	<b>1</b>
<b>MEETINGS AND BUSINESS OF THE REGENTS</b> .....	<b>1</b>
<i>Annual Meetings</i> .....	<i>1</i>
<i>Regular Meetings</i> .....	<i>1</i>
<i>Special Meetings</i> .....	<i>2</i>
<i>Place of Meetings</i> .....	<i>2</i>
<i>Quorum</i> .....	<i>2</i>
<i>Parliamentary Rules and Order of Business</i> .....	<i>2</i>
<b>CHAPTER II</b> .....	<b>3</b>
<b>OFFICERS OF THE BOARD AND THEIR DUTIES</b> .....	<b>3</b>
<i>Mode of Election</i> .....	<i>3</i>
<i>Duties of the President of the Board</i> .....	<i>3</i>
<i>Duties of the Vice President of the Board</i> .....	<i>4</i>
<i>Duties of the President Pro Tem</i> .....	<i>4</i>
<i>Duties of the Secretary</i> .....	<i>4</i>
<i>Assistant Secretaries</i> .....	<i>5</i>
<i>Trust Officer and Assistant Trust Officers</i> .....	<i>5</i>
<b>CHAPTER III</b> .....	<b>5</b>
<b>COMMITTEES OF THE BOARD</b> .....	<b>5</b>
<i>Duties of the Education Committee</i> .....	<i>7</i>
<i>Duties of the Business and Finance Committee</i> .....	<i>8</i>
<i>Duties of the Capital Planning and Budget Committee</i> .....	<i>8</i>
<i>Duties of the Executive Committee</i> .....	<i>9</i>
<i>Duties of the Personnel Matters Review Committee</i> .....	<i>9</i>
<i>Duties of the Committee on Student Discipline and Other Student Appeals</i> .....	<i>10</i>
<i>Duties of the Research, Economic Development, and Innovation Committee</i> .....	<i>12</i>
<i>Duties of the Audit Committee</i> .....	<i>13</i>
<b>CHAPTER IV</b> .....	<b>13</b>
<b>BYLAWS</b> .....	<b>13</b>
<i>Amendments</i> .....	<i>13</i>
<i>Suspension</i> .....	<i>13</i>
<b>CHAPTER V</b> .....	<b>14</b>
<b>SYSTEM ADMINISTRATION</b> .....	<b>14</b>
<i>President of the University of Wisconsin System</i> .....	<i>14</i>
<i>Vice Presidents</i> .....	<i>15</i>
<i>Staff Services to the Board of Regents</i> .....	<i>15</i>

**Bylaws  
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**CHAPTER I  
MEETINGS AND BUSINESS OF THE REGENTS**

**Annual Meetings**

Section 1. Each Annual Meeting of the Board of Regents of the University of Wisconsin System (“the Board”) shall be held, unless otherwise specially ordered, on the Thursday and Friday following the first Monday in June.

**Regular Meetings**

Section 2. Unless otherwise specially ordered, regular meetings of the Board shall be held at regular intervals six times each calendar year on the Thursday and Friday following the first Monday in a month, except that the August meeting shall be held on the Thursday and Friday following the third Monday. In addition, twice each year, a one-day meeting may be held on the Thursday following the first Monday in a month. Annually, the Board shall adopt a 12-month calendar of meeting dates and locations, after consideration of a related recommendation from the Secretary of the Board.

If, in the judgment of the President of the Board, the Board’s business can be conducted during only one day of a previously-scheduled two-day meeting, then the President of the Board may cancel either the Thursday or Friday meeting, upon reasonable notice to the members of the Board. A cancellation under this section may occur only if more than half of the

members of the Executive Committee have consented and only for a regular meeting hosted by the Office of the Board of Regents, but not for a meeting hosted by a UW institution.

### **Special Meetings**

Section 3. A special meeting of the Board may be called at any time, upon request of at least five members of the Board or by the President of the Board. The notice calling any special meeting of the Board shall be sent by the Secretary to each member of the Board in writing, by mail, personal service or email, at least five days before the time of the meeting. If, in the judgment of the President of the Board, following consultation with available members of the Executive Committee, it is determined that a special Board meeting is required with notification of less than five days, but not less than two days, such a meeting may be called, provided the subject is limited and two-thirds of Board members have consented to the meeting.

### **Place of Meetings**

Section 4. Meetings of the Board shall be held in Madison, except that up to four meetings each year may be held at UW institutions throughout the UW System, on a rotating basis.

### **Quorum**

Section 5. A majority of the members of the Board shall constitute a quorum of the Board. A majority of the members of a committee of the Board shall constitute a quorum of that committee. *Ex-officio* members of Board committees shall not be counted in determining the number required for a quorum, but may be counted in determining that a quorum is present at a meeting of the committee.

### **Parliamentary Rules and Order of Business**

Section 6. General parliamentary rules as set forth in *Robert's Rules of Order*, current edition, and as modified by rules and regulations of the Board, shall be observed in conducting the business of the Board and its committees.

Except as otherwise provided in the Bylaws, Regent policies, or s. 15.07(4), Wis. Stats., all matters coming before the Board or relevant Board committees shall be determined by a majority of votes cast by Regents present, excluding abstentions and recusals. Upon the request of any Regent, the vote shall be by a call of the roll.

The agenda for all two-day meetings shall include at least the following:

- (1) Calling of the roll
- (2) Approval or amendment of the minutes of the proceedings of prior meetings
- (3) Report of the President of the Board
- (4) Report of the President of the UW System
- (5) Reports of standing committees
- (6) Communications, petitions, and memorials

## **CHAPTER II**

### **OFFICERS OF THE BOARD AND THEIR DUTIES**

Section 1. The officers of the Board shall consist of a president, a vice president, a secretary, and such assistant secretaries as the Board from time to time shall determine, and a trust officer and such assistant trust officers as the Board from time to time shall determine.

#### **Mode of Election**

Section 2. The officers of the Board shall be elected by ballot at the annual meeting, and shall hold their respective offices for one year and until their successors shall be elected. Their terms of office shall begin immediately after the annual meeting at which they are elected. If there is only one nominee for each office, the election shall be by voice vote.

#### **Duties of the President of the Board**

Section 3. The President of the Board shall preside at all meetings, shall appoint the members of all standing and special committees of the Board, shall be an ex-officio voting member of all committees, and shall discharge the ordinary duties of such officer in the

pursuance of parliamentary law. The President of the Board shall, with the President of the UW System, sign all diplomas and, with the Secretary countersigning, shall sign all contracts and instruments authorized or issued by authority of the Board, except such contracts and instruments as the Board or its Executive Committee may authorize any officer or employee of the UW System to sign. The President of the Board shall, with the President of the UW System, present budget requests to the Governor and the Legislature and shall act as spokesperson for the Board before the Governor and before all legislative groups in matters of educational program planning, the use of existing facilities and personnel, budgetary issues, and building priorities.

### **Duties of the Vice President of the Board**

Section 4. The Vice President of the Board shall be an ex-officio voting member of all committees and shall, in the absence of the President, perform all the duties of the President.

### **Duties of the President Pro Tem**

Section 5. In the absence of the President and the Vice President, the Board may appoint a president pro tem, who shall perform the duties of presiding officer of the Board.

### **Duties of the Secretary**

Section 6. It shall be the duty of the Secretary to give notice of all meetings of the Board consistent with the requirements of the open meetings law ([Wis. Stat. §§ 19.81 to 19.98](#)), to keep a record of the proceedings of the Board at all of its meetings, to keep a separate record of the proceedings of the Executive Committee, and a record of the proceedings of each of the standing committees; to keep the corporate seal and by countersigning execute with the President of the Board instruments and contracts ordered by the Board; and to preserve all documents pertaining to his or her office. The Secretary shall perform such other duties as are imposed on him or her by law and the rules and orders of the Board.

The Secretary shall, as soon as practicable after the record of proceedings of meetings has been perfected, transmit to each Regent a copy of the record of the meetings of the Board, and of the committees thereof. The Secretary shall maintain an up-to-date codification of all policy actions of the Board as referred to in Section 1. of Chapter V of the Bylaws.

### **Assistant Secretaries**

Section 7. The Board shall, at the same time and in the same manner as it elects its Secretary, also elect such number of Assistant Secretaries as it shall deem necessary. The duties of the Assistant Secretaries shall be to assist the Secretary in the performance of his or her duties, and they shall perform such duties as may be assigned to them by the Secretary or the Board of Regents. In the absence of the Secretary, an Assistant Secretary shall act as and perform all the duties of the Secretary.

### **Trust Officer and Assistant Trust Officers**

Section 8. It shall be the duty of the Trust Officer to receive, manage, and maintain records of all trust funds of the UW System and to perform such other duties relating to trust funds as are imposed upon him or her by law and the rules and orders of the Board or the Business and Finance Committee of the Board. The Assistant Trust Officers shall assist the Trust Officer in the performance of his or her duties and shall perform such other duties as may be assigned to them by the Trust Officer, the Board or the Business and Finance Committee of the Board.

The Trust Officer and Assistant Trust Officers are authorized and empowered to do all things necessary to affect the transfer, receipt or other disposition of gifts and bequests (i.e., assets that will become university trust funds) for the sole benefit of the Board of Regents of the UW System.

## **CHAPTER III COMMITTEES OF THE BOARD**

Section 1. There shall be eight standing committees of the Board of Regents as follow:

- a. **Education Committee** consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice

President shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

- b. **Business and Finance Committee** consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.
  
- c. **Capital Planning and Budget Committee** consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.
  
- d. **Executive Committee** consisting of the President of the Board, who shall serve as Chair; the Vice President of the Board; the Chair of the Education Committee; the Chair of the Business and Finance Committee; the Chair of the Capital Planning and Budget Committee; the Chair of the Research, Economic Development and Innovation Committee; the Chair of the Audit Committee; the member of the Board who shall have most recently been the President of the Board; and one other member of the Board appointed by the President of the Board. In the event that there shall be no member of the Board who shall have previously been President of the Board, such position on the Executive Committee shall be filled by a member of the Board appointed by the President of the Board.
  
- e. **Personnel Matters Review Committee** consisting of at least three members appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members. The President shall designate the Chair of the Committee.

- f. **Committee on Student Discipline and Other Student Appeals** consisting of at least three members appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members. The President shall designate the Chair of the Committee.
  
- g. **Research, Economic Development, and Innovation Committee** consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.
  
- h. **Audit Committee** consisting of such members as are appointed annually thereto by the President of the Board following the annual meeting. The President and Vice President of the Board shall serve as ex-officio voting members and the President shall designate the Chair and Vice Chair of the Committee.

Special Regent committees may be created from time to time as necessity demands by an affirmative majority vote of the Board, and the President shall appoint the members thereto and the Chair thereof. A Special Regent Committee shall not be created for any matter which is properly before any of the standing committees.

Meetings of the committees may be called by the Chair or by the Secretary of the Board upon the request of two members, or upon the request of the President of the UW System.

### **Duties of the Education Committee**

Section 2. The Education Committee shall have charge of consideration of all matters of an educational nature related to the instruction, research, and public service functions of the UW System; the academic personnel; and to student services and welfare.

### **Duties of the Business and Finance Committee**

Section 3. The Business and Finance Committee shall have charge of consideration of all matters related to operating budget, finances, trust funds, business operations, and non-academic personnel.

### **Duties of the Capital Planning and Budget Committee**

Section 4. The Capital Planning and Budget Committee shall have charge of consideration of all matters related to the physical environment of the UW System institutions, as outlined below:

- Establish standards and identify resources to maintain, renew and replace (when needed) existing capital assets
- Promulgate policies related to the development of the biennial capital budget
- Explore innovative funding strategies to help address the facilities needs of university campuses
- Establish policies for the appropriate use of internal and external sources of funds for capital needs
- Review long range development plans, master plans, and transportation plans
- Review campus boundaries and authorize real estate transactions
- Review design reports and authorize construction of capital projects
- Review namings of facilities
- Determine disposition of decommissioned facilities
- Ensure compliance with local, state and federal regulations related to zoning, environmental protection, physical safety and removal of architectural barriers

### **Duties of the Executive Committee**

Section 5. The Executive Committee shall have the powers of the Board, when the Board is not in session, and shall provide for the execution of orders and resolutions not otherwise specially committed or provided for. A separate record of the proceedings of this Committee shall be kept by the Secretary, and the same shall be submitted to the Board for inclusion in the record at the next regular or special meeting.

### **Duties of the Personnel Matters Review Committee**

Section 6. The President of the Board may refer faculty and staff personnel matters involving requests for hearing, petitions for review, and appeals to the Board to the Personnel Matters Review Committee.

- a. Mandatory review. Where an opportunity to be heard, a review or an appeal to the Board is required by s. 36.115(4), Wis. Stats.; by the Board's administrative rules, such as ss. UWS 4.08, 5.14(3) or 11.10, Wisconsin Administrative Code; or under Board policies, the Committee may conduct the hearing, review or appeal. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.
- b. Discretionary review. Where consideration of a matter by the Board is discretionary either under the Board's administrative rules, such as ss. UWS 5.14(2), 6.01(5), 6.02, 11.07, or 12.05(8), Wisconsin Administrative Code, or under Board policies, or on any other basis, it shall first be determined whether the request for Board consideration should be granted. In making the determination, the following factors shall be considered:
  - (1) The case involves substantial constitutional claims;
  - (2) There is a serious concern that the chancellor has abused his/her discretion or exceeded his/her authority;
  - (3) The decision made at the institutional level could have systemwide implications; or

- (4) The final institutional decision is based upon facts not supported by the record, resulting in material prejudice to the individual seeking review.
- c. If the Board determines that a request for Board consideration should be granted, the Committee may conduct the review or hearing. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.

### **Duties of the Committee on Student Discipline and Other Student Appeals**

Section 7. The President of the Board may refer requests for hearing, petitions for review, and appeals involving student discipline or student governance matters or student discrimination complaints under s. 36.12, Wisconsin Statutes, to the Committee on Student Discipline and Other Student Appeals.

- a. Student discipline matters.
  - (1) Under ss. UWS 14.10 and UWS 17.14, Wisconsin Administrative Code, the Board may, at its discretion, grant a review upon the record of the final institutional decision in a student discipline case. In such cases, the Committee on Student Discipline and Other Student Appeals shall make an initial determination and recommendation to the full Board as to whether the request for review should be granted. A written request for review under s. UWS 17.14, Wis. Admin. Code, must be submitted to the Secretary of the Board within 14 days of the final institutional decision. In determining whether to grant a request for review, the following factors shall be considered:
    - (a) The case involves substantial constitutional claims;
    - (b) There is a serious concern that the chancellor has abused his/her discretion or exceeded his/her authority;
    - (c) The decision made at the institutional level could have systemwide implications; or

- (d) The final institutional decision is based upon facts not supported by the record, resulting material prejudice to the individual seeking review.
  - (2) The Committee's recommendation as to whether the request for review should be granted shall be transmitted to the Board for action. If the Board determines that the request for consideration should be granted, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at institutional or administrative levels. Unless the request for review is withdrawn, the Committee shall prepare findings and a decision, and shall transmit them to the full Board for final action.
- b. Student governance appeals.
- (1) Mandatory review. Where review of a student governance matter is required by the Board's policies, such as by Regent Policy Document 30-3, *Guidelines for Student Governance*, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.
  - (2) Discretionary review. Where review of a student governance matter is discretionary under the Board's policies, such as Regent Policy Document 30-3, *Guidelines for Student Governance*, the Committee shall first consider whether the request for Board review should be granted. In making that determination, the following factors shall be considered:
    - (a) Whether there is a serious concern that the chancellor or the president has abused his/her discretion or exceeded his/her authority; or
    - (b) Whether the decision of the chancellor or the president could have systemwide implications.
  - (3) Where the review of a student governance matter is discretionary, the Committee shall prepare a recommendation as to whether the request for review should be granted, and shall transmit it to the full Board for action. If

the Board determines that a request for review should be granted, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional or administrative levels. Unless the request for review is withdrawn, the Committee shall prepare a recommended decision, and shall transmit it to the full Board for final action.

c. Appeals of decisions on student discrimination complaints.

Mandatory review. Section 36.12 *Wisconsin Statutes*, affords students the right to appeal to the Board from institutional decisions on discrimination complaints. In such cases, the Committee may conduct the review. All such proceedings shall be conducted upon the record of the matter created at the institutional level. The Committee shall prepare recommended findings and a decision, and shall transmit them to the full Board for final action.

### **Duties of the Research, Economic Development, and Innovation Committee**

Section 8. The Research, Economic Development, and Innovation Committee shall have the following responsibilities:

- Adopt policies and develop strategies designed to strengthen the UW System's overall contribution to the economic development of the state and to support professional development, outreach, and research at all UW System institutions within the context of their unique missions.
- Consider any matters related to the University's role in enhancing its research enterprise and bolstering the state's economy. Such matters may include the advancement and growth of basic, applied, and clinical research; technology transfer; entrepreneurship; industry partnerships; and the development of intellectual capital for the benefit of the state of Wisconsin.
- Highlight successful research and economic development efforts, partnerships, and innovations involving UW System institutions.

- Focus attention on the Board’s statutory responsibilities to report on and ensure accountability for research and economic development activities at UW System institutions.

### **Duties of the Audit Committee**

Section 9. As outlined in the committee’s charter as adopted by the Board of Regents, the Audit Committee shall have charge of the oversight of: all audit-related matters, internal and external; compliance with laws and regulations; internal controls; enterprise risk management; and ethics.

## **CHAPTER IV**

### **BYLAWS**

#### **Amendments**

Section 1. These Bylaws may be added to or amended at any meeting of the Board by an affirmative vote of a majority of the members of the Board provided, however, that proposed amendments shall be specifically set forth in the notice of such meeting.

#### **Suspension**

Section 2. The Bylaws or any of them may be suspended at any meeting by an affirmative vote of two-thirds of the total members of the Board and not otherwise.

## **CHAPTER V**

### **SYSTEM ADMINISTRATION**

#### **President of the University of Wisconsin System**

Section 1. The President of the University of Wisconsin System has full executive responsibility for the operation and management of the UW System. He or she shall carry out the duties prescribed in Wisconsin Statutes for this office, and such other duties as may be assigned by the Board or be implicit in policy actions of the Board. The President of the UW System shall see to the appropriate staffing of UW System administrative offices, and direct and coordinate the activities of these offices as needed to fulfill his or her responsibilities.

All items to be brought before the Board of Regents for action, except matters which come to the Board pursuant to its administrative rules or existing policies and those initiating in the Board itself, should reach the Board through the President of the U W System and carry his or her recommendation. If an item arises at or is related to an institution, the President shall ensure that it has first been through the established institution governance process and carries the Chancellor's recommendation; if it has not been through the institution governance process, the President shall request that it be so considered by the institution.

On appeals of matters which have been through the institution governance process, the President shall verify that all institution procedures have been exhausted and will then determine whether, in the President's judgment, the Board of Regents should consider the matter. A decision by the President that the matter should not be considered by the Board can be appealed directly to the President of the Board. If the President of the Board determines that the matter should not be considered by the Board, any member of the Board may request that the matter be considered by the Board.

A request that an item be considered by the Board which comes from other than the President or any member of the Board must be in writing. Persons making such requests shall be advised in writing of determinations by the President of the UW System and President of the Board regarding their requests. Failure by the President of the UW System or the President of the Board to act on a written request that an item be considered by the Board within sixty days of its receipt shall be deemed a denial of the request.

### **Vice Presidents**

Section 2. The President shall, with the approval of the Board, establish such vice presidential offices as may be necessary to provide administrative direction and coordination for the several major functions of UW System Administration as these are defined by the President and the Board. The President shall assign such responsibilities to each of the vice presidents as may best promote effective administration of the responsibilities of his or her office, and shall, with the approval of the Board, title each vice presidential office in the way best suited to designate its major area of concern.

### **Staff Services to the Board of Regents**

Section 3. The President shall, with the approval of the Board, designate a vice president as principal staff officer for the Education Committee; Business and Finance Committee; Capital Planning and Budget Committee; Research, Economic Development and Innovation Committee; and Audit Committee of the Board or, in the event of the unavailability of an appropriate vice president, an associate vice president or other major administrative officer to perform this function. The persons so designated shall provide to the committee such materials and papers as may be required for the agenda of the committee, and be prepared to respond to such other requests for information or interpretation as the committee or its members may require. The Vice Presidents shall designate staff to serve as recording secretaries of these five committees.