



COLLEGE ^{OF THE}
ALBEMARLE

Board of Trustees

Bylaws Manual

Revised February 13, 2024

TABLE OF CONTENTS

| | |
|---|-----------|
| PREFACE | 1 |
| ARTICLE I. LEGAL BASIS | 1 |
| Section 1. Establishing by General Assembly | 1 |
| Section 2. Corporate Name | 1 |
| Section 3. Office of Record | 2 |
| ARTICLE II. BOARD OF TRUSTEES – MEMBERSHIP | 2 |
| Section 1. Selection | 2 |
| Section 2. Oath of Office | 3 |
| Section 3. Term of Office | 3 |
| Section 4. Removal from Office/Discharge of Duty | 3 |
| Section 5. Vacancy | 4 |
| ARTICLE III. BOARD OF TRUSTEES – AUTHORITY AND RESPONSIBILITY | 4 |
| Section 1. Administrative Board | 4 |
| Section 2. Powers Granted to the Trustees | 6 |
| Section 3. Submission of Budgets | 8 |
| Section 4. The Relationship between the College President and the Board of Trustees | 8 |
| ARTICLE IV. BOARD OF TRUSTEES – ORGANIZATION | 9 |
| Section 1. Officers | 9 |
| A. Election and Term of Office | 9 |
| B. Date of Elections | 10 |
| C. Chair | 10 |
| D. Vice-Chair | 10 |
| E. Secretary | 10 |
| Section 2. Committees | 10 |
| A. Types and Method of Appointment | 11 |
| B. Authority | 11 |
| C. Executive Committee | 11 |
| D. Nominating Committee | 11 |
| E. Buildings and Grounds Committee | 12 |
| F. Finance Committee | 12 |
| G. Policy, Planning and Student Success Committee | 13 |
| ARTICLE V. MEETINGS OF BOARD OF TRUSTEES | 14 |
| Section 1. Schedule of Meetings | 14 |
| A. Regular Meetings | 14 |
| B. Special Meetings | 14 |
| C. Emergency Meetings | 14 |
| Section 2. Notification of Meetings | 14 |
| Section 3. Operational Guidelines | 15 |
| A. Parliamentary Rules | 15 |
| B. Quorum | 15 |
| C. Remote Participation in Committee Meetings | 15 |
| D. Remote Participation in Regular or Special Meetings | 16 |
| E. Agenda | 16 |
| Section 4. Standard Order of Business | 16 |
| Section 5. Minutes | 16 |
| Section 6. Open Meetings | 16 |
| Section 7. Closed Meetings | 17 |
| ARTICLE VI. BYLAWS AND POLICIES – REVISIONS | 17 |
| Section 1. Revisions | 17 |
| ARTICLE VII. RULES OF CONDUCT FOR TRUSTEES | 17 |
| Section 1. Conflicts of Interest | 17 |
| Section 2. Appearances of Conflict | 18 |
| Section 3. Other Rules of Conduct | 18 |
| Section 4. Trustee Expectations | 19 |

PREFACE

Legal Basis and Authority

The Board of Trustees of College of The Albemarle is charged by the General Assembly of North Carolina in Chapter 115D of the General Statutes with the responsibility of governing the college. The Board of Trustees functions pursuant to the laws and regulations of North Carolina and the United States and to the policies and regulations of the State Board of Community Colleges and the North Carolina Community College System. Copies of the policies and regulations of the State Board of Community Colleges and the North Carolina Community College System are maintained in the administrative offices of the College and in the college's libraries located at COA-Currituck, COA-Dare, COA-Edenton-Chowan, and COA-Elizabeth City.

Bylaws

The bylaws of the Board of Trustees guide the internal operation of the Board. The purpose of the bylaws is to enable the Board to discharge its responsibilities efficiently and effectively. The bylaws should not handicap the Board in the governing of the College. Orderly changes in the bylaws to enhance the operation of the Board should be made after careful study and deliberation.

Policies

The policies of the Board of Trustees express the intentions of the Board with regard to the operation of the College. The College functions within the framework of policies established by the Board of Trustees as published in the College's *Policy and Procedures Manual*. The members of the Board following due consideration make additions to and changes in the policies, upon the recommendation of the President.

ARTICLE I: LEGAL BASIS

Section 1. Establishment by General Assembly

The Board of Trustees of College of The Albemarle is organized pursuant to Article 2 of Chapter 115D of the General Statutes of North Carolina and is charged with governing the college. The trustees function within the provisions of this statute and the laws of the United States and the State of North Carolina and the policies, rules, and regulations of the State Board of Community Colleges and the North Carolina Community College System.

Section 2. Corporate Name

The official title of the board shall be "The Board of Trustees of College of The Albemarle," and this title shall be the official corporate name of the institution. The trustees are a body corporate with all the powers usually conferred upon such bodies. These powers enable the Board to acquire,

hold, and transfer real and personal property; to enter into contracts; to institute and defend legal actions and suits; and to exercise other such rights and privileges as may be necessary for the management and administration of the college and for carrying out the provisions and purposes of the enacted legislation.

Section 3. Office of Record

The Board of Trustees shall maintain the official office of record in the President's office located at the Elizabeth City Campus in Pasquotank County, North Carolina.

ARTICLE II: BOARD OF TRUSTEES – MEMBERSHIP

Section 1. Selection

- A. Trustees are members of a Board empowered as a body corporate to hold in trust the real and personal assets of the community college for the benefit of the students and other citizens of the community and state. The "trust" concept means that trustees do not act alone but only in official meetings of the Board or upon authorization of the Board.
- B. College of The Albemarle shall be governed by a Board of Trustees consisting of 25 members who shall be selected as follows:
 - 1. Eight (8) trustees appointed by the General Assembly, Four (4) by the House of Representatives and Four (4) by the Senate;
 - 2. Four (4) trustees appointed by the Pasquotank County Board of Commissioners;
 - 3. Two (2) trustees appointed by the Dare County Board of Commissioners;
 - 4. Two (2) trustee appointed by the Chowan County Board of Commissioners;
 - 5. Two (2) trustee appointed by the Camden County Board of Commissioners;
 - 6. Two (2) trustee appointed by the Currituck County Board of Commissioners;
 - 7. Two (2) trustee appointed by the Gates County Board of Commissioners;
 - 8. Two (2) trustee appointed by the Perquimans County Board of Commissioners;
 - 9. The president of the student government or chair of the executive board of the student body may be an ex-officio nonvoting member if the board of trustees agrees. 115D-12(a).
- C. Each county could elect up to one county commissioner as a trustee.

- D. With the exception of the President of the Student Government Association, all trustees shall be residents of the College of The Albemarle service area or a county contiguous to the college's service area. Also, no person who has been employed by the community college within the previous five years and no spouse or child of a person currently employed by the community college shall serve on the college's Board of Trustees.
- E. The Secretary to the Board of Trustees is required to annually submit directory information for all members of the College of The Albemarle Board of Trustees to the Legislative Library.

Section 2. Oath of Office

Members of the Board of Trustees are required to take an oath of office following notice of appointment, including reappointment. The oath may be taken before a judge, clerk of superior court, justice of the peace, or notary public. An original and one copy of the oath shall be filed in the office of the President.

Section 3. Term of Office

Appointments and subsequent reappointments shall be for terms of four years and shall commence on July 1st. Board members continue to hold office until their successors have been appointed and have taken the oath of office.

However, the Board of Trustees will temporarily accept terms less than four years, as agreed by the Board and County Appointing Authorities. This special provision results from changes to General Statute 115D-12 selection of trustees and will be effective from February 13, 2024 through June 30, 2025. Once the term of this provision expires, the provision will be removed from the bylaws.

Section 4. Removal from Office/Discharge of Duty

- A. 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 office as required by law or lawful regulations, or is guilty of immoral or disreputable conduct, the State Board of Community Colleges shall notify the Chair of the Board of Trustees, unless the Chair 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 alleged offending member shall be given proper and adequate notice of the meeting; and the findings of the 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 found to be true, by an affirmative vote of two-thirds of the members of the Board of Trustees, the Board of Trustees shall declare the office of the offending member to be vacant.

- B. The investigative meeting shall include a fair process during which the alleged offending member shall be given the opportunity to respond to the charges before a decision is made by the Board of Trustees.
- C. A member of the Board of Trustees who has unexcused absences from as many as one-fourth of any type of Board meeting, including regular, special and committee, in any fiscal year may be considered as having resigned from the Board and thereby to have created a vacancy on the Board. The Chair may, at his or her discretion, excuse absences for valid reasons. Trustees who are unable to attend a meeting will inform the Chair and/or President's Office at least 48 hours prior to the meeting, except in emergency situations.
- D. If any person is removed from the Board, the President and Chair shall confer and contact the appointing authority for a replacement to fulfill the remainder of the term.

Section 5. Vacancy

As required in General Statutes 115D-12(c), a vacancy occurring on the Board of Trustees, for whatever reason, shall be filled for the remainder of the unexpired term by the appointing authority authorized to make that trustee appointment. The appointing authority shall appoint a trustee for the remainder of the unexpired term in the same manner in which the entity or agency makes regular trustee appointments. Should the appointing authority not appoint a trustee within 60 days after the date the vacancy occurs, whether by creation of a vacancy or expiration of a term or for any other reason, the Governor shall make the appointment to fill the remainder of the vacating trustee's unexpired term.

ARTICLE III: BOARD OF TRUSTEES – AUTHORITY AND RESPONSIBILITY

Section 1. Administrative Board

A. Board of Trustees

The trustees shall constitute the local administrative board of the college, with such authority and responsibility as granted by the General Statutes of North Carolina and as delegated to it by the State Board of Community Colleges.

B. College of The Albemarle Foundation Board of Directors

The College of the Albemarle Foundation was formed with the approval of the Board of Trustees in 1980. Under the Foundation's

bylaws, the Board of Trustees of the College are responsible for appointing at least two members of the Board of Trustees to serve as members of the Foundation Board of Directors which is responsible for overseeing the financial donations and investments of the College. The College President shall also be appointed by the Trustees as a voting member of the Board of Directors of the Foundation. The College President and one of the appointed Trustees who is also a Director of the Foundation shall be appointed to the Executive Committee of the Foundation's Board of Directors.

Section 2. Powers Granted to the Trustees

Powers granted to the trustees include the following:

- A. To elect a president or chief administrative officer of the college for such term and under such conditions as the trustees may fix such election to be subject to the approval of the State Board of Community Colleges;
- B. To employ all other personnel of the college. The Board delegates the authority of employing such other personnel to the President;
- C. To acquire by purchase or otherwise any land, easement, or right-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 Chapter 40A of the General Statutes. For the purpose of condemnation, the determination by the trustees as to the location and amount of land to be taken and the necessity therefore shall be conclusive.
- D. To apply the standards and requirements for admission and graduation of students, as well as other standards established by the State Board of Community Colleges;
- E. To offer programs as authorized by the General Statutes and as approved by the State Board of Community Colleges;
- F. To direct, receive and accept private donations, gifts, bequests, and the like and to apply or to invest them, and to apply the proceeds from the investment of any of them, for the purposes and upon the terms which the donor may prescribe and which are consistent with the provisions of the general statutes and the regulations of the State Board of Community Colleges;
- G. To provide all or part of the instructional services for the institution by contracting with other public or private organizations or institutions in accordance with regulations and standards adopted by the State Board of Community Colleges;
- H. To conduct an annual evaluation of the college's President, with the Chair of the college's Board of Trustees notifying, in writing, the Chair

of the State Board of Community Colleges prior to June 30 of each year that such evaluation has been completed.

The Chair and Vice-Chair will review the methodology, compiled data, and prepare the final performance review of the President for Board approval.

- I. To enter into a public/private partnership as authorized by the general statutes;
- J. To be responsible for the quality and quantity of educational services by providing for the organization and administration of the college and/or by contracting with other public or private educational institutions of the State, according to regulations and standards adopted by the State Board of Community Colleges.
- K. If the Board of Trustees provides access to its buildings and campus and the student information directory to persons or groups which make students aware of occupational or educational options, the Board of Trustees shall provide access on the same basis to official recruiting representatives of the military forces of the State and of the United States for the purpose of informing students of educational and career opportunities available in the military.
- L. To encourage the establishment of private, nonprofit, corporations to support the institution. The President, with the approval of the Board of Trustees, may assign employees to assist with the establishment and operation of such corporation and may make available to the corporation office space, equipment, supplies, and other related resources; provided, the sole purpose of the corporation is to support the College. The Board of Directors of each private, nonprofit corporation shall secure and pay for the services of the State Auditor's office or employ a certified public accountant to conduct an annual audit of the financial accounts of the corporation. The Board of Directors shall transmit to the Board of Trustees a copy of the annual financial audit report of the private nonprofit corporation.
- M. To enter into guaranteed energy savings contracts pursuant to Part 2 of Article 3B of Chapter 143 of the General Statutes.
- N. To enter into lease purchase and installment purchase contracts for equipment under G.S. 115-D-58.15
- O. To enter into loan agreements under the Energy Improvement Loan Program pursuant to Part 3 of Article 36 of Chapter 143 of the General Statutes;
- P. To 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 governance and operation of the institution under the statutes and for the discipline of students.

- Q. To periodically review, modify, and approve, upon recommendation of the administration, the college's mission, purpose, strategic plan, facilities master plans, and long-range plans.
- R. In the event of the President's serious disability, death, resignation, dismissal, or prolonged absence from the office for any reason, the Board of Trustees will address the administrative authority for the College. Until the Board of Trustees selects an interim President, the Board shall appoint one of the College's Vice Presidents to serve as Acting President.

Section 3. Submission of Budgets

Oversight of all college funds is the responsibility of the Board of Trustees. An annual budget shall be prepared and submitted for final approval as directed by the State Board of Community Colleges. The college's Board is responsible for using these funds in accordance with State Board of Community Colleges' policies as well as in accordance with state and federal laws and regulations. The Board also provides input on local budget requests to be submitted to the appropriate Boards of Commissioners for the college's required supplemental appropriation.

Section 4. The Relationship between the College President and the Board of Trustees.

- A. The President shall be elected by the Board of Trustees, subject to the approval of the State Board, and shall hold office under the terms and conditions approved by the Board of Trustees.
- B. The President, who is the Chief Administrative Officer, reports directly to the Board and functions with its guidance and at its direction. The President is responsible for implementing all Board policies, rules and regulations and is responsible for providing the quality of leadership and management leading to the successful accomplishment of the College mission and vision. The President is responsible for an efficient organizational structure to achieve orderly and effective programs of educational services and institutional maintenance.
- C. The President shall:
 - 1. Be qualified, by training, experience, habits, and philosophy, to develop and maintain a comprehensive community college of high quality under the policies and regulations of the Board of Trustees and of the State Board of Community Colleges and sound public educational theory and practice.
 - 2. Be responsible for all administrative and managerial aspects of the development and operation of the College.

3. Attend and participate in, without vote, all meetings of the Board of Trustees and all committee meetings, except where his/her absence is expressly desired or excused.
4. Submit recommended policies and public policy decisions to the Board when requested to do so by the Board or when he/she deems it to be in the best interest of the College.
5. Recommend to the Board, 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 Camden, Chowan, Currituck, Dare, Gates, Pasquotank, and Perquimans counties and of the State of North Carolina, which are educationally and financially feasible and which are not in conflict with the requirements of the Statutes or the standards of the State Board of Community Colleges.
 - 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.
 - d. General education and college transfer courses at the freshman and sophomore level.
 - e. Other community service programs, courses and activities deemed appropriate and in the best interest of the College and community.
6. Advise the Building and Grounds Committee and the Board on the planning, construction and modification of physical facilities.
7. Advise the Finance Committee and the Board on the financial and budgetary needs of the College.
8. Advise the Policy, Planning and Student Success Committee and the Board on college policy, addition and modification of curricular programs, and student success outcomes.
9. Discharge any other functions, which the Board may delegate to him/her.

D. The President may:

1. Inform the Chair of the need for a special meeting of the Board of Trustees as he/she deems appropriate.
2. Appoint lay-advisory committees for particular programs of the College where needed. He/She shall inform the Board of all lay-advisory committee appointments to the Board.

ARTICLE IV: BOARD OF TRUSTEES – ORGANIZATION

Section 1. Officers

A. Election and Term of Office

The Board's corporate officers of the Board of Trustees shall be the Chair, the Vice-Chair, and the Secretary.

The Board's corporate officers shall be elected and serve as follows:

1. The Chair and Vice-Chair shall be elected by the Board of Trustees from its general membership.
2. The Secretary, who need not be a member of the Board, shall be elected by the Board.
3. The Chair, Vice-Chair, and Secretary shall be elected for a period of one year but shall be eligible for reelection by the Board. The Chair may not serve more than two consecutive years in that office.
4. The President of the college shall be the executive officer of the College and shall serve as elected by and at the pleasure of the Board.

B. Date of Elections

Officers of the Board of Trustees shall be elected annually at the first meeting held on or after July 1.

C. Chair

The Chair shall appoint the members of and serve as ex-officio voting member of all committees of the Board, preside at all meetings of the Board, and serve as the official spokesperson for the Board. The Chair shall facilitate discussion and decision making; work closely with the President; consult with other trustees who are not fulfilling their responsibilities or who are violating the bylaws, policies, and practices; initiate periodic evaluation of the President and the Board; and provide counsel and consultation to the President, as well as discharge all other functions delegated by the Board. The Chair along with the Vice-Chair will meet with the President to discuss the President's evaluation no later than June 30th of each fiscal year.

D. Vice-Chair

The Vice-Chair of the Board shall preside in the absence of the Chair, perform all duties of the Chair with full authority during the absence or disability of the Chair, and discharge any other functions delegated by the Board.

E. Secretary

The Secretary shall keep an accurate record of the proceedings of the Board; have custody of the corporate seal of the Board, affix it to official documents, and attest same by his or her signature; have custody of all official records and documents of the Board; and issue notice of all meetings of the Board to members of the Board, to the President of the College, and to the press. The Secretary will serve as the Ethics Liaison for the Board.

Section 2. Committees

Committee meetings shall be subject to the same open meeting requirements as the full Board. Committees shall meet, as needed, to discuss necessary business. Refer to Article V, Section 3 for Operational Guidelines.

A. Types and Method of Appointment

The Board may establish such standing committees and such ad hoc committees as it deems necessary to secure and protect the college's welfare. The Chair shall appoint the members of all committees.

B. Authority

If the Board in a regular or special meeting authorizes a committee to act on a manner referred to it, the Chair of the committee shall report within a reasonable time to the Board 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.

The Board reserves the right to delegate its decision-making authority to a committee of the Board in advance. The Board committee will then provide regular reports to the Board with respect to the authority delegated.

C. Executive Committee

The Executive Committee shall consist of the Chair of the Board, the Vice-Chair of the Board, the Co-Chairs of each standing committee, and two at large members, appointed by the Chair.

1. The Executive Committee, during the intervals between the meetings of the Board, shall have and exercise all the powers, privileges, and prerogatives of the Board except those expressly reserved herein to be exercised by the Board in regular or special meeting.
2. The Chair of the Executive Committee may call meetings of the committee at any time with reasonable notice.
3. If the Executive Committee has met since the last meeting of the Board of Trustees, the Executive Committee shall submit a full report of its activities at the next meeting of the Board with such suggestions and recommendations, as it shall deem expedient for the best interest of the college.
4. The Executive Committee may at any time request the counsel of the members of the Board before making a decision, even when the committee is authorized to act.

D. Nominating Committee

The Chair will appoint a Nominating Committee, at or before the June Board of Trustees Regular meeting that will consist of at least three (3) members. The selection of officers will be by nomination from the Nominating Committee. Nominations may be made from the floor. Board action will be by majority voice vote. Elected officers with the exception of the Secretary shall serve for one year and may serve no more than two consecutive terms except that for special circumstances and upon recommendation of the Executive Committee, the term of an officer may be extended by annual approval of the Board.

E. Buildings and Grounds Committee

The Buildings and Grounds Committee shall consist of members of the Board appointed by the Chair, who shall serve as an ex-officio member with voting privileges. The committee shall meet as necessary to discharge its functions and to accomplish any special tasks assigned to it by the Board. In consultation with the President, the committee shall have the following regular functions.

1. To carry out, or require to be carried out, studies relating to sites, buildings, and grounds;
2. To recommend to the Board, the selection and terms of engagement of the institution's architect;
3. To recommend for inclusion in all planning, architectural, and construction contracts all appropriate provisions for the protection of the interests of the college;
4. To recommend to the Board, a long-range campus plan and architectural plans for all construction;
5. To make recommendations to the Board, regarding the immediate and long-range building and facilities needs of the college;
6. To recommend to the Board the call for bids on college construction and the awarding of contracts;
7. To make recommendations to the Board, regarding plans and programs of maintenance of the campus and its property and the beautification of the campus;
8. To recommend to the Board adequate fire, casualty, wind, hail, and flood insurance coverage of buildings and their contents;
9. To recommend to the Board the securing or granting of easements and rights-of-way.
10. To recommend revised policies regarding the safety and security of all buildings and campuses; and
11. To have such other functions, regular and special, as the Board may authorize.

F. Finance Committee

The Finance Committee shall consist of members of the Board appointed by the Chair, who shall serve as an ex-officio member with voting privileges. In consultation with the President, the committee

shall, subject to applicable standards of the State Board of Community Colleges, have the following functions:

1. To make recommendations to the Board regarding the fiscal policies of the college;
2. To receive, study, and recommend to the Board, with such modifications as it deems appropriate, the President's recommended annual budget;
3. To receive, study, and recommend to the Board, with such modifications as it deems appropriate, any special or unusual expenditures of any type recommended by the President;
4. To receive, study, and take such action as it deems appropriate on any reports concerning the budget, purchasing, or accounting functions as required by the President or presented to it by the President;
5. To recommend to the Board, policies and decisions regarding investment of any surplus or restricted monies;
6. To recommend to the Board, policies and decisions regarding receipt and disposition of grants, the care of all college securities, and contracts for instructional or research services or other purposes with private or governmental firms, persons, or agencies;
7. To support the President before the Boards of County Commissioners, the Legislature, the State Board of Community Colleges, the North Carolina Community College System, and other agencies and offices in matters concerned with the securing of adequate financial support for the needs of the college for current operating expenses and support for its needs for capital outlay;
8. To recommend policy to the Board concerning the receipt, security, depositing, accounting, and expending of all funds pertaining to the college, in accordance with the statutes and State Board of Community Colleges regulations;
9. To recommend to the Board appropriate bonding policy to govern college employees entrusted with funds of all kinds; and
10. To receive the annual audit reports from the college's designated auditing firm concerning the fiscal transactions of the college and receive a copy of the Foundation audit annually in order to make recommendations about such to the Board as it may deem appropriate.
11. To recommend to the County Commissioners adequate support of the current expenses of the College.
12. Provide an annual update of the needs of the college to all counties in the seven county service area.

G. Policy, Planning and Student Success Committee

The Policy, Planning, and Student Success Committee shall consist of members of the Board appointed by the Chair, who shall serve as an

ex-officio member with voting privileges. In consultation with the President, the committee shall have the following regular functions:

1. Be responsible for the preparation of all new policies and/or changes in existing policies;
2. Be responsible for by-laws review and changes as assigned by the board;
3. Be responsible for all long-range studies and projects actually assigned to other standing committees.
4. Be responsible for reviewing and recommending to the Board curriculum changes, the addition of new curricula, and the termination of existing curricula.
5. Be responsible for receiving and reviewing curricular program reviews, approving performance standards, and making recommendations for program improvement.
6. Be responsible for reviewing and recommending to the Board the academic calendar.
7. Be responsible for receiving and reviewing annual student success information (i.e., graduation rates, retention, and NCCCS Performance Measures for Student Success) and making recommendations for improvement.

ARTICLE V: MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Schedule of Meetings

A. Regular Meetings

The Board shall meet at least six times each year, with a minimum of one meeting per quarter. The regular meetings of the Board are held at the Elizabeth City Campus on a day agreed upon by the Board, unless the Chair shall fix another time and/or place for the meeting.

B. Special Meetings

In addition to regular meetings, special meetings may be called by the Chair of the Board, a majority of the trustees, or by the President of the College in consultation with the Chair as long as a reasonable notice is given. The business to be transacted at any special meeting shall be confined to such matters as have been specified in the call to members and officers of the Board.

C. Emergency Meetings

Emergency meetings may be called by the Chair or Vice Chair of the Board or by the President in consultation with the Chair when generally unexpected circumstances require immediate consideration and action by the Board. Notice shall be given of any emergency meeting in compliance with the Open Meetings Law. Only business connected with the emergency may be considered at an emergency meeting.

Section 2. Notification of Meetings

Members and officers of the Board and the President shall be notified in writing by the Secretary of the time and place of all meetings and the purpose of special meetings.

Section 3. Operational Guidelines

A. Parliamentary Rules

The latest edition of *Roberts' Rules of Order* shall be followed in conducting the meetings of the Board, unless otherwise provided by the Board.

B. Quorum

Fifty percent (50%) of the voting members then serving on the Board of Trustees in attendance at regular Board of Trustees meetings shall constitute a quorum for the transaction of business. The only exception is when the Board is electing or removing the College President. At that time a majority vote of all currently serving members of the Board shall be required.

C. Remote Participation in Committee meetings

1. Requirements for Remote Participation

To enable all members of the Board's committees to participate fully in committee meetings, the following requirements shall apply whenever a committee member can only participate in a committee meeting through electronic means. During a gubernatorially declared state of emergency the Board may participate in regular or special meetings through electronic means.

- a. The remote participant must notify the Office of The President at least 24 hours prior to the meeting to ensure that all requirements for remote participation, including technical and equipment needs can be addressed in advance of the meeting.

2. Rules for Remote Participation in committee meetings

- a. Technical arrangements must be made so that: the remote participant is able to hear the committee's discussion and any presentations as well as their comments being heard by all present for the meeting, including the public.
- b. The remote participant may vote on any matter.
- c. The remote participant will be included in determining whether a quorum is present for the meeting.

- d. The remote participant may not participate in closed session.
- e. The remote participant may not participate in any quasi-judicial proceeding.
- f. The committee minutes must reflect that the remote participant was not physically present.

3. Rules for Remote Participation in Regular or Special Meetings

- a. Technical arrangements must be made so that: the remote participant is able to hear the committee's discussion and any presentations as well as their comments being heard by all present for the meeting, including the public.
- b. The remote participant may vote on any matter.
- c. The remote participant will be included in determining whether a quorum is present for the meeting.
- d. The remote participant must identify himself or herself when the meeting commences.
- e. The remote participant must identify himself or herself prior to participating in deliberations, including making a motion, proposing amendments, and raising points of order.
- f. The remote participant must identify himself or herself prior to voting.
- g. All votes are roll call and no vote may be by secret or written ballot.
- h. The remote participant is counted as present for quorum purposes only in a closed session.
- i. All chats, instant messages, texts, or other written communications between members of the Board regarding the transaction of public business are public record.

D. Agenda

The Secretary of the Board shall prepare an agenda of items to be considered by the trustees. The Secretary shall send a copy of the agenda to each trustee prior to the regularly scheduled meeting. Exhibits and supportive data, pertinent to items on the agenda, will be distributed no more than one week prior to the regular meeting.

Section 4. Standard Order of Business

The standard order of business at meetings of the Board shall be determined by the Chair in order to discharge more efficiently the Board's business.

Section 5. Minutes

The minutes of each meeting shall be prepared and distributed after each regular or special meeting. Each set of minutes shall report the names of trustees who were present or absent. Minutes and a general account of each closed session shall be kept as required by law.

Section 6. Open Meetings

All meetings of the Board of Trustees shall be held in accordance with open meeting statutes of North Carolina.

Section 7. Closed Meetings

In accordance with General Statute 143-318.10, all meetings of the Board of Trustees, including any committees of the Board, shall be open to the public unless, consistent with the provisions of General Statute 143-318.11, a meeting is closed to the public by majority vote of a quorum. The Board shall only exclude the public from a meeting when a closed session is held as permitted under General Statute 143-318.11.

ARTICLE VI: BYLAWS AND POLICIES – REVISIONS

Section 1. Revisions

- A. Amendments to the bylaws may be proposed by any member of the Board of Trustees at any regular meeting of the Board for decision at a subsequent regular meeting. Adoption of amendments to the bylaws shall be by affirmative vote of at least 10 members of the Board of Trustees at a regular meeting.
- B. Revisions in Board policies may be made at a regular or special meeting. Such revisions shall be presented to the Board at a regular or special meeting, as recommended by the Policy, Planning and Student Success Committee. Adoption of revisions in Board policies shall be by affirmative vote of at least 10 members of the Board of Trustees at a regular meeting. The Chair has the authority to postpone the vote to a subsequent regular or special meeting.
- C. The Board may take immediate action to revise the bylaws or Board policy in an emergency situation, if such emergency is approved by two-thirds of the members present and voting.

ARTICLE VII: RULES OF CONDUCT FOR TRUSTEES

Trustees shall perform their official duties in a manner to promote the best interests of the College in serving the public. To help ensure the proper performance of their duties, the following Rules of Conduct are adopted.

Section 1. Conflicts of Interest

- A. A Trustee shall not knowingly use his or her position in any manner which will result in financial benefit, direct or indirect, to the Trustee, the Trustee's family, or an individual with whom or business, organization, or group with which the Trustee is associated. This provision shall not apply to financial and other benefits
 - 1. derived by a Trustee that he or she would enjoy to an extent no greater than that which other citizens of North Carolina would or could enjoy,
 - 2. rightfully gained by a Trustee pursuant to the proper performance of his or her official duties or State employment, or
 - 3. that are so remote, tenuous, insignificant, or speculative that a reasonable person would conclude under the circumstances that the Trustee's ability to protect interest and perform his or her official duties would not be compromised.

- B. A Trustee shall not, directly or indirectly, knowingly ask, accept, demand, exact, solicit, seek, assign, receive, or agree to receive anything of value for himself or herself, or for another person, in return for being influenced in the discharge of his or her official responsibilities, other than that which is received by the Trustee from the State for acting in his or her official capacity.

- C. A Trustee shall not solicit or receive personal financial gain, other than that received by the Trustee from the State for acting in his or her official capacity, for advice or assistance given in the course of carrying out the Trustee's duties.

- D. A Trustee shall not use or disclose information gained in the course of, or by reason of, his or her official responsibilities in a way that would affect a personal financial interest of the Trustee, a member of the Trustee's family, or a person with whom or business, organization, or group with which the Trustee is associated. A Trustee shall not improperly use or disclose any information deemed confidential by North Carolina law and therefore not a public record.

- E. A Trustee shall not cause the employment, appointment, promotion, transfer, or advancement of a family member to a State or local office or position which the Trustee supervises or manages. A Trustee shall not participate in an action relating to the disciplining of a member of the Trustee's family.

Section 2: Appearances of Conflict

- A. A Trustee shall make every effort to avoid even the appearance of conflict of interest. An appearance of conflict exists when a reasonable person would conclude from the circumstances that the Trustee's ability to protect the public interest, or perform public duties, is compromised by familial, personal, or financial interests. An appearance of conflict could exist even in the absence of a true conflict of interest.

- B. A Trustee shall take reasonable and appropriate steps, under the particular circumstances and considering the type of proceeding involved, to remove himself or herself, to the extent necessary to protect the public interest and comply with this Order, from any proceeding in which the Trustee's impartiality might reasonably be questioned due to the Trustee's familial, personal, or financial relationship with a participant in the proceeding. The definitions that relate are as follows:
 - 1. A "participant" includes but is not limited to
 - a. an owner, shareholder, partner, employee, agent, officer, or director of a business, organization, or group involved in the proceedings, or
 - b. an organization or group which has petitioned for rulemaking or has some specific, unique, and substantial interest in the proceeding.
 - 2. "Proceeding" includes, but is not limited to, both quasi-judicial proceedings (like contested case hearings) and quasi-legislative proceedings (like most rulemaking).
 - 3. A "personal relationship" includes, but is not limited to, one in a leadership or policy-making position (such as officers or directors) in a business, organization, or group.

- C. If a Trustee is uncertain whether the relationship in question justifies removing himself or herself from the proceeding pursuant to this subsection, then the Trustee shall disclose the relationship to the person presiding over the proceeding and seek appropriate guidance. The presiding officer, in consultation with legal counsel if necessary, shall then determine the extent to which, if any, the Trustee will be permitted to participate. If the affected Trustee is the person presiding, then the Vice-Chair or such other substitute presiding officer shall make the determination.

Section 3: Other Rules of Conduct

- A. A Trustee shall make a due and diligent effort before taking any action (such as voting or participating in discussions with other Trustees on

the board) to determine whether he or she has a conflict of interest or appearance of conflict.

- B. A Trustee shall continually monitor, evaluate, and manage his or her personal, financial, and professional affairs to ensure the absence of conflicts of interest and appearances of conflicts.

Section 4: Trustee Expectations

To perform the duties of this office and conduct college business, there are general expectations for trustee's action and behavior, including the following:

1. Knowing the college's mission, purpose, goals, objectives, policies, programs, services, strengths, and needs;
2. Attending all regular and special Board meetings as well as all regular and special Board committee meetings unless the absence is unavoidable;
3. Serving in Board leadership positions and on Board committees;
4. Reading and reviewing the college's financial statements and reports and faithfully upholding the Board's fiduciary responsibility.
5. Avoiding judgments based on information received from individuals employed, served by, or associated with the college that come to the trustee by means other than through the established processes of the Board, and directing individuals with grievances to follow the college's established policies and procedures for redress;
6. Reviewing the agenda and the meeting materials before attending the meetings and requesting any clarifications of information as needed;
7. Following the agenda during the meeting and discussing new business at the appropriate time;
8. Keeping comments and discussion points focused on the matters at hand;
9. Speaking in a voice everyone can hear and addressing the entire Board with comments and discussion points;
10. Summing up comments if discussion points made to the Board are long or numerous;
11. Presenting disagreeing opinions in a constructive manner and refraining from making critical comments of a personal nature;
12. Suggesting agenda items to assure that significant policy-related matters are addressed;
13. Avoiding making any requests directly to college employees for extensive information as well as professional and personal viewpoints without prior consultation with the Board Chair and the college's President;
14. Serving the college as a whole rather than any special interest groups or constituencies;
15. Protect the institution from undue influence by external persons or bodies;

16. Ensure the Board is not controlled by a minority of board members or by organizations or institutions separate from it;
17. Maintaining independence and objectivity and doing what is appropriate when a sense of fairness, ethics, and personal integrity dictate even though not necessarily obliged to do so by law, regulation, or custom; and
18. Rejecting any offers of favors or gifts from or to anyone who is employed or served by the college or who is doing business with the college.
19. Trustees are responsible to complete the required ethics training as prescribed by the State of North Carolina.
20. Trustees are required to file a Statement of Economic Interest, as required by the State of North Carolina, upon appointment to the Board, and as required annually.
21. Complying with all applicable aspects and requirements of the Open Meetings Law, Chapter 143, Article 33C of the General Statutes and the Public Records Act, Chapter 132 of the General Statutes.
22. Conducting an annual self-evaluation initiated by the Board Chair to determine the extent to which the Board of Trustees has met its own responsibilities and expectations.