

BYLAWS

Council on Postsecondary Education
State of Rhode Island and Providence Plantations

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ARTICLE I**OFFICERS AND DUTIES**

Section 1. Officers of the Council. The governor shall select from the appointed members of the Council a chairperson on an annual basis. Additionally, such other offices may from time to time, be established with such powers as determined by the Council, and the persons named to such offices shall serve at the pleasure of the Council. All officers shall hold office until their respective successors are elected and qualified. The Commissioner of Postsecondary Education (Commissioner) shall serve as the chief executive officer of the Council, as well as the chief administrative officer of the Office of the Postsecondary Commissioner.

Section 2. Chair. The Chair shall preside at meetings of the Council, exercise the powers and perform the duties set forth in these bylaws and such other duties as usually devolve upon the presiding officer of a deliberative body, and, unless otherwise ordered, shall appoint all special committees. The Chair shall execute all contracts and documents on behalf of the Council unless otherwise ordered by the Council. In the absence of the Chair of the Council on Postsecondary Education, the Chair of the Board of Education may serve as the presiding officer of the Council.

ARTICLE II**MEETINGS**

Section 1. Quorum. A quorum shall consist of five (5) voting members of the Council, but less than a quorum may adjourn any meeting. A majority vote of those present and voting shall be required for action.

Section 2. Time and Place of Regular Meetings. Regular meetings shall be held at least twice in each quarter of each calendar year at the call of the Chair at the same time and place within the State of Rhode Island specified in the notice of the meeting.

Section 3. Special Meetings. Special meetings of the Council may be called by the Chair, and shall be called by the Chair upon the written request of three (3) members of the Council, such meeting to be held within one (1) week after the receipt of such request.

Section 4. Notice. In addition to providing notice of meetings as required by law, written notice of regular meetings and the agenda thereof, or in lieu of an agenda, a written statement of the substance of the business to be transacted shall be sent to each member of the Council at least forty-eight (48) hours prior to the date of the meeting.

Notice of special meetings shall specify the date and place where such meeting is to be held within the State of Rhode Island and the substance of the business to be transacted at such meeting, and shall be given by written notice mailed to each member not less than three (3) days prior to such meeting, or by e-mail sent to each member not less than twenty-four (24) hours prior to such meeting, or, in lieu of such letter or e-mail, by personal notice given to and actually received by each member of the Council, not less than twelve (12) hours prior to such meeting. No special meeting shall be held without such notice, unless waived as hereinafter provided, nor shall any business be transacted at any special meeting except that specified in such notice. All meetings, including emergency meetings, shall be convened pursuant to the provisions of the Rhode Island Open Meetings Act.

Section 5. Waiver of Notice. Any member may waive notice of any regular or special meeting by instrument in writing signed by him/her to or after such meeting, and the presence of a member at a meeting shall in any event constitute a waiver of notice as to that member.

Section 6. Agenda for Regular Meetings. The agenda of regular meetings of the Council shall be as follows:

- Acceptance of the Agenda
- Approval of Minutes of Previous Meeting
- Open Forum (optional)
- Chairs' Reports
- Commissioner's Report
- Presidents' Reports
- Committee Reports/Consent Agenda
- Discussion Items
- Action Items
- Executive Session (should the Council so vote to enter)
- Report of Action Taken in Executive Session (if applicable)
- Next Meetings

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Section 7. Preparation of Agenda. The preparation of the agenda for a regular meeting of the Council shall be the joint responsibility of the Chair and the Commissioner, provided, however, that there shall be included in the agenda any matter which the Council has at a prior meeting voted to include in such agenda, and provided, further, that any item required by any four (4) members of the Council in writing delivered to the Commissioner or the Chair not less than seven (7) days prior to the date of a meeting shall be placed upon the agenda of such meeting. Any Council member may introduce a matter to be put on the agenda at the meeting upon the majority vote of the members present, to amend the agenda. Any such matters added to the meeting's agenda shall be for informational purposes only and may not be voted upon except when necessary to address an unexpected occurrence that requires immediate action to protect the public or to refer the matter to the appropriate committee or to another body or official.

Section 8. Conduct of Meetings. The affirmative vote of a majority of members present and voting shall be required for the adoption of any resolution. The presiding officer shall have the right, as other members present, to offer resolutions, discuss questions, and to vote. The Chair shall declare all votes. If any member doubts the vote, the Chair shall require a division. A roll call vote shall be taken upon the demand of any member present. On questions of election of officers, a vote by secret ballot shall be taken upon the demand of a majority of the members present.

Any member desiring to speak shall address the Chair, and after his/her right to speak has been recognized, he/she shall confine remarks to the question under debate. Other than a member of the Council or staff members no person shall speak at or address a meeting, except in Open Forum unless invited to do so by the Chair. All those desiring to speak during the Open Forum portion of the meeting shall have been invited by the Chair or shall sign up prior to the meeting. Except in unusual circumstances, no more than thirty (30) minutes will be set aside on each Council agenda for persons, other than members on staff, to address the Council; such persons will be asked to limit their remarks to three (3) minutes or less. Council members are asked to refrain from trying to respond directly to the concerns being raised but instead to ask that staff follow up on the issues raised.

Section 9. Meetings to be Open. All meetings of the Council shall be open to the public, provided that executive session may be held as provided by law.

Section 10. Minutes of Meetings. Minutes of open meetings shall be deemed public records. Minutes of executive (closed) sessions shall be confidential if the Council has voted to seal them pursuant to R.I.G.L. §42-46-7. Final action taken in executive session shall be reported by the Chair once the open session reconvenes; provided, however, a vote taken in an executive (closed) session need not be disclosed for a period of time during which its disclosure would jeopardize any strategy, negotiation or investigation undertaken pursuant to discussions

conducted under that section of the Rhode Island Open Meetings Act that sets forth the purposes for which a meeting may be closed. (R.I.G.L. §42-46-5(a))

Section 11. Press and Public Relations. The Chair and the Commissioner shall be the chief spokespersons for the Council and the members shall, to the extent possible and consistent with the proper discharge of their individual responsibilities, refer all inquiries which concern interpretation of Council action and policy to the Chair.

ARTICLE III

INDEMNIFICATION

Section 1. Each person who at any time is threatened to be or is made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Council) by reason of the fact that he/she is, or was, a member of the Council or an officer, employee, or agent of the Council, or is or has served at the request of the Council as a director, officer, employee, or agent of another enterprise of any type, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with any such action, suit or proceeding, if the Council determines he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Council, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. No indemnification shall be made in respect to any criminal action or proceeding as to which such person shall have been adjudged to be guilty, unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt, in view of all the circumstances of the case, such person is entitled to indemnity for such expenses or fines which the court shall deem proper. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Council of Governors, and with respect to any criminal action or proceeding had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Notice. This indemnification shall be conditioned on due written notice of any such claims being given to the Council which shall be entitled to be presented at all hearings, proceedings and negotiations relative to such claims.

Section 3. Miscellaneous. The provisions of this article shall in no way be exclusive of any other rights of indemnification to which such person shall be entitled, shall continue as to a person who has ceased to be a member, officer, employee, or agent of the Council and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE IV

COMMITTEES

Section 1. Committees, standing or special, shall be appointed by the Chair from time to time as deemed necessary to carry on the work of the Council. Committees shall act by majority vote and a majority of committee members shall constitute a quorum. The Chair shall be *ex officio* members of all committees.

ARTICLE V

SEAL

The Council shall use either the adopted seal of the Rhode Island Board of Education or the seal of the State of Rhode Island and Providence Plantations. Either seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VI

PARLIAMENTARY PROCEDURE

Roberts Rules of Order shall govern on all parliamentary matters not covered by the laws of the State of Rhode Island and these bylaws.

ARTICLE VII

AMENDMENT OF BYLAWS

Section 1. These bylaws may be amended, suspended or altered at any time without notice, by unanimous vote of all members of the Council.

Section 2. These bylaws may also be amended, suspended or altered by vote of a majority of the members taken at any regular or special meeting, provided that written notice of the substance of the proposed change has been mailed to the members of the Council at least three (3) weeks prior to such meeting.

Section 3. Those parts of these bylaws which are in the nature of rules of order may be suspended by a two-thirds (2/3) vote of those present.