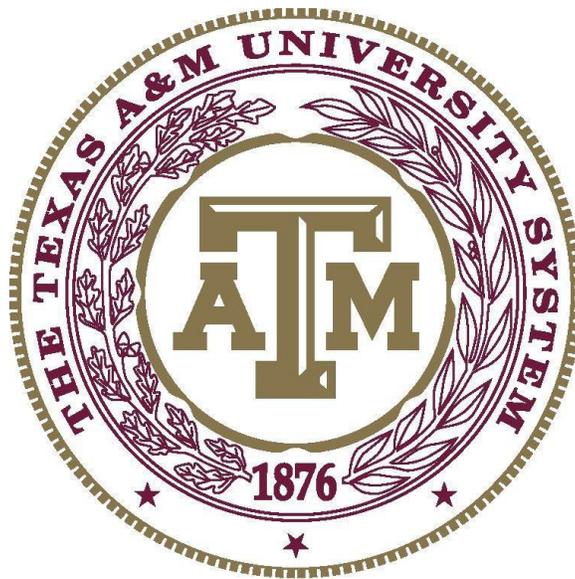


BYLAWS
of the
BOARD OF REGENTS
of
The Texas A&M University System



August 28, 2025

CONTENTS

ARTICLE I	MISSION AND VISION OF THE TEXAS A&M UNIVERSITY SYSTEM.....	1
SECTION 1 ...	HISTORY OF THE TEXAS A&M UNIVERSITY SYSTEM.....	1
SECTION 2 ...	GOVERNANCE OF THE SYSTEM.....	1
SECTION 3 ...	MISSION OF THE SYSTEM.....	1
ARTICLE II	AUTHORITY OF THE SYSTEM BOARD	1
SECTION 1 ...	INTRODUCTION.....	1
SECTION 2 ...	COMPOSITION OF THE BOARD	1
SECTION 3 ...	OFFICERS OF THE BOARD.....	2
SECTION 4 ...	ROLES AND RESPONSIBILITIES OF BOARD.....	2
SECTION 5 ...	ROLES AND RESPONSIBILITIES OF THE CHAIRMAN OF THE BOARD.....	3
SECTION 6 ...	ROLES AND RESPONSIBILITIES OF THE VICE CHAIRMAN OF THE BOARD	3
SECTION 7 ...	COMPENSATION AND EXPENSES	3
SECTION 8 ...	BOARD SELF-EVALUATION	3
ARTICLE III	BOARD OF REGENTS CODE OF CONDUCT	4
SECTION 1 ...	COMPLIANCE WITH LAW AND POLICY	4
SECTION 2 ...	LIABILITY AND INDEMNIFICATION.....	4
SECTION 3 ...	LIMITATIONS OF ROLES AND RESPONSIBILITIES.....	4
SECTION 4 ...	COMMUNICATION WITH SYSTEM AND PUBLIC	4
SECTION 5 ...	PREPARATION AND PARTICIPATION.....	5
SECTION 6 ...	CONFIDENTIALITY, PRIVACY AND ACCESS TO INFORMATION.....	5
SECTION 7 ...	CENSURE OF REGENT	5
ARTICLE IV	CONFLICT OF INTEREST	6
SECTION 1 ...	DUTY TO AVOID AND REPORT CONFLICTS OF INTEREST	6
SECTION 2 ...	DUTY TO AVOID NEPOTISM	6
SECTION 3 ...	DUTY TO AVOID CONFLICTS CAUSED BY DUAL MEMBERSHIP.....	6
ARTICLE IV	BOARD PERSONNEL	7
SECTION 1 ...	BOARD DIRECT REPORTS.....	7
SECTION 2 ...	CHANCELLOR OF THE SYSTEM	7
SECTION 3 ...	BOARD OF REGENTS GENERAL COUNSEL	7
SECTION 4 ...	BOARD OF REGENTS EXECUTIVE DIRECTOR	8
SECTION 5 ...	CHIEF AUDITOR.....	8
ARTICLE VI	MEETINGS	8
SECTION 1 ...	OPEN MEETINGS ACT	8
SECTION 2 ...	REGULAR MEETINGS.....	8
SECTION 3	SPECIAL AND EMERGENCY MEETINGS	9
SECTION 4	NOTICE OF MEETINGS.....	9

ARTICLE VII	COMMITTEES	9
SECTION 1	COMMITTEE PROCEDURES	9
SECTION 2	COMMITTEE MEMBERSHIP	9
SECTION 3	RESPONSIBILITIES OF COMMITTEE CHAIRMAN	10
SECTION 4	STANDING COMMITTEES	10
SECTION 5	SUBCOMMITTEES	10
SECTION 6 ..	SPECIAL COMMITTEES	11
SECTION 7 ...	COMMITTEE ON AUDIT AND RISK MANAGEMENT.....	11
SECTION 8 ...	COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS.....	11
SECTION 9	COMMITTEE ON FINANCE	11
SECTION 10 ..	COMMITTEE ON FACILITIES PLANNING AND CONSTRUCTION.....	11
SECTION 11 ..	COMMITTEE ON RESEARCH	12
SECTION 12 ..	QUORUM.....	12
ARTICLE VIII	AMENDMENTS TO BYLAWS	12

BYLAWS OF THE BOARD OF REGENTS THE TEXAS A&M UNIVERSITY SYSTEM

ARTICLE I: MISSION AND VISION OF THE TEXAS A&M UNIVERSITY SYSTEM

SECTION 1: HISTORY OF THE TEXAS A&M UNIVERSITY SYSTEM

The Texas A&M University System (System) was founded in 1948 and today includes 11 universities (12 universities effective September 1, 2025) and eight state agencies. Each of the System members has its own unique history, mission, and goals. Together, they conduct research, provide educational programs, and deliver community enhancement services that improve the lives of people in Texas and around the world. The System has a physical presence in the majority of the state's 254 counties and a programmatic presence in every county.

SECTION 2: GOVERNANCE OF THE SYSTEM

The governance of the System is vested in a Board of Regents (Board). The Board derives its authority from the Texas Education Code which states in Title 3, Chapter 85, Subchapter B that “The government of the university system is vested in a board of nine regents appointed by the governor with the advice and consent of the senate.”

SECTION 3: MISSION OF THE SYSTEM

The mission of the System is articulated in System Policy *03.01, System Mission, Vision and Strategic Planning Process*.

ARTICLE II: AUTHORITY OF THE SYSTEM BOARD

SECTION 1: INTRODUCTION

The following Bylaws govern the System Board (Board Bylaws).

SECTION 2: COMPOSITION OF THE BOARD

The Texas Education Code states that members of the Board (Regents) must be qualified voters selected from different portions of the state. Regents hold office for staggered six-year terms. Three Regents' terms will end on February 1st of each odd-numbered year (Texas Education Code, Sec. 85.12).

The Board will include a non-voting student regent.¹ The Governor selects the student regent from a set of applications selected by the Chancellor. Specific rules governing the process for selecting the student regent are dictated by Section 51.355 of the Texas Education Code.

¹ The use of “Regent” refers to the nine voting Regents and does not include the student regent. The “student regent” will be called out explicitly as such in the text, as necessary.

SECTION 3. OFFICERS OF THE BOARD

The Board is led by a Chairman of the Board (Chairman) and Vice Chairman of the Board (Vice Chairman) who are elected by a majority vote of the Regents. The Chairman acts on behalf of and is responsible to the Board.

At the first regular (or special) meeting in odd years, the Board will vote for the Chairman and Vice Chairman. The Chairman and Vice Chairman will each serve for two years. The Chairman or Vice Chairman may be removed by a vote of three-fourths of all the Regents in attendance, not including the Regent under consideration.

In case of the death, resignation, disqualification, or removal of the Chairman, the Vice Chairman will assume the position of Chairman on an interim basis, and the Board will vote for a new Chairman and, if needed, a new Vice Chairman at its next meeting. The new Chairman and Vice Chairman will hold office until the next regular election cycle.

SECTION 4: ROLES AND RESPONSIBILITIES OF THE BOARD

The responsibility of the Board is to serve as stewards for the System. In addition to the responsibilities outlined in the Texas Education Code, the Board has the duty to advocate for the needs of the entire System, including the universities, agencies, students, faculty, and staff. Regents are expected to act in the best interests of the System and to place the interests of the System above their own interests.

Chapter 85 of the Texas Education Code establishes and governs the System. It broadly outlines the Board's duties: "The board will make bylaws, rules, and regulations it deems necessary and proper for the government of the university system and its institutions, agencies, and services." Chapter 51 of the Texas Education Code delineates additional responsibilities that apply to all higher education boards in the state of Texas. This section specifies that the 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." Section 51.352 of the Texas Education Code states that the state's higher education boards are expected to:

- Preserve institutional independence and to defend its right to manage its own affairs through its chosen administrators and employees;
- Enhance the public image of each institution under its governance;
- Interpret the community to the campus and interpret the campus to the community;
- Nurture each institution under its governance to the end that each institution achieves its full potential within its role and mission and insist on clarity of focus and mission of each institution under its governance;
- Establish, for each institution under its control and management, goals consistent with the role and mission of the institution;
- Appoint the chancellor of the university System; and
- Set campus admission standards consistent with the role and mission of the institution.

The Board will conduct performance evaluations for its direct reports as described in Article 5, Section 1.

SECTION 5: ROLES AND RESPONSIBILITIES OF THE CHAIRMAN OF THE BOARD

The Chairman of the Board serves as the primary executive officer for the Board. The Chairman will sign all contracts and other instruments requiring execution on behalf of the Board, as authorized by the Board, and will discharge any other duties usually required of a presiding officer. The Chairman will:

- Act as the official Board spokesperson for Board decisions (See Article III, Section 4);
- Enforce with the Board of Regents General Counsel the Regents' code of conduct (Article III);
- Preside over all meetings of the Board conducted according to parliamentary rules in Robert's Rules of Order;
- Call special meetings of the Board, as needed;
- Appoint members to standing and/or special committees subject to approval of the Board; and
- Serve as an ex-officio member of all Board committees.

SECTION 6: ROLES AND RESPONSIBILITIES OF THE VICE CHAIRMAN OF THE BOARD

In the temporary absence of the Chairman, the Vice Chairman will assume all responsibilities of the Chairman as outlined in Article II until the Chairman is able to resume their duties or a new Chairman is elected.

SECTION 7: COMPENSATION AND EXPENSES

Section 85.15 of the Texas Government Code states that Regents serve without compensation but are entitled to reimbursement for actual expenses accrued in their duties as a Regent.

SECTION 8: BOARD SELF-EVALUATION

The Board will perform a self-evaluation at least every three years. The Chairman may appoint a committee and/or may retain a third-party to guide the Board in its self-evaluation. During the self-evaluation the Board will review and update (as needed):

Every three years:

- Progress towards goals identified in the System strategic plan, including any updates to the plan, as needed;
- Board Code of Conduct;
- Board orientation and continuing education requirements.

Every six years:

- System mission statement;
- Current bylaws;
- Board organization, leadership, and committee structure; and

The Board will consult anonymous feedback from System leaders and members, including administrators, staff, faculty, and students, to conduct its evaluation.

ARTICLE III: BOARD OF REGENTS CODE OF CONDUCT

SECTION 1: COMPLIANCE WITH LAW AND POLICY

Regents will comply with all applicable laws, regulations, and System policies adopted by the Board and published by the System (“System policies”). Regents will abide by Board decisions.

SECTION 2: LIABILITY AND INDEMNIFICATION

To the fullest extent possible by the laws of the State of Texas, no Regent will be personally liable for monetary damages for any action taken, or any failure to take any action, as a Regent.

Except as prohibited by law, each Regent will be entitled as of right to be indemnified by the System against expenses and any liability paid or incurred by such Regent in connection with any legal action against the Regent in their individual capacity.

The System will not indemnify any Regent, or pay, advance or reimburse any Regent, for any legal fees and expenses incurred in connection with any action, suit or proceeding such Regent brings, directly or indirectly, against the System, the Board, or any Regent, employee, agent or representative of the Texas A&M System or Board.

SECTION 3: LIMITATIONS OF ROLES AND RESPONSIBILITIES

The Board’s role is to set the vision and policy direction for the System. The responsibility to set and carry out policy and day-to-day operational and administrative matters is the responsibility of System administration, University Presidents, and member Agency CEOs (or the equivalent and their delegates). Individual Regents will not involve themselves in day-to-day administrative matters. The Board will only make decisions and instruct System administration and member CEOs collectively as the governing body of the System. Regents will abide by Board decisions and System policies.

Regents who engage System personnel should identify when they are acting as an individual Board member and when they are communicating a consensus of the Board.

Nothing in this section is intended to limit the Board’s general oversight responsibility or its power of inquiry.

At all times, Regents will consider their roles to act as a fiduciary of the System and to act in the best interest of the System.

SECTION 4: COMMUNICATION WITH SYSTEM AND PUBLIC

This policy applies to communication of Board decisions with the media and with all System stakeholders (including administrators, staff, faculty, students). All media and press statements, interviews and/or background discussions will be coordinated with the Office of the Board of Regents, who will engage the System Office of Marketing and Communications, as needed.

Individual Regents will speak for the Board or the System only when specifically authorized to do so by the Chairman. Regents will recognize that communication of an individual Regent's views can be assumed to be an expression of the Board's position as a whole and will make diligent efforts to avoid such misunderstandings with System stakeholders.

The Board will speak with a united voice via the Chairman of the Board who serves as the spokesperson for the Board, on matters as authorized by the Board. As their duty to be fiduciaries of the System, Regents should avoid negative or critical public statements about the Board, System, or System stakeholders.

SECTION 5: PREPARATION AND PARTICIPATION

Regents are expected to make informed decisions regarding the educational, research, and public service programs of the System, as well as understand the duties, responsibilities, and obligations of the Board.

Regents will a) complete all required training (required by either Sections 61.084 and 61.0841 of the Texas Education Code or by the Board), b) attend Board and assigned committee meetings; c) come prepared to all meetings to make reasoned and informed decisions based on the information available; and d) participate in the activities of the Board, inside and outside of meetings.

SECTION 6: CONFIDENTIALITY, PRIVACY AND ACCESS TO INFORMATION

Regents are entitled to information that is reasonably related to their duties as Regents and not violative of law.

The unauthorized release, use, access, or retention of confidential or proprietary information, regardless of intent, is strictly prohibited. All information provided to Regents will be used only for purposes consistent with Regents' fiduciary duties and responsibilities to the System. Regents will respect and abide by all federal and state laws, and System policies related to the access, use and disclosure of information.

Regents will not disclose information they are made privy to in Executive Session or other confidential Board matters. A Regent who is found to have disclosed confidential information may be subject to censure (Section 7).

SECTION 7: CENSURE OF REGENT

A Regent may be censured if they breach their fiduciary duties to the System or fail to uphold their duties as outlined in these Bylaws. A vote of a super majority of the Regents (three-fourths of all the Regents in attendance, not including the Regent under consideration) will be required to issue a censure. The censure will be recorded in the minutes of the meeting which will be publicly available.

ARTICLE IV: CONFLICTS OF INTEREST

SECTION 1: DUTY TO AVOID AND REPORT CONFLICTS OF INTEREST

Regents will make every effort to avoid conflicts of interest. Regents will complete mandatory training on avoiding conflicts of interest (Texas Education Code, 61.084) and abide by all rules and regulations covered by the Texas Education Code, Texas Higher Education Coordinating Board, and System Policy 07.03, *Conflicts of Interest, Dual Office Holding and Political Activities*.

Regents are required by state law to file a financial statement with the Texas Ethics Commission annually. Regents are required to disclose any legal or equitable interest in property that is to be acquired with public funds. Regents must follow all System policies regarding ethics, contracts, dual office, and political activities. Even if not specifically outlined in these Bylaws, Regents must follow all rules and guidelines outlined in System Policy 07.01, *Ethics*, and System Policy 07.03.

Regents will not a) influence any decisions in which they have competing interests including material financial interests; b) use any information gained during their service as a Regent that is not available to the public for personal gain or benefit; or c) attempt to influence any System business for their own interests.

Regents will inform the Board of Regents General Counsel as soon as they become aware of any potential conflict of interest. The Board of Regents General Counsel will advise on whether and to what extent the Regent must recuse themselves.

If a matter for which a Regent has a conflict of interest is under discussion by the Board, the Regent will leave the board meeting and recuse themselves while the matter is discussed and/or voted on.

SECTION 2: DUTY TO AVOID NEPOTISM

Regents will avoid nepotism as defined by Chapter 573 of the Texas Government Code and System Policy 07.05, *Nepotism*. A member of the Board may not appoint, confirm the appointment of, or vote for the appointment or confirm the appointment of an individual to a position that is to be directly or indirectly compensated from public funds or fees of office if the individual is a covered relative of the board member or employee as provided in this policy.

SECTION 3: DUTY TO AVOID CONFLICTS CAUSED BY DUAL MEMBERSHIP

Regents will not make fiduciary decisions for System entities outside of their role as a Regent. Regents may sit on System-member and/or University-level boards if those boards are advisory-only or if the board position is a non-voting, ex-officio position representing the Board.

ARTICLE V: BOARD PERSONNEL

SECTION 1: BOARD DIRECT REPORTS

The a) Chancellor of the System, b) Board of Regents General Counsel, c) Board of Regents Executive Director, and d) Chief Auditor will report directly to the Board (“direct reports”).

The System General Counsel will be appointed by the Board upon recommendation by the Chancellor. The System General Counsel will report to the Chancellor.

The Board will annually conduct performance evaluations for its direct reports at the Board’s second or third quarter regular meeting. The Chairman will communicate the Board’s evaluations to the respective individuals.

SECTION 2: CHANCELLOR OF THE SYSTEM

The Chancellor of the System will be the Chief Executive Officer of the System. According to Section 85.17 of the Texas Education Code the Chancellor will:

- Recommend a plan for the organization of the university System and the appointment of a chief administrative officer for each component institution, agency, and service within the System.
- Be responsible to the Board for the general management and success of the university System, and the Board may delegate authority, establish guidelines, and cooperate with the executive officer to carry out that responsibility.
- Recommend necessary policies and rules to the governing Board of the System to ensure conformity with all laws and rules and to provide uniformity in data collection and financial reporting procedures; and
- Carry out duties prescribed by the Board in System Policy *02.02, Office of the Chancellor*.

The Board will appoint the Chancellor who will hold office subject to the pleasure of the Board. The Chancellor will report to the Board via the Chairman of the Board. The Board has the power to remove the Chancellor. The Board will grant the Chancellor broad delegated authority and support the Chancellor in their exercise of such authority.

SECTION 3: BOARD OF REGENTS GENERAL COUNSEL

The Board will appoint a Board of Regents General Counsel who will hold office subject to the pleasure of the Board. The Board of Regents General Counsel will report to the Board via the Chairman of the Board.

The Board of Regents General Counsel will represent and advise the Board in all legal matters pertaining to the Board and advise the Board regarding System or member matters requiring Board review and/or approval (“legal matters”), in accordance with applicable state law and with System policies. The Board of Regents General Counsel will serve as a strategic advisor to the Board and help in due diligence with all matters related to data pertaining to Board matters, legal matters, and Board decision-making. The Board of Regents General Counsel, in coordination with the System General Counsel, will review all agenda items to be considered by the Board for legal sufficiency and, where appropriate, provide risk analysis. The Board of Regents General Counsel will consult

and advise the Board on compliance with ethics and conflicts of interest issues, open records and open meetings in accordance with the Open Meetings Act (Texas Government Code, Chapter 551) and Public Information Act, and other applicable compliance matters.

SECTION 4: BOARD OF REGENTS EXECUTIVE DIRECTOR

The Board of Regents will appoint an Executive Director who will hold office subject to the pleasure of the Board. The Executive Director will report to the Board via the Chairman of the Board. The Executive Director will be the primary operational liaison between the Board and System. The Executive Director is responsible for the day-to-day management of the Board office and will manage the logistics for the Board (such as travel, scheduling, etc.). Working with the Chairman of the Board, the Executive Director will plan and execute all Board meetings. The Executive Director will serve as the primary point of contact among Regents and between the Board and System. The Executive Director will be the custodian of the corporate seal and will sign and attest to all documents, deeds, contracts, and other instruments authorized by the Board. The Executive Director will work with the Board of Regents General Counsel to advise the Board on governing rules and regulations, bylaws and System policy.

SECTION 5: CHIEF AUDITOR

The Board will appoint a Chief Auditor who will hold office subject to the pleasure of the Board. The Chief Auditor will report to the Board via the Chairman of the Committee on Audit and Risk Management. The Chief Auditor will make regular reports to the Board through the Committee on Audit and Risk Management. The Chief Auditor will be the chief System officer charged with maintaining the System's audit programs. The Chief Auditor will develop and implement a strategy for the internal audit function that supports the strategic objectives and success of the System and aligns with the expectations of the Board; the Chief Auditor may consult with other System stakeholders, as needed. The full duties of the Chief Auditor are those prescribed by the Board in System Policy *10.01, Internal Audit*. The Chief Auditor will be expected to report to the Board any significant concerns about any System entity or employee that could result in harm to the System. The Chief Auditor will have access to the Regents, Chancellor, and System personnel necessary to carry out their role.

ARTICLE VI. MEETINGS

SECTION 1: OPEN MEETINGS ACT

All regular, special, emergency and committee meetings of the Board will be held in accordance with the Texas Government Code Chapter 551: Open Meetings.

SECTION 2. REGULAR MEETINGS

Regular meetings of the Board will be held at such dates, times and locations as the Chairman of the Board designates. At a minimum, regular meetings will be held quarterly for the purpose of conducting standing committee business and Board action.

SECTION 3. SPECIAL AND EMERGENCY MEETINGS

Special meetings may be held at the discretion of the Chairman of the Board or upon request by at least four members of the Board. At least three business days prior to a special meeting, the Executive Director will contact each member of the Board (by phone or email) and inform each member of the special meeting and the proposed time and date.

If the Chairman of the Board determines that an emergency meeting is needed, the Chairman may call such a meeting with at least two hours' notice, in accordance with Section 551.045 of the Texas Government Code.

SECTION 4. NOTICE OF MEETINGS

For all regular meetings, the Executive Director will send notice with the date, time and place of the meeting to each member of the Board by email not less than seven days before the meeting. For special meetings, notice will be given to each member of the Board by phone or email not less than three business days prior to the meeting in accordance with Section 3 above. The Executive Director will also ensure notice of meetings are posted at least three business days in advance in a "place readily available to the public" in accordance with the Texas Government Code (Sec. 551.043). The Executive Director will post the official notice of each meeting with the secretary of state pursuant to the Texas Government Code (Sec. 551.048).

ARTICLE VII. COMMITTEES

SECTION 1: COMMITTEE PROCEDURES

To the extent practicable, all subjects and matters requiring Board action will be referred to the appropriate standing committee for consideration and recommendation before action is taken by the Board. The work of standing committees will be advisory to the Board. Standing committees are expected to seek input from constituent groups as appropriate in the exercise of their responsibilities.

Committees will meet on a schedule determined by the committee Chairman. All decisions of a committee should be communicated to the Chairman of the Board within seven days. Each standing and special committee will deliver a report to the Board on all business of the committee at least twice a year.

If a matter could be considered by more than one committee, the Chairman of the Board will determine the appropriate committee to consider the matter. The Chairman of the Board may deem an item not appropriate for a standing committee and may refer said item to the full consideration of the Board. At the written request of no fewer than three members of the Board, an item may also be deemed not appropriate for a standing committee and instead referred to the full consideration of the Board.

SECTION 2. COMMITTEE MEMBERSHIP

Subject to the approval of the Board, and no later than the next regularly scheduled meeting of the Board following the election of officers, the Chairman of the Board will make appointments to standing committees and appoint a chairman for each committee. The Chairman of the Board will elicit Regents' requests for committee assignments, but the final decision on assignments is at the

discretion of the Chairman of the Board. Members of the Board will serve on no more than three standing committees. Committee members will serve for a period not to exceed two years; members may be re-appointed for additional two-year terms. The Chairman of the Board will appoint members to fill unexpired terms in the event of a vacancy. A standing committee will have no fewer than four members, in addition to the Chairman of the Board, who will serve as an ex-officio member of all committees. The Chairman of the Board will have the right to vote on matters before a standing or special committee if the Chairman of the Board's presence is necessary to constitute a quorum of the committee; or in the event that the vote of the other committee members results in a tie. In the absence of the Chairman of the Board at standing or special committee meetings, and unless already assigned to that committee, the Vice Chairman of the Board will serve as an ex-officio committee member, and will have the right to vote on matters before a standing or special committee in the following cases: the Vice Chairman's presence is necessary to constitute a quorum of the committee; or if a quorum of the committee is present not counting the Vice Chairman, only in the event that the vote of the other committee members results in a tie. Regents are expected to actively participate in preparation, deliberation and decision-making for the committees to which they are assigned. In consultation with the Chairman of the committee, committees may invite appropriate System personnel to sit on the committee as an ex-officio, non-voting member.

SECTION 3: RESPONSIBILITIES OF COMMITTEE CHAIRMAN

The Chairman of each defined standing committee will be responsible, with the support of the Executive Director, to convene the standing committee, set the agenda, and ensure regular reports to the full Board. The Committee Chairman will also facilitate meetings and ensure accountability of the committee.

SECTION 4. STANDING COMMITTEES

The following will be the standing committees of the Board: a) Committee on Audit and Risk Management; b) Committee on Academic and Student Affairs; c) Committee on Finance; d) Committee on Facilities Planning and Construction; and e) Committee on Research. All standing committees will have no fewer than four members, in addition to the Chairman of the Board who will be a non-voting member except in cases of a tie.

SECTION 5: SUBCOMMITTEES

Standing Committees may create subcommittees consisting of Regents, non-Board members, or both Regents and non-Board members. A subcommittee may be created by the majority vote of the standing committee with the approval of the Chairman of the Board. Subcommittees may be created to focus on a particular area or task or to include specific expertise in the deliberation of specific issues. Subcommittees should only be formed when they will expedite the work of the Board.

The subcommittee of a standing committee will continue until such time as the subcommittee is dissolved. The subcommittee may be dissolved by the majority vote of the standing committee with the approval of the Chairman of the Board. Subcommittees of standing committees carry no official authority of the Board but aid the standing committee in the discharge of its duties.

SECTION 6. SPECIAL COMMITTEES

Subject to the approval of the Board, special committees may be appointed by the Chairman of the Board with such powers and duties as the Board or Chairman may determine. The special committee will report to the Board on those matters for which the special committee was created. A special committee will be disbanded after one year or upon completion of its work, whichever comes first. By a majority vote, the Board can authorize the continuation of a special committee in additional one-year increments.

SECTION 7. COMMITTEE ON AUDIT AND RISK MANAGEMENT

The Committee on Audit and Risk Management will provide oversight of internal and external audits; make recommendations for the selection of external auditors; review the scope of audits; provide guidance for the Chief Auditor; review the findings of all external audits; and present the annual audit plan to the Board for approval. The Chief Auditor will be responsible to the Board through the Committee on Audit and Risk Management. Audits of the Office of the Board of Regents will be the responsibility of the full Board.

None of the four committee members will be members of the Committee on Finance.

SECTION 8. COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS

The Committee on Academic and Student Affairs will consider matters relating to the instruction, academic personnel, and student welfare of all System members. The Committee will consider all programs and activities of the academic institutions and service units, including long-range academic plan approval, curriculum, existing and emerging academic programs, mission statements, programmatic planning as it relates to new facilities, and specialized centers or institutes. The Committee will be apprised of matters affecting student life at each of the academic institutions.

SECTION 9. COMMITTEE ON FINANCE

The Committee on Finance will make recommendations to the Board concerning budgets and budgeting guidelines; the pursuit, negotiation, and closing of outside financing, including the issuance of notes, bonds, securities of any type, and agreements of any description that result in indebtedness by the System or any of its institutions or agencies; gifts, grants and other development activities; cash and investment management; investments and trusts; studies of organization efficiency; and other related financial and business activities.

SECTION 10. COMMITTEE ON FACILITIES PLANNING AND CONSTRUCTION

The Committee on Facilities Planning and Construction will provide oversight of the administration of System real property, including both surface and mineral interests. The Committee will also be responsible for review of the comprehensive land management program, and exercise general supervision of all construction, major repair and rehabilitation of all buildings of the System, including evaluation of proposals concerning facilities; the selection of architects, engineers and contractors; and expenditures designed to provide an adequate physical plant. The Committee will also make recommendations to the Board with respect to long-range facilities planning, the naming of buildings, major centers of activities, and other highly visible properties and facilities.

SECTION 11: COMMITTEE ON RESEARCH

The Committee on Research will focus on fostering research growth, commercialization, entrepreneurship, and applied research. The Committee will align the System’s research goals and review metrics on research efforts at the System-level and for each university and agency; foster a culture of ingenuity by supporting initiatives that drive commercialization and entrepreneurial activities; and define a vision for applied research for the System that includes the agencies and universities.

SECTION 12. QUORUM

A majority of any standing or special committee will constitute a quorum to conduct business or make decisions. The Chairman of the Board, an ex-officio member of each committee, will be counted in determining the number required for a quorum of a committee. In the absence of the Chairman, and unless already assigned to that committee, the Vice Chairman will serve as an ex-officio member of the committee and will be counted in determining the number required for a quorum of a committee.

ARTICLE VIII. AMENDMENTS TO THE BYLAWS

The Bylaws will be added to or amended only by a vote of the Board at a regular or special meeting. Any proposed addition or amendment will be filed with the Executive Director in writing 15 days before the scheduled meeting. It will be the responsibility of the Executive Director to email a copy of the proposed amendments to every member of the Board before the meeting during which the vote on the amendment(s) will take place.

Adopted by the Board of Regents by Minute Order 205-50 (November 29, 1950), as amended by Minute Order 162-66 (June 28, 1966), Minute Order 215-67 (October 7, 1967), Minute Order 4-75 (February 25, 1975), Minute Orders 149-75 and 184-75 (July 25, 1975), Minute Order 299-86 (September 22, 1986), Minute Order 245-89 (August 31-September 1, 1989), Minute Order 146-90 (May 25, 1990), Minute Order 264-90 (October 5, 1990), Minute Order 222-91 (May 17, 1991), Minute Order 45-95 (February 27, 1995), Minute Order 247-96 (December 6, 1996), Minute Order 182-97 (September 25-26, 1997), Minute Order 148-1999 (July 22-23, 1999), Minute Order 146-2007 (May 24-25, 2007), Minute Order 078-2011 (March 24, 2011), Minute Order 267-2011 (November 3, 2011), Minute Order 135-2012 (May 3-4, 2012), Minute Order 016-2018 (February 8, 2018), Minute Order 074-2025 (May 12, 2025), and Minute Order 181-2025 (August 28, 2025).