

UNIVERSITY OF NORTH TEXAS SYSTEM
BOARD OF REGENTS



BYLAWS

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ARTICLE I
COMPOSITION

1.01 Members of the Board. The Board consists of nine member Regents appointed by the Governor of the State of Texas and confirmed by the Senate for staggered terms of six years. Each Regent shall take the constitutional oath of office prior to assuming the duties of office and shall serve until a successor is duly appointed and qualified.

1.02 Student Regent. The Governor appoints a Student Regent for a one-year term in accordance with law. The Student Regent must be enrolled as an undergraduate or graduate student at an Institution of the UNT System at the time of appointment and throughout the Student Regent's term. The Student Regent is not a member of the Board. The Student Regent has the same powers and duties as the members, including the right to attend and participate in meetings of the Board, except that the Student Regent may not vote on any matter before the Board, or make or second any motion before the Board. The Student Regent is not counted in determining whether a quorum exists for a meeting of the Board or determining the outcome of any Board vote.

1.03 Vacancies. Any vacancy of the Board is filled by the Governor for the unexpired term.

1.04 Removal. A Regent may be removed from office for inefficiency or malfeasance of office as provided by law.

ARTICLE II
AUTHORITY AND OBLIGATIONS

2.01 Governing Body. The Board of Regents of the University of North Texas System is the governing body of the University of North Texas System, which includes the University of North Texas, the University of North Texas Health Science Center at Fort Worth, and the University of North Texas at Dallas.

2.02 Fiduciary Duty. Each member of the Board has the legal responsibilities of a fiduciary in the management of funds under control of the System, protection of assets, and carrying out the Board's responsibilities and duties. Fiduciary responsibilities include the duties of care, loyalty, and obedience.

- (a) Duty of Care. This is the level of competence and business judgement expected of a Board member, which is commonly expressed as the obligation to provide the level of care that an ordinary prudent person would exercise in a similar position and under similar circumstances.
- (b) Duty of Loyalty. This revolves around a Board member's financial self-interest and the potential conflict that can arise. In making decisions, a Board member must give undivided allegiance and act in the best interest of UNT System. If a conflict does arise, the Board member must recuse himself or herself from participating in any discussion and decision.
- (c) Duty of Obedience. This is about respecting the limits of the Board's authority and using that authority to help UNT System fulfill its mission, while respecting and obeying the law. A Board member has a duty to make decisions that upholds UNT System's mission and helps it achieve its stated objectives. Board members must be ready to question initiatives, investments, and other plans to keep UNT System on course.

2.03 Powers and Duties. The powers and duties of the Board are those prescribed by law including, but not limited to, the powers set forth in Chapters 51 and 105 of the Texas Education Code.

The Board shall direct, govern, operate, support, maintain, manage, and control the System in a fiduciary manner; adopt rules, policies, and procedures necessary for the governance of the System; and perform all acts necessary or appropriate to promote the welfare and development of the System. The Board may delegate certain powers or duties of the Board to an officer, employee, or committee designated by the Board, consistent with law.

2.04 Responsibilities. Pursuant to Texas Education Code § 51.352, the Board shall exercise the traditional and time-honored role for such boards as their role has evolved in the United States and shall constitute the keystone of the governance structure. The Board shall preserve institutional independence, enhance the public image of the System, interpret the community to the campus and the campus to the community, nurture the System to achieve its full potential within its role and mission, and insist on clarity of focus and mission for the System.

2.05 Board Self-Evaluation and Strategic Oversight. The Board will perform a self-evaluation of its oversight, performance, and structure annually. During its self-evaluation, the Board will review and update (as needed): the goals set by the System strategic plan; current bylaws, committee structure, and standards of conduct; and Board continuing education or training requirements.

2.06 Regents Rules. The Board shall approve, adopt, and amend Regents Rules to guide the administration of the System. Powers and duties of the Board not otherwise stated in these Bylaws may be set forth in or established by the Regents Rules.

ARTICLE III ETHICS AND STANDARDS OF CONDUCT

3.01 Responsibility. The responsibility for educating and training the future leaders of the state and nation carries with it the duty to adhere to the highest ethical standards and principles. It is of the highest importance that the people of the State of Texas have complete confidence in the integrity of their public servants.

3.02 Standards of Conduct. Regents shall perform their duties and activities in conformity with applicable federal, state, and local laws, administrative rules, and these Bylaws and the Regents Rules. Specific ethical obligations, reporting requirements, and standards of conduct are set forth in Regents Rules, Chapter 3, *Board Governance*.

3.03 Certification and Training Requirements. Each Regent shall complete all training and certification required by law, these Bylaws, and the Regents Rules, including but not limited to training in open government, ethics, conflicts of interest, fiduciary duties, cybersecurity, and the mission and governance of the System. Annually, each Regent shall:

- (1) Review and acknowledge the Board's Code of Ethics and Standards of Conduct;
- (2) Complete any required ethics and governance training; and
- (3) File all disclosures, reports, statements, or certifications required by law, including but not limited to conflict of interest and financial disclosure statements.

ARTICLE IV OFFICERS

4.01 Appointment. The officers of the Board shall be a Chairman and a Vice Chairman, and the Board may designate such other officers as it may deem necessary. These officers shall have such authority and perform such duties as may from time to time be delegated to them by the Board. The

officers shall be elected by the Board from among the Regents at the regular August meeting held in odd-numbered years.

4.02 Chairman. The Chairman of the Board shall preside at all meetings of the Board, appoint the members of all committees unless otherwise ordered by the Board, and perform such duties as usually pertain to this office or as may be assigned by the Board. The Chairman may assign any of the duties of the position to another Regent. The Chairman shall work in coordination with the Chancellor to prepare agendas and materials for Board and committee meetings and shall discharge any other duties required by order of the Board or by law.

4.03 Vice Chairman. At the request of, or in the absence of, the Chairman, or at the request of the Chairman, the Vice Chairman of the Board shall perform all duties and exercise all powers of the Chairman and shall be subject to the same restrictions as the Chairman. In the event of the death or resignation of the Chairman, the Vice Chairman shall serve as Chairman until the Board elects a successor for the unexpired term. The Vice Chairman shall perform such other duties as may be assigned by the Board or the Chairman or as required by law.

4.04 Term. Each officer shall serve for a term of two years and until a successor is duly elected and qualified. An officer shall not serve more than three consecutive terms in the same office unless elected to complete the unexpired portion of a predecessor's term.

4.05 Vacancies. A vacancy in any office may be filled, by the Board at its next meeting, for the remainder of the unexpired term.

4.06 Removal. Any officer may be removed, with or without cause, by resolution adopted at any meeting of the Board by a majority of all Regents, provided the meeting notice specifies that such action will be considered.

4.07 Secretary of the Board. The Board shall appoint a Secretary of the Board ("Secretary") who is not a member of the Board and who shall serve without fixed term at the pleasure of the Board. The Secretary shall report to the Board and be supervised by the Chancellor, who shall annually evaluate the Secretary's performance and present that evaluation to the Board for consideration. The Secretary shall manage the Office of the Board of Regents and act as principal staff officer to the Board. The Secretary shall prepare notices, agendas, and supporting materials for all meetings; keep accurate minutes of Board and committee proceedings; maintain custody of the Board's seal, official records, and proceedings; attest to the acts of the Board; and perform such other duties as may be assigned by the Board or as are customary to assist the Board in the discharge of its official responsibilities or as required by law.

ARTICLE V COMMITTEES

5.01 Standing Committees. The standing committees of the Board shall be the Audit Committee, the Finance Committee, the Strategic Infrastructure Committee, and the Student Success, Academic, and Clinical Affairs Committee. Each standing committee shall perform such duties and responsibilities as prescribed by the Board or as set forth in these Bylaws or the Regents Rules. The standing committees of the Board may be modified, from time to time, by amendment to these Bylaws adopted by a majority of all Regents.

(a) Composition. Each standing committee shall consist of not fewer than four Regents appointed by the Chairman. The Chairman shall appoint the Committee Chair of each standing committee,

unless otherwise ordered by the Board. The Committee Chair of a standing committee shall serve until such time as the Chairman reconstitutes the committee or appoints a new Committee Chair. If a vacancy occurs in the Committee Chair of a standing committee, the Chairman shall appoint another Regent to serve as the Committee Chair of that standing committee. The Chairman may appoint himself or herself as a member of any committee; and, unless otherwise appointed as a member, the Chairman shall serve as a non-voting ex-officio member of each standing committee.

- (b) Quorum. Three members of a standing committee shall constitute a quorum for the transaction of business. The act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.
- (c) Authority. The authority of standing committees shall be subject to action by the whole Board. The actions of any standing committee shall not become effective until authorized and approved by the Board unless the Board has specifically delegated authority to the standing committee to act on its behalf.
- (d) Audit Committee. The Audit Committee shall oversee the quality and integrity of accounting and financial reporting practices and statements, the internal auditing function, the internal control environment, and compliance with legal and ethical standards, and shall initiate audit and compliance activities as necessary to establish appropriate control processes within the System. The Committee shall ensure that the Board maintains direct access to all audit and compliance reports of the System. The Committee shall recommend for Board approval the hiring, retention, evaluation, and removal of the Chief Internal Auditor, who shall report to the Board through the Committee. The Committee shall maintain a charter outlining its responsibilities and an annual timeline providing for the scheduled review of major topics within its scope.
- (e) Finance Committee. The Finance Committee shall oversee the fiscal stability and long-term economic health of the System. The Committee shall monitor System financial operations, debt levels, and investment performance, ensure the maintenance of accurate and complete financial records, review and recommend budgets for approval by the Board, and ensure accurate and responsible financial reporting to the Board. The Committee shall maintain a charter outlining its responsibilities and an annual timeline providing for the scheduled review of major topics within its scope.
- (f) Strategic Infrastructure Committee. The Strategic Infrastructure Committee shall recommend to the Board any required actions concerning the naming of facilities, acquisition or disposition of real property and mineral interests, design and construction of major projects, adoption or modification of capital improvement and master plans, and approval of contracts as required by the Regents Rules. The Committee shall maintain a charter outlining its responsibilities and an annual timeline providing for the scheduled review of major topics within its scope.
- (g) Student Success, Academic, and Clinical Affairs Committee. The Student Success, Academic and Clinical Affairs Committee shall make recommendations to the Board regarding the academic and clinical missions of the System. The Committee shall advise on policies, programs, and resources needed to fulfill the System's mission and execute academic strategic priorities; evaluate the quality and integrity of institutional programs and instructional staff; and promote the welfare and success of students attending the Institutions. The Committee shall maintain a charter outlining its responsibilities and an annual timeline providing for the scheduled review of major topics within its scope.

5.02 Other Committees. A majority of the Regents at a meeting at which a quorum is present may establish by resolution, from time to time, such other special committees as are necessary for conducting Board business.

- (a) Composition. Each special committee shall consist of the number of Regents appointed by the Chairman or Board. The Chairman shall appoint the Committee Chair of each special committee, unless otherwise ordered by the Board. The Committee Chair of a special committee shall serve until the conclusion of committee business or such time as the Chairman appoints a new Committee Chair. If a vacancy occurs in the Committee Chair of a special committee, the Chairman shall appoint another Regent to serve as the Committee Chair of that special committee.
- (b) Quorum. A majority of members of a special committee shall constitute a quorum for the transaction of business. The act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.
- (c) Authority. The authority and duration of a special committee shall be as prescribed by the Board and subject to action by the whole Board. The actions of any special committee shall not become effective until authorized and approved by the Board unless the Board has specifically delegated authority to the special committee to act on its behalf.

5.03 Advisory Members of Standing or Other Committees. No more than three Regents may be appointed as advisory members to a standing committee or other committee. Advisory members shall be appointed by the Chairman with the approval of the committee chairman for a designated term up to one year. Advisory members may be reappointed. Advisory members may not vote on any matter before a committee or make or second any motion before a committee. Advisory members shall not be counted in determining whether a quorum exists for a meeting of a committee or the outcome of any committee vote.

ARTICLE VI MEETINGS

6.01 Meetings. The Board shall hold regular and special meetings as required or authorized by law and these Bylaws. Meetings shall be conducted in compliance with the Texas Open Meetings Act, and proceedings shall be conducted in accordance with *Robert's Rules of Order Newly Revised*, except as modified by these Bylaws.

- (a) Notice Requirements. Notice of meetings must be posted in a place readily accessible to the general public at all times for at least three business days before the scheduled date of the meeting. For any regularly scheduled meeting of the Board, such notice shall: (a) be posted as early as practicable in advance of the meeting on the UNT System Internet website; (b) include any written agenda and related supplemental written materials provided to the Regents in advance of the meeting by UNT System for the Regents' use during the meeting.
- (b) Broadcast Requirements. For any regularly scheduled meeting of the Board, the System shall: (a) broadcast the meeting, other than any portions of the meeting closed to the public as authorized by law, over the Internet; and (b) record the broadcast and make that recording publicly available in an online archive located on the System's Internet website.
- (c) Quorum of the Board. Five Regents shall constitute a quorum for the transaction of business at a meeting. A meeting may not be convened unless a quorum is present in the meeting room, videoconference, or teleconference. The act of a majority of the Regents present at a meeting at

which a quorum is present shall be an official action of the Board unless otherwise provided by law, these Bylaws, or the Regents Rules.

- (d) Open Meetings. Meetings of the Board and Committees are meetings of a “governmental body” and subject to Chapter 551, Texas Government Code, *Open Meetings Act*. Deliberations of the Board or Committee must be open to the public except matters for which a closed meeting is expressly allowed. A final action, decision, or vote on a matter deliberated in a closed meeting may only be made in an open meeting.
- (e) Closed Meetings. Closed meetings of the Board and Committees for deliberations may be held only for express exceptions provided by Subchapter D, Chapter 551, Texas Government Code, *Open Meetings Act*. If a closed meeting is allowed a quorum of the Board or Committee must be assembled in the meeting room, the meeting convened as an open meeting pursuant to proper notice, and the Chairman of the Board or Committee announce that a closed session will be held and identify the section of the *Open Meetings Act* authorizing the closed session. No final action, decision, or vote on a matter may be taken in the closed meeting.
- (f) Records of Meetings. The Secretary shall ensure that all notices of meetings are issued in compliance with law, that minutes and official actions are accurately recorded, and that all records of Board proceedings are maintained as permanent records of the System. The Secretary shall attest to and authenticate all official actions of the Board and ensure that they are communicated to appropriate parties.
- (g) Order of Business. The order of business at each meeting of the Board shall begin with a call to order and conclude with adjournment. The sequence of business at each meeting of the Board shall be determined by the Chairman in consultation with the Chancellor and the Secretary and structured to promote efficiency in the conduct of business. The agenda may include, but is not limited to, approval of minutes, consideration of consent agenda items, committee reports, action items, executive sessions, and other matters properly brought before the Board and duly posted with the Texas Secretary of State.
- (h) Consent Agenda. The Board may utilize a consent agenda for consideration of routine or noncontroversial matters. The consent agenda shall be included in the notice and materials provided to the Board prior to each regular meeting. Any Regent may request that an item be removed from the consent agenda for separate consideration. Items removed from the consent agenda shall be considered by the full Board following disposition of the consent agenda. Approval of the consent agenda shall constitute approval of all items listed therein as if each had been considered individually.

6.02 Regular Meetings. Regular meetings of the Board shall be held in February, May, August, and November, unless otherwise determined by the Chairman. Regular meetings shall be scheduled for the purpose of transacting System business and considering reports, policies, and other matters brought before the Board.

6.03 Special Meetings. Special meetings of the Board may be called by the Chairman, or by the Vice Chairman when performing the duties of the Chairman, or upon the written request of five Regents. The notice for any special meeting shall specify the purpose of the meeting.

6.04 Emergency Meetings. Emergency meetings may be called or an emergency addition to a meeting agenda may be added in the event of an emergency or urgent public necessity only if immediate

action is required because of an imminent threat to public health and safety. Notice must be posted at least one hour before convening to deliberate to take action of the emergency or urgent public necessity.

6.05 Location of Meetings. The location of all meetings must be accessible to the public. Unless otherwise specified in the notice of the meeting, all meetings of the Board and its committees shall be held in facilities that are owned or leased by the System that are located in Denton, Fort Worth, Dallas, or Frisco. Meetings may be conducted in-person or by videoconference or teleconference in a manner and for purposes permitted by law.

ARTICLE VII COMMUNICATIONS

7.01 Internal Board Communications. The Chancellor is the primary communication channel between the Board and the System, including faculty, staff, and students. Board members should direct requests for information through the Chancellor or Presidents, with copies of all communications shared with relevant officials. The Chancellor and Presidents shall ensure the Board is informed about the System's operations. Board members may engage with faculty, staff, and students but should refrain from personal involvement in matters outside the Board's authority.

7.02 External Board Communications. The Chairman serves as the spokesperson for the Board on matters as authorized by the Board. Any communication of an individual Regent's views can be assumed to be an expression of the Board's position as a whole; therefore, Regents shall avoid public statements about the board, the System, or Institutions unless otherwise authorized by the Chairman.

ARTICLE VIII MISCELLANEOUS

8.01 Adoption and Amendment. These Bylaws shall be adopted or amended only by a vote of a majority of all Regents. Amendments shall take effect immediately upon adoption unless otherwise specified by the Board.

8.02 Interpretation. In the event of a question regarding the interpretation or application of these Bylaws, the matter shall be referred to the General Counsel for an opinion, subject to the authority of the Board to make a final determination. Where these Bylaws are silent, the Board shall be guided by applicable law and the Regents Rules.

8.03 Priorities. When the General Counsel notifies the Chairman that a federal or state law or regulation becomes effective which conflicts with a provision of these Bylaws, the law or regulation shall take precedence over such provision of these Bylaws. These Bylaws take precedence over any conflicting Regents Rule, System regulation, or Institutional policy.

8.04 Implementation. The Chancellor shall ensure implementation of these Bylaws and disseminate any amendments to these Bylaws to all affected parties within the System. The Secretary shall maintain the official, current version of these Bylaws as part of the permanent records of the Board.