

**The Bylaws of the
Midwestern State University Board of Regents**



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Preface

A brief explanation of the rule- and regulation-making powers effective within the University will serve the useful purpose of indicating the scope of the *Bylaws of the Midwestern State University Board of Regents*, of drawing the line between the legislative powers exercised directly by the Board of Regents and the sublegislative powers of the various subordinate University authorities.

The Texas Legislature has delegated the power and authority for the organization, control, and management of Midwestern State University to the University's Board of Regents. See *Texas Education Code* Section 103.03; Section 51.202; and Section 51.352. Texas court cases construing Section 51.352 have held that the Board has wide discretion in exercising its power and authority and that the rules and regulations adopted by the Board have the same force as statutes.

Rule- and regulation-making within the University is divided three ways: (1) the *Bylaws of the Midwestern State University Board of Regents* (hereinafter referred to as "Bylaws"); (2) University policies and procedures initiated by subordinate University authorities that become effective only upon approval by the Board of Regents; and (3) standard operating procedures (SOPs) adopted by subordinate University authorities, under delegated legislative powers, that become effective as provided by such subordinate authorities.

The first class, the *Bylaws*, comprise the rules and regulations concerning the more important matters of general University organization and policy rather than administrative details and specific technical requirements of the several fields of instruction. Moreover, these *Bylaws* include rules and regulations, regardless of importance, with respect to which it is desirable to afford positive notice to all interested persons. *Bylaws* are adopted directly by the Board of Regents in the exercise of the Boards' legislative powers, although they may and often do actually originate in the form of recommendations from some University entity, such as an academic or administrative unit.

The second class, University policies and procedures, are those rules and regulations initiated by subordinate University authorities that become effective only upon approval by the Board of Regents as part of the *Midwestern State University (MSU) Policies and Procedures Manual*. For the sake of completeness of the record, such policies and procedures are published in the *Minutes of the Board of Regents* after having been approved. University policies and procedures must not conflict with the *Bylaws*, or requirements imposed by federal or state laws or implementing regulations.

The third class includes standard operating procedures (SOPS) which concern regulations of internal management of the several colleges and other authorities--all subject, of course, to the ultimate authority of the Board (although they are not filed with or approved by the Board). These procedures are adopted, amended, or repealed according to the procedures established by the several University authorities themselves. Power to adopt them may be expressly delegated

in the *Bylaws*, implied from other powers conferred upon such authorities, or implied from general usage. SOPs may supplement but must not conflict with the *Bylaws*, University policies or procedures, or federal or state laws or regulations, and should be clearly written and well communicated to those subject to the regulation. All such regulations shall be appropriately recorded and filed with the Office of the Secretary of the University. SOPs are established by academic or administrative units of the University to facilitate day-to-day business operations of and within a particular unit. They are distinguished from University policies because they do not directly or substantially affect procedural or substantive rights or duties of units or individuals outside the adopting unit.

This revision embraces only the first of the foregoing class of University legislation, the *Bylaws of the Midwestern State University Board of Regents*. It has been prepared under the immediate supervision of the President of the University with advice and counsel from the Regents.

ARTICLE I: THE UNIVERSITY

Section 1.01: Name

The name of the University is Midwestern State University (“MSU” or “University”).

Section 1.02: Location

The University shall have its offices at the University property located at 3410 Taft Boulevard, Wichita Falls, Wichita County, Texas.

Section 1.03: Purposes

As a coeducational institution of higher learning in accordance with *Texas Education Code* Chapter 103, Midwestern State University is a public liberal arts University of the first rank preparing its students, consistent with the University’s mission, for excellence in a variety of careers and exploration of a variety of interests.

Section 1.04: Role and Mission Statement

Pursuant to *Texas Education Code* Section 51.359 (Role and Mission Statement), the University shall develop a statement regarding the role and mission of the institution reflecting the three missions of higher education: teaching, research, and public service.

Section 1.05: Academic Relationships

The University shall maintain memberships in appropriate state, regional, national, and professional college and accrediting associations.

In accordance with Section 51.352(f) of the *Texas Education Code*, the University shall enhance the transfer of students with each public junior college within a 100-mile radius of the University based on the recommendations of the permanent advisory committee established pursuant to *Texas Education Code* Section 51.3521.

Section 1.06: Official Seal, Colors, Mascot, and Motto

1.06.1 Official Seal

The official seal of the University shall be a circular design containing, between outer concentric rings, the words, “Midwestern State University, Wichita Falls, Texas”; and within its central ring, an etching of the central portion of the Hardin Administration Building with the figure “1922” beneath it. The official seal, which is represented below, shall be of a solid gold color.



The official seal shall be used for the purpose of certifying diplomas, official transcripts for students, and for such other official purposes as may be approved by the Board of Regents or by the President of the University.

1.06.2 Official Colors

The official colors for the University shall be maroon and gold.

1.06.3 Official Mascot

The University's official mascot shall be the Mustangs.

1.06.4 Official Motto

The motto of the University will be "PER SCIENTIAM AD EXCELLENTIAM - THROUGH KNOWLEDGE TO EXCELLENCE."

ARTICLE II: THE BOARD OF REGENTS

Section 2.01: Authority, Organization, Control, and Management

The Texas Legislature has delegated the organization, control, and management of Midwestern State University to the Board of Regents ("Board"). The Board is vested by law with the authority to promulgate rules and regulations and to provide the policy direction for the University in accordance with the laws of the State of Texas for the safety and welfare of students, employees, and property (buildings and grounds), and for the governance of the institution.

Section 2.02: Number of Regents, Appointment, Terms, Vacancy, and Oath

As prescribed by the laws of the State of Texas, the Board consists of nine Regents appointed by the Governor and confirmed by the Senate. The Senate considers the confirmation of an appointment when they are in session (every odd-numbered year or when the Governor calls a special session) and the nominee may be required to testify in Austin before the Senate Committee on Nominations. Regents hold office for staggered terms of six years each, with the terms of three members expiring on February 25 of even-numbered years. Any vacancy that occurs on the Board shall be filled for the unexpired term by

appointment of the Governor. Each member of the Board shall take the constitutional oath of office.

In addition to the nine members of the Board, a student regent is appointed by the Governor for a one-year term under *Texas Education Code* Section 51.356. A student regent has the right to attend and participate in meetings of the Board of Regents, but the student regent may not vote on any matter before the Board or make or second any motion before the Board, and is not counted in determining whether a quorum exists for a meeting of the Board or in determining the outcome of any vote of the Board. See Article III: Student Regent of these *Bylaws*, infra.

Section 2.03: Compensation and Reimbursement

A member of the Board serves without compensation. A member of the Board is entitled to receive reimbursement subject to any applicable limitation on reimbursement provided by the General Appropriations Act, for actual expenses incurred in attending the meetings of the Board or in performing other Board business authorized by the Board.

Section 2.04: Duties and Responsibilities

2.04.1 In accordance with *Texas Education Code* Section 103.07, the Board shall build and operate a public liberal arts University of the first rank to offer the students, consistent with the University's mission, preparation for excellence in a variety of careers and exploration of a variety of interests.

2.04.2 The Board shall select a President for the University, set the term of office and salary, and define the President's duties.

2.04.3 *Texas Education Code* Section 51.352 sets forth additional duties and responsibilities of the Board as follows:

- (a) It is the policy of this state that the governing boards of institutions of higher education, being composed of lay members, shall exercise the traditional and time-honored role for such boards as their role has evolved in the United States and shall constitute the keystone of the governance structure. In this regard each governing board:
- (1) is expected to preserve institutional independence and to defend its right to manage its own affairs through its chosen administrators and employees;
 - (2) shall enhance the public image of each institution under its governance;
 - (3) shall interpret the community to the campus and interpret the campus to the community;
 - (4) shall nurture each institution under its governance to the end that each institution achieves its full potential within its role and mission; and

- (5) shall insist on clarity of focus and mission of each institution under its governance.
- (b) The governing board of an institution of higher education shall provide the policy direction for each institution of higher education under its management and control.
- (c) In making or confirming appointments to a governing board, the governor and senate shall ensure that the appointee has the background and experience suitable for performing the statutory responsibility of a member of the governing board.
- (d) In addition to powers and duties specifically granted by this code or other law, each governing board shall:
 - (1) establish for each institution under its control and management, goals consistent with the role and mission of the institution;
 - (2) appoint the chancellor or other chief executive officer of the system, if the board governs a university system;
 - (3) appoint the president or the chief executive officer of each institution under the board's control and management and evaluate the chief executive officer of each component institution and assist the officer in the achievement of performance goals;
 - (4) set campus admission standards consistent with the role and mission of the institution and considering the admission standards of similar institutions nationwide having a similar role and mission, as determined by the coordinating board; and
 - (5) ensure that its formal position on matters of importance to the institution under its governance is made clear to the coordinating board when such matters are under consideration by the coordinating board.
- (e) Each member of the governing board has the legal responsibilities of a fiduciary in the management of funds under the control of institutions subject to the board's control and management.
- (f) The governing board of each general academic teaching institution and each public junior college within a 100-mile radius of that institution shall adopt a policy to enhance the transfer of students based on the recommendations of the permanent advisory committee under Section 51.3521 of the *Texas Education Code*. See the second paragraph of Section 1.05 above of these *Bylaws*.

2.04.4 Fulfilling Fiduciary Responsibilities

Fiduciary principles and duties are at the heart of effective governance. While the Board acts as a body, the fiduciary duties applied by law and best practice fall on individual Board members.

Each Board member has a personal responsibility to ensure that she or he fulfills her or his obligations.

2.04.4.1 A *fiduciary* relationship is one of trust or confidence between parties. A fiduciary is someone who has special responsibilities in connection with the administration, investment, monitoring, and distribution of property. While Board members hold fiduciary duties individually, they act collectively as a Board. A University Board member or officer has duties to the University under law that a faculty member, a student, or an administrator does not.

2.04.4.2 The Board is responsible for fulfilling fiduciary responsibilities in each of the following essential areas:

- (a) establishing, disseminating, and keeping current the mission of the University;
- (b) selecting and supporting the President of the University;
- (c) periodically assessing the President's performance and reviewing her or his compensation;
- (d) charging the President with the task of leading a strategic planning process, participating in that process, approving the strategic plan, and monitoring its progress;
- (e) ensuring the University's fiscal integrity, preserving and protecting its assets for posterity, and engaging directly in fundraising and philanthropy;
- (f) ensuring the quality of the education provided by the University;
- (g) safeguarding both the autonomy of the University and the related tradition of academic freedom;
- (h) ensuring that the policies and processes of the University remain current and are properly implemented;
- (i) engaging regularly with the University's major constituencies; and
- (j) ensuring that its business is conducted in an exemplary fashion, that its governance policies and practices are kept current, and that the performance of the Board, its committees, and its members are periodically assessed.

2.04.4.3 While the Board acts as a body, individual members of the Board are fiduciaries of the University and each must act in accordance with the fiduciary duties of care, loyalty, and obedience. Taken together, they require Board members to make careful, good-faith decisions in the best interest of the University consistent with its

mission and purposes, independent of undue influence from any party or from financial interests.

(a) Board Members Fulfill the Duty of Care by:

- (1) Acting at all times in good-faith and with appropriate diligence, care, and skill required under the circumstances.
- (2) Acting in a manner reasonably believed to be in the best interests of the University.
- (3) Actively attending and participating in all Board and committee meetings, reading and evaluating the materials presented, and asking questions about unexplained results and unfamiliar issues.
- (4) Retiring from Board service (or declining nominations) if one is no longer able to satisfy the time, effort, and attendance expectations for the University's governing body members.
- (5) Relying, when appropriate, on experts who serve the Board by evaluating complex matters, while questioning their reports when their advice is inconsistent with expectations.

(b) Board Members Fulfill the Duty of Loyalty by:

- (1) Faithfully pursuing the interests of the University and its mission and purposes rather than one's own interests or the interests of another person or organization.
- (2) Actively disclosing existing or potential financial conflicts of interest and dual interests, and recusing oneself from Board discussions and votes on transactions or policy matters, in accordance with the University's conflict-of-interest policy.
- (3) Maintaining complete confidentiality about any matters presented to the Board at all times, unless otherwise directed by the Board and subject to State transparency laws applicable to public institutions.
- (4) Retaining the Board's independence from external and internal stakeholders in the conduct of its oversight and policy responsibilities.

(c) Board Members Fulfill the Duty of Obedience by:

- (1) Ensuring that the University is acting at all times in accordance with its mission and purposes.
- (2) Ensuring that the University, in all of its activities, is acting in legal and ethical

compliance with the law and applicable internal and external rules.

- (3) Instituting effective internal controls to achieve compliance and to identify and address problems.

2.04.5 *Texas Education Code* Section 51.354 provides that in addition to specific responsibilities imposed by the *Texas Education Code* or other law, each institution of higher education has the general responsibility to serve the public and, within the institutions role and mission, to:

- (a) transmit culture through general education;
- (b) extend knowledge;
- (c) teach and train students for professions;
- (d) provide for scientific, engineering, medical, and other academic research;
- (e) protect intellectual exploration and academic freedom;
- (f) strive for intellectual excellence;
- (g) provide educational opportunity for all who can benefit from postsecondary education and training; and
- (h) provide continuing education opportunities.

2.04.6 The Board shall perform such other duties as may be required by the laws or other regulations of the State of Texas including but not limited to the following:

2.04.6.1 Code of Ethics for the Institution’s Officers and Employees – As required by *Texas Education Code* Section 51.9337(b)(1), the Board has adopted and implemented code of ethics policies in Policy 2.25 (Board of Regents’ Ethics Policy), Policy 3.314 (Employee’s Ethics Policy), and Policy 3.325 (Conflict of Interest, Conflict of Commitment, and Outside Employment and Activities) of the *MSU Policies and Procedures Manual*.

2.04.6.2 Compliance Program, Internal Investigations, and Audit Protocols – As required by *Texas Education Code* Section 51.9337(b)(2), the Board has adopted and implemented an institutional compliance program in MSU Policy 2.26 (Institutional Compliance and Ethics Program) of the *MSU Policies and Procedures Manual* designed to promote ethical behavior and ensure compliance with all applicable policies, laws, and rules governing higher education; and MSU Policy 4.116 (Suspected Dishonest or Fraudulent Activities) of the *MSU Policies and Procedures Manual* for the internal investigation of suspected defalcation, misappropriation, and other fiscal irregularities.

- 2.04.6.3** Contract Management Handbook – As required by *Texas Education Code* Section 51.9337(b)(3), the Board has adopted and implemented MSU Policy 2.24 (Approval and Execution of University Contracts) of the to develop and maintain a contract management handbook that provides consistent contracting policies and practices and contract review processes, including a risk analysis procedure.
- 2.04.6.4** Internal Auditing Program and Appointment of Internal Auditor – As required by the Texas Internal Auditing Act (*Texas Government Code* Chapter 2102), the Board has authorized the implementation of an internal auditing program and the appointment of an internal auditor with its approval of MSU Policy 2.31 (C) of the *MSU Policies and Procedures Manual* and the Internal Audits Charter.
- 2.04.6.5** Campus Carry Law – In accordance with Senate Bill 11 enacted in 2015 by the 84th Texas Legislature which added Section 411.2013 to the *Texas Government Code* requiring all public universities to allow on their premises the concealed carrying of handguns by license holders except in designated areas that are gun-free under state or federal law or by virtue of a university’s implementing rules, the Board has adopted and implemented MSU Policy 4.116 (Carrying Concealed Handguns on Campus) that incorporates the rules and regulations enacted by the President of MSU in consultation with students, faculty, and staff and approved by the Board.
- 2.04.7** Members of the Board shall comply with all applicable State and University ethics requirements including but not limited to *Texas Education Code* Section 51.923, these *Bylaws*, and *MSU Policies and Procedures Manual* Section 2.25 (Ethics Policy for the Board of Regents).
- Required disclosures:
- 2.04.7.1** Personal Financial Statement – Board members shall annually file a Personal Financial Statement with the Texas Ethics Commission, as required by state statute. See *Texas Government Code* Sections 572.021; 572.0211, and 572.023.
- 2.04.7.2** As soon as possible after becoming aware of any potential conflict of interest, a Regent shall disclose such fact and any other relevant information to the

Board Chairperson and the University's General Counsel. See MSU Policy 2.25 C.5.

2.04.7.3 A Regent must disclose and refrain from voting on a contract or transaction in which the Regent or a spouse is an owner, stockholder, or director of a corporation (pecuniary interest) seeking to enter into a contract with the University. The Regent must disclose such interest in a public meeting of the Board and refrain from voting on the contract or transaction. See MSU Policy 2.25 C.3.

2.04.7.4 A member of the Board who has a personal or private interest in a measure, proposal, or decision pending before the Board of Regents, other than a contract in which a Regent has a pecuniary interest (see Section 2.04.7.3, above), shall disclose such interest in a public meeting of the Board, and such disclosure shall be entered in the minutes of the Board. See MSU Policy 2.25 C.4.

2.04.7.5 Regents are required to disclose any legal or equitable interest in property that is to be acquired with public funds. Such disclosure shall be made by filing an affidavit containing specific information as required by statute. The affidavit must be filed with the county clerk of the county in which the individual resides and the county clerk of each county in which the property is located. In addition, a copy of the affidavit should be sent to the President and the other members of the Board of Regents. Such filing must be completed within ten days before the date on which the property is to be acquired by purchase or condemnation. See MSU Policy 2.25 C.7.

2.04.7.6 Members of the Board shall disclose to the Board Chairperson and the University's General Counsel any gift received in the course of official business having a value of more than \$50. See MSU Policy 2.25 E.4.

2.04.8 Required Regent Training

2.04.8.1 In accordance with *Texas Government Code* Section 551.005, a Regent is required to complete the following training within 90 days of taking the oath of office or otherwise assuming the responsibilities of office: (1) general background of the legal requirements for open meetings; (2) applicability of the Open Meetings Act ("OMA") to governmental bodies; (3) procedures and requirements regarding quorums, notice, and

recordkeeping under the OMA; (4) procedures and requirements for holding an open meeting and for holding a closed meeting under the OMA; and (5) penalties and other consequences for failure to comply with the OMA.

2.04.8.2 As soon as practicable after appointment, Regents are required to receive training in accordance with *Texas Education Code* Section 61.084. The training shall cover these topics: auditing; budgeting; enabling legislation and mission of the University; the role of the Board; including authority, duties, and responsibilities; policy development; governance; open government; ethics and conflict of interest; student privacy laws, including FERPA; and intercollegiate athletics. The minutes of the last regular meeting of the Board for the calendar year must reflect whether each Board member has completed any required training under this section as of the date of the meeting.

2.04.9 Board Expectations – The Board shall review and approve a statement of Board member expectations at least every two years.

Section 2.05: Grounds for Removal of Board Member

2.05.1 *Texas Education Code* Section 103.031 provides:

- (a) It is a ground for removal from the Board that a member:
 - (1) commits malfeasance of office;
 - (2) cannot, because of illness or disability, discharge the member's duties for a substantial part of the member's term;
or
 - (3) is absent from more than half of the regularly scheduled Board meetings that the member is eligible to attend during a calendar year, unless the absence is excused by majority vote of the Board.
- (b) The validity of an action of the Board is not affected by the fact that it was taken when a ground for removal of a Board member existed.

2.05.2 As provided by Texas Constitution Article 15 Section 9, the Governor may remove a member of the Board with the advice and consent of two-thirds of the members of the Senate present. An impeachment proceeding involving a member of the Board shall be governed by Texas Constitution Article 15 and *Texas Government Code* Chapter 665.

Section 2.06: Regents Emeritus

The Board of Regents may elect persons whose service merits the highest honor it may confer to the position of Regent Emeritus for life. Such election

must be by unanimous vote of those present and voting. The number of such Regents shall not exceed three at any one time. Their counsel and support will be sought in University affairs, but they cannot be accorded voting privileges.

Section 2.07: Appeals to the Board

The Board of Regents shall not serve as a hearing or appellate body for individual complaints, grievances, or appeals of students, faculty, or staff members except as specifically provided or required in these *Bylaws* or the *MSU Policies and Procedures Manual*. Individual complaints, grievances, or appeals of students, faculty, or staff are to be addressed through the applicable University procedures, and a decision at the final level of review or appeal within the University's administration will constitute final action on the grievance.

Section 2.08: Communications to the Board

2.08.1 Procedures for Communicating to the Board Outside of a Board or Committee Meeting

Unless invited by a Board member or members, communications to the Board from persons not members thereof, except in the case of the President of the University, shall be in writing and shall be submitted through the Chairperson of the Board or the President of the University.

2.08.2 Procedures for Appearances Before the Board – Public Comment Period

Members of the public are invited to address the Midwestern State University Board of Regents through written and oral testimony whenever the Regents meets in open session in accordance with the guidelines below.

2.08.2.1 On any day that the Regents meets in open session, one order of business will be for the purpose of hearing public comment. Individual speakers will be permitted to speak for up to three minutes, depending on the number of individuals who have signed up to speak.

2.08.2.2 Public comment is limited to items that appear on the agenda for the meeting. The public comment period may not be used for addressing individual grievances, personal attacks, or commercial endorsements. The public comment period also may not be used by a party in negotiation or litigation with the University to address matters related to the negotiation or litigation. Only those requests conforming to subject matter requirements will be approved.

2.08.2.3 In order to accommodate those individuals wishing to speak when more people have signed up than can be

heard, the Chairman may adjust the procedures at his/her discretion.

2.08.2.4 A sign-up sheet is used to record those who wish to address the Board of Regents during this public comment period. Anyone who wishes to speak may call the office of the Secretary of the University after the Open Meeting Notice for the meeting has been published or may sign up on the day of the meeting. The sign-up sheet will be available on the day of the scheduled meeting at the meeting location at least thirty minutes before the meeting time. Members of the public must sign up prior to the start of the meeting. Speakers will be called in the order in which they signed up.

2.08.2.5 Written comments and materials brought for the Regents by speakers will be accepted during public comment and will be available to the Regents during the duration of the meeting.

ARTICLE III: STUDENT REGENT

Section 3.01: Non-Voting Student Regent

A Midwestern State University student will be appointed by the Governor to serve as a student regent as provided in *Texas Education Code* Section 51.356.

Section 3.02: Term of Office

A student regent will be appointed on June 1, or as soon thereafter as practicable, to serve for a one-year term expiring on the next May 31.

Section 3.03: Qualifications

To be eligible for appointment as a student regent, a person must be enrolled as an undergraduate or graduate student at Midwestern State University and be in good academic standing. Throughout a student regent's term, the student regent must maintain a grade point average of at least 2.5 on a four-point scale. The President shall notify the Governor if the student regent fails to maintain the qualifications required.

Section 3.04: Vacancies

A vacancy in the position of student regent shall be filled for the unexpired term by appointment by the Governor in consultation with the University President.

Section 3.05: Powers

A student regent is not a member of the Midwestern State University Board of Regents. A student regent has the same powers and duties as the members of the Board of Regents of the institution, including the right to attend

and participate in meetings of the Board of Regents, except that the student regent may not vote on any matter before the Board or second any motion before the Board, and is not counted in determining whether a quorum exists for a meeting of the Board or in determining the outcome of any vote of the Board.

Section 3.06: Compensation and Reimbursement

A student regent serves without compensation but is entitled to be reimbursed for the actual expenses incurred by the student regent in attending the meetings of the Board of Regents.

ARTICLE IV: BOARD MEETINGS

Section 4.01: Regular Meetings

In the last meeting of the fiscal year, the dates for the regular meetings for the next fiscal year shall be approved. Regular meetings shall be held on the days approved in November, February, May, and August of each fiscal year. Any changes in the announced dates must have the unanimous consent of the members of the Board.

Section 4.02: Special Meetings

Meetings of the Board of Regents may be held as required. Such meetings may be called on recommendation of the Executive Committee or at the written request of five or more members of the Board of Regents, and if the Chairperson chooses not to call such special meeting, the petitioning members may call the meeting. Additionally, the Chairperson may convene a meeting of the Board when the Chairperson considers it appropriate to consider any business related to the University. If special meetings are held, only matters set forth in the notice of the meeting are to be considered and acted upon.

Section 4.03: Notice of Meetings

All regular and special meetings of the Board are subject to the terms of the Open Meetings Act - Chapter 551 of the *Texas Government Code*. The Act provides that meetings of governmental bodies must be open to the public, except for expressly authorized executive sessions, and that the public must be given notice of the date, hour, place, and subject of each meeting held by the governmental body. And compliance must occur with the Act's notice and posting requirements for emergency meetings and meetings using telephone or videoconference.

For all regular meetings, notice will be sent to each member of the Board by mail, facsimile, e-mail, or delivered in person in time to reach each member not less than ten (10) days before the time of the meeting. For special meetings, mail, facsimile, e-mail, or hand-delivered notice shall be sent to each member of the Board in time to reach each member not less than 72 hours before the time of the meeting.

Section 4.04: Place of Meeting

All meetings of the Board of Regents shall be held in University buildings unless specifically stated otherwise in the notice of call. Any such meeting or all such meetings may be adjourned or continued until all items of Board business have been disposed of.

Section 4.05: Quorum

A majority of appointed members shall constitute a quorum at any regular or special meeting of the Board of Regents.

Section 4.06: Executive Session

All regular and special meetings of the Board of Regents shall be open to the public. The Chairperson, however, may declare the meeting to be in executive session to discuss any properly posted items whenever legally justified in accordance with the *Texas Government Code* Chapter 551, during which time visitors and employed University personnel may be denied the floor and/or excused from the meeting.

Section 4.07: Order of Business

Customarily, the following order of business shall be observed at regular and special meetings of the Board:

- A. Call to Order
- B. Introduction of Visitors and Special Guests
- C. Introductory Remarks
- D. Public Comment
- E. Regular, Information, and Consent Agenda Items

Items to be brought before the Board may include the following agenda categories of a standing committee of the Board or the Committee of the Whole, as appropriate:

- (1) Regular agenda items. Items deemed to require individual consideration and approval by the Board will be in the regular agenda.
- (2) Information agenda items. Material to be furnished to the Board as information only will be listed in the information agenda.
- (3) Consent agenda items. Items deemed routine, including approval of minutes, may be submitted for Board approval in the consent agenda. Any Regent may require that an item in the consent agenda be moved to the regular agenda.

Where an agenda item requires a commitment of funds, a statement by the University's chief financial officer shall be included within the item indicating the source and availability of funds.

- F. University President's Report
- G. Executive Session of the Board
- H. Adjournment

Section 4.08: Rules of Order

Robert's Rules of Order, when not in conflict with these *Bylaws*, shall be the rules of parliamentary procedure when the Board or any of its committees is in session.

Section 4.09: Board Members Entitled to Vote

Except as otherwise provided in these *Bylaws*, or by law, a majority vote of those members present at any meeting at which a quorum is achieved shall constitute an action of the Board. Voting by proxy is not allowed. No member of the Board of Regents shall be entitled to vote at any regular or called meeting unless present, either in person or via telecommunications.

ARTICLE V: BOARD OFFICERS

Section 5.01: Board Officers

The Board shall organize by electing a Chairperson and other officers the Board considers appropriate.

Section 5.02: Nomination and Election

The following officers shall be elected: Chairperson, Vice Chairperson, Secretary, and Member-at-Large of the Executive Committee. Officers shall serve for two years or until their successors are elected. Nominations of the officers shall be made by a Nominating Committee appointed by the Chairperson of the Board of Regents. Nominations from the floor shall also be received. Elections shall be held at the August meeting of the Board during even-numbered years and the new officers shall take office September 1 following the election. Election shall be by formal ballot unless decided otherwise at the meeting. A majority of Regents present and voting shall be required for election. If no nominee receives a majority vote, the nominee receiving the lowest number of votes shall be dropped before a new ballot is taken, and so on until one candidate remains. No proxies shall be allowed.

Section 5.03: Chairperson

The Chairperson shall call all regular and special meetings or delegate responsibility for such action. Also, special meetings shall be called upon written request of five or more members. The Chairperson shall preside at all Board meetings and, together with the President of the University, shall arrange the agenda for such meetings. Within the limits of authority fixed by the Texas Constitution and laws, the Chairperson shall sign all deeds for conveyance of real estate or other legal documents of the University unless authority is otherwise delegated by specific and recorded action of the Board of Regents; and all diplomas and citations awarded by the University. The Chairperson shall serve as chairperson of the Executive Committee and call its meetings; represent the University officially at academic, social, and other functions where such representation is necessary or important, or shall appoint official representatives; and perform such other duties as may be assigned by the Board.

Section 5.04: Vice Chairperson

The Vice Chairperson shall preside over all meetings in the absence of the Chairperson, and shall succeed to the rights and powers of the Chairperson in the event the Chairperson is absent or unable to serve. He/she shall also perform such other duties as may be assigned by the Board.

Section 5.05: Secretary

The Secretary of the Board shall attest to and sign true and faithful records of all meetings of the Board and such other duties as may be assigned by the Board. All papers committed to the Secretary's care shall, through the Secretary of the University, be preserved in an orderly fashion and in such a way as to make them accessible at all times for inspection by the Board of Regents or President of the University.

Section 5.06: Vacancies

Should the Chairperson of the Board be unable to serve an entire term of office, the Vice Chairperson will assume that position. Any other officer vacancy that occurs during the regular term of office shall be filled by election for the unexpired term.

ARTICLE VI: BOARD COMMITTEES

Section 6.01: Executive Committee

6.01.1 Membership

The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary, and Member-at-Large as elected by the Board, with the President of the University as ex-officio member.

6.01.2 Meetings

The Executive Committee shall meet at the call of the Chairperson. Meetings of the Committee shall be presided over by the Chairperson, or by the Vice Chairperson in the absence or inability of the Chairperson. A majority of the Committee's voting members shall constitute a quorum.

6.01.3 Duties

The Executive Committee shall be responsible for monitoring the implementation of all Board decisions and making recommendations on all matters not specifically assigned to another committee. It may be authorized to act finally on any matter submitted to it by Board approval. Additionally, this committee shall facilitate the presidential-assessment and compensation processes, and is empowered to act for the Board between regular Board meetings on all matters except for the following, which shall be reserved for the Board: (a) presidential selection and termination; (b) Board officer election; (c) changes in the mission and purposes of the institution;

(d) amendments to the bylaws; (e) incurrence of debt; (f) sale or other disposition of real estate and other tangible property; (g) adoption of the annual budget; and (h) conferral of degrees.

Section 6.02: Standing Committees

6.02.1 General Provisions

Standing committees and a Chairperson of each committee shall be appointed by the Chairperson of the Board. Each committee shall be composed of less than a quorum of the members of the Board. A majority of the committee's voting members shall constitute a quorum. In addition to the Executive Committee, the following committees shall be standing committees of the Board of Regents: (a) Finance and Facilities Committee; (b) Enrollment Management, Academic, and Student Affairs Committee; and (c) Audit, Compliance, and Management Committee. Committees shall serve two years or until the appointment of new committees. The Board should periodically review its committee structure to determine whether current committee operations – structure and practices – continue to cover the Board's oversight responsibilities, serve strategic purposes, and support effective committee performance.

Each committee shall meet as often as is necessary to conduct its business, but no fewer than four times annually, and perform the duties listed and such others as may be assigned. The Committee Chairperson, in consultation with the Board Chairperson, shall set the times and places of each meeting of a standing or special committee.

The Board, in cases where practicable, before taking action on any subject or measure coming clearly within the sphere of the duties of any standing committee, shall refer the same to such standing committee, which committee shall, when requested, prepare and report its recommendations in writing to the Board of Regents or its Executive Committee. The President of the University and the Chairperson of the Board of Regents shall be ex-officio members of all committees, shall receive notice of committee meetings, and have the privilege of the floor.

In the unanticipated absence of a committee quorum, the Board Chairperson or Committee Chairperson may appoint another Board of Regents member to serve in a temporary capacity on the committee. This action does not apply to the Executive Committee.

All committee members will be provided with an agenda prior to the scheduled date of the committee meeting in order to expedite the meeting. No committee is authorized to make decisions or adopt policies without prior knowledge and authorization of the Board of

Regents. A committee may take final action when authorized to do so by the Board of Regents.

The Board should establish protocols for how committees operate – their agendas, meetings, relationships – as a guide to committee chairs and members, so there is a standard to which all are accountable. Each committee shall have one or more officers of the University or administrative staff member, designated by the President of the University, to assist with its work.

6.02.2 Finance and Facilities Committee

The Finance and Facilities Committee shall consider matters including but not limited to:

- A. Construction Updates
- B. Project Review and Approval
- C. Facilities Planning and Deferred Maintenance
- D. Real Property
- E. Outside Financial Support and Comprehensive Campaign
- F. Naming of Buildings
- G. Finance and Investment Reports
- H. Budget Approval (including ratification of budget changes)
- I. Bonds
- J. Depositories and Investments
- K. Tuition and Fee Recommendations

6.02.3 Enrollment Management, Academic, and Student Affairs Committee

The Enrollment Management, Academic, and Student Affairs Committee shall consider matters including but not limited to:

- A. Mission
- B. Academic Programs
- C. Student Success
- D. Intercollegiate Athletics
- E. Museum
- F. Reports by Faculty, Staff, and Student Government Association
- G. Academic Calendar
- H. Approval of Graduates
- I. Housing and Dining Rates
- J. Faculty Tenure and Promotion
- K. Student Handbook and Code of Student Conduct
- L. Yearly Dashboard Review

6.02.4 Audit, Compliance, and Management Committee

The Audit, Compliance, and Management Committee shall consider matters including but not limited to:

- A. Audit Matters (including audit plan and reports)
- B. Compliance Activities
- C. Policy Additions and Changes

- D. Organizational Chart Changes
- E. Strategic Plan
- F. Holiday Schedule for Employees
- G. Board Resolutions
- H. Board Bylaws

Section 6.03: Special Committees

The Chairperson shall be empowered to create special committees of the Board and appoint members thereto as circumstances warrant or conditions demand. Board membership on any special committee will consist of less than a quorum of the membership of the Board. A majority of the committee's voting members shall constitute a quorum.

Section 6.04: Notice

Generally, committee meetings of less than a quorum of the Board are not subject to the terms of the Open Meetings Act - Chapter 551 of the *Texas Government Code*. However, application of the Act is triggered and the University must comply with it if: (1) a committee is appointed that includes less than a quorum of the Board and grants it authority to supervise or control public business or policy; (2) a quorum of the Board attends a meeting of a committee of the Board at which a deliberation as defined by the Act takes place; or (3) a committee of less than a quorum of the Board actually makes final decisions that are merely "rubber stamped" by the full Board.

ARTICLE VII: UNIVERSITY EXECUTIVE OFFICERS

Section 7.01: Officers of the University

The officers of the institution shall be the President, Provost and Vice President of Academic Affairs, Vice President of Administration and Finance, Vice President for Student Affairs, Vice President for Student Enrollment, Vice President for University Advancement and Public Affairs, General Counsel, Secretary of the University, and Chief Audit Executive. Subject to approval from the Board, the President may establish or designate other positions as officers of the institution.

Section 7.02: President of the University

The President of the University shall be appointed by a two-thirds vote of the members of the Board present and voting and shall serve at the pleasure of the Board. The President may be removed from office only by a two-thirds majority of voting members of the Board then in office, provided that notice is sent to all Board members in accordance with Article IV, Section 4.03.

The President shall be the responsible agent of the Board of Regents and the chief executive officer of the University and shall work under the direction of the Board and be directly accountable to the Board.

The President shall recommend a plan of organization and the appointment of employees of the University. The President shall have the cooperation of the Board and shall be responsible to the Board for the general management and success of the University. (See *Texas Education Code* Section 103.06.) The President's discretionary power shall be broad enough to meet these responsibilities. All employees of the University shall report officially to and through the President except that: (1) the University's Office of Internal Audits reports functionally to the Board through its Audit, Compliance, and Management Review Committee and administratively to the President; and (2) the University's General Counsel reports directly to both the Board and to the President.

The President shall prepare or have prepared for presentation to and approval by the Board of Regents a *Midwestern State University Policies and Procedures Manual* for the operation of the University. After approval by the Board of Regents, the President shall cause it to be published and provided to members of the Board, to all members of the University faculty, and to such other parties as he/she deems necessary. The *Midwestern State University Policies and Procedures Manual* shall be subject to revision and amendment by action of the Board of Regents at any regular or special meeting provided a written notice of proposed changes including a copy of the proposed amendment or amendments has been sent each member at least ten (10) days prior to the time of voting; except that the University General Counsel is authorized to make minor and non-substantive editorial changes to the *Manual* enacted by the Board as necessary to keep the *Manual* current and correct, including removing obsolete matter and correcting faulty internal references.

Section 7.03: Provost and Vice President for Academic Affairs

The Provost and Vice President of Academic Affairs ("Provost") shall be the chief academic officer of the institution. The Provost shall be appointed by the President, subject to Board approval, and report to the President. The Provost shall be the second ranking officer of the institution and, in the absence or incapacity of the President, shall assume the duties and responsibilities of the office.

Section 7.04: Vice President for Administration and Finance

The Vice President of Administration and Finance shall be the chief financial officer and treasurer of the institution. The Vice President of Administration and Finance shall be appointed by the President, subject to Board approval. The Vice President of Administration and Finance shall be responsible for the operating and capital budgets, accounting, insurance, and risk management, facilities management and maintenance, information technology, information security, human resources and payroll, purchasing and contract management, and such other financial responsibilities as required by law and the policies and procedures of the University. The Vice President of Administration and Finance reports to the President.

Section 7.05: Vice President for Student Affairs

The Vice President for Student Affairs shall be appointed by the President and is directly responsible to the President to provide leadership for the coordination, planning, and administration of student affairs which is compatible with the philosophy and objectives of the University. The Vice President for Student Affairs is also responsible for the coordination and supervision of services, programs, and activities in the areas of counseling, residence life, student conduct, student rights, student activities, student development programs, student organizations, social regulations, student medical services, disability services, the student center, wellness center, the bookstore, dining services, postal services, recreational sports, student leadership development, equity, inclusion, and multicultural affairs, Title IX compliance and programs, career services, testing services, first generation student support, international student recruitment and support, University social media, University police, cheerleaders, and the Flower Mound Learning Center.

Section 7.06: Vice President for Enrollment Management

The Vice President for Enrollment Management shall be appointed by the President and is directly responsible to the President to provide leadership for the coordination, planning, and administration of enrollment management which is compatible with the philosophy and objectives of the University. The Vice President for Enrollment Management is also responsible for a collaborative program to attract, admit, enroll, and retain a qualified and diverse student body by providing and managing a comprehensive program of enrollment activities, including recruitment, admissions, financial aid, retention, and registration.

Section 7.07: Vice President for University Advancement and Public Affairs

The Vice President for University Advancement and Public Affairs shall be appointed by the President and is directly responsible to the President to provide leadership for the planning, policy development, and administration of a program of services and activities for donors which is compatible with the philosophy and objectives of the University. The Vice President for University Advancement and Public Affairs is responsible for public information and marketing, donor services, fund raising, corporate and foundation relations, grant writing, alumni relations, and serves as the director of development for the University's affiliated foundation and charitable trust.

Section 7.08: Secretary of the University

The Secretary of the University shall be appointed by the President, subject to Board approval. Under the direction of the President, the Secretary of the University coordinates the business affairs of the Board and is a liaison between the Board and the administration and is responsible for supporting the Board and its committees, including notifying Board and committee members of meetings and maintaining minutes and records of Board actions and being the custodian of all records of the Board. Copies of all minutes, papers, and

documents of the Board of Regents may be certified by the Secretary of the University with the same force and effect as though such certification were made by the Secretary of the Board. The Secretary of the University Secretary will perform such other duties as the Board or the President may assign.

Section 7.09: General Counsel

The General Counsel shall be appointed by the President, subject to Board approval. The General Counsel reports directly to the Board of Regents and to the President and works under their direction. The role of the General Counsel is to provide legal services to the University and serve as legal advisor to the Board of Regents, the President, and other administrative officers of the University. When necessary and appropriate and with the approval of the Attorney General of the State of Texas, the General Counsel is responsible for the retention, direction, and use of all outside counsel to provide legal services to the University.

Section 7.10: Chief Audit Executive

The Texas Internal Auditing Act (*Texas Government Code* Chapter 2102) requires the Board to implement an internal auditing program and to appoint an internal auditor. The University's Chief Audit Executive oversees the Office of Internal Audits and reports functionally to the Board through its Audit, Compliance, and Management Committee and administratively to the President. The duties of the Chief Audit Executive shall include those specified in the Texas Internal Auditing Act, the University's Office of Internal Audits Charter, and such other duties as required by the University.

ARTICLE VIII: INDEMNIFICATION

Section 8.01: Indemnification Against Expenses

The University shall, to the extent legally permissible under the Constitution and laws of the State of Texas, indemnify each of its Board members and officers against all liabilities and expenses (including legal fees) reasonably incurred in connection with the defense of any action, suit, or other proceeding (whether civil, criminal, administrative, or investigative) to which she or he has been made a party by reason of being or having been in such role, provided she or he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the institution. Board members and officers shall not be entitled to indemnification for acts that are adjudicated in such action, suit, or proceeding to be the result of gross negligence or willful misconduct in the performance of duty. The University shall also maintain directors' and officers' liability insurance coverage.

Section 8.02: Advance Payment of Expenses

Expenses, including legal fees, reasonably incurred by any such Board member or officer in connection with the defense or disposition of any such action, suit, or other proceeding may be paid from time to time by the University in advance of the final disposition thereof under the condition that the Board

member or officer repay such advanced fees and costs if it ultimately is determined that the Board member or officer is not entitled to be indemnified by the University as authorized by these bylaws.

Section 8.03: Eligibility for Indemnification

The Board may, at its discretion and to the extent legally permissible under the Constitution and laws of the State of Texas, authorize, purchase, and maintain insurance on behalf of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the institution or who serves at the request of the institution or who serves at the request of the University as an employee or other agent of an organization in which the institution has an interest.

Section 8.04: Personal Liability

Board members and officers shall not be personally liable for any debt, liability, or obligation of the University. All persons, corporations, or other entities extending credit to, contracting with or having any claim against the institution may look only to the funds and property of the institution for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the University.

Section 8.05: Miscellaneous

The foregoing rights of indemnification and advancement of expenses shall not be exclusive of any other rights to which any Board member, officer, or employee may be entitled, under any other bylaw, agreement, vote of disinterested Board members, or otherwise, and shall continue as to a person who ceased to be a Board member, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX: MISCELLANEOUS RULES AND REGULATIONS

Section 9.01: Fiscal Year

The fiscal year of the University begins on September 1 of each year and ends on August 31 of the succeeding year.

Section 9.02: Nondiscrimination and Affirmative Action

Midwestern State University is committed to a policy of equal opportunity for all persons and to the extent provided by applicable law, no person shall be excluded from participation in, denied the benefits of, or be subject to discrimination under, any program or activity sponsored or conducted by the University on the basis of race, color, age, sex (including pregnancy, gender identity, and sexual orientation), religion, disability, genetic information, veteran status, or national origin, or any other legally protected category, class, or characteristic.

The University also is committed to compliance with all applicable laws regarding nondiscrimination and affirmative action.

Section 9.03: Intercollegiate Athletics

9.03.1 Board Oversight

The Board provides oversight and broad policy guidelines for the budget, operation activities, and intercollegiate athletics program in a manner consistent with the operation of other units of the University. Athletic conference membership shall require the approval of the Board. The Board accepts accountability for upholding the integrity of the athletics program and ensuring it advances the University's educational mission. The Board will work with the President of the University to develop systematic approaches for upholding their responsibilities regarding athletics and apply themselves diligently to that work.

9.03.2 Delegation of Authority

While delegating administrative responsibility to the President of the University, the Board is ultimately accountable for athletics policy in keeping with its fiduciary responsibilities. The President of the University is assigned responsibility and authority for the operation, fiscal integrity, and personnel of the University's athletics program, including appointment and supervision of the athletic director. The President is also responsible for ensuring that the University's athletics program is in compliance with all applicable laws and regulations and that the mission, values, and goals of the athletics program are compatible with those of the University.

Section 9.04: Subordination to State Constitution and Law

To the extent that any of these bylaws may be inconsistent with the Constitution or laws of the State of Texas, the Constitution and laws shall control.

ARTICLE X: AMENDMENTS OF BYLAWS

Section 10.01: Amendments, Waiver, Suspension, or Repeal of Bylaws

These *Bylaws* may be amended, waived, suspended, or repealed at any meeting of the Board of Regents by a two-thirds vote of members present, provided a quorum is present, and further provided a written notice of proposed changes including a copy of the proposed amendment or amendments has been sent each member at least ten (10) days prior to the time of voting.

Section 10.02: General Counsel to Assist Board with Annual Review of Bylaws

The University's General Counsel will assist the Board in reviewing the *Bylaws* annually to determine whether any revisions are warranted. The General Counsel is charged with the responsibility of keeping current the

ADOPTION / AMENDMENT HISTORY OF BYLAWS

Midwestern State University was created in 1922 in Wichita Falls as Wichita Falls Junior College, the second municipal junior college in Texas, and its earliest home was in Wichita Falls High School with which it shared both the building and faculty. In 1937 the college acquired a new, 40-acre campus on the city's south side and the college was renamed Hardin Junior College in honor of Mr. and Mrs. John G. Hardin. In 1946 the senior college division was added and accordingly the name was changed to Hardin College. In 1950 the name changed to Midwestern University, the junior college division remaining Hardin Junior College. On September 1, 1960, by action of the 56th Texas Legislature, Midwestern University officially became a part of the Texas Colleges and Universities System and the junior college division was dissolved. In 1975 the Texas Legislature changed the name to Midwestern State University.

Below is the history of the adoption and amendments of the *Bylaws of the Midwestern State University Board of Regents*:

Adoption:

21 July 1960 On this date the *Bylaws* were unanimously adopted by the combined Boards of Trustees of Hardin Junior College and the Directors and Regents of Midwestern University (Minute Item 121) after having been received and approved (unanimously) on May 19, 1960 by the combined Boards for study and final action at the next Board meeting (Minute Item 80, Attachment No. 1). (Note: The terms of the Regents of Midwestern University began on February 25, 1960.)

Amendments:

31 May 1969 (Minute Item 134, approved Item 118 of Agenda dated May 22, 1969);
27 Feb. 1970 (Minute Item 77, approved Item 55 of Agenda dated Feb. 19, 1970);
26 Feb. 1971 (Minute Item 67);
17 Nov. 1971 (Minute Item 29, approved portion of Item 13 of Agenda dated Nov. 5, 1971);
25 Aug. 1975 (Minute Item 253 – revised official University seal - approved Item 240 of Agenda dated Aug. 13, 1975, Attachment No.11);
24 Feb. 1978 (Minute Item 46, Attachment No. 1);
25 Aug. 1978 (Minute Items 130, 131, and 138);
29 May 1981 (Minute Item 345, Attachment No. 8);
27 Aug. 1981 (Minute Item 359);
8 Nov. 1991 (Minute Item 92-40, Attachment No. 13);
14 Feb. 1992 (Minute Item 92-88, Attachment No. 10);
7 Aug. 1992 (Minute Item 92-167, Attachment No. 8);
14 May 1993 (Minute Item 93-105, Attachment No. 5);
12 May 1995 (Minute Item 95-112, Attachment No. 7);
8 Aug. 1997 (Minute Item 97-168, Attachment No. 12);
9 May 2003 (Minute Item 03-106);
6 Nov. 2009 (Minute Item 10-34, Attachment No. 10-34A);
1 June 2015 (Minute Item 15-159);
9 May 2019 (Minute Item 19-107).