

WESTERN INTERSTATE COMMISSION FOR HIGHER EDUCATION

BYLAWS

ARTICLE I

Organization, Mission, Operating Principles

Section 1. Organization

The Western Interstate Commission for Higher Education (WICHE) is a public interstate agency that operates under the Western Regional Education Compact. The Compact has been adopted by the legislatures of fifteen Western states, signed into law by their governors, approved by the Congress of the United States, and signed by the President. The Compact calls for the governor of each of those states to appoint three Commissioners (referred to collectively herein as "The Commission") to oversee the development of WICHE programs and to assure that the Compact is carried out for the benefit of the citizens of the West. Other states in the Western region may become affiliated members of WICHE when mutual interests exist and when the Commission determines that it would benefit WICHE to enter such arrangements.

Higher education, as defined by the Commission and WICHE, consists of those programs offered by accredited colleges and universities, and includes the following:

- a. Academic, technical, and professional fields of study leading to associate, baccalaureate, and/or graduate degrees;
- b. Continuing education;
- c. Vocational-technical education; and
- d. Distance-delivered education.
- e. Such other programs and services as defined by the Commission

Section 2. Mission

The member states of the Commission work collaboratively to expand educational access and excellence for all citizens of the West. By promoting innovation, cooperation, resource sharing, and sound public policy among states and institutions, WICHE strengthens higher education's contributions to the region's social, economic, and civic life.

Section 3. Objectives

WICHE seeks to accomplish its mission through a variety of activities that have the following objectives:

- a. To extend the availability of quality higher education programs among Western states.
- b. To identify emerging issues, trends, and problems affecting higher education.
- c. To provide research, analysis, and reporting of information on public policy issues of concern in the WICHE states, and to provide opportunities for discussion and a stronger understanding of these issues among policymakers.
- d. To promote collaboration within higher education and among the educational sectors, the government sector, and the private sector.
- e. To identify the broad array of technical, programmatic, and financial resources available in higher education and to link those resources to the needs of the region.
- f. To serve as an informed and objective representative of higher education before Western governmental and education leaders.
- g. To help increase the participation and success in higher education of underrepresented and underserved populations.
- h. To promote the use of new and effective technologies, models, and methods in higher education.
- i. To strengthen the linkages between higher education and the economy, including workforce requirements and government services.
- j. To encourage Western higher education cooperation with other regions and, where appropriate, across national boundaries.

Section 4. Program Criteria

The name of the agency implies certain criteria:

- a. Western. That the program has significant implications for people and institutions in the Western states, but may have implications for other states as well;
- b. Interstate. That the program has significant implications for more than one state, usually a group of states, with interstate and interinstitutional cooperation implied;
- c. Commission. That the program is sponsored or co-sponsored by the Commission and has its approval;
- d. Higher Education. That the program has a significant component related to higher education.

Section 5. Operating Principles

- a. Programs and projects shall receive formal approval of the Commission according to procedures the Commission has established and may, from time to time, revise;
- b. Requests for services originating with or endorsed by the governors or legislatures of the compacting states shall be given priority by the Commission and staff.

Section 6. Affiliated States

States geographically in the Western region but not signatories to the Western Regional Education Compact may be afforded status as affiliated states in accordance with policies and procedures approved by the Commission.

ARTICLE II Membership

Section 1. Member States

The membership of the Commission shall consist of three residents of each member state, at least one of whom shall be an educator engaged in the field of higher education. The Commissioners from each member state shall be appointed by the governor thereof as provided by law in such state. The Commissioners from each affiliated state shall be selected as determined by the state. Commissioners may be removed or suspended from office as provided by the laws of the states from which they shall have been appointed.

Upon the majority vote of the member states, territories of the United States meeting the Program Criteria set forth in Article I, Section 4 of these Bylaws may be admitted as members either individually or in joint membership with other U.S. territories. If admitted individually, such territory shall be treated as a member state for the purpose of these Bylaws and shall have the same rights and obligations as all other member states, shall pay the same membership dues as all member states, and shall be represented on the Commission by three members, at least one of whom shall be an educator engaged in the field of higher education. If one or more territories are admitted as joint members, said territories shall be represented on the Commission by a total of three individuals and said joint members shall have one vote in accordance with Article III, Section 5 of these Bylaws and the details laid out in the membership document for accepting the U.S. Pacific Territories and Freely Associated States approved by the Commission on November 13, 2012.

Section 2. Tenure

The term of each Commissioner shall be four years. Each Commissioner shall hold office until a successor shall be appointed and qualified.

Section 3. Vacancies

If any Commission office becomes vacant for any reason, the Secretary-Treasurer shall inform the appropriate governor, and request the governor to fill the office for the remainder of the unexpired term.

Section 4. Powers of the Commission

The Compact delegates to the Commissioners acting as a Commission complete power and control over the organization known as WICHE and its component parts. The powers of the Commission include the following powers that the Compact has expressly given to the Commission:

- To make and implement policy.
- To make contracts.
- To hire the president of WICHE and determine his or her compensation and terms of appointment.
- To determine what programs and services shall be offered.
- To sue and to be sued.
- To determine through budgeting and policy the parameters for personnel positions to be funded and the amount and configuration of WICHE's compensation system.
- To hold title to all property belonging to WICHE.

Section 5. Duties and Functions of the Commission

Under its broad responsibility defined in the Compact for overseeing the management and control of WICHE, the Commission has many specific duties and functions. Its power to control, manage, and govern WICHE necessarily includes exercise of wide discretion, including discretion in what actions it takes directly and in what authority it delegates to individuals and groups within WICHE. The delegation by the Commission of authority to individuals within WICHE does not relieve the Commission from its ultimate responsibility for the entire organization. The Commission may withdraw or modify delegated authority, but not on a retroactive basis. Listed below are those duties and functions considered by the Commission to be of primary importance:

- a. To select and appoint a president of WICHE who serves as WICHE's chief executive officer (generally considered to be the most important task carried out by the Commissioners).
- b. To adopt bylaws, policies, rules, and regulations for the operation of WICHE.
- c. To evaluate periodically the Mission, Goals, and Objectives of the Commission; the established procedures and policies of WICHE; the performance of the president of WICHE; and consider proposals from the president or from committees within WICHE with the president's recommendation.
- d. To delegate authority and responsibility deemed by the Commission to be appropriate and necessary for the most effective operation of WICHE with the full understanding that such delegation implies the right of the Commission to withdraw or modify the delegation when it is considered wise to do so .
- e. To approve, or authorize others to approve, all grants and contracts between WICHE and other parties, including but not limited to those contracts for: services rendered, programs offered, equipment and materials to be purchased, lease or rent of facilities, lease or rent or purchase of land, construction of buildings, and care and preservation of all WICHE property.
- f. To approve, by budgeting, the expenditures of all moneys.
- g. To approve policies which apply to the rights and responsibilities of those who are employed by WICHE.
- h. To receive benefits and donations directly from the federal government or from state governments or from private or corporate sources, to be used in ways recommended by the president and deemed by the Commissioners to be in the best interests of WICHE and consistent with its Mission.
- i. To give priority to requests for services, within the parameters of the Compact, Mission, and resources, originating with or endorsed by the governors or legislators of the compacting.

ARTICLE III Meetings

Section 1. Meetings of the Commission

The full Commission shall meet twice each year. Meetings of the Commission shall be held during the months of May or June and November or December on the day and at a time and place set at least one meeting in advance of the meeting to be held. All members shall be given written or electronic notice (or such other form of notice as may be approved from time to

time by the Commission at a regular meeting of the Commission) of the meetings at least sixty (60) days prior to the full Commission meetings.

Section 2. Special Meetings

Special meetings may be called at any time by the Chair or upon request of the delegations of three or more states, provided, however, that all members shall be given at least thirty (30) days' notice as to the time and place the special meeting is to be held, unless such notice is waived by the written action of a majority of the whole number of member states.

Section 3. Attendance at Meetings

Commissioners shall attend two meetings of the full Commission and all special meetings of the Commission each year. When conditions develop which will prevent their attendance, they shall notify the president's office as soon as possible.

Section 4. Quorums

One or more Commissioners from each state of a majority of the whole number of member states shall constitute a quorum for the transaction of business.

Section 5. Voting

Each member state represented at any meeting of the Commission or any committee of the Commission is entitled to one vote.

Section 6. Agenda

Items of business requiring action at the meetings of the Commission shall be limited to those appearing on the agenda, which shall be mailed or otherwise delivered electronically to the members not less than five business days in advance of the scheduled meeting. Whenever possible, working papers and staff recommendations on these items shall accompany and be delivered in the same manner as the agenda. Nothing in this bylaw shall prohibit the Commission from adding items to the agenda of any meeting if no action is requested thereon at that meeting.

Section 7. Executive Sessions

Executive sessions of the Commission may be held at the discretion of the Chair of the Commission or at the request of any three Commissioners present and voting. The president shall be present at all executive sessions. The Chair of the Commission, with the approval of a majority of the Commissioners present and voting, may invite other individuals to attend.

Section 8. Special Executive Sessions

Special executive sessions, limited to the members of the Commission, shall be held only to consider the appointment, salary, or tenure of the president.

ARTICLE IV Officers, Terms, Duties

Section 1. Officers

The officers of the Commission shall include a Chair, a Vice Chair, a Past Chair, and a Secretary-Treasurer. The president shall be the Secretary-Treasurer.

Section 2. Election

The Chair and the Vice Chair shall be elected at the Commission meeting in the fall and shall hold office for one year, or until their successors are elected and qualified.

Section 3. Duties

The officers shall perform the usual duties of their respective offices, including the following:

- a. **Chair.** The Chair of the Commission shall serve as Chair ex officio of the Executive Committee, shall call and preside at all meetings of the Commission and of the Executive Committee, shall prepare agendas for these meetings, shall appoint the appointive members of all committees, and shall be an ex officio member of all Commission committees, with power to vote, but in no event shall any member state have more than one vote in any committee, including the Executive

Committee. In the intervals between meetings of the Commission and of the Executive Committee, the Chair shall represent these bodies.

At the next meeting of each body, the Chair shall report to members all action taken on their behalf. All such acts of the Chair shall be taken subject to ratification by the Executive Committee or the Commission, according to their respective jurisdictions. Pursuant to Article V, Section 1, upon retirement from this office, the Chair, if still a WICHE Commissioner, shall serve one year on the Executive Committee and may vote only in accordance with the provisions of Article V, Section 1, below.

- b. **Vice Chair.** In the absence of the Chair or in the event the Chair is present but desires the Vice Chair to do so, it shall be the duty of the Vice Chair to perform all the duties of the Chair. The Vice Chair shall be an ex officio member of all Commission committees, with power to vote in accordance with the provisions of Article V, Section 1, below, and shall assist the Chair and president in liaison with executive, legislative, and other public bodies. The Vice Chair shall be the Chair-Elect and shall succeed the Chair in office. In the event there is a vacancy in the office of the Chair, the Vice Chair shall serve as Acting Chair until the full Commission, at its next regularly scheduled meeting, can take formal action to designate the Chair.
- c. **Past Chair.** Upon retirement from the office of Chair, the past Chair, if still a WICHE Commissioner, shall serve one year in the position of Past Chair and serve on the Executive Committee with power to vote in accordance with the provisions of Article V, Section 1, below. In the event that there is a vacancy in the office of the Vice Chair, the Past Chair shall serve as Acting Vice Chair until the full Commission, at its next regularly scheduled meeting, can take formal action to elect or designate a new Vice Chair.
- d. **Secretary-Treasurer.** The Executive Committee shall appoint the president to act as its Secretary- Treasurer to keep minutes of all meetings of the Commission and its committees. If requested by the governor of any member state, it shall be the duty of the Secretary-Treasurer to provide copies of the minutes and records of Commissioner attendance of all Commission and Executive Committee meetings so requested. The Secretary-Treasurer shall file, index, and preserve carefully all minutes, papers, and documents pertaining to the business and proceedings of the Commission and its committees; shall act as custodian of all funds of the Commission; and shall keep proper accounts concerning the disposition of all such funds. The Commission shall cause the books of account of the Commission to be audited annually.

Section 4. Annual Authorizations of Officers; Delegation of Authority

Each year, after the election of new officers of the Commission, the following authorizations and delegations of authority are approved by the Commission, such authorizations and delegations being effective until rescinded or until the next election of Commission officers:

- a. The Chair and other newly elected officers of the Commission are authorized to sign or delegate the signing of checks, drafts, and other documents on the Commission's behalf following Commission fiscal procedures.
- b. The Vice Chair of the Commission is authorized to sign for the president of the Commission in the absence of the Chair.
- c. The Past Chair of the Commission is authorized to sign for the Chair or the Vice Chair in the absence of both.
- d. The president of the Commission is authorized to sign contracts, grants, and other agreements that are necessary for the daily operation of WICHE and to hire, evaluate, promote, and make retention decisions of all WICHE employees (except for the president's position). The president of the Commission is further authorized to delegate similar authority to other WICHE-employed administrators connected with various entities of the Commission to execute designated contractual documents and to hire, evaluate, promote, and make retention decisions for WICHE staff related to their respective responsibilities. The president shall furnish the Executive Committee at each regular meeting of the Commission a list of staff members with delegated signatory authority.

Section 5. Bond

The officers shall execute such bond as may be required from time to time by the Executive Committee. The cost of such bond shall be charged against Commission funds.

Section 6. Delegation of Authority

The officers are authorized to enter contractual agreements and sign documents on behalf of the Commission. The Secretary-Treasurer is further authorized to sign contracts, grants, and other agreements that are necessary for the effective operation of WICHE.

ARTICLE V Committees

Section 1. Executive Committee

The Executive Committee shall consist of one Commissioner from each member state, with committee members selected by their respective state delegations by whatever procedure each delegation may determine. The Chair of the Commission shall serve ex officio, as Chair of the Executive Committee. The Vice Chair and the Past Chair shall be ex officio members of the Executive Committee. The Chair, Vice Chair, and the Past Chair may vote if representing their state in Executive Committee meetings; notwithstanding any other provision of the bylaws, in no case shall there be more than one vote per state.

Section 2. Powers of the Executive Committee

Except as otherwise provided in the Compact, during the intervals between the meetings of the Commission, the Executive Committee may exercise all the powers of the Commission. 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 Commission at the next regular or special meeting of the Commission.

Section 3. Attendance at the Executive Committee Meetings

Members of the Executive Committee shall attend all regular and special Executive committee meetings, and when unable to attend, shall arrange for one other Commissioner from their respective states to attend as their official representative with power to vote in accordance with the provisions of Article V, Section 1.

Commissioners who are not members of the Executive Committee shall be invited to all meetings of the Executive Committee at their own expense, with voice but no vote.

Section 4. Conduct of the Executive Committee Meetings

The provisions of the following listed sections of Article III shall also apply to the meetings of the Executive Committee:

- Section 4. Quorums
- Section 5. Voting
- Section 6. Agenda
- Section 7. Executive Sessions
- Section 8. Special Executive Sessions

Section 5. Audit Committee

The Audit Committee of the Commission shall be composed of at least three and not more than five members, shall be composed only of current or former Commissioners, each of whom shall otherwise be independent of any fiduciary advantage from either WICHE or from the public accounting firm employed to audit WICHE. Each member should be knowledgeable about nonprofit financial management principles and practices. The Chair of the Commission shall appoint the members of the Audit Committee, with the Past Chair of the Commission serving as the Chair of the Audit Committee. To preserve continuity, members of the Audit Committee shall be appointed to three- or four-year, staggered terms. No member shall serve for more than five consecutive years. The Audit Committee shall:

- review the appointment and compensation of the registered public accounting firm employed to audit WICHE, and recommend to the Commission retaining or reselecting the auditor;
- review and approve any amendments to the fees to be paid in the audit contract; and
- receive the annual audit of the organization from the auditor, engage in a review of the audit with the auditor, and recommend to the Commission whether to accept or reject the annual audit as submitted to the Commission.

Section 6. Special Committees

At any meeting, the Commission may authorize the creation of such special committees as it deems necessary and appropriate and may fix their size, duties, and tenure.

Section 7. Committees

Members of Committees shall attend all regular and special meetings of their committees, and when unable to attend, shall arrange for one other Commissioner from their respective member states or territories to attend as their official representative with power to vote.

Section 8. Standing Committees

The Chair of the Commission, with the ratification of a majority of the commissioners, may from time to time establish such standing committees as the Chair and the majority of the Commission deem necessary and appropriate to conduct the work of the Commission. Each such standing committee shall have one commissioner from each member state or territory and each member state shall have one vote, and one vote only, on matters brought before said standing committee.

ARTICLE VI

The President of the Commission

Section 1. Employment of the president by the Commission

The Commission employs the president of WICHE.

Section 2. Delegation of Authority by the Commission to the president

The president of WICHE is the chief executive officer of WICHE to whom the Commission delegates the authority and responsibility for implementing the Commission's Mission, Objectives, Program Criteria, and Operating Principles and managing, supervising, and controlling WICHE's staff, except for such matters as the Commission reserves to itself. The president and all other holders of WICHE's employee positions are subject to the rules, regulations, policies, and operating budgets issued and approved by the Commission. The president or persons designated by the president are responsible for naming persons to fill positions at WICHE. The president may reorganize the structure of WICHE's staff, subject only to the right of the Commission to review the reorganization if the Commission deems it appropriate.

Section 3. Reporting by the president

The president alone reports directly to the Commission. Other individuals and groups within WICHE, except those responsible for internal auditing, may approach the Commission officially on formal Commission business only through the president or in accordance with approved rules, regulations, policies and procedures for review by the Commission or for setting the Commission's agendas.

Section 4. Duties and Powers of the president

The role of the president of WICHE is one of creative leadership and therefore not to be described by a detailed list of specific duties. As the chief executive officer of WICHE, the president is responsible to the Commission for implementation of the Commission's rules, regulations, policies, and procedures and for the functioning of WICHE's staff and has the authority and responsibility necessary to direct the staff in carrying out the responsibility and authority delegated to the staff by these policies. All decisions and actions of the president are subject to the right of the Commission to intervene. This right is used with discretion and only as appropriate. The magnitude and complexity of the operation of WICHE make it neither wise nor feasible for the Commission to intervene in decisions and actions of the president and those to whom the president delegates responsibilities, except in the most unusual circumstances. Under the general authority granted to the president of WICHE by the Commission, the president has duties and responsibilities including but not limited to:

- a. Discharging primary responsibility for all the factors that contribute to the quality of WICHE programs and services.
- b. Maintaining general supervision of all relationships between representatives of the member states and the various levels of WICHE staff.
- c. Directing financial management of WICHE and its component parts in conformity with Commission management rules, regulations, policies, and procedures. This function includes but is not limited to the preparation of budgets, requests to member states, grant and contract requests, maintenance of financial records and accounts for WICHE and its hosted programs, the receipt and expenditure of all WICHE funds, preparation of required financial reports, and signing of grants and contracts.
- d. Directing personnel, including employment and termination, individual wage determination within Commission-ratified policy, assigning and reassigning administrative duties, and conditions of employment for administrators, staff, and other employees of WICHE's programs.
- e. Directing operation and maintenance of the physical plant, purchase of supplies and equipment, and the maintenance of appropriate inventories and records of real and personal property under the jurisdiction of the Commission. Ensuring that the WICHE Office shall be established in one of the member States.
- f. Overseeing fundraising.
- g. Directing management of investments in accordance with the policies and procedures established by the Commission.

- h. Serving as the primary spokesperson for the Commission to news media, constituent groups, government agencies, etc.
- i. Redelegating the above authority as deemed necessary.

Section 5. Removal of the president of the Commission

The relationship between the president of the Commission and the Commission is governed by the letter of appointment or contract between them and by the rules, regulations, and policies of the Commission. The president may be removed only as stated in the letter of appointment or contract.

ARTICLE VII

Finance

At the direction of the Executive Committee, the president shall submit a proposed annual budget for the consideration of the Commission. The Commission shall act upon such proposed budget at its spring meeting.

ARTICLE VIII

Changing Bylaws

Any bylaw may be adopted, amended, or repealed by the affirmative vote of a majority of the whole number of member states, provided, however, that notice of the proposed action shall be included in the call for the meeting at which they are to be considered and that copies of all proposed changes shall be sent with the call to all members of the Commission.

ARTICLE IX

Suspension of Rules

At any meeting of the Commission or its Executive Committee, any rules laid down in these bylaws may be suspended by a vote of two-thirds of the whole number of member states for any purpose not inconsistent with the provision of the Western Regional Education Compact. This article does not apply to Article VIII.

Adoption and revisions to the bylaws

Bylaws adopted August 11, 1952; revised August 14, 1961; December 5, 1964; March 27, 1965; August 9, 1971; August 14, 1975; August 13, 1977; February 3, 1979; December 5, 1980; June 15, 1984; June 17, 1989; December 2, 1989; June 13, 1992; December 6, 1997; May 22, 2000; November 9, 2004; November 6, 2007; and May 8, 2018.