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## POLICIES & PROCEDURES FOR EMPLOYEES

Southwestern Community College - Policies and Procedures Manual

Statement Title: **Board of Trustees Constitution and Bylaws 2.1**

Responsible  
Division: Board of Trustees

Date Approved: July 2004

<b>ARTICLE I</b>	<b>NAME</b>
The name of this organization shall be the Board of Trustees of Southwestern Community College	
<b>ARTICLE II</b>	<b>PURPOSE AND OBJECTIVE</b>
<b>Section 1</b>	The purpose of the Board of Trustees shall be to govern Southwestern Community College within the framework of the Community Colleges Act, Chapter 115D of the General Statutes of North Carolina.
<b>Section 2</b>	The objective of the Board of Trustees shall be to assure that Southwestern Community College accomplishes its mission.
<b>ARTICLE III</b>	<b>MEMBERSHIP AND RESPONSIBILITIES</b>
<b>Section 1</b>	Membership of the Board of Trustees shall be in accord with Article 2, Section 115D-12 and Section 115D-13 of Chapter 115D of the General Statutes of North Carolina, or as they may later be amended by the General Assembly.
<b>Section 2</b>	The responsibilities of the Board of Trustees shall be as defined in Article 2, Sections 115D-14, 115D-25, and 115D-20 of Chapter 115D of the General Statutes of North Carolina, or as may later be amended by the General Assembly.
<b>Section 3</b>	A member of the Board of Trustees may be removed from the Board in accord with Article 2, Section 115D-19 of Chapter 115D of the General Statutes of North Carolina, or as they may later be amended by the General Assembly.

<b>Section 4</b>	Absence of a member of the Board of Trustees from as many as one-half of all regular board meetings in any calendar year shall be deemed evidence of cause and such member may be removed in the manner provided by General Statutes 115D-19 or as it may later be amended by the General Assembly.
<b>Section 5</b>	Vacancies occurring in the membership of the Board, for whatever cause, shall be reported to the agency having the authority for appointment of replacement within 60 days after the date on which the vacancy occurs. The Secretary of the Board shall make this report with a request for the appointment of a replacement.
<b>ARTICLE IV</b>	<b>OFFICERS AND THEIR DUTIES</b>
<b>Section 1</b>	The officers of the Board of Trustees shall be a Chairman and a Vice-Chairman elected from the membership. A Secretary, who need not be a Trustee, shall also be elected. The President shall be the Executive Officer of the Board of Trustees.
<b>Section 2</b>	The Chairman shall (1) preside at all meetings of the Board and the Executive Committee, (2) appoint all committees and serve as an ex officio voting member of all committees except the Executive Committee, (3) exercise the deciding vote in case of tie votes, (4) execute appropriate contracts and other documents by the authority of and in the name of the Board of Trustees, (5) perform other such duties as may be deemed necessary or otherwise provided by the Constitution.
<b>Section 3</b>	The Vice-Chairman of the Board of Trustees shall preside in the absence of the Chairman, assume the powers and authority of the Chairman in his absence or disability, serve as a member of the Executive Committee, and discharge any other functions delegated to him by the Board.
<b>Section 4</b>	The Secretary shall (1) keep an accurate record of the proceedings of the Board (mailing copies to the membership as soon as feasible after the meetings), (2) have custody of all official records and documents of the Board, (3) have custody of the Corporate Seal of the Board, affix it to official documents, and attest same by his signature, (4) prepare and maintain an indexed compilation of all by-laws and amendments thereto to be located in the

	Southwestern Community College Policies and Procedures Manual, (5) issue notices of all meeting of the Board to the members of the Board and to the President of the institution.
<b>Section 5</b>	The Executive Officer shall be an ex officio member of the Executive Committee without voting privileges, and perform those duties as assigned by the Board of Trustees and/or by the Chairman.
<b>ARTICLE V</b>	<b>ELECTIONS</b>
<b>Section 1</b>	A nominating Committee composed of three members shall be appointed by the Chairman at the July meeting. This committee shall present a slate of officers at the October meeting; nominations may also be made from the floor.
<b>Section 2</b>	Officers shall be elected by vote at the October meeting. Election of each officer shall be determined by a majority of votes cast.
<b>Section 3</b>	All elected officers shall be elected for a term of one year, assuming office at the adjournment of the October meeting. Neither the Chairman nor the Vice-Chairman shall be eligible to serve more than three consecutive terms in the same office, provided that in special circumstances, as determined by the Board of Trustees, a Chairman and/or Vice-Chairman may be re-elected to additional terms so long as the same special circumstances exist that caused the re-election exemption."
<b>Section 4</b>	If a vacancy occurs in the office of Chairman, the Vice-Chairman shall succeed to that office and become Chairman for the remainder of the term.
<b>Section 5</b>	When a vacancy occurs in the office of Vice-Chairman, the office shall be filled at the next regular or special meeting of the Board by nominations from the floor and by a majority of votes of the members present. The Vice-Chairman so elected shall serve until the next regular election.
<b>ARTICLE VI</b>	<b>MEETINGS</b>
<b>Section 1</b>	The regular meetings of the Board of Trustees shall normally be held at Southwestern Community College on the fourth Tuesday of each January, April, July, and October. The Chairman or the President of the College may, however, for good and sufficient reason,

	change the date and/or place of the regular meeting, provided that the Board shall meet once each three month period. Also, the Chairman or the President may call such special meetings as are required to conduct the business of Southwestern Community College, with the business confined to matters specified in the notification to members of that special meeting.
<b>Section 2</b>	Members and officers of the Board of Trustees and the President of the College shall be notified in writing by the Secretary of the Board of the date, time, and place of all meetings at least one week in advance of the time of the meeting.
<b>Section 3</b>	Seven (7) members of the Board of Trustees in actual attendance at meetings shall constitute a quorum for the transaction of business. A simple majority of those present and voting shall be required to transact the business of the Board except in (1) determination of policy for the college, (2) adoption of rules and regulations affecting the College or the Board of Trustees, (3) election of a president of the College, (4) involvement of the corporate body of the Board of Trustees when a majority vote of all members of the Board (seven affirmative votes) shall be required. However, in the case of a special meeting when items of business are limited to those specified in the notification, members unable to be present may transmit their opinions and intended vote to either the President or the Chairman in writing or to both by telephone. A majority of such response together with the votes of those present shall be recognized as a quorum.
<b>Section 4</b>	The President will provide the Chairman with a list of those items to be presented to the Board with his recommendations for action by the Board. The Chairman shall receive agenda items from the Board members and all other sources at least seven (7) days prior to the meeting for which they were prepared.
<b>Section 5</b>	The rules contained in Robert's RULES OR ORDER, REVISED shall govern the Board in all cases to which they are applicable in which they are not inconsistent with this Constitution.
<b>ARTICLE VII</b>	<b>COMMITTEES</b>

<b>Section 1</b>	The Board may establish such standing committees and such ad hoc committees as it deems necessary to secure and protect the institution's welfare. The Chairman shall appoint the members of all committees except the Executive Committee.
<b>Section 2</b>	The Chairman of the Board of Trustees, the Vice-Chairman of the Board, the immediate past chairman if a member of the Board, and the chairmen of the standing committees shall constitute the Executive Committee. The President of the College shall be an ex-officio member of the Executive Committee without voting privileges. The Executive Committee, during intervals between meetings of the Board, shall have and exercise all powers, privileges, and prerogatives of the Board to act on matters of such emergency that they should not be postponed until a called or a regular meeting. Minutes of all Executive Committee meetings shall be recorded and shall be reported to the Board of Trustees.
<b>ARTICLE VIII</b>	<b>POWER, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES</b>
<b>Section 1</b>	The Board of Trustees shall have and shall exercise those powers and duties as prescribed by Article 2, Section 515D-20 of Chapter 115D of the General Statutes, or as it may later be amended by the legislature.
<b>Section 2</b>	The Board shall establish and disestablish programs and courses of instruction offered and conducted by Southwestern Community College. Authority for such actions may be delegated to the Chief Administrative Officer of the College subject to the approval of the Board of Trustees.
<b>Section 3</b>	It is the responsibility of the Board to approve and adopt current expense and capital outlay budgets, recommend approved budgets to the proper agency, make such changes in the budget as are permissible under the rules and regulations of the agency involved.
<b>Section 4</b>	The Board shall periodically review the fiscal operations of the College in each and all budget areas and review all other financial activity.
<b>Section 5</b>	It is the duty of the Board to maintain comprehensive knowledge of the College in order to guide its overall operation and direction and perform such other acts as may

	be necessary or proper for the exercise of the foregoing specific powers, including the adoption and enforcement of all reasonable rules, regulations, and by-laws for its government.
<b>Section 6</b>	The Board of Trustees, or committee thereof, shall hear appeals as provided by appropriate College policies.
<b>Section 7</b>	In accordance with North Carolina General Statute 14-234, and in order to avoid conflict of interest, the appearance of conflict of interest, or the appearance of impropriety, the Board of Trustees of Southwestern Community College shall adhere to the College Conflict of Interest policy contained in the Southwestern Community College Policies and Procedures Manual.
<b>ARTICLE IX</b>	<b>ADMINISTRATION OF SOUTHWESTERN COMMUNITY COLLEGE</b>
<b>Section 1</b>	The President shall meet qualifications established by the State Board of Community Colleges. He shall be elected by the Board of Trustees with full authority and responsibility for the operation of the College under the policies, rules, and regulations of the Board of Trustees and the State Board of Community Colleges.
<b>Section 2</b>	The President shall (1) attend and participate, without vote, in all meetings of the Board of Trustees except where his absence is expressly desired, (2) employ, subject to ratification by the Board, all personnel (3) prepare, for Board approval, annual current expense and capital budgets, (4) advise the Board of planning, construction, and modification needs for physical facilities, (5) recommend all educational programs and curriculum changes, (6) appoint lay advisory committees for particular programs of the College, (7) make an annual report to the Board of Trustees on the development and operation of the College.
<b>Section 3</b>	Authority to deal with individual or organized groups shall be vested in the President who shall render a decision to such individuals or such organized groups in the name of the Board of Trustees. Any individual or organized group who desires to appeal the President's decision shall state in writing the nature and purpose of such appeal and the name of each person who is to appear as spokesman. The

	statement shall be filed with either the President, Secretary to the Board, or Chairman of the Board at least ten (10) days in advance of the meeting at which appearance is desired in order that it may be included in the agenda for the meeting.
<b>Section 4</b>	In the event of the President's serious disability, death, resignation, dismissal, or prolonged absence from this post for any other reason, the order of succession shall be the Vice President for Instruction & Student Services followed by the Vice President for Administrative Services. He or she shall serve as acting President until the Board has elected a temporary or permanent President.
<b>ARTICLE X</b>	<b>ADOPTION AND AMENDMENT</b>
<b>Section I</b>	Amendment of this Constitution shall be by affirmative vote of at least eight (8) members of the Board of Trustees at a regular meeting, provided that each member has received notice at least five (5) days prior to the regular meeting and that each member has received a copy of the Constitution at least seven (7) days prior to the regular quarterly meeting.
As Amended:	

	IV	Section 2	appropriate.
	VI	Section 4	ten days to seven days.
	VII	Section 2	add immediate past president and change cannot to should not.
		Section 6	revised.
	IX	Section 3	power to authority.
		Section 4	change order of succession.
	X	Section 1	adoption to amendment.
10/23/86	V	Section 3	add special circumstances provision to election.
	VI	Section 1	change third Thursday to fourth Monday.
4/27/87	VI	Section 1	change fourth Monday to fourth Tuesday.
1/28/92	VII	Section 2	make up of Executive Committee.
8/8/95	VIII	Section 7	addition of conflict of interest.
	IV	Section 4	change order of succession.
	IX	Section 4	change name of manual to Southwestern Community College Policies and Procedures Manual.
10/24/04	V	Section 3	Add additional terms to special circumstances exemption
7/26/05	IX	Section 4	replace "Dean of Academic Services" with "Vice President for Instruction & Student Services"
			replace "Dean of Business Services" with "Vice President for Administrative Services"
			replace "He shall serve . ." with "He or she shall serve . . "

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