

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 Passport framework for block transfer of lower-division general education. The 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 Passport requirements set out in the Memorandum of Agreement at the time of renewal. Applicant states, systems, and institutions approved for Passport status become active members on the latter date of the signatures on the MOA with fees pro-rated for the first year of participation.

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

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

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

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

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ARTICLE III

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GOVERNANCE BY THE PASSPORT REVIEW BOARD

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

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

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

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66 ii. **At-Large Delegates.** The Board may invite individuals with special expertise in higher
67 education and other areas to serve on the Board for a two-year renewable term. At the
68 time of appointment, the at-large delegates may not exceed 50 percent of the Board's
69 composition.

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

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

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ARTICLE IV

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OFFICERS, TERMS AND DUTIES

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

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

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

- 99 a) **Co-Chairs.** The co-chairs shall convene and preside over all meetings of the Passport Review
100 Board and its Executive Committee. The co-chairs are the spokespersons for the Network and
101 are the only delegates authorized to make commitments on behalf of the Passport Review
102 Board or the Network without a formal vote by the Board.
- 103 b) **Secretary-Treasurer.** The Passport director shall serve as the secretary-treasurer and shall
104 prepare minutes of all meetings of the Passport Review Board and Executive Committee, and
105 ensure their timely distribution to the members of the respective group. The secretary-

106 treasurer shall provide a financial statement and proposed budget for review and approval by
107 the executive committee prior to its consideration by the Board at its annual meeting.
108 c) **Immediate Past Co-Chairs.** At least two months prior to the annual meeting, the immediate
109 past co-chairs shall determine whether each current co-chair desires to continue in office. At
110 least 30 days prior to the annual meeting, the past co-chairs will notify the Board’s membership
111 of the current co-chairs’ desires and solicit nominations for the co-chair positions representing
112 the Network’s diverse constituency, and prepare and present a list of candidates for election at
113 the annual meeting.

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

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119 **ARTICLE V**

120 **COMMITTEES AND TASK FORCES**

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

- 126 a) **Meetings of the Executive Committee.** The Executive Committee shall meet quarterly and more
127 often as necessary to oversee policy concerns and other matters related to the operations of the
128 Passport program, the Board, and the Network.
- 129 b) **Notice of Meetings.** The Passport director will send a notice to members of the Executive
130 Committee two weeks in advance of the time and date set by the co-chairs.
- 131 c) **Order of Business.** The Executive Committee may fix its own rules of procedure. It shall keep a
132 record of its proceedings and shall report a summary of these proceedings to the Board after
133 each Executive Committee meeting and at the next annual or special meeting of the Board.

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

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137 **ARTICLE VI**

138 **MEETINGS OF THE PASSPORT REVIEW BOARD**

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

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

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

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

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

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

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

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ARTICLE VII

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PASSPORT NETWORK RELATIONSHIP TO WICHE

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

168 **Section 2: Passport Director and Staff.** The Passport director shall be responsible for administering the
169 work and budget of the Network pursuant to the decisions of the Board and within the procedures of
170 WICHE. The director shall be responsible for the records and accounts of the Network and oversee the
171 work of the other Passport staff members. The Passport director shall be appointed and evaluated

172 pursuant to WICHE personnel procedures with input from the Board’s Executive Committee. The
173 Passport director will review the revenue and expense reports monthly.

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175 **ARTICLE VIII**

176 **AMENDMENTS AND DISSOLUTION**

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

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

182 **CERTIFICATION**

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

185 

March 26, 2015

186 Michel Hillman, Co-Chair

Date

187 

March 26, 2015

188 Peter Quigley, Co-Chair

Date

189 **AMENDED**

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

192 

February 11, 2016

193 Michel Hillman, Co-Chair

Date

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February 11, 2016

195 Peter Quigley, Co-Chair

Date