



# Monroe Community College Bylaws of the Board of Trustees

Amended October 20, 1998

Amended December 18, 2006

Amended June 4, 2018

Amended June 7, 2021

Amended March 4, 2024

## Article I

### *The Board of Trustees*

#### **Section 1. Powers**

The College shall be administered by the Board of Trustees in accordance with, and subject to, the provisions of Article 126 of the Education Law.

#### **Section 2. Members and Terms**

The Board of Trustees shall consist of ten members, nine appointed for terms of seven years and the tenth member shall be elected by and from the students of the College, all in accordance with applicable provisions of Article 126 of the Education Law. The student member shall serve for a term of one year. Vacancies on the Board shall be filled in the manner provided by law.

#### **Section 3. Responsibilities**

The Board of Trustees shall have the following duties and responsibilities:

- A. Select and appoint the President of the College, subject to the approval of the State University of New York
- B. Determine the broad general policies that will govern the College
- C. Require reports to be prepared or information to be assembled by the President
- D. Consider or take appropriate action after receiving the recommendation of the President in all matters of policy relating to the welfare of the College

- E. Upon recommendation of the President, the Board assumes exclusive responsibility for the establishment of new positions (classified and unclassified), all appointments (unclassified and Peace Officer status), retention/renewals, and promotion of unclassified employees in accordance with applicable state laws and collective bargaining agreements.
- F. Approve the annual budget
- G. Provide ways and means for adequate financial support; sources may include student fees, State and Federal funds, foundation grants, voluntary gifts, and sponsor contribution
- H. Function as the policy-making body of the College charged with the overview and control of the College, leaving the executive and administrative functions to the College President
- I. Serve as a court of final appeal on matters of policy and policy interpretation
- J. Approve curricula
- K. Establish recommended tuition and fee schedules
- L. Approve temporary and permanent facilities and sites
- M. Provide for the awarding of certificates and diplomas and the conferring of appropriate degrees, upon the recommendation of the President and the Faculty
- N. Approve the Mission, Vision, and Values statements of the institution
- O. Approve the Strategic Plan of the institution

The Board shall also be responsible for such other duties listed in Section 604.2, Subchapter D, Code of Standards and Procedures for the Administration and Operation of Community College under the Program of the State University of New York, Chapter V. State University.

## Article II

### *Meetings of the Board of Trustees*

#### **Section 1. Regular Meetings**

The Board of Trustees shall meet regularly on such day and at such time as it shall by resolution determine. The annual meeting of the Board shall be the regular meeting held during the month of August, or such other month as the Board may determine.

## **Section 2. Special Meetings**

Special meetings of the board may be called at any time by the Chair of the Board, or by the President, and shall be called by the Chair at any time upon the written request (including email) of any four members of the Board.

## **Section 3. Meeting Locations**

Unless otherwise determined by the Board, regular and special meetings shall be held at the College.

## **Section 4. Notice of Meetings**

Notice of each regular and special meeting of the Board of Trustees setting forth the time and the place thereof shall be mailed or personally delivered to each member of the Board not less than two nor more than fifteen days prior thereto. Notice may be waived in writing by any Trustee at or prior to the meeting and all such waivers shall be filed with the minutes of the meeting.

## **Section 5. Public Notice**

Public notice of the time and place of any regular or special meeting of the Board of Trustees or a Board committee scheduled at least one week prior thereto shall be given to the news media and shall be posted at least seventy-two (72) hours before such meeting. Public notice of the time and place of every other meeting shall be given, to the extent practicable, to the news media and shall be posted at a reasonable time prior thereto. The public notice required by this Section shall be provided: (1) by posting such notice on an official bulletin board on the second-floor corridor in the Administration Building, and (2) by mailing copies of such notice to news media, or in the case of meetings held on less than seventy-two (72) hour notice, as an alternative to the foregoing, by telephonic, telegraphic, electronic, or oral notice.

## **Section 6. Quorum and Manner of Acting**

A majority of the members of the Board of Trustees (i.e., six out of ten) shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the voting members present shall decide any question. Minutes shall consist of a record or summary of all motions, proposals, resolutions and any other matter formally voted upon and the vote thereon. Minutes shall be available to the public in accordance with the provisions of the Freedom of Information Law within two weeks from the date of such meeting.

**Section 7. Action by Consent**

Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing or by electronic means to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

**Section 8. Executive Session**

Upon a majority vote of its total voting membership, taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, the Board or Board committee may conduct an executive session, not open to the general public, for the below enumerated purposes only, provided, however, that no action by formal vote shall be taken to appropriate public monies:

- A. matters which will imperil the public safety if disclosed;
- B. any matter which may disclose the identity of a law enforcement agent or informer;
- C. information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
- D. discussions regarding proposed, pending or current litigation;
- E. collective negotiations pursuant to Article 14 of the Civil Service Law;
- F. the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation
- G. the preparation, grading or administration of examinations; and
- H. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities held by such public body, but only when publicity would substantially affect the value thereof.

Attendance at an executive session of the Board or Board committee shall be permitted to every member of the Board and to any other persons authorized by the Board. Minutes shall be taken of any action that is taken by formal vote, which shall consist of a record or summary of the final determination of such

action, and the date and vote thereon; provided, however, that such summary need not include any matter, which is not required to be made public by the Freedom of Information Law. Minutes shall be available to the public within one week from the date of the executive session.

## Article III

### *Honorary or Emeriti Officers and Trustees*

#### **Section 1. Election**

The Board of Trustees may from time to time elect any person who has served as a Trustee of the College, or as an officer of the Board, to the office of Honorary or Emeritus Trustee, or as an Honorary or Emeritus officer of the Board. An Honorary or Emeritus Trustee and/or officer shall be elected for an indefinite term serving at the pleasure of the Board and may at any time resign as such.

#### **Section 2. Duties and Responsibilities**

Honorary or Emeritus Trustees shall not be entitled to vote on any question, but they may attend any meetings of the Board of Trustees, may serve on any committees of the Board of Trustees, and the Board of Trustees shall be at liberty to call upon the Honorary or Emeritus Trustees for such advice, counsel or assistance as may be deemed appropriate. Honorary or Emeritus officers shall not have any duties or responsibilities.

## Article IV

### *Officers*

#### **Section 1. Officers of the Board**

The officers of the Board of Trustees shall be a Chair, Vice Chair and Secretary, each of whom shall be members of the Board. The officers shall be elected by the Board of Trustees at its annual meeting in each year, and shall serve until the next annual meeting of the Board and/or until their successors have been elected and qualified.

## **Section 2. Chair of the Board**

The Chair shall preside at all meetings of the Board, shall sign documents for the Board, and shall perform such other duties as the Board may direct. The Chair may vote on any questions being decided by the Board.

## **Section 3. Vice Chair**

In case of the death or absence of the Chair, or of the Chair's inability to act for any cause, the Vice Chair shall perform the duties of the office of Chair. The Vice Chair shall vote on any questions being decided by the Board.

The Vice Chair role will default to the Personnel and Programs Chair in the absence of the chair and vice-chair. This provision would only be enacted in the absence of both concurrently being unable to perform their duties. In the event the Chair and default Vice Chair are absent, the Chair of the Finance and Facilities would become the default Vice Chair.

## **Section 4. Secretary**

The Secretary ensures all rules and bylaws of the Board are adhered to during meetings and the implementation of board decisions. The Secretary is also in charge of all of the records and documentation for the Board. The Secretary of the Board shall have an assistant who shall provide notice for all board meetings, record minutes and perform other duties as directed by the Board Chair or Secretary of the Board. The Secretary may vote on any questions being decided by the Board.

## **Section 5. Officers of the College**

The officers of the College shall be a President, who shall be appointed by the Board of Trustees, in accordance with the law; and any Vice Presidents and a Treasurer, appointed by the Board upon the recommendation of the President of the College. All officers of the College shall serve at the pleasure of the Board.

## **Section 6. President**

The President shall be chief executive officer of the College and shall have the supervision and control of its plant, equipment, operations and employees, subject to the direction of the Board. The President is responsible to the Board of Trustees for administering the affairs of the College in accordance with these Bylaws and such other resolutions and policies, which shall be established by the Board of Trustees. The

President shall attend all regular and special meetings of the Board unless otherwise directed and shall report to the Board from time to time, and at least annually at the annual meeting thereof, on the condition and affairs of the College. The President shall prepare or cause to be prepared for the consideration of the Board such budgets as may be required for the appropriations of money to the College, shall recommend the persons to be employed by the College and their positions and salaries, and shall perform such other duties as may be delegated to the President by the Board or imposed upon the President by or pursuant to law.

**Section 7. Vice Presidents**

The Board of Trustees may, upon recommendation of the President, appoint such Vice Presidents to perform such duties as it may from time to time designate.

**Section 8. Treasurer**

The Board of Trustees shall, upon recommendation of the President, appoint a vice president to the position of Treasurer who shall be the chief financial officer of the College and shall have custody of all monies received or collected by the College and pay all proper bills and accounts of the College. The Treasurer shall deposit all funds received by the College in such banks and trust companies as the Board may from time to time designate. The Treasurer shall prepare reports for each regular meeting of the Board and for the annual meeting on the financial condition of the College and on all funds received and expended. The Treasurer shall perform such other duties as the Board may direct, and shall execute a bond or official undertaking to the Board in such sum and with such sureties as the Board shall require, the expense of which shall be a College charge.

**Section 9. Vacancies**

In the case of death, resignation, or inability to act for any cause of any officer, the Board of Trustees may appoint a successor thereto.

# Article V

## *Committees*

### **Section 1. Standing Committees**

The following committees are hereby established as the standing committees of the Board of Trustees and shall have the authority described below, namely:

A. Executive Committee:

1. The Executive Committee shall be composed of the Chair and Vice Chair of the Board and the chairs of the Personnel and Programs and Finance and Facilities Committees. The Chair of the Board shall serve as Chair of the Executive Committee.
2. The Executive Committee shall have general authority to transact business of the College between meetings of the Board and to transact such other business for the Board as the Board of Trustees may authorize.

B. Personnel and Programs: To study and make recommendations to the Board concerning:

1. Appointments of college officers, college administrators, faculty and staff, recommended by the President.
2. Promotions, tenure or disciplinary action for college administrators, faculty and staff, presented by the President.
3. Salaries, wage scales and other benefits for the vice presidents, college administrators, faculty and staff, recommended by the President.
4. The negotiation and administration of contracts with legally constituted representatives of the administration, faculty and staff.
5. Complaints, disputes and grievances of the administration, faculty and staff, presented by the President.
6. All other personnel policies relating to the administration, faculty and staff.
7. All matters of policy relating to student affairs, programs and activities, and to courses of instruction, curricula, and other programs of study and community service offered or sponsored by the College.



C. Finance and Facilities: To study and to make recommendations to the Board concerning:

1. All matters of financial policy, and to compare, analyze, and interpret data and audit reports relating to the financial policy and accounts of the College.
2. The operating and capital budgets, the keeping of accounts, and the expenditure of operating and capital funds.
3. The nature and amounts of insurance to be carried by the College.
4. All policies relating to student financial aid, scholarships and loans; and all policies relating to the solicitation, management, investment and expenditure of scholarship, loan and development funds of the College.
5. The planning, design, and construction of new buildings and structures.
6. The maintenance, operation, repair, design, and alteration of existing buildings and structures.
7. The planning, design, care and improvement of grounds.
8. All general matters of policy concerning the planning, design, location, acquisition, construction, and operation of College facilities.
9. The design, planning and operations of all College and College-related audits; recommending appropriate actions by the Board of Trustees in response to audit recommendations.

D. Nominating: To study and make recommendations to the Board concerning nominees for the officers of the Board.

E. Risk Management Committee: To study and make recommendations to the Board concerning risk management in accordance with the following principles and responsibilities:

1. Reviewing and evaluating the College's strategic, financial, operational, compliance and reputational risks and determining the most important of these risks to the College, including identifying any potentially catastrophic risks.
2. Making recommendations to the full Board of Trustees with respect to the amount of risk-taking activity the College should engage in on a College-wide level.

3. Overseeing College-wide risk management practices.
4. Establishing quantitative and qualitative risk and reward goals and monitoring key risks on a regular basis.
5. Reviewing the College's periodic reports to ensure proper disclosure of risks and risk factors.
6. Reviewing systems of communication, both vertically and horizontally, to ensure the proper flow of information related to risks.

## **Section 2. Additional Committees**

The Board Chair and the Board of Trustees may each appoint additional committees, each of whom shall have such authority as provided by the appointing party, namely either the Board Chair or the Board of Trustees.

## **Section 3. Members and Organization**

The Board Chair shall appoint from among the members of the Board each of the Standing Committees and such additional committees as the Chair may determine. The Board Chair may also designate one or more trustees as alternate members of any committee who may replace any absent member or members at any meeting of the Board of Trustees or until a successor is appointed. Any vacancies in committees shall be filled by designation of the appointing party. Each committee shall consist of at least three members and the chair shall be designated by the Board Chair. The President shall attend meetings of each committee when directed by the Board Chair.

## **Section 4. Meetings, Quorum and Manner of Acting**

Meetings of committees shall be held at such time and place and for the purposes designated by the chair of the committee. Written notice of the time and place of each committee meeting shall be mailed or given to each member not less than two (2) nor more than fifteen (15) days before each meeting. Notice may be waived in writing by any member prior to the meeting. A majority of the members of each committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members present shall decide any question. Minutes shall consist of a record or summary of all motions, proposals, resolutions and any other matter formally voted upon and the vote thereon.

Minutes shall be available to the public in accordance with the provisions of the Freedom of Information Law within two weeks from the date of such meeting.

## Article VI

### ***Contracts and Finances***

#### **Section 1. Execution of Contracts**

The Board of Trustees may authorize any officer or officers in its name and in the name of and on behalf of the College, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances, but unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the College by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose.

#### **Section 2. Checks and Drafts**

All checks, drafts, and other orders for payment of money out of the funds of the College shall be signed in such manner as shall from time to time be determined by resolution of the Board of Trustees.

#### **Section 3. Deposits**

All funds of the College shall be deposited to the credit of the College in such banks and trust companies as the Board of Trustees may select.

## Article VII

### *Rules of Order*

#### **Section 1. Meetings**

The Chair or, in his/her absence, the Vice Chair, shall preside over the meetings and decide all questions of order. In case both the Chair and the Vice Chair are absent, the Board shall elect a chair pro tempore.

#### **Section 2. Agenda**

An agenda of items of business to come before the Board at its meeting shall be prepared and submitted by the President and the Chair of the Board. Items not on this agenda may be considered at any meeting upon the consent of a majority of the members present. In the case of a special meeting, matters not stated in the notice of the meeting may be considered only upon consent of all members of the Board present.

#### **Section 3. Recognition**

No person other than a member of the Board of Trustees, the President of the College or other staff member of the College designated by the President or Board Chair shall be recognized to speak at any meeting of the Board of Trustees except upon the consent of the majority of the Board present. Citizens may register in advance of the meeting to present views to the Board of Trustees during the Public Comment section.

#### **Section 4. Motions**

No motion shall be subject to debate until it has been seconded and stated by the Chair. It shall be reduced to writing at the request of any member of the Board of Trustees. When a motion has been made and seconded, the same may be withdrawn by the movant at any time before vote has been taken on the motion.

## Article VIII

### *Ethics*

#### **Section 1. Assurances**

The Board of Trustees is committed to the mission of the College and will act accordingly to fulfill that mission. The Board of Trustees shall:

- A. Assure the opportunity for high quality education for every student
- B. Take official action only in public sessions
- C. Maintain confidentiality of privileged information
- D. Act as a Board and not as a group of individuals
- E. Delegate authority to the President as the chief executive officer of the College and confine Board action to matters of policy determination, planning, overall approval and evaluation of operations, and maintaining the fiscal stability of the College
- F. Respect the office of Trustee and in no way misuse the power inherent in the office

#### **Section 2. Conflict of Interest**

No member of the Board shall directly or indirectly receive any compensation or remuneration, nor derive any profit or gain by any reason of his/her membership on the Board or by reason of his/her services to the College. It shall be the obligation of each member of the Board to disclose to the Board any personal interest which he/she may have in any matter pending before the Board, and the members having such interest shall refrain from participating in any decision on such matter unless the other members of the Board shall unanimously waive this provision. In September of each year, each Board of Trustees member shall complete a conflict of interest form that will remain on file with the assistant to the Board in the Office of the President.

#### **Section 3. Confidentiality**

Confidentiality of Board discussions relating to certain Board actions is essential. Executive sessions are, therefore, closed to the public. Trustees should be discreet and avoid reporting any part of the Board discussions to the press or other persons.

## Article IX

### *Amendments*

These Bylaws may be amended, in whole or in part, by the affirmative vote of a majority of the voting members of the Board of Trustees at any regular or special meeting of the Board, provided that written notice of any such proposed amendment shall accompany the notice for such meeting. Such written notice may be waived if all members of the Board of Trustees consent thereto at or prior to any such meetings, and such written waiver shall be appended to the minutes of the meeting