

## **Board of Trustees By-Laws**

### **Article I: Responsibilities and Duties of the Board of Trustees**

The College is governed by a ten-member Board of Trustees, five appointed by our local sponsors (Essex County and Franklin County respectively) for seven-year terms, four by the Governor, also for seven-year terms, and one a student representative elected by the North Country Community College Student Association, for a one-year term. Board of Trustees' terms begin on July 1<sup>st</sup> and end on June 30<sup>th</sup>. In the case of the county appointees, one is a rotating appointment, wherein each county appoints a representative every seven years (e.g. Essex County in 2019, Franklin County in 2026, Essex County in 2033, and so on).

The Board of Trustees is charged with administration of the College, consistent with applicable New York State law including New York State Education Law, Article 126, Section 6306, 8 NYCRR part 604, and New York Public Officers Law sections 30-43 and 100-110. The Board of Trustees shall be appointed in conformance with Article 126, Section 6306, of the State Education Law.

In accordance with the 8 NYCRR, Part 604.2, Responsibilities and duties of the college trustees: *Under the time-honored practice of American colleges, trustees of colleges, as legal official bodies corporate, concentrate on establishing policies governing the college, and delegate responsibility for the administration and execution of those policies to their employed professional administrators. The college trustees, subject to the approval of the State University trustees, shall appoint a president (whether permanent, acting, or interim), approve curricula, prepare, approve and implement budgets, establish tuition and fees (within legal limits), approve sites and temporary and permanent facilities. Approval or disapproval of the appointment of a president by the State University trustees shall be made in accordance with the State University trustees guidelines for the selection and approval of such appointments. The guidelines shall include a procedure for the State University trustees to receive the recommendation of the chancellor concerning such appointment. The college trustees shall provide for the awarding of certificates and diplomas, and the conferring of appropriate degrees on the recommendation of the president and the faculty. In addition, the college trustees upon the recommendation of the president shall appoint personnel, determine and implement salary and employee benefits schedules, and approve the organizational pattern of the college.*

*(a) The college trustees shall formulate and record the policies and procedures of appointment and conditions of employment of the president and other professional administrative personnel.*

*(b) The college trustees shall establish policies and delegate to the president or designee responsibility for implementation of the following:*

*(1) personnel policies, including the following:*

*(i) appointments, promotions, tenure and dismissals of faculty and staff members;*

*(ii) conditions of employment, leaves of absence and sabbatical leave;*

*(iii) rules and regulations to which faculty and staff are expected to adhere;*

*(vi) statements regarding academic freedom; and*

*(v) subject to the local and State civil service regulations, the working conditions for nonacademic personnel and fixed rates of compensation;*

*(2) creations of divisions, departments and appropriate administrative and academic positions and definition of duties to carry out the objectives of the college;*

*(3) regulations governing the behavior and conduct of students and guiding the co-curricular program of the college;*

*(4) authorization and supervision of travel for the purposes of the college;*

*(5) care, custody, control and management of land, grounds, buildings, equipment and supplies used for the purposes of the college for carrying out its objectives;*

*(6) use of college facilities for outside organizations;*

*(7) admission of students;*

*(8) preparation of a budget for operation of the college for submission to and approval by the local sponsor and the State University trustees;*

*(9) preparation of capital equipment and capital construction budgets;*

*(10) use of college facilities for research, consultation or other contractual services pursuant to the educational purposes of the college, in accordance with regulations of the college trustees and upon reimbursement to the college on a fair and equitable basis for the use of facilities or equipment; and*

*(11) make available for inspection all college policies and procedures at the college for the convenience and information of members of the college constituency.*

Source: <https://system.suny.edu/media/suny/content-assets/documents/communitycolleges/CC-Regulations.pdf>

## Article II: Meeting of the Board of Trustees

### **1. Regular Meetings**

- A regular meeting shall be held ten times a year. Notice will be emailed prior to each meeting. Special meetings may be called as needed. Notice of such meeting shall be emailed to each member of the Board at his/her address as it appears on the books of the College; at least 5 days prior to said meeting
- The July meeting shall be the annual or organizational meeting for the ensuing year and the Board's year will run from July 1<sup>st</sup> until June 30<sup>th</sup> of the following year.
- All Board of Trustees meetings will conform to the Open Meetings Law as it is represented.
- Executive session will be held in accordance with and solely for the purpose specified by New York State Law when deemed appropriate by the College President of a member of the Board.
- If a voting member of the Board of Trustees is unavailable to attend, they must notify the College's Executive Assistant to the President.

### **2. Special Meetings**

- A special meeting shall be held on the call of the Chairperson or the call of four members. The actual and timely notice of such meeting shall be given in advance to all members, and shall state the matters to be considered.
- No other matters shall be considered at such meeting except with the consent of all members of the Board of Trustees present at such meeting.
- Notice of Special Meetings will be emailed to the members of the Board prior to the event.

### **3. Attendance/Quorum**

- Members of the North Country Community College Board of Trustees may be granted an excused absence by the Chairperson of the Board. The request for same should be made prior to the meeting.
- Minutes of the meeting will henceforth note: Members present, members excused, and members absent.
- If the board chairperson is a Governor's appointee, he or she may request excused absence from the Governor.

- A majority of the members of the Board of Trustees shall constitute a quorum (six in number). All matters properly arising before a meeting at which a quorum is present shall be decided by a vote of majority of members, which is six in number.

#### **4. Procedure at Meetings**

- A Chairperson, or in his/her absence, the Vice Chairperson, shall preside and decide all questions of order. In case both the Chairperson and the Vice Chairperson are absent, the Board shall elect a Chairperson pro tempore.
- An agenda of items of business to come before the meeting shall be prepared and submitted by the President at least two days prior to the meeting.
- Items not on the agenda may be considered at any meeting upon the consent of the majority of the member's present provided, in the case of a special meeting, that matters not stated in the notice of the meeting may be considered only upon the consent of all members of the Board present.
- The order of business at each meeting shall be as follows:
  - i. Call to Order
  - ii. Oath of Office, if applicable
  - iii. Approval of minutes
  - iv. Liaison reports | College Senate, NCCCAP, and CSEA
  - v. College Reports
    1. Board Chair
    2. Vice President for Academic Affairs
    3. Vice President of Marketing and Enrollment
    4. Chief Financial Officer
    5. President
  - vi. Representative Reports | College Foundation and College Association
  - vii. Old Business
  - viii. New Business
  - ix. Public Comment
  - x. Executive Session, if applicable
  - xi. Adjourn
- The Assistant Secretary of the Board shall attend all meetings of the Board, unless otherwise directed by the board, and shall prepare the minutes of the meetings attended. In his/her absence at any particular meeting the President shall prepare the minutes, and in the absence of both, the Board shall appoint a Secretary pro tempore.

### **Article III: Officers and Committees of the Board**

#### **1. Officers of the Board of Trustees shall be:**

- Chairperson of the Board of Trustees who shall be a member of the Board.
- Vice Chairperson of the Board of Trustees who shall be a member of the Board.
- Such other officers of the College, including a treasurer and a Secretary.

#### **2. Chairperson and Vice Chairperson**

- The Chairperson and the Vice Chairperson shall be elected at the annual meeting of the Board held in July each year to serve until the regular meeting of the Board to be held in the next succeeding July and until their successors, respectively, are duly elected.
- In the event a Chairperson or Vice Chairperson is not elected at any regular meeting in July, he/she may be elected at any subsequent meeting to serve for the balance of the term.
- A vote of the majority of all the members of the Board shall be necessary for election of Chairperson or Vice Chairperson.
- The Chairperson shall preside at all meetings of the Board and perform such other duties and functions as may be required by the By-laws or pursuant to law, in the event of the absence or inability to act of the Chairperson, and while the office of Chairperson is vacant, the Vice Chairperson shall perform the duties and functions of the office of the Chairperson.

#### **3. President**

- 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 buildings, grounds, equipment, operations, and employees subject to the directions of the Board.
- He/She shall attend the meetings of the Board, unless otherwise directed by it, and 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 other such duties as may be delegated to him/her by the Board or imposed upon him/her by or pursuant to law.

- In all matters, the President shall be responsible to the Board.

#### **4. Treasurer**

- The treasurer shall be the Chief Financial Officer of the College. He/She shall have the 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.
- She/he shall keep itemized records of all receipts and disbursements of the College and shall make periodic reports thereof at the meeting of the Board, and shall perform such other duties as may be delegated to him or required by or pursuant to the law

#### **5. Recording Secretary**

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

#### **6. Employees**

- The employment of all officers and employees of the College, their salaries and positions, shall be subject to the approval of the Board.

#### **7. Changes of Duties**

- The Board may, subject to the requirements of law, at any time and for such period as it may determine, delegate to any officer or employee the duties of any officer or employee.

#### **8. Security**

- The Board shall require each officer or employee handling funds of the College to furnish such bond or other security for the faithful performance of his/her duties as shall, in the determination of the Board, afford reasonable protection to the College, the reasonable cost thereof to be borne by the College.

#### **9. Committees of the Board**

- The Board endorses a Committee System.
  - i. Each committee will have a Chair that reports to the Board and is a member of the Board. The following Standing Committees will report to the Board:
    1. Executive
    2. Personnel
    3. Finance/Audit

- ii. Each Committee will consist of at least two Board members and no more than four Board members. Committee chairs are elected by the Board of Trustees and must be board members.
- iii. The following members of the College administration will serve as ex-officio members of each committee and the ex-officio member will work with the Committee Chair in the preparation of committee agendas and materials:
  - 1. Executive
  - 2. Personnel
  - 3. Finance/Audit
- iv. The President of the College and the recording secretary of the Board also serves as ex-officio members to all Board Committees. Committee meetings are scheduled at the discretion of the chairpersons of each committee or by the Chair of the Board of Trustees.