ARTICLE I - The University

Section 1. Constitutional Status

The University of Nevada is a constitutional entity, created by the Constitution of the State, and shall enjoy all the responsibilities and powers of such a legal entity.

Section 2. Name

The legal and corporate name of the state university shall be The University of Nevada. The system of universities, colleges, research and public service units administered under the direction of the Board of Regents shall collectively be known as The Nevada System of Higher Education (NSHE).

Section 3. Functions

The University of Nevada has the following functions:
   a. Providing programs of instruction at the undergraduate and graduate levels.
   b. Sponsoring and undertaking programs of basic and applied research which complement the programs of instruction and which contribute to the fullest realization of the State's potential.
   c. Sponsoring and conducting continuing programs of public service for the citizens of the State.

Section 4. Cooperation with State Agencies

The University shall, at all times, cooperate with any and all agencies of the State in the interest of serving the people and of ensuring the maximum utilization of the State’s resources.

ARTICLE II - The Seal of the University

Section 1. Design

The seal of the Nevada System of Higher Education shall be the Great Seal of the State of Nevada, provided that when the Great Seal of the State shall be used as the Seal of the NSHE, the words "Nevada System of Higher Education - 1865" shall replace the words "Great Seal of the State of Nevada," and the motto, "All for our Country," shall be rendered in Latin, thus: Omnia Pro Patria, resulting in the following form and design. (B/R 9/05)
Section 2. **Diploma**

When the seal is used on diplomas, each institution may replace the words “Nevada System of Higher Education – 1865” with the name of the institution and, if desired, the year in which the institution was formally established. (B/R 9/05)

Section 3. **Use**

The seal shall be used only in connection with the transaction of business of the Board of Regents and the Nevada System of Higher Education. The seal may be affixed by the Secretary of the Board on any document signed on behalf of the Nevada System of Higher Education. Permission may be granted by the Secretary of the Board for the use of the seal in the decoration of any Nevada System of Higher Education building or in other special circumstances. (B/R 9/05)

ARTICLE III - The Board of Regents

Section 1. **Authority**

The exclusive control and administration of the University is vested by the Constitution of the State in an elected Board of Regents.

Section 2. **Composition**

The composition of the Board of Regents and the terms of its members are prescribed by law.

Section 3. **Powers**

The Board of Regents shall be responsible for the management and control of the University but may delegate specific authority to its Officers as hereinafter provided.

Section 4. **Exercise of Powers**

Except as otherwise specifically provided herein, any official action of the Boards shall require at least seven affirmative votes. (B/R 1/03)

Section 5. **Limitation of Powers**

No member of the Board of Regents can bind the board by word or action unless the Board has, in its corporate capacity, designated such member as its agent for some specific purpose and for that purpose only.

Section 6. **Roll Call Vote**

A roll call vote of record of the Board shall be had upon request of any member of the Board.
Section 7.  **Suspension of Bylaws**

Any provision of these Bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of no fewer than nine members of the Board.  (B/R 1/03)

Section 8.  **Compensation**

None of the earnings of funds of the University shall inure to the benefit of any Board member.  A member of the Board of Regents shall not be interested, directly or indirectly, as principal, partner, agent or otherwise, in any contract or expenditure created by the Board of Regents, or in the profits or results thereof.  A Regent may receive a salary in accordance with state law for each Board meeting attended.  A Regent may also be reimbursed in accordance with State law and Board of Regents policy for expenses incurred by reason of attendance at any meeting of the Board or a Committee thereof, or in the performance of other official business of the University.  (B/R 1/06)

**ARTICLE IV – Officers of the Board**

Section 1.  **Designation**

The Officers of the Board of Regents shall be a Chairman, Vice Chairman and Secretary of the Board.

Section 2.  **Election**

The Chairman and Vice Chairman shall be elected from among the membership of the Board at the organizational meeting of the Board held during the Board's last meeting of the fiscal year and shall serve a one-year term, to commence on the following July 1.  The Chairman or Vice Chairman will serve for one-year terms in the respective office.  The Chairman may be elected to one additional consecutive one-year term.  The Vice Chairman may be elected to one additional consecutive one-year term.  No person who has held the office of Chairman for two consecutive one-year terms shall be elected to serve in that office until a period of two full fiscal years has elapsed after the end of the second consecutive one-year term served.  No person who has held the office of Vice Chairman for two consecutive one-year terms shall be elected to serve in that office until a period of two full fiscal years has elapsed after the end of the second consecutive one-year term served.  In the event of a vacancy in office, the Board shall fill the vacancy for the remainder of the term by election at the next regularly scheduled meeting of the Board.  A partial term served by a person elected to fill a vacancy in office shall not be counted as a full one-year term.  (B/R 12/09)

Section 3.  **Presiding Officer Pro Tempore**

In the case of the absence or inability to act of both the Chairman and the Vice Chairman at a meeting of the Board of Regents, a presiding officer pro tempore shall be elected by the Board.
Section 4. **Duties**

The Chairman of the Board shall preside at all meetings of the Board. In case of the absence of the Chairman from any meeting of the Board or in case of the inability of the Chairman to act, the Vice Chairman shall perform the duties and acts authorized or required by the Chairman to be performed, as long as the inability of the Chairman to act may continue. The Chairman may request Regents to serve as Board liaisons to school boards, government entities, and other System constituencies. (B/R 6/05)

Section 5. **Secretary of the Board**

A Secretary of the Board shall be selected by the Board from nominees submitted by a Regents’ Search Committee, shall serve at the will of the Board, and shall be compensated in an amount determined by the Board. The Secretary of the Board shall be evaluated annually in writing by the Chair of the Board in accordance with performance criteria and procedures approved by the Board of Regents. The Chair shall present his or her findings to the Board for its review in a closed personnel session. (B/R 9/05)

Section 6. **Duties of the Secretary of the Board**

The Secretary of the Board shall:

a. Give notice of all meetings of the Board and of all meetings of committees, and shall record and keep the minutes of the proceedings of the Board and the proceedings of all Committees;

b. Assist the Chancellor in preparing for meetings of the Board and its committees, and in providing administrative support to the Board and its committees;

c. Be custodian of the Seal of the University and shall affix it to documents executed on behalf of the University and to certifications as required;

d. Be custodian of all official records of the Board of Regents, including the minutes of all meetings and all papers and documents of the Board;

e. Certify to any actions of the Board or its committees, to the identity, appointment and authority of officers of the Board or of the University, and to provisions of the Board's Bylaws and excerpts from the Minutes of the Board; and

f. Perform all other duties normally incident to the Office of the Secretary of the Board as might be directed by the Board. (B/R 9/05)

**ARTICLE V - Meetings of Board and Committees**

Section 1. **Regular Meetings of the Board**

The Board of Regents shall hold regular meetings in accordance with a calendar established annually. However, if at any meeting it is determined by a majority of the Board that the next regular meeting is unnecessary, such meeting shall not be held.

Section 2. **Organizational Meeting**

The last regular meeting of the fiscal year shall be an organizational meeting for the purpose of electing officers, in addition to other business that may be brought before the Board. (B/R 10/02)
Section 3.  **Location of Meetings**

Meetings for the transaction of official business shall be held within the State of Nevada at places determined by the Board. Meetings may be conducted with participants at more than one location with the assistance of telephonic hookup, provided there are arrangements for clear communication between the speaker and others present at the meeting so that all persons attending the meeting are adequately informed concerning the proceedings.

Section 4.  **Special Meetings**

Special meetings of the Board may be held at the discretion of the Board or at the call of the Chairman, Vice Chairman or any five members.  (B/R 1/03)

Section 5.  **Committee Meetings**

A standing or special committee shall meet as directed by the Board or when called by the chairman of the committee.

Section 6.  **Notice of Meetings**

Regular and special meetings of the Board and meetings of standing and special committees shall be called and held in compliance with the provisions of NRS Chapter 241. The Secretary of the Board shall furnish notice of all meetings to each Board member in advance of each meeting as provided by the Open Meeting Law.  (B/R 1/06)

Section 7.  **Additions to Published Agenda**

No item of business shall be considered at a meeting of the Board unless it shall first have been entered upon the agenda for that meeting, provided, however, that items not appearing on the agenda may be taken up with the approval of a majority of the members present when it has been determined that the matter is an emergency as permitted under NRS Chapter 241.

Section 8.  **Agenda**

An item must appear on the agenda if three or more Regents request its inclusion on the agenda and notify the Chairman of the Board and the chancellor of the request. Agenda items requiring action shall be accompanied by a specific recommendation by the requesting Regents, a committee of the Board, the Chancellor, or a President through the Chancellor, which shall be prepared in such form as may be necessary for action by the Board, and shall be supported by sufficient documentation to permit a full understanding of the facts applicable to the item. All agenda items requiring Board action shall also be accompanied by a recommendation, analysis or comment to the Board from appropriate personnel in the Chancellor's Office. Agenda items will be submitted to the Chancellor's Office in sufficient time to enable adequate review by the Chancellor's Office. Agendas of regular meetings shall be approved by the Chairman of the Board and shall be mailed or otherwise distributed to all members of the Board no later than three working days prior to the meeting.  (B/R 1/03)
Section 9. **Regents Access to Agenda**

A regent or group of regents shall submit any matter to the Board or its committees for official consideration, including requests for permission for others to appear before the Board or its committees, to the Chancellor of the University for inclusion on the agenda of the Board or one of its committees.

Section 10. **Presidents’ Access to Agenda**

An institutional president shall submit matters to the Board or its committees for official consideration, including requests for permission for others to appear before the Board or its committees, to the Chancellor of the University for inclusion on the agenda of the Board or one of its committees.

Section 11. **Other Access to Agenda**

A faculty member or other employee, or student of the University, or any group of faculty members or other employees, or students of the University shall submit any matter to the Board or its committees for official consideration, including requests for permission to appear before the Board or its committees, through the appropriate institutional president and through the Chancellor for inclusion on the agenda of the Board or one of its committees. (B/R 1/03)

Section 12. **Order of Business**

The Chairman of the Board, for purposes of preparing the agenda, shall determine the order of business at each regular and special meeting of the Board. During a regular or special meeting, an agenda item may be taken out of the order presented on the agenda at the discretion of the chairman, unless the agenda item has been given a day or time certain. (B/R 12/01)

Section 13. **Quorum**

Seven Regents shall constitute a quorum for transaction of business at regular or special meetings of the Board. A majority of the membership of a special committee shall constitute a quorum for purposes of the business of the committee. A quorum may be gained by telephonic hookup providing that notice to that effect has been given. (B/R 1/03)

Section 14. **Recess When no Quorum**

Any meeting may be recessed and its business continued on an appointed day by the vote of a majority of the Regents present even though there shall be present less than a quorum.

Section 15. **Presiding at Committee Meetings**

In the absence of the chairman of a committee, the vice-chairman shall preside and otherwise perform the chairman's duties and in the absence of both the chairman and vice chairman, the member of the committee who has greatest seniority on the Board and who is present shall preside and otherwise perform the duties of chairman.
Section 16. **Rules of Procedure**

The rules contained in *Robert's Rules of Order*, latest edition, shall govern the proceedings at and the conduct of the meetings of the Board and its committees, insofar as they may be applicable and which are not covered in or by the Bylaws.

Section 17. **Procedures for Reports**

Reports shall be submitted to the Board or its committees in accordance with a schedule of reports adopted by the Board. Requests for other written reports to be prepared for submission to the Board or its committees shall be submitted to the chairman for approval or reference to the Board.

Section 18. **Appearances Before the Board and Committees**

The Board may grant permission for individuals and organizations to appear before it, provided that a written request for any such appearance, specifying the matters to be presented to the Board, the time necessary for such presentation, and the reason why a personal appearance is desirable, is made to the Office of the Chancellor 15 working days prior to meetings at which permission is sought to make such presentation. Prior written request to appear before the Board may be waived by the Chairman.

Section 19. **Faculty and Student Participation**

At public meetings of the Board or its committees, student body and faculty senate representatives may have the opportunity to speak on those items being considered by the Board in which students and/or faculty have indicated an interest.

Section 20. **Reconsideration**

Any member who voted on the prevailing side may move for the reconsideration of an action taken by the Board. Such motion must be made and voted upon at the same meeting at which said action is taken.

Section 21. **Repeal or Rescission**

No motion for repeal or rescission of any action taken by the Board shall be voted upon unless notice of intention to make such motion shall have been given at the previous meeting or by mail to each member of the Board and the Office of the Chancellor at least three working days prior to the meeting at which such motion is voted upon. Nothing in this section shall be deemed to prevent a member of the Board of Regents from moving an emergency item for the Board's action as defined by Chapter 241 of NRS.

Section 22. **Minutes of the Board**

Minutes of the proceedings of the Board shall be kept by the Secretary of the Board, and as soon as practical after a meeting a copy of said minutes shall be mailed to each member.
Section 23.  **Form of Minutes**

Minutes of meetings shall be complete, shall reflect deliberations of members as well as action taken, and all materials submitted for the information of the Board shall be included with the permanent minute record so as to constitute a complete, permanent record of all proceedings.

Section 24.  **Minutes of Committee**

Minutes of meetings of standing and special committees shall be in form of reports to the Board of Regents and shall be submitted to the next subsequent regular meeting of the Board for consideration and action.

Section 25.  **Public Meetings**

Meetings of the Board of Regents and meetings of standing and special Committees of the Board shall be public, with exceptions and notice requirements as may be provided by statute. (B/R 1/03)

Section 26.  **Conduct of Personnel Sessions**

Conduct of Personnel Sessions shall be as follows:

a. All closed executive sessions of the Board will be conducted in full compliance with the Nevada Open Meeting Law, NRS 241.010 et seq.

b. Notice of an executive session of the Board shall be placed upon the agenda of the Board in the same manner as any other agenda item with the exception of an emergency executive session. An emergency executive session may be added to the agenda by motion and vote of a majority of the members of the Board present at the time of the convening of the meeting. To qualify as emergency executive session, the need to discuss or act upon the item the subject of the emergency session must truly have been unforeseen at the time the agenda of the meeting was posted and mailed, and must truly be of such a nature that immediate action is required at the meeting.

c. Any motion to close a meeting to the public shall be governed by Robert's Rules of Order, latest edition, and must set forth the subject matter or nature of the business to be considered at the closed meeting, as permitted by NRS 241.030.

d. Only the subject matter or business identified in the motion to close an open session of the Board may be discussed in a closed session of the Board.

e. The Secretary of the Board to the Board of Regents or another appropriate staff member of the Board shall be present at all closed sessions of the Board for purposes of recording the proceedings of the closed session and preparing minutes of such meetings as required by NRS 241.035.

Section 27.  **Codification of Actions of the Regents**

Decisions and actions of the Board of Regents having an implicit or explicit effect on policy shall be codified and published in an appropriate manner.