

SAN JUAN, PUERTO RICO

**INTERNAL REGULATIONS OF THE BOARD OF  
DIRECTORS OF THE CORPORATION OF THE  
SCHOOL OF FINE ARTS AND DESIGN**

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## **Chapter I General provisions**

Article 1. These Regulations will be known as the Internal Regulations of the Board of Directors of the Corporation of the School of Fine Arts and Design of Puerto Rico (EAPD).

Article 2. The interpretation of the provisions of this Regulation will be subject to the provisions of Law No. 54 of August 22, 1990, as amended.

Article 3. This Regulation will have the flexibility to adapt and be interpreted according to the amendments of Law No. 54 of August 22, 1990, as amended, and any other law that applies to the EAPD and/or its Board of Directors.

## **Chapter II Definitions**

Article 4. The bodies, entities or officials identified here will have the meaning expressed below:

A. Board of Directors of the School of Fine Arts and Design: The Governing Board of the School of Fine Arts and Design that exercises the powers of the Corporation, as well as the powers and duties conferred by Article 4 of Law 54 to make fulfill the purposes and objectives of the School of Fine Arts and Design, hereinafter called the Board of Directors.

B. President of the Board of Directors: member of the Board of Directors who will exercise the function of directing the work of said Governing Board.

C. Chancellor of the School of Fine Arts and Design: Official appointed by the Board of Directors who is the main executive of the School and exercises the administrative and academic authority of the School of Fine Arts and Design, as established in article 5 of Law No. 54 and the rules and regulations adopted by the Board of Directors hereinafter referred to as Chancellor.

D. Commission of the Board of Directors: Body composed of several members of the Board of Directors with the task of coordinating the functions delegated to it by the Board of Directors itself regarding the administration and direction of the EAPD, hereinafter called the Commission.

E. Regulations: is the Internal Regulations adopted by the Board of Directors to conduct its work.

### **Chapter III Aims and Purposes**

Article 5. The purpose of these Internal Regulations is to establish the processes by which the public policies governing the Corporation will be implemented, and to delineate the exercise of powers granted by Law No. 54. Additionally, these regulations serve to guide the Board of Directors in the execution of their duties and responsibilities, and to govern the conduct of their deliberative sessions to ensure that institutional decisions are made in an environment characterized by order, impartiality, and objectivity thereof.

### **Chapter IV Address**

Article 6. The domicile of this Board of Directors will be the city of San Juan, Puerto Rico. However, the Board of Directors, by prior agreement or summons of the President, may meet in any other place. Its headquarters will be located in the Old Asylum building.

### **Chapter V Official Seal of the Corporation**

Article 7. The official seal of the Corporation will be the one adopted by the Board by the majority of its members.

### **Chapter VI Composition of the Board of Directors**

Article 8. The Board of Directors will be composed of nine (9) members, including the President of the Student Council and one (1) professor who has a permanent appointment at the School of Fine Arts and Design of Puerto Rico, which will be designated in accordance with the provisions of the paragraph of this Section. The remaining seven (7) members will be appointed by the Governor with the advice and consent of the Senate of Puerto Rico and will include two (2) people recommended by the Board of Directors of the Institute of Puerto Rican Culture, whose positions will be held by a term of three (3) years, as well as five (5) citizens as representatives of the public interest. Of the five (5) representatives of the public interest, two (2) will be people committed to the development of the arts, design or education in Puerto Rico; one (1) must possess proven skills in some field of art and design or have an outstanding track record in the world of post-secondary education or in the fine arts; and two (2) will be people with a varied profile in finance, accounting or management who support the administrative function of the Institution. The members appointed by the Governor may not be employees of the School or have been employees during the last two (2) years nor have a relationship by affinity or consanguinity up to the third degree, with any employee of the School.

The Professor and the President of the Student Council will be elected by their peers through secret ballot. The President of the Board of Directors of the Corporation of the School of Fine Arts and Design of Puerto Rico will be selected from among the seven (7) members appointed by the Governor with the majority vote of all the members of the Board.

The Executive Director of the Financial Advisory Authority and Fiscal Agency of Puerto Rico (AAFAF) or his/her designee will be a member of the Board of Directors, in light of Article 16 of Law No. 2-2017, known as, "Law to create the Financial Advisory Authority and Fiscal Agency of Puerto Rico", while said Law is in force.

## **Chapter VII Duration of the position, resignations and removals**

Article 9. The representative of the teaching staff, who will be a professor who has a permanent appointment in the EAPD, will hold his or her position for a term of two (2) years. He may be re-elected for one (1) additional term.

The student representative will serve in accordance with the term of office as President of the Council.

The public interest representatives of the Board of Directors of the Corporation of the School of Fine Arts and Design of Puerto Rico will serve a term of three (3) years and may be appointed for one (1) additional term. Any member of the Board may be removed after determination of just cause by two thirds (2/3) of the members of the Board itself and for failure to comply with fiduciary and administrative duties, after formulating charges. Any vacancy on the Board of Directors will be filled in the same manner established in this Article and will only be extended for the remainder of the time for which the predecessor was appointed.

## **Chapter VIII Taking of Possession**

Article 10. The appointed members of the Board of Directors shall assume their positions once they are sworn into office, within ten (10) days following the date of appointment.

## **Chapter IX Powers and Duties of the Board of Directors**

Article 11. The Board will adopt the standards, rules, regulations and procedures necessary to exercise the powers and comply with the purposes of the Corporation.

The Board will have the power to appoint the Chancellor. Before the appointment, the Board may consult with the faculty, students and non-teaching staff to obtain their opinion about the candidate. The final decision rests with the Board of Directors of the School of Fine Arts and Design Corporation.

The Chancellor will be a person with full knowledge of the fine arts, culture in general and academic administration. Their salary will be assigned, taking into consideration the best interests of the EAPD.

The Board will meet in ordinary sessions according to an annual calendar that will be approved in the first session of each year. It may hold extraordinary meetings, after being called by its president "*motu proprio*" or at the request of a majority of its members.

The agreements and resolutions of the Board will be made with the participation of at least five (5) of its members.

Article 12. The Board of Directors will exercise the following duties and powers:

A. Consider and approve the definition of the mission and educational goals of the EAPD to govern teaching and administrative planning, its orientation and its development; and to ensure its accreditation by entities that establish standards in the field.

B. Consider and approve the management structural schemes of the teaching and administrative areas.

C. To adopt and approve the necessary rules and regulations to implement institutional policy and ensure the proper administrative functioning, including fiscal resources, human resources, student body, and physical facilities

D. Appoint the Chancellor and set their salary.

E. Review and approve the recommended regulations for the different areas of institutional operation such as the General Regulations of the EAPD, the Regulations for Teaching and Non-Teaching Personnel, the Regulations for Students and any other Regulations applicable to the EAPD.

F. Confer academic degrees; and create and award academic distinctions.

G. Approve the study programs to be offered.

H. Consider, study and adopt the recommendations made by the Chancellor that have originated within the Academic Council of the EAPD.

I. Consider and approve the recommendations of the Chancellor for the appointments of Deans or Department Directors.

J. Consider, adopt and approve the classification and remuneration plans for teaching and administrative staff.

K. Receive reports from the Chancellor's Office and the institutional Committees and approve the courses of action that it considers advisable.

L. Establish effective communication mechanisms with all sectors of the academic community.

M. Consider and approve the EAPD budget request that must be submitted to the Office of Management and Budget.

N. Consider and approve the costs for academic credit, laboratories, workshops, admission fees, readmission, graduation and any other cost for services offered by the EAPD.

O. Help raise resources for the EAPD from both the public and private sectors.

### **Chapter X Board of Directors**

Article 13. The Board of Directors of the EAPD will be made up of a President, a Vice-President and a Secretary, who will be elected by a simple majority (50 + 1) of the members of the Board.

Article 14. The Board of Directors will hold an ordinary session monthly at its headquarters or at any location in Puerto Rico on the day and time agreed upon. It may hold extraordinary meetings on the date and place designated by its own agreement, by order of the President, its authorized representative or at the request of a majority of five (5) of its members.

The meetings will be held in person and/or remotely, they will be recorded and published on the official EAPD website.

Article 15. The quorum of the Board of Directors for any meeting duly summoned and convened will be five (5) members.

Article 16. The President may call extraordinary meetings of the Board to make those agreements that in his opinion are convenient for the proper functioning of the EAPD. You may also call the Board to an extraordinary meeting, in those cases in which an ordinary meeting is called, there is no quorum and the matters to be discussed are of an urgent nature that requires immediate action. Provided that in the latter case, the agreements thus approved must be submitted to the full Board of Directors for ratification at its next meeting.

The President may appoint an Executive Committee from among the members of the Board, to address any particular matter of the School of Fine Arts and Design, which he deems necessary to analyze and study in greater detail.

In addition, the President of the Board may carry out a referendum by telephone, videoconference, email or any other official means, to hear the voting of the members when a matter is urgent.

### **Chapter XI Powers and Duties of the President**

Article 17. The President of the Board will be the main official of the Board, will represent it in all acts and will be its official spokesperson. Likewise, it will direct, supervise and control all matters before its consideration subject to the provisions of Law No. 54. In addition, it will have the following duties:

A. Will appoint the presidents of the permanent and special commissions of the Board, which must be created to address pending matters.

B. Will present an Annual Work Plan for the approval of the Board and present an Annual Report of the activities carried out.

C. Will be responsible for preparing the agendas for Board meetings in consultation with the Secretary and the Chancellor.

D. Will establish, in coordination with the Secretary of the Board, a codified and classified index of all agreements, standards and policies approved and in force.

E. Will keep the Board of Directors informed of all developments in the good progress of the institution, particularly regarding accreditation matters.

## **Chapter XII Vice-President**

Article 18. In case of death, resignation, absence from Puerto Rico, vacation or incapacity or impediment of the President, the Vice-President will replace him/her and in his/her absence, the Person elected by the majority of the members of board.

The Vice-President will perform the duties of the President of the Board of Directors and any others assigned by the Board itself.

## **Chapter XIII Meeting attendees**

Article 19. When the Board is in session, only the following people will be allowed entry:

- A. The President and all members of the Board of Directors.
- B. The Chancellor, the officials and employees of the EAPD who have been invited to said meeting.
- C. Individuals who have been invited by express agreement of the Board of Directors.
- D. The Board may at any time declare itself in executive session, to meet with the exclusion of those who are not members of the Board.
- E. Board members and their guests may participate in meetings in person and/or remotely.

## **Chapter XIV Voting**

Article 20. In the votes of the Board, participation by proxy is authorized, but always when the proxy issues its instructions in writing. In no case will proxy power be admitted for quorum purposes.

Voting to be carried out during the Board's deliberations will be by voice, unless otherwise agreed by the Board itself. Once a vote has ended, any member of the Board may cast a brief explanatory vote.

## **Chapter XV Secretary**

Article 21. The Secretary of the Board of Directors will keep the minutes of the meetings in the books provided for these purposes and from which the minutes of the meetings will be formulated: he will ensure that all notifications are do validly; will issue the certifications requested; and will oversee the official Board documents and the EAPD seal that will be affixed to the official documents.

In case of death, resignation, absence from Puerto Rico, vacation or disability of the Secretary, the Board will elect one by a simple majority of votes (50 + 1).

## **Chapter XVI The Minutes**

Article 22. The Minutes must be approved by a simple majority (50 + 1) of the members present at the meeting. The Secretary will be responsible for preparing the Minutes of the meetings. They will be distributed to all members of the Board in advance of the next ordinary meeting.

## **Chapter XVII Contents**

Article 23. The minutes will record the deliberations and details of the matters discussed by the Board. Details will be available in public recordings of Board meetings, namely:

- A. All agreements adopted by the Board, the results of all votes including explanatory votes.
- B. The approved amendments.
- C. Special messages and reports from the President.
- D. The names of the members present and absent, indicating which ones were excused.
- E. The time the meeting started and ended.

## **Chapter XVIII Obligation to Vote and Abstentions**

Article 24. Every member must cast his vote regarding matters submitted to the Board for voting. Any member may abstain from voting for reasons of moral, personal or principled nature. A member must abstain when they have a direct personal interest in the result of the vote.

## **Chapter XIX Finance**

Article 25. The fiscal year of the EAPD will begin on July 1 of each year.

Article 26. Once the Chancellor formulates the budget of estimated income and expenses of the EAPD, it will be the duty of the Board to examine it, study it and, if necessary, amend it and give its final approval.

Article 27. The Board may make decisions on the use of private donations that have a specific use and donations without a specific purpose, complying with the conditions of use of funds such as endowment. The Board of Directors has the power to request:

- A. Tuition Cost Review.
- B. Review of any other charges necessary to cover the operational costs of the School.
- C. Review of any expenses reflected or requested.
- D. Control of expenses.
- E. Fundraising initiatives.
- F. And any other issue that impacts the School's finances.



This does not relieve either the Chancellor or any of the Directors of teaching and non-teaching Departments of their responsibilities, initiatives and actions to obtain funds and control expenses in the School.

### **Chapter XX**

Article 28. The Board may hire, if deemed necessary, advisors to help it discharge the obligations and powers that the law confers on it.

### **Chapter XXI**

Article 29. The Board will determine, adopt, amend and revoke the regulations that establish the procedures through which the general policy will be implemented and the way in which the powers and duties granted and imposed by law must be exercised and executed, in addition, it may delegate to the Chancellor or officials, agents or employees of the Corporation those powers and duties that the Board considers appropriate.

### **Chapter XXII**

Article 30. General Prohibitions:

A. It is prohibited for any member of the Board to receive gifts, favors, or any other benefit from any person with any interest in the Corporation.

B. Board members may not grant contracts to family members or any other natural or legal person with whom there is a conflict of interest, as established by government ethics standards, the Office of the Inspector General, Comptroller and any other agency designated with some compliance.

C. The members of the Board will be legal residents of the Commonwealth of Puerto Rico and will be subject to the provisions of the Puerto Rico Government Ethics Law. Law No. 1 of January 3, 2012, as amended and any other agency by provision of law.

### **Chapter XXIII Amendments**

Article 31. Amendments to these Internal Regulations will be proposed in writing before the Board itself and will be discussed in an ordinary or extraordinary session called by the President. The President may submit to consultation with the EAPD lawyers and/or appoint a Special Committee to study and make recommendations on the amendments. Amendments to the Regulations must be approved by an absolute majority (2/3) of the members of the Board. The President will forward the recommendations to the full Board for final approval. Approval may be in an ordinary meeting, by digital consultation or email.

### **Chapter XXIV Separability**

Article 32. If any article, paragraph, section or subsection of this Regulation is challenged before a General Court of Justice of Puerto Rico or competent authority, and due to such challenge said article is declared without force and effect, such judicial determination will only will affect that article, paragraph, section or subsection that is the object of the challenge without affecting the validity of the remaining parts of this Regulation.

### **Chapter XXV Validity**

Article 33. These Internal Regulations will come into force once they are approved by resolution to that effect by the Board of Directors of the Corporation of the School of Fine Arts and Design of Puerto Rico.

CERTIFICATE:

Approved, in San Juan, Puerto Rico, on \_\_\_\_\_, \_\_\_\_\_, 2024 by the Board of Directors of the Corporation of the School of Fine Arts and Design of Puerto Rico.

Abdias Mendez Robles

President

Board of Directors

Carlos Marcial

Secretary (acting)

Board of Directors

School Seal