

**SOUTH DAKOTA BOARD OF REGENTS**

**Executive Session**

**AGENDA ITEM: 1**

**DATE: March 31, 2015**

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**SUBJECT: Revision of South Dakota Board of Regents By-Laws**

The current By-Laws of the South Dakota Board of Regents, <http://www.sdbor.edu/policy/bylaws.htm>, provide for date specific terms for Board offices and standing committee assignments, beginning on April 1 of each year and ending on March 31 the following year:

**Section 2.1**

Officers. The Board shall elect a President, Vice-President and Secretary for a one-year term at the regular March meeting of each calendar year, terms of office to begin on April 1.

**Section 3.0**

Organization. A Regent shall be appointed to a Committee each year. The President of the Board shall designate a chairman for each Committee who shall serve until the Committee selects its own chairman and vice-chairman. The terms of each shall be for one year with terms ending March 31 of each year. A majority of the Committee members present and voting shall constitute a quorum for conducting business. The affirmative vote of a majority of the committee members shall be required to take action. The President of the Board shall serve as an ex-officio voting member of all standing committees. The President shall also have the authority to designate a Regent from one standing committee to serve on another standing committee as required to conduct

These dates unnecessarily interfere with the regular order of business in those years when regular meetings overlap with the designated ends and beginnings of such terms.

Because the pertinent By-Laws involve substantive rather than procedural matters, the Board cannot suspend their operation. Roberts Rules of Order, Rule 67 (“By-laws, except those relating to business procedure, cannot be suspended, unless they expressly provide for their

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**RECOMMENDED ACTION OF THE EXECUTIVE DIRECTOR**

Amend By-Laws 2.1 and 3.0 to specify that the term of Board offices and standing committee assignments continues through the end of the first regularly scheduled Board meeting following the annual Session of the South Dakota Legislature.

suspension. By-laws in the nature of rules of order may be suspended by a two-thirds vote, as stated in 22.”). Hence, in order to obviate such problems as may arise from time to time, the By-Laws must be amended.

Section 9.0 of the By-Laws provides that they “may be amended or repealed at any regular meeting of the Board, by a majority vote of the members of the Board,” Inclusion of the proposed amendments in the normal agenda supplies sufficient notice. *Id.* An amendment to a By-Law “goes into effect immediately upon its adoption,” unless the motion specifies a different effective time. Roberts Rules of Order, Rule 68.

The Board has for many, many years coordinated its schedule with the legislative calendar. This affords the Board an opportunity to review the annual appropriations bill, or other pertinent legislation, prior to finalizing tuition and fee rates or otherwise making commitments for the following fiscal year. The April 1-March 31 provision for Board offices and committee assignments usually serves that purpose, but it would be possible to avoid any potential conflict by redrafting By-Laws 2.1 and 3.0 to refer to Legislative Sessions rather than dates.

Accordingly, the Executive Director recommends that the Board amend By-Laws 2.1 and 3.0 to specify that the term of Board offices and standing committee assignments continues through the end of the first regularly scheduled Board meeting following the annual Session of the South Dakota Legislature. The revisions would read as follows:

### **Section 2.1**

Officers. The Board shall elect a President, Vice-President and Secretary ~~for a one year term at the regular March meeting of each calendar year, terms of office to begin on April 1~~ at the first regularly scheduled meeting of the Board following the end of the annual Session of the South Dakota Legislature. The terms of the President, Vice-President and Secretary shall run through the end of first such regularly scheduled meeting of the Board in the following year.

### **Section 3.0**

Organization. A Each Regent shall be appointed to a Committee ~~each year at the first regularly scheduled meeting of the Board following the end of the annual Session of the South Dakota Legislature.~~ The President of the Board shall designate a chairman for each Committee who shall serve until the Committee selects its own chairman and vice-chairman. The terms of each shall ~~be for one year with terms ending March 31 of each year~~ run through the end of first such regularly scheduled meeting of the Board in the following year. A majority of the Committee members present and voting shall constitute a quorum for conducting business. The affirmative vote of a majority of the committee members shall be required to take action. The President of the Board shall serve as an ex-officio voting member of all standing committees. The President shall also have the authority to designate a Regent from one standing committee to serve on another standing committee as required to conduct