

**WVNCC INSTITUTIONAL BOARD OF GOVERNORS
BY-LAWS**

I. Composition, Role and Scope

The composition, appointment, powers, duties and obligations of the Board shall be in accord with the provisions of the West Virginia Code, 18B-2A. The Code provides that the Institutional Governing Board shall “determine, control, supervise and manage the financial business and education policies and affairs of the institution.”

II. Officers

The Board shall have the following officers: Chairperson, Vice-chairperson, and Secretary.

- A. All officers shall be elected in July, 2001 for the first year, thereafter at the June meeting of each year and take office on July 1. The Chairperson must be elected from among the laypersons appointed by the Governor.
- B. A majority vote of the members of the Board shall be required for election of Board officers.
- C. Occupancy of vacant offices, should they occur between the yearly election, require a majority vote of the Board.

III. Duties of Officers

- A. The Chairperson shall preside at all meetings of the Board and shall be deemed an ex-officio member of any committees of the Board. The Chairperson has full voting power at all Board meetings and also as a committee member.
- B. The Chairperson shall appoint all members to special committees, and name the Chairperson of each committee.
- C. The Vice-Chairperson shall undertake the duties of the Chairperson whenever the Chairperson is absent.
- D. The Secretary shall be responsible for the oversight of the minutes of each meeting and insuring that copies of same are distributed to each Board member.

IV. Committees

A. Special Committees

The Chairperson of the Board may appoint members to serve on special committees from time to time and to appoint a Chairperson of each committee. Committee Chairs, or a designee, are responsible for reporting recommendations of the committee to the full Board during regularly scheduled meetings. Special committees may not act unilaterally for the Board. Committee members may conduct meetings via electronic conferencing.

V. Meetings

A. Place of Meetings

The Board shall hold meetings at such place or places as the Board shall determine from time to time by resolution of the Board or as may be designated in any notice of the meeting.

B. Frequency of Meetings

The Board shall hold at least 6 meetings in every fiscal year, including an annual meeting held during July, 2001 and the last regular meeting of the fiscal year each year thereafter.

1. Due notice of time, place and date of each meeting shall be given to all Board members and the public at large.
2. Special meetings may be scheduled, with notice, by the Chairperson.
3. A quorum at regular or special meetings shall be seven members of the Board. In the event of vacancies, a majority of the Board will constitute the quorum.
4. For to each regular meeting, the President of the college shall provide an agenda in collaboration with the Board Chair. The President will cause the agenda to be distributed to the Board in a timely fashion. In addition, the Board may, at its own option, raise additional informational or action items.

5. Board meetings shall be operated according to Roberts Rules of Order.
The presiding officer shall be charged with deciding all questions of order.

C. Attendance

It is the duty of each Board member to attend all regular meetings of the Board. Board members shall be permitted to attend via electronic means for regular, special and committee meetings. Reasons for absences should be given in advance to the Secretary of the Board or designee.

VI. Order of Business

The order of business at any regular meeting of the Board shall be as follows:

1. Call to Order
2. Roll Call
3. Approval of Minutes
4. Report of the Chairperson
5. Other Officer Reports
6. Hearings and Petitions
7. Report of the President
8. Special Committee Reports
9. Financial Report
10. Staff Reports
11. Old Business
12. New Business
13. Adjournment

VII. Fiduciary Relationship to the Institution

The members of the Board shall be in a fiduciary relationship to the institution and shall not directly or indirectly act adversely to the interest of the college. In the event of any such adverse interest or condition shall arise prior to or after appointment, the Board member (s) shall immediately inform the Board and shall refrain from any consideration of the matters involving the conflict of interest.

VIII. Standard of Care; Justifiable Reliance; Indemnification

- A. A Board member shall perform his or her duties, including duties as a member of any committee of the Board, in good faith, in a manner the member reasonably believes to be in the best interests of the community college and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use

under similar circumstances. In performing his or her duties, a Board member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more officers or employees of the community college whom the Board member reasonably believes to be reliable and competent in the matters presented.
 2. Counsel, public accountants or other persons as to matters which the Board member reasonably believes to be within the professional or expert competence of such person
 3. A committee of the Board upon which the member does not serve.
- B. In discharging the duties of their respective positions, the Board, committees of the Board and individual members may, in considering the best interest of the community college, consider the effects of any action upon employees, upon suppliers and customers of the community college, and upon communities in which offices or other establishments of the community college are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Section VIII.A.
- C. Board members are insured through the State Board of Risk and Insurance Management for any official actions they take.

IX. Duties and Powers

Except as provided in Article 18 B-2A-4 of the West Virginia Code and rules of the Council for Community and Technical College Education, the Board of Governors generally operates under the policy governance model. Consistent with this model, the Board governs by establishing policies (rules) and goals which provide guidance for operation of the institution and delegates management of the institution to the President and the College administration.

Subject to any laws and to any policies, standards, rules and regulations adopted by the Council for Community and Technical College Education, the WVNCC Institutional Governing Board accepts the following duties and powers for the purpose of operating and maintaining the community college:

1. Appoint and fix the salary of the President, who shall serve at the pleasure of the Board.
2. Evaluate the President consistent with Series 5 of the Council for Community and Technical College Education Rules (135CSR5).

3. Delegate day-to-day management of the College to the President and the College administration consistent with Article 18 B-2A-4(t) and Higher Learning Commission accreditation standards.
4. Employ through the Office of the President such personnel as may be needed, establish policies governing their employment and dismissal and fix the amount of their compensation and benefits. In the employment, establishment of policies and fixing of compensation and benefits, the President and the Board may make no discrimination on account of sex, race, creed, color, or national origin.
5. Submit planning documents and progress reports to the Council for Community and Technical College Education as required by the Council.
6. Approve the mission and strategic plan of the College.
7. Direct the preparation of an appropriation request for the College; approve the appropriation request and submit it of the Council for Community and Technical College Education for consideration and approval.
8. Analyze student costs and adopt tuition and fees schedule in accordance with policy and guidelines of the Council for Community and Technical College Education.
9. Approve an administrative table of organization for the College, as recommended by the President.
10. Insure that faculty, staff and students are involved in institution-level planning and decision making when those groups are affected (18 B-2A-4(j)) and that faculty oversee academic matters (HLC Core Component 2C.4).
11. Review, at least every five years, all academic programs offered at the College.
12. Determine the academic calendar for the community college.
13. Enter into contracts for services to high schools of member districts to provide early entrance (dual enrollment), vocational-technical education, adult basic education services, as appropriate.
14. Review and approve monthly financial statements.

15. Cause an audit to be made as of the end of each fiscal year by an accountant licensed to practice public accounting in West Virginia, and publish annually a financial statement.
16. Solicit and accept gifts of real and personal property and Federal, State and local moneys and grants, and expend the same.
17. Maintain records to substantiate all claims for State apportionment in accordance with regulations prescribed by the Council for Community and Technical College Education and retain such records for a period of five years.
18. Recommend capital projects to the Higher Education Policy Commission for purchase or improvement of land, buildings and equipment.
19. Enter into agreements regarding the deposit, investment or withdrawal of the community college funds, in accordance with the rules and regulations of the Council for Community and Technical College Education.
20. Award contracts for purchase of supplies, materials or services, subject to competitive bid requirements and other rules and regulations of the Council for Community and Technical College Education and West Virginia statutes.
21. Approve and award associate degrees and certificates to graduates of the community college, upon certification of their completion of requirements by the President and faculty.

X. Amendments to By-Laws

After the adoption of the by-laws by a two-thirds majority vote of the Board, the by-laws may be amended or repealed at a regular or special meeting of the Board. Copies of any proposed amendments must be mailed to each member of the Board at least seven (7) calendar days before it is voted upon, together with a statement of the name of the introducer and the meeting at which it is to be acted upon. Any proposed amendments must be adopted by a two-thirds majority vote of the Board.

By-laws Adopted July 26, 2001
Amended August 29, 2019