Bylaws of the Board of Regents of New Mexico State University
As Amended on August 30, 2017

ARTICLE 1 – PURPOSE, AUTHORITY AND AMENDMENT

1.1 Authority: Pursuant to the Constitution of the State of New Mexico, and as provided by implementing legislation, the control and management of New Mexico State University (NMSU) is vested in the NMSU Board of Regents (Board). [NM Const. Art XII, Sec. 13; Art. XV, Sec. 1] The Board constitutes the body corporate, with the official name “Regents of New Mexico State University” and acts only by voting in a duly convened open meeting, in accordance with a properly posted and distributed meeting notice and agenda. [NMSA 1978 §21-8-3]

1.2 Board Policies and Directives: The Board exercises control over the institution through its policies and directives to executive administration. All decisions, policies and directives, approved by a majority of the Board in a duly constituted meeting, are reflected in the meeting minutes. Board policies are published in the Regents Policy Manual. Decisions and directives temporal in nature, effective for only a finite period or single point in time, may be made in the form of a motion or resolution. Resolutions will be published by year at the Board website.

1.3 Purpose: These bylaws are intended to govern and direct internal operations of the Board.

1.4 Amendment: The Board may amend or repeal these bylaws after proper notice and upon three affirmative votes from its voting members.

ARTICLE 2 – BOARD MEMBERSHIP

2.1 Regular Membership Determined by Law: The membership, appointment, qualifications and terms of the regular voting members of the Board, as well as their removal and replacement shall be governed by the constitution and laws of the state of New Mexico. [NM Const. Art XII, Sec. 13; Art. XX, Sections 2 and 5] As used in these bylaws, the term “regent” refers only to the members designated as voting members by New Mexico law. Each prospective regent shall, before entering upon their respective duties, take and subscribe an oath to faithfully and honestly discharge their duties in the premises and strictly and impartially perform the same to the best of their several abilities. [NMSA 1978 §21-1-19]

2.2 Statutory Ex-Officio Membership: The statutory ex-officio non-voting membership of the Board, as established by the legislature, consists of the governor of the state of New Mexico and the superintendent of public instruction, if there be one. [NMSA 1978 §21-1-13]

2.3 Advisory Members: In addition to the membership provided by New Mexico law, and at the pleasure of the Board, the following university officials, representing students, faculty and staff, serve as non-voting advisory members of the Board: the chair of the Faculty Senate, the president of the Associated Students of New Mexico State University (ASNMSU) and the chair of the Employee Council of NMSU.

ARTICLE 3 - OFFICERS

3.1 Eligibility: Any regent shall be eligible for any office of the Board; advisory and ex-officio members are not eligible to serve as officer of the Board.

3.2 Election of Officers: The Board will hold its annual organization meeting on the second Monday in March each year for the purpose of electing officers. [NMSA 1978 §21-7-5, applicable to NMSU through NMSA 1978 §21-8-4] The Board will elect a president, a president pro tem, and a secretary-treasurer. The president and president pro tem shall be referred to as the chair and vice chair of the Board, so as to not be confused with executive administrators. The person elected as secretary-treasurer shall, before entering upon the discharge of the duties, execute a bond to the state of New Mexico, to be approved by the governor of the state, and filed with the secretary of state, as required by statute. [NMSA 1978 §21-7-5 requirement satisfied by the blanket bond provide through the New Mexico Risk Management Division, per NMSA 1978 §10-2-15]
3.3 **Tenure and Vacancy:** Each officer of the Board shall be elected for a one-year term and shall serve until a respective successor is elected and qualified. A vacancy in office shall be filled by election at the next meeting following its occurrence. Election to a vacant office shall be for the balance of the unexpired term.

3.4 **Duties of the Chair:** The chair shall preside at all meetings of the Board, direct the preparation of the meeting notices and agendas, appoint the regent members and the chair of each regents committee, and perform such other duties as provided by statute, these bylaws, or as may be directed by the Board. The chair’s signature shall be affixed to all diplomas for degrees and all documents approved by the Board and requiring a signature, including the official meeting minutes. The chair may delegate tasks to other regents as may be reasonable and appropriate.

3.5 **Duties of the Vice Chair:** In the absence or incapacity of the chair, the vice chair shall assume the duties and obligations of the chair.

3.6 **Duties of the Secretary-Treasurer:** The secretary-treasurer shall ensure that a true record of all proceedings of the Board is properly maintained. [NMSA 1978 §21-7-6] The secretary-treasurer’s signature shall be affixed to all diplomas for degrees, and any other legal documents approved by the Board. The secretary-treasurer shall perform such other duties as the Board may direct.

3.7 **Appointments to other Boards:** The boards of various affiliated entities call for representation from the NMSU Board. Unless otherwise provided by the governing documents of the affiliated entity, the chair will appoint the individual regents to serve on such affiliated boards.

**ARTICLE 4 - CONDUCT OF MEETINGS**

4.1 **Quorum:** A majority of the voting members of the Board constitutes a quorum for the discussion or transaction of university business, and is required to convene a meeting. [NMSA 1978 §21-8-3]

4.2 **Attendance:** Regents are expected to attend all meetings of the Board, and if unable to participate in person, will make every effort to attend telephonically. Regents will be permitted to attend any meeting of the Board by telephone, when it is otherwise difficult or impossible for the member to attend the meeting in person, provided that each member participating by conference telephone can be identified when speaking, all participants are able to hear each other at the same time, and members of the public attending the meeting are able to hear any Board member who speaks during the meeting. [NMSA 1978 §10-15-1 C.] Regents may not participate by proxy. When unable to attend, advisory members may send an alternate representative, as provided by their respective governance rules.

4.3 **Chair Role:** The chair shall preside at the meetings of the Board, with full power to vote on and to second any motion, and to discuss all matters, with the same authority as any other regent, not-withstanding any provision of *Robert's Rules of Order*.

4.4 **Meeting Minutes:** The Board shall keep written minutes of its open meetings including the date, time and place of the meeting, the names of members in attendance and those absent, the substance of the proposals considered, and a record of any decision and votes taken that show how each member voted. [NMSA 1978 §10-15-1 G.] Within 10 working days after any open meeting, draft minutes shall be prepared under the direction and subject to the approval of the Secretary-Treasurer. The draft minutes shall be presented, and approved, amended or disapproved, at the next meeting of the Board where a quorum is present. The minutes shall be official upon approval of the Board and signature by the chair. [NMSA 1978 §10-15-1 G.] The official minutes shall be open to public inspection by posting at the website for the Board.

4.5 **Roberts Rules of Order:** As necessary to maintain order, and except where they may be in conflict with these bylaws, *Robert's Rules of Order* shall govern the conduct of the meetings of the Board.

4.6 **NM Open Meetings Act Compliance:** All meetings of the Board, except closed sessions, will be open to the all persons desiring to attend. Reasonable efforts will be made to accommodate the use of audio and video recording devices. [NMSA 1978 §10-15-1 A.] All meetings of the Board will be conducted in compliance with the New...
Mexico Open Meetings Act. [NMSA 1978, § 10-15-1 et seq.] The Board will consider and determine at least annually whether the required types of notice and method of distribution, as set forth in Articles 5 and 6 below, are reasonable as applied to the Board. [NMSA 1978, § 10-15-1, Section D.] The chair will work with board staff to ensure that the content and posting of the meeting notices and agendas is legally sufficient and consistent with these bylaws and the New Mexico Open Meetings Act.

4.7 Public Comment: All regular meetings of the Board will include an opportunity for public comment which may be limited to three minutes per person. Prior to commencement of each regular meeting, board staff or designee will invite members of the public to indicate their desire to address the Board by sign in sheet. Opportunity for public comment will generally be provided at special meetings of the Board, but at the discretion of the chair, may be omitted in consideration of scheduling constraints.

ARTICLE 5 – MEETING TYPES AND NOTICE

5.1 Meeting Types: The chair shall issue, or may direct the issuance of, calls for all meetings of the Board. The chair will designate each meeting as a regular, special, emergency or closed meeting, in accordance with the following:

A. Regular Meetings: Regular meetings are scheduled for the regular conduct of business and are held quarterly on such dates, places and times as may be fixed by the chair, provided that one of the regular meetings is statutorily set on the second Monday in March. [NMSA 1978 §21-1-4]

B. Special Meetings: Special meetings are typically reserved for matters that require action before the next regular meeting. The chair may call as many special meetings as deemed necessary. Within 20 days after receiving a request from any two regents, the chair will call a special meeting by issuing a notice for a meeting to be held within 23 days after receipt of the request.

C. Emergency Meetings: An emergency meeting may be called only for unforeseen circumstances that demand immediate attention to protect the health, safety and property of citizens or to protect the university from substantial financial loss. Emergency meetings may be called by any member of the Board. Within 10 days of taking action on an emergency matter, the Board shall report to the Office of the New Mexico Attorney General the action taken and the circumstances creating the emergency, unless there has also been a declaration of a state or national emergency, in which case no report is required. [NMSA 1978 §10-15-1 F.]

D. Closed Meetings: The Board may hold a meeting closed to the public (executive session) only if the subject matter of such discussion or action falls within one of the exceptions listed in the Open Meetings Act. [NMSA 1978 §10-15-1 H.]

1. If any meeting is proposed to be closed during an open meeting, without prior notice, the closure shall be proposed by motion, stating the specific provision of law authorizing the closed meeting and the subject matter to be discussed. The motion must be approved by a majority of a quorum of the Board in attendance. The vote of each individual member on the motion proposing closure shall be recorded in the minutes. Only those subjects specified in the motion may be discussed in the closed meeting. [NMSA 1978 §10-15-1 L. (2)]

2. If a closed meeting is to be conducted when the Board is not already convened in an open meeting, the closed meeting shall not be held until public notice required for a special meeting is posted, stating the specific provision of law authorizing the closed meeting and the subject matter to be discussed. [NMSA 1978 §10-15-1 L. (1)]

3. Following completion of any closed meeting, the minutes of the public meeting that was closed, or the minutes of the next public meeting if the closed meeting was separately scheduled, shall state whether the matters discussed in the closed meeting were limited only to those specified in the motion or the meeting notice for the special meeting. [NMSA 1978 §10-15-1 J.]

4. Any action taken as a result of discussions in a closed meeting shall be made by vote of the Board in an open public meeting. [NMSA 1978 §10-15-3 A.]

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5.2 Meeting Notice: The call for a meeting shall be in the form of a meeting notice which satisfies the following requirements:

A. Content: Each meeting notice shall indicate the meeting type, date, time and specific location of the meeting, including city and campus (as applicable), building name, and address. The notice will also include either a meeting agenda or information about when and where the meeting agenda will be available to the public. [NMSA 1978, §10-15-1, Section F.]

B. Posting and Distribution: Each meeting notice shall be (1) posted at the Zuhl Library on the Las Cruces campus of NMSU, (2) posted at the Board website, and (3) emailed to each regent. In addition, each meeting notice shall be transmitted by telephone, fax, electronic or other means of delivery to any newspaper(s) of general circulation in the state and licensed broadcast stations that have made request for notification of meetings within the previous 12 months. [NMSA 1978, § 10-15-1 Part F.] Requests for notifications shall be submitted to ucomm@nmsu.edu.

C. Timing: Each meeting notice shall be posted and distributed in advance of the meeting, with the amount of advance notice depending upon the type of meeting:

1. Notice of regular meetings will be given at least 10 days in advance of the meeting date, with the meeting agenda posted at the Board website at least 72 hours prior to the meeting.
2. Notice of special meetings will be given at least 72 hours in advance of the meeting date, with the meeting agenda also posted at the Board website at least 72 hours prior to the meeting.
3. Notice of an emergency meeting will be given 24 hours in advance, unless threat of personal injury, property damage or threat of financial loss requires less notice, with the meeting agenda posted at the Board website at the same time as the notice of emergency meeting.

5.3 Meeting Accessibility: In addition to the information specified above, all notices for open meetings shall include the following statement:

NMSU is an equal opportunity institution. For disability accommodation, please contact board staff at (575) 646-5997 or regents@nmsu.edu

ARTICLE 6 - MEETING AGENDA PURPOSE AND PREPARATION

6.1 Purpose of Meeting Agenda: The agenda for each meeting provides reasonable, specific notice to the public of the items which will be considered by the Board, and sets the order for the transaction of the Board’s business by category. Only those items specifically listed on the posted agenda may be discussed at the meeting, and any item requiring action or decision will be voted upon in open meeting.

6.2 Agenda Item Submission by Regent: Each meeting agenda will include any and all items submitted in writing by any regent to the chair with a copy to board staff. Agenda items submitted less than 6 days in advance of a scheduled meeting may be placed on the agenda of that meeting, if feasible, or otherwise will be placed on the agenda of the next meeting.

6.3 Agenda Item Submission by Administration: Agenda items may be submitted for consideration by the chair by any of the following members of the administration: the chancellor, the director of the New Mexico Department of Agriculture, the executive vice president and provost, the senior vice president for administration and finance, or the general counsel. Agenda item topics and synopses shall be submitted to board staff at least 10 days in advance of meetings and in the manner and the format specified by board staff. Supporting documents shall be delivered to board staff at least 6 days before the scheduled meeting, and will include copies of any slide presentation intended for the meeting. The chair shall determine whether items requested by the administration will be included on the agenda, and for any item for which supporting documentation was not submitted on a timely basis, may subsequently propose to remove or table such agenda items. The chair will direct board staff regarding the placement of items on the agenda and will determine what meeting presentations will be allowed.
6.4 Distribution of Agenda Materials: Board staff will distribute to each regent the proposed agenda and all supporting documentation at least 5 days prior to any regular or special meeting.

6.5 Additional Guidelines: With the approval of the chair, board staff is authorized to set deadlines and require the use of forms to facilitate the efficient development of the Board’s meeting agendas and the timely distribution of supporting materials.

6.6 Agenda Item Requests from Public: Members of the public may submit meeting agenda proposals in writing at the address indicated at the website for the NMSU Board. Board staff will inform the chair and the chancellor about such proposals, and will be responsible for informing the requestor of the chair’s decision.

ARTICLE 7 – GENERAL OPERATING PRINCIPLES

7.1 Inspection of Records: All records of the Board are open to inspection by the public at reasonable times, and in accordance with the New Mexico Inspection of Public Records Act. [NMSA 1978 §14-2-1 et seq. and §21-1-16]

7.2 Compensation: Members of the Board are not remunerated for their services.

7.3 Travel Expenses: Members of the Board are entitled to receive reimbursement for actual and necessary travel expenses in going to and returning from all noticed meetings of the Board. [NMSA 1978 §21-1-9] Such reimbursements shall be processed by board staff, consistent with university travel reimbursement procedures as set forth in the NMSU Business Procedures Manual. Other university related travel expenses will be reimbursed as approved by the Board chair.

7.4 Correspondence: No individual member, including the chair, should send correspondence on behalf of the Board, unless duly authorized through a vote in open meeting. In such cases, the chair acts on behalf of the Board. All such correspondence must be copied to board staff for records retention compliance and archiving purposes.

7.5 Regents Committees: The Board may establish regents committees to assist it with the Board’s fiduciary and other oversight duties relative to the university and to NMDA. Regents committees assess information and make recommendations to the Board.

A. Membership: A regents committee will be comprised of no more than two voting regents appointed by the chair, and any other individual(s) appointed by the Board. The chair of the regents committee will be appointed by the chair of the Board. The membership of regents committees will be determined annually.

B. Charter: The regents committees are governed by their respective charters, as amended from time to time, which are published as an attachment to these bylaws.

C. Established Regents Committees: The regents committees established by the Board are listed below:

1. Regents Financial Strategies, Performance and Budget Committee (RFSPBC),
2. Regents Audit and Risk Committee (RARC),
3. Regents Real Estate Committee (RREC), and the
4. Regents Student Success Committee (RSSC).

This list will be updated by university staff upon the Board’s decision to establish or discontinue a regents committee, or to change a committee name, without need for formal amendment of the bylaws.

D. Collaboration between Regent Committees: As may be determined appropriate at the discretion of the respective chairs, the regents committees may work collaboratively through joint committee meetings which may include a quorum of the Board. In such instances, the joint meeting will be properly noticed in accordance with the NM Open Meetings Act and these bylaws.

7.6 Information: Regents seeking information relating to the university or NMDA operations should submit requests to the chancellor or the director of the New Mexico Department of Agriculture, or their respective designees.
7.7 **Financial Disclosures:** Pursuant to the New Mexico Financial Disclosures Act, each regent is required to file with the New Mexico Secretary of State a financial disclosure statement within thirty days of appointment and during the month of January every year thereafter in which the regent holds office. [NMSA 1978 §10-16A-3] The Financial Disclosure Statements are public records.

7.8 **Conflict of Interest:** Regents shall not have a direct or indirect financial interest in any contract for building or improving or for the furnishing of supplies or services to the university. [NMSA 1978 §21-1-17] Regents will not engage in any act prohibited by the Governmental Conduct Act as it applies to Board members. [NMSA 1978 §§10-16-1 *et seq.*] Regents shall not accept any gift which would result in a violation of the New Mexico Gift Act [NMSA 1978 §§10-16B-1 *et seq.*]

7.9 **Annual Report:** On or before the first day of December, the Board will make an annual report of its activities to the governor. [NMSA 1978, §21-1-12]