

# **By-Laws**

The following are the official By Laws for the Isothermal Community College Board of Trustees.

## **Article I - Responsibility and Membership**

### **Section 1.1 Jurisdiction and Responsibility**

1. The Board of Trustees is a body corporate established under the provisions of Chapter 115D of the General Statutes of North Carolina, and it possesses all of the powers of a body corporate for the purpose created by or that may exist under provisions of law.
2. The Board of Trustees has the responsibility for the development and operation of the College in accordance with the provisions of law and the standards of the State Board of Community Colleges.
3. The official title of the Board of Trustees, and the corporate name or the institution, shall be "The Trustees of Isothermal Community College",
4. Under the law, the Board of Trustees shall hold title to all real and personal property donated to the College or purchased with funds provided by the tax levying authorities.
5. Consistent with accreditation criteria of the Commission on Colleges of the Southern Association of Colleges and Schools, the Board of Trustees must not be subject to undue pressure from political, religious or other external bodies. Furthermore, the Board should protect the administration from similar pressures.

### **Section 1.2 Membership**

1. Isothermal Community College, pursuant to General Statutes, Chapter 115D, shall be governed by a board of trustees consisting of 15 members as set forth in State law. No member of the General Assembly may be appointed to a local board of trustees for a community college.

A trustee shall remain a resident of the county in which the trustee was a resident at the time of appointment for the trustee's term of office on the board of trustees.

(All appointments shall be in accordance with GS 115D-12 as modified by session laws 2015-243-s1 and 2021-52s-)

## **Article II - Powers and Duties of the Board of Trustees**

### **Section 2.1 Statutory Powers**

The Board of Trustees shall:

1. Establish the basic qualifications for and appoint a President for such term and under such conditions as it may fix, such election to be subject to all provisions of GS 115D.20 and shall be subject to the approval of the State Board of Community Colleges.

2. Acquire by purchase or otherwise all land required for the college site, and rights-of-way, which shall be necessary for the proper operation of the College, when such site has been approved by the State Board of Community Colleges, and, if necessary, to acquire land by condemnation in the same manner and under the same procedures as provided in Article 2, Chapter 40, of the General Statutes. For the purpose of condemnation, the determination of the Board as to the amount of land to be taken and the necessity thereof shall be conclusive; and to dispose of property owned by the Trustees as provided in G.S. 115D-15, likewise upon approval of the State Board of Community Colleges (GS 115D-20(3)).
3. Apply the standards and requirements for admission and graduation of students and other standards established by the State Board of Community Colleges (GS 115D-20(4)).
4. Receive and accept private donations, gifts, bequests, and the like and apply them or invest any of them and apply the proceeds for the purposes which the donor may prescribe and which are consistent with the provisions of State law and the regulations of the State Board of Community Colleges (GS 115D-20(5)). Said authority may be delegated to the President by policy upon such terms and conditions as the Board of Trustees may direct.
5. Provide all or part of the instructional services for the institution, including contracting with other public or private educational institutions of the State, according to regulations and standards adopted by the State Board of Community Colleges (GS 115D-20(6)).
6. Perform such other acts and do such other things 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 bylaws for the government and operation of the College under law (GS 115D-20(7)).

## **Section 2.2 Duties and Responsibilities of the Board**

The Board of Trustees will:

1. Confirm the appointment of vice presidents, upon nomination by the President, subject to standards established by the State Board of Community Colleges. One action by the Board for election of these employees shall be effective for the whole of their employment.
2. Establish and discontinue programs of instruction within the College upon recommendation by the President.
3. Require the execution of such studies and take such steps as are necessary to ensure that the functions of the College are always those which are most helpful and feasible in light of the resources available to the College.
4. Approve and submit current expenses and capital outlay budgets.
5. Hear appeals from personnel in the college, provided that the appeals are made under the rules and regulations prescribed by the Board. Any such appeal shall be presented to the Board Chair who shall refer it to the Chair of the Personnel Committee for timely action within personnel policy guidelines.
6. Adopt policies for inclusion in the policies manual of the Board of Trustees of Isothermal Community College.
7. Comply with all of the Commission on Colleges of the Southern Association of Colleges and Schools governance standards, but not limited to:
  - a. Ensure regular review of the College mission.

- b. Define and regularly evaluate the Board's responsibilities and expectations.

## **Article III - Officers and Their Duties**

### **Section 3.1 Election and Term of Office**

1. The corporate officers of the Board of Trustees shall be the Chair, Vice Chair, and the Secretary/Parliamentarian.
2. The Chair, Vice Chair and Secretary/Parliamentarian shall be elected by the Board of Trustees from its membership as constituted after July 1 of each respective fiscal year.
3. The Chair, Vice Chair and the Secretary/Parliamentarian shall be elected for a term of one (1) year commencing on the election at the Board's first meeting after July 1. The Chair, Vice Chair and the Secretary/Parliamentarian may be reelected to serve one (1) additional term, for a maximum of two (2) consecutive years in office. In extenuating circumstances, the Chair may be re-elected an additional year by a vote of the Board of Trustees.
4. The President of the College shall be the executive officer of the College and shall serve on appointment by the Board under terms set by the Board and negotiated by contract.
5. A special committee will be appointed by the Chair at the first regular meeting of the calendar year for the purpose of nominating a slate of officers to be recommended and voted upon by the Board of Trustees at its election after July 1. When selecting a slate of officers, this special committee will give equal consideration to all members of the Board.

### **Section 3.2 - The Chair of the Board of Trustees**

The Chair shall solicit from members of the Board an indication of interest to serve on standing committees. The Chair will recommend the Committee Chairs of the Board for Board approval prior to the first meeting of the new academic year. The Chair will execute contracts and other documents on authority by and in the name of the Board, preside at all meetings of the Board, call meetings of the Board, and discharge all other functions delegated to him by the Board. The Chair will serve as an ex-officio, voting member of all committees of the Board.

### **Section 3.3 - The Vice Chair of the Board of Trustees**

The Vice Chair shall preside in the absence of the Chair. The Vice Chair shall perform all duties of the Chair with full authority during the absence or disability of the Chair. The Vice Chair shall discharge any other functions assigned by the Chair or delegated to the Vice Chair by the Board. In the event of the death or resignation of the Chair, the Vice Chair shall assume the duties of the Chair until such time as a new Chair is elected by the Board of Trustees to fill the unexpired term.

### **Section 3.4 - The Secretary/Parliamentarian of the Board of Trustees**

The Secretary/Parliamentarian advises the presiding officer and other officers, committees, and members on matters of parliamentary procedure. The Secretary/

Parliamentarian may assist with procedure during board meetings. The Secretary/Parliamentarian shall ensure the accurate record keeping of the proceedings of the Board by reviewing minutes as recorded by the Executive Assistant to the Board before officially recording and distribution to members of the Board. In addition, the Secretary/Parliamentarian shall perform the duties of the Vice Chair during the absence or disability of the Vice Chair.

### **Section 3.5 – Executive Assistant the Board of Trustees**

The Executive Assistant to the President or other designee shall serve as the official Executive Assistant to the Board. The Executive Assistant will:

1. Attend all meetings of the Board.
2. Keep an accurate record of the proceedings of the Board and comply with all requirements of the State Board of Community College pertaining thereto.
3. Present the minutes to the Secretary of the Board of Trustees for review and approval prior to distribution and filing.
4. Have custody of all official records and documents of the Board.
5. Have custody of the signature stamp of the Board Chair and affix it to routine official documents whenever necessary.
6. Prepare and maintain an indexed compilation of all bylaws and amendments thereto, a copy of all policies, procedures, and regulations of the Board and all amendments thereto, the whole of which shall be known as the Policies Manual of the Board of Trustees of Isothermal Community College.
7. Issue, after conferring with the Chair, notice of all meetings of the Board to members of the Board, to the President of the College, to notify the public as required by the Open Meetings Law and to notify the Secretary of State in accordance with NCGS 143-318. 12.

### **Section 3.6 The President of the College**

1. The President shall be qualified by training, experience, habits, and philosophy to develop and maintain a comprehensive community college of high quality in accordance with State Law and regulation and sound public educational theory and practice.
2. The President shall attend and participate, without vote, in all meetings of the Board of Trustees and all committee meetings except where his/her absence is expressly desired or excused. If the President is unable to attend due to obligations pertaining to the college, the Chief Operating Officer shall attend in his/her place.
3. The President shall be responsible for all administrative and managerial aspects of the development and operation of the College.
4. The President shall submit recommended policies and public policy decisions to the Board when requested by the Board, when the President deems it to be in the best interests of the College, or when otherwise required by law.
5. The President shall recommend, in the following broad fields, all educational programs and co-curricular programs which he/she deems to be in the best interests of the citizens of the community and the State of North Carolina, which are educationally and financially feasible, and which are not in conflict with the

requirements of the General Statutes or the Standards of the State Board of Community Colleges regarding:

- a. Courses and programs in general adult education.
  - b. Courses and curricula in vocational, trade, and technical specialty areas.
  - c. Organized curricula for the preparation of technicians; and
  - d. First-year and sophomore courses of a college of arts and sciences.
6. The President shall appoint lay advisory committees for particular programs of the College where needed.
  7. The President shall advise the Facilities Committee and the Board on the planning, construction, and modification of physical facilities.
  8. The President shall advise the Board on the financial and budgetary needs of the College.
  9. The President shall discharge any other reasonable duties delegated by the Board.
  10. In consultation with appropriate administrators, the President shall establish salaries of all employees, except the President's salary, and arrange for proper promotions subject to State and local budgetary limits and guidelines, and in harmony with salary guidelines, which may be adopted from time to time by the Board of Trustees.
  11. The President is authorized to sign contracts in the name of the College consistent with the policies, rules, regulations, and funds available.
  12. The President shall have full authority and responsibility for the operation of the College under the General Statutes, the policies and regulations of the Board and of the State Board of Community Colleges, within the budgets approved by the Board. The President shall be elected by the Board of Trustees and shall hold office at the pleasure of the Board.
  13. The Board shall at all times exercise its control of the College through the President.
  14. The President shall be responsible for the selection and employment, or dismissal, of personnel required for the operation of the College, subject to the standards established by the State Board of Community Colleges, except that the Board shall retain authority to confirm the employment of vice presidents upon nomination by the President. Initial appointment of all personnel is effective for the whole of their employment.
  15. The President shall have the initiative in shaping and maintaining the educational policies and the character of the College and shall recommend changes to be made in the programs and services to be provided.
  16. The President shall recommend items to be included in the current expense budget and the capital outlay budget.
  17. All actions of the Board of Trustees, not in conflict with the General Statutes or State Board of Community Colleges regulations, shall be binding on the President, and it shall be the President's duty to carry out all rules and regulations of the Board.

## **Article IV- Committees**

### **Section 4.1 Types of Committees and Method of Appointment**

The Board may establish such standing committees and such special committees as it deems necessary to secure and protect the institution's welfare. The Chair shall, at

least annually but as often as deemed appropriate or necessary, appoint the members of all committees. The President, or administrative designee, shall be entitled to attend any meeting of a standing committee. The Chair of the Board will serve as a member of each standing committee.

Meetings of any Committee of the Board is a public meeting as defined in State law.

## **Section 4.2 Limitation of Authority of Committees**

If the Board, in regular or special meetings, authorizes a committee to act on a matter referred to it, the chair of the committee shall report at the next regular meeting of the Board on the action taken, and the action of the committee shall be final; otherwise, committee action shall be reported as a recommendation for consideration and action by the Board at a regular or special meeting. Every special committee shall cease to function upon presentation of its final report.

## **Section 4.3 Standing Committees**

### **a. Purpose of the Committees**

The Board shall make use of its standing committees to facilitate the work of the Board, and each member of the Board shall be involved in the work of Board committees to secure, protect, and assure the stated purposes of the College. Committees shall only have authority to recommend plans, policies, and actions to the full Board, unless otherwise authorized to do so.

### **b. Executive Committee**

The Executive Committee shall consist of the officers of the Board and Chairs of all standing committees. The Committee will have the following duties:

1. a.
  - i. Meet and review the Board Agenda at least two weeks before each meeting
  - ii. Hear committee chair reports and review committee recommended plans and actions.
  - iii. Review draft policies and recommend the adoption of policies to the full Board.
  - iv. Periodically review and recommend revisions of the By-Laws in accordance with the approval process of the full Board.
  - v. To report at each meeting of the Board, committee activities conducted since the previous meeting including suggestions and recommendations for action by the full Board.
  - vi. To consider any areas not included in the functions of other standing committees or as authorized by the Board.

### **c. The Facilities Committee**

The Facilities Committee shall consist of three to five (3 – 5) members of the Board to be appointed by the Chair of the Board in addition to the Board Chair as an Ex-Officio

member. The Committee shall, subject to applicable standards of the State Board of Community Colleges, have the following regular functions:

1. To evaluate and participate in college master planning and/or additional studies that may be project related involving sites, buildings, and grounds.
2. To recommend to the Board the selection of a Project architect. The process of selection is outlined in the college's pre-selection procedures in accordance with the NCCCS Construction Manual. Once approved, the architect will report directly to the President or the President's designee, which is the college's capital project coordinator (CPC).
3. To review and recommend to the full board of trustees formal construction plans and contracts for inclusion of all provisions for the protection of the interests of the institution.
4. To review annually, the college's long-rang plan in consultation with the President, to remain aware of building and facility's needs.
5. To report at each meeting of the Board, committee activities conducted since the previous meeting including suggestions and recommendations for action by the full Board.
6. The Facilities Committee shall have such other functions, regular and special, as the Board may authorize.

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#### **d. The Finance Committee**

The Finance Committee shall consist of three to five (3 – 5) members of the Board to be appointed by the Chair of the Board in addition to the Board Chair as an Ex-Officio member. The Finance Committee shall, subject to applicable standards of the State Board of Community Colleges, have the following regular functions:

1. a. To make recommendations to the Board regarding the fiscal policies of the College.
- b. To review and take any necessary action as it deems appropriate on any reports on financial matters as required or as presented by the President or designee.
- c. Act as the Investment Committee of the Board of Trustees in accordance with G.S. 115D-58.6 if no separate committee is appointed. If the Committee is to act in this capacity, the Finance Committee will include a minimum of three people who have sufficient financial background to review and evaluate investment options. This committee shall make recommendations to the Board on those investment options, as well as monitor the performance of investments once made.
- d. To review the local budgets to be presented to the Board of County Commissioners for the purpose of securing adequate operating and capital support for the needs of the College annually as required by North Carolina General Statutes.
- e. To review the financial audit of the College and components independently audited and make recommendations to the full Board as necessary.

- f. To report at each meeting of the Board, committee activities conducted since the previous meeting including suggestions and recommendations for action by the full Board.
- g. The Finance Committee shall have such other functions, regular and special, as the Board may authorize.

#### **e. The Personnel Committee**

The Personnel Committee shall consist of three to five (3-5) members of the Board of Trustees to be appointed by the Chair of the Board in addition to the Board Chair as an Ex-Officio member. The Committee shall, subject to applicable standards of the State Board of Community Colleges, have the following regular functions:

1. The Committee shall function as an appeals board as set forth in the Board's policies.
2. The Committee may at any time request the counsel of the Board before taking action.
3. The Committee will be responsible for the annual evaluation of the President to include but not limited to: the distribution to each Board of Trustee member the instrument used for evaluation of the President, the collecting of completed evaluation forms, the compiling of the results, and the sharing of the summarized information with the full Board at the June meeting. The Committee shall comply with all requirements of the State Board of Community Colleges code including, but not limited to, all required certifications.
4. To report at each meeting of the Board, committee activities conducted since the previous meeting including suggestions and recommendations for action by the full Board.
5. The Committee shall have such other functions, regular or special, as the Board may authorize.

#### **f. The Program Committee**

The Program Committee shall consist of three to five (3-5) members of the Board of Trustees to be appointed by the Chair of the Board in addition to the Board Chair as an Ex-Officio member. The Committee shall, subject to applicable standards of the State Board of Community Colleges, have the following regular functions:

1. To recommend to the Board of Trustees to establish or discontinue programs of instruction within the College upon recommendation by the President.
2. To review those programs which need to be expanded, reduced, implemented, or terminated upon recommendation by the President or his/her designee.
3. To be knowledgeable of the procedures required for program changes both at the institution and state level.
4. To report at each meeting of the Board, committee activities conducted since the previous meeting including suggestions and recommendations for action by the full Board.
5. The Committee shall have such other functions, regular or special, as the Board may authorize.



# **Article V - Meetings**

## **Section 5.1 Regular Meetings**

Regular meetings of the Isothermal Community College Board of Trustees shall be held at least six times a year. At the first meeting after July 1 of each year, the Board shall establish a meeting schedule for all regular meetings for the upcoming year. Regular meetings may be postponed and rescheduled by agreement of the Chair and the President. Notice concerning the time and place of a rescheduled regular meeting shall be given to each member of the Trustees by the Executive Assistant to the Board at least seven days in advance of the meeting date. In addition to face-to face meetings, subject to the Chair's discretion, Board meetings may be held via telephone, videoconferencing, or any other electronic means.

## **Section 5.2 Special Meetings**

1. The time, place, and purpose of special meetings may be fixed by the Chair or by the President.
2. The business to be transacted at any special meeting of the Board shall generally be confined to such matters as have been specified in the call to members and officers of the Board.
3. Trustees or the President may propose matters for consideration not included in the prepared agenda, subject to approval of a majority vote of the Board.

## **Section 5.3 Notice of Meetings**

Members and officers of the Board and the President shall receive notification from the Administrative Support to the Board as to the date, time and place of all special meetings and the purpose(s) of special meetings at least forty-eight (48) hours in advance of meetings. Public notice of any meeting of the Board shall be given as required by State law and Board policy.

## **Section 5.4 Quorums**

1. Eight (8) members of the Board of Trustees in attendance of meetings shall constitute a quorum for the transaction of business. Except as stated in subsection b, no business shall be approved without an affirmative vote of a majority of members of the Board in actual attendance or attending by phone or video conference. If members of the Board of Trustees are attending by phone or video conference, it must be recorded separately in the minutes of the meeting.
2. A majority vote (8) of all of the voting members of the Board shall be required for the adoption of new or revised College policies, the establishment or termination of educational programs or services, and for the election, extension of contract, or dismissal of a President.
3. All qualified members of the Board, except the Student Government Association President, may vote on all matters coming before the Board for consideration unless excused for Conflict of Interest as outlined in State Government Ethics Act (G.S. ch. 138A). No vote concerning any matter under consideration by the Board, or a committee of the Board, may be cast by proxy or by mail.

## **Section 5.5 Agenda**

1. The President of the College will provide the Chair with a list of those items to be presented to the Board with his/her recommendations and, where appropriate, with (electronic or paper) copies of any documents to be presented as information or for action by the Board. The Chair may also receive agenda items from Board members and other sources at least five (5) working days prior to the regular Board meeting.
2. In emergencies, the Chair, on the request of the President or members of the Board, may add items to the agenda regardless of the date such items are received.
3. The Board retains the right to amend any meeting agenda by majority vote.

## **Section 5.6 Open Meetings**

All regular and special meetings of the Board shall be open to the public except during closed session. A closed session of the Board may be held only upon a motion adopted in open session by a majority of those present and voting. The motion must state the general purpose of the closed session. The Board shall maintain confidentiality when the purpose of the closed session is pursuant to the law of this State or of the United States, or not considered a public record within the meaning of Chapter 132 of the General Statutes.

## **Section 5.7 Parliamentary Rules**

The most recent edition of Roberts Rules of Order Newly Revised shall be followed in conducting the meetings of the Board, unless otherwise provided by the Board. Rulings in questions of order by the Chair shall prevail unless overruled by a majority vote of the members present.

# **Article VI - Policies and Regulations**

## **Section 6.1 - General Provisions**

By an affirmative vote of a majority of all the members of the Board, the Board may make or amend such policies, rules, and regulations as may be authorized by the law and as may be required in its judgment for the effective discharge of its responsibilities and for the effective operation of the College.

## **Section 6.2 - Notification and Publication**

The Administrative Support to the Board shall be responsible for providing each member of the Board and the President an up to date electronic copy of Board bylaws, policies, and regulations. Further, these documents shall be available for public inspection by interested persons at reasonable times during regular business hours of the College.

### **Section 6.3 - Compensation and Reimbursement**

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.

### **Section 6.4 - Office of Record**

The Board shall maintain its office of record in the administrative offices on the main campus of Isothermal Community College.

### **Section 6.5 - Body Corporate**

Trustees have authority only during official Board meetings. Individual trustees or committees of the Board shall act only upon specific authorization or direction by the Board.

### **Section 6.6 - Conflicting Authority**

In the event of conflict between these bylaws, the Corporate Charter, of the Laws of the State of North Carolina, the Laws of the State of North Carolina shall have primary precedence, and the Corporate Charter shall have penultimate precedence.

### **Section 6.7 - Ethical Standards**

Members of the Board will strive to improve community college education, recognizing that policy decisions should be made only after full discussion at publicly announced Board meetings. Board members will render all their decisions based on the available facts and their independent judgments, refusing to surrender that judgment to individuals or special interest groups who might wish to exert undue influence upon the Board. Nothing within these standards shall be construed as being in conflict with State Government and Ethics Act 138A.

### **Section 6.8 - Role of Governing Board**

The Board of Trustees must not be subject to undue pressure from political, religious or other external bodies and shall protect the administration from similar pressures. In addition, the Board of Trustees may add additional ethical standards at any time.

### **Section 6.9 – Trustee Recognition**

A previous Board of Trustee member with twelve or more years of service may be nominated by a current Board Member as a non-voting Emeritus Board of Trustee member. The nomination must be presented to the Board Chair at least three weeks prior to the Board Meeting through a letter of nomination to be reviewed by the Executive Committee and presented for approval by a simple majority vote of the Board of Trustees.

Upon approval from the Board, the Emeritus Board Member(s) will be honored at an upcoming Board event determined by the Board Chair. At the event, the Emeritus Board member(s) will be presented with a plaque Emeriti Board members will serve in an honorary role and will be invited to attend special events at the college (e.g. graduations and board conferences). In the event that the Emeritus Board status is being granted posthumously, the family of the member will receive the plaque at the event and no further rights are bestowed.

## **Article VII - Amendments**

### **Section 7.1 Adoptions of Amendments**

Amendments to these bylaws may be proposed by any member of the Board of Trustees at any meeting of the Board for decision at a subsequent meeting of the Board, except that changes made pursuant to the Constitution and/or General Statutes of North Carolina may be adopted at any regular or special meeting. Adoption of Amendments shall require a quorum (8), and an affirmative vote of at least two-thirds of the voting members present.

### **Section 7.2 Record of Amendments**

A record of amendments to these bylaws shall be maintained by the Executive Assistant to the Board as a permanent and integral part of this document. Following any amendment to the bylaws, the Executive Assistant to the Board shall file a copy of the previously existing bylaws for archival purposes and prepare a current copy reflecting the amendment. The bylaws shall be kept open and made available for public inspection.

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