

Midwestern Higher Education Commission

Bylaws

Article I. Commission Purpose, Functions and Bylaws

Section 1. Purpose.

Pursuant to the terms of the Midwestern Higher Education Compact (hereinafter referred to as "the compact"), the Midwestern Higher Education Commission (hereinafter referred to as "the commission") is established to fulfill the objectives of the compact, including the development and promotion within the compacting states, of new and more efficient opportunities in higher education.

Section 2. Functions.

In pursuit of the fundamental objectives set forth in the compact, the commission shall, as necessary or required, exercise all of the powers and fulfill all of the duties delegated to it by the compacting states. The commission's activities shall include the preparation of reports, studies and recommendations, the provision of information and consulting services, the facilitation of resource sharing and exchanges, and the promotion and implementation of other initiatives related to the improvement of higher education in the compacting states, as provided by the compact, or as determined by the commission to be warranted by, and consistent with, the objectives and provisions of the compact.

Section 3. Bylaws.

As required by the compact, these bylaws shall govern the management and operations of the commission. As adopted and subsequently amended, these bylaws shall remain at all times subject to, and limited by, the terms of the compact.

Article II. Membership

Section 1. Compact Members.

The commission membership shall be comprised as provided in the compact. The appointing authorities in each of the compacting states shall forward the names of their appointees to the commission chairperson. After verifying compliance with the compact provisions governing commission appointments, the commission chairperson shall promptly acknowledge the receipt of all qualified appointments by letter to both the appropriate appointing authorities and the designated appointees. The commission chairperson shall promptly advise the appropriate appointing authorities of the need to appoint new commission members upon the expiration of designated terms or the occurrence of mid-term vacancies.

Section 2. Affiliate Members.

States not eligible to become a party to the Compact and/or Canadian Provinces may become affiliate members of the Commission when mutual interests exist and when it would benefit the Compact to enter into such arrangements. Such other states and/or Canadian Provinces may be afforded status as affiliate members to the Commission in accordance with policies and procedures approved by the Commission.

The Compact legislation must be approved by affiliate member states or provinces prior to being afforded affiliate member status.

Section 3. Associates.

Entities not eligible to become members of the Compact may be afforded status as associates of the Commission in accordance with the policies and procedures approved by the Commission.

Section 4. Compact Participation in MHEC Programs.

For the 12 states identified in Article VI of the MHEC compact statute, the MHEC compact statute must remain in effect in order for those states to participate in MHEC programs and services

Article III. Officers

Section 1. Election and Succession.

As provided by the compact, the officers of the commission shall include a chairperson, vice chairperson and a treasurer, all of whom shall be duly appointed commission members. Officers shall be elected by the commission at any meeting at which a quorum is present. The chairperson and vice chairperson shall serve one year terms or until their successors are elected by the commission. The vice chairperson shall succeed to the office of chairperson upon completion of the chairperson's term of office. The treasurer shall serve a one year term or until a successor is elected by the commission. The treasurer shall not serve more than four terms successively.

Section 2. Duties.

The officers shall perform all duties of their respective offices as provided by the compact and these bylaws. Such duties shall include, but are not limited to, the following:

- a. *Chairperson.* The chairperson shall call and preside at all meetings of the commission, shall prepare agendas for such meetings, shall make appointments to all committees of the commission, and, in accordance with the commission's directions, or subject to ratification by the commission, shall act on the commission's behalf during the interims between commission meetings.
- b. *Vice Chairperson.* The vice chairperson shall, in the absence or at the direction of the chairperson, perform any or all of the duties of the chairperson. In the event of a vacancy in the office of chairperson, the vice chairperson shall serve as acting chairperson until a new chairperson is elected by the commission.
- c. *Treasurer.* The treasurer, with the assistance of the commission's executive director, shall act as custodian of all commission funds and shall be responsible for monitoring the administration of all fiscal policies and procedures set forth in the compact or adopted by the commission. Pursuant to the compact, the treasurer shall execute such bond as may be required by the Commission covering the treasurer, the executive director and any other officers, commission members and commission personnel, as determined by the commission, who may be responsible for the receipt, disbursement, or management of commission funds.

Article IV. Commission Personnel

Section 1. Commission Staff and Offices

The commission shall appoint an executive director, who shall serve at its pleasure and who shall act as chief executive officer and secretary to the commission. The executive director shall hire and supervise such other staff as may be authorized by the commission. The executive director shall establish and manage the commission's office or offices, which shall be located in one or more of the compacting states as determined by the commission. The executive director may be entitled president of the commission.

Section 2. Duties of the Executive Director.

As secretary to the commission, the executive director shall keep minutes of all commission meetings and shall act as the custodian of all documents and records pertaining to the status of the compact and the business of the commission. As the commission's principal administrator, the executive director shall also perform such other duties as may be delegated by the commission or required by the compact and these bylaws, including, but not limited to, the following:

- a. Recommend general policies and program initiatives for the commission's consideration;
- b. Recommend for the commission's consideration administrative and personnel policies governing the recruitment, hiring, management, compensation and dismissal of commission staff;
- c. Implement and monitor the administration of all policies and program initiatives adopted by the commission;
- d. Prepare draft annual budgets for the commission's consideration;
- e. Monitor all commission expenditures for compliance with approved budgets, and maintain accurate records of account;
- f. Assist commission members as directed in securing required appropriations from the compacting states;
- g. Execute contracts on behalf of the commission as directed;
- h. Receive service of process on behalf of the commission; and
- i. Prepare and disseminate all required reports and notices as directed by the commission.

Section 3. Policy and Programmatic Committees.

In functioning as the commission's principal administrator, the executive director (president) may establish committees to help explore and implement commission policies and program initiatives. The executive director shall appoint the members of the committees and shall determine the composition, procedures, duties, budget and tenure of such committees.

At the discretion of the executive director, the positions of chair and vice chair may be established for each of the committees. If a chair and vice chair is established, the executive director shall appoint the chairperson and vice-chairperson following nominations from members of the respective committees. The term of office for the chair and vice chair shall be two years. The vice chair shall succeed the chair upon the expiration of the chair's term. The chair and vice chair shall serve at the pleasure of the executive director. The duties of the chair and vice chair shall include, but not be limited to, the following:

Chairperson: The chairperson shall call and preside at all meetings of the committee, shall prepare agendas for such meetings, and in accordance with the committee's directions and subject to the executive director's approval, shall act on the committee's behalf during the interim between committee meetings.

Vice Chairperson: The vice-chairperson shall, in the absence or at the direction of the chairperson, perform any or all of the duties of the chairperson. In the event of a vacancy in the office of the chairperson, the vice-chairperson shall serve as acting chairperson until the executive director appoints a new chairperson.

Article V. Meetings of the Commission.

Section 1. Meetings and Notice.

The commission shall meet at least once each calendar year at a time and place to be determined by the commission. Additional meetings may be scheduled at the discretion of the chairperson, and must be called upon the request of a qualified number of commission members, as provided in the compact. All commission members shall be given written notice of commission meetings at least 30 days prior to their scheduled dates. Final agendas shall be provided to all commission members no later than 10 days prior to any meeting of the commission. Thereafter, additional agenda items requiring commission action may not be added to the final agenda, except by a vote of the commission in which two-thirds of the compacting states vote aye. All commission meetings, except executive sessions limited to personnel matters, shall be open to the public and prior public notice shall be provided in a manner consistent with the customs and practices of the compacting states.

Section 2. Quorum.

Commission members representing a majority of the compacting states and affiliate members shall constitute a quorum for the transaction of business, except as otherwise required in these bylaws. The presence of one or more commission members from a compacting state is sufficient to constitute the presence of that state for purposes of determining the existence of a quorum, provided the delegation present is entitled to vote on behalf of the state represented. The presence of a quorum must be established before any vote of the commission can be taken.

Section 3. Voting.

Each compacting state represented at any meeting of the commission is entitled to one vote. Fractional voting is prohibited. Each affiliate member represented at any meeting of the commission is entitled to one vote. The commission members representing a single compacting state may, subject to applicable state laws, employ the means of their choice for determining their state's vote. In the event that a minimum number of commission members is required by a compacting state to be present at a commission meeting in order to vote on behalf of such state, the presence of that number of commission members shall also be required by the commission for purposes of determining the existence of a quorum. Except as otherwise required by the compact or these bylaws, any question submitted to a vote of the commission shall be determined by a simple majority.

Section 4. Procedure.

Matters of parliamentary procedure not covered by these bylaws shall be governed by Robert's Rules of Order.

Article VI. Committees

Section 1. Executive Committee.

The commission shall establish an executive committee, which shall be empowered to act on behalf of the commission during the interims between commission meetings. The composition, procedures, duties, budget, and tenure of such an executive committee shall be determined by the commission, except that each compacting state shall be entitled to equal representation and voting rights on the committee. Past chairpersons of the commission that remain duly appointed commission members or that serve as alternate commission members shall serve on the executive committee as ex officio members. The power of such an executive committee to act on behalf of the commission shall at all times be subject to any limitations imposed by the commission, the compact or these bylaws.

Section 2. Other Committees.

The commission may establish such other committees as it deems necessary to carry out its objectives. The composition, procedures, duties, budget and tenure of such committees shall be determined by the commission.

Article VII. Finance

Section 1. Fiscal Year.

The commission's fiscal year shall begin on July 1 and end on June 30.

Section 2. Budget.

The commission shall operate on an annual budget cycle and shall, in any given year, adopt budgets for the following fiscal year or years by such time as may be necessary to allow legislative appropriations from the compacting states to be secured. Commission budgets shall be submitted to the compacting states as required by the compact.

Section 3. Accounting and Audit.

The commission, with the assistance of the executive director, shall keep accurate and timely accounts of all receipts and disbursements of commission funds. The treasurer, through the executive director, shall cause the commission's records of account to be audited annually by a certified or licensed public accountant, and, as required by the compact, the report of such audit shall be made a part of the commission's annual report.

Section 4. Debt Limitations.

The commission shall monitor its own and its committees' affairs for compliance with all provisions of the compact and these bylaws governing the incursion of debt and the pledging of credit.

Section 5. Travel Reimbursement.

Subject to the availability of budgeted funds, and unless otherwise provided by the commission, commission members shall be reimbursed for any actual and necessary expenses incurred pursuant to their attendance at all duly convened meetings of the commission or its committees.

Article VIII. Required Reports

In addition to such other reports as may from time to time be required by the compact, these bylaws, or any action of the commission, the commission shall prepare and disseminate the following reports as required by the compact:

- a. An annual report documenting the commission's activities during the preceding year and including the annual audit report and any recommendations that may have been adopted by the commission.
- b. A biannual compact evaluation report, the first of which shall be prepared by January, 1995, analyzing the effects of the compact on higher education in the compacting states and including recommendations concerning the continuance of the compact.

Article IX. Adoption and Amendment of Bylaws

Any bylaw may be adopted, amended or repealed by a majority vote of the compacting states, provided that written notice and the full text of the proposed action is provided to all commission members at least 30 days prior to the meeting at which the action is to be considered. Failing the required notice, a two-thirds majority of the compacting states shall be required for such action.

As adopted by the Midwestern Higher Education Commission on March 10, 1991.

As amended by the Midwestern Higher Education Commission on May 20, 1995.

As amended by the Midwestern Higher Education Commission on June 20, 2003.

As amended by the Midwestern Higher Education Commission on November 18, 2004.

As amended by the Midwestern Higher Education Commission on November 14, 2006.

As amended by the Midwestern Higher Education Commission on November 14, 2011.