

BYLAWS
OF
THE BOARD OF TRUSTEES
OF
HALIFAX COMMUNITY COLLEGE

Adopted: January 30, 2007

Amended: March 30, 2010

Amended: May 30, 2011

Amended: August 27, 2013

Amended: August 25, 2015

Amended: August 30, 2016

Amended: May 23, 2017

Amended: February 6, 2018

TABLE OF CONTENTS

THE BYLAWS OF THE BOARD OF TRUSTEES
OF
HALIFAX COMMUNITY COLLEGE

Article I.	Responsibility and Membership	3
Article II.	Powers and Duties of the Board of Trustees	4
Article III.	Officers and Their Duties	5
Article IV.	Committees	8
Article V.	Meetings	12
Article VI.	Policies and Regulations	14
Article VII.	Adoption and Amendment	15

ARTICLE I
Responsibility and Membership

Section 1. Jurisdiction and Responsibility

- a. The Board of Trustees is a body corporate established under the provisions of Chapter 115D of the General Statutes of North Carolina, and subject to the General Statutes of North Carolina, the Board possesses all of the powers of a body corporate for the purpose created by or that may exist under provisions of law.
- b. 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.
- c. The official title of the Board of Trustees, and the corporate name of the institution, shall be “The Trustees of Halifax Community College.”
- d. The Board of Trustees shall hold title to all real and personal property purchased or donated to the College, except any personal property furnished by the State of North Carolina.
- e. 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 2. Membership

- a. The Board shall consist of thirteen (13) members in three (3) groups of four (4) trustees each and the president of the Student Government Association. The four (4) trustees in Group One shall be jointly elected by the Roanoke Rapids Graded School District, Weldon City, and Halifax County Boards of Education. The four (4) trustees in Group Two shall be elected by the Halifax County Board of Commissioners. The four (4) trustees in Group Three shall be appointed by the Governor of North Carolina. The president of the Student Government Association shall serve as an ex officio, non-voting member.
- b. The terms of the members of the Board, except the student member, shall expire on June 30, of every year. All terms, except that of the student member, shall be four (4) years and shall commence on July 1. The student member’s term shall commence on the fourth Tuesday in May for a term of one (1) year as president of the Student Government Association.

- c. All trustees, except the student member, should be residents of the service area, acknowledging, however, that residency is controlled by Section 115D-12 (b) of the General Statutes of North Carolina.
- d. Vacancies occurring in any group for whatever reason shall be filled for the remainder of the unexpired term by the agency or agencies authorized to select the trustees of that group and in the manner in which regular selections are made. Should the selection of a trustee, with the exception of the student member, not be made by the agency or agencies having the authority to do so within sixty (60) days after the date on which a vacancy occurs, whether by creation or expiration of a term, or for any other reason, the Governor shall fill the vacancy by appointment for the remainder of the unexpired term.
- e. Under state law, the Board of Trustees may declare vacant the office of a member who does not attend three consecutive scheduled meetings without justifiable excuse. The Chair of the Board of Trustees shall have the authority to determine if the members have a justifiable excuse. If granted, the member's attendance in the official minutes will be reflected as an excused absence. The Board of Trustees may also declare vacant the office of a member, who without justifiable excuse, does not participate within six months of appointment in a trustee orientation and education session sponsored by the North Carolina Association of Community College Trustees.

**ARTICLE II
Powers and Duties of the Board of Trustees**

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 the approval of the State Board of Community Colleges.
- 2. Provide for the employment of vice presidents, upon nomination by the President, subject to standards established by the State Board of Community Colleges and approval by the Board of Trustees. One action by the Board for election of these vice presidents shall be effective for the term of their contract.
- 3. 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 40A, 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 NCGS 115D-15, likewise upon approval of the State Board of Community Colleges.

4. Apply the standards and requirements for admission and graduation of students and other standards established by the State Board of Community Colleges.
5. 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.
6. 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.
7. Initiate the establishment and termination of programs of instruction within the College upon recommendation by the President.
8. 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.
9. Approve and submit current expenses and capital outlay budgets.
10. 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.
11. Adopt policies for inclusion in the Policies Manual of the Board of Trustees of Halifax Community College.

ARTICLE III Officers and Their Duties

Section 1. Election and Term of Office

- a. The corporate officers of the Board of Trustees shall be the Chair, the Vice Chair, and the Secretary.
- b. The Chair and Vice Chair shall be elected by the Board of Trustees from its membership.
- c. The Secretary, who need not be a member of the Board of Trustees, shall be elected by the Board.

- d. The officers shall be elected for a period of one (1) year.
- e. The officers shall be elected at the regular August meeting and shall serve from August 1 until the following June 30, or until such later date as their successors shall be elected or confirmed.
- f. The President of the College shall be the chief administrative officer of the College and he/she shall serve on appointment by the Board under terms set by the Board.
- g. The Chair shall appoint a Nominating Committee at the regular May meeting of each year. The purpose of the Nominating Committee shall be to prepare a slate of officers for consideration by the Board. When selecting a slate of officers, this *ad hoc* committee will give equal consideration to all members of the Board. The election of officers shall be conducted by the Chair of the Nominating Committee at the regular August meeting of the Board.

Section 2. The Chair of the Board of Trustees

The Chair shall appoint the members of all the committees of the Board, execute contracts and other documents on authority by and in the name of the Board; preside at all meetings of the Board; and discharge all other functions delegated to him/her by the Board.

Section 3. The Vice Chair of the Board of Trustees

The Vice Chair 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; discharge any other functions assigned by the Chair or delegated to the Vice Chair by the Board; and 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 4. The Secretary of the Board of Trustees

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 the same by his signature; have custody of all official records and documents of the Board; 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 Halifax Community College; and issue, after conferring with the Chair, notice of all meetings of the Board to members of the Board and to the President of the College.

Section 5. The President of the College

The President shall:

- a. 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.
- b. Attend all meetings of the Board of Trustees and any other meeting where his/her attendance is requested.
- c. Be responsible for all administrative and managerial aspects of the development and operation of the College.
- d. 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 interests of the College.
- e. Recommend, in the following broad fields, all educational programs and co-curricular programs which he 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: courses and programs in general adult education; courses and curricula in vocational, trade, and technical specialty areas; organized curricula for the preparation of technicians; freshman and sophomore courses of a college of arts and sciences; and any other program deemed to be necessary.
- f. Appoint lay advisory committees for particular programs of the College where needed.
- g. Advise the Building and Grounds Committee and the Board on the planning, construction, and modification of physical facilities.
- h. Advise the Finance Committee and the Board on the financial and budgetary needs of the College;
- i. Discharge any other functions that the Board may delegate to him/her.
- j. In consultation with appropriate administrators, the President shall establish salaries of all employees, except his/her own, and arrange for proper promotions, provided that the salaries and all promotions are subject to State budgetary limits and guidelines; and, provided that all salaries and promotions are in harmony with any guidelines which may be adopted from time to time by the Board of Trustees.

- k. Be authorized to sign contracts in the name of the College, subject to the approval and direction by the Board of Trustees, consistent with the policies, rules, regulations, and laws of the State of North Carolina.
- l. 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 for such term and under such terms and conditions as the Board may establish.
- m. The Board shall at all times exercise its control of the College through the President.
- n. Be responsible for the selection and employment of personnel required for the operation of the College (other than the Vice Presidents who are nominated by the President for approval by the Board), subject to the standards established by the Board and the State Board of Community Colleges, and also subject to the annual approval of the Board of Trustees.
- o. 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.
- p. Recommend items to be included in the current expense budget and the capital outlay budget.
- q. 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, regulations and directions of the Board.

ARTICLE IV Committees

Section 1. Types of Committees 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 institution's welfare. The Chair shall, at least annually but as often as he deems appropriate, appoint the members of all committees.

Section 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 *ad hoc* committee shall cease to function upon presentation of its final report. Since the Board of Trustees is a body corporate as defined by North Carolina General Statute 115D-14, members of the board can take no valid action except as a body at meetings properly convened and conducted.

Section 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 its 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.

b. The Building, Grounds and Finance Committee

The Buildings, Grounds, & Finance Committee shall consist of the (5) members of the Board to be appointed by the Chair of the board. The Committee shall, subject to applicable standards of the State Board of Community Colleges, have the following regular functions:

- i. To carry out, or require to be carried out, studies relating to sites, buildings, grounds, and finance.
- ii. To make recommendations to the Board regarding the fiscal policies of the College.
- iii. To recommend to the Board the selection of the College's architect. The architect will then report directly to the president.
- iv. To receive, study, and recommend to the Board, with such modifications as it deems appropriate, the President's recommended budgets for current operations and capital outlays.
- v. To recommend for inclusion in all planning, architectural and construction contracts, all appropriate provisions for protection of the interests of the institution.
- vi. To receive, study, and recommend to the Board, with expenditures of any type recommended by the President.
- vii. To recommend to the Board, after consultation with the President, a long-range plan and architectural plans for all construction.
- viii. To receive, study, and take such action as it deems

appropriate on any reports on the budget, purchasing, and accounting functions required of it by, or presented to it by the president.

- ix. To make recommendations to the Board, after consulting with the President, regarding the immediate and long-range building and facility needs of the institution.
- x. To recommend to the Board policies and decisions regarding investment of any surplus or restricted monies.
- xi. To authorize the President to issue calls for bids on institutional construction and the awarding of contracts when specifically authorized to do so by previous Board action.
- xii. To recommend to the Board policies and decisions regarding the receipt and disposition of any monetary bequests, gifts, grants, and donations, and the care of all College securities.
- xiii. To make recommendations to the Board, after consultation with the President, regarding plans and programs of maintenance of the campus and its property and regarding beautification of the campus.
- xiv. To review all matters concerned with securing the adequate financial support for the needs of the College for current operating expenses and support for its needs for capital outlay before the presentation to the Halifax or Northampton County Commissioners and other agencies and offices by the President or designee.
- xv. To recommend to the Board of Trustees the securing of granting of easements and rights-of-way.
- xvi. To recommend to the Board policy to govern the receipt, security, depositing, accounting, and expending of all trust and non-trust funds pertaining to the College, in accordance with the law and State Board of Community College regulations.
- xvii. To recommend to the Board appropriate bonding policy to govern College employees entrusted with funds of all kinds.
- xviii. To receive and examine the audit of the College books and make such recommendations to the Board as it deem appropriate.
- xix. The Buildings, Grounds, and Finance Committee shall review and study, the Presidential Supplemental Compensation

annually, and recommend action to the full board.

- xx. At each meeting of the Board, the Buildings, Grounds, and Finance Committee may submit a report of its activities since the last meeting of the Trustees, with such suggestions and recommendations as it shall deem expedient for the best interest of the College.
- xxi. The Buildings, Grounds, and Finance Committee shall have such other functions, regular and special, as the Board may authorize.

c. The Personnel and Student Services Committee

The Personnel and Student Services Committee shall consist of three (3) members of the Board of Trustees to be appointed by the Chair of the Board. The Committee shall, subject to applicable standards of the State Board of Community Colleges, have the following regular functions:

- i. The Committee shall function as an appeals board as pertaining to faculty, staff, and/or student grievances. Requests for hearings shall be made in writing to the Chair of the Committee in accordance with the policies and procedures of the Board of Trustees. The Committee only makes recommendations to the full Board on any hearings conducted.
- ii. At each meeting of the Board, the Committee may submit a report of its activities since the last meeting of the Trustees, with such suggestions and recommendations as it shall deem expedient for the best interests of the College.
- iii. The Committee may at any time request the counsel of the Board before making a decision, even when the Committee is authorized to act.
- iv. The Committee will review and recommend to the Board policy changes regarding Student Services and the Student Association.
- v. The Committee shall have such other functions, regular or special, as the Board may authorize.

d. The Academic Committee

The Academic Committee shall consist of three (3) members of the Board of Trustees to be appointed by the Chair of the Board. The Committee shall, subject to applicable standards of the State Board of Community Colleges, have the following regular functions:

- i. To recommend to the Board of Trustees to establish or terminate programs of instruction within the College.
- ii. To review those programs which need to be expanded, reduced, implemented or terminated.
- iii. To be knowledgeable of the procedures required for program changes both at the institution and state level.

ARTICLE V Meetings

Section 1. Regular Meetings

The regular meetings of the Board normally shall be held the last Tuesday of each month (except for July and December when no regular meeting of the Board shall be scheduled), at 10:00 a.m., as designated in the regular notice. The Board will meet in the Board Room of the College located on the main campus in Weldon, unless another time or location is authorized by the Chair and proper notice thereof is given.

Section 2. Special Meetings

- a. The time, place, and purpose(s) of special meetings may be fixed by the Chair or by the President.
- b. The business to be transacted at any special meeting of the Board shall be restricted to such matters as have been specified in the call to members and officers of the Board.

Section 3. Notice of Meetings

Members and officers of the Board and the President shall be sent notification by electronic means from the secretary as to the time and place of all meetings and the purpose(s) of special meetings at least five (5) days in advance of meetings. Weekends and holidays do not count toward the required notice. Public notice of any meeting of the Board shall be given as required by North Carolina General Statute 143-318.12 entitled "Public Notice of Official Meetings."

Section 4. Quorums

- a. Seven (7) members of the Board of Trustees in actual attendance of meetings shall constitute a quorum for the transaction of business. A trustee shall be deemed in actual attendance at a meeting of the Board of Trustees, if that trustee participates in the meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. No business shall be transacted without an affirmative vote of at least four

- (4) members of the Board.
- b. A majority vote 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 of a President.
 - c. All qualified members of the Board, except the Student Government Association President, may vote on all matters coming before the Board for consideration, but no member may vote by proxy. No vote concerning any matter under consideration by the Board, or a committee of the Board, may be cast by mail.

Section 5. **Agenda**

- a. The President of the College will provide the Chair with a list of those items to be presented to the Board with his recommendations and, where appropriate, with thirteen (13) 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 ten (10) working days prior to the regular Board meeting.
- b. 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 he receives such items.
- c. The final agenda shall be approved at the beginning of each

meeting. Section 6. **Open Meetings**

All regular and special meetings of the Board shall be open to the public except during a closed session.

Section 7. **Parliamentary Rules**

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

Section 8. **Individual or Group Hearings**

Any individual or organized group who desires to appear before the Board shall state in writing the purpose of such appearance and the name of each person who is to appear as a spokesperson. The statement shall be filed with the Chairman at least ten (10) working days in advance of the meeting at which the appearance is desired in order that it may be included in the agenda for the meeting. Oral statements made by persons wishing to address the Board shall be limited to five minutes each, for a total of thirty minutes per meeting of the Board; provided that the Chair may terminate any presentation if it is deemed to be non-applicable.

ARTICLE VI Policies and Regulations

Section 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 2. Notification and Publication

The Secretary of the Board of Trustees shall be responsible for providing each member of the Board and the President a copy of all current Board bylaws, policies, and regulations. Further, these documents are public documents and shall be available for public inspection by interested persons at reasonable times during regular business hours of the College.

Section 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 4. Office of Record

The Board shall maintain its office of record in the administrative offices in Building 100 on the main campus of Halifax Community College.

Section 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. Conflicting Authority

In the event of conflict between these bylaws, the Corporate Charter, or 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 7. Code of Ethics

Members of the Board shall recognize their responsibility to subject themselves to the ethics laws and conflict of interest laws of the State of North Carolina.

Trustees shall also follow the additional Code of Ethics:

1. In transacting board business, each Halifax Community College Board of Trustee shall act always in the best interest of the public without regard for his or her or

their family's financial interests. To this end, each trustee must recuse herself or himself from voting on any matter on which the trustee has a financial interest.

2. No person serving on the Halifax Community College Board of Trustees shall accept a gift from any contractors, subcontractors, or suppliers of the trustee's board. This provision does not prohibit a trustee from accepting a gift that would be permitted under the State Ethics Act, regardless of whether the appointee is covered by the State Ethics Act.
3. If any person appointed to serve on the Halifax Community College Board of Trustees is indicted for a felony by a state or federal grand jury or fails to fully cooperate in an investigation conducted by a state or federal agency pursuant to law, such action shall constitute grounds for removal from the board for misfeasance, malfeasance, or nonfeasance pursuant to N.C. Gen. Stat. §143B-13(d), N.C. Gen. Stat. § 143B-16, or other applicable statutes or regulations.

ARTICLE VII

Adoption and Amendments

Section 1. Adoption

Adoption of these bylaws shall be by affirmative vote of a majority of the members of the Board of Trustees present and voting at a regular meeting, provided that each member has been mailed notices at least fifteen (15) days prior to the meeting and that each member has been mailed a copy of the bylaws at least fifteen (15) days prior to the meeting.

Section 2. Amendments

Amendments to these 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 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 be by affirmative vote of at least nine (9) present and voting members of the Board.

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