



## UNIVERSITY OF MINNESOTA BOARD OF REGENTS

### BYLAWS

#### INTRODUCTION

The Board of Regents of the University of Minnesota (Board) was established by the University Charter passed by the Legislative Assembly of the Territory of Minnesota in the Territorial Laws 1851, Chapter 3; and this establishment was perpetuated by the Constitution of the State of Minnesota, Article XIII, Section 3.

#### ARTICLE I. CORPORATE NAME AND SEAL

The name of the body corporate shall be *Regents of the University of Minnesota*. The corporation shall have a seal on which shall be inscribed the name of the corporation.

#### ARTICLE II. AUTHORITY AND RESPONSIBILITY

The government of the University of Minnesota shall be vested in a Board of twelve Regents as provided in the University Charter as approved in 1851 by the Legislative Assembly of the Territory of Minnesota and affirmed in 1857 in the Constitution of the State of Minnesota, and as amended thereafter.

#### ARTICLE III. OFFICERS OF THE BOARD OF REGENTS

##### Section A. Officers

The officers of the Board shall consist of the Chancellor as ex officio President, Chair, Vice Chair(s), Secretary, and Treasurer. The Chair and Vice Chair(s) shall be elected from members of the Board.

##### Section B. Term of Office

The officers of the Board, except the President, Secretary, and Treasurer, shall be elected for a two-year term which shall commence on July 1 of the odd-numbered year following the annual meeting or shall serve until their successors are elected. The Board shall have the power to remove any officer when in its judgement the interest of the University requires it.

### Section C. Duties and Responsibilities

1. *Chancellor.* The Board by formal action on June 12, 1943, resolved that the Chancellor shall also be known and designated as the President of the University of Minnesota. The President shall be ex officio, non-voting, President of the Board and shall perform such duties as set forth in these *Bylaws* or otherwise required by the Board.

The President of the University shall be elected by the Board whenever there is a permanent vacancy and shall hold office at the pleasure of the Board. If the President is unable to serve, as determined by the Board, the Board may designate an Acting President.

2. *Chair.* The Chair shall preside at the meetings of the Board. The Chair shall be empowered and authorized to execute those instruments and documents which require the approval of the Chair as the principal corporate officer.
3. *Vice Chair(s).* There shall be no more than two Vice Chairs of the Board.
  - a) If the Board elects one Vice Chair during the election of officers as outlined by Article III, Section D, the Vice Chair shall perform the duties ordinarily performed by the Chair of the Board in the temporary absence of the Chair.
  - b) If the Board elects two Vice Chairs during the election of officers as outlined by Article III, Section D, the following shall apply:
    - i. In the temporary absence of the Chair of the Board: The Vice Chair whose last name comes first alphabetically shall perform the duties ordinarily performed by the Chair of the Board in even-numbered months. The Vice Chair whose last name comes second alphabetically shall perform the duties ordinarily performed by the Chair of the Board in odd-numbered months.
    - ii. If one of the Vice Chair positions is permanently vacant, the remaining Vice Chair shall perform the duties of the Vice Chairs.
    - iii. All references to Vice Chair of the Board in Board policy or other University policies shall apply to the Vice Chairs.
4. *Secretary.* It shall be the duty of the Secretary to record all of the proceedings of the Board and all committees of the Board and to carefully preserve all of its records. The Secretary shall be the custodian of the corporate seal of the Regents of the University of Minnesota and shall duly execute for and on behalf of the "Regents of the University of Minnesota" or the "University of Minnesota" such instruments and documents which would devolve upon a corporate officer and would be usual to that office. The Secretary shall cause all notices to be duly given in accordance with these *Bylaws* and shall perform such other duties as the Board may direct.

The Secretary shall be the individual who holds the position of Executive Director of the Office of the Board of Regents, the office that reports to and supports the work of the Board, and shall be elected as Secretary upon appointment to that position by the Board.

5. *Treasurer.* The Treasurer shall keep a true and faithful account of all moneys received and paid out and shall give such bonds for faithful performance as the duties of the Board may require.

The Treasurer shall be the individual who holds the position of Executive Vice President for Finance and Operations and shall be elected as Treasurer upon appointment to that position by the Board.

## **Section D. Election of Officers**

The election of the officers of the Board shall be conducted at the annual meeting in June of the odd-numbered year in accordance with the following procedure:

1. The Nominating Committee, as described in Article V, Section B, shall prepare a slate of at least one candidate for Chair and at least one candidate for Vice Chair of the Board.
2. The report of the Nominating Committee shall be sent by electronic communication to each member of the Board at least ten calendar days prior to the annual meeting.
3. After the report of the Nominating Committee has been presented at the annual meeting, nominations may be received from the floor.
4. If there is only one nominee for each office, a member may move election of the nominated slate. The vote shall be by unanimous consent.
5. If there are two or more nominees, election of each officer shall be conducted separately by roll call. The first nominee receiving at least seven votes is elected.
6. If there are three or more nominees and no one is elected on the first four ballots, the nominee who received the least number of votes on the fourth ballot will be dropped. This procedure shall be used until two nominees remain or a nominee has been elected. In case of a tie for the least number of votes, balloting shall continue on all candidates until the tie is broken.

## **Section E. Vacancy of an Office of the Board of Regents**

In the event of a permanent vacancy in the office of the Chair:

1. If the Board has elected one Vice Chair during the election of officers as outlined by Article III, Section D, that individual is appointed to the position of Chair and shall serve out the Chair's term of office.
2. If the Board has elected two Vice Chairs during the election of officers as outlined by Article III, Section D, the Board shall appoint one of the Vice Chairs to assume the position of Chair and that individual will serve out the Chair's term of office. Until the Board is able to convene a meeting to do so, the provisions of Article III, Section C, 3, b, i shall determine which Vice Chair shall perform the duties ordinarily performed by the Chair of the Board until the vacancy is filled.

In the event of a permanent vacancy of any other office of the Board, including when the Vice Chair(s) is appointed to assume the office of the Chair, an election shall be held for the unexpired term at a subsequent meeting of the Board. Nominations may be made from the floor. Voting shall be conducted according to Article III, Section D.

Notice shall be sent to each member of the Board by electronic communication ten days prior to the date of the meeting at which the election shall be conducted.

## **ARTICLE IV. MEETINGS OF THE BOARD OF REGENTS**

### **Section A. Annual Meeting**

The annual meeting of the Board shall be held on the second Friday in June each year unless otherwise determined by the Board. Notice shall be sent via electronic communication ten calendar days prior to the annual meeting. The Board shall set its schedule of Regular Meetings for the ensuing year at the annual meeting.

Election of officers of the Board shall be held at the annual meeting of the odd-numbered years. Standing committees of the Board shall be appointed by the Chair following the annual meeting of the odd-numbered years.

### **Section B. Regular Meetings**

Regular meetings of the Board shall be held in accordance with the schedule of meetings approved at the annual meeting. The Board may vote to change the date of any regular meeting. Notice of regular meetings shall be sent via electronic communication ten calendar days prior to the meeting.

The Order of Business at regular meetings of the Board shall include, but not be limited to, the following:

1. Approval of Minutes and Consent Report
2. Report of the President
3. Report of the Chair of the Board
4. Receive and File Reports
5. Reports of Committees
  - a) Standing Committees
  - b) Special Committees
6. Unfinished Business
7. New Business
8. Adjournment

### **Section C. Special Meetings**

Special meetings of the Board or of its committees to consider specific items of business may be called by the Chair of the Board, and shall be called by the Chair at the written request of any five members of the Board at such time and place, and in such form as the Chair may deem appropriate. A special meeting must be held within 30 calendar days of the Chair receiving the written request.

The Secretary shall provide reasonable public notice of special meetings, and the Chair may in special circumstances waive the requirement of notice provided that other appropriate public notice is given.

## **ARTICLE V. COMMITTEES OF THE BOARD OF REGENTS**

### **Section A. Standing Committees**

The Board shall name and identify the responsibilities of standing committees through Board of Regents Policy: *Board Operations and Agenda Guidelines*.

The Chair of the Board shall appoint the Regents to all standing committees, shall designate the Committee Chair and Vice Chair of each, and fill vacancies arising for any reason. The Chair of the Board may change standing committee membership or replace Committee Chairs or Vice Chairs at any time.

Regular meetings of the standing committees shall typically occur prior to the regular meetings of the Board. The Chair of the Board, in consultation with the appropriate Committee Chair, may establish a schedule of regular meetings for those standing committees that do not meet in accordance with the schedule of regular meetings of the Board as defined by Article IV, Section B.

## **Section B. Nominating Committee**

The Chair of the Board shall appoint a Nominating Committee of three members of the Board and designate the Committee Chair at the regular May meeting of the odd-numbered years. The Nominating Committee shall conduct itself according to Article III, Section D.

## **Section C. Special Committees**

The Chair of the Board shall appoint the members, designate the Special Committee Chairs and Vice Chairs, and identify the responsibilities of special committees. The Chair of the Board shall fill vacancies arising for any reason and may change special committee membership or replace Special Committee Chairs or Vice Chairs at any time. Special committees operate until the end of the term of the Chair of the Board who created the special committee but may be dissolved by the Chair of the Board at any time.

Regular meetings of the special committees shall typically occur prior to the regular meetings of the Board. The Chair of the Board, in consultation with the appropriate Special Committee Chair, may establish a schedule of regular meetings for those special committees that do not meet in accordance with the schedule of regular meetings of the Board as defined by Article IV, Section B.

## **ARTICLE VI. RULES OF PROCEDURE FOR MEETINGS OF THE BOARD OF REGENTS AND ITS COMMITTEES**

### **Section A. Parliamentary Procedures**

*Robert's Rules of Order*, in its most recent revised edition, shall guide the business of the Board for all meetings to the extent that they are consistent with law and these *Bylaws*. The University General Counsel shall rule on all disputed questions of procedure.

### **Section B. Open Meetings**

The Board adopts as its policy the Minnesota Open Meeting Law as set forth in Minnesota statute. A motion to hold a non-public meeting must be put to a vote at a public meeting of the Board.

### **Section C. Quorum**

A majority of the members of the Board, or of a committee, shall be necessary to constitute a quorum for meetings of the Board or meetings of a committee.

### **Section D. Voting the Question**

The decision of the majority voting on the question shall prevail, with the exception of a vote to impose sanctions on a Regent, which shall require a two-thirds vote of the Board. The Secretary shall record the vote of each Regent. A Regent may abstain from voting. Voting by proxy or by mail shall not be permitted.

Participation and voting by Regents via telephone or video conferencing is permissible, provided the Regent or Regents are available to participate in the items presented, discussed, and voted upon at that meeting, and they shall be counted towards determination of a quorum.

### **Section E. Business Before the Board of Regents**

1. *Agenda Development.* The Chair of the Board, in consultation with the President and Vice Chair(s) of the Board, and consistent with the Board of Regents Policy: *Board Operations and Agenda Guidelines*, approves items of business and the agenda to be considered at meetings of the Board and the standing or special committees. Any Regent may suggest items for the agenda or move to have an item discussed at a meeting during New Business.

2. *Docket Materials.* Items and supporting documentation to be included in the docket should be submitted to the Office of the Board of Regents at least ten calendar days before the meeting at which consideration is expected.
3. *Committee Recommendations.* The recommendations of Board committees shall be reported to and be subject to approval by the Board, unless otherwise provided for in Board policy.
4. *Requests to Appear.* The Chair of the Board shall not ordinarily allow individuals who are not on the agenda to speak at meetings. Any request by an individual not on the agenda to appear before a meeting of the Board or its standing or special committees shall be addressed as follows:

A request to appear before a meeting of the Board or its standing or special committees shall be submitted in writing to the Secretary ten days calendar days in advance of the meeting and must provide a rationale for the request. The Chair of the Board, in consultation with the Vice Chair(s) of the Board and the President, shall rule on all requests. If the request is to appear before a committee, the Chair may also consult with the Committee Chair. When ruling on a request to appear, the Chair of the Board may consider the following:

- If the request is connected to an agenda item before the Board or committee for that meeting.
- If the Board has previously acted on the requested topic.
- If the requested topic is an area delegated to the President or delegate.
- If the topic of the request has been previously heard by, communicated to, or addressed by the Board, and the Chair of the Board can conclude that the University has appropriately addressed the request and there are no further actions the University should take.

All requests and the ruling of the Chair of the Board shall be shared with the Board. Should a request be granted, the request shall be placed on the agenda under Receive and File Reports or another appropriate agenda item at the discretion of the Chair of the Board. The Office of the Board of Regents shall maintain guidelines to implement this process and communicate to the requester typical protocol including the time limit for their remarks, Board interaction with the requester, and meeting rules of procedure.

#### **Section F. Protocol for Meetings of the Board of Regents**

1. All those in attendance at meetings of the Board may be asked to identify themselves to the Secretary or a designee upon entry to the meeting.
2. Only members of the Board, the President, and those recognized by the Chair may address the Board.
3. If space is limited in the meeting room, those with business before the Board and the members of the press shall have priority over those who are visitors.
4. Flags, banners, signs, or similar displays that cause any disturbance, delay, or interference shall not be permitted in meetings of the Board or its committees.
5. No person shall cause any disturbance, delay, or interference, or cause any threats thereof at any meeting of the Board or its committees. Further, no person shall intentionally, or through coercion, force, or intimidation, deny or interfere with the right of another to free access or egress from any meeting.
6. Visitors to meetings of the Board shall observe the reasonable requests of the Chair.

These rules and regulations are adopted for purposes of Minnesota Statute § 624.72.

### **Section G. Minutes of the Board of Regents Meetings**

Approved minutes of the proceedings of the Board shall be kept by the Secretary, who shall cause them to be preserved and accessible to the members of the Board, members of the University community, and the public. All lengthy reports shall be included in the docket materials and referred to in the minutes. The minutes shall reflect the votes cast in Board meetings and in committee meetings on matters recommended to the Board for action. The Secretary shall ensure that the minutes, docket materials, and all video recordings are preserved by University Archives.

### **Section H. Telephone or Video Meetings**

The Chair of the Board may decide that regular or special meetings of the Board or any of its committees and regular meetings may be held by telephone or video conferencing. For purposes of such a meeting, all Regents who are connected by telephone or video conference shall count toward a quorum and may participate and vote. The Secretary shall give reasonable public notice of such meetings and shall make arrangements for the public to hear the discussion, unless it is a non-public meeting.

## **ARTICLE VII. DELEGATION OF AUTHORITY**

### **Section A. President, Executive Officers, and Administrators**

The Board may authorize appropriate executive officers to act on behalf of the University, consistent with Board of Regents Policy: *Reservation and Delegation of Authority* and other Board policies. As the highest authority that can act on behalf of the University, the Board shall be the University General Counsel's ultimate client, unless the Board directs otherwise.

### **Section B. President, University Senate, and Faculties**

All matters relating to the education and administrative affairs of the University, consistent with actions or policies of the Regents of the University of Minnesota heretofore or hereafter taken or established and including those incident to the management of the student body are, for the purpose of effectuating the government of the University under and by the Regents, committed to the President, the University Senate, and the several faculties, as provided in the Senate Constitution and as amended from time to time.

## **ARTICLE VIII. MISCELLANEOUS PROVISIONS**

### **Section A. Code of Conduct and Conflict of Interest**

The members of the Board shall be guided by the provisions set forth in Board of Regents Policy: *Code of Conduct for Members of the Board of Regents*.

### **Section B. Reimbursement for Expenses**

Regents may be reimbursed for expenses incurred in the performance of official business as defined by Board of Regents Policy: *Code of Conduct for Members of the Board of Regents*.

### **Section C. Board Operations in Emergencies**

In the event a quorum of the Board, as defined in Article VI, Section C, is unable to discharge the powers and duties of their office due to death or incapacity and it becomes necessary to convene a meeting of the Board to ensure the continuity of University Operations, the remaining Regents may convene a meeting and act as follows:

1. Designate an Acting Chair of the Board if the Chair and Vice Chair(s) of the Board are unable to serve.

2. Designate an Acting President if the President is unable to serve.
3. Authorize necessary emergency funding.
4. Other actions necessary to ensure the continuity of University operations.

The remaining Regents may continue to act to ensure the continuity of University operations until a quorum of the Board is restored.

#### **ARTICLE IX. AMENDMENTS TO BYLAWS**

These *Bylaws* may be amended by a two-thirds vote of the Board at any meeting, provided, however, that notice of any proposed changes shall be sent by electronic communication to the members of the Board 30 calendar days in advance of the meeting scheduled to consider such changes.

#### **ARTICLE X. SUSPENSION OF BYLAWS**

Any provision of these *Bylaws* other than those contained in Article VIII, Section A, may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of two-thirds of the Board.

#### **REVISION HISTORY**

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**Adopted:** December 10, 1889

**Amended:** June 15, 1929; May 9, 1939; June 12, 1954; June 10, 1967; February 9, 1968; September 10, 1971; July 14, 1972; June 8, 1973; February 13, 1976; March 11, 1977; July 10, 1981; January 10, 1986; November 10, 1994; December 12, 1997; February 12, 1999; May 14, 1999; February 11, 2000; July 12, 2001; October 12, 2018; February 14, 2020; February 14, 2025

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