

## **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 student representative elected by the North Country Community College Student Association annually, 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 Meeting**

The Board of Trustees will establish a calendar of regular meetings annually. Relatedly:

- A regular meeting shall be held at least eight (8) times per 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 their address as it appears on the books of the College; at least 5 days prior to said meeting.
- The Board's year will run from July 1<sup>st</sup> until June 30<sup>th</sup> of the following year. The August meeting shall be the *annual* or *organizational* meeting for that year.
- All Board of Trustees meetings will conform to [New York State's Public Officers Law, Article 7 \("Open Meetings Law"\)](#).
- Executive Session will be held in accordance with and solely for the purposes specified by New York State's Public Officers Law, Article 7 ("Open Meetings Law") when deemed appropriate by the College President or 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 those members present, members excused, and members absent.

- 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 a majority of members, which is six in number.

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

- The Chairperson, or in their 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 to conduct the meeting.
- 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 members 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 Assistant Secretary to 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 their 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.
- Secretary of the Board of Trustees who shall be a member of the Board.

#### **2. Chairperson and 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.
- The Chairperson and the Vice Chairperson shall be elected at the annual meeting of the Board held in August each year to serve a two (2) year term and until their successors are duly elected.

- In the event that a Chairperson or Vice Chairperson is not elected at the regular meeting in August, they 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 the election of Chairperson or Vice 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.
- The President 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 them by the Board or imposed upon them by or pursuant to law.
- In all matters, the President shall be responsible to the Board.

### **4. Recording Secretary**

- The Assistant Secretary to 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.

### **5. Employees**

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

### **6. 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.

### **7. 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 their 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.

## 8. 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 and no more than four Board members. Committee chairs are elected by the Board of Trustees and must be board members.

Members of the College administration may serve as non-voting ex-officio members of each committee on an ad-hoc basis and the ex-officio member will work with the Committee Chair in the preparation of committee agendas and materials.

- iii. The President of the College and the Recording Secretary of the Board also serve 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.

## 9. Use of Video Conferencing

- Board of Trustees' meetings may utilize videoconferencing from noticed locations. All Board members participating in person or via teleconference from a noticed location may be counted toward quorum.
- All Board members participating in person or via teleconference from a noticed location may vote on matters before the Board.

### **Reviews**

1. *NCCC Board of Trustees Executive Committee - 020323*
2. *James Brooks, College Attorney - 020723*
3. *Board of Trustees - 022423*