



**Bylaws**  
**Board of Advisors**

I. Purpose

- A. The University of Maine Cohen Institute for Leadership and Public Service (Cohen Institute) Advisory Board (“the Board”) is a distinguished group of leaders that exists for several purposes:
1. To advise the Director on a wide range of issues regarding the Institute’s role and mission and its relationship to local, state, national, and international communities;
  2. To advise the Director on matters such as long range programmatic, fiscal, and operating plans;
  3. To serve as public advocates for the Institute, assisting the Institute in promoting understanding by and support from a variety of stakeholders and audiences (e.g. local, state, national, and international leaders from a wide variety of organizations; the state legislature; state agencies; the governor; the media; the international academic community; and the general public, especially citizens of Maine);
  4. To assist the Institute in development activities that provide a strong and secure economic base for Institute programming.
- B. The Board recognizes its mutual responsibility to the people of Maine and the interests of the Cohen Institute, and therefore works to position the Institute as an essential, relevant, and valued resource.
- C. The Board and its individual members shall be considered indemnified by the University of Maine in the performance of Board-related responsibilities.

II. Membership

- A. Membership shall reflect the leadership focus and mission of the Cohen Institute. Members shall be distinguished leaders from local, state, national, and/or international organizations/communities.
- B. The Board shall consist of no more than 12 members, including Secretary William S. Cohen (or his/her designee), excluding ex officio non-voting

- members. Except for charter appointments to the Board made by the Director of the Cohen Institute, in consultation with the Provost, individuals will be appointed to the Board upon recommendation of the Board's Nominating Committee, subsequent recommendation of a majority vote of the Board, and final approval by the Director.
- C. The Board shall vote on the Nominating Committee's recommendations and present its approved recommendations to the Director at its last meeting of the University's fiscal year. Appointments to the Board may be made at other times in anticipation of, or in response to, a vacancy. Such actions can be undertaken by electronic mail to facilitate discussion and lessen response times.
  - D. The Director, Provost, a representative from the Office of Development, and no more than three additional at-large members from the University of Maine administration, faculty, and/or student body shall serve as non-voting ex-officio members of the Board.
  - E. The Board may, by majority vote, remove a member if it determines that such member has committed or engaged in any act, omission, or other practice, which has been or would be detrimental to the best interests of the Cohen Institute, including lack of consistent performance of a Board member's duties.

### III. Terms of Office

- A. Except for charter appointments to the Board, and the first renewals thereof, members shall serve two-year terms. There is no limitation on the maximum number of terms a member may serve. However, individuals are ineligible to serve on the Board for one year following the two terms of consecutive service.
- B. Terms of initial and renewed appointments of members will expire on June 30<sup>th</sup> to coincide with the end of the University's fiscal year.

### IV. Expectations of Board Members

- Attendance at Board Meetings
- Informally advising the Director as necessary
- Volunteering for and willingly accepting Board assignments and completing them thoroughly and on time
- Contribution to the Cohen Institute at a level that is meaningful to them
- Involvement with the activities of the Institute
- Aid with internships and mentoring of students
- Assisting the Director with external contacts/outreach for support of the Institute
- Other areas as requested by the Chair and/or Director

## V. Officers

- A. Except for the appointment of charter officers, the Board shall select a Chair and Vice Chair from within the existing membership by majority vote of the Board. The appointment of charter officers will be made by the Director, in consultation with the Provost, for a term of one year. The subsequent election of officers shall take place at the last Board meeting of each fiscal year. In the event of vacancy in one or both offices, the Board may, by majority vote, fill the vacancies for the remainder of the term(s). Subsequent to the one-year term for charter officers, officers shall serve for two-year terms and may be reelected.
- B. The Chair shall conduct the business of Board meetings. The Vice Chair may act in those capacities at the direction of, or in the absence of, the Chair. The Chair shall work with the Director and other members of the Board as determined by the Chair to establish Board agenda, meeting dates, and committee appointments.

## VI. Meetings

- A. Where possible, the Board shall meet at least two times per fiscal year. The Board shall establish a schedule for future meetings at its annual meeting, which shall be the last regular meeting scheduled in each fiscal year. Additional meetings outside of the pre-determined schedule may be called by the Chair in consultation with the Director.
- B. Except as noted elsewhere in these bylaws, Board members shall receive written notice of any meeting at least two weeks in advance of the meeting date. In the event of an emergency meeting or change in date, time, or location of a scheduled meeting, proper notice shall be given to members of the Board. All such notices, given the membership of the Board, will usually be given by electronic means (email).

## VII. Committees

- A. The Board shall create standing committees as necessary and desired, related to the Board's purpose as expressed in the first section of these bylaws. The committees may be:
  - i. Strategic Planning
  - ii. Nominating
  - iii. Executive Committee
- B. Only current Board members may serve as voting members of any standing or ad hoc committee. The Chair of the Board shall appoint members to each standing committee, as well as the chairs of the committees, except for the

Nominating Committee. Appointments to the Nominating Committee will be made by majority vote of the Board. Standing committee appointments shall continue for the duration of one fiscal year with reappointment at the discretion of the Chair.

- C. The Board may also create ad hoc committees as deemed necessary by a majority vote of the Board
- D. The Executive Committee, consisting of no more than four members selected from the Board's voting members, will have the responsibility to make decisions on behalf of the Board on matters of an urgent nature arising between regular Board meetings where it is impractical for the entire Board to be consulted. The Executive Committee may not act in a way that is contrary to other relevant provisions of these bylaws.

#### VIII. Secretary to the Board

- A. The Director shall appoint a Secretary to the Board ("the Secretary") to serve the administrative and programmatic needs of the Board.
- B. The Secretary shall distribute and maintain minutes/notes of all Board meetings, reviewed by the Director, in a timely fashion. Minutes from all Board meetings will be kept as part of the permanent records of the Institute.
- C. The Secretary shall send meeting materials to Board members in advance of each meeting.

#### IX. Conduct of Business

- A. Except as noted in these bylaws, the Chair shall conduct the business of Board meetings in accordance with Robert's Rules of Order Revised.
- B. A quorum of the Board shall consist of a majority of the total membership eligible to participate in Board deliberations at the time of the meeting. Ex officio non-voting members shall be included when determining the presence of quorum. Members may participate in Board meetings via electronic means such as phone or video conference, and shall be counted as present for the purposes of constituting a quorum.
- C. Standing agenda items include:
  - Review of minutes of last meeting
  - Announcements and introduction of new members
  - Director's remarks
  - General Business (e.g. Remarks from President, Provost, and/or invited guests)
  - Committee Reports

- Old Business
- New Business
- Review of Action Items Assigned
- Solicitation of Recommended Items for Future Meetings
- Adjournment

#### X. Conflict of Interest

- A. The Board shall adhere to the Conflict of Interest policies of the University of Maine System. Any Board members with a direct financial interest in a matter to be decided or recommended by the Board shall recuse themselves from participation in any related discussion or vote.

#### XI. Amendments

- A. Amendments to these bylaws may be considered by the Board at the meeting following the written submission of the proposed amendment(s), with the exception of the initial meeting of the Board where amendments may be proposed and approved at that time. Approval of any amendment submitted according to this provision shall require a two-thirds vote of all members present and voting, and be approved by the Provost. The provision may be waived by unanimous consent of all current Board members expressed during a Board meeting or by written proxy submitted to the Secretary.

(as considered and adopted November 2016)