

Interstate Passport Network

BYLAWS

ARTICLE I

DESCRIPTION OF THE NETWORK

Section 1: Description. The Interstate Passport Network (Network), whose members are regionally accredited U.S. not-for-profit higher education institutions and their related systems and state agencies, is dedicated to the development and ongoing refinement and operation of the Interstate Passport framework for block transfer of lower-division general education. Interstate Passport is based on learning outcomes and transfer-level proficiency criteria and is designed to:

- a) Focus on academic quality and coherence in lower-division general education for a positive impact on student completion;
- b) Accelerate and streamline the transfer process;
- c) Facilitate student transfer across state lines and within states;
- d) Lower student costs and time to credential by reducing the unnecessary repetition of student learning;
- e) Provide for institutional flexibility in meeting national quality expectations; and
- f) Encourage ongoing faculty engagement in and discussion of lower-division general education knowledge and skill areas, requirements, and learning opportunities.

Section 2: Tax Status and Location. The Network functions under the umbrella of the Western Interstate Commission for Higher Education (WICHE), a public interstate agency that operates under the Western Regional Education Compact as a 501(c)(3) not-for-profit organization. WICHE is located in Boulder, Colorado.

ARTICLE II

NETWORK MEMBERSHIP

Section 1: Eligibility of Members. Membership in the Network is at the organization level. It includes public and private regionally accredited not-for-profit institutions, both two-year and four-year, along with related higher education systems, and state coordinating and governing boards which satisfactorily complete the steps in the application process and agree to comply with the requirements outlined in the Memorandum of Agreement (MOA) at the time of application.

Section 2: Term of Membership. The membership year begins on July 1 and concludes on June 30 in conjunction with WICHE's fiscal year. Members are approved for a five-year term, renewable in five-year increments contingent upon meeting Interstate Passport requirements set out in the Memorandum of Agreement at the time of renewal. Applicant states, systems, and institutions approved for Interstate

35 Passport status become active members on the latter date of the signatures on the MOA with fees pro-
36 rated for the first year of participation.

37 **Section 3: Good Standing.** Members maintain good standing by complying with the requirements set
38 out in the signed Memorandum of Agreement, bylaws, and policies established by the Passport Review
39 Board.

40 **Section 4: Participation Fees.** Institutions, systems, and states will be assessed participation fees fixed
41 by the Passport Review Board at its annual meeting.

42 **Section 5: Withdrawal from Membership.** Any institution, system or state agency member of the
43 Network may withdraw from participation with written notice to the Interstate Passport director at the
44 conclusion of its membership term per the date designated in its signed Memorandum of Agreement.
45 Resignation shall not relieve the respective member of any outstanding charges due to the Network or
46 responsibilities to students awarded the Passport during the timeframe of its membership.

47 **Section 6: Membership Termination.** An institution, system, or state member may be terminated from
48 participation in the Interstate Passport Network for failure to satisfactorily comply with the
49 requirements of the Memorandum of Agreement or for failure to pay participation fees within 90 days
50 of their due date.

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ARTICLE III

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GOVERNANCE BY THE PASSPORT REVIEW BOARD

54 **Section 1: Description of the Passport Review Board.** The Network is governed by the Passport Review
55 Board (Board), the policymaking body with responsibility for overall direction of the Network and
56 Interstate Passport program.

57 a) **Types of Delegates.** There are two types of delegates serving on the Board.

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59 i. **Passport State Facilitators.** Members of the Network in each state shall appoint one
60 Passport State Facilitator to represent their interests on the Passport Review Board. This
61 individual casts the sole vote for participating institutions in the respective state on all
62 matters brought for a vote. The Passport State Facilitator also serves as the primary
63 channel for all official communications between the state's participating institutions and
64 organizations and the Passport Review Board. Individuals in the role of Passport State
65 Facilitator serve on an ongoing basis until replaced by a new representative selected by
66 members in their respective state.

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68 ii. **At-Large Delegates.** The Board may invite individuals with special expertise in higher
69 education and other areas to serve on the Board for a two-year renewable term. At the

70 time of appointment, the at-large delegates may not exceed 50 percent of the Board's
71 composition.

72 **Section 2: Duties and Functions of the Passport Review Board.** Under its broad responsibility for
73 overseeing the management of the Network and the Interstate Passport program, the Board has specific
74 duties and functions. Those duties and functions considered to be among the most important are to:

- 75 a) Adopt bylaws, policies, rules and regulations for the operation of the Network and the Interstate
76 Passport program and to review these periodically.
- 77 b) Elect officers.
- 78 c) Approve candidate member institutions for Interstate Passport status.
- 79 d) Determine services to be provided to members of the Interstate Passport Network.
- 80 e) Set fees associated with participation in the Interstate Passport and approve the annual budget.
- 81 f) Determine the need for faculty review and/or updating of Passport Learning Outcomes and
82 Transfer-Level Proficiency Criteria.
- 83 g) Evaluate the overall performance of the Interstate Passport program as well as the performance
84 of participating institutions on an annual basis Collaborate with members to design and develop
85 strategies that can assist institutions in being more successful participants in the network;
- 86 h) Terminate membership for states, systems, or institutions failing to maintain good standing;
- 87 i) Publish the annual report on the Interstate Passport's status; and
- 88 j) Appoint and dissolve committees and task forces.

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90 **Section 3: Use of Interstate Passport Logo.** The Passport Review Board bears sole authority for
91 authorizing use of the Interstate Passport logo (U.S. Patent and Trademark Registration Number
92 5,198,870) by outside entities. In consultation with the board, the director may authorize use of the
93 Interstate Passport logo to outside entities.

94 **Section 4: Use of Interstate Passport Mailing List.** The Passport Review Board bears sole authority for
95 authorizing use of the Interstate Passport mailing list to outside entities, and the content of messages to
96 the mailing list recipients. In consultation with the board, the director may authorize use of the
97 Interstate Passport mailing list to outside entities.

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ARTICLE IV

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OFFICERS, TERMS AND DUTIES

101 **Section 1: Officers.** The officers of the Passport Review Board shall include co-chairs (one representing
102 the two-year sector and the other representing the four-year sector), a secretary-treasurer, and
103 immediate past co-chairs. These officers form the Board's Executive Committee.

104 **Section 2: Election.** The co-chairs of the Passport Review Board shall be elected by a simple majority of
105 the delegates present at its annual meeting of the Board and shall hold office until the next annual
106 meeting or until their successors are elected and installed. The Executive Committee may call a special
107 election should an officer leave office more than three months prior to the next annual meeting.

108 **Section 3: Duties.** The officers shall perform the usual duties of their respective offices, including the
109 following:

- 110 a) **Co-Chairs.** The co-chairs shall convene and preside over all meetings of the Passport Review
111 Board and its Executive Committee. The co-chairs are the spokespersons for the Network and
112 are the only delegates authorized to make commitments on behalf of the Passport Review
113 Board or the Network without a formal vote by the Board.
- 114 b) **Secretary-Treasurer.** The Interstate Passport director shall serve as the secretary-treasurer and
115 shall prepare minutes of all meetings of the Passport Review Board and Executive Committee,
116 and ensure their timely distribution to the members of the respective group. The secretary-
117 treasurer shall provide a financial statement and proposed budget for review and approval by
118 the executive committee prior to its consideration by the Board at its annual meeting.
- 119 c) **Immediate Past Co-Chairs.** At least two months prior to the annual meeting, the immediate
120 past co-chairs shall determine whether each current co-chair desires to continue in office. At
121 least 30 days prior to the annual meeting, the past co-chairs will notify the Board’s membership
122 of the current co-chairs’ desires and solicit nominations for the co-chair positions representing
123 the Network’s diverse constituency, and prepare and present a list of candidates for election at
124 the annual meeting.

125 **Section 4: Resignation, Termination, and Absences.** Any delegate serving as an officer may resign at any
126 time by written notice to the Interstate Passport director. An officer’s term may be terminated by the
127 executive committee due to excessive absences (more than two unexcused absences at executive
128 committee meetings in a year).

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ARTICLE V

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COMMITTEES AND TASK FORCES

132 **Section 1: Executive Committee.** The Executive Committee shall consist of the officers of the Passport
133 Review Board. During the intervals between the annual meetings of the Board, the Executive Committee
134 may exercise all the powers of the Board except terminating members for reasons other than non-
135 payment of participation fees, authorizing changes to the Passport Learning Outcomes, or adjusting
136 participation fees .

- 137 a) **Meetings of the Executive Committee.** The Executive Committee shall meet quarterly and more
138 often as necessary to oversee policy concerns and other matters related to the operations of the
139 Interstate Passport program, the Board, and the Network.

- 140 b) **Notice of Meetings.** The Interstate Passport director will send a notice to members of the
141 Executive Committee two weeks in advance of the time and date set by the co-chairs.
142 c) **Order of Business.** The Executive Committee may fix its own rules of procedure. It shall keep a
143 record of its proceedings and shall report a summary of these proceedings to the Board after
144 each Executive Committee meeting and at the next annual or special meeting of the Board.

145 **Section 2: Formation of Committees and Task Forces.** The Board and its Executive Committee may vote
146 to create and dissolve committees and task forces during its regular and special meetings as needed.

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ARTICLE VI

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MEETINGS OF THE PASSPORT REVIEW BOARD

150 **Section 1: Annual Meeting.** An annual meeting of the Passport Review Board shall take place on a
151 specific date, time and location designated by the Executive Committee. At the annual meeting, the
152 delegates shall receive reports on the Interstate Passport’s activities and budget from the Executive
153 Committee and others, elect officers, and set the Interstate Passport’s direction for the coming year.

154 **Section 2: Special Meetings.** Special meetings of the Board may be called by the Executive Committee
155 for matters they deem important for the Board to consider prior to the next annual meeting. A petition
156 signed by 25 percent of Passport Review Board delegates may also call a special meeting.

157 **Section 3: Notice of Meetings.** The Interstate Passport director will send a notice to each delegate not
158 less than two weeks prior to the annual meeting and as far in advance as possible for a special meeting.

159 **Section 4: Quorum.** At least 50 percent of members present physically or electronically at any properly
160 announced meeting of the Board shall constitute a quorum.

161 **Section 5: Rules of Procedure.** In the event a question of order or procedure shall arise which is not
162 covered in these bylaws, Robert’s Rules of Order shall prevail.

163 **Section 6: Voting.** All issues to be voted on shall be decided by a simple majority of those present at the
164 meetings in which the vote takes place, or via electronic communication. By written notification in
165 advance of the meeting to the Interstate Passport director, a Board delegate may designate another
166 individual to serve as a proxy and to vote on his/her behalf.

167 **Section 7: Executive Session.** After first convening in an open meeting the Passport Review Board may
168 pass a motion to convene in executive session to discuss confidential issues including audit findings,
169 FERPA protected data, contract negotiation issues and proprietary performance information.
170 Participation in the executive session is limited to members of the Board and others by invitation. Final
171 action on a topic must be taken in an open meeting.

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ARTICLE VII

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INTERSTATE PASSPORT NETWORK RELATIONSHIP TO WICHE

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Section 1: Fiscal Agent. The Network, operating under the umbrella of the Western Interstate Commission for Higher Education, is subject ultimately to the financial policies and regulations of the WICHE Commission, which serves as the fiscal agent. WICHE will retain Interstate Passport revenues in a designated account.

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Section 2: Interstate Passport Director and Staff. The Interstate Passport director shall be responsible for administering the work and budget of the Network pursuant to the decisions of the Board and within the procedures of WICHE. The director shall be responsible for the records and accounts of the Network and oversee the work of the other Interstate Passport staff members. The Interstate Passport director shall be appointed and evaluated pursuant to WICHE personnel procedures with input from the Board’s Executive Committee. The Interstate Passport director will review the revenue and expense reports monthly.

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ARTICLE VIII

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AMENDMENTS AND DISSOLUTION

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Section 1: Amendments. These bylaws may be amended when necessary by a two-thirds majority of the Board. Proposed amendments must be submitted to the Interstate Passport director to be sent out with regular Board meeting notices.

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Section 2: Dissolution. After discontinuance of business and payment of debts, any surplus funds of the Network shall be transferred as a gift to the WICHE general fund.

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CERTIFICATION

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These bylaws were reviewed at a meeting of the Passport Review Board delegates and approved, via electronic communication, by all delegates on 03/26/2015.

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March 26, 2015

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Michel Hillman, Co-Chair

Date

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March 26, 2015

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Peter Quigley, Co-Chair

Date

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AMENDED


202 These bylaws were amended at a meeting of the Passport Review Board by a two-thirds majority vote
203 on 2/11/2016.

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February 11, 2016

205 Michel Hillman, Co-Chair

Date

206 

February 11, 2016

207 Peter Quigley, Co-Chair


Date

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AMENDED

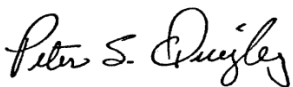
210 These bylaws were amended at a meeting of the Passport Review Board by a two-thirds majority vote
211 on 2/12/2019.

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February 12, 2019

213 Gregory Benson, Co-Chair

Date

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February 12, 2019

215 Peter Quigley, Co-Chair

Date

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