

SOUTH DAKOTA BOARD OF REGENTS

Planning and Resource Development

**AGENDA ITEM: 5 – G
DATE: October 3-5, 2017**

SUBJECT

Amendments to the By-Laws (Second Reading)

PERTINENT HISTORY

August 2017 At the August 2017 Board Meeting, the Board approved the creation of the Athletics Advisory Committee ([Agenda Item 5-I](#)) and Audit Committee ([Agenda Item 5-J](#)) as Special Committees, rather than delaying the creation of the Committees until the second reading of the comprehensive revisions to the By-Laws so that the Committees can begin their work. The Board also approved the first reading of Amendments to the By-Laws ([Agenda Item 5-H](#)), which included making the new Audit Committee and Athletics Advisory Committee Standing Committees under the By-Laws rather than Special Committees, as well as other needed revisions.

June 2017 At the June 2017 Board Meeting, the Board approved the first readings of the revisions to the By-Laws to create the Athletics Advisory Committee ([Agenda Item 8-I](#)) and Audit Committees ([Agenda Item 10-G](#)) as Standing Committees.

CONTROLLING STATUTE, RULE, OR POLICY

[By-Laws of the South Dakota Board of Regents](#)

BACKGROUND/DISCUSSION

In the course of working to create the Audit Committee and the Athletics Advisory Committee, it became evident that revisions were needed to the By-Laws. This second and final reading of this Board item seeks to both (1) make necessary changes to Article III of the By-Laws (which addresses Standing Committees) to create the Audit Committee and the Athletics Advisory Committee as Standing Committees, and (2) make other changes to better align the By-Laws and the operations of the Board and to use more consistent language.

(Continued)

DRAFT MOTION 20171004_5-G:

I move to approve the second and final reading of the amendments to the By-Laws, as shown in Attachment I and reflected in Attachment II.

[Board Item 5-H](#) from the August 2017 Board Meeting contains a detailed explanation of all proposed changes to the By-Laws that were approved for a first reading.

Attachment I contains the current version of the By-Laws, with proposed revisions shown using Track Changes; changes made after the first reading was approved are highlighted in yellow.

The following changes were made after the first reading:

Section 2.0 Membership

The reference “SDCL § 13-49” has been revised to “SDCL Chapter 13-49”.

Athletics Advisory Committee

This Committee has been renamed the “Athletics Committee.” Throughout the policy, the word “Advisory” was removed from each reference to the “Athletics Advisory Committee”.

Section 8.1

The reference “SDCL § 3-19” has been changed back to “SDCL Chapter 3-19”

Attachment II contains the By-Laws with all of the proposed revisions incorporated.

IMPACT AND RECOMMENDATIONS

If the Board approves this second and final reading of the amendments to the By-Laws, the newly created Athletics Committee and Audit Committee will be documented in the By-Laws as Standing Committees, and the By-Laws will be better aligned with the current operations of the Board.

The Board staff recommendation is to approve this item.

ATTACHMENTS

Attachment I – Current By-Laws with Proposed Revisions Shown

Attachment II – By-Laws with Proposed Revisions Incorporated

BY-LAWS OF THE SOUTH DAKOTA BOARD OF REGENTS

Article I. Name

Section 1.0 Legal Name. The legal name of the Board is the Board of Regents.

Article II. Organization of the Board

Section 2.0 Membership. The Board is composed of nine voting ~~members-regents~~ appointed by the Governor and confirmed by the senate. One of the nine ~~members-regents~~ shall be a student regent. ~~Terms of each regent, except for the student regent, shall be six years with terms expiring the last day of March or when a successor is appointed and qualified or unless removed as provided in SDCL § 3-17-1. The term of the student regent shall be two years expiring the first day of July of every even-numbered year, unless removed under the provisions of SDCL § 3-17-1 or if such student does not remain enrolled in a postsecondary institution controlled by the Board. No two regents may be residents in the same county, and no more than six shall be members of the same political party.~~ The regents are subject to SDCL §Chapter 13-49 regarding terms and qualifications.

Section 2.1 Officers. The Board shall elect a President, Vice-President and Secretary 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 2.2 Duties of the President. The President shall preside at all meetings, appoint committees, and perform such other duties as authorized by statute, policy, agreement, or ~~the bylaws~~By-Laws; delegated by the Board; or customarily placed upon the presiding officer of a deliberative body.

Section 2.3 Duties of the Vice-President. The Vice-President shall assume the duties of President when ordered or when the President is absent or otherwise unable to serve.

Section 2.4 Duties of the Secretary. The Secretary shall sign documents according to established practice and perform official duties as the Board may from time to time determine.

Section 2.5 Vacancies. The Board shall fill a vacancy occurring in any of its offices at any regular or special meeting for the unexpired term of the office.

Article III. Standing Committees

Section 3.0 Organization. Each ~~Regent-regent~~ shall be appointed to at least one Standing Committee 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-chairperson~~ for each Standing Committee ~~who shall serve until the Committee selects its own chairman and vice chairman.~~ The terms of each shall run through the end of the first regularly scheduled meeting of the Board following the end of the annual Session of the South Dakota Legislature in the following year. A majority of the Standing Committee members present and voting shall constitute a quorum for conducting business. The affirmative vote of a majority of the ~~Standing committee-Committee~~ members shall be required to take action. The President of the Board shall serve as an ex-officio voting member of all ~~standing-Standing committees-Committees~~. The President shall also have the authority to designate a ~~Regent-regent~~ from one ~~standing-Standing committee-Committee~~ to serve on another ~~standing-Standing committee-Committee~~ as required to conduct business.

Section 3.1 Standing Committees. ~~Two-The following standing-Standing committees~~ ~~Committeeseonsisting of four Regents on each committee-~~ are hereby authorizedshall be appointed by the President of the Board: (1) Committee on Academic and Student Affairs, (2) Committee on Budget and Finance, (3) Committee on Planning, Governance, and Resource Development, (4) Audit Committee, and (5) Athletics Advisory-Committee. ~~In addition, the entire membership shall constitute a Committee on Planning and Resource Development. When possible, the President shall make the committee assignments based upon the preference of each Regent.Except where indicated otherwise, each Standing Committee shall consist of no more than three regents (not counting the President who is an ex-officio voting member), shall be appointed by the President of the Board, and shall report directly to the Board. When possible, the President shall make the Standing Committee appointments based upon the preference of each regent.~~

Section 3.1.1 Committee on Academic and Student Affairs. The jurisdiction of the Committee on Academic and Student Affairs shall be as follows:

- Accreditation
- Articulation Activities
- Enrollment
- Financial Aid, Tuition Waiver and Scholarship
- Faculty Rank, Tenure, and Promotions
- Faculty/Staff Development Service Policies
- Graduation Lists
- Guidance and Counseling
- Libraries

Program Review and Development
Reciprocity, Academic Compacts, Slot Programs
Student Relations

Section 3.1.2 Committee on Budget and Finance. The jurisdiction of the Committee on Budget and Finance shall be as follows:

Accounting
Athletics (reported through the Athletics ~~Advisory~~ Committee)
Audit
Bonding
Budget
Career Service/Exempt Personnel Activities
Facilities and Physical Plant
HEFF and School and Public Lands Fund
Inventory
Investments
Maintenance and Repair
Payroll
Personnel Actions
Purchasing and Printing
Salaries and Fringe Benefits
Travel and Contractual Review
Tuition

Section 3.1.3 Committee on Planning, Governance, and Resource Development. The jurisdiction of the Committee on Planning, Governance, and Resource Development shall be as follows:

Foundations
Fund Raising/Gifts and Donations
Governance and Board Operations
Public Information
Research and Grant Proposals
System and Institutional Planning

Section 3.1.4 Audit Committee. The jurisdiction of the Audit Committee shall be as follows:

Financial Oversight and Control
Financial Reporting
External and Internal Audit Functions and Reports
Internal Controls
Compliance with Laws, Regulations, and Policies
All Functions of the Chief Financial Officer of the Institutions

The Audit Committee shall consist of five members appointed by the President (not counting the President who is an ex-officio voting member); three members shall be regents, and two members shall be non-regents who are permanent residents of the State of South Dakota. The non-regents shall be appointed for three-year terms.

Section 3.1.5 Athletics ~~Advisory~~ Committee. The jurisdiction of the Athletics ~~Advisory~~ Committee shall be as follows

Fiscal Integrity and Budget of Athletic Programs
Compliance by Athletic Programs
Personnel Contracts of Athletics Programs
All Aspects of Intercollegiate Athletics Programs

The Athletics ~~Advisory~~ Committee shall provide recommendations to the Committee on Budget and Finance.

Section 3.2 Meetings. ~~Standing~~ Committee meetings ~~will normally~~ may be held in conjunction with regular meetings of the Board. A special meeting of any ~~standing~~ Standing ~~committee~~ Committee may be called by the President of the Board, the Executive Director with the consent of the President of the Board, or the chair person of the Standing ~~committee~~ Committee. Prior to a Standing Committee meeting or a Board meeting, the Standing Committee chair persons and any other interested Regents ~~regents~~ may be briefed on agenda items by staff.

Section 3.3 Action. A Standing Committee ~~shall~~ may take one of the following actions on an agenda item before reporting back to the Board (or to the Committee on Budget and Finance in the case of the Athletics ~~Advisory~~ Committee):

- (a) Recommend adoption
- (b) Recommend adoption with amendment(s)
- (c) Recommend against adoption
- (d) Forward without a recommendation
- (e) Recommend deferral to a date certain
- (f) Recommend re-referral to same committee for further study and/or hearings
- (g) Recommend referral to another committee with or without a recommendation
- (h) Receive for information purposes
- (i) Recommend adoption of a new policy or revision to a current policy
- ~~(h)-(j)~~ Recommend adoption of a new procedure or revision to a current procedure.

Standing Committees shall report back to the Board (or to the Committee on Budget and Finance in the case of the Athletics ~~Advisory~~ Committee) following each Standing ~~e~~ Committee meeting.

Article IV. Special Committees

- Section 4.0 Special Committees. The following Special Committees are hereby authorized by order of the Board: Search Committee. Additional Special eCommittees may be appointed from time to time by order of the Board. Except where indicated otherwise, each Special Committee shall consist of no more than three regents (not counting the President who is an ex-officio voting member), who shall be appointed by the President of the Board, and shall report directly to the Board. The President of the Board shall serve as an ex-officio voting member of all Special Committees. ~~The following special committees are hereby authorized by order of the Board: Committee of the Whole Board; Steering Committee; Search and Screen Committee.~~
- Section 4.1 ~~Reserved~~
- Section 4.1.1 ~~Reserved~~
- Section 4.1.2 ~~Reserved~~
- Section 4.2 ~~Steering Committee.~~ The Steering Committee shall consist of the President of the Board and the chairs of the standing committees of the Board.
- Section 4.2.1 ~~Organization.~~ The President of the Board shall chair the Steering Committee, and the Steering Committee shall meet upon call of the chair.
- Section 4.2.2 ~~Action.~~ The Steering Committee may rearrange the agenda of the Board, recommend time limits, and recommend any other actions of a procedural nature to the Board. To be enforceable, recommendations of the Steering Committee must be adopted by the Board.
- Section 4.13 ~~Search and Screen Committee.~~ All nationwide search and screen activities used conducted by the Board shall be conducted by assigned a Search and Screen Committee appointed in accordance with the Regents' Bylaws.
- Section 4.13.1 Organization. The President of the Board will shall appoint the a Search and Screen Committee, the chairperson of the Search Committee, and any local or campus advisory committee. that may supplement the Search Committee. The Search and Screen Committee shall consist of Regents with tThe Executive Director shall serving as staff to the Search Committee. The Search and Screen Committee may be supplemented by any local or campus advisory committee.

Section 4.13.2 Action. The chairperson of the Search ~~and Screen~~ Committee or the President of the Board shall approve the position announcement prior to publication. The Search ~~and Screen~~ Committee shall determine appropriate materials to be submitted by the candidates for position vacancies. The ~~initial~~ screening process shall be conducted by the Search ~~and Screen~~ Committee. The Search ~~and Screen~~ Committee may share the application materials with any local or campus advisory committee appointed by the President of the Board as the Search ~~and Screen~~ Committee deems appropriate. The Search ~~and Screen~~ Committee will contact references and conduct meetings to select ~~approximately ten to twelve~~ semifinalists. From this group, approximately three to five finalists will be selected by the Search ~~and Screen~~ Committee. The Search Committee may provide input and a recommendation to the Board regarding the applicants. A recommendation may be made by the Search and Screen Committee and The Board shall ultimately make any hiring decision ultimately a final choice will be agreed upon by the Board.

Article V. Meetings of the Board

- Section 5.0 Regular Meetings. An annual schedule of meetings shall be prepared in advance by the Board.
- Section 5.1 Special Meetings. Special meetings of the Board will be held on the call of the President or by joint request of a majority of the ~~members~~regents, with due and reasonable notice always being given.
- Section 5.2 Public Meetings. Regular and special meetings of the Board ~~and its committee~~ shall be appropriately noticed and open to the media and the public in accordance with SDCL § 1-25-~~1.1~~, except by vote of the Board for discussion of those matters which are permitted under South Dakota statutes to be discussed in executive session.
- Section 5.3 Quorum. A majority of the ~~current membership~~regents of the Board shall constitute a quorum for the transaction of business, except as otherwise provided in these ~~By-laws~~Laws.
- Section 5.4 Parliamentary Procedure. On questions of parliamentary procedure, Robert's Rules of Order, Revised, shall prevail.
- Section 5.5 Official Action. The affirmative vote of a majority of the ~~entire membership~~regents of the Board shall be required to take official action. Official action by the Board ~~of Regents~~ shall be in the form of (1) ~~By-laws~~Laws or Board Policy Actions, (2) Special Resolutions, and (3) Ordinary Business. All ~~significant~~by~~By-laws~~Laws or Board policy actions, special resolutions, and ordinary

business have equal validity. In case of conflict, The-the one passed last shall prevail ~~in case of conflict.~~

Section 5.5.1 Final Action on Board Policy. Any proposed Board policy adoptions and revisions (including ~~by~~By-lawsLaws) may not be finally passed until they have official action at two separate Board ~~of Regents'~~ meetings. However, the Board may waive this requirement by unanimous consent of the regents present at the Board meeting, absent an emergency as determined by majority vote of the Board.

Section 5.6 Agenda. The ~~Regents-Board~~ office must receive all requests for items to be placed on a Standing Committee or the Board agenda no later than fourteen working days prior to the meeting. Any request must be in writing and accompanied by the necessary background information. ~~To fail~~Failure to comply with the requirements of this section may cause the Standing Committee or the Board to defer the proposed agenda item until the Standing Committee or the Board has sufficient time to review the item. The ~~By-Laws~~ shall govern the placement of items on the agendas of appropriate ~~standing~~Standing committeesCommittees by jurisdiction or the Board; however, an item of sufficiently broad interest that was initially placed on a Standing Committee agenda may be placed on the full Board agenda with the consent of the President of the Board. The regular order of business at all Board meetings shall be:

- (a) Approval of agenda
- (b) Approval of minutes of preceding meetings
- (c) ~~Reports of Standing committees'~~Committees' consideration of agenda items as a whole Board, or reports thereof

- (1) Committee on Planning, Governance, and Resource Development
~~Committee on Academic and Student Affairs~~
- (2) Committee on Academic and Student Affairs ~~Committee on Budget and Finance~~
- (3) Committee on Budget and Finance
- ~~(3)~~(4) Audit Committee (as necessary)~~Committee on Planning and Resource Development~~

~~A vote~~Approval of by two/~~thirds~~ of the ~~entire membership of the Board regents~~ shall be required to add an item to the agenda of the Board ~~or of the committees.~~

Article VI. Employees

Section 6.0 Executive Director. The Board shall employ an Executive Director, who shall perform such duties as are delegated by the Board. The salary of the Executive Director shall be set by the Board. The Executive Director shall be responsible for

the employment and termination of additional staff in accordance with the personnel policies of the Board.

Article VII. Communications

Section 7.0 Communications to the Board. All communications to the Board from ~~persons not members thereof~~non-regents, except in the case of the Presidents or Superintendents of the institutions or from legal counsel or the Chief Fiscal Officer where required as a matter of professional responsibility, shall be submitted in writing to the Executive Director of the Board at least fifteen days prior to the Board meeting at which Board consideration is requested.

Section 7.1 Communications by the Board. The President of the Board is the only ~~member of the Board~~regent authorized to make official pronouncements for the Board, and then as instructed by the Board. The Executive Director of the Board is authorized to speak for the Board and the state system of higher education with respect to any policy matters that have received the approval of the Board, and on administrative matters which have been entrusted to the Executive Director by law or by the Board. The President ~~and or~~Superintendent of each institution, as chief executive officer of his/her respective institutions, ~~are~~is responsible for all releases and information issued from his/her institution.

Article VIII. Indemnification

Section 8.0 Indemnification. If any claim or action is instituted against the Board or any of its ~~members~~regents, officers, or employees arising out of an act or omission occurring in the exercise of official duties or responsibilities as a regent or an officer ~~or member~~ of the Board, or within the scope of the employment, the Board may request authorization from the Attorney General for any one or more of the following:

- (a) Indemnification of such ~~member~~regent, officer, or employee for the court costs incurred in the defense of such claim or action;
- (b) Payment to, or indemnification of, such ~~member~~regent, officer, or employee for the reasonable attorney fees incurred by virtue of such claim or action;
- (c) Payment to, or indemnification of, such ~~member~~regent, officer, or employee for a judgment based upon such claim or action; or
- (d) Payment to, or indemnification of, such ~~member~~regent, officer, or employee for a compromise or settlement of such claim or action.

Section 8.1 Limitations. Indemnification is subject to the limitations and exceptions in SDCL Chapter § 3-19.

Article IX. Amendments

Section 9.0 Amendments. These ~~By-laws~~ Laws may be amended or repealed, consistent with Section 5.5.1, at any regular or special meeting of the Board, by a majority vote of the ~~members of the Board~~ regents, provided that proper notice of any proposed amendments shall be deemed to have been given to each ~~member~~ regent and to the Executive Director if included in the normal agenda distribution given before the meeting at which they are to be proposed.

SOURCE: BOR, October 2015, October 2016

BY-LAWS OF THE SOUTH DAKOTA BOARD OF REGENTS

Article I. Name

Section 1.0 Legal Name. The legal name of the Board is the Board of Regents.

Article II. Organization of the Board

Section 2.0 Membership. The Board is composed of nine voting regents appointed by the Governor and confirmed by the senate. One of the nine regents shall be a student regent. The regents are subject to SDCL Chapter 13-49 regarding terms and qualifications.

Section 2.1 Officers. The Board shall elect a President, Vice-President and Secretary 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 2.2 Duties of the President. The President shall preside at all meetings, appoint committees, and perform such other duties as authorized by statute, policy, agreement, or the By-Laws; delegated by the Board; or customarily placed upon the presiding officer of a deliberative body.

Section 2.3 Duties of the Vice-President. The Vice-President shall assume the duties of President when ordered or when the President is absent or otherwise unable to serve.

Section 2.4 Duties of the Secretary. The Secretary shall sign documents according to established practice and perform official duties as the Board may from time to time determine.

Section 2.5 Vacancies. The Board shall fill a vacancy occurring in any of its offices at any regular or special meeting for the unexpired term of the office.

Article III. Standing Committees

Section 3.0 Organization. Each regent shall be appointed to at least one Standing Committee 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 chairperson for each Standing Committee. The terms of each shall run through the end of the first regularly scheduled meeting of the Board following the end of the annual Session of the South Dakota Legislature in the following year. A majority of the Standing Committee members present and voting shall constitute a quorum for conducting business. The affirmative vote of a majority of the Standing 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 business.

Section 3.1 Standing Committees. The following Standing Committees are hereby authorized: (1) Committee on Academic and Student Affairs, (2) Committee on Budget and Finance, (3) Committee on Planning, Governance, and Resource Development, (4) Audit Committee, and (5) Athletics Committee. Except where indicated otherwise, each Standing Committee shall consist of no more than three regents (not counting the President who is an ex-officio voting member), shall be appointed by the President of the Board, and shall report directly to the Board. When possible, the President shall make the Standing Committee appointments based upon the preference of each regent.

Section 3.1.1 Committee on Academic and Student Affairs. The jurisdiction of the Committee on Academic and Student Affairs shall be as follows:

- Accreditation
- Articulation Activities
- Enrollment
- Financial Aid, Tuition Waiver and Scholarship
- Faculty Rank, Tenure, and Promotions
- Faculty/Staff Development Service Policies
- Graduation Lists
- Guidance and Counseling
- Libraries
- Program Review and Development
- Reciprocity, Academic Compacts, Slot Programs
- Student Relations

Section 3.1.2 Committee on Budget and Finance. The jurisdiction of the Committee on Budget and Finance shall be as follows:

Accounting
Athletics (reported through the Athletics Committee)
Bonding
Budget
Career Service/Exempt Personnel Activities
Facilities and Physical Plant
HEFF and School and Public Lands Fund
Inventory
Investments
Maintenance and Repair
Payroll
Personnel Actions
Purchasing and Printing
Salaries and Fringe Benefits
Travel and Contractual Review
Tuition

Section 3.1.3 Committee on Planning, Governance, and Resource Development. The jurisdiction of the Committee on Planning, Governance, and Resource Development shall be as follows:

Foundations
Fund Raising/Gifts and Donations
Governance and Board Operations
Public Information
Research and Grant Proposals
System and Institutional Planning

Section 3.1.4 Audit Committee. The jurisdiction of the Audit Committee shall be as follows:

Financial Oversight and Control
Financial Reporting
External and Internal Audit Functions and Reports
Internal Controls
Compliance with Laws, Regulations, and Policies
All Functions of the Chief Financial Officer of the Institutions

The Audit Committee shall consist of five members appointed by the President (not counting the President who is an ex-officio voting member): three members shall be regents, and two members shall be non-regents who are permanent residents of the State of South Dakota. The non-regents shall be appointed for three-year terms.

Section 3.1.5 Athletics Committee. The jurisdiction of the Athletics Committee shall be as follows

Fiscal Integrity and Budget of Athletic Programs
Compliance by Athletic Programs
Personnel Contracts of Athletics Programs
All Aspects of Intercollegiate Athletics Programs

The Athletics Committee shall provide recommendations to the Committee on Budget and Finance.

Section 3.2 Meetings. Standing Committee meetings may be held in conjunction with regular meetings of the Board. A special meeting of any Standing Committee may be called by the President of the Board, the Executive Director with the consent of the President of the Board, or the chairperson of the Standing Committee. Prior to a Standing Committee meeting or a Board meeting, the Standing Committee chairpersons and any other interested regents may be briefed on agenda items by staff.

Section 3.3 Action. A Standing Committee may take one of the following actions on an agenda item before reporting back to the Board (or to the Committee on Budget and Finance in the case of the Athletics Committee):

- (a) Recommend adoption
- (b) Recommend adoption with amendment(s)
- (c) Recommend against adoption
- (d) Forward without a recommendation
- (e) Recommend deferral to a date certain
- (f) Recommend re-referral to same committee for further study and/or hearings
- (g) Recommend referral to another committee with or without a recommendation
- (h) Receive for information purposes
- (i) Recommend adoption of a new policy or revision to a current policy
- (j) Recommend adoption of a new procedure or revision to a current procedure.

Standing Committees shall report back to the Board (or to the Committee on Budget and Finance in the case of the Athletics Committee) following each Standing Committee meeting.

Article IV. Special Committees

Section 4.0 Special Committees. The following Special Committees are hereby authorized by order of the Board: Search Committee. Additional Special Committees may be appointed from time to time by order of the Board. Except where indicated otherwise, each Special Committee shall consist of no more than three regents (not counting the President who is an ex-officio voting member), who shall be appointed by the President of the Board, and shall report directly to the Board. The President of the Board shall serve as an ex-officio voting member of all Special Committees.

Section 4.1 Search Committee. All nationwide search activities conducted by the Board shall be assigned a Search Committee.

Section 4.1.1 Organization. The President of the Board shall appoint a Search Committee, the chairperson of the Search Committee, and any local or campus advisory committee that may supplement the Search Committee. The Executive Director shall serve as staff to the Search Committee.

Section 4.1.2 Action. The chairperson of the Search Committee or the President of the Board shall approve the position announcement prior to publication. The Search Committee shall determine appropriate materials to be submitted by the candidates for position vacancies. The screening process shall be conducted by the Search Committee. The Search Committee may share the application materials with any local or campus advisory committee appointed by the President of the Board as the Search Committee deems appropriate. The Search Committee will contact references and conduct meetings to select semifinalists. From this group, approximately three to five finalists will be selected by the Search Committee. The Search Committee may provide input and a recommendation to the Board regarding the applicants. The Board shall ultimately make any hiring decision.

Article V. Meetings of the Board

Section 5.0 Regular Meetings. An annual schedule of meetings shall be prepared in advance by the Board.

Section 5.1 Special Meetings. Special meetings of the Board will be held on the call of the President or by joint request of a majority of the regents, with due and reasonable notice always being given.

Section 5.2 Public Meetings. Regular and special meetings of the Board shall be appropriately noticed and open to the media and the public in accordance with SDCL § 1-25, except by vote of the Board for discussion of those matters which are permitted under South Dakota statutes to be discussed in executive session.

Section 5.3 Quorum. A majority of the regents shall constitute a quorum for the transaction of business, except as otherwise provided in these By-Laws.

Section 5.4 Parliamentary Procedure. On questions of parliamentary procedure, Robert's Rules of Order, Revised, shall prevail.

Section 5.5 Official Action. The affirmative vote of a majority of the regents shall be required to take official action. Official action by the Board shall be in the form of (1) By-Laws or Board Policy Actions, (2) Special Resolutions, and (3) Ordinary Business. All By-Laws or Board policy actions, special resolutions, and ordinary business have equal validity. In case of conflict, the one passed last shall prevail.

Section 5.5.1 Final Action on Board Policy. Any proposed Board policy adoptions and revisions (including By-Laws) may not be finally passed until they have official action at two separate Board meetings. However, the Board may waive this requirement by unanimous consent of the regents present at the Board meeting.

Section 5.6 Agenda. The Board office must receive all requests for items to be placed on a Standing Committee or the Board agenda no later than fourteen working days prior to the meeting. Any request must be in writing and accompanied by the necessary background information. Failure to comply with the requirements of this section may cause the Standing Committee or the Board to defer the proposed agenda item until the Standing Committee or the Board has sufficient time to review the item. The By-Laws shall govern the placement of items on the agendas of appropriate Standing Committees by jurisdiction or the Board. The regular order of business at all Board meetings shall be:

- (a) Approval of agenda
- (b) Approval of minutes of preceding meetings
- (c) Standing Committees' consideration of agenda items as a whole Board, or reports thereof

- (1) Committee on Planning, Governance, and Resource Development
- (2) Committee on Academic and Student Affairs
- (3) Committee on Budget and Finance
- (4) Audit Committee (as necessary)

Approval by two-thirds of the regents shall be required to add an item to the agenda of the Board.

Article VI. Employees

Section 6.0 Executive Director. The Board shall employ an Executive Director, who shall perform such duties as are delegated by the Board. The salary of the Executive Director shall be set by the Board. The Executive Director shall be responsible for the employment and termination of additional staff in accordance with the personnel policies of the Board.

Article VII. Communications

Section 7.0 Communications to the Board. All communications to the Board from non-regents, except in the case of the Presidents or Superintendents of the institutions or from legal counsel or the Chief Fiscal Officer where required as a matter of professional responsibility, shall be submitted in writing to the Executive Director of the Board at least fifteen days prior to the Board meeting at which Board consideration is requested.

Section 7.1 Communications by the Board. The President of the Board is the only regent authorized to make official pronouncements for the Board, and then as instructed by the Board. The Executive Director of the Board is authorized to speak for the Board and the state system of higher education with respect to any policy matters that have received the approval of the Board, and on administrative matters which have been entrusted to the Executive Director by law or by the Board. The President or Superintendent of each institution, as chief executive officer of his/her respective institution, is responsible for all releases and information issued from his/her institution.

Article VIII. Indemnification

Section 8.0 Indemnification. If any claim or action is instituted against the Board or any of its regents, officers, or employees arising out of an act or omission occurring in the exercise of official duties or responsibilities as a regent or an officer of the Board, or within the scope of the employment, the Board may request authorization from the Attorney General for any one or more of the following:

- (a) Indemnification of such regent, officer, or employee for the court costs incurred in the defense of such claim or action;
- (b) Payment to, or indemnification of, such regent, officer, or employee for the reasonable attorney fees incurred by virtue of such claim or action;
- (c) Payment to, or indemnification of, such regent, officer, or employee for a judgment based upon such claim or action; or
- (d) Payment to, or indemnification of, such regent, officer, or employee for a compromise or settlement of such claim or action.

Section 8.1 Limitations. Indemnification is subject to the limitations and exceptions in SDCL Chapter 3-19.

Article IX. Amendments

Section 9.0 Amendments. These By-Laws may be amended or repealed, consistent with Section 5.5.1, at any regular or special meeting of the Board, by a majority vote of the regents, provided that proper notice of any proposed amendments shall be deemed to have been given to each regent and to the Executive Director if included in the normal agenda distribution given before the meeting at which they are to be proposed.

SOURCE: BOR, [October 2015](#), [October 2016](#)