

Foreword

Among the factors which differentiate outstanding from mediocre colleges none is more evident than the presence of visionary leadership. The Board and President in the main provide this leadership

Thomas B. Merson, Assistant Director for Commissions,
American Association of Community and Junior Colleges, 1964

The Bylaws of The Trustees of Sandhills Community College are designed to identify the responsibilities and powers of the governing body of the College and to provide an organizational structure for the execution of their duties. The legal authority contained herein is derived from Chapter 115D, *General Statutes of North Carolina*, adopted in 1979 as a revision of the original 1963 Act and subsequent amendments to that Act.

The Trustees of Sandhills Community College in session October 1, 2001, adopted the Bylaws as printed herein.

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Article I

Jurisdiction and Membership

Section 1—Jurisdiction

- A. The Board of Trustees of Sandhills Community College is a body corporate, established by the State Board of Community Colleges under authority of law enacted by the North Carolina General Assembly (Chapter 115D, *General Statutes of North Carolina*) and is the governing body of Sandhills Community College.
- B. The official title of the Board of Trustees is *The Trustees of Sandhills Community College*.
- C. The Board of Trustees, as a body corporate, possesses all powers usually conferred upon such bodies to enable it to acquire, hold and transfer real and personal property, to enter into contracts, and institute such other rights and privileges as may be necessary for the management and administration of Sandhills Community College.

Section 2—Membership

- A. The Board of Trustee appointments shall be made in the manner set forth in N.C.G.S., Section 115D-12.
- B. The president of the student government association shall be an *ex officio*, non-voting member of the Board of Trustees.

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- C. All trustees shall be residents of Moore or Hoke County or of counties contiguous thereof with the exception of the *ex officio* member.
- D. Terms of trustees shall be four years, commencing on July 1, and shall be so staggered that one member of each group shall be eligible for reappointment every year, except the *ex officio* member shall serve for the term of his/her office as student government president.
- E. Unless otherwise provided for in law, a trustee shall continue to serve until his/her successor has been named.

Section 3—Vacancies

Vacancies occurring in any group shall be filled for the remainder of the unexpired term by the agency authorized to select trustees for that group and in the manner in which regular selections are made. Should a selection not be made within sixty days after the date on which a vacancy occurs, the Governor shall fill the vacancy by appointment for the remainder of the unexpired term.

Section 4—Removal of Trustees

Should the State Board of Community Colleges have sufficient evidence that any member of the Board of Trustees is not capable of discharging, or is not discharging the duties of his/her office as required by law or lawful regulation, or is guilty of immoral or disreputable conduct, the State Board shall notify the chairman of the Board of Trustees, unless the chairman is the offending member, in which case the other members of the Board of Trustees shall be notified. Upon receipt of such notice there shall be a meeting of the Board of Trustees for the purpose of investigating the charges, at which meeting a representative of the State Board of Community Colleges may appear to present evidence of the charges. The allegedly offending member shall be given proper and adequate notice of the meeting, and the findings of other members of the Board of Trustees shall be recorded along with the action taken, in the minutes of the Board of Trustees. If the charges are, by

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an affirmative vote of two-thirds of the members of the Board of Trustees, found to be true, the Board of Trustees shall declare the office of the offending member to be vacant.

Nothing in the above statement shall be construed to limit the authority of a Board of Trustees to hold a hearing as provided herein upon evidence known or presented to it.

Article II

The Bylaws of the Board of Trustees

Organization

Section 1—Officers and Their Duties

The officers of the Board of Trustees shall be a chairman, vice chairman, and secretary, all of whom shall be elected at the Annual Organizational Meeting from the membership of the Board of Trustees, with the exception of the secretary who need not be a trustee, for a period of one year and shall be eligible for reelection. In case of a tie vote, an incumbent officer shall remain in office if (a) all members were present and voting; or (b) if fewer than all members were present at the Annual Organizational Meeting, in which instance another election for that office would be held at each subsequent called or regular meeting until a majority of the quorum is expressed. A member so elected shall serve the remainder of the term.

A. The Chairman—

1. Shall have the powers granted to the chairman by law, by these Bylaws, and by *Roberts Rules of Order* unless specifically withheld by action of the Board;
2. Shall be authorized to name standing and special committees, and to serve, *ex officio*, as a member of all committees; and
3. May call special meetings upon his/her own volition, upon request of the President, or upon the request of any three members of the Board of Trustees.

B. The Vice Chairman—

1. Shall preside at meetings when the chairman is absent;
2. Shall ascend to the office of chairman for the remainder of the unexpired term in case of resignation, non-reappointment, permanent disability or death of the chairman; and

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3. Shall perform other functions delegated by the Board.

C. The Secretary—

1. Shall attest official documents by signature;
2. Shall be responsible for:
 - a. Maintaining an accurate record of the proceedings of the Board of Trustees;
 - b. Recording, keeping, and distributing the minutes of trustee meetings; and
 - c. Such other secretarial duties as the chairman may prescribe.

Section 2—The President and The Assistant Secretary

The President shall be elected by the Board of Trustees and shall serve at the pleasure of the Board.

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The President is authorized to designate an employee of the college as assistant secretary of the Board, subject to approval of the Board.

A. The President—

1. Shall be responsible for all administrative and managerial aspects of the development and operation of the college;
2. Shall submit recommended policies and public policy decisions to the Board of Trustees when it requests him to do so or when he deems it to be in the best interest of the college;
3. Shall recommend changes in college organization, finance, programs, physical facilities, and personnel;
4. Shall recruit and nominate faculty and professional staff members for election by the Board of Trustees; except, the President is authorized to fill any vacancy existing, subject to approval by members of the Personnel Committee, such action to be reported to the Board at its next meeting thereafter; and except, the President is authorized to fill clerical, maintenance, custodial, and paraprofessional positions, and to fill any professional position of less than nine months duration, such action to be reported to the Board at its next meeting thereafter;
5. Shall recommend to the Board for its action the termination of employment by the college of any full-time employee during the term of his/her contract;
6. Shall appoint advisory committees as needed;
7. Shall arrange, attend, and participate in, without vote, all meetings of the Board and its committees, except when his absence is requested by the Board; and
8. Shall be the custodian of all official records, documents, and seal of the college.

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B. The Assistant Secretary—

1. Shall be on call to the chairman, vice chairman, secretary, and chairmen of committees for secretarial service;
2. Shall record minutes of trustee meetings and trustee committee meetings for review by the secretary, and disseminate the minutes to all trustees;
3. Shall notify the Trustees and President of the time and place of all meetings of the Board, notify affected trustees of committee meetings, and publish public notice of meetings as required by law; and
4. In the absence of the secretary, shall attest official documents by signature.

Section 3—Committees, Their Organization and Functions

A. Types of Committees and Method of Appointment—

The Board of Trustees may establish such standing committees and such special committees as it deems necessary to serve and protect the institution's welfare. The chairman of the Board of Trustees shall appoint the members of all committees.

All committees shall consist of a minimum of three trustees and the chairman of the Board of Trustees who shall serve as an *ex officio* member with voting privileges. A chairman for each committee shall be appointed by the chairman of the Board of Trustees from the committee membership. Committees shall meet on call of the committee chairman, on call of the chairman of the Board of Trustees, or upon request of the President, and shall meet at least once each calendar year.

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B. Limitation of Authority of Committees—

Committees are appointed to study, to review, to investigate, and to formulate proposals, and to make recommendations to the Board. Committees are not authorized to act or to speak for the Board unless expressly, directly, and specifically authorized by the Board.

C. Relationship of Committees to the President—

Each committee chairman shall confer regularly with the President and/or his designee. Unless the absence of the President is requested, the President or a designated member or members of his staff shall attend all committee meetings.

D. Types of Committees and Their Regular Functions—

1. **Buildings and Grounds Committee**

In consultation with the President, the Buildings and Grounds Committee shall:

- a. Conduct, or require to be conducted, studies relating to sites (on or off campus), buildings, and grounds;
- b. Recommend to the Board architects, engineers, or planners for construction projects;
- c. Recommend a long-range campus plan and modifications of it periodically;
- d. Review bids for construction projects and recommend to the Board awards of contracts, recommend building and landscape programs;
- e. With the college attorney, recommend to the Board securing and granting of easements and rights-of-way and any other legal matter affecting buildings, grounds, and property of the college; and
- f. Discharge other responsibilities as the Board of Trustees may assign.

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2. Educational Programs Committee

In consultation with the President, the Educational Programs Committee shall:

- a. Request the President to study and to report his findings concerning the need for educational program change, either adding or dropping a program;
- b. Receive all educational program proposals from the President, study, review, and recommend action by the Board;
- c. Every two years, or more often if it desires, may request educational program reports from the President showing enrollment, graduates, job outlook, and any other relevant information, and report findings with recommendations to the Board; and
- d. Periodically, may request studies of factors which bear upon success of instruction such as financial support, qualifications and adequacy of personnel, equipment, facilities, supplies, and travel and report findings with recommendations to the Board.

3. Finance Committee

In consultation with the President, the Finance Committee shall:

- a. Make recommendations to the Board regarding fiscal policies of the college;
- b. Receive proposals by the President, study and recommend to the Board with such modifications as it deems appropriate:
 - 1) the annual budget from public funds for current operations and capital outlay;
 - 2) any special or unusual expenditures, or any expense in excess of the approved budget; and
 - 3) the annual budgets from non-public funds and auxiliary enterprises.

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- c. Receive, study and recommend to the Board such action as it deems appropriate on any reports of the budget, purchasing and accounting procedures, audits, or other functions required by it or presented to it by the President, county or state officials, or the Board;
- d. Recommend to the Board policies regarding:
 - 1) investment of surplus current funds, capital outlay funds, and endowment funds;
 - 2) appropriate and adequate bonding of employees; and
 - 3) transfer of funds among budget line items.
- e. With the Chairman of the Trustees and President, the chairman shall assume leadership for the advocacy of adequate financial support of the needs of the college before county and state officials and the public generally.
- f. Review annually insurance coverage of buildings and their contents and recommend to the Board adequate coverage of losses.

4. Personnel Committee

In consultation with the President, the Personnel Committee shall:

- a. Recommend to the Board personnel policies of the college;
- b. Review the President's recommendations for the increase or decrease of fulltime positions and advise the Board;
- c. Receive and study the President's nominations of prospective personnel subject to employment by the Board;

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- d. Receive and study the credentials of the President's nominees for vice presidents and meet the nominees; then provide advice to the Board for action upon the nomination;
- e. Receive and study the President's recommendations for termination of employees during the term of contract and advise the Board;
- f. Receive and study proposals from the President for fringe benefits and educational leave and advise the Board;
- g. Review proposed changes in the Sandhills Community College Personnel Handbook and advise the Board;
- h. Review the annual holiday schedule and advise the Board;
- i. Upon request from the President, shall meet to give counsel on any problem arising from or affecting an individual employee or personnel generally; and
- j. Approve salary policies on an annual basis.

5. Student Affairs Committee

In consultation with the President, the Student Affairs Committee shall:

- a. Receive from the President, study, and recommend to the Board with such modifications as it deems appropriate proposals for student services;
- b. Make recommendations to the Board concerning policies affecting students of the college, including but not limited to admissions, athletics, out-of-class activities, traffic regulations, discipline, clubs, organizations, health, welfare, and financial aid; and
- c. Receive reports and make appropriate recommendations to the Board concerning enrollment management.

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6. Planning Committee

In consultation with the President, the Planning Committee shall:

- a. Oversee the development of the college's long-range plan and its periodic updates;
- b. Recommend appropriate Board action concerning adoption of the plan; and
- c. Report to the Board annually on the college's progress toward the accomplishment of the plan's objectives.

7. Hearing Committee

At the request of the Chairman of the Board, the Hearing Committee, serving *ad hoc*, shall serve as an appeal board for disputes that cannot be resolved internally by the college. Decisions of the Hearing Committee shall be final.

Article III

Policies, Rules and Regulations

Section 1—Powers and Duties of Trustees

Included in the powers granted to the trustees are the following:

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- A. To elect a president or chief executive officer for such term and under such conditions as the trustees may set, subject to the approval of the State Board of Community Colleges, and to conduct an annual evaluation of the President's performance;
- B. To elect or employ all other personnel of the institution upon recommendation of the President;
- C. To purchase any land, easement or right-of-way which shall be necessary for the proper operation of the institution, when such site has been approved by the State Board of Community Colleges;
- D. To comply with the standards and requirements for admission and graduation of students and other standards established by the State Board of Community Colleges;
- E. To work with the state legislature and the local government officials to secure the financial resources necessary for the operation of the college, and to receive and accept private donations, gifts, and bequests and to apply them or invest any of them and apply the proceeds for purposes and upon the terms which the donor may prescribe and which are consistent with the provisions of Chapter 115D, *General Statutes of North Carolina*, and the regulations of the State Board of Community Colleges;
- F. To establish and terminate programs of instruction within the college;
- G. To adopt and recommend current expense and capital outlay budgets;
- H. To create and/or approve broad institutional policies for the effective operation of the college. These policies are to be implemented by the faculty, staff, and administrators of the college within the framework established by the Board;
- I. To 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,

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and bylaws for the governing and operation of the institution under Chapter 115D, *General Statutes of North Carolina*, and for the discipline of students;

- J. To elect annually an attorney-at-law to serve as counselor and represent the college in all legal matters;
- K. To elect directors of The Sandhills Community College Foundation, Inc., according to the schedule of elections stated in the Charter of the Foundation; and
- L. To receive and review at each of its Board meetings a status report on the state of the college's budget as well as any audit reports which have been received since the last meeting, and to approve transfers of funds among various college budget categories.

Section 2—Oath of Office

- A. All trustees shall, following notice of appointment or reappointment to the Board of Trustees by whatever source appointed, take the following oath:

I, _____, solemnly swear (affirm) that I will support the Constitution of the United States, so help me God.

I, _____, solemnly and sincerely swear (affirm) that I will be faithful and bear true allegiance to the State of North Carolina, and to the constitutional powers and authorities which are or may be established for the government thereof; and that I will endeavor to support, maintain and defend the Constitution of said State, not inconsistent with the Constitution of the United States, to the best of my knowledge and ability, so help me God.

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I, _____, do swear (or affirm) that I will well and truly execute the duties of office of Trustee of Sandhills Community College according to the best of my skill and ability, according to the law, so help me God.

- B. The oath shall be administered by a person authorized to administer oaths under the laws of the State of North Carolina.

Section 3—Compensation of Trustees

Trustees shall receive no compensation for their services but shall receive reimbursement, according to regulations adopted by the State Board of Community Colleges, for cost of travel, meals, and lodging while performing their official duties. (Chapter 115D-15, *General Statutes of North Carolina*)

Section 4—Appearances before the Board

Those requesting appearances before the Board of Trustees shall state in writing the purpose of such appearance and the name of each person who is to appear as a spokesman. The statement shall be filed with the chairman at least four days in advance of the meeting at which the appearance is desired in order that it may be included in the agenda for the meeting.

Article IV

Meetings

Section 1—General Information

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- A. Regular Meetings: The regular meetings of the Board of Trustees shall be held on the first Monday of February, April, June, August, October, and December. The annual organizational meeting shall be held in December.
- B. Closed Sessions: The Open Meetings Statute (*General Statutes of North Carolina* 143-318.9 to 143-318.18) requires that each official meeting of a public body shall be open to the public. However, the law does permit Closed Sessions for certain purposes. When the Board of Trustees wishes to go into Closed Session, a motion shall be made and seconded and duly passed to recess the Open Meeting and all persons, except trustees and those requested by the trustees to stay, shall be excluded. Then upon declaration by the Chairman, the Trustees shall be in Closed Session.

No action may be taken in the Closed Session except as is permitted expressly by *Statute*. A plan of action may be formulated while the Board is in Closed Session. Upon request the President may be excused from the meeting.

Agenda for the Closed Session shall be limited to an executive or privileged deliberation and may include consideration of any matter in Closed Session permitted by law.

In Closed Session, the Board may—

1. Review the terms and conditions of the President's employment;
2. Consider the qualifications of any employee to continue employment;
3. After all administrative remedies have been exhausted, hear appeals of employees or students;
4. Consider acquisition or sale of real property, or gifts of personal property;

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5. Consult with the college attorney to consider litigation, to conduct investigations, or to prepare a legal defense of itself, college employees, or the college corporate; and
6. Consider any other matter permitted by *General Statutes* 143-318.11.

When the purpose or purposes of the Closed Session have been reached, upon motion made, seconded and passed, the Chairman shall declare the Closed Session adjourned and the meeting of the Trustees open.

Section 2—Notice of Meetings

Members and officers of the Board of Trustees and the President shall be notified by the assistant secretary of the time, place and purpose of all meetings. Notice of meetings shall be published in accordance with The Open Meetings Statute.

Section 3—Quorum

- A. Seven members of the Board of Trustees in actual attendance at meetings shall constitute a quorum for the transaction of business.
- B. A majority vote of all the members of the Board of Trustees shall be required for the determination of policy, for making rules and regulations, for the election of a President, and for the establishment or termination of educational programs or services of the college.

Section 4—Agenda

The regular order of business at meetings of the Board of Trustees shall be:

- A. Conflict of Interest Statement;
- B. Record attendance;
- C. Consideration and disposition of the minutes;

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- D. Reports of standing committees;
- E. Reports of special committees;
- F. Report of the President;
- G. Unfinished business; and
- H. New business.

Section 5—Parliamentary Rules

Meetings of the Board of Trustees and its committees will be conducted in accordance with Robert's Rules of Order.

Article V

Adoption and Amendment of Bylaws

Section 1—Adoption

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Adoption of these bylaws shall be by affirmative vote of a majority of the Board of Trustees whether in regular or special session.

Section 2—Amendments

Amendments to these bylaws may be proposed by any trustee at any regular or special meeting for decision at a subsequent regular or special meeting. Adoption of amendments shall be by affirmative vote of a majority of the Board of Trustees and shall be effective upon adoption.

Article VI

Legal Authority and Responsibility

Legal authority and responsibility for the establishment, organization, and administration of Sandhills Community College as a comprehensive community college is defined by Chapter 115D, *General Statutes of North Carolina*.

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