<u>SECTION ONE</u> BOARD OF TRUSTEES – BY LAWS

I.1 Members of the Board

The Board of Trustees, constituted by Article 126, part 6306 of Education Law, shall consist of ten members, nine of whom are appointed on a rotating basis for terms of seven years. Five of them shall be appointed by the sponsoring legislative body, and four shall be appointed by the Governor. The tenth trustee shall be a student of the college, and shall be elected by the student body as the Student Trustee for a term of one year.

All members of the Board of Trustees are required to take and subscribe to an Oath of Office in the following form, to be filed with the County Clerk:

I do solemnly swear that I will support the Constitution of the United States, and the Constitution of the State of New York, and that I will faithfully discharge the duties of the office of Mohawk Valley Community College Board of Trustees member in, and for, the County of Oneida, according to the best of my ability. And I do further solemnly swear that I have not directly or indirectly paid, offered or promised to pay, contributed or offered or promised to contribute, any money or other valuable thing as a consideration or reward for the giving or withholding a vote at the election at which I was elected to said office, and have not made any promise to influence the giving or withholding any such vote.

I.2 Officers of the Board of Trustees

The officers of the College shall be: (a) Chair of the Board of Trustees, who shall be a member of the Board; (b) Vice Chair of the Board of Trustees, who shall be a member of the Board; (c) President of the College; and, (d) such other officers of the College, including a Treasurer and a Secretary, as the Board may from time to time appoint.

I.3 Duties of the Officers

A. The Chair and Vice Chair shall be elected at the regular meeting of the Board held in August of each year. Such elected officers shall hold office for a one-year term to commence September first following such meeting, or until their successors are elected and shall qualify. In the event a Chair or Vice Chair is not elected at any regular August meeting, the Chair may be elected at any subsequent meeting to serve for the balance of the term. Vacancies in the officers of Chairman and Vice Chair may be filled at any meeting of the Board. A vote of the majority of the members present shall be necessary for election of Chair or Vice Chair. The Chair shall preside at all meetings of the Board and perform such other duties and functions as may be required by the By-laws, Board Policies, or by or pursuant to law. The Vice Chair shall perform the duties and functions of the Chair in the absence of the Chair.

B. <u>President</u>

The President shall be appointed by the Board subject to the requirements of law. The President shall be the chief administrative officer of the College and shall have the supervision and control of its plant, equipment, operations and employees, subject to the direction of the Board. The President shall attend the meetings of the Board and, in consultation with the Chair of the Board, shall prepare the agenda for the meetings, shall prepare or cause to be prepared for the consideration of the Board, such budgets as may be required in connection with the appropriations of money to the College, shall recommend the persons to be employed by the College and their positions and salaries, and shall perform such other duties as may be delegated to the President by the Board or imposed upon the President by or pursuant to law.

C. Treasurer

The chief fiscal officer of the College shall be the Treasurer, who shall be elected by the Board of Trustees. The Treasurer shall have custody of all funds of the College appropriated for its use and paid over to it or to the Board by the appropriating body, and of all other funds received by or for the account of the College, except as otherwise provided by law. The Treasurer shall oversee the systems for documenting itemized records of all receipts and disbursements of the College, and shall make regular reports thereof, at the meetings of the Board, and shall perform such other duties as may be delegated or required by or pursuant to law.

D. Secretary

The Secretary shall prepare the minutes of the meetings of the Board, shall have custody of the minutes books, and shall perform such other duties as may be delegated or required by or pursuant to law.

I.4 <u>Responsibilities of the Board of Trustees</u>

- A. Select and appoint the President of the College, subject to the approval of the State University of New York.
- B. Determine the broad general policies which will govern the College.
- C. Require reports to be prepared or information to be assembled by the President.
- D. Consider or take appropriate action after receiving the recommendation of the President in all matters of policy relating to the welfare of the College.

- E. After evaluating the recommendations of the President, assume exclusive responsibility for making decisions concerning appointment, compensation or retention of all staff members within the parameters of the negotiated contracts and the organizational pattern of the College.
- F. Approve the annual budget.
- G. Provide ways and means for adequate financial support. Sources may include student fees, State and Federal funds, foundation grants, voluntary gifts and sponsor contribution.
- H. Function as the policy-making body of the College charged with the overview and control of the College, leaving the executive and administrative functions to the College President.
- I. Serve as a court of final appeal on matters of policy and policy interpretation.
- J. Approve curricula.
- K. Approve recommended tuition and fee schedules.
- L. Approve temporary and permanent facilities and sites.
- M. Provide for the awarding of certificates and diplomas and the conferring of appropriate degrees, upon the recommendation of the President and the Faculty.
- N. Approve the Mission, Vision, and Values statements of the institution.
- O. Approve the Strategic Plan of the institution.

...and such other responsibilities as listed in Section 604.2, Subchapter D, <u>Code of Standards and Procedures for the Administration and Operation of Community Colleges under the Program of State University of New York, Chapter V. State University.</u>

I.5 <u>Meetings of the Board of Trustees</u>

Regular Meetings

A regular meeting of the Board of Trustees shall be held once each month or as needed, at such place within the County of Oneida, and at such time and upon such notice, if any, as the Board may by resolution from time to time determine; provided, however, that in the case of any particular regular meeting the Chair may fix a different place in the County of Oneida, or a different time, or both, for the meeting by written notice (including email) mailed to each member of the Board at their address as it last appears in the records of the President's Office at least 72 hours prior to the meeting, or by notice given by telephone to each member of the Board at least 24 hours before the meeting, in which case the meeting shall be held at the time and/or place specified by such notice.

Special Meetings

A special meeting of the Board may be held at any place in the State of New York and at any time upon the call of the Chair, or of at least four members of the Board, upon written notice (including email) mailed to each member of the Board at their address as it last appears in the records of the President's Office not less than 72 hours prior to the meeting, or upon notice given by telephone to each member of the Board at least 48 hours prior to the meeting, if the meeting is to be held outside the County of Oneida, or upon notice given by telephone to each member of the Board at least 24 hours prior to the meeting if the meeting is to be held in the County of Oneida.

Minutes of Meetings

The Secretary shall attend all meetings of the Board, unless otherwise directed by the Board, and shall prepare the minutes of the meeting. In the absence of the Secretary at any particular meeting, the President or designee shall prepare the minutes, and in the absence of both, the Board shall appoint a secretary pro tempore.

Open Meetings

All regular and special meetings of the Board shall be open to the public. The Board may, by majority vote of those present, when it deems the business at hand so to warrant, go into Executive Session which shall include only those invited by the Board and to consider only those matters allowable under the Open Meetings Law in NYS. Any action taken by the Board in Executive Session shall become a matter of record.

I.6 Rules of Order

Quorum and Vote

A majority of the members of the Board (six out of ten) shall constitute a quorum. Video conferencing shall constitute a presence. All matters properly arising before a meeting at which a quorum is present shall be decided by vote of a majority of the members, unless a greater vote is required by the By-Laws or by or pursuant to law.

Procedure at Meetings

- A. The Chair or, in his/her absence, the Vice Chair, shall preside and decide all questions of order. In case both the Chair and the Vice Chair are absent, the Board shall elect a chairman pro tempore.
- B. An agenda of items of business to come before the meeting shall be prepared and submitted by the President and the Chair of the Board. Items not on this agenda may be considered at any meeting upon the consent of a majority of the members provided, in the case of a special meeting, matters not stated in the notice of the

meeting may be considered only upon consent of all members of the Board present.

- C. Recommendation for employment by the College of any official, or other full-time, non-classified professional staff, and recommendation for approval of any matter of educational policy shall be submitted to the Board for approval or placed on a regular or special meeting agenda for action by the Board only when a prior report in writing (including electronic forms) of the proposed action has been circulated to all members of the Board. This rule may be waived only by the consent of the Board, and at the meeting when any such proposed action is contemplated.
- D. The order of business at each meeting, subject to the foregoing requirements respecting special meetings, shall be as follows:
 - 1) Call to Order
 - 2) Chair's Report
 - 3) Treasurer's Report
 - 4) Committee Reports
 - 5) Student Trustee's Report
 - 6) President's Report
 - 7) Consent Agenda
 - a. Approval of Minutes
 - b. Approval of Treasurer's Report
 - c. Appointments
 - 8) Continuing Business (if needed)
 - 9) New Business
 - 10) Program Update
 - 11) Discussion Items
 - 12) Adjournment

E. <u>Recognition</u>

No person other than a member of the Board of Trustees, the President of the College or other staff member of the College designated by the President, or Board Chair, shall be recognized to speak at any meeting of the Board of Trustees except upon the consent of the majority of the Board present. Citizens may register in advance of the meeting to present views on any agenda item at the time the item is considered by the Board. REFER TO: PROCEDURES OPEN FORUM.

F. Motions.

No motion shall be subject to debate until it has been seconded and stated by the Chair. It shall be reduced to writing at the request of any member of the Board of Trustees. When a motion has been made and seconded, the same may be withdrawn by the movant at any time before vote has been taken on the same.

G. <u>Privileged Motions</u>

When a question is before the Board, no motion shall be received except (1) to adjourn, (2) to lay on the table, (3) to close a debate, (4) to refer, (5) to postpone indefinitely, (6) to postpone to a certain time, or (7) to adopt a substitute or to amend, and these motions shall take precedence in the order above named: the first, second and third shall be decided without debate, and the third may be adopted only by a two-thirds vote of the members present and voting.

H. Debate Closed

Whenever the motion to close debate prevails, the movant of the proposition or, in the case of a report, the author thereof shall have the privilege of addressing the Board; and after his/her remarks, no more debate shall be in order.

I. Motion to Table

The laying of a motion on the table shall be construed as affecting only such motion and not any other motion to which it may be subsidiary.

J. Appeal of Rulings

The Chair shall decide all questions of order, subject to an appeal to the Board by any member. In case of such appeal, the question shall be: "shall the decision of the Chair be sustained", and, until it is decided, all debate upon the pending questions shall be suspended, but decisions of the Chair may be debated when they refer to the interpretation of the rules or a point of parliamentary law. Upon a tie vote, the Chair shall stand sustained.

K. Order of Voting

When the Board has decided to close debate, the vote shall be taken first on any amendments that may be pending and finally on the main question.

L. <u>Voting by Member - Reconsideration</u>

No member of the Board may vote by proxy. The reconsideration of a vote may be moved only by a member who voted with the majority and only at the same meeting at which the vote was taken. If the motion to reconsider prevails, the matter under consideration shall be decided at that or the next regular session, and the matter as thus

finally decided shall not be revived within a period of three months, unless by consent of a two-thirds majority of the Board.

M. Recording the Vote

Actions taken by the Board shall be decided upon by a majority of the members (that is, six out of ten must concur) or such other greater vote of the Board as may be required by law. The yeas and nays shall be called and entered on the record on all questions requiring for decision a vote greater than a majority or the members present, and on all other questions whenever demanded by a member of the Board; and every member shall have the privilege of having his/her vote and reasons therefore recorded on any and every question, if he so requests.

N. <u>Late Vote</u>

No member shall be allowed to give or change his/her vote on any question after the result has been announced by the Chair, unless by unanimous consent of the members of the Board

O. Conduct of Debate

When a member is about to speak on any question, he/she shall address him/herself to the Chair, be recognized, confine him/herself strictly to the point in debate and avoid personalities. No member shall speak more than five minutes at any one time on any motion under discussion, nor more than once until all other members choosing to speak shall have spoken, nor more than twice to the same question without consent of the Board, nor more than three minutes while explaining his/her vote. Members shall not be interrupted while speaking, unless by call to order. If a member is called to order, he/she shall cease speaking until the point is decided by the Chair.

P. <u>Leaving Meeting</u>

No member shall leave a meeting of the Board of Trustees before the adjournment thereof without permission of the Board Chair.

I.7 <u>Conflicts of Interest</u>

No member of the Board shall directly or indirectly receive any compensation or remuneration, nor derive any profit or gain by reason of his/her membership on said Board or by reason of his/her services to the College. It shall be the obligation of each member of the Board to disclose to the Board any personal interest which he/she may have in any matter pending before the Board, and the member having such interest shall refrain from participating in any decision on such matter unless the other members of the Board shall unanimously waive this provision.

Trustees ought to use their own good sense and judgment, pursuing conduct not likely to raise suspicion. Boards of Trustees are encouraged to handle their own affairs regarding propriety of conduct, but in matters of unusual complexity to seek advice from State University of New York Office of Community Colleges and/or the sponsor or the College attorney. Code of ethics and conflict of interest provisions are set forth in the State's General Municipal Law. In addition, local government sponsors of community colleges may adopt their own codes of ethics. Conflicts of interest are the kind of ethical problems most likely to arise. The very nature of trusteeship prohibits a trustee from any breach of his/her fiduciary duty. However, conflicting interests can and do arise when no direct, or even at times indirect, financial benefit is either clearly visible or likely to occur. Some conflict may exist when a trustee or his/her spouse serves as a director, officer, shareholder or key employee of a company with which the College does business. It is the public's perception of these connections that can be as damaging to the Board and the College itself as the actual acquiring of personal gain.

I.8 <u>Confidentiality</u>

Confidentiality of Board discussions relating to certain Board action is essential. Executive sessions are, therefore, closed to the public. Trustees should be discreet and avoid reporting any part of the Board discussions to the press or other persons.

I.9 <u>Legal Counsel</u>

The Oneida County Attorney is charged with providing legal counsel and services to Oneida County. Since Mohawk Valley Community College is sponsored by Oneida County and, therefore, constitutes an agency of the County, the County Attorney will provide all legal services unless a conflict of interest exists, and counsel on behalf of the College, unless clear benefit will be provided by turning to outside counsel. All such use of outside counsel must receive approval by the Board of Trustees.

I.10 Committees of the Board

- A. The Board of Trustees is committed to action by the Board as a committee of the whole. Standing Committees will, therefore, not be appointed, unless done so at the discretion of the Board Chair with support of the majority of the Board for a period of one year. Ad Hoc committees may be appointed for specific purposes, but in all cases the total Board will be informed of the meeting dates and times for said ad hoc committee meetings. Examples of ad hoc committees include, but are not limited to, finance and audit, academic affairs committee, nominating committee, personnel, and governance committee, etc.
- B. The Chair shall, from time to time, appoint such special committees as he/she shall determine are required to properly fulfill the functions of the Board.

C. The Chair shall be a member ex-officio of each special committee.

1.11 Emeritus Trustees

Trustees who retire from the Board and/or decline appointment for another term, may be granted emeritus status by Board resolution, with all rights and privileges of a member of the Board, with the exception of the right to vote.

1.12 Amending Board By-Laws and Policies

- A. The by-laws and policies of the Board of Trustees of Mohawk Valley Community College may be amended, repealed or added to, upon motion made in writing for that purpose by any member of the Board or upon recommendation of the President. Any such motion shall not be voted upon until the next regular scheduled meeting, after it has been formally presented to the Board in writing for a first reading. A majority vote of the whole Board shall be required for the adoption of any amendment, alteration, repeal, or addition to these policies.
- B. Any policy not required by law, may be suspended by the majority vote of all members of the Board (that is, six out of ten) but such suspension shall only be in effect during the meeting at which such suspension was voted.