

BYLAWS OF THE TRUSTEES OF CRAVEN COMMUNITY COLLEGE

Approved by the Board of Trustees
August 15, 2017
Supersedes November 2015 Bylaws

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ARTICLE I

BOARD OF TRUSTEES

SECTION 1. Name: The official title of the Board of Trustees of Craven Community College (the “Board of Trustees”) is “The Trustees of Craven Community College,” which also is the official corporate name of Craven Community College (the “College”).

SECTION 2. Jurisdiction: The Board of Trustees is a body corporate possessing all powers related thereto, including, but not limited to powers to acquire, hold, and transfer real and personal property, to enter into contracts, to institute and defend legal actions and suits, and to exercise such other rights and privileges as may be necessary for the management and administration of the College in accordance with the provisions of Chapter 115D of the North Carolina General Statutes and other applicable laws, rules, and regulations.

The Board of Trustees holds title to all real and personal property donated to the College by private persons or purchased with funds provided by the College’s tax-levying authorities.

SECTION 3. Powers and Duties of Trustees: The Board of Trustees constitutes the local administrative board of the College, with such powers and duties as are provided in Chapter 115D of the North Carolina General Statutes and as are delegated to it by the North Carolina State Board of Community Colleges (the “State Board”). The powers and duties of the Board of Trustees include, but are not limited to, the following:

- (a) To elect the President of the College ("President") for such term and under such conditions as the Board of Trustees may fix, subject to the approval of the State Board, and to evaluate the President annually and notify the State Board in writing that its evaluation has been completed by July 1 of each year;
- (b) To elect or employ all other personnel of the College upon nomination by the President, subject to standards established by the State Board, which power hereby is delegated by the Board of Trustees to the President;
- (c) To approve an annual budget that is preceded by sound planning and is subject to sound fiscal procedures consistent with Article 4A of Chapter 115D of the North Carolina General Statutes;
- (d) To purchase any land, easement, or right-of-way which shall be necessary for the proper operation of the College, upon approval of the State Board and, if necessary, to acquire land by condemnation in the same manner and under the same procedures as provided in Chapter 40A of the North Carolina General Statutes. For purposes of condemnation, the determination by the Board of Trustees as to the location and the amount of land to be taken and the necessity therefore shall be conclusive;
- (e) To apply the standards and requirements for admission and graduation of students and other standards established by the State Board;

- (f) To receive and accept donations, gifts, bequests, and the like from private donors and to apply them or invest any of them and apply the proceeds for purposes and upon the terms which the donor may prescribe and which are consistent with the provisions of Chapter 115D of the North Carolina general Statutes and the regulations of the State Board;
- (g) To provide all or part of the instructional services for the College by contracting with other public or private organizations or institutions in accordance with regulations and standards adopted by the State Board;
- (h) To encourage the establishment of private, nonprofit corporations to support the College, to approve any assignment by the President of any College employees to assist with the establishment and operation of any such corporations and any decision by the President to make available office space, equipment, supplies, and other related resources to any such corporation, and to review the annual financial audit report of any such corporation;
- (i) To enter into guaranteed energy savings contracts pursuant to Part 2 of Article 3B of Chapter 143 of the North Carolina General Statutes;
- (j) To perform all other acts and do all other things as may be necessary or proper for the exercise of the specific powers set forth herein or as may additionally be authorized under Chapter 115D of the North Carolina General Statutes and other applicable laws, rules, and regulations;
- (k) To support the Craven Community College Foundation;
- (l) To ensure the interests of the general public are fairly represented when debating and discussing issues and when making policy decisions;
- (m) To support the College and its administration in the public domain; and
- (n) To engage annually in Board development and self-appraisal activities.

SECTION 4. Office of Record: The Board of Trustees shall maintain its office of record at the Office of the President, which shall be located on the premises of the College in Craven County.

ARTICLE II

MEMBERSHIP OF THE BOARD

SECTION 1. Number and Selection: The Board of Trustees shall be composed of Trustees selected in accordance with Section 115D-12 of the North Carolina General Statutes.

SECTION 2. Terms: Trustees shall serve their terms in accordance with Section 115D-13 of the North Carolina General Statutes.

SECTION 3. Removal of Trustees: As allowed by Section 115D-19 of the North Carolina General Statutes, if the State Board has sufficient evidence that any member of the Board of Trustees is not capable of discharging or is not discharging the duties of his or her office as required by law or lawful regulation, or is guilty of immoral or disreputable conduct, the State Board shall so 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, a meeting of the Board of Trustees shall be held for the purpose of investigating the charges, at which meeting a representative of the State Board may appear to present evidence of the charges. The allegedly offending member shall be given at least ten (10) business days' written notice of the meeting, which notice shall be deemed proper and adequate, and the findings of the remaining 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 and shall notify the appropriate appointing agency of the vacancy. In addition, the Board of Trustees may hold a hearing in accordance with Section 115D-19 of the North Carolina General Statutes upon evidence known or presented to it of conduct covered by this Section by a member of the Board of Trustees.

The Board of Trustees also may declare vacant the office of a member of the Board of Trustees who does not attend three consecutive meetings of the Board of Trustees or fails to participate within six months of appointment in a trustee orientation and education session sponsored by the North Carolina Association of Community College Trustees without justifiable cause and prior notification. Upon such event, the Board of Trustees shall notify the appropriate appointing agency of the vacancy.

SECTION 4. Vacancies: Any Trustee vacancy, occurring for whatever reason, shall be filled for the remainder of such Trustee's unexpired term by the agency authorized to select the Trustee and in the manner in which regular selections are made. Should the selection of a Trustee not be made by the agency having the authority to do so within sixty (60) calendar 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.

SECTION 5. Conflicts of Interest:

- (a) Goods, Wares, and Merchandise. No member of the Board of Trustees, nor any officer, agent, manager, instructor, or employee of the Board of Trustees, shall have any pecuniary interest, either directly or indirectly, proximately or remotely, in supplying any goods, wares, or merchandise of any nature or kind whatsoever for the College; shall act as agent for any manufacturer, merchant, dealer, publisher, or author for any article of merchandise to be used by the College; or shall receive, directly or indirectly, any gift, emolument, reward, or promise of reward for his or her influence in recommending or procuring the use of any manufactured article, goods, wares, or merchandise of any nature or kind whatsoever by the College.

- (b) Business Transactions. Except as expressly permitted by law, no member of the Board of Trustees, nor any employee of the Board of Trustees, shall enter into or otherwise participate in, directly or indirectly, any business transaction involving College funds with any firm, corporation, partnership, person, or association which at any time during the preceding two (2) year period had a financial association with such member or employee. The fact that a person owns ten percent (10%) or less of the stock of a corporation or has a ten percent (10%) or less ownership interest in any other business entity, or is an employee of that corporation or other business entity, shall not be deemed to make the person one who "had a financial association" with the corporation or other business entity; provided, however, that the Board of Trustees shall authorize the business transaction at issue with such corporation or other business entity by specific resolution, on which such person shall not vote.
- (c) Employment. No person who is currently or has been employed on a full-time basis by the College within the prior five years or who is a spouse or child of a person currently employed on a full-time basis by the College shall serve on the Board of Trustees. No member of the Board of Trustees shall apply for employment with or shall serve as an employee of the College in any capacity, whether as a part-time, full-time, temporary, or regular employee, or otherwise, while he or she is serving as a member of the Board of Trustees, nor shall a former member of the Board of Trustees serve as an employee of the College in any capacity within five years of the end of the latest year of service as a Trustee.

ARTICLE III

ORGANIZATION OF THE BOARD OF TRUSTEES

SECTION 1. Officers: The officers of the Board of Trustees shall consist of a Chair, a Vice-Chair, and a Secretary, each of whom shall be elected by the Board of Trustees. Both the Chair and the Vice-Chair shall be elected from the membership of the Board of Trustees; the Secretary may be (but is not required to be) elected from the membership of the Board of Trustees. The President shall be the executive officer of the Board of Trustees and shall serve upon appointment by and at the pleasure of the Board of Trustees, subject to any valid employment agreement the Board of Trustees may enter into with the President. Officers of the Board of Trustees shall be elected and installed during the June meeting of the Board of Trustees (or other such date allowed by this section). The new terms of office shall commence immediately after installation, such installation occurring as near as practicable to the end of the meeting where the officers are elected. If extenuating circumstances prevent the Board of Trustees from meeting, electing, or installing officers at the July meeting, the then-serving officers shall continue to serve until their replacements have been elected and installed at such time as the Board of Trustees determines is appropriate.

SECTION 2. Term: The Chair, the Vice-Chair, and the Secretary shall be elected for terms of one year each and shall be eligible for re-election by the Board of Trustees following the expiration of a term as set forth herein. Except as allowed in Section 8 of Article III of these Bylaws, a Trustee may serve a maximum of two consecutive terms in each of the offices of Chair and Vice-Chair (for example, two years as Vice-Chair and two years as Chair), but may serve again in either such office following a period of at least one year out of such office. The terms of the officers shall commence on July 1. The officers shall serve until their successors are elected notwithstanding any limitations on the number of terms set forth herein.

SECTION 3. Chair: The Chair shall call meetings of the Board of Trustees and preside at all meetings of the Board of Trustees, shall appoint members of all committees of the Board of Trustees after the Board of Trustees has elected committee chairs, may serve as an ex-officio voting member (and be counted toward quorum) in any committee meeting otherwise lacking a quorum, shall facilitate discussion and decision making by the Board of Trustees, shall execute all contracts and other documents on authority by and in the name of the Board of Trustees, shall serve as the representative and spokesperson of the Board of Trustees, shall act as liaison with the President and provide counsel and consultation to the President, and shall discharge all other functions delegated to him or her by the Board of Trustees.

SECTION 4. Vice-Chair: The Vice-Chair shall preside at all meetings of the Board of Trustees in the absence of the Chair, shall perform all duties of the Chair with full authority during the absence or disability of the Chair, and shall discharge any other functions delegated to him or her by the Board of Trustees.

SECTION 5. Secretary: The Secretary shall keep an accurate record of the proceedings of the Board of Trustees; shall have custody of the Corporate Seal of the Board of Trustees and shall affix it to official documents and attest to same by his or her signature; shall have custody of all official records and documents of the Board of Trustees, shall prepare and maintain an indexed compilation of all bylaws of the Board of Trustees and any amendments thereto and a copy of all rules, regulations, policies, and procedures relating to the operation of the Board of Trustees and any amendments thereto, the whole of which shall be known as the Operating Manual of the Trustees of Craven Community College; and shall issue, upon direction by the Chair or President, as applicable, notice of meetings of the Board of Trustees to members of the Board of Trustees and to the President. The President may serve as Secretary, but if the President does not serve as Secretary, then the President shall assist the Secretary in the performance of these duties and may serve as Acting Secretary in the event the person holding the office of Secretary is unable to do so.

SECTION 6. President: The President, as the executive officer of the Board of Trustees, shall attend and participate in, without vote, all meetings of the Board of Trustees, except where his or her absence is expressly desired or during any portions of such meetings when the Board of Trustees is in closed session (unless otherwise requested by the Board of Trustees); shall submit recommended policies, procedures, and policy decisions to the Board of Trustees or any committee thereof when requested to do so by the Board of Trustees or such committee or when the President deems it to be in the best interest of the College to do so; shall recommend all curriculum programs and non-curriculum programs which the President deems to be in the best

interests of the citizens of the College's service area as established by the State Board and to contribute to the overall mission of the College and which are educationally and financially feasible and are not in conflict with the requirements of the North Carolina General Statutes, the standards of the State Board, or other applicable laws, rules, or regulations, and shall monitor the quality and viability of such programs and instruction and advise the Board of Trustees concerning the status of such programs and instruction; shall establish the monthly and annual salaries or hourly rates of pay for full-time and part-time College personnel other than the President within the budget approved for the College by the State Board and in accordance with regulations approved by the State Board; shall advise the Board of Trustees on the financial and budgetary needs of the College; and shall perform all other acts and do all other things as the President may be authorized to perform and do under Chapter 115D of the General Statutes and other applicable laws, rules, and regulations, and/or as are delegated to him or her by the Board of Trustees, in compliance with all applicable policies and procedures established by the Board of Trustees.

SECTION 7. Nominating Committee: Prior to the June Meeting of the Board of Trustees, the Chair shall appoint a Nominating Committee consisting of at least three Trustees who shall prepare a proposed slate of officers and Standing Committee chairs to serve for the following year. The chair of the Nominating Committee should ideally have previously served as a Chair of the Board of Trustees. The Nominating Committee shall present such slate at the Board of Trustees June Meeting, or at such other time the Board of Trustees determines is appropriate, for the Board's consideration, revision, deliberation and approval.

SECTION 8. Vacancies: In the event of a vacancy in the Vice-Chair, Secretary, or committee chair's position, the Chair shall appoint a Trustee to the vacant position on an interim basis until the Board selects a Trustee to serve the remainder of the vacant position's term. In the event the Chair's position becomes vacant, the Vice-Chair shall assume the office of Chair and serve for the remainder of such term. The Board shall select a Vice-Chair to fill the then-vacant Vice-Chair's position at such time the Board determines appropriate. If a Trustee is elected to fill an unexpired term of the office of Chair or Vice-Chair that has been vacated prior to expiration of the current term, then the Trustee filling such unexpired term shall serve the remainder of that term. If less than six months remain in the unexpired term, the Trustee may serve for up to two more consecutive years in that office. If more than six months remain in the term being filled, then the Trustee may serve in that capacity for one year following the expiration of the term being filled.

ARTICLE IV

MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1. Regular Meetings: The regular meetings of the Board of Trustees shall be held on the campus of the College seven times annually, plus one meeting to be held in conjunction with a Board retreat. The Chair may set another time and/or place for any meeting of the Board upon proper notice. The Board of Trustees shall cause a current copy of any schedule of regular meetings established by it (whether as specified herein or otherwise), showing the time and place of the regular meetings, to be kept on file with the Secretary. If the Board of Trustees or the

Chair changes the Board of Trustees' schedule of regular meetings, the Board of Trustees shall cause a revised schedule of regular meetings to be filed with the Secretary at least seven calendar days before the date of the first meeting held pursuant to the revised schedule.

SECTION 2. Special or Emergency Meetings: Special or emergency meetings of the Board of Trustees may be called by or at the request of the Chair or the President or by a quorum of the members of the Board of Trustees. Such meetings shall be held on the campus of the College, if at all possible, at a time fixed by the person or persons calling such meeting. An emergency meeting shall be called only because of generally unexpected circumstances that require immediate consideration by the Board of Trustees. The business to be transacted at any special or emergency meeting shall be confined to business set forth in the notice of such meeting. If practical, Trustee participation in special or emergency meetings by electronic means will be permissible if personal attendance is not possible.

SECTION 3. Notice of Meetings and Agendas:

- a) Regular meetings held at the regular appointed time may consider any business of the Board of Trustees without prior notice, but special and emergency meetings shall be restricted to those topics published in the notice.
- b) Special and emergency meeting notices shall contain a general description of the topics to be covered during such meeting or as otherwise required by the North Carolina Open Meetings Law.
- c) The Chair, in coordination with the President, shall take reasonable steps to prepare an agenda for each meeting, but such agenda is not required and is intended only for use as a means to facilitate meeting business.
- d) Notice of regular, special, and emergency meetings:
 - i. Shall be provided to the public as required by the North Carolina Open Meetings Law; and
 - ii. Shall be provided to the Trustees, through any reasonable means, including but not limited to e-mail, determined appropriate by the Chair or President, at least forty-eight hours in advance of regular and special meetings and as soon as practicable in the case of emergency meetings.

SECTION 4. Waiver of Notice: Any member of the Board of Trustees or the President may waive notice of any meeting. The attendance by any such person at a meeting shall constitute a waiver of notice of such meeting, except where the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened. Notice required by the North Carolina Open Meetings Law may not be waived.

SECTION 5. Reserved:

SECTION 6. Quorum: Seven voting members of the Board of Trustees in attendance at a meeting shall constitute a quorum for the transaction of business. Each member present, except for ex officio nonvoting trustees, shall have one vote.

SECTION 7. Manner of Acting: The act of the majority of the Trustees voting shall constitute an official action of the Board of Trustees. No proxy voting by any Trustee shall be allowed at any meeting. In the event of a tie vote, the motion or other issue upon which the vote is being taken shall fail.

SECTION 8. Order of Business: The regular order of business at meetings of the Board of Trustees may be in any order that facilitates the meeting, but such regular order should include whenever practical, the following agenda items:

- a) Call to order, roll call, and announcement of conflicts of interest statement.
- b) Consideration and disposition of minutes.
- c) Reports of committees.
- d) Unfinished business.
- e) New business.
- f) Report by the President.

The Chair, in coordination with the President, or the Board, upon motion, may alter this order of business in order to better facilitate the meeting's business.

SECTION 9. Closed Sessions: A closed session shall be held at any meeting upon a motion of any member of the Board of Trustees duly made and adopted at an open meeting. Each closed session shall be undertaken for the discussion of matters authorized to be discussed in closed session pursuant to Section 143-318.11 of the North Carolina General Statutes or any other applicable statute, as the same from time to time may be amended. Procedures for a closed session shall be determined by the Board of Trustees and shall be carried out pursuant to the North Carolina Open Meetings Law. The Board of Trustees shall periodically (at least annually) review closed session minutes while in closed session for the purpose of determining which closed session minutes must be made available to the public in accordance with the North Carolina Public Records Law.

SECTION 10. Parliamentary Rules. The most recent edition of Robert's Rules of Order shall be followed in conducting the meetings of the Board of Trustees; provided, however, the Chair may deviate from Robert's Rules of Order with the consent of the Board of Trustees.

SECTION 11. Individual or Group Appearances: Any individual or organized group who desires to appear before the Board of Trustees shall state in writing the purpose of such appearance and, if a group is making the request, the name of each person who is to appear as a spokesman. The request must be filed with the Chair at least five business days in advance of

the meeting at which the appearance is desired so that the matter may be properly addressed during the meeting. Individuals or organized groups who appear before the Board of Trustees pursuant to this Section 11 may be permitted to have the floor for a maximum of ten minutes. In the event any person willfully interrupts, disturbs, or disrupts any Board of Trustees meeting, the Chair may direct such person to leave the meeting.

ARTICLE V

COMMITTEES OF THE BOARD OF TRUSTEES

SECTION 1. Establishment and Types of Committees: The Board of Trustees may establish the duties and responsibilities of such committees as it deems to be necessary to secure, promote, and protect the College's welfare and to assist the Board of Trustees in performing its obligations. Other than committees established pursuant to these Bylaws, a committee shall be established by resolution of the Board of Trustees that states the purpose and general mission of the committee. The President, Chair, or the Board of Trustees (after a motion and affirmation) may refer matters to a committee consistent with the stated purpose and general mission of the committee.

SECTION 2. Service of Committee Members: The Chair, in consultation with the Vice Chair and the President, shall appoint the members of all committees. Each person designated by the Chair to serve as a member of a committee shall serve in such capacity for one year from the date of his or her appointment, until the duration of his or her term as a member of the Board of Trustees expires, or until the dissolution of the committee, whichever is sooner. If a Board of Trustees member frequently fails to attend committee meetings, the Chair will discuss with the individual the importance of participation and attendance. The Chair may remove any committee member who fails to participate in the committee's work.

SECTION 3. Reconstitution or Dissolution of Committees: Any committee established by the Board of Trustees may be reconstituted or dissolved by resolution of the Board of Trustees or in accordance with the resolution establishing such committee.

SECTION 4. Presidential Evaluation Committee: Each February, the Chair shall appoint a committee for the purpose of presenting the President's annual evaluation to the Board of Trustees. The committee shall consist of the Chair, Vice-Chair, and three additional trustees selected by the Chair. The committee shall automatically dissolve following the full Board of Trustees' approval of the Presidential evaluation.

ARTICLE VI

POLICIES, RULES, AND REGULATIONS

SECTION 1. General Provisions: The Board of Trustees may make or amend such policies, rules, and regulations as may be authorized by law and as may be required in its judgment for the effective discharge of its responsibilities and the effective operation of the College. The Board of Trustees may delegate to the President the authority to establish and implement operational regulations and rules consistent with the policies of the Board of Trustees.

SECTION 2. Notification and Publication: The Secretary shall be responsible for ensuring that each member of the Board of Trustees and the President has access to a copy of all current bylaws, policies, rules, and regulations of the Board of Trustees.

ARTICLE VII

OATH OF OFFICE

SECTION 1. Oath: Each member of the Board of Trustees upon his or her appointment or reappointment shall take the oath of office as required by Section 11-7 of the North Carolina General Statutes. Anyone taking this oath may use the word "affirm" in the place the word "swear" and may omit the phrase "so help me God" where such words appear in the oath. Unless otherwise altered by law or practice of the appointing agency not inconsistent with Section 11-7, the oath shall be:

"I, _____, do solemnly and sincerely swear that I will support the Constitution of the United States; that I will be faithful and bear true allegiance to the State of North Carolina, and to the constitutional powers and authorities which are or may be established for the government thereof; and that I will endeavor to support, maintain and defend the Constitution of said State, not inconsistent with the Constitution of the United States, to the best of my knowledge and ability; so help me God."

SECTION 2. Execution and Filing. The oath shall be executed and taken as provided by Section 11-7.1 of the North Carolina General Statutes, as the same from time to time may be amended. An original and one copy of the oath shall be filed in the College's office of record.

ARTICLE VIII

AMENDMENT OF BYLAWS AND BOARD OF TRUSTEES POLICIES

SECTION 1. Amendment: Amendment of these Bylaws or amendment to policies addressing Board of Trustees governance issues shall be by an affirmative vote of at least two-thirds of the serving Trustees (for example, at least eight of twelve serving members of the Board of Trustees must vote in the affirmative). Amendments may be voted on at any properly called and noticed meeting of the Board of Trustees and only after each Trustee has received a written notice, which shall set forth the specific amendment(s), at least five business days prior to the meeting.

SECTION 2. Effect of Law: In the event that any provision of law or regulation applicable to the College shall be or become inconsistent with these Bylaws, the Board of Trustees, to the extent required by such law or regulation, shall adhere to the same, whether or not such law or regulation has been incorporated into these Bylaws by amendment.

Update: August 15, 2017
As approved by the Board of Trustees
Supersedes November 2015 Bylaws/ce