

**UNIVERSITY OF WYOMING**  
**INTERNATIONAL BOARD OF ADVISORS**  
**BY-LAWS**  
**As amended, October, 2016**

**ARTICLE 1. STATEMENT OF PURPOSE**

Section 1.01. Mission

- (a) The mission of the University of Wyoming's International Board of Advisors (IBOA) is to support international knowledge and experiences at the University of Wyoming (UW) and throughout Wyoming

Section 1.02. Vision

- (a) The International Board of Advisors' vision is to utilize networks and respective experiences to identify opportunities and further support international knowledge and experiences at the University of Wyoming and throughout Wyoming

Section 1.03. Goals

- (a) The Board shall work on various fronts to accomplish its mission. This will include but is not limited to:
  - (i) Promote Professional Development
  - (ii) Advocate for International Programs
  - (iii) Raise funds to ensure sustainability of IBOA mission

**ARTICLE II. UW INTERNATIONAL BOARD OF ADVISORS**

Section 2.01. Relationship to the University of Wyoming

- (a) Nominees for the IBOA are subject to approval by the Director of International Programs (IPO) and/or the Provost/Vice President for Academic Affairs of the University of Wyoming.
- (b) The Board's deliberations are advisory to the IPO Director, who is hired by the University of Wyoming's Board of Trustees. The IBOA does not oversee UW staff.

## Section 2.02. Relationship to the University of Wyoming Foundation

- (a) Private gifts in support of the Board or IPO shall be directed to the UW Foundation, according to the same guidelines as all private gifts to the University.

## Section 2.03. Board Roles and Responsibilities

- (a) Board members are encouraged to:
  - (i) Bring new ideas, insight and creativity to international issues at the University and around the State; advise and assist IPO on ways to remain focused on its mission
  - (ii) Challenge and encourage the Board and UW to maintain productive efforts and an innovative program of excellence
  - (iii) Provide the University with connections to people who will help build international competence, including potential donors
  - (iv) Make an annual gift to the University to support international programming

## Section 2.04. Composition of the Board

- (a) The Board shall be composed of voting and non-voting members
  - (i) Of the voting members there will be not more than 16 including the following:
    - (a) Of the voting members, the Director of the IPO will comprise one (1) position
    - (b) Of the voting members, a Cheney family representative may comprise one (1) position
- (b) The following shall be non-voting ex officio members of the Board:
  - (i) The Chair of the UW International Education Steering Committee
  - (ii) A Dean from a UW college
  - (iii) A Director, Department Head/Chair or Professor from a UW College Degree Program
  - (iv) The Associate Director of Admissions for International Students and Scholars
  - (v) A member of the Board of Trustees
  - (vi) A student representative, with the President of the Associated Students of the University of Wyoming (ASUW) being offered the position yearly
- (c) There may be ad hoc non-voting members appointed by the chair to serve on committees.

#### Section 2.05. Terms of Office

- (a) Candidates for the Board may only be nominated by voting Board members. Nominees must be recommended to the Membership Committee and shall be elected at any meeting of the Board.
- (b) Except as otherwise provided below, all Board members shall be appointed to serve four-year terms, with a term ending at the conclusion of the meeting four years from the meeting of appointment.
  - (i) Board members may serve no more than two consecutive four-year terms. With the exception of the UW IPO Director and Cheney Family Representative
  - (ii) Ex-Officio members who serve on the Board by virtue of their position, terms on the Board shall coincide with their terms in the office they represent
  - (iii) The Dean, representing a UW college shall be a rotating position and last no longer than two years.
  - (iv) The degree program Director, Department Head/Chair, or Professor shall be a rotating position and last no longer than two years
  - (v) A former Board member may serve as a committee member at the discretion of and as appointed by the Chair of the Board
  - (vi) Members who miss consecutive meetings may be asked by the chair of the membership committee to relinquish their position on the board

#### Section 2.06. Qualifications of Candidates for Board Membership

- (a) The candidate should exhibit a strong commitment to the University of Wyoming and the Board's mission of building international competency at the University and in Wyoming
- (b) The candidate's skills and expertise should help IBOA pursue its mission and vision
- (c) The candidate should be willing and able to assist the University with outreach and donor relations
- (d) The candidate should enhance the diversity of the Board's composition
- (e) The candidate should be willing to make an annual gift to the University in support of international programing

#### Section 2.07. Conflicts of Interest

- (a) Should a board member have a financial or personal interest in any matter coming before the board of directors, the affected person shall fully disclose the

nature of the interest and withdraw from discussion, lobbying, and voting on the matter.

- (b) Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the University to do so.
- (c) The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### Section 2.08. Compensation

- (a) Board members who are not employees of the University of Wyoming are considered volunteers and receive no compensation for their services.

### **ARTICLE III. OFFICERS**

#### Section 3.01. Election of Officers

- (a) The officers of the Board shall be a Chair and a Vice Chair. Officers shall be elected by a majority vote of the board.

#### Section 3.02. Chair

- (a) The Chair shall be elected by the Board for a two-year term and shall not serve consecutive terms
- (b) The Chair shall perform in a manner which carries out the Board's Mission and Vision through a collaborative and constructive approach

#### Section 3.03. Vice Chair

- (a) A Vice Chair shall be elected by the Board for a two-year term and shall not serve consecutive terms
- (b) The Vice Chair shall perform all the functions of the Chair in his/her absence or other duties as assigned by the Chair
- (c) The Vice-Chair shall serve also as the Chair-Elect.

#### Section 3.04 Secretary

- (a) A Secretary shall be elected by the Board for a two-year term and shall not serve consecutive terms

- (b) The Secretary shall perform the functions of assisting the Director of International Programs in planning and executing distribution of materials of pertinence to Board members.

Section 3.05 Treasurer

- (a) The Treasurer shall be elected by the Board for a two-year term and shall not serve consecutive terms
- (b) The Treasurer shall perform the functions of informing the Board on financial matters related to the board
- (c) The Treasurer shall provide in conjunction with the Director of the International Programs Office, a review of fundraising activities annually

Section 3.06. Other officers

- (a) Other officers may be nominated and elected as needed by the Board.

**ARTICLE IV. COMMITTEES**

Section 4.01 Committees

- (a) The Chairman of the Board shall appoint all committee members. Committees may make recommendations to the board for action.

Section 4.02 Committee Structure

- (a) The following shall be standing committees of the Board:
  - (i) Education and Professional Development Committee
  - (ii) Membership/Outreach
  - (iii) Fundraising
  - (iv) Awards

Section 4.03 Chairman

- (a) To ensure Board members understand the importance of these committees chairmanship shall be held by the following Officers of the Board, respectively:
  - (i) Chair
  - (ii) Secretary
  - (iii) Treasurer
  - (iv) Vice Chair

- (b) As such, members of the respective committee will nominate a Board member to serve as co-chair at their discretion.

Section 4.04 As Needed Committee(s)

- (a) The Chair of the Board shall appoint a member(s) to such short term or ad hoc committees as authorized by the Board.

**ARTICLE V. OTHER STAFF, VOLUNTEERS AND EX-FFICIO BOARD MEMBERS**

Section 5.01. Consultants and Staff

- (a) The Board Chair and/or Director of International Programs may invite consultants, staff, or faculty to participate in Board meetings, committee meetings, or study panels, as appropriate.

Section 5.02. UW Administrators

- (a) The UW President and the UW Vice President for Academic Affairs/Provost are invited to all Board meetings and relevant committee meetings.

Section 5.03. UW Foundation

- (a) The UW Vice President for Institutional Advancement /President of the UW Foundation is invited to Board meetings.

**ARTICLE VI. MEETINGS**

Section 6.01. Frequency and Structure

- (a) The Board shall hold at least two meetings a year.
  - (i) At least one of the meetings each year shall be held in Laramie, Wyoming
  - (ii) The Chair may call special meetings of the Board. The Director of International Programs or Board Chair shall send to each Board member a notice of each special meeting, setting forth the time and place of the meeting and the matters to be discussed at such meetings
  - (iii) The Chair and the Director of the International Programs Office shall work together to set the meeting agenda.

Section 6.02 Quorum

- (a) A quorum for conducting business shall be at least 7 voting members present at a meeting of the Board. Action is by simple majority.

**ARTICLE VII. AMENDMENTS TO THE RULES OF GOVERNANCE**

- (a) Amendments to these by-laws may be considered and voted upon at a regular meeting.
- (b) Amendments require as simple majority of voting members present at the meeting.