

BY-LAWS  
OF THE  
BOARD OF REGENTS  
COLLEGE OF MICRONESIA-FSM

(Amended May 3, 2000, January 14, 2013, March22, 2014, February 19, 2015)

Article I. BOARD OF REGENTS MEETINGS

Section 1. Place of Meetings

All meetings of the Board shall be held at a location as may be designated for that purpose from time to time by the Board.

Section 2. Annual Meeting

The Board shall hold quarterly meeting to be rotated among the four states. The first meeting of the fiscal year shall be the annual meeting to be held in December. At the annual meeting, the Board shall elect officers, consider reports of the affairs of the College and transact such other business as may properly be brought before the meeting. The board shall also hold three other regular meetings in March, in May and in August. If it appears that a quorum will not be realized on those days, the Board may, by approval of three members, set an alternative date. (3/22/14)

Notice of regular meetings shall be given in accordance with the legislation establishing the College. Attendance at any meeting, regular or special, by a Regent shall be conclusively deemed a waiver of notice of that meeting unless objection is made at the outset of such meeting to the failure to give proper notice.

Section 3. Special Meetings

When a special meeting is called on the initiative of the chairperson, at least thirty (30) days notice of the special meeting shall be given to all members. Notice may be given in person, by telephone, facsimile, email, or by mailing a copy of the notice to the mailing address of the respective Board members. In computing the notice requirement under this section, the time period begins to run from the date of mailing or transmission.

The thirty (30) days notice may be waived by the Board by an affirmative vote of the members, if three members vote in favor of the waiver.

Upon the petition of two Board members for a Board of Regents meeting, the chairperson shall call a special meeting. The meeting shall be held not later than forty-five (45) days after the chairperson receives notice that the petition has the support of two Board members. Notice of the special meeting shall be given in the same manner as provided for notice of a special meeting called by the chairperson.

The notice of the special meeting shall state the purposes of the special meeting, its location, and date.

Section 4. Transaction of Business

Actions of the Board are official when taken:

- a) At a meeting of the Board; or
- b) By polling Regents by mail, facsimile, e-mail, telephone, or in any other way the Regents shall approve. Polling results shall be recorded in the Boards records, with the affirmative vote of at least three members necessary to approve the matters polled.

No member of the Board of Regents shall have the power to act in the name of the Board unless the Board has given express authority by an official action of the Board

Section 5. Order of Business

The order of business at a Board meeting shall be as follows:

- a) Call to order followed by remarks, if any
- b) Reading of the mission statement
- c) Roll call
- d) Approval of minutes
- e) Communications
- f) Reports from the President of the College
- g) Agenda priorities; old business; new business
- h) Adjournment

Section 6. Notice of Board Agenda

Prior notice of the agenda of the Board at a regular meeting need not be given except that prior notice must be given for the following agenda items:

- a) Consideration of the termination of the services of the president; (3/22/14)
- b) Termination of officers of the Board;
- c) Removal of a Board members; or

d) An amendment to the by-laws.

Section 7. Rules of Order

All meetings of the Board shall be conducted in accordance with the latest edition of Robert's Rules of Order, except where it is inconsistent with these by-laws or any other applicable law.

Section 8. Public Involvement

All meetings of the Board shall be open to the public, except those executive sessions authorized by law, which will be announced by the chairperson.

Article II. OFFICERS OF THE BOARD AND THE PRESIDENT

Section 1. Chairperson

The chairperson shall, if present, preside at all meetings of the Board of Regents. In addition, the chairperson is responsible for: 1) setting the agenda of board meetings in accordance with priorities adopted by the board; 2) determining the information to be provided in the agenda materials; 3) overseeing the board's policy-development process; 4) coordinating the board-president relationship, 5) board development, and 6) exercise and perform such other powers and duties as may be from time to time assigned by the Board of Regents or prescribed by law or these by-laws.

As with all regents, the board chair does not have any authority over or responsibility for specific operational decisions within the college on business or academic matters – those all fall under the responsibility of the college president.

Section 2. Vice Chairperson

In the absence or disability of the chairperson, the vice chairperson shall perform the duties of the chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the chairperson. In addition, the vice chairperson is responsible for coordinating the community linkage activities of the board. The vice chairperson shall have such other powers and perform such other duties from time to time as prescribed by these by-laws or applicable law.

Section 3. Secretary/Treasurer

The secretary/treasurer of the Board shall, through the administrative assistant to the board, be responsible for overseeing the records of the board. This includes certifying the Minutes of Board and determining how the decisions and activities of the board are presented by the college, including such things as the college website.

The secretary is also responsible for overseeing board-level activity in monitoring compliances by their administration with board policy and directives.

The secretary/treasurer shall cause to be kept and maintained, adequate and correct accounts of the properties and business transactions associated with the operations of the Board of Regents.

Section 4. President

The President of the College shall be the Chief Executive Officer of the College and the official advisor to and executive agent of the Board of Regents and its committees. The President shall, as educational and administrative head of the College, exercise a general superintendence over all affairs of the institution, and brings such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibilities. Furthermore, the President shall have the power, on behalf of the Regents, to perform all acts and execute all documents to make effective the actions of the Board or its committees.

Article III. RECORDS AND REPORTS

Section 1: Records

The Board shall maintain adequate and correct accounts, books and records of its properties. All such books, records and accounts shall be kept at the office of the President.

Section 2. Inspection of Books and Records

All books and records of the Board, except for records of executive session of the Board or records expressly deemed non-public by the chairperson, shall be open to inspection at the office of the President.

Section 3. Certification and Inspection of By-laws

The original or a copy of these by-laws, as amended or otherwise altered to date, certified by the secretary, shall be open to inspection by the public at the office of the President.

Section 4. Checks, Drafts, Etc.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name of and on behalf of the Board, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board.

Article IV. COMMITTEES OF THE BOARD

Section 1. Committees

Special committees may be established as deemed necessary by the Board.

The chairperson may establish and appoint Board members to a special committee, subject to the review and approval of the Board at its next regular meeting. Decisions of committees shall be made by majority vote.

Section 2. Committee Decisions

Decisions of committees of the board may be made by polling members by mail, facsimile, e-mail, or telephone. The results of such polling shall be certified by the secretary of the respective committee. Decisions of committees shall be forwarded to the Board for official decision. (3/22/14)

Section 3. Committee Membership

Board committees will be composed of Regents only. (3/22/14)

Article V. STATEMENT OF ETHICAL CONDUCT

Section 1. Standard of Conduct

Board members shall not participate in any action involving a possible conflict of interest or from realizing a financial gain, other than compensation provided pursuant to law. A Regent shall be considered to have a conflict of interest if:

- a) Such Regent has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent unbiased judgment in the discharge of the Regent's responsibilities to the College, or:
- b) Such Regent is aware that a family member or any organization in which such Regent or family member is an officer, director, employee, member, partner, trustee or controlling stockholder has such existing or potential financial interest. By "family member" is meant a person related to the Regent in any of the relationships listed Section XIX Nepotism of the *COM-FSM Personnel Policy and Procedure Manual*.

Section 2. Disclosure

All Regents shall disclose to the Board any possible conflict of interest at the earliest practicable time. Any Regent who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the question by majority vote based on full disclosure of pertinent facts.

Section 3. Absention from Voting

No Regent shall participate in Board proceedings as Regent, or vote on any matter under consideration at a Board or committee meeting in which such Regent has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Regent having the conflict abstained from participation and voting.

Section 4. Employment with the College

No Regent shall accept paid or unpaid employment with the College while a Regent.

For three years after the termination of his term as a Regent, no Regent may accept a position or other employment with the College that was created during his term as a Regent.

Section 5. ETHICAL VIOLATIONS

Charges by any person that a board member has violated laws and regulations governing board behavior or the board's code of ethics shall be directed to the board chairman. The board chair may establish an ad hoc committee to examine the charges and recommend further courses of action to the board. Possible courses of action include:

- a) If alleged behavior violates laws governing board behavior, legal counsel may be sought and the violations referred to the Attorney General as provided for in law.
- b) If the alleged behavior violates board policy on ethical conduct, the board chair shall alert the board member in question regarding the violation of policy, the board may discuss the violation at a board meeting and affirm its policy expectation, and/or the board may move to censure the regent.

If the board chairman is perceived to have violated the code, the vice chairman of the board shall pursue resolution. (1/14/13)

Article VI. AMENDMENT TO BY-LAWS

Section 1. Voting Requirement

New by-laws may be adopted or these by-laws may be repealed or amended at a Board meeting by a majority vote of the members of the Board attending thereat.

Section 2. Record of Amendments

Whenever an amendment or new by-law is adopted, it shall be copied in the book of by-law with the original by-laws, in the appropriate place. If any of the by-laws is repealed, the fact of the repeal with the date of the meeting at which the repeal was enacted shall be stated.