

Sussex County Community College
Policy No.: 101.1
Area: Board of Trustees
Re-Adopted: November 27, 2018

101.1 Board of Trustee Bylaws

As per attached.

**SUSSEX COUNTY COMMUNITY COLLEGE
BOARD OF TRUSTEES
BYLAWS**

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ARTICLE I. GENERAL PROVISIONS

1.1 Citation of Authority. The College has been established, and these bylaws adopted, pursuant to the County College Act, N.J.S.A. 18A:64A-1 et seq., more specifically, N.J.S.A. 18A:64A-12, New Jersey Administrative Code 9A-1.6, New Jersey Open Public Meetings Act, N.J.S.A. 10:4.6 et seq.; and by the Higher Education Restructuring Act of 1994.

1.2 Effective Date. These bylaws and any amendment thereto shall take effect immediately upon adoption, and shall remain in effect until repealed, amended or superseded.

1.3 Amendment of Bylaws. These bylaws may be amended at any annual, regular or special meeting of the Board following the meeting at which such amendment is introduced. Copies of the proposed amendment shall be mailed to each Trustee of the Board at least five (5) calendar days before it is to be introduced. The name of the Board member introducing the amendment and time and date of the meeting at which it is to be acted upon shall be set forth. No proposed amendment shall be adopted at the meeting at which it is introduced. An amendment of these bylaws shall require the affirmative vote of a majority of the voting members currently serving on the Board at a meeting scheduled a minimum of fourteen (14) days after the meeting at which the amendment was introduced.

The Board reserves the authority to waive, suspend or otherwise modify these bylaws and policies of the College. The Board shall consider any such request in light of the policy and bylaw itself and in light of any particular circumstances presented.

1.4 Official Names. The official name of the College is SUSSEX COUNTY COMMUNITY COLLEGE. The legal name of the body corporate is BOARD OF TRUSTEES OF SUSSEX COUNTY COMMUNITY COLLEGE.

1.5 Official Address. The official address of the College is Sussex County Community College, One College Hill Road, Newton, New Jersey 07860.

The business address of each Trustee and the President/CEO shall be that of the College as stated above. The College shall not disclose Trustee/President home addresses to any person or entity seeking to contact a Trustee/s/ and/or President for the purpose of conducting an item of business directly related to the legal duties and responsibilities of the office of Trustees/President.

ARTICLE II. STATEMENT OF MISSION, VISION AND STRATEGIC PLAN

2.1 Mission, Vision and Strategic Plan. The College's institutional purpose is to provide opportunities for affordable education, with support from Sussex County and the State and offer career, transfer and transitional educational programs for personal and cultural enrichment, and support the community and economic development of Sussex County. The College's Mission, Vision and Strategic Plan shall be published, upon adoption, on the College's website.

ARTICLE III. BOARD ORGANIZATION

3.1 Composition of the Board. The Board consists of eleven (11) members appointed according to law and the Executive County Superintendent who serves ex officio and all of whom are entitled to vote on matters pertaining to the College. In addition, the Board has two non-voting members, the President/CEO of the College who serves ex officio, and the representative elected by the student body in accordance with N.J.S.A. 18A:64A-8. Each newly appointed/reappointed Board member shall take an oath of office prior to participating in any vote to come before the Board. No member of the Board has or shall assume power over or responsibility to make decisions affecting the College, the Board or its agent except as specifically designated by the Board.

3.2 Powers and Duties of the Board. In addition to those and further powers expressly granted to it by law, the Board has the authority and obligation to:

- a. adopt or change the name of the College;
- b. oversee all matters concerning the supervision and operations of the College including fiscal affairs, the employment and compensation of staff and capital improvements in accordance with law;
- c. set the College's policies;
- d. develop a strategic plan and ensure continuous institutional assessment and planning;
- e. develop and maintain policies;
- f. select the Chief Executive Officer;
- g. adopt and use a corporate seal;
- h. sue and be sued;
- i. determine the educational curriculum and program of the College, including admission standards consistent with the programmatic mission of the College;
- j. appoint and fix the compensation and term of office of the President who shall

- be the executive office of the College;
- k. appoint, upon nomination and recommendation of the President, members of the administrative and teaching staffs and fix their compensation and terms of employment;
 - l. appoint or employ such other officers, agents, and employees as may be required to carry out the provisions of N.J.S.A. 18A:64A, and to fix and determine their qualifications, duties, compensation, terms of office, and all other conditions and terms of employment and retention;
 - m. fix and determine tuition rates and other fees to be paid by students in accordance with the procedures set forth in law;
 - n. establish requirements and standards for granting diplomas, certificates, and degrees;
 - o. enter into contracts and agreements with the State or any of its political subdivisions or with the United States or with any public body, department, or other agency of the State or the United States, or with any individual firm or corporation which are deemed necessary or advisable by the Board for carrying out the provisions of N.J.S.A. 18A:64A;
 - p. accept from any government or governmental department, agency, or other public or private body or from any other source grants or contributions of money or property which the Board may use for or in aid of any of its purposes;
 - q. acquire (by gift, purchase, condemnation, or otherwise), own, lease, use, and operate property (whether real, personal or mixed), or any interest therein, which is necessary or desirable for College purposes;
 - r. approve an annual budget for submission to the Sussex County Board of School Estimate in such form and at such times as required, to submit requests to the State and/or departments or commissions thereof, and have prepared, and make available to the public, an annual independent financial audit as required by law and policy;
 - s. determine that any property owned by the College is no longer necessary for College purposes and to sell the same at such price and in such manner and upon such terms and conditions as shall be determined by the Board;
 - t. exercise the right of eminent domain pursuant to the provisions of New Jersey Statutes in order to acquire any property or interest therein;
 - u. make and promulgate such rules and regulations, not inconsistent with law or with the Board's bylaws or policies which may be reasonably or incidental to the establishment, maintenance and operation of the College;
 - v. establish and maintain a dedicated reserve fund for minor capital needs which

in any given year shall not exceed 3% of the replacement value of the College's physical plan;

- w. oversee investments and reinvestments of the funds of the College;
- x. be accountable to the public for the fulfillment of the College's mission and statewide goals and for the effective management of the institution.

3.3 Officers of the Board. The officers of the Board shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. They shall be elected by and from the voting membership of the Board by the majority of those Trustees present and voting at the Board's Reorganization meeting. The officers of the Board shall serve as the Executive Committee unless other Trustees are so designated. The office of Secretary/ Treasurer may be held by the same person. The office of Chairperson and Vice Chairperson of the Board shall not be held by the same person. The Board at its discretion may elect co-chairpersons or co-vice chairpersons, but the Executive Committee shall not be comprised of more than five (5) or fewer than three (3) members.

3.4 Election of Officers. During the month of September, the Board Chairperson shall appoint an ad hoc Nominating Committee composed of a chairperson and at least two (2) other Board members. The Nominating Committee shall prepare a slate of proposed officers from applications submitted by members of the Board. The Committee's chairperson should announce the slate of officers at the October meeting to be announced by the Committees' chairperson at the October meeting of the Board, one (1) month before the Reorganization meeting. No member of the Nominating Committee is eligible for election as an officer of the Board unless nominated from the floor at the Reorganization meeting. The slate of nominees need not be accepted by the Board and nominations will be accepted from the floor for all positions at the Reorganization meeting. The election shall be by ballot. A simple majority of the votes cast by the Board present shall be required for election.

The officers shall be elected at the annual Reorganization meeting and shall take office at that meeting. If an incumbent officer vacates his/her position during his/her term of office, a replacement shall be elected under this process.

3.5 Duties of the Chairperson. The Chairperson's duties shall include those usually and customarily performed by a Chairperson. The Chairperson does not

have the authority to act on behalf of the Board or direct the President/CEO to act unilaterally. The Board Chair shall:

- a. preside at all meetings of the Board;
- b. serve as a committee member ex-officio of all committees;
- c. keep all Board members apprised of matters pertaining to the College's interests;
- d. sign all documents requiring the signature of an authorized representative of the Board;
- e. sign as the Attester of the Boards' action in the absence of the Board Secretary;
- f. coordinate activities between and among Trustees;
- g. endeavor to ensure compliance with all Boards' directives and policies;
- h. annually review the minutes of prior executive sessions which have not previously been made public and recommend for approval by the full Board those minutes which may be released to the public in accordance with Section 5.9 of these bylaws;
- i. set the Board's monthly agenda in consultation with the President;
- j. make all public statements on behalf of the Board.

3.5.1 Appointment to Committees. The Chairperson shall prepare a recommended slate of members of all Standing Committees for consideration by the full Board at the meeting next following the Reorganization meeting. The Standing Committee members shall be confirmed by a majority of the roll call votes of the Board members present and voting at that meeting. Thereafter, the Chairperson of the Board shall designate from among the Committee members a Chair, who shall preside at each meeting of the Committee and be responsible for keeping reasonable minutes of the Committee meetings and reporting on the discussions and recommendations of the Committee. If the Board of Trustees does not confirm the recommended slate of nominees, the Chairperson will prepare a new slate for Board approval.

3.6 Duties of the Vice-Chairperson. The Vice-Chairperson shall:

- a. act for the Chairperson at the Chair's request or in the Chairperson's absence;
- b. act as the Chairperson when the Chairperson is conflicted from any issue to be brought before or voted upon by the Board;
- c. perform such other duties as the Chairperson may delegate.

3.7 Duties of the Secretary. The Secretary or his/her designee shall:

- a. ensure the proper preparation of notices, agenda, and minutes of all regular, special and executive meetings of the Board;
- b. ensure the mailing of the agenda and all materials for each regular and special meeting to all Board members and others entitled to receive them at least three (3) days in advance of such meeting;
- c. ensure or arrange for all official correspondence, public records, resolutions and documents of the Board are accurately and safely maintained;
- d. attest to the Board's legal documents and properly adopted resolutions;
- e. ensure compliance with the requirements of the Open Public Meetings Act, N.J.S.A. 10:4.6 et seq.;
- f. perform such additional duties as may be assigned from time to time by the Board;
- g. delegate to the recording secretary or others as required, the call of the roll for roll call votes and the reading of any resolution moved by a Trustee which resolution has not been noticed prior to the meeting.

In the absence of the designated recording secretary, the Chairperson shall appoint a Secretary pro tempore.

3.8 Duties of the Treasurer. The duties of the Treasurer or his/her designee are hereby delegated to the Chief Financial Officer of the College. The Treasurer shall:

- a. present the annual budget for the Board's review, consideration and approval;
- b. ensure the proper recording, retention and dissemination of the College's financial records in accordance with the Open Public Records Act, N.J.S.A. N.J.S.A. 10:4-6 et seq.;
- c. review the balancing and reconciling of the College's financial accounts which are to be presented to the Board at its regular meetings;
- d. ensure the availability of all financial information to the College's auditors and assist, as requested by the auditors, in the preparation and presentation of the College's annual audited financial report.

3.9 Attendance of Board of Trustees Members at Board Meetings. Every member of the Board is expected to attend every regular and special meetings of the Board

as well as every meeting of each committee to which s/he is assigned. A Board member is permitted to conference into any public (or executive) session of any regular or special meeting via telephone and maintains all powers and obligations of a member in attendance. No Trustee shall miss more than three (3) meetings in any year, defined as being from Reorganizational meeting to Reorganizational meeting, without good cause.

In the event that any Trustee fails to attend more than three (3) meetings, after being provided notice and an opportunity to be heard by the full Board, the Board, on an appropriately adopted resolution, may request the Trustee's appointing authority replace the Trustee.

3.10 Standing Committees. In order to ensure a detailed review of administrative items prior to Board meetings and as necessary and appropriate to ensure policy oversight, short-term and long-term planning, and outcome/result assessment the Standing Committees of the Board shall be as follows:

- a. Curriculum and Personnel Committee;
- b. Finance and Facilities Committee;
- c. Audit and Policy Committee;
- d. Board of School Estimate.

The responsibilities of the **Curriculum and Personnel Committee** shall include review of:

- a. reports and recommends items for Board action including matters relating to curricula, new or retiring academic programs, certifications, degrees and other educational matters;
- b. monthly personnel reports including but not limited to budgeted/actual FTEs, reports of completed annual employee performance reviews in the form requested by the Chair of the Committee which shall include information on any corrective measures that have been instituted for an employee with less than a satisfactory review;
- c. open positions, requested or required leaves of absences, new hires, resignations, retirements and terminations;
- d. all matters of compensation including salaries, salary adjustments and overload compensation on a semester basis;
- e. new academic degrees, certificates and options;

- f. review of labor contracts and negotiations;
- g. promotions, sabbaticals and tenure of full-time faculty;
- h. policies regarding curricular and personnel issues and contracts relative to the employment or retention of any individual who is expected to perform work or render services to the College;
- i. reports of any employee disciplinary investigations and administration's response thereto;
- j. any recommended plan for a reduction in forces;
- k. any student matters that may come before the Board;
- l. policies regarding curricular and personnel.

The responsibilities of the **Finance and Facilities Committee** shall include review of:

- a. monthly financial accounting;
- b. safety and security issues;
- c. updates and compliance pertaining to use and maintenance of adequate financial systems;
- d. recommendations to approve the:
 - 1. annual budget (operating and capital);
 - 2. labor contracts;
 - 3. solicitations and awarding of bids;
 - 4. acceptance of grants/changes in grant budgets;
 - 5. facilities / construction/renovations projects;
 - 6. policies regarding finance and facilities issues.

The responsibilities of the **Audit and Policy Committee** shall include:

- a. oversight and evaluation of the independent Certified Public Accounting firm to audit the annual financial statements and the internal controls over financial statements;
- b. periodically, in conjunction with the President/CEO, interview and recommend audit firms to the Board of Trustees;
- c. review the quarterly/annual financial statement and the audit report and assist in arranging for presentation of the annual audit to the full Board and public;
- d. review of the College's procedures relative to business ethics;

- e. review policies relating to risk assessment and management not otherwise assigned to other committees;
- f. developing, recommending and monitoring corporate governance policies and procedures for the College and the Board of Trustees;
- g. ensuring the Board periodically reviews and revises the College's plans regarding succession of senior management.

The responsibilities of the **Board of School Estimate Committee (BOSE)**, shall include:

- a. fixing and determining the appropriation to be made by the county to the College for the operation and capital outlay for the school year, exclusive of the amount of other forms of revenue (state/federal aid, etc.);
- b. holding the public hearing and certifying the amount required.

The BOSE shall consist of three (3) members of the Chosen Freeholders, appointed by their Director and two (2) members and an alternate from the SCCC Board, selected by the Chairperson of the Board. The Secretary of the Board of Trustees shall serve as the Secretary of the Board of School Estimate.

3.11 Ad Hoc Committees. Whenever it shall appear advisable to the Board to create an Ad Hoc Committee to assist it in handling any particular matter upon which it desires or is required to act, it shall do so by a simple majority vote of the members attending the meeting at which the vote is taken. The Chairperson of the Board shall appoint members to serve on such Ad Hoc Committee and may assign to it such duties as appropriate. Each Ad Hoc Committee shall submit one or more written or oral reports to the Board of Trustees. Upon acceptance by the Board of such Committee's final report, the Committee shall be disbanded and the members thereof discharged of their duties by the Chairperson of the Board.

3.12 Consultants/Advisory Committees. The Chairperson of the Board, with the consent of the Board, as reflected in the minutes of a properly noticed meeting, will be authorized to retain any person whose expertise or viewpoint is useful to the Board to serve as a consultant or as a member of an Advisory Committee established from time to time to assist the Board for a specific purpose. One (1) officer of the Board of Trustees shall be appointed as Chair of such Advisory

Committee(s) and other Board members so long as they do not constitute a quorum of the Board. Members on an Advisory Committee shall serve at the pleasure of the Board. Nothing herein shall exclude the President/CEO from recommending to the Board the appointment of citizens to serve, pro bono, on College academic program advisory committees or as academic program development consultants in accordance with the Higher Education New Program Review Process.

3.13 Legal Counsel. Practicing attorneys licensed by the State of New Jersey shall be retained by the Board to render legal services as needed in accordance with the provisions of law.

3.14 Auditor. An auditor, licensed by the State of New Jersey and familiar with audits of governmental and educational accounts pursuant to State of New Jersey accounting systems, shall be appointed by the Board to audit the College accounts. His/her duties shall include consultation and preparation of special reports, financial statements and the annual audit report as required by the Board and law.

3.15 Executive Committee. The Executive Committee shall consist of the officers of the Board and the President/CEO who serves ex-officio. The Executive Committee shall meet as needed at the call of the Chairperson or the President on not less than twenty-four (24) hours notice to address emergent matters which require administrative action prior to the next Board meeting. The Executive Committee may also address topics that would benefit from the perspectives of the members including suggesting items for inclusion on any upcoming agenda for the Board. The Executive Committee shall not take any formal action on behalf of the Board but may provide guidance to the President on any emergent matter. The Chairperson shall provide an update to the full Board of the subject matter and administrative action at the meeting. At no time shall any meeting of the Executive Committee consist of less than three Board members.

ARTICLE IV. BOARD MEETINGS

4.1 Regular Meetings. The Board shall hold at least ten (10) regular business meetings each year on a day and hour to be fixed at the annual meeting. Regular meetings shall be held at the College or at such other place in Sussex County as

may be fixed by the Board. Nothing herein precludes the Board from holding more than ten (10) regular meetings per year.

4.1.1 Regular Meeting Agendas. The order of business shall be:

1. Call to Order
2. Public Statement
3. Roll Call
4. Pledge of Allegiance
5. Approval of Minutes and Board Action Resolutions
6. Welcome to Guests
7. Courtesy of the Floor on Agenda Items Only (Public Session)
8. Acknowledgement of Receipt and Review of Financial Statements
9. Correspondence File
10. Report from the Personnel and Curriculum Committee Chairperson
11. Student Services / SGA Report
12. Community Service Report
13. Report from the Finance and Facilities Chairperson
14. Report from the Audit and Policy Committee Chairperson
15. Report from any active Ad Hoc Committees
16. Courtesy of the Floor on General Matters (Public Session)
17. Trustee Activity Update
18. President's Report
19. Chairperson's Report
20. Other Business
21. Announcements
22. Adjournment

The Chairperson may change or amend the order of business with the consent of the majority of the voting members of the Board present at the meeting.

4.2 Notice of Regular Meeting. Adequate notice of all regular meetings shall be given in accordance with the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq.; and shall be given by posting, maintaining, mailing, and submitting a schedule of the regular meetings of the Board during the succeeding year as established by the Board at its annual Reorganization meeting.

4.2.1 Emergency Meetings. Upon the affirmative vote of three quarters of the Trustees present, the Board may hold an emergency meeting notwithstanding the failure to provide adequate notice in accordance with the provisions of law.

4.2.2 Executive Session. Upon the adoption of an appropriate resolution, the Board may exclude the public from that portion of a meeting in which the Board has reasons to discuss those items which are permitted to be discussed in a closed session.

4.3 Special Meetings. The Board may convene a special meeting at the call of the Chairperson or on request of any five (5) voting members. In the event that five (5) voting members determine that a special meeting is required, one (1) of the five (5) shall notify the Board Secretary who shall confirm the request with each requesting individual Trustee. Upon confirmation, the Board Secretary shall arrange for appropriate notice of the date, time, and place of such meeting to all Trustees and to the public in accordance with Article 4.2 of these bylaws. The notice to the Trustees may be in writing or oral (including telephone) and shall be given not less than forty-eight (48) hours in advance of said meeting. The notice shall include the specific matter or matters to be presented to the Board for consideration at such special meeting.

4.4 Annual Reorganization Meeting. The annual Reorganization meeting of the Board shall be held immediately prior to the regular Board meeting in November of each year.

Order of Business

1. Organizational Matters
2. Call to Order
3. Roll Call
4. Pledge of Allegiance
5. Public Statement
6. Welcome to Guests
7. Public Session / Courtesy of the Floor (agenda items only)
8. The Nominating Committee Chair presents the slate of candidates recommended by the committee and asks for nominations from the floor.

9. Ethics Presentation/Collection of Signed Ethics Policy
10. Appointment of General Legal Counsel
11. Appointment of an Auditing Firm
12. Designation of Depositories
13. Appointment of Insurance Brokers of Record
14. Appointments (2) to the College's Board of School Estimate
15. Appointments of Engineers, Architects, and certain on-call contractors.
16. Designation of the Board of Trustees' Official Newspapers/s of Record.
17. Adoption of the Boards' Annual Calendar of meetings with the Date, Time, and Location of Meetings
18. Presentation of Chairperson's slate of proposed Committee members and Committee Chairs and confirmation of same by Board
19. Presentation of Chairperson's recommendation for appointment to Council of County College posts
20. Appointment of Foundation Liaison
21. Reaffirmation of existing Board of Trustees policies
22. Adoption/Re-Adoption of the Board of Trustee Bylaws
23. Appointment of Title IX Coordinator(s)/Section 504 Coordinator(s)
24. Appointment of Recording Secretary to the Board of Trustees
25. Review the prior years' minutes of Executive Sessions which have not yet been released to the public
26. Other Business
27. Public Session/Courtesy of the Floor (General Re-Organization Matters)
28. Adjournment

Nothing contained herein shall preclude the inclusion of any other appointments/designations to be made at the Reorganization meeting by majority action of the Board.

4.5 Quorum. A quorum of the Board shall consist of a simple majority of the voting members presently serving on the Board. No action shall be taken at any meeting without a quorum being present in person or via the phone. If a quorum is not present at any Board meeting the Chairperson may direct the Secretary to call the roll, record the names of absentees, and declare the meeting adjourned. A meeting may be adjourned to a later date within seven (7) days of the noticed meeting and in accordance with the Open Public Meetings Act.

4.6 Call to Order. Meetings shall be called to order by the Chairperson or Vice-

Chairperson at the designated time or at such time as a quorum is present. In the event that both the Chairperson and Vice-Chairperson are absent at the designated time, and the Chairperson has not designated a substitute convener, the attending Trustees shall proceed with the meeting by choosing a temporary Chairperson who shall call the meeting to order and preside until the Chairperson or Vice-Chairperson appears or the conclusion of the meeting, whichever first occurs.

4.7 Taking Action. All matters to be acted upon shall come before the Board as recommendations by the College's Administration and/or the Board's relevant Standing Committee(s). All matters to be voted upon shall be brought before the Board by a motion duly made and seconded and after discussion thereof, if any. Matters to be recommended by Administration shall come before the Board by publication on the Board's regular meeting agenda.

On matters requiring a roll-call vote, Trustees shall cast their vote on such matters as "Yes," "No," or "Abstain" and the result shall be entered in the minutes. An abstention shall count neither as a "yes" or a "no" vote, but the abstainer shall be counted as part of a quorum. A member who abstains from voting is deemed to acquiesce in the outcome of the vote.

In the event a Board member has a conflict of interest, the Board member must recuse him/herself from the matter in accordance with the Code of Ethics and state the reason for the conflict of interest. The recused Board member shall not be counted as part of the quorum for that vote.

Except as otherwise specifically required by law or regulation or these bylaws, all action item votes shall be decided by a majority vote of the Board members present and voting.

Voting shall be by recorded roll call vote for elections, budget approval, employment actions, including but not limited to the setting of salaries, acceptance of resignations, retirements/terminations, offers of employment, grant of tenure status upon faculty members, the expenditure of funds to the extent not otherwise delegated, the entry of contracts, and on any action so required by local, state, and federal statute or regulation and/or whenever requested by any individual Board member. On all other matters, voting shall be by voice vote.

When the vote is a tie, the motion shall be defeated. If there is lack of unanimity

on a voice vote, or there is uncertainty about the actual result of a voice vote, a re-vote shall be taken by call of the roll. On roll call votes, the Chairperson's vote shall be called for last.

4.8 Conduct of Meetings. Where no specific provision is made by these bylaws, the conduct of Board meetings shall be governed by the most recent edition of "Robert's Rules of Order." The Chairperson or designee shall preside at all meetings of the Board.

4.9 Adjourned Meetings. Any legal meetings of the Board may be adjourned to a specific date, time and place with proper notice pursuant to the Open Public Meetings Law discussed in Article 4.2 of these bylaws. Only items on the agenda of the meeting adjourned may be acted upon at the adjourned meeting.

ARTICLE V. MISCELLANEOUS PROVISIONS

5.1 College Fiscal Year. The fiscal year of the College shall be from July 1 to June 30 next following.

5.2 Insurance. The College shall provide crime and fidelity insurance coverage on each of its officers and each senior administrative officer and any employee handling funds of the College for the faithful performance of his/her duties as adequate protection to the College and as may be required by law. The cost of said insurance shall be borne by the College.

5.3 Compensation of the Board. The Board shall receive no compensation for their services. However, the Board may approve the reimbursement of any individual Trustee for reasonable expenses actually and necessarily incurred in the performance of their duties as Trustee.

5.4 Books and Records. All books, records, and files of the College shall be kept in the Executive Office(s) of the College. No official book or record shall be removed from the College's premises. The minutes of full Board meetings shall be posted online on the College's website and shall be made available in book form in the Executive Office during regular business hours so members of the public may access same upon reasonable notice to the College's Administration. Minute Books may be reviewed only in the presence of a College representative authorized

by the President/CEO or his/her designee. Any member of the public who reviews the Minutes Book must complete and sign entries in the College's logbook indicating the individual's name, date and time in/out of the College's Executive Office(s).

The Minutes pertaining to Executive Session shall also be retained and secured in book form by the Secretary to the Board, or designee and kept confidential until the need for such confidentiality no longer exists as determined by the Board and thereafter published in accordance with Open Public Records Act.

5.5 Indemnification/Civil Action. In the event that a civil or administrative action has been brought against any individual member or the collective Board or any senior officer of the College for any act or omission arising out of and in the course of performing their assigned duties or as representative of the Board or College, the College shall defray all costs of defending such action, including actual and reasonable attorney fees and expenses, together with costs of appeal, if any, and shall save harmless and protect such person from any financial loss resulting there from. The College shall arrange for and maintain appropriate insurance to indemnify and cover all such damages, losses and expenses.

5.6 Indemnification/Criminal Action. In the event any criminal or quasi-criminal action has been or shall be brought against any individual member or the collective Board of Trustees or any senior officers of the College for any act or omission arising out of and in the course of performing their assigned duties or as representative of the Board, the College shall defray all costs of defending such action, including actual and reasonable attorney fees and expenses, together with costs of appeal, if any, and shall save harmless and protect such person from any financial loss resulting there from. The College may arrange for and maintain appropriate insurance to indemnify and cover all such damages, losses and expenses. Indemnification for exemplary or punitive damages shall not be required.

Should any criminal action be instituted against any individual member/s of the Board or any officer of the College for any act or omission arising out of his/her own independent, individual actions or conduct outside the scope of and separate from the individual's duties and responsibilities, the College shall bear no responsibility for such action and the Trustee/Officer shall be responsible for

his/her own defense and legal costs, regardless of the outcome of the legal action.

In the event that an individual Trustee is indicted on a criminal felony matter, the Board may, upon consensus of the full membership of the Board, excepting the alumni member who shall be excluded from all discussions on the matter, apply to the indicted Trustee's appointing authority for removal of the Trustee from the Board for cause or other such action as may be appropriate and in accordance with the provisions of statute.

5.7 Minutes of Proceeding Meetings. The Secretary shall ensure that the minutes of the proceedings of the previous Board meetings are prepared and mailed or otherwise delivered to the members of the Board at least forty-eight (48) hours before the time of the next regular meeting. The minutes of the preceding meetings shall be approved by the Board and signed by the Board Secretary. All motions shall be carefully recorded with the names of those who make and second such motions, any discussion occurring thereon, and the record of each Trustee's vote. The official minutes shall be bound and kept in the Executive Offices of the College.

The Secretary shall ensure that the minutes of all Executive Sessions are prepared and secured in closed files until the matter/s which were the subject(s) of the Executive Session are fully resolved, closed, or abandoned and the need for confidentiality no longer exists. Executive Session minutes, or parts thereof, may be released to the public upon the majority vote of the Board after recommendation by the Chairperson who shall annually review the prior years' minutes of Executive Sessions which have not yet been released to the public. Nothing contained herein shall be interpreted to require all minutes, or parts thereof, of Executive Sessions to be released to the public when such information may be otherwise protected under law.

5.8 Public Participation. Meetings of the Board are open to the public in accordance with the Open Public Meetings Act. The Board monthly meeting agenda shall provide opportunity for public input on matters pertaining to the College's operations or such other matters upon which the public may wish to speak. Each member of the public shall be allotted not more than five (5) minutes to speak, unless the time is increased or decreased by action of the majority of the Board. The total amount of time that shall be delegated to any portion of the

meeting to be opened to the public for comment shall not be more than sixty (60) minutes unless action to increase or decrease said time is taken by the Board.

All statements, questions or inquires made by the public during the public session(s) shall be addressed to the presiding officer. No statement, question or inquiry shall be responded to until the close of the public session and then only upon the determination of the Chair that such a response is appropriate at that time. Responses to statements, questions or inquiries from members of the public shall be directed to the administration or the Chair of the Committee in charge of the matter questions or commented upon.

5.9 Compliance with State Regulations. The Board will act in conformance with all state statutes and regulations pertaining to the operation of a county college.

5.10 Code of Ethics.

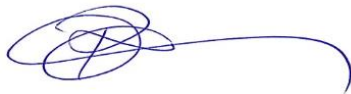
The Board of Trustees' Code of Ethics Policy #101.2 can be found on the College website.

5.11. Financial Disclosure. Members of the Board shall annually file such financial disclosures as required by law.

**Re-Adopted by the Board of Trustees on the 30th day of November, 2017.
Amended by the Board of Trustees on the 28th day of September, 2018.**



Chair



Secretary