

**NORTHERN NEW MEXICO COLLEGE
BOARD OF REGENTS BYLAWS**

1. Name and Location

Northern New Mexico College (Northern) has campuses in Espanola and in El Rito. The Espanola campus is located 25 miles north of Santa Fe and 40 miles south of Taos. The El Rito campus is 32 miles north of Espanola. At the historic El Rito Campus, the El Rito Innovation Center emphasizes undergraduate research opportunities, community education and outreach, land and acequia use policy, and cultural and ecological tourism. The Espanola Campus is a larger campus with a greater student population.

2. Purpose

Northern, a center of higher education which offers both associate degree and bachelor degree programs, is accredited by the North Central Association of Colleges and Schools. Founded in 1909 as the Spanish American Normal School in El Rito, the institution's original mission was to train the area's Spanish speakers to become teachers.

Mission Statement – Northern New Mexico College is a Hispanic and Indigenous serving institution dedicated to student achievement and the advancement of our community. Northern emphasizes issues of sustainability inclusive of social and economic justice, diversity, the environment, and service for the common good.

Values Statement – The values of the cultural landscape as well as the individuals who teach, learn and work at Northern have shaped the values of this institution throughout its history. Our values provide a frame of reference for all manners of decision-making on our campus. They contribute to the general atmosphere of the College and guide us in our teaching, our pursuit of knowledge, and our public service.

(Northern is on a three-year cycle for conducting its comprehensive strategic plan at which time the mission and vision statements are reviewed and updated if necessary. The College annually reviews the fidelity of its practices with respect to the guiding principles in its annual survey of students, faculty, and staff.)

3. The Board

Source of Authority – The control and management of Northern is vested in the Board of Regents, pursuant to N.M. Const. Art. XII, §13 and Section 21-4-1, NMSA 1978.

Governance Structure – The Board of Regents controls and manages Northern through direct exercise of its authority and through the delegation of authority to the President.

Membership of the Board – The Board of Regents' consists of five members nominated by the Governor and appointed by and with consent of the Senate (New Mexico Constitution, Art. XII, Sec. 13.)

Qualifications – All members must be qualified electors of the State of New Mexico and no more than three members shall be of the same political party.

Term of Board Members – Members of the Board are appointed for a term of six (6) years and hold office until a successor has been duly qualified. An appointee named to fill a vacancy while the Senate is not in session may retain membership until the next session of the Senate when the Governor shall appoint by and with the advice and consent of the Senate some qualified person to fill the unexpired term.

Removal of Board Members – Members of the Board may not be removed except for incompetence, neglect of duty or malfeasance in office. No removal shall be made without notice of hearing and an opportunity for the member to be heard. The Supreme Court of the State of New Mexico has exclusive original jurisdiction over removal of members under rules it may promulgate. The decision of the State Supreme Court is final.

Legal Authority – The Board of Regents is a legal entity created by Constitution and statute and has the legal authority of a body politic and corporate. As such, the Board has the authority, within the limits of New Mexico law, to: sue and be sued; contract; hold title to property, buy sell, lease or otherwise dispose of property; receive donations, grants, appropriations, bequests from governments, corporations or from individuals; employ necessary staff and faculty to carry out its mission; delegate authority to its administration; and take such actions as it deems necessary to fulfill its responsibility for the management and control of the institution.

Role and Function – The Constitution and organic legislation vest the complete authority and responsibility for the control and management of Northern in the Board of Regents. Recognizing that the Board of Regents is made up of lay members who cannot devote full-time to the management of Northern, the Board has determined that it will serve as a policy-making body and will delegate to its President the responsibility for the administration of the institution. Recognizing that it retains the complete responsibility for the operation of Northern, and recognizing that circumstances may require that the Board reassert authority which it has delegated to the administration, the Board generally defines its role as follows:

1. To assume legal responsibility and authority for all aspects of the institution.
2. To represent the citizens of the State in establishing institutional policies, facilities, and programs. All policies of the institution, including Board, Staff and Faculty Policies and Procedures and the Faculty Constitution, shall be approved by the Board before they become effective.
3. To assist in obtaining adequate financial support.
4. To determine general operating policies of the institution.
5. To select a chief administrative officer (President) of the institution and delegate the responsibility for the administration of the institution to the President, consistent with its policies, recognizing that it retains all authority not specifically delegated and that authority which, by law, may not be delegated.
6. To act on recommendations presented by its President.
7. To assure compliance with law.
8. To grant degrees.

4. Board Meetings

Regular Meetings of the Board – The Board shall hold all meetings after giving such notice as is required by the Open Meetings Act. A minimum of four meetings per year will be held.

Special Meetings – The President may call a special or emergency meeting of the Board as needed, or upon written request by three of the members.

Notice of Meetings – The President shall send a notice at least ten days in advance of any regular meeting of the Board indicating the tentative agenda, time and location of the meeting. Notice for special meetings called by the President shall be given three days prior to the special meeting. Notice of at least twenty-four hours shall be given prior to an emergency meeting. Notices of meetings shall be disseminated to all board members, and shall be disseminated to the public, pursuant to an Open Meetings Resolution, to be adopted at least annually by the Board.

Quorum – Three members of the Board shall constitute a quorum.

Open Meetings – All meetings of the Board shall be open to the public, except for executive sessions, which shall be held only in conformance with the Open Meetings Act.

Conduct of Meeting – The Board shall establish Rules of Procedure and all meetings of the Board shall be conducted in a manner consistent with those Rules. The Rules of Procedure shall constitute Section III of the Policies and Procedures of the Board of Regents, but being for the convenience of the Board, may be suspended by an affirmative vote of 3 Board members.

Minutes – Draft minutes shall be available for public inspection within ten working days after a Board meeting. All actions of the Board shall be recorded in the minutes which shall be kept on file in the office of the President. Minutes shall be open for public inspection upon request. Every vote shall be recorded in the minutes of the meeting in such a manner that the record reflects how each Regent voted.

Per Diem and Travel Reimbursement – Members of the Board shall be allowed mileage and per diem for attendance at Board meetings and other official travel. Reimbursement will be made in accordance with the policy and procedures relating to reimbursement of per diem and mileage expenses of members of the Board of Regents. Each member shall submit vouchers for all Board travel and per diem reimbursement.

Procedures for Conduct of Meetings of Board of Regents - The following procedural guidelines are adopted by the Board of Regents of Northern New Mexico College to provide assistance to the Board in conducting its Regents meetings and to assure the orderly conduct of business at such meetings.

These procedural guidelines are a modified version of Robert's Rules of Order (RRO). To the extent issues are not covered within these procedural guidelines, Robert's Rules of Order (Revised) may serve as a reference or a guideline to the procedure to be followed. However, the failure of the Board of Regents to strictly follow either the procedural guidelines contained herein or Robert's Rules of Order (Revised) shall not affect the validity of any action taken by the Board of Regents which is otherwise consistent with New Mexico law, nor shall these rules confer any substantive rights upon any person or organization affected by action of the Board.

▪ **Board Meeting Agenda:**

1. The Board President, in cooperation with the President, shall prepare the tentative agenda for each meeting. The tentative agenda shall be prepared sufficiently in advance of a

Board meeting so that the tentative agenda may be published with the Notice of Meeting, published pursuant to the Board's Open Meetings Resolution.

2. Any board member may, by a timely request, have an item placed on the tentative agenda.
3. It shall be the practice of the Board for each board member to receive a copy of the tentative agenda, and for the tentative agenda to be available for public inspection and/or distribution when it is distributed to the Board members.
4. Each Board member shall receive a copy of all presentations, handouts, financial documents, and any other literature pertinent to conducting business and or taking formal actions at least five days prior to the posted meeting date. These documents shall become public and no less than 10 copies of these documents shall be made available to the public at the time the Board convenes their meeting.
5. At the meeting, the Board may, by majority vote, add to or delete items from the tentative agenda, in order to arrive at the final agenda.
6. An individual or group desiring to address the Board shall ask the President to place his/her/its name on the tentative agenda. However, the Board shall determine, in approving the final agenda, whether it will hear the individual or group. The Board may require that the matter to be discussed be described and/or that written material be provided in advance of the meeting. The Board may limit the time of public input and may declare persons out of order whose actions are disruptive or do not conform to the limits set by the Board for such input.

Order of Business – The order of business shall be:

1. Call to order
2. Recording of members and others in attendance
3. Approval of the agenda
4. Approval of minutes from previous meeting(s)
5. Student Senate President Report
6. Faculty Senate President Report
7. Financial Report
8. Personnel Matters
9. Old Business
10. New Business
11. Reports and announcements
12. Executive Session
13. Adjournment.

▪ **Presiding Officer:**

1. The Board President or his or her successor shall preside at Board meetings. To address the Board, a member must be recognized by the President. The President shall have the following powers:
 - (a) To rule motions in or out of order, including the right to rule out of order any motions patently offered for obstructive or dilatory purposes;

- (b) To determine whether a speaker has gone beyond reasonable standards of courtesy in his remarks and to entertain and rule on objections from other members on this ground;
 - (c) To entertain and answer questions of parliamentary law or procedure;
 - (d) To call a brief recess at any time; and
 - (e) To adjourn in an emergency.
2. The President shall not preside at Board meetings, when he or she becomes actively engaged in debate on a particular proposal. In such case, he or she may designate another Board member to preside over the debate. The President shall resume the duty to preside as soon as action on the matter is concluded.

- **Action by the Board:**

- The Board shall proceed by motion. Any member, including the President, may make a motion.
 - A motion need not be seconded.
 - Only one Motion at a time may be entertained by the Board. A member may make only one motion at a time.
 - Substantive Motion.¹ A substantive motion (as opposed to a procedural motion) is out of order while another substantive motion is pending.
 - Adoption by Majority Vote -- A motion shall be adopted by a majority of the votes cast, a quorum being present, unless otherwise required by these rules or the laws of New Mexico. The President shall vote on all motions, unless otherwise properly excused from voting.
 - Debate -- The President shall state the motion and then open the floor to debate on it. The order of debate shall be as follows:
 - The introducer (the member who makes the motion) is entitled to speak first;
 - A member who has not spoken on the issue shall be recognized before someone who has already spoken;
 - To the extent possible, the debate shall alternate between opponents and proponents of the measure.
- Procedural Motions - In addition to substantive proposals, the following procedural motions and no others shall be in order. Unless otherwise noted, each motion is debatable, may be amended,

¹A substantive motion is one which involves the substance of proposed action by the Board, as opposed to procedural motions which deal with the manner in which the Board takes its action.

and requires a majority vote for adoption. In order of priority (if applicable), the procedural motions are as follows:

1. To adjourn. The motion to adjourn may be made only when action on a pending matter concludes; it may not interrupt deliberation of a pending matter.
2. To take a recess.
3. Call to for new the agenda. The motion must be made at the first reasonable opportunity or it is waived.
4. To suspend the rules. For adoption, the motion requires an affirmative vote of three (3) members.
5. To divide a complex motion and consider it by paragraph or section.
6. To defer consideration. The Board may vote to defer action or consideration of a pending matter indefinitely. A substantive motion consideration of which has been deferred expires 100 days thereafter unless a motion to revive consideration is adopted.
7. Call of the previous question. The motion is not in order until there has been debate and every member has had an opportunity to speak.
8. To postpone to a certain time or day.
9. To refer to a committee. One hundred days after a motion has been referred to a committee, the introducer may compel consideration of the measure by the entire Board, regardless of whether the committee has reported the matter back to the Board.
10. To amend. An amendment to a motion must be pertinent to the subject matter of the motion, but it may achieve the opposite of the motion's intent. The motion may be amended, and an amendment may be amended, but no further amendments may be made.
11. To revive consideration. The motion is in order anytime for 100 days after a vote to defer consideration. A substantive motion whose consideration has been deferred expires 100 days thereafter unless a motion to revive consideration is adopted.
12. To reconsider. The motion must be made by a member who voted with the prevailing side. It must be made at the same meeting as the vote was taken. It cannot interrupt deliberation on a pending matter but is in order at any time before actual adjournment.
13. To rescind or repeal.
14. To ratify.

15. To prevent reconsideration for six months. The motion is in order immediately following the defeat of a substantive motion and at no other time. For adoption, the motion must receive an affirmative vote of three (3) members. It is valid for six months or until a new Board member is appointed, whichever occurs first.
16. Renewal of Motion. A motion that is defeated may be renewed at any subsequent meeting unless a motion to prevent reconsideration has been adopted.
17. Withdrawal of Motion. A motion may be withdrawn by the introducer at any time before a vote.
18. Duty to Vote. Every member must vote unless excused by a majority vote of the remaining members. A member who wishes to be excused from voting shall so inform the President, who shall take a vote of the remaining members present. No member shall be excused from voting except on matters involving his own financial interest or official conduct. In all other cases, a failure to vote by a member who is physically present or has withdrawn without being excused by a majority vote of the remaining members present shall be recorded as an affirmative vote.

- Public Hearings

Public hearings required by law or deemed advisable by the Board shall be organized by a special order, which is adopted by a majority vote that sets forth the subject, date, place and time of the hearing as well as any rules regarding the length of time of each speaker, etc. At the appointed time, the President or his/her designee shall call the hearing to order and then preside over it, unless a hearing officer is chosen to preside. When the allotted time expires or when no one wishes to speak who has not already done so, the President or his designee shall declare the hearing ended.

5. Board Officers

1. Officers and Election of Officers – The Board shall elect a President, Vice-President and Secretary/Treasurer. Election of officers shall be at the beginning of the calendar year of every odd numbered year and no later than April 30 of that year. The Board of Regents may reorganize when any new appointment is made and a new member is sworn in.
2. Eligibility – Any member shall be eligible to any office of the Board provided the term of the member will not expire prior to the term of office to which he or she is elected.
3. Tenure and vacancy – Officers of the Board shall be chosen for two year terms. They shall hold office until their successors are elected and qualified. A vacancy in any office of the Board shall be filled at the next meeting of the Board, for the remainder of the term. The procedure of filling a vacancy is the same as in the original election.
4. Duties of Officers.

Duties of the Board President. The Board President shall:

- (a) set the time and place for meetings of the Board and shall direct the President to issue the notices for meetings of the Board;
 - (b) preside at all meetings of the Board at which he or she is in attendance;
 - (c) sign all documents executed by authority of the Board;
 - (d) sign all minutes of the board meetings after such minutes have been approved at subsequent meetings of the Board;
 - (e) appoint an committees of the Board;
 - (f) sign an warrants ordered by the Board of Regents to be drawn upon the treasurer from institutional monies; and
 - (g) perform such other duties which may be determined by the Board.
5. Duties of the Vice-President. The Vice-President shall perform the duties of the President in his or her absence or inability to perform.
6. Duties of the Secretary-Treasurer. The Secretary-Treasurer shall:
- (a) keep or cause to be kept minutes of meetings of the Board which will include a permanent record of all votes and actions of the Board;
 - (b) countersign all warrants drawn upon the treasury and shall cause to be prepared monthly and annual reports of fiscal matters;
 - (c) maintain a record of all members of the Board, home and/or business addresses, dates of their appointments, and dates of expiration of their terms of office;
 - (d) cause to be maintained a record of membership of all committees and reports of all such committees; and
 - (e) in the event of the absence of the President and Vice- President, perform the duties of the President.

6. Board Committees

1. Establishment of Committees – Committees may be constituted as the Board may authorize. In case the President appoints a committee without specific authorization of the Board, he or she shall report at the next meeting of the Board the name of the committee, its personnel, and the function it is to perform and such action must be ratified by the Board. Each committee shall continue to exist until it is discharged by action of the Board.
2. Appointment of Committees – The President of the Board shall appoint the members of every committee. Members of the Board, students, and institutional employees are eligible for appointment to any of the committees.
3. Powers and Duties of Committees – Each committee, when constituted, shall have assigned a specific function duly recorded in the minutes of the Board. No committee shall have the power to make any final commitments or decisions on actions or policies of the Board, except on matters in which powers to act have been specifically delegated to the committee by the Board.
4. Officers of the Committee – The President of the Board, in appointing the members of a committee, shall designate a member as its President. The President of the committee shall be responsible for calling meetings of the committee, see that matters are handled properly, and report activities of the committee at subsequent meetings of the Board.

5. Consultants to Committees – A committee may utilize services of consultants. However, such consultants shall not be paid for services unless authorized by the Board. Consultants to the committee do not have a vote on actions taken by the committee.

7. Administrative Officers

The President

1. Creation of the Office – The Office of President of Northern New Mexico College is hereby established.
2. Appointment and Tenure – The President shall be appointed by the Board and act as the Chief Executive Officer of the institution. The Board shall establish the qualifications of the President, fix his or her salary, establish the conditions of employment and tenure of employment. The terms and conditions of the President's employment shall be defined by the provisions of the President's contract, which shall include the discharge procedures required by §21-1-7 NMSA 1978.
3. Delegation of Authority – The Board hereby delegates to the President the responsibility and authority to operate and manage the institution, pursuant to and consistent with the policies of the Board and with law and with the recognition that the Board retains the ultimate responsibility for all institutional activities.
4. Accountability – The President, as chief executive officer, is accountable to the Board acting as a body on all matters regarding his duties and responsibilities to the College. Only decisions of the Board acting as a body are binding upon the President except in instances when the Board, acting as a body, delegates appropriate functions to the Board Chair or a committee of the Board.
5. Performance Review – In order to insure on-going communication between the President and the Board concerning the President objectives and job responsibilities as well as to achieve a mutual understanding between the parties concerning the accomplishments of such objectives and responsibilities, there shall be an annual written review of the President's performance, which shall include meeting with the President and the Board for the sole purpose of reviewing such objectives and responsibilities. Such annual review may include prioritizing job objectives and establishing time tables and resources for completion of such objectives.

The Board shall, with input from the President, establish a schedule and evaluation instrument for the review of the President and shall allow the President sufficient time to prepare an outline accomplishments and progress made toward attaining the performance objectives and satisfying the duties and responsibilities of the position. The processes and goals outlined in the AQIP will be considered in the President's performance review.

6. Duties and Responsibilities – The duties and responsibilities of the President, pursuant to the Board's delegation of authority, shall include, but not be limited to:
 - (a) Provide the Board with appropriate information, in a timely manner, in order that the Board may promulgate policy.

- (b) Responsible for executing policies and implementing identified goals through the day-to-day management of the College.
- (c) Agrees to be responsive to changing goals and directives of the Board, and the Board and its individual members agree not to interfere with or to usurp the responsibilities of the President.
- (d) Provide and be accountable for leadership of academic excellence.
- (e) Competently administer the instruction, student services, and business affairs of the College.
- (f) Periodically direct the review of Board policies.
- (g) Promote and endeavor to maintain a positive college image in the community.
- (h) Establish and maintain sound working relationships with other governmental agencies.
- (i) Endeavor to maintain and improve professional competence.
- (j) Serve as the Board's designated representative with respect to all matters concerning employer-employee matters.
- (k) Annually evaluate administrative employees reporting directly to the President and participate in the evaluation of the remaining employees in accordance with college procedures.
- (l) Manage and control college property and enter into contracts on behalf of the College as authorized by the Board.
- (m) Cooperatively participate in planning long term goals for the College and serve as the Board's administrative arm in carrying out those goals.