

AGENDA

LANSING COMMUNITY COLLEGE
BOARD OF TRUSTEES
September 18, 2006

Bylaw Working Session

4:00 p.m.
ADM Boardroom

- I. Call to Order by Chairperson
- II. Roll Call by Secretary to the Board
- III. Limited Public Comment Regarding Agenda Items
- IV. Bylaw Discussion
- V. Public Comment
- VI. Adjournment

BYLAWS

OF THE

BOARD OF TRUSTEES

LANSING COMMUNITY COLLEGE

Date of Adoption: 12-04-01
Revised: 5/6/03, 3/15/04, 10/17/05

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1.0 AUTHORITY TO ADOPT, SUSPEND AND REVISE BYLAWS

1.0.1 Adoption of Bylaws

These amended and restated bylaws are adopted under the authority granted in the Community College Act of 1966 (the “Community College Act”), Act 331 of 1966, as amended, MCL 389.1 et seq.

MCL 389.125(d).

1.0.2 Suspension.

Except as otherwise prohibited by law, these Board bylaws may be suspended, in whole or in part, at any meeting of the Board by the Chairperson, if without objection, or by a majority vote of the Board and such action shall apply to that meeting only.

1.0.3 Revision.

Except as otherwise prohibited by law, these Board bylaws may be altered, amended, or repealed and new bylaws adopted at any Regular or Special Board meeting; provided that the proposal has been presented at a previous meeting of the Board. This rule may be waived by a majority vote of the Board at a meeting at which the proposal is presented.

Any new or amended bylaw properly adopted shall take immediate effect unless otherwise stated by the Board at the time of adoption.

1.1 MEMBERSHIP

1.1.1 Board of Trustees as Governing Body

The governing body of Lansing Community College shall be the Board of Trustees, membership of which shall be determined in accordance with the Community College Act.

1.1.2 Board Composition

The Board of Trustees consists of seven (7) persons elected at large every two (2) years at the regular College District election for staggered six (6) year terms. Nomination and election to the Board shall be in accordance with the Community College Act.

MCL 389.34a.

1.1.3 Qualification

A candidate for election to the Board of Trustees must be a resident elector in the Community College District.

MCL 389.151.

1.1.4 Elections

Regular elections shall be held biannually in odd years on annual school election dates as prescribed by the Community College Act.

All notices of regular or special elections to be held by the College District shall be given by the Secretary of the Board of Trustees in the manner prescribed by law.

Nominating petitions shall be provided at the Administration Office of the College to prospective candidates and shall be filed with the Ingham County Clerk, consistent with applicable state law.

The final canvass of the results of any community college election shall be made by the Board of Canvassers, in accordance with applicable law.

MCL 389.36-38; MCL 389.152.

(Amended 10/17/05)

1.1.5 Installation of Board Members

Each person elected or appointed as a member of the Board of Trustees shall file with the Secretary of the Board of Trustees an Acceptance of Office, an Affidavit of Eligibility, and an Oath of office.

All members of the Board of Trustees shall file an Affidavit of Eligibility in the following form:

“I, _____, a duly elected or appointed member of the Board of Trustees of Lansing Community College, do solemnly swear that I am an elector residing in _____, County of _____, and have resided therein for more than thirty (30) days prior to the date of my election or appointment, that

I have also attained the age of eighteen years prior to the date of my election or appointment; and that I have resided in the State of Michigan for more than six (6) months and am a United States citizen.”

All members of the Board of Trustees shall file an Acceptance of Office in the following form:

“I accept the office of Trustee on the Board of Trustees of Lansing Community College and agree to serve in this position for the period required by statute or until my successor shall qualify.”

All members of the Board of Trustees shall take and subscribe to the following Oath of Office:

“I do solemnly swear that I will support the Constitution of the United States and the Constitution of this State and that I will faithfully discharge the duties of the office of member of the Board of Trustees according to the best of my ability.”

MCL 389.156.

(Amended 10/17/05)

1.1.6 Vacancy on the Board

Whenever a vacancy occurs on the Board of Trustees, the remaining members of the Board shall immediately fill, by majority vote, the vacancy with a qualified elector of the College District, as prescribed by law. The Trustee so appointed shall hold office until the next regular election of members of the Board, at which time the vacancy will be filled by election for the remainder of the term.

MCL 389.158.

(Amended 10/17/05)

1.1.7 New Board Member Orientation

It shall be the responsibility of the Chairperson of the Board of Trustees and the President of the College to inform new members of the Board about the budget and Strategic Plan of the College, the general organization and

administration of its programs, the major problems it faces, programs of development in progress, and the way in which the Board functions. Such orientation shall be planned and carried out after each election or whenever a new member is appointed to fill an unexpired term.

(Amended 10/17/05)

1.1.8 Board Members Seeking Employment with the College

A Board member shall not apply for a position with the College unless and until he or she has first resigned from the Board. Similarly, employees of the College, regardless of the type of compensation received, are excluded from membership on the Board.

1.2 **OFFICERS AND DUTIES OF OFFICERS OF THE BOARD OF TRUSTEES**

1.2.1 Officers

The officers of the Board of Trustees shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer, all of whom shall be members of the Board. The positions of Secretary and Treasurer may be combined, if the Board so decides by majority vote.

The officers shall perform those duties as need be provided by these bylaws not inconsistent with the Community College Act and current statutes.

MCL 389.111(3); MCL 389.113(2).

1.2.2 Election of Officers/Term of Office/Vacancy

All officers of the Board shall be nominated from the floor and elected by roll call vote at the organizational meeting of the Board provided for in 1.4.2.

Each officer of the Board shall be elected for a term of two (2) years or such shorter time as the Board shall determine, shall assume office immediately upon election, and shall hold office until a qualified successor shall be elected. In the case of a vacancy in any office, such vacancy shall be filled as soon as practicable by electing a successor to the unexpired term of office. This provision does not preclude the re-election of an officer.

MCL 389.111(3).

1.2.3 Chairperson

The Chairperson shall provide leadership in planning the work of the Board, shall preside at all meetings of the Board, and shall decide all questions of rule and order. The Chairperson shall appoint and establish all committees and committee Board appointments unless the committee members are designated or their appointment is otherwise provided for in the motion or resolution establishing the committee, shall be an ex-officio member of all committees, and shall perform such other duties as these bylaws and state law provide or the Board may prescribe. The Chairperson shall act for the Board when such action is required by law in signing contracts and other official documents, shall represent the Board of Trustees or designate a representative upon occasion when such representation is deemed desirable, shall act as the spokesperson for the Community College, consistent with 1.7.5 and 1.7.6, and shall perform such other duties as may be prescribed by law, consistent with Governance Policy GP-303.

(Amended 10/17/05)

1.2.4 Vice Chairperson

The Vice Chairperson shall support the Chairperson in his or her duties, shall assume the duties of the Chairperson in the event of his or her absence or incapacity, and shall perform other duties as these bylaws and state law provide or the Board may prescribe.

1.2.5 Secretary

The Secretary shall, through the administrative assistant to the Board, cause to be kept a proper record of all meetings of the Board, shall see that proper notices required by law are published or posted, that Board members are properly notified of all meetings, that all records to the Board are available for public inspection, that minutes of previous meetings are supplied to all members as required by these bylaws and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her by the Board or are required by these bylaws or state law. In the absence or inability of the Secretary to act, any officer may act in his or her place.

1.2.6 Treasurer

The Treasurer, in conjunction with the Finance and the Audit Committees of the Board of Trustees, based on financial policies and parameters adopted by the Board and to internal and independent audits of college financial records, shall review and examination of reports of the Chief Financial, and shall monitor and safeguard the financial condition of the College, through the Chief Financial Officer, including but not limited to receiving, holding in custody, investing and handling all funds of the College as directed by the Board; dispersing funds of the College as he or she may be ordered by the Board, and shall perform such other duties as these bylaws and state law or the Board may prescribe.

The Treasurer, through the Chief Financial Officer of the College, shall each year, after the Board of Trustees has determined the tax rate to be levied and certified the amount of taxes to be raised, notify the proper assessing officers of each city and township contained in the College District.

The Treasurer and all designated assistants shall be bonded by a surety company approved by the Board in such amount as the Board may determine. The premium for said bond shall be an expense of the College.

1.3 BOARD COMMITTEES

1.3.1 Committees

There shall be such standing committees of the Board as established from time to time by the Board or the Board Chair. There shall be three permanent standing Committees: they shall be the Finance Committee; the Personnel and Compensation Committee and the Audit Committee, as provided for in Section 1.3.2, Section 1.3.3. and Section 1.3.4 below. There may be appointed special committees to study issues and perform tasks. These committees shall be appointed by the Chairperson for certain expressed purposes and periods of time, consistent with Governance Policy GP-304.

(Amended 10/17/05) Draft 7/19/2006

1.3.2 Audit Committee

Members of the Audit Committee shall be appointed by the chairperson of the Board of Trustees and shall serve as a standing committee to meet with the College's auditors in advance of and during the annual college audit, to

review the College's financial policies as may be appropriate, and to address other financial and related issues the Board or committee members deem appropriate, consistent with Governance Policy GP-305.

The Committee shall review of all reports from the independent auditor; preparation of audit specifications and review of audit RFP responses; and handling of anonymous or confidential allegations of financial irregularities and shall make referral to either internal or external auditors if appropriate.

1.3.3. Personnel and Compensation Committee

Members of the Personnel and Compensation Committee shall be appointed by the chairperson of the Board of Trustees and shall serve as a standing committee. The Committee shall review proposed compensation policies and parameters for recommendation to the Board. The Committee shall review mid-year budget proposals for additional positions and recommended additions shall be placed on Board agenda for approval. Reclassification for non-represented personnel shall be presented to the Committee for review prior to action. Reclassifications of represented personnel shall be reported to the Personnel and Finance Committees with a financial impact report.

1.3.4 Finance Committee

Members of the Finance Committee shall be appointed by the chairperson of the Board of Trustees and shall serve as a standing committee. The Committee shall review of recommendations from other committees and board ends to develop recommended annual budget policies for Board consideration.

(Amended 5/6/03, 10/17/05; DRAFT 7/19/200)

1.4 MEETINGS OF THE BOARD

1.4.1 General Conduct and Notice of Meetings

The business that the Board may perform shall be conducted in compliance with the Michigan Open Meetings Act, 1976 PA 276, MCL 15.261 et seq. Generally, unless the Open Meetings Act provides otherwise, meetings of the Board shall be open to the public and shall be held in a place available to the public. The Board, in accordance with the Open Meetings Act, may go into closed session.

MCL 15.263; MCL 389.111(4).

1.4.2 Organizational Meeting

The organizational meeting of the Board of Trustees shall be held at the first meeting of the Board in July following the date of the regular College District election. The Board shall elect officers at the organizational meeting.

MCL 389.111(2) and (3).

1.4.3 Regular Meetings

The Board shall meet on a regular basis at times determined by the Board. Meetings will ordinarily be held in the Board Room of the Administration Building, 610 N. Capitol Avenue, Lansing Community College, PO Box 40010, Lansing, Michigan 48901-7201, but may be held at other times and in places in accordance with the Open Meetings Act, as the Chairperson may set, and circumstances may require.

A public notice of the regular meetings of the Board of Trustees shall be posted in accordance with the provisions of the Open Meetings Act within ten days after the first meeting of the Board in each fiscal year. The public notice shall state the dates, times and places of each regular meeting.

Any regular meeting may, however, under necessary circumstances, be set at another time or place, or be waived by a majority vote of the Board at a preceding meeting or cancelled altogether at the discretion of the Board Chairperson, unless four (4) or more Trustees object in writing. Any change in the schedule of regular meetings of the Board of Trustees shall be posted in a public notice within three (3) days after the meeting at which the change is made and state the new dates, times and places of such meeting(s). In the event of any rescheduled regular meeting of the Board of Trustees, a public notice stating the date, time and place of the meeting shall be posted at least eighteen (18) hours before the meeting.

MCL 15.265(2), (3), and (4).

(Amended 10/17/05)

1.4.4 Special Meetings/Notice

Special meetings of the Board of Trustees may be called by the Chairperson of the Board, or any four (4) members of the Board, by serving on the other

members a written notice of the date, time, place and purpose of such special meeting. No business shall be conducted at a special meeting other than that which is designated in the written notice of the meeting. A public notice stating the date, time, and place of any special meeting shall be posted at least eighteen (18) hours before the meeting.

Service of the notice for a special meeting shall be by any one or more of the following:

- A. Delivering the notice to the Board member personally at least eighteen (18) hours before the special meeting is to take place, or
- B. Leaving the notice in a conspicuous place at the Board member's residence or with some person of suitable age and maturity of the household at least eighteen (18) hours before such meeting is to take place, or
- C. Depositing the same in the U.S. Post Office mail receptacle, enclosed in a sealed envelope plainly addressed to each such member at his or her last known residence address, at least forty-eight hours (48) before such meeting is to take place, or
- D. Electronic mail or facsimile to the Board member at least eighteen (18) hours before the special meeting, to an address or facsimile number provided by the Board member for such purposes, provided such notice is accompanied by a telephone call to the Board member's residence or business at least eighteen (18) hours before the special meeting, whichever the Board member provides for such purpose, notifying the Board member of the electronic mail or facsimile notice of the special meeting.

Service as above prescribed may be made by any adult person including a member of the Board, the Secretary to the Board, or any employee of the College.

1.4.5 Quorum, Voting, and Roll Call Voting

At all meetings of the Board of Trustees, whether regular or special, a majority of the entire membership of the Board shall constitute a quorum to do business. If a quorum is not present for a meeting, a majority of those present may adjourn the meeting to a future date.

No act of the Board is valid unless voted at a legal meeting by a majority of the Board, consistent with 1.5.5, and a proper record made of the vote. A roll call vote is required for approval of any expenditure of College proceeds or for any other vote if requested by any Board member.

MCL 389.113(1).

(Amended 10/17/05)

1.4.6 Attendance by Telephonic or Video Conference

Unless otherwise prohibited by law, it is permissible for a member to participate in a regular or special meeting by telephone or video conference so long as a quorum otherwise exists, the member participating by telephonic or video conference can hear all comments of the Board and audience members and can be heard by all Board members and audience members, and the College reasonably has facilities and equipment to accommodate such participation. Assuming a quorum otherwise exists, a member participating in a regular or special meeting by telephone or video conference may vote on action items and his or her vote shall count.

1.4.7 Legal Counsel

Legal counsel may be present at regular and special meetings of the Board when legal advice is needed and counsel has been notified by the Chairperson of the Board of Trustees or the President of the College.

(Amended 10/17/05)

1.5 **MEETING PROCEDURE**

1.5.1 Agenda for Regular Meeting

The President and Chairperson shall prepare an agenda with necessary supporting reports and documents for each regular meeting. The agenda, with supporting materials, shall be available for each member of the Board no later than three (3) calendar days prior to the day of a meeting. The agenda may be modified by the Chairperson, if without objection, or upon a majority vote of the Trustees in attendance at a Board meeting.

1.5.2 Order of Business

The Chairperson, upon taking the chair, shall call the members to order on the appearance of a quorum. The order of business for Regular Meetings shall be as follows:

- I. Call to Order;
- II. Roll Call;
- III. Pledge of Allegiance
- IV. Additions/Deletions to the Agenda;
- V. Limited Public Comment Regarding Agenda Items;
- VI. Chairperson, Committee, and Board Member Reports,
 - A. Chairperson,
 - B. Committee
 - C. Board Members;
- VII. President's Report,
 - A. Informational,
 - B. Action Items;
- VII. Public Comment;
- VIII. Board Evaluation
- IX. Adjournment.

(Amended 10/17/05)

1.5.3 Public Participation in Public Meetings

Individuals and delegations are welcome to attend meetings of the Board of Trustees' and may address the Board during that section of the agenda designated for public comments. No person shall speak for more than three (3) minutes unless the time limit is waived by the Chairperson, if without objection, or by a majority vote of the Board members present. When a large number of speakers are to be heard, the Chairperson, if without objection, or the Board by majority vote of the Board members present may shorten the time for each speaker and/or set a limit on the time and number of persons to be heard on a given subject.

Defamatory or abusive personal remarks are always out of order. The Chairperson of the Board may terminate the speaker's privilege of address if, after being warned, the speaker persists in improper conduct or remarks. The Chairperson may order the removal of any person, by Police and Public Safety Officers or any lawful means, who persists in improper conduct during a meeting of the Board of Trustees.

(Amended 10/17/05)

1.5.4 Minutes

Trustees shall keep a written or printed record of each regular or special meeting of the Board, in accordance with Section 9 of the Open Meetings Act. Copies of minutes of Board meetings, except closed sessions, shall be available to the public at the reasonable estimated cost of copying, consistent with the Michigan Freedom of Information Act, Act 442 of 1976, as amended, MCL 15.231 et seq. Proposed minutes of a Board meeting shall be available for inspection (but not copying) by the public at the College's administrative offices no later than eight (8) business days after said meeting, and delivered to members of the Board with the Board agenda prior to the next Board meeting. Approved minutes shall be made available to the public at a time no later than five (5) business days after the minutes have been approved by the Board.

MCL 389.113(1); MCL 15.269.

1.5.5 Parliamentary Procedure and Authority

In general and unless otherwise required by state law or these bylaws, the Board shall act by resolution or motion brought by a board member, seconded by another board member, and approved by a majority of the Board. A motion to call the question, if seconded and approved by majority, shall end debate and require a vote on the main motion or resolution. A motion to table may be made at any time and is non-debatable. A motion to adjourn may be made at any time and takes priority over any other motion. When there shall be any question regarding procedure not addressed by these bylaws or state law, the current edition of Robert's Rule of Order Newly Revised for deliberative bodies (not the more limited Procedures in Small Boards) shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws or state statute.

1.6 **BOARD GOVERNANCE/BOARD POLICIES AND PROCEDURES**

1.6.1 Authority and Powers Reserved by the Board

All business conducted by the Board of Trustees shall be in conformance with the Community College Act and current Michigan statutes, including the Open Meetings Act, Act 267 of 1976, as amended, MCL 15.261 et seq, consistent with Governance Policy GP-301.

The College shall be managed by the Board of Trustees, in accordance with the Community College Act and in keeping with these Board bylaws and the Statements of Purpose and Goals contained within the College's strategic plan. The general powers granted to the Board are those expressly provided for in the Community College Act and any powers implied or incident thereto, including the exercise of any power incidental or appropriate to the performance of any function related to the operation of the College in the interests of educational and other programs and services offered by the College.

More specifically, the duties of the Board of Trustees shall include, but are not limited to, the following: 1) appoint, evaluate, and/or remove the President; 2) appoint, evaluate and remove any positions designated within the Board policies; 3) review and approve all consultant contracts not otherwise authorized by Board policy or specified within the capital budget approval; 4) approve the issuance of College degrees and certificates; 5) adopt, develop, and define Board and College policies; 6) establish an annual College budget; 7) establish and authorize College tuition, course fees, and other fees that apply to all students; 8) authorize the sale, purchase, construction, and renovation of College land, buildings, and major equipment; 9) define and review College strategic direction and goals; 10) institute and promote major College fund-raising efforts and authorize the acceptance of gifts to the College; 11) authorize the incurring of debt by the College; 12) evaluate the President, consistent with 1.6.3.; 13) approve the establishment by any administrative means, through employment, contractual agreement or other means, of any additional vice-president, dean or department chair position(s), or other such administrative position(s) as set forth in Board policies.

MCL 389.104(2); MCL 389.121-123; MCL 389.127. Draft 7/19/2006

(Amended 10/17/05)

1.6.2 Strategic Plan

The focus of the Board will be proactive rather than reactive and shall be on broad strategic issues and policies; not on the administrative or programmatic means in attaining these goals.

The Board of Trustees shall be responsible for the development of the College's strategic plan, which is intended to provide broad direction to the College and a framework for evaluating the College's operational

effectiveness. The strategic plan shall contain performance measures through which the continuous improvement of the College can be evaluated.

The College's strategic plan shall be modified and extended on an ongoing basis through changes or additions recommended by the President and approved by the Board. Modifications and extensions shall be accompanied by additional performance measures if suitable measures are not already contained within the strategic plan. The President shall confer with the Board regarding extensions and modification of the strategic plan on a regular basis.

1.6.3 President as Chief Executive Officer of College

The President shall serve as the chief executive officer of the College, and the general administration and operation of the College is delegated by the Board to the President, in accordance with these bylaws, consistent with Governance Policy EL-200

The President's administration shall conform to the adopted policies of the Board and the direction defined in the College strategic plan, in Board policies and budget parameters, and, in particular, the performance measures contained within the strategic plan or budget policies. These performance measures will be defined in four (4) broad categories and reviewed by the Board: Stakeholder Satisfaction, Financial Responsibility, Communication with the Board, and Access.

A formal evaluation of the President will occur in October or November of each year. This evaluation shall consider the performance measures as defined herein and within the President's employment agreement, or as annually adopted by the Board as budget policies, and as it has appeared over the intervening year.

Only decisions of the Board acting as a body are binding upon the President. Decisions or instructions of individual Board members, officers, or committees are not binding on the President except in rare instances when the Board has specifically authorized such exercise of authority.

(Amended 10/17/05)

1.6.4 Delegation to the President

The President is hereby delegated the following authority, consistent with the President's status as the College's chief executive officer. In exercising the authority granted herein, the President shall be governed by and comply with all written bylaws, policies and contracts adopted and approved by the Board of Trustees, and any applicable state law:

- A. Select and employ personnel of the community college, subject to 1.6.1.
- B. Pay claims and demands against the community college, up to the amount of \$50,000.
- C. Unless otherwise subject to a specific college policy or specifically approved by the Board, purchase, lease, or otherwise acquire personal property for the College on College premises, provided that all transactions of \$100,000, or transactions in aggregate for one vendor or project, totaling or more shall first be approved by the Board.
- D. Invest funds of the College, subject to limitations imposed by law and adopted investment policy of the Board of Trustees.
- E. Subject to terms and conditions as the Board may establish, accept any and all contributions, capital grants, gifts, donations, services, or other financial assistance from any public or private entity, provided that the President shall report to the Board, at the first meeting following receipt, any item with a value of \$10,000 or more. All real property may only be accepted by action of the Board.

These powers delegated to the President shall be effective immediately and shall continue until specifically revoked by the Board.

MCL 389.124(b).Draft 7/19/2006

(Amended 10/17/05)

1.6.5 Formulation of College Policies and Procedures

The Board of Trustees, as provided by statute, shall adopt policies for the governance of the College.

Formulation of new policies, or amendment to existing policies for the overall operation of the College, may be recommended to the Board by the President.

Procedures, when developed by the administration in order to implement policies, will be presented to the Board for information.

1.6.6 Policy Formation/Advice/Changes

The first meeting at which a policy topic is discussed shall require three (3) members for the purpose of introduction and discussion. The Chairperson, after consultation with other Board members, will seek pertinent facts and advice from the President and advice from legal counsel when appropriate regarding all policy formation or changes. Reports and information in response to such requests, as is the case with other Board information, will be made available to all members of the Board.

At the second meeting at which a policy is discussed, a formal policy proposal may be put forth. The Board may at this time vote upon the proposal or request language changes, further research, or additional information, thereby postponing a vote.

Policies may be altered, amended, or repealed by the Board at any Regular or Special Board meeting, provided the change has been presented at a previous meeting of the Board. This rule may be waived by a majority vote of the Board at the meeting at which a policy change is presented.

1.6.7 Distribution of Bylaw and Board Policies

Copies of the Bylaws and the Policy Manual of the Board of Trustees of Lansing Community College shall be provided to every Board member, filed with the Secretary of the Board, maintained in the office of the President of the College, on the College website, and at such other places as is deemed appropriate.

(Amended 10/17/05)

1.7 BOARD AND BOARD MEMBER CONDUCT/INTERACTION WITH PUBLIC AND WITH COLLEGE PERSONNEL

1.7.1 General Guidelines for Conduct

The Board acknowledges its responsibility to the Administration, Faculty, Staff and Students, as well as to the public to conduct itself, collectively and individually, in a manner consistent with these rules and bylaws as well as with other College and Board policies and practices, consistent with Governance Policy GP-307.

The Board of Trustees recognizes that it has authority to act only as a unit and that individual Board members have no authority to act in College matters without approval of the Board.

The Board will enforce upon itself whatever discipline is needed to govern and discharge its duties effectively and efficiently. The Board and individual Board member self discipline will apply at all times and to such matters which include, but are not limited to attendance, respect of others, proper decorum, confidentiality with sensitive information, speaking with one voice, and adherence to the policies and rules of the College and the Board. The Board will not allow any officer, individual or committee of the Board to hinder or be an excuse for not fulfilling the Board's responsibilities in a professional and responsible manner.

The Board will take appropriate action to enforce the obligations imposed hereunder and in these bylaws, including without limitation, limiting or suspending travel or other Board privileges, public censure, or other such action as the Board deems appropriate.

Each Board member is subject to and shall conform his or her behavior in accordance with Board and general College policies regarding ethical and professional conduct.

(Amended 10/17/05)

1.7.2 Receipt of Confidential Information

At times, Board members will receive confidential or sensitive information concerning College affairs, including information which if disclosed could have adverse consequences to the College. For example, information received in a closed session of the Board that is disclosed to the public by a

Board member could result in the waiver of the attorney-client privilege and, may as well, constitute a violation of the Open Meetings Act. Accordingly, Board members shall keep confidential all information of a confidential or sensitive nature provided to the Board, the disclosure of which would violate the fiduciary obligations of the Trustee, compromise the attorney client privilege, or violate any law or court order, and shall not disclose any confidential information received during closed sessions of the Board or otherwise.

1.7.3 Interaction With College Personnel

College personnel regard a visit by a Board member, except for consultation with the President, as a special occasion. Ongoing interaction can create confusion as to the roles of the Board and the College Administration. Moreover, to prevent the appearance of impropriety or unethical conduct and to avoid the use of undue and inappropriate influence over College personnel, Board members should coordinate College related contact and interactions with the President.

The Board recognizes the rights of students, faculty, administrators and other employees of the College to hold private meetings and to carry on the day-to-day operations of the College without the participation of Board members. Accordingly, it is improper for Board members:

- A. to attend or participate in private meetings of students, faculty, administrators or other employees of the College where College business is to be considered, unless the Board member has been invited to attend as an observer only, or the Board as a whole is invited to attend and decides to participate, or the Board member has been officially designated by the Board to attend or participate;
- B. to participate in the day-to-day operations of the College without official Board approval;
- C. to intercede with students, faculty, administrators or any other employees of the College on behalf of any person or program without approval of the Board;
- D. to threaten or harass or intimidate any employee or student of the College or anyone doing business with the College;

- E. to borrow money, solicit funds or accept gratuities of any kind from any employee of the College, unless the activity is otherwise protected by constitution or statute.

1.7.4 Communications Policy/Board Members Request for Information

In order to assure that internal and external communication between the Board, the public and the college staff are clear and represent the unity and maintain the integrity of the Board acting as a whole, these policies will be followed as individual responsibilities of each Trustee:

- A. Individual Trustees requesting information that will require a material amount of staff time to compile, or the preparation of a special report, or that may be disruptive shall make such requests to the Chairperson of the Board or the Chair of the appropriate Board Committee.. The Board or Committee Chairperson may approve the request or, at his or her discretion, place the request on the next Board meeting agenda for the consideration of the Board of Trustees. Compilations and reports prepared pursuant to this provision will be available to all Trustees. Individual Trustees shall not make such requests directly to an employee of the College.
- B. Individual Trustees with questions regarding the operations of the College, such as inquiries concerning employment or admission to the College, complaints for or about students, complaints from or about faculty and staff, complaints or questions about administrative decisions, and complaints or questions from or about facilities, shall convey such to the Office of the President for consideration and possible action.
- C. When discussing community concerns, issues involving the College, and actions taken by the Board of Trustees and the administration, Trustees shall carefully delineate between opinions that are personal and held as an individual citizen versus opinions that reflect officially approved policies or action of the Board or College.
- D. Trustees will make no announcement of nor give any information about action taken by the Board until such action has been communicated by the Board Chairperson or President through regular official channels.
- E. Consistent with the guideline in 1.7.1, an individual Trustee shall not purport to act for, bind, or commit the College to any act or course

of conduct without the prior approval of the Board. The College can be bound only by formal action of the Board.

1.7.5 Communication With Legislators, Public Officials, and Community Leaders

In contact with legislators, public officials and community leaders, Board members should maintain consistency with established Board decisions, policies and plans and coordinate contacts with the President and Board Chairperson.

Consistent with 1.7.1 and 1.7.4.E, Board members, when acting as individuals, should take reasonable care to clarify that they are acting as individuals and not on behalf of the Board or the College.

1.7.6 Relationship With The Press

The Board Chairperson and the President, or their respective designees, shall be the spokespersons to the press on College matters. In most cases, Board members should refer inquiries from reporters to the Chairperson and/or President. The goal is to speak with one voice on College matters and to remove the potential of conflicting statements.

See also 1.7.1 and 1.7.4.C and 1.7.4.E, consistent with Governance Policy GP-307.

(Amended 10/17/05)Draft 7/19/2006

1.7.7 Conflict of Interest

A. Defined; Obligations in event of conflict of interest: As required by state law, if a Board member's outside activity (employment, participation or involvement in another business, corporation, institution or other entity) constitutes a conflict of interest, then the Board member will (a) disclose to the Board such conflict or the potential conflict; (b) absent herself/himself from discussion regarding any issue which involves his role as a Board member and his outside activity, and (c) refrain from voting on any such issue.

Conflict of interest includes, without limitation, (1) serving simultaneously as a member of a community college board and as an officer or director of a corporation doing business with the college, or (2) having a financial interest in a corporation doing business with the College, or (3) having the

potential in similar ways to have a direct personal benefit from a Board action, or (4) participation or involvement in any outside activity (as defined above) which would create the appearance of divided loyalties and advancing self-interest if the Board member were to engage in deliberations or votes concerning matters of interest to both the College and the outside activity or (5) any conference or discussion with any person which would create a risk of disclosing confidential or proprietary information of the College particularly when such discussions could implicate and further exacerbate conflicts as defined in (4) above.

B. Disclosure: Members shall immediately disclose to the Board any conflict of interest or potential conflict of interest that arises, and shall also disclose in writing at the regular September Board meeting each year any existing or potential conflict of interest. Each Board member shall receive a disclosure form in advance of the September Board meeting upon which disclosures shall be made.

C. Solicitation: No Board member shall directly or indirectly solicit any contract between the College and:

1. The member;
2. Any firm (meaning a co-partnership or other incorporated association) of which she/he is a partner, member or employee;
3. Any private corporation in which she/he is a stockholder owning more than one percent (1%) of the total outstanding stock of any class where such stock is not listed on a stock exchange, or stock with a present market value in excess of \$25,000.00 where such stock is listed on a stock exchange or of which he/she is a director, officer or employee; and
4. Any trust of which the Board member is a beneficiary or trustee.

D. Vendors: Except in circumstances where the Board is selecting a consultant for its own purposes, Board members shall not normally communicate with vendors regarding the provision of products and services to the College, and shall refer any inquiries to the President. Board members shall avoid involvement in vendor-College relationship; any advocacy of individual vendors shall be regarded as a substantial conflict of interest.

(Amended 03/15/04)

1.7.8 Trustee Usage of Facilities

Trustees are not prohibited from using College facilities for professional or personal reasons provided such facilities are normally available to the public, and the Trustee is subject to the same conditions, goes through the same procedures and pays the same compensation as would a member of the public who is not a College employee or are specifically authorized by Board policy.

1.7.9 Complaints Regarding Individual Board Member

In the event the College receives a complaint from a member of the public or from a College employee, the complaint shall be referred to the Board Chairperson or, if the complaint is against the Chairperson, to the Vice Chairperson. The Trustee that is the subject of the complaint shall be notified and given an opportunity to respond to the Chairperson (or Vice Chairperson, if the complaint concerns the Chairperson). The Chairperson (or the Vice Chairperson, if appropriate), at his or her discretion, shall determine whether to take the complaint to the full Board for consideration or possible disciplinary action. Further, the Chairperson (or Vice Chairperson, if appropriate), shall have the discretion to investigate the complaint, including the authority to engage an outside consultant to undertake the investigation and may, if he or she chooses, do so prior to notifying the Board of the complaint. Any report from an outside consultant shall be disseminated to all Board members prior to any disciplinary action being taken against the Board member. All meetings to hear complaints or to consider the discipline of a Board member shall occur at an open meeting, unless the Board member that is the subject of the complaint requests a closed session, in accordance with the Open Meetings Act.

The foregoing does not prohibit the right of a member of the public, College employee, or vendor to appear before the Board at a regular or special meeting to address the Board during the public comments portion of the meeting and air his or her complaints regarding the conduct of the Board member.

1.8 COMPENSATION AND REIMBURSEMENT OF EXPENSES

1.8.1 Compensation

No member of the Board shall receive any compensation for services rendered the College.

MCL 389.112.

1.8.2 Travel Expenses

The Board recognizes the value of membership and attendance at conferences, workshops, and meetings at the state, regional, and national levels which are appropriate and necessary to carry out College business. Subject to Chairperson approval, the Board encourages the following:

1. The attendance of its members in one (1) out-of-state and one (1) in-state conference (inclusive of the MCCA Summer conference), workshop, or meeting per year, in addition to all other meetings and conferences offered by the Michigan Community College Association.
2. The Board appointed delegates to the Board of Directors of the Michigan Community College Association to attend all regularly scheduled meetings of its Board of Directors.
3. The Board Chairperson or his or her designee may also represent the College in one (1) international visit per year in furtherance of stated goals and the objectives of the Sister College Program.
4. Board members travel arrangements will be coordinated through the Board administrative assistant.
5. Board members will be reimbursed for reasonable and necessary required business travel expenses.

1.8.3 College Business Related Expenses

Trustees shall be eligible for reimbursement or direct payment of college business related expenses they incur as a result of their duties and activities as Trustees. Such eligible expenses shall be set forth in Board policy, which shall also establish approval and audit mechanisms that shall govern payment for such expenses.

The above is consistent with Governance Policy GP-308.

(Amended 10/17/05)Draft 7/19/2006

1.9 INDEMNIFICATION

1.9.1 Indemnification

- A. Except as prohibited by law, the College will indemnify Board members against whom an action, claim, or proceeding is brought or threatened as a result of a Board member's good faith performance of duties on behalf or at the direction of the College, and in all cases in which the action, claim or proceeding is covered in whole or in part by a policy of insurance. This indemnification will be against and is limited to expenses, including attorney's fees, judgments, penalties, fines, and amounts in settlement actually and reasonably incurred in connection with the action, suit, or proceeding.
- B. For indemnification to be provided the Board member must have acted in good faith and in a manner that he or she reasonably believed to be in the best interests of the College, and with respect to criminal action or proceeding, the Board member must have had no reasonable cause to believe that his or her conduct was unlawful.
- D. Indemnification will not take place for a breach of duty of loyalty to the College, an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, a transaction from which the Board member derived an improper personal benefit, an act or omission that is grossly negligent, or for a Board member seeking indemnification under this policy who fails to provide timely notice of any action, claim or proceeding or fails to fully and completely cooperate with the College in defending the action, claim or proceeding.
- E. This indemnification will be made only as authorized in a specific case upon application by a Board member and after determination that indemnification is proper in the circumstance and the Board member has met the applicable standards of conduct set forth herein.

1.9.2 Procedure for Implementing Request for Indemnification

The following procedure(s) have been adopted in order to implement the Board of Trustees' policy regarding indemnification and assignment of litigation.

- A. In the event an action, claim or proceeding is brought against a Board member for which indemnification may be authorized under this policy, the Board member seeking indemnification shall immediately advise the President of the action, claim or proceeding

and cooperate with the College in all facets of the application of this policy and the defense of the matter in question. All relevant documents related to the matter (including but not limited to the summons, complaint or other legal documentation) shall also immediately be forwarded to the President, who shall then proceed to apply this policy to the matter in question.

- B. The appropriate authorized College representative(s) will then automatically and immediately refer all relevant documents related to the matter (including but not limited to the summons, complaint or other legal documentation) to the College's insurance carrier.
- C. Defense will be provided in accordance with established procedures as outlined in the coverage documents of the College's current insurance carrier.

1.10 ADMINISTRATION

1.10.1 Financial

The fiscal year of the College shall be from July 1 to June 30, inclusive.

The Board shall adopt a budget on or before June 30 of each year and shall provide for a public hearing to be held on the proposed budget in accordance with the Act. No later than the third Monday in April of each year, the President, or his or her designee, shall present an estimate of the amount of taxes or appropriation deemed necessary for the ensuing fiscal year for the purposes of expenditures authorized by law.

The Administration shall operate within approved budget allotments and policy restrictions; no allotment shall be deemed a mandate to spend. The Board must first approve any expenditure in excess of an approved budgetary limit. At the fiscal year-end, the Board shall return the balance of credits in the operating budget to the general fund for reappropriation.

MCL 389.141; MCL 389.143., and consistent with Governance Policies EL-202, 203, 204.

(Amended 10/17/05)

1.10.2 Long-Term Financial Planning

The Administration shall be charged with the responsibility of following accepted accounting procedures as established by law and shall provide the Board with such interim fiscal reports as set forth in the Board Financial Monitoring and Reporting Policy. Long-term financing forecasts must include the protection of adequate fiscal reserves and available cash sufficient to meet payroll and debts in a timely manner.

1.10.3 Awarding Contracts

The Administration shall award contracts and make purchases in accordance with Board and College policies.

1.10.4 Audits

All accounts of the College shall be audited once each year and at such other times as the Board may determine. Copies of the reports and audits shall be filed as required by state law and shall be available at the principal business office of the College for public inspection, consistent with Governance Policies EL-202, 203, 204.

MCL 389.143.

(Amended 10/17/05)

1.10.5 Legal Counsel

Legal Counsel shall be appointed by the Board and perform such duties as may be assigned by the Board, through the Chairperson, and shall serve at the pleasure of the Board.