

# BYLAWS

The mission of the Board of Supervisors for the University of Louisiana System shall be to provide direction, control, supervision, management, and assistance to the institutions of the University of Louisiana System in their efforts to provide quality education, research, creative activities, and service.

## SECTION I. DEFINITIONS

- A. University of Louisiana System. The term "University of Louisiana System" or "System" when used in these bylaws shall refer to the system of campuses governed by the Board of Supervisors for the University of Louisiana System as contained in R.S. 17:3217 and, as amended through July 1, 2011, includes the following institutions:

Grambling State University at Grambling  
Louisiana Tech University at Ruston  
McNeese State University at Lake Charles  
Nicholls State University at Thibodaux  
Northwestern State University of Louisiana at Natchitoches  
Southeastern Louisiana University at Hammond  
University of Louisiana at Lafayette  
University of Louisiana at Monroe (Revision approved 8/27/99)  
University of New Orleans (Revised 12/3/2012)

- B. The Board of Supervisors for the University of Louisiana System. The term "Board of Supervisors for the University of Louisiana System" or "Board of Supervisors" as used in these bylaws shall refer to the governing board of the University of Louisiana System and shall be composed of the Board of Supervisors duly appointed and qualified as provided by law.

- C. Members of the Board. The Board of Supervisors is composed of two (2) members from each congressional district and three (3) members from the state at large who are all appointed by the governor with consent of the Senate, and who shall serve overlapping terms of six (6) years (La. Const., Art. 8, Sec. 6.B.). A vacancy occurring prior to the expiration of a term shall be filled for the remainder of the unexpired term by appointment by the governor, with consent of the Senate (La. Const., Art. 8, Sec. 6.C.). (Revised 12/3/2012)

A student member on the Board, having all of the privileges and rights of other Board members, shall serve a term not to exceed one year and shall not be eligible to succeed

her/himself (La. Const., Art. 8, Sec. 8.B.). The student member shall be elected to the Board by and from the membership of a council of student body presidents of the universities within the System and, at the time of the appointment, shall be a full-time student at the university at which enrolled (R.S.17:1806). The student member's term shall begin on June 1 of each year (R.S. 17:3121.1).

Members of the Board are considered to be appointed state officials in unclassified service (La. Const., Art. X Public Officials and Employees, Part I., Sec. 2). As such, they may be removed from office through impeachment for cause (La. Const., Art. X. Public Officials and Employees, Part III, Sec. 24). Cause may include, but may not be limited to, commission or conviction during the term of office, of a felony or for malfeasance or gross misconduct while in office. Due process shall be provided with a trial by the Senate. The Board may also establish guidelines for the conduct of its members. (Revised 8/27/04)

- D. Chair of the Board. The term "Chair of the Board" as used in these bylaws shall refer to the member who is duly elected Chair or Acting Chair of the Board.
- E. President of the System. The term "President of the System," or "System President" as used in these bylaws, shall refer to the individual duly appointed by the Board as its chief executive officer.
- F. Domicile and Agent for Service of Process. The Board of Supervisors for the University of Louisiana System shall be domiciled at 1201 North Third Street, Ste. 7-300, Baton Rouge, Louisiana 70802. The Board shall request the System President to designate a System employee, located at the domicile, to act as the agent for service of process. (Revised 10/26/01)
- G. Conflict of Interest. The Board of Supervisors for the University of Louisiana System is the governing board for all institutions that comprise the University of Louisiana System. All members of the Board are appointed officers of the State of Louisiana. As such, they are subject to the laws of the State as defined by the 1974 Louisiana State Constitution (Art. X. Public Officials and Employees, Part I., Sec. 2) and the State Code of Ethics which govern their conduct and responsibilities. (Revised 8/27/04)

## SECTION II. OFFICERS

- A. Election. At the regular meeting of the Board in December of each calendar year, the Board shall elect a Chair and a Vice Chair from the membership of the Board. Each shall hold office for one (1) year or until a successor has been elected. An officer of the Board shall be eligible for no more than two (2) consecutive one-year terms in the same office. In filling vacancies for unexpired terms, an officer who has served more than half a term is considered to have served a full term in that office. (Revised 9/27/96)
- B. Chair. It shall be the duty of the Chair to preside at all meetings of the Board, to name the members of all standing and special committees of the Board, to fill all vacancies in the membership of such committees in accordance with the provisions of these bylaws, and to direct the chair of each committee to call special meetings as deemed necessary.
- C. Vice Chair. In the absence of the Chair, it shall be the duty of the Vice Chair to perform the duties of the Chair.
- D. Secretary. The System President shall serve as Secretary to the Board, to the Executive Committee, and to standing and special committees and shall, ex officio but without vote, be a member of all such committees unless otherwise specified and shall be responsible for maintaining all minutes, papers, records, and documents of the Board.
- E. Board Parliamentarian. The person serving in this position shall be a member of the Board, shall be appointed by the Board Chair, and may serve as a member of the Executive Committee.

### SECTION III. MEETINGS

- A. Regular. The Board shall meet on or before the second Monday of January each year and at other times as fixed by the Board or upon the call of the Chair (R.S. 17:1833).  
  
All regular meetings of the Board shall be open to the public except when otherwise voted for the consideration of matters in an executive session. No final or binding action shall be taken in a closed or executive session.
- B. Executive Committee. A meeting of the Executive Committee shall be held monthly except in those months in which the Board conducts meetings. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. It shall consider such matters as are referred to it by the Board. It shall execute such orders

and resolutions as shall be assigned to it at any meeting of the Board. It also shall take such action as is necessary when an emergency requiring immediate action arises during an interim between Board meetings. All acts of the Executive Committee shall be submitted to the Board for ratification or rejection at its next meeting, except in matters where the Board has delegated to the Executive Committee full power to act. (R.S. 17:3207.B.& C.)

- C. Special. A special meeting of the Board may be called by the Chair or upon receipt of a written request signed by nine members specifying the purpose of the desired meeting. Written notification shall be sent to each member at least three calendar days before the time of the meeting. In cases of extraordinary emergency, notification shall be given 24 hours before the meeting or by such time as the Chair deems appropriate and circumstances permit. (Revised 1/5/96)
- D. Quorum. A majority of voting members, nine, shall constitute a quorum for the transaction of business at any regular meeting (R.S. 17:1833.C.).
- E. Vote. Unless otherwise provided by Section III, Item I, an affirmative vote by a majority of the Board is required for any official action of the Board (R.S.17:1833.C.). (Revised 12/3/2012)
- F. Motions. Any Board member has the right to require that a motion be in writing before being voted on by the Board.
- G. Rules of Order. When not in conflict with any of the provisions of these bylaws, *Robert's Rules of Order* (latest revision) shall constitute the rules of parliamentary procedure applicable to all meetings.
- H. Order of Business. The order of business of regular meetings of the Board shall be as follows:
  - 1. Roll call and invocation;
  - 2. Correction and approval of minutes of the preceding regular meeting and of subsequent special meetings;
  - 3. Reports and recommendations of standing committees;
  - 4. Reports and recommendations of special committees;
  - 5. Reports and recommendations of System President;
  - 6. New business;
  - 7. Public comments.

- I. Agenda. All regular meetings of the Board shall be open to the public except when otherwise voted for the consideration of executive matters. No final or binding action shall be taken in a closed or executive session. At least ten (10) days prior to each regular meeting, the System President shall prepare and forward to each member a tentative agenda for the meeting. The System President shall place on the agenda any item requested by a Board member when submitted prior to agenda deadline with the approval of the Chair. The agenda shall not be changed less than twenty-four (24) hours prior to the meeting. Items may be added to the published agenda and acted upon only with the unanimous approval of the members present. (Revised 12/3/2012)
- J. Notice. The meeting notice shall be posted on the University of Louisiana System website no less than twenty-four (24) hours immediately preceding a Board meeting. (Revised 12/3/2012)
- K. Compensation of Members. Each member shall be paid \$50 for each day of attendance at Board meetings, meetings of committees on which the member serves, or while conducting duties assigned by the Board, plus travel and other expenses incurred in the performance of official duties. Reimbursement of travel and expenses shall conform to state regulations governing such expenses for state officials (R.S. 17:3206). (*See PPM*)
- L. Minutes. The minutes of Board or Committee meetings shall record official action taken upon motions or resolutions and may contain a summary or report of the action and pertinent discussions. In all cases when the action is not by a unanimous vote, the yeas, nays, and abstentions of the individual members shall be recorded upon the request of any member. The remarks, personal views, or vote explanations of an individual member may be included in the minutes upon request of that member. The minutes of meetings become official when approved by the Board or respective committee at a subsequent meeting. Official actions of the Board may be distributed by the Chair or by the System President after each meeting and prior to the completion or approval of the minutes.
- M. Reference to Committees. Prior to official action, the Board may refer any matter to an appropriate committee.
- N. Attendance at Meetings. The acceptance of an appointment to serve as a member of the Board of Supervisors carries with it the responsibility of attendance at regular meetings of the Board.

- O. Public Comment at Board Meetings. In accordance with the provisions of L.R.S. 42.14(D), the Board of Supervisors for the University of Louisiana System provides an opportunity for public comment during public sessions of the Board and its committees. To allow for timely and orderly public comment and to accommodate persons who wish to speak at Board or committee meetings, the Board establishes the following procedures:
1. Members of the public who wish to address the Board or its committees should complete a witness testimony/information card (available at the meeting or beforehand at the System office) and submit the card to the respective chair before the meeting begins. The card should include the following:
    - a) name of the person who wishes to testify;
    - b) group he/she represents (where appropriate);
    - c) agenda item on which he/she wishes to comment;
    - d) individual's position on the agenda item, either for or against.

When a person submits a testimony/information card and requests to make public comments, the respective Committee or Board Chair shall acknowledge the request and invite that person's comments when the designated item is considered. In lieu of oral testimony, an individual may submit written comments to be read aloud by the chair, unless requested otherwise by the individual.

2. The respective Committee or Board Chair reserves the right to limit oral testimony to three (3) minutes or less per witness. The Chair may, however, waive the three-minute limit and grant more time to the witness.
3. The respective Committee or Board Chair shall limit public comments to those items included on the Committee or Board agenda. Comments may not extend to matters related to individual appeals of personnel issues, litigation, or collective bargaining.
4. The respective Committee or Board Chair reserves the right to organize the order of presentation of witnesses as follows:
  - a) University presidents;
  - b) University staff, faculty students, and representatives of university-affiliated organizations;
  - c) Members of the general public. (Revised 8/24/01)

#### **SECTION IV. COMMITTEES**

- A. Executive Committee. There shall be an Executive Committee consisting of the Board's Chair, Vice Chair, and additional members appointed by the Chair. The Executive

Committee shall consider matters referred to it by the Board, shall execute orders and resolutions assigned to it by the Board, and shall take immediate action if an emergency requiring such action arises between Board meetings (R.S. 17:3207).

- B. Standing Committees. All standing committees shall consist of no less than five voting members. Unless and until otherwise decided by the vote of a majority of the membership of the Board, the standing committees of the Board shall be the following:
1. Academic and Student Affairs. To this committee may be referred matters concerning academic organization, curricula, other academic affairs, faculty, scholarships, and other student affairs.
  2. Athletic. To this committee may be referred all matters of policy concerning athletic programs. (Revised 8/22/2014)
  3. Facilities Planning. To this committee may be referred matters relating to facilities planning at the institutions.
  4. Finance. To this committee may be referred all matters related to financial and budgetary operations.
  5. Grievance. To this committee may be referred grievances brought to the Board by personnel or students of the universities under its jurisdiction in accordance with established policies and procedures.
  6. Legislation. To this committee may be referred all matters related to legislation which may affect education.
  7. Personnel. To this committee may be referred matters related to personnel and employment. (Revised 8/22/2014)
  8. Strategy and Performance. To this committee may be referred all matters relating to strategic and performance initiatives. (Revised 12/6/2013)
- C. Action by Committee. Unless otherwise provided by Section III, Item I, an affirmative vote of a majority of a committee is required for any official action. (Revised 12/3/2012)
- D. Appointment and Term. Members of all standing committees, one of whom shall be named Chair and one Vice Chair, shall be appointed by the Chair of the Board within thirty (30) days following the election of officers. The term of committee appointees shall run concurrently with that of the Chair of the Board. A member of the Board shall be eligible to chair any specific committee for no more than two (2) consecutive terms. In filling vacancies for unexpired terms, a chair who has served more than half a term is considered to have served a full term. (Revised 9/27/96)

A committee chair at any committee meeting may appoint to membership on the committee any Board member in attendance at the committee meeting then being held. Vacancies occurring among the appointed members of any committees, however arising, shall be filled by the Chair of the Board for the remainder of the term.

- E. Meetings of the Standing Committees. It shall be the duty of the chair of each committee to call and to preside over necessary meetings. Minutes of each committee meeting, showing actions and recommendations, shall comply with the provisions of Bylaws, Section III, Item K ("Minutes").
- F. Quorum for Committee Meetings. A majority of the members of any committee shall constitute a quorum for the transaction of business. In the event that regularly assigned members are insufficient to constitute a quorum, the Chair may select other members to serve and constitute a quorum. In the event the Chair or Vice Chair is not present, any member may act in this capacity for purposes of the meeting only.
- G. Special Committees. As the need arises, the Board or the Chair of the Board may create special committees for temporary periods not exceeding the term of the Chair of the Board.
- H. Representatives on Standing Committees of the Louisiana Board of Regents. In accordance with the provisions of R.S. 17:3399.5, representatives from the Board of Supervisors to serve on selected standing committees of the Louisiana Board of Regents shall be as follows: (Addition approved 1/9/98)

<u>Board of Regents Committee</u>	<u>Board of Supervisors Representative</u>
Academic and Student Affairs Committee	Chair of the Academic and Student Affairs Committee, Committee Vice Chair is the alternate
Facilities and Property Committee	Chair of the Facilities Planning Committee, Committee Vice Chair is the alternate
Finance Committee	Chair of the Finance Committee, Committee Vice Chair is the alternate
Legislation Committee	Chair of the Legislation Committee, Committee Vice Chair is the alternate



## SECTION V. DUTIES, POWERS AND FUNCTIONS

- A. General Duties. It shall be the function of the Board to establish and maintain in each college and university the highest quality of instruction, research, and service.
- B. General Statement of Administrative Policy. The Board shall determine broad administrative and educational policies for the conduct of all Board, System, and institutional affairs and it shall provide for the execution of its policies by the System President and by the institution presidents.
- C. Other Duties, Powers, and Functions. In its supervision and management of the institutions under its administration, the Board shall have authority to (from R.S. 17:3351):
1. sue and be sued, including the right to recover all debts owed to the Board or to any institution under its management, and to retain legal counsel;
  2. actively seek and accept donations, bequests, or other forms of financial assistance for educational purposes from any public or private person or agency and to comply with rules and regulations governing grants from the federal government or any other person or agency not in contravention of the Constitution and laws of the State of Louisiana;
  3. receive and expend or allocate for expenditure to the institutions under its jurisdiction all monies appropriated or otherwise made available for purposes of the Board and/or the institutions under its jurisdiction;
  4. borrow money and issue notes, bonds, or certificates of indebtedness for the same and pledge fees, rents, and revenues to guarantee payment thereof, in accordance with law and with approval of the State Bond Commission;
  5. determine the fees which shall be paid by students and maintain in the System office, as a public record available on request, a current schedule of such charges;
  6. purchase land and purchase or construct buildings necessary for the use of its institutions in accordance with applicable laws;
  7. purchase equipment and properly maintain and make improvements to facilities necessary for the use of its institutions in accordance with applicable laws;
  8. lease land or other property belonging to it or to any of the institutions within its System in accordance with law;
  9. sell or exchange land or other property not needed for institutional purposes in accordance with law;

10. employ or approve employment, fix or approve salaries, fix or approve the duties and functions of personnel for the System office and for its institutions, maintain in the System office, as a public record available on request, a current list of approved salaries;
11. accept and approve curricula and programs of study;
12. adopt, amend, or repeal rules and regulations necessary or proper for the business of the Board and for the governance of the institutions under its jurisdiction;
13. adopt, amend, or repeal rules and regulations for the governance and discipline of students;
14. affiliate with any institution giving any special course of instruction upon such terms as the Board deems appropriate, which terms may include the retention by such institution of the control of property, faculty, and staff;
15. award certificates, confer degrees and issue diplomas certifying the same, as well as adopt, amend, or repeal rules and regulations pertaining to the conferring of degrees; (Revised 2/24/95)
16. enter into contracts and agreements with other public agencies with respect to cooperative enterprises and undertakings relating to or associated with its institutions' purposes and programs;
17. perform such other functions as are necessary or incidental to the supervision and management of its institutions;
18. elect the heads of institutions as prescribed by law;
19. employ such technical and professional assistance as needed;
20. assign, designate, or determine the name of, or rename, any building under the jurisdiction of the Board;
21. assign, designate, or determine the name of, or rename, any institution or building under the jurisdiction of the Board, subject to statutory law;
22. adopt policies and rules authorizing institutions to develop and conduct courses of study for inmates and personnel at state correctional institutions;
23. encourage assistance to advance economic development in each institution's community;
24. review and approve any action the Board deems necessary at the institutional level; and
25. perform other duties and actions as prescribed by law and/or deemed necessary for efficient operation of the System.

## SECTION VI. STAFF

- A. System President. The System President shall be appointed by the Board and shall act as the chief executive officer of the University of Louisiana System.

The System President shall be able to interact effectively with state and higher education officials and the public. The compensation package for the System President shall include provision for fringe benefits, housing, automobile, and other expenses consistent with the other systems (LSU and Southern) and all other benefits as provided for in Chapter III-Section 4.

The System President shall be responsible to the Board for the conduct of the affairs of the System and shall execute and enforce all of the decisions, orders, rules, and regulations of the Board. The System President shall have the following duties, responsibilities and authority:

1. The System President shall be the single, authoritative representative of the System in addressing the Governor, the Legislature, individual legislators, the Board of Regents, other state officials, and the public on matters of System policy. Institution presidents assist as requested by the System President.
2. The System President shall meet with the institution presidents collectively on a regular basis to discuss matters of mutual concern. In the organizational structure of the System, the institution presidents shall report to the System President, and the System President reports to the Board.
3. The System President, upon the vacancy of an institutional presidency, shall serve as the non-voting chairman of a search committee appointed by the Chair of the Board in accordance with Board RULES and, as specified by R.S. 17:3303, shall make a recommendation for Board appointment of each university president. The Board shall adopt an appropriate title by which each head shall be designated. The head of each university shall serve at the pleasure (at will) of the Board, at a salary fixed by the Board. Resignations by institution presidents are submitted to the System President and forwarded to the Board in conformity with Board policy.
4. The System President, in preparing recommendations to the Board, shall call upon senior staff personnel for assistance as deemed necessary. Staff is defined as not only System office employees, but also administrators (deans, department heads, vice presidents, campus heads, etc.) at System institutions.

5. The System President, in consultation with the Chair of the Board, sets the agenda for Board meetings. Institution presidents submit agenda items to the System President who recommends action to the Board.
6. At meetings of the Board, the System President calls upon institution presidents to address their respective institutional concerns. The System President addresses items of System-wide concern and coordinates all presentations.
7. Institutional personnel actions, relative to unclassified employees, which are the responsibility of the institution presidents, are submitted to the System President and analyzed by the System staff. Approval may be granted to proceed with search processes. Final action is presented to the System office for evaluation and forwarded with the System President's recommendation for Board approval. (Revised 6/25/99).
8. Grievance appeals from the decision of the president of an institution are processed through the System President's office to the Grievance Committee of the Board. In other personnel disputes, the System President, or a designee, works with the president of an institution as needed.
9. Institutional legislative budget requests and operating budgets are submitted to the System President, analyzed by the System staff, and forwarded with the System President's evaluations and recommendations to the Board for action.
10. The System President's office may conduct System-wide academic program reviews to ensure the most appropriate use of state resources and shall report findings to the Board. Contracts (as required by R.S. 17:3351) requiring approval of the Board are processed by the System President's office and forwarded, with the System President's recommendations, to the Board.
11. Personnel in the System office are appointed by the System President, subject to the ratification of the Board, and serve at the will of the System President.
12. The System President shall appoint committees, councils, task forces, etc. as deemed necessary to conduct office or System business.
13. The System President may designate a staff member to perform any duty authorized to be performed by the System and to execute any document associated with the performance of that duty. (Revised 8/27/99).
14. The System President may perform other duties prescribed by the Board or duties necessary for the efficient operation of the office or System.

B. System President Evaluation and Compensation. The President of the System shall be informally evaluated in executive session at a meeting of the Board, according to written

goals/objectives, specific and general, developed by the President and Board Chair and presented to the Board for approval at the outset of each fiscal year.

A formal evaluation of the System President shall be performed at least every four (4) years or at any other time deemed desirable by the Board. (Revised 6/21/2018)

The Executive Committee of the Board shall serve as the President's Compensation Committee and, based on each annual evaluation, meet in executive session to review the President's compensation package.

- C. Other System Staff. The System President, with approval of the Board, may appoint staff deemed necessary to conduct System business. (*See PPM*)

## SECTION VII. COUNCILS

- A. Presidents' Council. A Presidents' Council shall be composed of each of the presidents of the institutions governed by the Board and presided over by the System President.

The Council shall meet upon call of the System President. The Presidents' Council shall consider matters referred to it by the System President, and make recommendations for possible Board consideration.

- B. Faculty Advisory Council. The Faculty Advisory Council shall consist of one (1) faculty representative and an alternate representative from each System institution. These persons shall be selected by the Faculty Senate of each institution. Each institution shall pay expenses of its faculty representative (or alternate) to such meetings as the Faculty Advisory Council may call.

- C. Student Advisory Council (SAC). The Student Advisory Council shall consist of the president of the student government association from each institution under the jurisdiction of the Board.

- D. Other Councils. Other councils may be appointed as deemed necessary by the System President.

**SECTION VIII. ORIENTATION FOR NEW BOARD MEMBERS AND BOARD MEMBER PROFESSIONAL DEVELOPMENT**

The System shall provide for the orientation and continued professional development of members of the Board of Supervisors. The main focus of this training will be toward assisting members of the Board to become more informed and active participants in managing the operations of the campuses within the System. (*See PPM*)

**SECTION IX. CHANGE OF BYLAWS**

- A. Changes in Bylaws. New bylaws may be adopted, and bylaws may be amended or repealed by a majority vote at any meeting of the Board. No action shall be taken unless notice of such proposed adoption, amendment, or repeal shall have been given at a previous meeting or unless notice in writing of the proposed change shall have been served upon each member of the Board at least thirty (30) days in advance of the final vote upon such change.
- B. Waiving of Notice. The requirements for thirty (30) day notice may be waived at any time by a vote of two-thirds (2/3) of the entire membership of the Board.

**SECTION X. EFFECTIVE DATE FOR BYLAWS**

All amendments or additions to Part One, the Bylaws section of the Board RULES, shall become effective on the 10th day after Board adoption unless otherwise stated. (Revised 2/25/00)

**SECTION XI. REPEALING CLAUSE**

All rules, regulations, orders or resolutions heretofore enacted by the Board which are in conflict with these bylaws, are hereby repealed.

## **SECTION XII. BOARD SELF-EVALUATION**

To assess the effectiveness of the Board (as a unit), the Board will continue to regularly define and evaluate its responsibilities and expectations as follows:

1. The Board will conduct a self-evaluation of its responsibilities and expectations at least every two years. The Board may also choose to engage in an additional self-evaluation upon the election of a new Chairman.
2. The self-evaluation will include assessments regarding
  - (a) Board organization, leadership, and committee responsibilities and structure;
  - (b) Board orientation and ongoing education;
  - (c) Board fiduciary oversight of UL System and the ULS institutions;
  - (d) Board's oversight of the President of the System as chief executive officer; and
  - (e) Board's method for identifying and addressing potential conflicts of interest.

(Effective 6/21/18)