

Southwestern Community College - Policies and Procedures Manual  
Policy

POLICY TITLE: **Board of Trustees Constitution and Bylaws** 2.01  
 RESPONSIBLE DIVISION: Board of Trustees  
 DATE APPROVED: **May 28, 2019**

### **ARTICLE I NAME**

The name of this organization shall be the Board of Trustees of Southwestern Community College.

### **ARTICLE II PURPOSE AND OBJECTIVE**

- Section 1 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.
- Section 2 The objective of the Board of Trustees shall be to assure that Southwestern Community College accomplishes its mission.

### **ARTICLE III MEMBERSHIP AND RESPONSIBILITIES**

- Section 1 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.
- Section 2 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.
- Section 3 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.
- Section 4 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.
- Section 5 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.

### **ARTICLE IV OFFICERS AND THEIR DUTIES**

- Section 1 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.
- Section 2 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.

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- Section 3 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 or her absence or disability, serve as a member of the Executive Committee, and discharge any other functions delegated to him or her by the Board.
- Section 4 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 or her 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 meetings of the Board to the members of the Board and to the President of the institution.
- Section 5 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.

#### **ARTICLE V ELECTIONS**

- Section 1 A nominating Committee composed of three members shall be appointed by the Chairman at the May meeting. This committee shall present a slate of officers at the July meeting; nominations may also be made from the floor.
- Section 2 Officers shall be elected by vote at the July meeting. Election of each officer shall be determined by a majority of votes cast.
- Section 3 All elected officers shall be elected for a term of one year, assuming office at the adjournment of the July 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 one additional term.
- Section 4 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.
- Section 5 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.

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### **ARTICLE VI MEETINGS**

- Section 1 The Board of Trustees shall meet as often as may be necessary for the conduct of the business of the institution but shall meet at least six times a year. The regular meetings of the Board of Trustees shall normally be held at Southwestern Community College on the fourth Tuesday of each January, March, May, July, September and November. 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 six times a year. 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.
- Section 2 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.
- Section 3 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.
- Section 4 The President will provide the Chairman with a list of those items to be presented to the Board with his or her 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.
- Section 5 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.

### **ARTICLE VII COMMITTEES**

- Section 1 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.

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Section 2 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.

**ARTICLE VIII POWER, DUTIES, AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES**

Section 1 The Board of Trustees shall have and shall exercise those powers and duties as prescribed by Article 2, Section 115D-20 of Chapter 115D of the General Statutes, or as it may later be amended by the legislature including, pursuant to Chapter 115D-58.1, the authority to apply for and accept grants and contracts in order to carry out the institution's mission. The Board of Trustees delegates to the President of the College the authority to execute all contract and grant applications and awards presented in the name of the Board of Trustees which are appropriate to the normal operation of the institution.

Section 2 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.

Section 3 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.

Section 4 The Board shall periodically review the fiscal operations of the College in each and all budget areas and review all other financial activity.

Section 5 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.

Section 6 The Board of Trustees, or committee thereof, shall hear appeals as provided by appropriate College policies.

Section 7 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.

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Section 8 The Trustees of Southwestern Community College will conduct an annual self-evaluation. The purpose of the self-evaluation is to review the functioning, strengths and concerns of the Board and identify where improvements may be needed. The annual self-evaluation will be reviewed by the Board at the May meeting.

### **ARTICLE IX TRUSTEE EMERITUS**

Section 1 Periodically, there are Trustees of the College who, upon leaving the post, are deemed to have performed "above and beyond" the role typically thought of the community college trustee. In recognition of outstanding commitment, distinguished service and leadership to the Southwestern Community College Board of Trustees, the Board of Trustees may, at its discretion, grant Trustee Emeritus status, a mark of distinction, to one of its former members. This award may be presented posthumously.

Section 2 Qualifications for the granting of Trustee Emeritus status are: the Candidate has served as a member of the Southwestern Community College Board of Trustees for at least twelve (12) years, whether consecutive or cumulative terms; the Candidate demonstrated outstanding leadership in support of the mission, programs, and constituents of Southwestern Community College; the Candidate participated as an interested and active member of the Board of Trustees of Southwestern Community College by attending and contributing substantively to committees, meetings, campaigns, and events; the Candidate no longer serves on the Southwestern Community College Board of Trustees and has no plans to return to active service.

Section 3 The Board of Trustees may confer the designation of Trustee Emeritus only once per fiscal year during the January meeting. A former Trustee may be granted trustee emeritus status if he or she is deemed qualified by a majority favorable vote of the current Board of Trustees. The Board of Trustees is to be cognizant of the uniqueness of this designation and is to make such designation in the most special and carefully chosen of circumstances. In consultation with the College President, a current member must submit a nomination of the Candidate to the Executive Committee of the Board of Trustees within three (3) years of termination of service to the Board of Trustees. After ascertaining that the Candidate meets the qualifications set forth, the Executive Committee of the Board of Trustees will forward the nomination(s), if deemed appropriate, to the Southwestern Community College Board of Trustees, which will consider and vote upon the nomination(s).

Section 4 Appointment as a Trustee Emeritus is a lifetime appointment, provided the Trustee Emeritus remains in good standing and their conduct does not blemish the reputation of the College. Trustee Emeritus status may be revoked if a Trustee Emeritus' conduct brings dishonor to themselves or the College. Trustees Emeritus will be invited to the Board of Trustees' annual meetings as well as to events and other gatherings to which the Board of Trustees are invited and engaged. Trustees Emeritus will be listed in all publications and materials bearing the names of the Board of Trustees of Southwestern Community College.

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**ARTICLE X ADMINISTRATION OF SOUTHWESTERN COMMUNITY COLLEGE**

- Section 1 The President shall meet qualifications established by the State Board of Community Colleges. He or she 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.
- Section 2 The President shall (1) attend and participate, without vote, in all meetings of the Board of Trustees except where his or her 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.
- Section 3 Authority to deal with individual or organized groups shall be vested in the President who shall render his or her 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. The President shall have the authority to execute grant and contract applications and awards on behalf of the Board of Trustees, presenting a report of all applications and awards for ratification at the next regularly scheduled meeting.
- Section 4 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 Executive Vice President for Instruction & Student Services, followed by the Vice President for Financial and Administrative Services. He or she shall serve as acting President until the Board has elected a temporary or permanent President.

**ARTICLE XI ADOPTION AND AMENDMENT**

- Section I 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:

11/01/1979	Article V	Section 3	increased to three terms
02/05/1981	Article VI	Section 2	Change of months of regular meetings.
10/18/1982	Statute 115D Section numbers updated.		
01/23/1986	Article II	Section 2	mission and objectives.

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	Article IV	Section 2	appropriate.
	Article VI	Section 4	ten days to seven days.
	Article VII	Section 2	add "immediate past president" and change "cannot" to "should not."
		Section 6	revised.
	Article IX	Section 3	power to authority.
		Section 4	change order of succession.
	Article X	Section 1	adoption to amendment.
10/23/1986	Article V	Section 3	add special circumstances provision to election.
	Article VI	Section 1	change third Thursday to fourth Monday.
04/27/1987	Article VI	Section 1	change fourth Monday to fourth Tuesday.
01/28/1992	Article VII	Section 2	makeup of Executive Committee.
08/08/1995	Article VIII	Section 7	addition of conflict of interest.
	Article IV	Section 4	change order of succession.
	Article IX	Section 4	change name of manual to Southwestern Community College Policies and Procedures Manual.
10/24/2004	Article V	Section 3	additional terms to special circumstances exemption
07/26/2005	Article IX	Section 4	replace "Dean of Academic Services" with "Vice President for Instruction and Student Services"
			replace "Dean of Business Services" with "Vice President for Administrative Services"
			replace "he shall serve..." with "He or she shall serve..."
October 2010	Article IX	Section 4	change order of succession.
02/18/2014	Article IV	Section 3	Change 'his' to 'his or her', change 'him' to 'him or her'
	Article IV	Section 4	Change 'his' to 'his or her'
	Article VI	Section 4	Change 'his' to 'his or her'
	Article VIII	Section 1	Changed: 515D-20 to read 115D-20  Added: "including, pursuant to Chapter 115D-58.1, the authority to apply for and accept grants and contracts in order to carry out the institution's mission. The Board of Trustees delegates to the President of the College the authority to execute all contract and grant applications and awards presented in the name of the Board of Trustees which are appropriate to the normal operation of the institution."
	Article IX	Section 1	Change 'He' to 'He or she'
	Article IX	Section 2	Change 'his' to 'his or her'

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	Article IX	Section 3	Added:  :The President shall have the authority to execute grant and contract applications and awards on behalf of the Board of Trustees, presenting a report of all applications and awards for ratification at the next regularly scheduled meeting.”  Change ‘his’ to ‘his or her’
04/28/2015	Article IX	Section 4	Change “Vice President for Administrative Services” to “Vice President for Financial and Administrative Services”
	Article IX	Section 4	Change “Vice President for Instruction and Student Services” to “Executive Vice President for Instruction and Student Services”
	Article IX	Section 4	Change order of succession from “Vice President for Administrative Services” to “Executive Vice President for Instruction and Student Services.”
07/24/2018	Article V	Section 1	Change assignment of Nominating Committee month from “July” to “May”  Change nomination of officers month from “November” to “July”
	Article V	Section 2	Change election of officers month from “November” to “July”
	Article VI	Section 1	Added:  “The Board of Trustees shall meet as often as may be necessary for the conduct of the business of the institution but shall meet at least six times a year”  Change meeting months from “January, April, July, and October” to “January, March, May, July, September, and November”
05/28/2019	Article V	Section 3	Change month of assumption of office for officers from “after the October meeting” to “after the July meeting”
	Article IX	Sections 1 through 4	Added new Article IX, Sections 1 through 4,  “Trustee Emeritus”
	Former Articles IX and X reordered to Articles X and XI, respectively		
07/25/2023	Article V	Section 1	change “May” to “July”