A. **ARTICLE I - Membership of the Board of Regents:**

1. **Name:** The name of the board shall be The Board of Regents of New Mexico State University.

2. **Membership, Appointment, Qualifications and Terms of Members; Removal and Replacement:** The membership, appointment, qualifications and terms of the members of the board and their removal and replacement shall be governed by the constitution and laws of the state of New Mexico.

3. **Student Member:** The governor shall nominate and by and with the consent of the senate shall appoint a student member to serve a 2-year term. The governor shall select, with the advice and consent of the senate, a student member from a list provided by the president of the institution. In making the list, the president of the institution shall give due consideration to the recommendations of the student body president of the institution. (Laws of 1993 - Constitutional Amendment 3)

B. **ARTICLE II - Ex Officio Members of the Board of Regents:**

1. **Statutory Members:** The board shall consist of such statutory regular and ex officio members as provided by law.

2. **Faculty Representative:** At the pleasure of the board, the chair of the Faculty Senate shall serve as the faculty, ex officio, nonvoting representative on the board.

3. **Student Representative:** At the pleasure of the board, the president of the Associated Students of New Mexico State University (“ASNMSU”) shall serve as the student, ex officio, nonvoting representative on the board. The ASNMSU president’s designee may serve in this capacity if the ASNMSU president is unable to attend a meeting of the board.

C. **ARTICLE III - Meetings of the Board of Regents:**

1. **Compliance with Sunshine Laws:** All meetings of the Board of Regents shall be conducted in compliance with the New Mexico Open Meetings Act, NMSA 1978, § 10-15-1 et seq and with the board’s Annual Resolution Establishing Notice. All records of the board shall be 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 with NMSA 1978, § 21-1-16.

2. **Regular Meetings:** A minimum of five regular meetings of the board shall be held each year on such dates, places and hours as may be fixed from time to time by the board.

3. **Special Meetings:** Special meetings, normally reserved for matters that require action before the next regular meeting, may be called by the chair of the board or at the request of two regents.

4. **Emergency Meetings:** Emergency Meetings will 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. The Board of Regents will avoid emergency meetings whenever possible. Emergency meetings may be called by the chair of the board, or at the request of two regents.
5. **Telephonic Attendance at Meetings:** Consistent with the Open Meetings Act, members of the board shall 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 member of the board who speaks during the meeting.

6. **Notice of Meetings:** The board shall provide reasonable notice to the public of its regular, special and emergency meetings, in accordance with its Annual Resolution Establishing Notice Requirements. The agenda for each meeting will be available no less than twenty-four hours prior to the meeting. NMSU Board of Regents 2013/2014 Annual Notice Resolution. The meeting notice shall indicate how a copy of the agenda may be obtained.

7. **Notice to Persons With Disabilities:** In addition to the information specified above, all notices shall include the following language:

   If you are an individual with a disability who is in need of a reader, amplifier, qualified sign language interpreter, or any other form of auxiliary aid or service to attend or participate in the meeting, please contact the Office of the Chief of Staff at (575) 646-1727 at least three (3) calendar days prior to the meeting or as soon as possible. Public documents, including the agenda and minutes, can be provided in various accessible formats. Please contact the Office of the Chief of Staff at (575) 646-1727 if a summary or other type of accessible format is needed.”

8. **Closed Meetings:** The Board of Regents may close a meeting to the public only if the subject matter of such discussion or action falls within one of the exceptions in the Open Meetings Act, § 10-15-1(H).

   a. If any meeting is closed during an open meeting, such closure shall be approved by a majority vote of a quorum of the board taken during the open meeting. The authority for the closed meeting and the subjects to be discussed shall be stated with reasonable specificity in the motion to close and the vote of each individual member on the motion to close shall be recorded in the minutes. Only those subjects specified in the motion may be discussed in the closed meeting.

   b. If a closed meeting is conducted when the board is not in an open meeting, the closed meeting shall not be held until public notice, appropriate under the circumstances, stating the specific provision of law authorizing the closed meeting and the subjects to be discussed with reasonable specificity is given to the members and to the general public.

   c. Following completion of any closed meeting, the minutes of the open meeting that was closed, or the minutes of the next open 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 notice for closure.

   d. Except as provided by Section 10-15-1(H) of the Open Meetings Act and New Mexico case law interpreting same, 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.

9. **Minutes:** The board shall keep written minutes of its regular, special and emergency meetings. The law does not require minutes to be maintained for closed sessions. Any record kept of a closed session shall not be subject to public inspection. Minutes shall state at a minimum the date, time and place of the meeting; the names of the members in attendance and those absent; the substance of any proposals considered, and a record of any decisions and votes taken that show how each member voted. The minutes become official upon approval by the board. The Board of Regent’s chair signs the minutes on behalf of the Board of Regents.
10. **Agenda:** The meeting agenda sets the order of Board of Regents’ business. A proposed agenda shall be prepared for each regular meeting of the board and mailed to each member at least 5 days before the meeting. Any member of the board and the chair may, prior to the deadline for public notice of the agenda, request placement of an item on the agenda. If any individual or group wishes to have an action item considered by the Board of Regents, all pertinent documentation must be submitted in advance of the meeting to the Office of the President in order to allow for staff review. As necessary, the chair of the board or designee will correspond with the individual or group to obtain additional information if needed, and to inform whether or not the item will be placed on the agenda. If the item is not placed on the board’s agenda, the requestor will be informed regarding the opportunity to address the Board of Regents during the time allotted for general public input.

11. **Quorum:** A majority of the board shall constitute a quorum for the transaction of business, but a lesser number may convene from time to time until a quorum is in attendance.

12. **Rules of Order:** Except where they may be in conflict with these bylaws, the *Robert's Rules of Order*, revised, shall govern the conduct of the meetings of the Board.

13. **Attendance:** Board of Regents members shall make every effort to attend all meetings of the board.

14. **Compensation:** Members of the Board of Regents are not remunerated for their services; they are however, entitled to receive travel reimbursement.

   a. **Travel Reimbursement:** Travel reimbursement for board members shall be paid in accordance with NMSU Business and Finance Policies and Procedures, consistent with the New Mexico Mileage and Per Diem Act. (See [NMSU Business Procedures Manual](#) for all other current mileage and per diem rates)

   b. **Insurance:** The board authorizes the administration to annually secure travel accident insurance for appointed and *ex officio* members of the board and their legal spouses while traveling on university business at a total cost not to exceed $1,000 annually.

D. **ARTICLE IV - Officers of the Board of Regents:**

1. **Election of Officers:** The Board of Regents shall meet and elect officers at the March meeting of each year, unless a new member, or members, of the board have not been appointed by the governor in which case the election of officers shall be held at the first meeting following such appointment. All officers so elected shall hold office until their successors are elected and qualified. At such elections they shall elect a chair, a vice chair, and a secretary-treasurer from their number. The chair and vice chair may also be referred to as the board’s president and vice president. Officers and members shall be covered under the New Mexico State Faithful Performance Blanket Bond.

2. **Eligibility:** Any member of the board shall be eligible for any office of the board; *ex officio* members are not eligible to hold any office on the board.

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 qualifies. A vacancy in any of the above designated offices, other than one caused by removal, shall be filled by election at the next meeting of the board following its occurrence, and if caused by removal, may be filled at the same meeting at which the vacancy occurred. If because of a vacancy an officer of the board is elected and qualifies for a different position on the board, acceptance of this election will constitute resignation from the previous position. Election to a vacant office shall be for the balance of the unexpired term.
4. Duties of the Chair: The chair of the board shall perform such duties as devolve upon the office by law and which may be pertinent to the office. The chair of the Board of Regents shall direct the president of the university to issue calls for all meetings of the Board of Regents. The chair of the Board of Regents shall preside at its meetings, with full power to vote on and to second any motion, and to discuss all matters, with the same authority as any other board member, notwithstanding any provision of the Robert's Rules of Order. The chair of the Board of Regents shall sign the official minutes of all board meetings after the board has approved them. The chair’s signature shall be affixed to all diplomas for degrees and all other documents requiring board approval. The chair of the Board of Regents shall perform such other duties as may be specified in these bylaws and as may be from time to time determined by the Board of Regents.

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.

6. Duties of the Secretary-Treasurer: The secretary-treasurer shall serve as the recording secretary for meetings of the board. The secretary-treasurer shall sign board minutes when officially approved. The secretary-treasurer’s signature shall be affixed to all diplomas for degrees, and all other legal documents requiring board approval. The secretary-treasurer shall perform such other duties as the board may direct and require.

E. ARTICLE V - Functions/Operating Principles of the Board of Regents:

1. Functions of the Board of Regents:
   a. To exercise control and management over the university and to exercise all other powers, authority, responsibilities, obligations, immunities and duties granted to it by law and the Constitution of New Mexico.
   b. To provide educational opportunity to prospective students, particularly those prospective students residing in this state, and to provide a high quality education to all students of the university.
   c. To serve the interests of the students, faculty, and administration and the citizens of New Mexico, and to institute policies, facilities, and programs for their benefit.
   d. To obtain adequate financial support.
   e. To select a chief executive officer for the institution and the director/secretary of the New Mexico Department of Agriculture.
   f. To promulgate rules and regulations for the university and for the New Mexico Department of Agriculture: to enforce statutes, rules and regulations pertaining to the university and to the New Mexico Department of Agriculture.

2. Principles of Board Operation: The Board of Regents exercises its control over the institution through its policies as administered by the administration. Decisions of the Board of Regents shall be made by the board acting as a body in a duly constituted meeting; individual members of the board may, however, discuss the affairs of the university and obtain information pertaining thereto from any other members of the board and from any employee or student of the university. Policies of the board shall be maintained in written form, but failure to do so shall not affect their validity. A member of the board shall not be interested pecuniarily, either directly or indirectly, in any contract for building or improvement of the university, or for the furnishing of supplies, services or materials to said institution. Contributions to the university, in any form, by a member of the board are not in violation of these bylaws. No one member should enter into correspondence as a member of the board. This is a group operation and not an individual one; therefore, it is undesirable to have a letterhead specifically for the board. Any change in organization or structure of any subdivision of this university from the level of dean and higher and any other organizational change which the administration deems of sufficient importance shall be approved by the board before it is implemented.
F. **ARTICLE VI - Amendments:**

1. **Amendments:** The power to make, alter, amend, or repeal these bylaws is vested in the board by the affirmative vote of at least 3 of its members.

2. **Notice of Amendments:** Copies of proposed amendments shall be submitted to the Board of Regents members at least 5 days prior to the meeting at which the proposal is to be acted upon, unless waived by unanimous consent of the board.