

By-Laws
Southern Regional Education Board

As amended and adopted by Board of Control

ARTICLE I
(PURPOSE, FUNCTIONS, AND POLICIES)

Section 1. *State of Purpose.* The Board shall be devoted to the task of assisting states and institutions and agencies concerned with higher education in their efforts to advance knowledge and to improve the social and economic level of the southern region.

In aiding such states, institutions, and agencies, the Board shall explore fully, recommend, where desirable, and develop, where needed, interstate collaboration in the support, expansion, or establishment of regional services or schools for graduate, professional, and technical education.

Section 2. *Functions.* The Board, in carrying out its general purposes, shall perform the following functions:

- a) Serve as a clearing house on information regarding regionally significant activities among institutions and agencies concerned with higher education in the southern region.
- b) Provide a facility and staff for continuous assessment of needs in higher education within the South and for developing plans and programs to meet those needs.
- c) Serve as an administrative device for carrying out interstate arrangements for regional educational services and institutions.
- d) Serve as fiscal agent for carrying out interstate arrangements for regional educational services and institutions.
- e) Serve as a research facility on institutional and regional problems related to improving higher education.
- f) Assist in providing consultative services to states and institutions on improvement of higher education in the South on problems of major regional significance.

Section 3. *Policies.* The Board, in all its activities, shall be guided by the following policies:

- a) Each State shall be responsible, within the limits of its resources, for making available adequate facilities for higher education to its own citizens. In doing so, each State shall take into consideration the contributions made by institutions not under public control.
- b) Continuation, expansion, or establishment of educational services shall be guided by needs of the States.
- c) The quality of educational services provided shall be the highest possible consistent with the resources of the States.
- d) In so far as possible, needed regional educational services shall be provided through special arrangements among existing institutions. Regional facilities shall be established and directed by the Board only when no existing institution can satisfactorily provide needed services under a

system of regional collaboration, or when because of statutory or constitutional limitations, States cannot collaborate in supporting existing institutions.

e) Regional services, whether developed at existing institutions, or directed by the Board, shall be subject to applicable State and Federal laws and court decisions.

f) In undertaking research, the Board shall secure, in so far as possible, the collaboration of existing agencies, organizations and institutions.

g) The Board, in its study and action, shall collaborate with appropriate professional and accrediting organizations.

ARTICLE II (MEMBERSHIP)

Section I. *Members.*

a) The membership of the Board shall consist of the Governor of each State which has approved the Compact, *ex officio*, and four additional citizens of each Compact State to be appointed by the Governor thereof, at least one of whom shall be selected from the field of education, and at least one of whom shall be a member of the legislature of that State.

b) Any State which is unable to qualify shall, upon approval of the Board, be permitted full participation on the Board and in the regional program it directs, if its Governor requests such participation in writing and states his intention to inaugurate steps to permit its qualification as soon as possible. Until its legislature approves the Compact, however, such State shall not be permitted to vote.

Section 2. *Tenure.* The Governor shall continue as a member of the Board during his tenure of office as Governor of the State but the members of the Board appointed by the Governor shall hold office for a period of four years except that in the original appointments one Board member so appointed shall be designated by the Governor at the time of his appointment to serve an initial term of two years, one Board member to serve an initial term of three years, and the remaining Board members shall serve the full term of four years, but thereafter the successor of each appointed Board member shall serve the full term of four years, or until his successor is appointed. The term of all appointments shall end on June 30th of the appropriate year.

Section 3. *Vacancies.* Any vacancy on the Board caused by death, resignation, refusal or inability to serve shall be filled by appointment by the appropriate Governor for the unexpired portion of the term.

Section 4. *Certification of Appointment to Board.* The Governor of each State shall, upon appointment of a member to the Board, inform the appointee in writing of his appointment and the term for which he has been appointed and he shall inform the Chairman of the Board in writing as to the name and address of such appointee and the term for which such appointment is made.

ARTICLE III (MEETINGS)

Section 1. *Regular Annual Meeting.* The Board shall hold its regular meeting annually at such a time and place as may be designated by the Chairman, who shall notify the members of the Board in writing as to the time and place of such meeting at least thirty (30) days in advance of such meeting, unless advance notice is waived by the majority of the Board.

Section 2. *Special Meetings.* Special meetings may be called at any time by the Chairman, or a majority of the Executive Committee, provided however, that all members shall be given at least thirty (30) days notice in writing as to the time and place such special meeting is to be held, unless such notice is waived by a majority of the Board.

Section 3. *Quorums.* A majority of the total membership of the Board shall constitute a quorum for any special or regular meeting.

ARTICLE IV (OFFICERS, TERMS, DUTIES)

Section 1. *Officers.* The officers of the Board shall be a Chairman, A Vice-Chairman, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be filled by the same person. The Board may, within its discretion, elect as its Chairman a person who is not a member of the Board, provided such person resides within a signatory State, and upon such election such person shall become a member of the Board with all the rights and privileges of such membership.

Section 2. *Election.* All officers shall be elected at the regular annual meeting and shall hold office until the next annual meeting or until their successors are elected.

Section 3. *Duties.* The officers shall perform the usual duties of their respective offices, which are:

a) *Chairman.* It shall be the duty of the Chairman to preside over all meetings of the Board and to appoint the appointive members of all standing and special committees of the Board and to fill all vacancies in the membership of such committees in accordance with the provisions of these by-laws. It shall be the duty of the Chairman to call meetings and to plan the agenda for such meetings.

b) *Vice-Chairman.* In the absence of the Chairman of the Board or in the event that he is present but desires the Vice-Chairman of the Board to do so, it shall be the duty of such Vice-Chairman to perform all the duties of the Chairman of the Board.

c) *Secretary.* The Secretary of the Board shall keep minutes of all the meetings of the Board and of its committees. He shall file, index, and preserve carefully all minutes, papers, and documents pertaining to the business and proceedings of the Board and of its committees. The Secretary shall appoint a suitable person, not a member of the Board, to act as Assistant Secretary

thereof; such Assistant Secretary shall have the actual custody, under the supervision and control of the Secretary, of the records. Copies of all minutes, papers, and documents of the Board may be certified to be true and correct copies thereof by either the Secretary or the Assistant Secretary.

d) *Treasurer.* The Treasurer shall keep a full and accurate accounting of all funds received and disbursed by the Board and shall arrange for annual audits of the Board's records. The Treasurer shall appoint a suitable person, not a member of the Board, to act as Assistant Treasurer thereof; such Assistant Treasurer shall have the actual custody under the supervision and control of the Treasurer, of the records.

Section 4. the officers shall execute such bond as may be required from time to time by the Executive Committee.

ARTICLE V

(COMMITTEES)

Section 1. *Executive Committee.*

MEMBERSHIP. The Chairman of the Board shall appoint the members of the Executive Committee, which shall consist of not less than one member of the Board from each State, and a total membership of not more than eighteen. The appointment of each member shall be subject to the approval of the Governor of the State in which the member resides.

VOTING. Each State shall have only one vote. Where more than one person represents a single State on the Executive Committee, the vote shall be divided equally among the State's representatives.

POWERS OF THE EXECUTIVE COMMITTEE. Except as otherwise provided in the Compact, during the intervals between the meetings of the Board of Control, the Executive Committee may exercise all of the powers of the Board of Control.

The Executive Committee shall meet from time to time on call of the Chairman or on call of the members representing any two or more of the States, stating the place, day and hour thereof, notice of which shall be served personally on each member of the Executive Committee, or shall be mailed, telegraphed or telephoned to his address at least forty-eight hours before the meeting. The Executive Committee may fix its own rules of procedure, and it shall keep a record of its proceedings and shall report these proceedings to the Board of Control at the regular, or any special, meeting thereof held next after each action has been taken by the Executive Committee.

Section 2. *Special Committees.* The Chairman shall appoint such special committees as shall be deemed necessary or appropriate, and fix the term of their appointment.

ARTICLE VI (DIRECTOR AND STAF)

Section 1. *Director.* The Board shall appoint a Director of the office of the Board.

Section 2. *Staff.* The Director shall select the staff, with the approval of the Board.

Section 3. *Duties of the Director.* The Director shall be responsible for recommending general policies and program plans to the Board, and within the limits of policies and programs approved by the Board shall be responsible for the development and execution of the Board's functions. The Director shall be authorized to execute contracts in the name of and on behalf of the Board, when so directed by the Board.

ARTICLE VII (FINANCE)

Section 1. *Fiscal Year.* The Board's fiscal year shall be from July 1 through June 30.

Section 2. *Accounting and Audits.* There shall be orderly and accurate methods of accounting used in handling all funds received and disbursed by the Board. An annual audit shall be made by a Certified Public Accountant and a financial report shall be submitted by the Treasurer to the members of the Board at the regular annual meeting.

ARTICLE VIII (METHOD OF CHANGING BY-LAWS)

Section 1. Any by-law may be passed, amended, or repealed by a vote of two-thirds (2/3) of the States represented at any regular or special meeting and authorized to vote; provided, however, that such two-thirds shall be not less than a majority of the States. No changes shall be made in the by-laws unless the notice of the meeting sets out in full the proposed change or changes.

BY-LAWS CHANGES

- Sept. 21, 1957 The Board adopted a recommendation urging the Governors, in appointing legislative members or other elective officials to the Board, to specify that they shall serve a regular term of four years, unless their tenure of office expires before the end of those four years. Except in such event, the term of all appointments shall end on June 30 of the appropriate year.
- June 11, 1970 Title of Director changed to President by action of the Board.
- June 11, 1970 Reaffirmation of the Board's 1957 resolution on membership which urged Governors "...in appointing future members, to give thoughtful consideration to making the Board as broadly representative as possible of the variety of educational institutions in the South."
- Nov. 18, 1985 By-Laws concerning Executive Committee membership-- Executive Committee voted to give notice to the full Board that it will seek at the 1986 annual meeting a change in the By-Laws to increase the maximum membership of the Executive Committee to 20 from 18.
- June 21, 1986 -- The Board voted approval of the Executive Committee's proposed change in the By-Laws to increase the maximum membership of the Executive Committee to 20 from 18. (See pages 10 & 13 of Board proceedings.)
- A procedural change was also called for--in seeking a respective governor's concurrence of an appointment to the Executive Committee, inform that governor that in the absence of a specific response by a specified period of time would constitute concurrence (for example, two weeks).