

# **HAYWOOD COMMUNITY COLLEGE**

## **BOARD OF TRUSTEES**

### **BY-LAWS**

**(Revised July 10, 2007)**

#### **ARTICLE I. RESPONSIBILITY AND MEMBERSHIP**

##### **Section 1. Jurisdiction and Responsibility**

- (a) The Board of Trustees of Haywood Community College is a body corporate established by an Act of the North Carolina General Assembly (Chapter 115D, General Statutes of North Carolina), and it possesses all of the powers of a body corporate for the purposes created by or that may exist under provisions of the law.
- (b) The Board of Trustees has the responsibility for the development and governance of the College in accordance with the provisions of the law and the policies of the State Board of Community Colleges.
- (c) The official title of the Board of Trustees, and the corporate name of the institution, shall be "The Board of Trustees of Haywood Community College."
- (d) Under the law, the Board of Trustees shall hold title to all real and personal property donated to the College or purchased with funds provided by the tax-levying authorities.

##### **Section 2. Membership**

- (a) The Board of Trustees shall consist of thirteen members in three groups of four Trustees each plus the President of the Student Government Association who serves as an ex-officio, non-voting member. The four Trustees in Group One shall be elected by the Haywood County Board of Education. The four Trustees in Group Two shall be elected by the Haywood County Board of Commissioners. The four Trustees in Group Three shall be appointed by the Governor of North Carolina.
- (b) All terms shall be four (4) years and shall commence on July 1, with the exception of the President of the Student Government Association who serves for his/her term of office. The appointing bodies have varying policies on the number of consecutive terms an appointee may serve.

- (c) All Board of Trustee members, except the President of the Student Body, shall be residents of Haywood County or a county contiguous to Haywood County.
- (d) Vacancies occurring in any group for whatever reason shall be filled for the remainder of the unexpired term by the agency or agencies authorized to select the Trustees of that group and in the manner in which regular selections are made. Should the selection of a Trustee not be made by the agency or agencies having the authority to do so within sixty (60) days after the date on which a vacancy occurs, whether by creation or expiration of a term for any other reason, the Governor shall fill the vacancy by appointment for the remainder of the unexpired term. Incumbent Trustees may continue to serve following the expiration of their term until a successor can be duly appointed.
- (e) The State Board of Community Colleges or the Board of Trustees of Haywood Community College may remove a member for cause, with due process, as provided by GS 115D-a9. Cause includes inability to discharge duties, disreputable conduct, failure to attend, without justifiable reason, three (3) consecutive scheduled meetings and failure of a newly appointed Board member to participate in, without justifiable reason, an orientation session sponsored by the North Carolina Association of Community College Trustees within six (6) months of being appointed.
- (f) Trustees shall receive no compensation for their services but shall receive reimbursement, according to regulations adopted by the State Board of Community Colleges, for cost of travel, meals, and lodging while performing their official duties.

**Section 3. Office of Record**

The Board of Trustees shall maintain its office of record on the campus of Haywood Community College.

**ARTICLE II. OFFICERS AND THEIR DUTIES**

**Section 1. Election and Term of Office**

- (a) The corporate officers of the Board of Trustees shall be the Chair, the Vice-Chair, and the Secretary.
- (b) The Chair and the Vice-Chair shall be elected by the Board of Trustees from their membership.

- (c) The Secretary, who need not be a member of the Board of Trustees, shall be elected annually by the Board of Trustees.
- (d) The Chair and Vice-Chair shall be elected for a one-year term and shall be eligible for re-election by the Board of Trustees.
- (e) Election of officers shall be held each year at the Annual meeting.

**Section 2. The Chair of the Trustees**

The Chair shall appoint the members of and serve as an ex-officio voting member of all committees of the Board of Trustees, preside at all meetings of the Board of Trustees, special meetings of the Board of Trustees, and discharge all other functions delegated to him by the Board of Trustees which shall include an annual self-evaluation by the Board of Trustees.

**Section 3. The Vice-Chair of the Trustees**

The Vice-Chair of the Board of Trustees shall preside in the absence of the Chair, perform all duties of the Chair with full authority during the absence or disability of the Chair, and shall discharge any other functions delegated to him by the Board of Trustees. The Vice-Chair shall serve as a non-voting member of all committees of the Board of Trustees and, in the absence of the Chair of the Board of Trustees, the Vice-Chair shall vote in committee meetings.

**Section 4. The Secretary of the Trustees**

- (a) The Board of Trustees shall elect a Secretary.
- (b) The Secretary or designee shall:
  - (1) Keep an accurate record of all meetings of the Board of Trustees, including closed session meetings.
  - (2) Have custody of the corporate seal of the Board of Trustees, affix it to official documents, and attest same by his/her signature.
  - (3) Have custody of all official records and documents of the Board of Trustees.
  - (4) Prepare and maintain an indexed compilation of all by-laws and amendments thereto and policies of the Board of Trustees, the whole of which shall be known as the Operating Manual of the Board of Trustees of Haywood Community College.

- (5) Issue, upon direction by the Chair, notice of all meetings of the Board of Trustees to members of the Board of Trustees and to the President of the College.

**Section 5. Removal of an Officer**

- (a) The Chair or Vice-Chair or Secretary of the Board of Trustees may be removed from office when, in the judgment of the Board of Trustees, there is just and good cause contained in the §115D-19 expressed by two-thirds vote of the members present at any meeting.

**Section 6. The President of the College**

- (a) The President shall be qualified by training, experience, habits, and philosophy to develop and maintain a comprehensive Community College of high quality in accordance with State law and regulations and sound public educational theory and practice.
- (b) The President shall attend and participate, without vote, in all meetings of the Board of Trustees, except where his absence is justified or expressly desired by a majority of the Board of Trustees during a closed session meeting of the Board of Trustees.
- (c) The President shall be responsible for all administrative and managerial aspects of the development and operation of the College.
- (d) The President shall submit recommended policies and public policy decisions to the Board of Trustees when requested to do so by the Board of Trustees or when he deems it to be in the best interests of the College to do so.
- (e) The President shall recommend all educational programs and co-curricular programs deemed to be in the best interest of the citizens of Haywood County and of the State of North Carolina which are not in conflict with the requirements of the Statutes or the standards and policies of the State Board of Community Colleges.
- (f) The President shall appoint lay advisory committees for particular programs of the College as required by the State and in consultation with the Board of Trustees.
- (g) The President shall provide an annual performance summary to the Board of Trustees in April of each year as part of his/her performance evaluation process. The president will also provide new performance targets for the following year.

**ARTICLE III. POWERS AND DUTIES OF THE TRUSTEES**

**Section 1. Duties of the Board of Trustees**

The Board of Trustees shall:

- (a) Establish the basic qualifications, terms, and conditions under which it will elect a President. Election of the President is subject to approval of the State Board of Community Colleges.
- (b) Ratify the employment of full-time personnel required for the operation of the College upon nomination by the President, subject to standards established by the State Board of Community Colleges. The Board of Trustees delegates to the President the authority to employ other personnel without Board ratification.
- (c) Purchase all land required for the College and the rights-of-way which shall be necessary for the proper operation of the College when such site has been approved by the State Board of Community Colleges and, if necessary, to acquire land by condemnation in the same manner and under the same procedures as provided in Article 2, Chapter 40, of the General Statutes. For the purpose of condemnation, the determination of the Board of Trustees as to the amount of land to be taken and the necessity therefore shall be conclusive.
- (d) Apply the standards and requirements for admission and graduation of students and other standards established by the State Board of Community Colleges.
- (e) Receive and accept private donations, gifts, bequests, and the like and to apply them or invest any of them and apply the proceeds for the purposes and upon the terms which the donor may prescribe and which are consistent with the provisions of State law and the regulations of the State Board of Community Colleges.
- (f) Provide all or part of the instructional services for the institution by contracting with other public or private educational institutions of the State according to regulations and standards adopted by the State Board of Community Colleges.
- (g) Establish and disestablish programs of instruction within the College.
- (h) Require the execution of such studies and take such steps as are necessary to ensure that the functions of the college are always those which are most helpful and feasible in light of the resources available to the College.

- (i) Adopt current expense and capital outlay budgets.
- (j) To perform such other acts as may be necessary or proper for the exercise of the foregoing specific powers, including the adoption and enforcement of policies.
- (k) “Members of the Board of Trustees of Haywood Community College will discharge their duties in the best interests of the College and public and avoid any conflict of interest or any appearance of a conflict of interest. Trustees are prohibited from acting as agents, either directly or indirectly, for those furnishing goods or services to the College. Trustees are also prohibited from obtaining a direct benefit from any contract or procurement in which they are involved on behalf of the College. This prohibition includes influencing or attempting to influence, for personal benefit, anyone in the College who is involved in making a contract or procurement decision. In addition, Trustees are prohibited from soliciting or receiving any gift, reward or promise of reward in exchange for recommending, influencing or attempting to influence the award of a contract or procurement decision.”

**Section 2. Appeals**

Upon recommendation of the Committee on Personnel, the Board of Trustees shall hear appeals from personnel in the College, including students and applicants for admission to particular programs of the College, provided that the appeals are made pursuant to the policies by the Board of Trustees.

**Section 3. Evaluation of the President**

The Board of Trustees shall conduct an annual evaluation of the President, which shall be reviewed in April and concluded at the May meeting of the Board of Trustees.

**ARTICLE IV. COMMITTEES**

**Section 1. Types of Committees and Methods of Appointment**

The Board of Trustees may establish such standing committees and such ad hoc committees as it deems necessary to secure and protect the College's welfare. The Chair shall appoint the members of all committees and the committee chair.

**Section 2. Protocol/Limitations of Committees**

If the Board of Trustees, in a regular or special meeting, authorizes a committee to act on a matter referred to it, the chair of the committee shall report within a reasonable time to the Board of Trustees in writing the action

taken and the action of the committee shall be deemed concluded; otherwise, committee action shall be reported as a recommendation for consideration and action by the Board of Trustees at a regular or special meeting.

(a) Membership:

Standing committees of the Board of Trustees shall consist of four trustees, the Chair, the Vice-Chair and, in the case of the Committee on Educational and Student Affairs, the President of the Student Government Association. The President of the College or his/her designee shall serve as ex-officio member of each standing committee.

(b) Meetings:

Each Standing Committee, except Personnel shall establish annually a schedule of meetings which shall be set during the last week of each month to discharge its functions and to accomplish any special tasks assigned to it by the Board of Trustees. The routinely scheduled meeting may be cancelled by the committee chair in coordination with the President if the meeting is not deemed necessary. Likewise, a non-routine committee meeting may be called by the committee Chair as approved by the Board Chair and in coordination with the President. The Committee on Personnel shall annually establish and publish its schedule of monthly meetings at a day most appropriate to accommodate its functions.

(c) Procedures, Minutes, Reports, Resolutions:

The president shall appoint the appropriate college representative to serve as the resource person for each committee. The college will record the minutes of the meetings and distribute a copy of the draft minutes to all members of the Committee and the remaining Board of Trustees members. Appropriate committee reports and resolutions shall be filed.

(d) Special Relationships:

The Committees shall communicate and collaborate with other committees and the remaining Board of Trustee members to foster effective planning.

### **Section 3. Executive Committee of Board of Trustees**

The Executive Committee shall consist of the Chair, the Vice Chair and chairs of the standing committees. The Executive Committee, at the direction of the Board Chair, will address specific topics that would benefit from the perspectives of all committees. Thus, the Executive Committee represents the standing committees and as such, is authorized to take reports and action items concerning the specific topics assigned by the Board Chair to the full Board.

#### **Section 4. Committee on Buildings and Grounds**

##### **Purpose and Responsibilities**

The Committee on Buildings and Grounds shall ensure that policies of the Board of Trustees related to this area of the institution's operations are consistent with the College mission and values. Further, the Committee shall seek to ensure the adequacy of college's facilities. It will be an advocate for new structure and rehabilitation or renewal of older structures as dictated by Board Policy, rules and regulations of the State Board of Community Colleges and the educational and program goals of the College. Furthermore, the Committee shall work to ensure adequate levels of funding for capital projects and capital improvements for Haywood Community College.

The Committee on Buildings and Grounds shall, subject to applicable standards of the State Board of Community Colleges, the tax-levying authorities of Haywood County and other funding agencies, have the following responsibilities:

- 1) Review proposed Board Policies and Policy revisions regarding land, facilities, grounds and related equipment matters and make recommendations to the Board of Trustees;
- 2) Ensure that facilities are adequate to meet the current and long-term educational and program goals of the college and to fulfill the vision and mission of Haywood Community College;
- 3) Make recommendations subject to rules and regulations of the State Board of Community Colleges on "Large" construction projects; the selection of an architect to design buildings; approval of construction projects and the awarding of contracts;
- 4) Make recommendations on the acquisition or disposal of real property owned by the trustees and matters concerning easement and right-of-way subject to the approval of the State Board of Community Colleges;
- 5) Ensure that adequate funding is requested for capital projects and the repair and renovation of the college's facilities; and
- 6) Complete special tasks or other items referred to it by the Board of Trustees.

#### **Section 5. Committee on Finance**

##### **Purpose and Responsibilities**

The Committee on Finance shall seek to ensure that the fiscal policies of the Board of Trustees are consistent with the College mission and values.

Further, the Committee shall seek to ensure the fiscal stability and long-term economic health of Haywood Community College. This committee shall relieve the board of the time-consuming and complex task of examining financial detail. Furthermore, this Committee shall communicate with the Board of Trustees concerning the financial operations of the College in a timely and accurate manner.

The Committee on Finance shall, subject to applicable standards of the State Board of Community Colleges, the tax-levying authorities of Haywood County and other funding agencies, have the following responsibilities:

- 1) Review proposed Board Policies and Policy revisions regarding fiscal matters and make recommendations to the Board of Trustees;
- 2) Ensure that the long-range fiscal plans and the annual budget process support the mission, vision, and values of Haywood Community College;
- 3) Recommend the annual budget to the Board of Trustees for consideration;
- 4) Receive, study, and recommend to the Board of Trustees, with modifications it deems appropriate, any special or unusual expenditures of any type recommended by the president or other committees of the Board of Trustees;
- 5) Monitor the College's financial condition as it relates to expectations contained within the institution's annual budget and long-range plan. By periodic monitoring, the Committee seeks to ensure financial stability essential to the successful operation of the College;
- 6) Communicate with the trustees on financial matters of the College;
- 7) Relieve the Board of Trustees of the time-consuming and complex task of examining the College's financial details;
- 8) Provide leadership concerning the securing of financial support for the college; and
- 9) Complete special tasks or other items referred to it by the Board of Trustees.

## **Section 6. Committee on Personnel**

### **Purpose and Responsibilities**

The Committee on Personnel shall seek to ensure that the personnel policies of the Board of Trustees are consistent with the College's mission and values, with policies appropriately disseminated, clearly stated, widely understood and appropriately funded.

Specifically, the Committee shall:

- 1) Review proposed Board Policies and revisions regarding personnel matters and make recommendations to the Board of Trustees;
- 2) Upon nomination by the President and subject to standards established by the State Board of Community Colleges, recommend the ratification of employment of full-time employees;
- 3) As necessary, and within appropriate Board Policy, serve as an appeal committee regarding personnel matters, unless it is determined by the Committee that a matter under appeal should be referred to the entire Board of Trustees;
- 4) Accomplish special tasks assigned to it by the Board of Trustees;
- 5) Initiate an Annual Evaluation of the President by the Board of Trustees, faculty and staff and report its findings and recommendations to the Board of Trustees at the May Meeting.

## **Section 7. Committee on Educational and Student Affairs**

### **Purpose and Responsibilities**

The Committee on Educational and Student Affairs shall seek to ensure that the policies of the Board of Trustees pursuant to the institution's educational and student services programs are consistent with the College's mission, values and strategies, clearly stated, widely understood, and appropriately funded. Specifically, the Committee shall review and make recommendations to the Board of Trustees in the following matters:

- 1) Board policies regarding educational programs, educational personnel policies, educational support functions and matters of student affairs;
- 2) Proposals for new degree, diploma, certificate and other educational programs in response to community needs;
- 3) Internal studies of degree, diploma and certificate program effectiveness and viability, recommending closure of programs when necessary;
- 4) Proposals for substantive change in institutional purposes, policies and programs; and
- 5) Special tasks or other items referred to it by the Board of Trustees.

**ARTICLE V. MEETINGS**

**Section 1. Board of Trustees Meetings**

- (a) The regular meetings of the Board of Trustees shall be held on the second Tuesday of each month, with the exception of January, on the campus of the College unless the Board of Trustees shall cancel or establish another time and/or place of meeting. There will not be a meeting in January.
- (b) The Board of Trustees shall hold its annual meeting in May for election of officers and concluding the annual evaluation of the President.

**Section 2. Special Meetings**

- (a) The time, place and specified purpose(s) of special meetings shall be established by the Chair or by the President.

**Section 3. Notice of Meetings**

All members of the Board of Trustees and the President shall be notified by the Secretary of the time and place of all meetings and the purposes(s) of special meetings at least forty-eight hours in advance of meetings.

**Section 4. Quorum**

Seven voting members of the Board of Trustees in actual attendance at meetings shall constitute a quorum for the transaction of business. No business shall be transacted without an affirmative vote of at least four members of the Board of Trustees. A Trustee may participate by conference telephone in a regular meeting or special meeting so long as he/she provides the Secretary written notice of the intent to participate in such manner at least two days before the meeting, except special meetings which will require a minimum of twenty-four hours notice. A member participating by conference call will be counted present and as part of the Board of Trustees quorum. A majority of all of the Board of Trustees is required for the election, non-renewal, or termination of the College President.

**Section 5. Electronic Meetings**

The Board of Trustees may conduct a meeting by use of conference telephone or other electronic means. The Board of Trustees shall provide a location and means whereby members of the public may listen to the meeting and the notice of the meeting shall specify the time and location.

**Section 6. Agenda**

- (a) The President of the College will provide the Chair with a list of those items to be presented to the Board of Trustees with his recommendations and copies of any documents to be presented as information or for action by the Board of Trustees shall be provided to all Trustees. The Chair shall receive agenda items from the President, Board members, and from all other sources at least seven days prior to the meeting for which they were prepared.
- (b) In emergencies, the Chair, on the request of the President or members of the Board of Trustees, may add items to the agenda regardless of the date he receives such items.

**Section 7. Order of Business and Parliamentary Rules**

The regular order of business at meetings of the Trustees shall be ruled by the latest edition of Robert's Rules of Order.

**Section 8. Individual or Group Hearings**

All individuals or organized groups who desire to appear before the Board of Trustees shall state in writing the purpose of such appearance and the name of each person who is to appear as a spokesperson. The statement shall be filed with the Chair at least seven days in advance of the meeting at which the appearance is desired in order that it may be included in the agenda for the meeting.

**ARTICLE VI. HAYWOOD COMMUNITY COLLEGE**

**Section 1. Philosophy and Purposes**

The mission of Haywood Community College is to offer accessible educational, social, and cultural opportunities to residents of Haywood County and the surrounding area. As an open-door community-based institution, Haywood Community College strives to meet the educational and job training needs of diverse populations with varying backgrounds, goals, interests, abilities, and resources. The College provides accessible educational, training, entrepreneurial, cultural, and social opportunities that focus on current trends and foster the development of the individuals and communities it serves. Learners engage in experiential activities that join the worlds of work and learning and develop problem solving, leadership, critical thinking, and enterprise abilities.

The College fulfills its mission through the following **objectives that provide:**

- quality postsecondary and continuing education;
- occupational education that develops and enhances students' employability and career advancement;
- a two-year course of study, which may serve as the first two years of a baccalaureate program;
- distance learning and flexible program opportunities for learner accessibility;
- academic support to students requiring basic reading, English, and math skills;
- continuing and adult education programs meeting community needs and interests, particularly job training and retraining, small business development, adult basic skills, cultural enrichment, and personal growth;
- individual counseling, career guidance, and job placement services;
- technological support for all educational programs and services to enhance learners' abilities to access, evaluate, organize, and use information from a variety of sources; and
- collaborative initiatives with K-12, colleges and universities, business, industry, government, and other organizations to promote lifelong learning and enhance-workforce, economic, and community development.

## **Section 2. The President of the College**

- (a) The President shall have full authority and responsibility for the operation of the College under the policies and rules and regulations of the Board of Trustees and the State Board of Community Colleges within budgets approved by the Board of Trustees. The President shall be elected by the Board of Trustees, subject to approval of the State Board of Community Colleges.
- (b) The Board of Trustees shall at all times exercise its oversight of the College through the President.

- (c) The President shall recommend persons to be granted educational leave of absence by the Board of Trustees, subject to policies on educational leave adopted by the State Board of Community Colleges.
- (d) The President shall recommend all full-time professional, administrative and instructional personnel for ratification by the Board of Trustees; the President shall be responsible for all other personnel.
- (e) The President shall take the initiative in shaping and maintaining educational planning for and the character of the College, and he/she shall recommend changes to be made in the programs and services to the Board of Trustees through its Committee on Educational and Student Affairs.
- (f) The President shall prepare and recommend the items to be included in the current expense budget and the capital outlay budget.
- (g) The President shall make a written report to the Board of Trustees once each year on the development and operation of the College, with both immediate and long-range recommendations. Said report shall be presented at the Board of Trustees February meeting.
- (h) The President shall advise the Board of Trustees through its committee on Buildings and Grounds on the planning, construction, and modification of physical facilities.

**Section 3. Acting Presidency**

The President shall take the necessary steps to provide and deliver annually to the Board of Trustees, in writing, for an emergency interim replacement in the event of his/her serious disability, death, resignation, dismissal, or prolonged absence until the Board of Trustees has selected a temporary or permanent President.

**ARTICLE VII. POLICIES**

**Section 1. General Provisions**

By an affirmative vote of a majority of all the members of the Board of Trustees, the Board of Trustees may make or amend such policies as may be authorized by the law and as may be required in its judgment for the

effective discharge of its responsibilities and for the effective operation of the college.

**Section 2. Notification and Publication**

The Secretary of the Board of Trustees shall be responsible for providing to each member of the Board of Trustees and the President a copy of all current Trustees' by-laws and policies.

**ARTICLE VIII. ADOPTION AND AMENDMENT**

**Section 1. Adoption**

- (a) The by-laws of the Board of Trustees shall be presented to the membership in a regular meeting at least one month prior to their adoption.
- (b) By an affirmative vote of a majority of the members, the Board of Trustees may adopt the by-laws.

**Section 2. Amendment**

- (a) The Board of Trustees may amend the by-laws by an affirmative vote of a majority of the members present
- (b) A proposed amendment shall be presented to the Trustees in writing at a regular meeting one month prior to its being voted upon.
- (c) If the Chair, or a majority of the Board of Trustees, deems it necessary, the proposed amendment may be referred to a standing committee or an ad hoc committee for further study. The committee is not empowered to table the proposed amendment, but rather to make recommendations pertaining to it. The proposed amendment shall be voted upon at the next regular meeting following its initial presentation.