

**Bylaws of the
Missouri Coordinating Board for Higher Education**
(Adopted by the Board October 1987, Revised on October 12, 2006)

**Article I
Enabling Authority**

These bylaws govern the conduct of the business and affairs of the Missouri Coordinating Board for Higher Education ("Board") pursuant to the responsibilities vested in it by the Missouri Constitution and Revised Statutes.

**Article II
Members**

The membership of this Board and the terms of office of each member are prescribed in Section 173.005 of the Missouri Revised Statutes. Any member desiring to resign from the Board shall submit such resignation in writing to the Secretary of the Board, who shall provide it to the Executive Committee for action. The Executive Committee shall immediately notify the Director of Boards and Commissions in the Governor's Office of such member's resignation.

**Article III
Officers**

Section 1. Officers

The officers of the Board shall be: Chair, Vice Chair and Secretary. They shall be elected by the Board from its own membership. These officers shall perform the duties prescribed by the Missouri Revised Statutes, these bylaws and as may be prescribed by the Board.

Section 2. Election - Tenure of Officers

At the regular meeting of the board immediately prior to April 30, a Nominating Committee of three members shall be appointed by the Chair. It shall be the duty of this Committee to nominate candidates for the offices to be filled by election at the regular meeting immediately prior to June 30. Before the election at the regular meeting in June, following the report of the Nominating Committee, additional nominations from the floor shall be permitted. Officers' terms shall begin at the close of the regular June meeting, and officers shall serve for a period of one year and until their successors are elected and qualified. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office.

Section 3. Duties of Officers

Chair

The Chair of the Board shall preside at all meetings of the Board and shall be the spokesperson for the Board and shall perform such duties as may be prescribed by the Missouri Revised Statutes and by the Board. The Chair shall appoint the members of any committee established pursuant to these bylaws and shall name the Chair of each such committee.

Vice Chair

In the event of the absence of the Chair, the Vice Chair shall serve as Chair of the Board and perform all the duties of the Chair. The Vice Chair shall perform such other duties as prescribed by the Missouri Revised Statutes and by the Board.

Secretary

The Secretary of the Board shall take minutes of any executive session of the board and shall perform other duties as prescribed the Missouri Revised Statutes and by the Board.

**Article IV
Meetings**

Section 1.

Meetings of the Board may be held at any place or places within the State of Missouri. The Board shall hold no less than four (4) regular meetings during each calendar year. Special or additional meetings may be called by the Chair or upon call of at least five (5) members of the Board. The purpose of the meeting shall be stated in the call.

Section 2. Notice of Meeting

The notice of meeting and agenda shall be in accordance with the Missouri Revised Statutes.

Section 3. Absence at Meetings

If any member of the Board fails to attend any two consecutive regularly called meetings of the Board, or any three regularly called meetings in any calendar year, of which meetings the member shall have had due notice, unless such absences shall be caused by sickness or some accident preventing the member's presence (as defined in Article IV, Section 4.A) at the meetings, the Chair shall bring the matter to the attention of the Director of Boards and Commissions in the Governor's Office. For purposes of this Section, "regularly called meetings" shall include the February, April, June, October, and December Board meetings, as well as the Board's annual retreat.

Section 4. Conduct of Meetings

- A. A majority of the members of the Board shall constitute a quorum. Any act of the majority of the members present at any Board meeting at which a quorum is present shall be the act of the Board. Board members may participate in a meeting by means of conference telephone or similar communication equipment whereby all persons participating in or attending the meeting can communicate with each other, and participation in a meeting in this manner shall constitute presence in person at the meeting for all purposes.
- B. All meetings of the Board and any Committee thereof must comply with the Missouri Revised Statutes on meetings of governmental bodies and maintenance of records by such bodies.
- C. At all Board and Committee meetings, a staff member shall act as Recording Secretary. In the absence of a staff member, the Board or Committee shall designate a member to serve as Recording Secretary. Full and complete minutes shall be kept of each meeting and shall be submitted to Board members for review prior to the succeeding meeting.
- D. Voting on all matters coming before the Board shall be voice vote. In all cases where the vote of the members present is unanimous, it shall be sufficient to indicate unanimity in the minutes of the proceedings. In all cases where the vote of the members present is not unanimous, the "ayes" and "nays" shall be separately entered upon the minutes. In the absence of such expression of dissent or an expression of abstention, a member of the Board who is present at any meeting in which action is taken on any matter shall be presumed to have assented to such actions unless, before the adjournment of the meeting, the member shall affirmatively request that the member's vote of "nay" be separately entered upon the minutes, or the member be recorded as not having voted.
- E. The Board may meet for appropriate purposes in executive session. Any vote taken in executive session shall be deemed and retained confidential, subject to the closed meeting provisions the Missouri Revised Statutes.

**Article V
Committees**

Section 1. Executive Committee

An Executive Committee shall be established and composed of five Board members: Chair, Vice Chair, and Secretary of the Board, as well as Chairs of both the Audit and the Student Loan/Financial Aid Committees. The Executive Committee shall have general supervision of the affairs of the Board between its business meetings, make recommendations to the Board, and perform such other duties as are specified in these bylaws or as directed by the Board. The Executive Committee shall be subject to the orders of the Board, and none of its acts shall conflict with action taken by the Board.

The Board Chair shall serve as the Chair of the Executive Committee. Meetings of the Executive Committee may be called by the Chair of the Executive Committee or upon call of at least three members of the Committee. The Commissioner of Higher Education may also request that the Chair call a meeting of the Executive Committee. The purpose of the meeting shall be stated in the call.

Section 2. Audit Committee

An Audit Committee composed of three Board members shall be established. The Chair of the Board shall appoint the members of the Audit Committee and at the same time shall name the Chair of the Committee promptly after the regular meeting immediately prior to June 30 of each year. Committee members shall serve for a period of one year and until their successors are appointed and qualified.

The Audit Committee shall receive and review all audit reports pertaining to the Board and the Department of Higher Education and such other audit reports as may be referred to the Committee. The Committee shall report to the Board on the contents of the reports and shall follow up with the Commissioner and department staff regarding resolution of any findings in the reports. The Committee shall report to the Board on the status of any such findings. The Committee shall perform such other duties as are specified in these bylaws or as directed by the Board.

Section 3. Student Loan/Financial Aid Committee

A Student Loan/Financial Aid Committee composed of three Board members shall be established. The Chair of the Board shall appoint the members of the Student Loan/Financial Aid Committee and at the same time shall name the Chair of the Committee promptly after the regular meeting immediately prior to June 30 of each year. Committee members shall serve for a period of one year and until their successors are appointed and qualified.

The Committee shall work with the Commissioner of Higher Education and Department staff on student loan/financial aid issues as they arise and shall, as necessary, make reports to the Board on such activities. The Committee shall perform such other duties as are specified in these bylaws or as directed by the Board.

Section 4. Other Committees

Such other committees, standing or special, shall be appointed by the Chair as the Board or the Executive Committee shall from time to time deem necessary to carry on the work of the Board. The Chair shall appoint the membership of such committees, which may, but need not, include members of the Board, and shall designate the matters to be considered by said committees. The Chair shall be an ex officio member of all committees except the Nominating Committee.

**Article VI
Advisory Committees**

Section 1. Presidential Advisory Committee

Four times each year the Board shall meet with the Presidential Advisory Committee as established by the Missouri Revised Statutes. Such meetings shall enable the Presidential Advisory Committee to advise the Board of the views of the institutions on matters within the purview of the Board.

Section 2. Proprietary School Advisory Committee

The Board delegates responsibility to the Commissioner of Higher Education to meet with and receive reports from the Proprietary School Advisory Committee as established by the Missouri Revised Statutes.

**Article VII
Conduct of Business and Affairs**

Section 1. Staff

The Board shall employ a Commissioner of Higher Education ("Commissioner") to serve at the pleasure of the Board. The Commissioner shall employ and determine the compensation of all such professional, clerical, and research personnel, including, where justified, specialists and/or consultants, as may be necessary to assist the Board in performing those duties outlined in the Missouri Revised Statutes. Except as otherwise expressly provided, all department staff shall be subject to the supervision and direction of the Commissioner.

The Commissioner shall have such duties and responsibilities as prescribed by the Board, including:

- A. Assume general direction of the staff to help meet the objectives set forth by the Board.
- B. Serve as liaison with the presidents, chancellors, and chief executive officers of institutions in carrying out policy objectives promulgated by the Board.
- C. Follow and keep the Board advised of all federal and state legislation affecting the Board and its purposes and objectives.
- D. Issue reports of Board action.
- E. Prepare, review, analyze, and implement all budgets which are approved by the Board.
- F. Make recommendations to the Board concerning the purposes, objectives, and responsibilities of the Board.

- G. Assist the Chair in the release of all information concerning the Board.
- H. Perform such other duties as prescribed by the Board and/or bylaw.

Section 2. Commissioner Search

The Board shall act as a committee of the whole as a search committee, unless the Chair, as directed by the Board, establishes a special committee for the purpose of searching for and screening candidates. The Board may include outside consultants and other persons in the search and screening process provided, however, that only Board members shall vote on the selection of a Commissioner.

Section 3. Evaluation of Commissioner

The Board shall annually evaluate the performance of the Commissioner. The purpose of the evaluation shall be to establish a record of performance over a period of time, to identify strengths, and to determine areas where more attention may be needed.

**Article VIII
Records**

Full and complete records of Board actions and activities shall be kept available in accordance with Missouri Revised Statutes on governmental bodies and records.

**Article IX
Diversity**

The Coordinating Board for Higher Education and its staff should use selection processes and criteria designed to ensure diverse representations when making appointments to various committees, councils, or commissions. In as much as reasonably possible, criteria for representation should include the following:

1. Individuals who have demonstrated appropriate expertise and experience through their vocation, employment, affiliation or interests in connection with the membership being assembled;
2. Individuals who reflect the various geographic regions of the state as a whole or other appropriate sub-unit directly in connection to the membership being assembled; and
3. Individuals who reflect the race, ethnicity, age, gender, and disability characteristics of the population of the state as a whole, or other appropriate sub-unit in connection with the membership being assembled.

In as much as reasonably possible, the campus presidents and chancellors, and their respective local boards should use a similar selection process and criteria in making appointments to various committees, councils, or commissions. (Adopted June 7, 2001)

**Article X
Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

**Article XI
Amendment of Bylaws**

These bylaws may be amended at any regular meeting of the Board by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.