

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. 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, Secretary.

1. 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.
2. A majority vote of the members of the Board shall be required for election of Board officers.
3. 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 Executive Committee 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. Executive Committee

An Executive Committee shall be formed by the Board. It shall consist of the annually elected officers plus two additional at-large members. The at-large members will be elected by a majority vote of the Board.

1. The Executive Committee shall be empowered in the absence of the total Board, to have the same duties and responsibilities as the Board itself.
2. A majority of the Executive Committee shall constitute a quorum for the transaction of business.
3. Board members shall be notified in writing of all actions of the Executive Committee within five days. All actions shall be subject to ratification by a majority vote of those present at the next regularly scheduled meeting following any Executive Committee action.

B. 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, have an office and keep the books of the college (except as may otherwise be provided by law) 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 in June 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 each regular meeting, the President of the college shall provide an agenda which will 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. 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 Reports
10. Old Business
11. New Business
12. 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

Subject to any laws and to any policies, standards, rules and regulations adopted by the Higher Education Policy Commission, and subject to supervision by the Chancellor, the WVNCC Institutional Governing Board accepts the following duties and powers for the purpose of establishing, operating and maintaining the community college:

1. Appoint and fix the salary of, and adopt a Charter of Responsibility for the President, who shall serve at the pleasure of the Board; and evaluate the President consistent with State rules with the advice and consent of the Higher Education Policy Commission.
2. 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.
3. Submit a Community College Master Plan and Compact to the Higher Education Policy Commission for its approval, submit proposed amendments to the Master Plan, and update and meet goals of the Compact.
4. Submit to the Higher Education Policy commission by November 1 of each year an annual report on the institution's performance in relation to the Master Plan/Compact.
5. Approve the mission and program of the community college, and make policies providing for the admission and expulsion of students and the periodic review of the curriculum and courses of instruction, including developmental education and workforce training, in relation to the Master Plan/Compact.
6. Submit an annual budget for consideration and approval of the Higher Education Policy Commission, the approval of such submission to constitute a "formal act" under Open Meetings Law.
7. Analyze student costs and adopt tuition and fees schedule in accordance with policy and guidelines of the Higher Education Policy Commission.
8. Approve an administrative table of organization for the community college, as recommended by the President.
9. Accept and receive gifts of real and personal property and Federal, State and local moneys and grants, and expend the same.
10. Enter into contracts for services to high schools of member districts to provide area vocational-technical education and adult basic education services.

11. Determine the academic calendar for the community college.
12. Maintain records to substantiate all claims for State apportionment in accordance with regulations prescribed by the Higher Education Policy Commission and retain such records for a period of five years.
13. Review and approve monthly financial statements.
14. 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.
15. Recommend capital projects to the Higher Education Policy Commission for purchase or improvement of land, buildings and equipment.
16. Enter into agreements regarding the deposit, investment or withdrawal of the community college funds, in accordance with the rules and regulations of the Higher Education Policy Commission.
17. Award contracts for purchase of supplies, materials or services, subject to competitive bid requirements and other rules and regulations of the Higher Education Policy Commission and West Virginia statutes.
18. Hear student appeals when appropriate.
19. 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.
20. Form, join and provide for the expenses of associations of West Virginia Community College Boards, for the purpose of conducting community college board institutes and workshops and otherwise disseminating and exchanging information regarding community college Board duties, problems and common agendas of development.

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*