

# WESTERN INTERSTATE COMMISSION FOR HIGHER EDUCATION

## BYLAWS

### ARTICLE I

Description, Goals, Program Objectives,  
Program Criteria, Operating Principles,  
Affiliated States

#### Section 1. Description

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 thirteen 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 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 the organization when mutual interests exist and when it would benefit WICHE to enter such arrangements.

Higher education, as defined by 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.

#### Section 2. Mission

The fifteen member states of the Western Interstate Commission for Higher Education 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 strengthened 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. Members**

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 compacting 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.

#### **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 WICHE 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 WICHE 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 the Commission'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 the Commission. The delegation by the Commission of authority to individuals within the 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 among the most important it exercises:

- a. To select and appoint a president of WICHE who serves as the 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 the WICHE.
- c. To evaluate periodically the Mission, Goals, and Objectives of the Commission; the established procedures and policies of the WICHE; and the performance of the president of WICHE, considering proposals for same from the president or from Committees of 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 the 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 the 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 WICHE Compact, Mission, and resources, originating with or endorsed by the governors or legislators of the compacting states.

## **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 notice of the meetings of the full Commission 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 written 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 Commission headquarters 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 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 to the members not less than ten (10) days in advance of the scheduled meeting. Whenever possible, working papers and staff recommendations on these items shall accompany 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 or at the request of any three Commissioners present and voting. The president shall be present at all executive sessions. The Chair 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 regular Annual Meeting and shall hold office until the next Annual Meeting, 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 agenda 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. 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 with a vote.

- 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, 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 that 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 upon election by the Commission serve one year in the position of Past Chair

and serve on the Executive Committee with vote. 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, and it shall be the duty of the Secretary-Treasurer to send copies of the minutes of all Commission and Executive Committee meetings to the governors and transmit a record of attendance from their states. 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 either.
- d. The president of the Commission is authorized to sign contracts, grants, and other agreements that are necessary for the daily operation of the Commission and to hire, evaluate, promote, and make retention decisions of all WICHE employees except for the president. 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 meetings of the Committee, 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.

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 acumen**

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 non-profit financial management principals 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. In order 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 states to attend as their official representative with power to vote.

## ARTICLE VI

### **The president of the Commission**

#### **Section 1. Employment of the president by the Commission**

The Commission employs the president of the Commission.

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

The president of the Commission is the chief executive officer of the Commission 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

the Commission staff, except for such matters as the Commission reserves to itself. The president and all other holders of Commission employee positions are subject to the rules, regulations, and policies issued by the Commission and to operating budgets approved by the Commission. The president or persons designated by the president are responsible for naming persons to fill positions at the Commission. The rules, regulations, and policies for managing, supervising and controlling the Commission activities include the Commission Policy and Procedure Manual, and such other rules, regulations, and policies as the Commission may adopt or approve. The president may reorganize the structure of the Commission 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 the Commission, 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 the Commission is one of creative leadership and therefore not to be described by a detailed list of specific duties. As the chief executive officer of the Commission, the president is responsible to the Commission for implementation of the Commission's rules, regulations, policies, and procedures and for the functioning of the Commission 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 the Commission 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 the Commission 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 Commission programs and services.
- b. Maintaining general supervision of all relationships between representatives of the member states and the various levels of Commission staff.
- c. Directing financial management of the Commission 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 the Commission and its hosted programs, the receipt and expenditure of all Commission 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 the Commissions 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 Commission Office shall be established in one of the member States.
- f. Overseeing fund raising.
- 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 between them; by the rules, regulations, and policies of the Commission and the WICHE Policies and Procedures Manual. The president may be removed only as stated in the letter of appointment.

## **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 Semiannual 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.

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; and November 6, 2007.