

1.6 Board of Trustees and Bylaws

Last Revised: August 2024

Policy: Piedmont Community College’s (PCC) Board of Trustees (BOT) functions pursuant to the Statutes of North Carolina, of the United States, and administrative policies and regulations adopted by the State Board of Community Colleges (SBCC) and the North Carolina Community College System.

Purpose/Definitions:

Purpose

This purpose of this policy is to provide an overview of the composition and function of the PCC BOT within the Bylaws of the PCC BOT which further clarify the roles and responsibilities delegated to the BOT by the NC General Statutes (N.C.G.S.) and the NC SBCC.

Definitions

N/A

Approval Authority/Monitoring Authority: Piedmont Community College’s Board of Trustees has approval authority for this policy. The President has monitoring authority for this policy.

Procedure:

Section 1: Bylaws of the Board of Trustees of Piedmont Community College

1. The “Bylaws of the Board of Trustees of Piedmont Community College” are presented as Exhibit 1.6 in this policy.
-

Legal Citation: [N.C.G.S. 14-234](#); [N.C.G.S. Chapter 40A](#); [N.C.G.S. 66-58](#); [N.C.G.S. 115D](#); [N.C.G.S. 115D-12](#); [N.C.G.S. 115D-13](#); [N.C.G.S. 115D-17](#); [N.C.G.S. 115D-19](#); [N.C.G.S. 115D-20](#); [N.C.G.S. 115D-26](#); [N.C.G.S. 115D-58.15](#); [N.C.G.S. 138-5](#); [Part 2 of Article 3B of N.C.G.S. Chapter 143](#); [Article 8C of N.C.G.S. Chapter 143](#); [Part 3 of Article 36 of N.C.G.S. Chapter 143](#); [N.C.G.S. 143-318.11](#); [N.C.G.S. 143B-344.42](#); [N.C.G.S. 143B-344.43](#); [N.C.G.S. 143B-344.44](#)

History: Effective January 1988; Revised October 2001, October 2010, January 2012; February 2022; November 2023; June 2024—Cross-references PCC Policy 4.4 Use of College Facilities and Policy 4.12 Use of Piedmont Community College Facilities by Private Business Enterprises that Loan or Donate Equipment to the College; replaces PCC Policy 1.6 Bylaws of the Board of Trustees of Piedmont Community College; November 2023.

Exhibit 1.6

Bylaws of the Board of Trustees of Piedmont Community College

Table of Contents

Article I – Authorization, Jurisdiction, and Responsibility 4

Article II – Membership, Composition, and Service Requirements..... 6

Article III – Powers and Authorities of the Board..... 10

Article IV – Board Officers and Their Duties..... 16

Article V – Establishment and Charters of Committees..... 19

Article VI – Conduct of Board Meetings 29

Article VII – The President of the College..... 35

Article VIII – Policies, Rules and Regulations..... 40

Article IX – Adoption and Amendment of The Bylaws 41

Article X – Severability..... 41

Article I – Authorization, Jurisdiction, and Responsibility

Section 1: Authorization

- 1.1. Person County Technical Institute was originally established by the authority of the North Carolina General Assembly (General Assembly). It was acknowledged by the State Board of Education on July 1, 1970, as a public institution of the North Carolina Community College System (NCCCS).
- 1.2. The official corporate title and name of the institution is “Piedmont Community College.” The official name of the governing body and authority of the institution is “The Board of Trustees of Piedmont Community College.”
 - 1.2.1. Hereinafter, the institution may be referred to as “the College,” and the institution’s governing body and authority as “the Board.”
- 1.3. The Board is a corporate body, as defined in North Carolina General Statute [G.S. 115D-14](#), with such powers, jurisdiction, and responsibilities as are assigned to it by the General Assembly and State Board of Community Colleges Code (SBCC Code).
 - 1.3.1. The Board shall hold title to all real and personal property donated to the College by private persons or purchased with funds provided by the tax-levying authority, also known as the Board of County Commissioners (County Commissioners).
 - 1.3.2. Title to equipment purchased and furnished by the State shall remain in the name of the State Board of Community Colleges (State Board).
 - 1.3.3. In the event the College shall cease to operate, title to all real and personal property donated to the institution or purchased with funds provided by the County Commissioners, except as provided for in [G.S. 115D-14](#), shall vest in either Person or Caswell County, unless in the case of donated property, the terms of the deed of a gift provides otherwise; or, unless in the case of Person and Caswell counties, as directed by a written agreement.

Section 2: Jurisdiction

- 2.1. The jurisdiction of the Board extends throughout the College’s service delivery area. The College’s service delivery area includes the geographic area and all persons residing within both Person and Caswell counties.
- 2.2. Furthermore, the Board and College may, from time-to-time, extend educational programs and services beyond the service delivery area through formal

arrangements and agreements with other educational institutions, consistent with fulfillment of the College's mission, vision and values.

Section 3: Responsibility

- 3.1. It is the responsibility of the Board to govern the College within a framework established by and consistent with General Statutes, SBCC Code, accrediting agency, these Bylaws, and such policies as have been and may be adopted and/or amended by the Board. The Board shall strive to meet their fiduciary responsibilities to the College by exercising the duties of care, loyalty and obedience to the institution. As such, the Board may request such studies, reports, and papers, and take such actions as may be required, for them to fulfill these responsibilities.
- 3.2. The Board shall fulfill its governance responsibilities by practicing and exercising the principle of shared governance with the President. Furthermore, it is the responsibility of the Board to ensure that the College's mission is pursued, the institution is fiscally sound, and that there is a clear distinction between the policy-making function of the Board and the responsibility of the President, Administration and Faculty to implement and administer said policy.

Article II – Membership, Composition, and Service Requirements

Section 1: Membership and Composition

1.1. The membership and composition of the Board of Trustees is determined by [G.S. 115D-12](#). The membership of the Board shall consist of fourteen appointed members; and one additional non-voting member, which shall be at the discretion of the Board of Trustees. The appointed and elected membership and composition of the Board includes:

1.1.1. Eight members appointed by the General Assembly under [G.S. 120-121](#), which includes:

1.1.1.1. Four members appointed by the House of Representatives, including one member appointed upon recommendation of the Speaker of the House; and

1.1.1.2. Four members appointed by the Senate, including one member appointed upon recommendation of the President Pro Tempore of the Senate.

1.1.1.3. The General Assembly shall appoint two members annually, including one member appointed by the House of Representatives and one member appointed by the Senate.

1.1.1.4. Vacancies that occur in a seat appointed by the General Assembly shall be filled as provided by [G.S. 120-122](#).

1.1.2. Four members elected by the Person County Board of Commissioners, which may include one member of the Board of Commissioners.

1.1.2.1. The County Commissioners in Person County may delegate the election of one or more of its Trustee appointments to the Person County Board of Education

1.1.2.2. If the County Commissioners delegate their authority to the Board of Education

1.1.2.2.1. The delegation of such authority expires at the end of the appointee's term but may be renewed by the Commissioners.

- 1.1.2.2. Because the College has a two-county service area, the Boards of Commissioners may delegate the election to the Boards of Education in each county.
- 1.1.2.2.3. When the delegated election has not occurred by May 1 of the election year in which it is to be made, the Board of Commissioners may revoke the delegated authority, and subsequently elect a Trustee(s) to the College Board of Trustees.
- 1.1.3. Two members elected by the Caswell County Board of Commissioners, which may include one member of the Board of Commissioners, consistent with [G.S. 115D-12\(a\)\(2\)](#). The provisions of Items 1.2.1. and 1.2.2 of Article II also applies to the Caswell County Board of Commissioners.
- 1.1.4. One additional ex-officio non-voting member, at the discretion of the Board of Trustees. The ex-officio non-voting member may be either the president of the College Student Government Association or the Chair of the Executive Board of the student body.
- 1.1.5. Vacancies occurring in a seat elected by the Person County or Caswell County Board of Commissioners shall be filled for the remainder of the unexpired term in accordance with the provisions of Items 1.2 or 1.3 of Article II, respectively.
- 1.1.6. All trustees, appointed or elected, must be residents of Person or Caswell counties, or of counties contiguous thereto. The contiguous counties include Alamance, Durham, Granville, Orange, and Rockingham.

Section 2: Service Requirements

- 2.1. The term of office and service by a Trustee or their successor shall be four years, consistent with [G.S. 115D-13](#). All terms commence on July 1 of the year of initial appointment, or re-appointment.
- 2.2. On or before August 1, the Board shall annually submit to the Legislative Library of the General Assembly:
 - 2.2.1. The name and address of each Trustee;
 - 2.2.2. Each Trustee's County of residence;
 - 2.2.3. Each Trustee's appointing or electing entity;

- 2.2.4. If filling a vacancy, the name of the Trustee being replaced; and
- 2.2.5. The date each Trustee's term begins and ends.
- 2.3. No member of the General Assembly may be, or serve as, a member of the Board of Trustees of Piedmont Community College.
- 2.4. No person employed full-time by the College within the past five years, or a spouse or child of a current full-time employee of the College, shall serve on the Board of Trustees at Piedmont Community College.
- 2.5. Board members shall receive no compensation for their services but may, according to regulations adopted by the State Board of Community Colleges, receive reimbursement for the costs of travel, meals, and lodging while performing their official duties. The reimbursements paid to Trustees from State funds shall not exceed the maximum amounts permitted in [G.S. 138-5 through 7](#).
- 2.6. As a condition of membership and service on the Board, all elected and appointed Trustees must comply with provisions of [G.S. 138A](#) – The State Government Ethics Act, including.
 - 2.6.1. Participating in ethics education approved by the State Ethics Commission within six (6) months of appointment or election to the Board, and at least every two years thereafter. ([G.S. 138A-14](#))
 - 2.6.2. Filing a Statement of Economic Interest with the Commission prior to the initial appointment or election, and no later than April 15 of every year thereafter. A prospective Trustee shall file a Statement prior to being appointed or elected. The requirement for an annual filing also applies to Trustees whose terms have expired, but who continue to serve until a successor is appointed or elected. The ex-officio non-voting student member under Item 1.4 of Article II of these bylaws is not required to file a Statement of Economic Interest ([G.S. 138A-22](#)).
- 2.7. As a condition of membership and service on the Board, the Board and all elected and appointed Trustees must comply with provisions of [G.S. 115D-19](#).
- 2.8. Removal: The removal of a member of the Board of Trustees is governed by [G.S.115D-19](#). This General Statute gives authority to the Board to declare vacant the office of a member who fails to meet specific criteria related to their service, is incapable of serving, fails to discharge their duties as required by law, fails to serve in a moral or reputable manner, fails to participate in meetings of the Board (absent

a justifiable excuse) or fails to meet the criteria in Item 2.7. of this Article. In the exercise of their authority, the Board shall adhere to the following rules with respect to declaring vacant the office of a member.

2.8.1. State Board of Community Colleges: The Board of Trustees shall follow protocols and procedures established in [G.S.115D-19\(a\)](#) for declaring vacant the office of member of the Board, including codified due processes for working with the State Board, investigating charges against a Board member, notifying the member of Board meetings and findings, declaring the findings, voting by Board members relating to the findings , and recording any and all actions taken in the Board’s minutes.

2.8.1.1. Board of Trustees: The Board of Trustees shall follow protocols and procedures established in [G.S.115D-19\(b\)](#) for declaring vacant the office of a member of the Board who, without a justifiable excuse, fails to attend three (3) consecutive, scheduled meetings of the Board; or

2.8.1.2. Without a justifiable excuse, within six (6) months of initial appointment or election, fails to participate in a Trustee orientation and education session sponsored by the North Carolina Association of Community College Trustees (NCACCT).

2.8.2. Individual Trustees

2.8.2.1. When, in either instance of Item 2.8.1. of Article II, an individual member fails to comply with [G.S.115D-19\(b\)](#), the Board shall notify the appropriate appointing or electing authority of the vacancy.

Article III – Powers and Authorities of the Board

Section 1: Powers

- 1.1. The Trustees of Piedmont Community College constitute the governing and administrative Board of the institution. The Board has such powers and duties as are defined in General Statutes, and as are delegated to it by the State Board. The State Board has declared that all powers and authority vested by law in the State Board, which relates to the internal administration, regulation, and governance of the College, are delegated to the Board of Trustees, with the following exceptions.
 - 1.1.1. Power or authority that is non-delegable as a matter of law;
 - 1.1.2. Power or authority in matters of systemwide or inter-college importance, reserved for determination by the State Board;
 - 1.1.3. The right of the State Board to rescind any power or authority as it deems necessary, in accordance with [G.S. 150B](#); and
 - 1.1.4. The State Board's authority pertaining to the assurance of:
 - 1.1.4.1. Fiscal accountability,
 - 1.1.4.2. Program accountability, and
 - 1.1.4.3. Satisfaction of State priorities
 - 1.1.5. In addition, as a corporate body, the Board is authorized to do all things necessary and proper to organize and operate the College, consistent with law and SBCC Code Section [1B SBCCC 300.1 & 300.2](#) (p. 23-24).
- 1.2. Statutory Powers: The specific powers and duties of the Board are established in [G.S. 115D-20](#). The following powers are expressly given to the Board, several of which are contingent upon State Board approval (where noted), and are accompanied by the appropriate statutory or SBCC Code citations [*Note: The items are enumerated consistent with the statutory citation*]: See [PCC Policy 4.1 Liability Insurance: Tort Actions Against Board of Trustees](#)
 - 1.2.1. To elect a president or chief administrative officer of the institution for such term and under such conditions as the trustees may fix. Furthermore, the Board is authorized and instructed to evaluate the President annually and report the results of evaluation in writing to the State Board, consistent with the provisions of [1C SBCCC 300.2](#) (p. 24) of the SBCC Code.

- 1.2.1.1. If the Board chooses to use a search consultant to assist with the election process, the Board shall select the search consultant through a competitive request for proposals process. A search consultant selected pursuant to this subdivision who is collecting a fee for the consultant's services shall not be:
 - 1.2.1.1.1. An employee of a state agency, department, or institution, an appointed member of a State commission or board, or an elected official whose responsibilities include oversight or budgetary aspects of the Community College System;
 - 1.2.1.1.2. A lobbyist or lobbyist principal as defined in [G.S. 120C-100](#); or
 - 1.2.1.1.3. A State-level community college Board of Trustees Association or organization. A contract with a search consultant pursuant to this subdivision shall not be subject to [Article 3C of Chapter 143](#) of the General Statutes.
- 1.2.1.2. The election of a president or chief administrative officer shall be subject to the prior approval of the State Board of Community Colleges ([G.S. 115D-20\(1\)](#) and [1C SBCCC 300.1](#) (p. 23)).
- 1.2.2. To elect or employ all other personnel of the College, upon nomination by the President, subject to standards established by the State Board of Community Colleges. The Board is authorized to delegate the authority of employment of such other personnel to its President, thereby enabling them to identify and employ a complement of personnel required for the fulfillment of the College's mission, and for optimal operation of the institution.
- 1.2.3. To purchase any land, or right-of-way which shall be necessary for the proper operation of the College, upon approval of 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 General Statutes Chapter 40A. The Board is further authorized to accept real or personal property donated to the College for lawful educational purposes, consistent with the provisions of [G. S. 115D-14](#) and SBCC Code Section [1H SBCCC 400.3](#) (p. 245).
- 1.2.4. To apply the standards and requirements for admission and graduation of students, and other standards established by the State Board of Community Colleges. Notwithstanding any law or administrative rule to the contrary, and subject to State Board approval, the College is permitted to offer courses and

programs in collaboration with public school units and nonpublic schools that are defined in and consistent with [G.S. 115D-20 \(4a through 4e\)](#).

- 1.2.5. To receive and accept donations, gifts, devices, 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 [G.S. 115D-20 \(5\)](#) and SBCC Code.
- 1.2.6. To provide all or part of the instructional services for the institution by contracting with other public or private organizations or institutions in accordance with SBCC Code.
- 1.2.7. To perform such other acts and do such other things as may be necessary or proper for the exercise of the powers in Section 4 of Article III, including the adoption and enforcement of all reasonable rules, regulations, and bylaws for the governance and operation of the College and for the discipline of students.
- 1.2.8. If the Board allows and provides access to its buildings and campuses and/or to a student information directory to persons or groups which make students aware of occupational or educational options, the Board shall provide access on the same basis to official recruiting representatives of the military forces of the State and of the United States for the purpose of informing students of educational and career opportunities available in the military.
- 1.2.9. To encourage the establishment of private, non-profit corporations (Foundations) to support the College, consistent with [G.S. 115D-20\(9\)](#). The President, with approval of the Board, may assign College employees to assist with the establishment and operation of such a corporation, and may make available to the corporation office space, equipment, supplies and other related resources; provided, the sole purpose of the corporation is to support Piedmont Community College.
- 1.2.10. To enter guaranteed energy savings contracts pursuant to Part 2 of [Article 3B of Chapter 143](#) of the General Statutes.
- 1.2.11. To enter into loan agreements under the Energy Improvement Loan Program pursuant to Part 3 of [Article 36 of Chapter 143](#) of the General Statutes.
- 1.2.12. To enter into lease purchase and installment purchase contracts for equipment and real property under [G.S. 115D-58.15](#).

1.2.13. Permit the use of its personnel or facilities in support of or by a private business enterprise located on Piedmont Community College campuses, or in the College's service delivery area, for the specific purposes set out in [G.S. 66-58\(c\)\(3a\)](#) and [G.S. 66-58\(c\)\(3d\)](#). The Board Trustees of shall specifically approve the use of any facilities or personnel for this purpose and follow State Board Code rules and [G.S. 66-58\(c\)\(3a\) and \(3d\)](#) to implement this subdivision.

1.2.14. To enter into public / private partnerships, consistent with [G.S. 115D-20\(13\)](#).

Section 2: Authorities

2.1. In fulfillment of its governance role and fiduciary responsibility, the Board is given statutory and SBCC Code authority and oversight for fiscal matters at the College. The Board shares this responsibility with the President. Much of the Board's work in exercising its authority and oversight of fiscal matters is conducted through its Finance, Audit, and Investment Committee. The following are fiscal matters over which the Board has authority that is also shared with the President:

2.1.1. Budget Preparation and Submission: The Board has annual responsibility and authority, along with its President, to prepare and submit budgets to the State Board for State Current, County Current, Institutional, and Plant Funds, per [G.S. 115D-54\(a\)](#).

2.1.1.1. The President and designees advise the Board of the financial and budgetary needs throughout the College, assist in the preparation of budgets, and recommend the necessary adjustments, therefore.

2.1.2. Adoption of the Budget: Upon notification by the State Board, the Board shall adopt a final budget resolution consistent with the budget approved by the State Board and in accordance with the NCCCS Accounting Procedures Manual.

2.1.2.1. The budget resolution shall include State funds, funds appropriated to the College by the County Commissioners (tax-levying authorities) in both Person and Caswell counties, and all other agencies that provide funding to the College, per [G.S. 115D-56](#).

2.1.3. Self-Supporting Fees: The Board has authority, in cooperation with and as recommended by the President, to establish credit and non-credit course sections of instruction on a self-supporting basis, consistent with SBCC Code

sections [1E SBCCC 600.2 and 600.3](#) (p. 179). In exercising this authority, the Board shall adopt a policy regulating self-supporting activities, including:

- 2.1.3.1. The methodology used to determine fee rates; and,
 - 2.1.3.2. Permissible uses of excess funds generated from self-supporting activities.
- 2.1.4. Local Fees: The Board has authority, in cooperation with and as recommended by the President, to establish and charge local fees that have been previously established by the State Board, consistent with SBCC Code sections [1E SBCCC 700.1 through 700.7](#) (p. 181-186). In exercising this authority, the Board must adopt policies that:
- 2.1.4.1. Govern uses of local fee receipts;
 - 2.1.4.2. Budget fee receipts in Institutional Fund accounts;
 - 2.1.4.3. Utilize the fee receipts only for the purposes for which they were established; and
 - 2.1.4.4. Are paid to the College, without regard to a student's concurrent enrollment at another community college.
- 2.1.5. State Board Fees: Fees that are authorized to be established by the Board, in consideration of recommendations made by the President and subject to maximum amounts and restricted uses established by the State Board, may include:
- 2.1.5.1. Student Activity Fees,
 - 2.1.5.2. Instructional Technology Fees,
 - 2.1.5.3. College Access, Parking and Security (CAPS) Fees,
 - 2.1.5.4. Required Specific Fees, and
 - 2.1.5.5. Other Fees
 - 2.1.5.6. If fee receipts collected for fees authorized by [1E SBCCC 600.3](#) (p. 179), [700.5 & 700.6](#) (p. 185-186), and [1H SBCCC 300.1\(g\)](#) (p. 242) exceed expenditures, the Board shall comply with the provisions of [1E SBCC 700.7](#) (p. 186).

- 2.1.6. Vending and Concessions Activities: The Board has authority, in cooperation with and as recommended by the President, for depositing, budgeting, appropriating, and expending funds generated through vending machines and other concession activities. In exercising this authority, the Board shall be guided by policies that are consistent with [1H SBCCC 300.4](#) (p.243).
- 2.1.7. Investment of Idle Cash: The Board has authority, in cooperation with and as recommended by the President, to invest all moneys, in excess of all expenses and withdrawals, received into Institutional Funds accounts.
 - 2.1.7.1. The Board has further authority to impose restrictions and directions upon the management of these funds, including the power to purchase, sell, and exchange securities. In managing these funds, the Board shall comply with the provisions of [G.S. 115D-20\(5\)](#) and [G.S. 115D-58.6\(d1\) – \(h5\)](#).

Article IV – Board Officers and Their Duties

Section 1: Corporate Officers

1.1. The corporate officers of the Board of Trustees of Piedmont Community College shall be the Chair, Vice-Chair, and Secretary. The Chair and Vice-Chair shall be members of the Board.

1.1.1. The Secretary, who need not be a member of the Board, shall be elected by the Board.

Section 2: Election of Officers

2.1. In May of each year, the Chair shall appoint an ad-hoc Nominating Committee for the purpose of identifying and presenting a slate of candidates for consideration as corporate officers.

2.1.1. The Nominating Committee shall be composed of the Board Chair and Vice-Chair, the chairs of each of the Board's standing committees, and if necessary, include one additional appointment to ensure that both Person and Caswell counties are represented.

2.2. The slate of candidates shall include the positions of Chair, Vice-Chair, and Secretary

2.3. Upon receipt of the Nominating Committee's report of the slate of candidates, the Board shall hold an election from among its membership.

2.4. Officers elected by the Board shall serve a one-year term, effective July 1 and ending June 30 of each calendar year, consistent with [G.S. 115D-13\(c\)](#).

Section 3: Terms of Office

3.1. The Chair, Vice Chair, and Secretary shall be eligible for annual re-election by the Board.

3.1.1. The Chair of the Board shall serve a maximum of four (4) consecutive one-year terms.

3.1.1.1. The Board may waive the term limit to allow for one additional year, if it finds that there are conditions of fiscal exigency, accreditation findings or concerns, natural disasters, or a declared health emergency that would adversely affect the institution if there was an interruption in its governing leadership.

- 3.1.1.2. The Board should formally act to waive the term limit.
- 3.1.2. The Vice Chair of the Board shall serve a maximum of four (4) consecutive one-year terms.
 - 3.1.2.1. The Board may waive the term limit to allow for one additional year under the same conditions as the Board Chair, if it would adversely affect the institution if there was an interruption in its governing leadership.
 - 3.1.2.2. The Board should formally act to waive the term limit.
- 3.1.3. The College President may serve as Secretary of the Board but must be annually elected at the same time as the other corporate officers of the Board.

Section 4: Duties and Responsibilities of the Officers

- 4.1. Corporate officers are elected to call, preside, conduct and document all regular, specially called, and emergency meetings of the Board; to ethically discharge all duties assigned to them by the Board; and to provide consistent leadership in fulfilling Board governance and fiduciary responsibilities. The following shall be the duties and responsibilities of each corporate officer:
 - 4.1.1. Board Chair - The Chair of the Board is assigned the following duties and responsibilities:
 - 4.1.1.1. Appoint members to, and serve as an ex-officio voting member of, all committees of the Board. The Chair shall name the Chairperson of each committee.
 - 4.1.1.2. Appoint Trustees to serve as members of other organizational boards, when requested to do so, and as may serve the best interests of the Board, College, and students.
 - 4.1.1.3. In collaboration with the President, assemble, organize and distribute the agenda for all meetings of the Board.
 - 4.1.1.4. Pursuant to the needs of the institution, and consistent with [G.S. 115D-18](#), the Chair shall call for at least six (6) Board meetings during the calendar year. The Chair may call additional, special, and emergency meetings as best serves the interests of the Board and College.

- 4.1.1.5. Preside over all meetings of the Board.
 - 4.1.1.6. Serve as Chair of the Executive Committee
 - 4.1.1.7. Execute Board-approved contracts and documents by authority of and in the name of the Board.
 - 4.1.1.8. Discharge any other functions or duties expressly delegated by the Board to the Chair, including but not limited to, initiating both the annual Board self-evaluation, as required by the accrediting agency, and the annual evaluation of the President, as required by SBCC Code Section [1C SBCCC 300.2](#) (p. 57).
- 4.1.2. Board Vice-Chair – The Vice-Chair of the Board is assigned the following duties and responsibilities:
- 4.1.2.1. Preside in the absence or disability of the Chair, performing all functions and duties of the Chair, with full authority thereof.
 - 4.1.2.2. Discharging any other functions expressly delegated thereto by the Board, until the Chair returns.
- 4.1.3. Secretary - The Secretary of the Board is assigned the following duties and responsibilities:
- 4.1.3.1. Keep an accurate record of Board proceedings.
 - 4.1.3.2. Maintain an accurate and full accounting of the official minutes of all Board meetings. Distribute said minutes to Board members and the President in advance of the next scheduled meeting, with sufficient time for their review. The Secretary shall maintain a current compendium of these documents and shall make them available to each or any Board member, upon request.
 - 4.1.3.3. Have custody of and maintain as current all other official Board records and documents, including current Bylaws, policies, rules, regulations, and procedures of the Board, and any amendments thereto. A current compendium of these documents shall be made available to each or any Board member, upon request.
 - 4.1.3.4. In collaboration with the Board Chair, give notice in advance of all Board meetings.

Article V – Establishment and Charters of Committees

Section 1: The work of the Board is conducted through its committee structure, then brought forward to the full Board for consideration and appropriate action. The work of the Board is to govern the institution, in fulfillment of its fiduciary responsibilities, and in pursuit of its mission, vision and values. This work includes enacting such policies, procedures and practices that provide and deliver opportunities for the people of Person and Caswell counties to improve their lives and the lives of their families, promoting further development of the College, and facilitating engagement with business, industry, community, and educational partners.

1.1. Establishment of Committees and Method of Appointment

1.1.1. The Board, in consultation with the Chair and President, may establish such standing and ad hoc committees as are necessary to facilitate the work of the Board in fulfilling its duties and responsibilities to the College, and in pursuit of the institution's mission.

1.1.2. Once the necessary committees are agreed upon and established, the Chair will appoint the membership of each standing and ad hoc committee.

1.1.2.1. Appointments shall be made within thirty (30) days of the effective date of the election of the Chair, but no later than July 31.

1.1.2.2. The number of members of any standing committee shall be at least three (3) and a maximum of five (5), including the Board Chair.

1.2. Limitations of Committee Authority

1.2.1. Committee actions are understood to be advanced and reported as recommendations for consideration and action only by the full Board, to be taken at a regular or special meeting thereof.

1.2.2. If, however, the Board has, in a regular or special meeting, authorized a committee to act upon a matter referred to it, the committee chair shall report the action taken to the full Board in a reasonable amount of time, but not later than five (5) business days after the action has been taken.

1.2.3. Action taken by the committee must be consistent with the authority granted by the Board. In such a case, the action of the committee shall be final.

1.2.4. The following matters shall be reserved to the full Board, meeting in a regular or special meeting, and shall not be otherwise delegated:

- 1.2.4.1. Presidential selection, evaluation, and termination;
- 1.2.4.2. Board Corporate Officer selection;
- 1.2.4.3. Amendments to Board Bylaws;
- 1.2.4.4. A review of the College's mission, vision, and values;
- 1.2.4.5. Adoption of State, County, Institutional, and Plant Fund budgets;
- 1.2.4.6. Acquisition, disposition, and/or transfer of property;
- 1.2.4.7. Entering into lease purchase and/or installment purchase contracts for equipment and real property; and,
- 1.2.4.8. Permitting use of College personnel or facilities in support of or by a private business enterprise.

1.3. Standing Committees

1.3.1. Standing committees enable the Board to explore specific subject matter, such as policies related to governance, budgets and financial matters, instructional programs, students' success and services, financial matters, and buildings, facilities and grounds, in a level of depth, breadth, and certainty that is more realistic or practicable than in a regular Board meeting.

1.3.2. Committee reports and recommendations to the Board advise, assist and provide them with information that informs their discussions and decision-making. For these reasons, the Board establishes the following Standing Committees:

1.3.2.1. Executive Committee

1.3.2.1.1. The Executive Committee's purpose is to assist the Board with functioning effectively and efficiently in matters that are expressly defined within this Article.

1.3.2.1.2. The membership of the committee shall consist of the Board Chair, the Vice-Chair, and the Chairpersons of each standing committee. The Board Chair shall serve as Chair of the Executive Committee. The President shall be an ex-officio, non-voting member of the

committee. The Executive Assistant to the President shall serve as Staff Liaison to the committee.

1.3.2.1.3. The authorities and responsibilities of the Executive Committee are expressly defined as follows:

1.3.2.1.3.1. Provide advice, support, and policy direction in various areas not previously assigned to another Standing Committee in this Article, and/or as may be assigned by the Board Chair and take specific recommendations thereabout to the full Board for consideration.

1.3.2.1.3.1.1. This may include recommended revisions to and regular updating of Board Bylaws, while acknowledging that only the Board can make any changes thereto.

1.3.2.1.3.2. Serve the governmental affairs function of the Board, in partnership with other Board members and the President. This function includes developing State and local legislative strategies, advocating for the needs of the College, encouraging participation in professional development activities with state and national trustee associations, and establishing external business, education, and community partnerships and relationships.

1.3.2.1.3.2.1. The committee should make reports to the full Board on these functions and activities on an as needed basis.

1.3.2.1.3.3. In consultation with the President, provide timely information on any legal or operational challenge, resulting from the implementation of a policy previously approved by the Board. The Executive Committee may refer the challenge to a Standing Committee of the Board that has subject-matter expertise for further discussion, exploration, and recommendations for remedial actions to the full Board.

1.3.2.1.3.4. In consultation with the President, identify topics of importance related to governance, policy, fiduciary duties, opportunities for and threats to the institution, and other Board matters, for consideration and discussion by the full Board at a special meeting or an annual retreat.

1.3.2.1.3.5. To exercise all powers, privileges and prerogatives of the Board for emergency matters which cannot be postponed until a regular or special meeting of the Board can be called. Such emergencies may include, but not be limited to natural disasters, extreme weather events, a campus incident and/or lockdown, fire or other facility emergency, or cyberattack. All actions taken by the Executive Committee, using powers, privileges, and prerogatives of the Board, shall be reported to the full Board as soon as practicable, but no later than the next regular, special, or emergency meeting.

1.3.2.2. Finance, Audit, and Investment Committee

1.3.2.2.1. The Board of Trustees is the unique corporate entity charged with fiduciary oversight of and delegated responsibility for the financial health and well-being of the College.

1.3.2.2.2. While the day-to-day management of State, Local, Institutional and Federal funds falls upon the President and designees, the ultimate responsibility for protecting the fiscal assets of the institution falls upon the Board. This is expressly addressed in [Section 1A SBCCC 200.4](#) (p. 2-3) of SBCC Code.

1.3.2.2.3. The Board has intentionally assigned shared responsibility for fiscal oversight of the College to the Finance, Audit, and Investment Committee.

1.3.2.2.4. The authorities and responsibilities of the Finance, Audit and Investment Committee that are expressly shared with the Board are as follows:

1.3.2.2.4.1. To ensure that the College adheres to laws governing Federal, State, County, and Institutional Funds, including the “*Code of Federal Regulations*,” [North Carolina General Statute 115D](#), SBCC Code, State Board’s “*Accounting Procedures Manual*,” conditions imposed upon appropriations by Person County and Caswell County, and State regulatory agencies, in the budgeting and expending of and reporting on the use of funds.

1.3.2.2.4.2. In collaboration with the President and designees, specifically engage in the preparation and submission of budget requests, make recommendations to the Board about the adoption of annual budgets, advise the Board about the need for and use

- of self-supporting and local fees, and report on the use of vending receipts, as identified in Article III of these Bylaws.
- 1.3.2.2.4.3. Advise the Board of necessary policy changes that are the result of financial management directives made by external regulatory or governmental oversight bodies or agencies.
 - 1.3.2.2.4.4. On a regular basis, monitor monthly budget, revenue, and expenditure reports on current and capital funds, and communicate any concerns to the Board. Recommend budget adjustments to the Board, where required, after consulting with the President and designees.
 - 1.3.2.2.4.5. Upon receipt from the President and designees, study, analyze and recommend necessary Board actions on expenditure, accounting and reporting policies and procedures that are inconsistent with Article V Item 1.3.2.2.4.1 of these Bylaws.
 - 1.3.2.2.4.6. Provide oversight of the award of contracts, purchases, lease-purchases or purchase agreements that fall within the Board's fiduciary and statutory responsibilities.
 - 1.3.2.2.4.7. Review the fiscal operations and internal and external federal, state, and special audit reports of the College, and ensure that they satisfactorily meet reporting requirements and represent fairly the opinions of the auditing agency. Make full and complete reports to the Board, accompanied by necessary recommendations, concerning required remedial actions required as a result of fiscal deficiencies or audit findings.
 - 1.3.2.2.4.8. Receive analyze and recommend to the Board, with such modifications it determines appropriate, requests for expenditures that are inconsistent with policies, practices or budgets approved or adopted by the Board, as requested by the President or designees.
 - 1.3.2.2.4.9. Study and recommend to the Board official depositories for State, Local and Institutional Funds, in consultation with the President.

1.3.2.2.4.10. Make recommendations to the Board, in cooperation with the President, about the investment of unrestricted monies and surplus institutional funds, or securities, gifts or bequests, and the receipt, accounting and expenditure of all trust and non-trust funds of the College under the control of the Board.

1.3.2.2.4.10.1. Make further recommendations to the Board about restrictions and directions for the management of these funds, consistent with [G.S. 115D-20\(5\)](#) and [G.S. 115D-58.6\(d1\) thru \(h\)](#).

1.3.2.2.4.11. Undertake any other finance, audit, or investment assignments as directed by the Board.

1.3.2.3. Academic Instruction and Student Success Committee

1.3.2.3.1. A part of the College's work, shared by the Board with the President, is its pursuit of achieving exceptional levels of success in student learning and completion, resulting in gainful employment. This pursuit is accomplished through the delivery of rigorous academic instruction, relevant workforce development and training programs, and accompanying student support and success services.

1.3.2.3.2. The Board has assigned to the Academic Instruction and Student Success Committee, in collaboration with the President and designees, the responsibility to develop policy, academic programs and workforce training activities, and student success initiatives and recommendations, that reflect the mission and vision of the institution.

1.3.2.3.3. The authorities and responsibilities of the Academic Instruction and Student Success Committee that are expressly shared with the Board are as follows:

1.3.2.3.3.1. To continuously assess and evaluate credit and non-credit instructional programs of study and skills certification programs, workforce development training and activities, and student engagement and advancement services offered by the College, to determine their relevance in meeting the needs of students, communities, and businesses and industries served by the College.

- 1.3.2.3.3.2. In partnership with partnership with the President, research, discuss and make recommendations to the Board about the establishment and implementation of new curricula and student success strategies that reflect changes in higher education delivery models and facilitate successful completion of transferrable and marketable credentials.
- 1.3.2.3.3.3. Review program audits, employment and student demand data, sustainability reports, and effectiveness measures provided by the President to determine which programs and services no longer meet the needs of students or the community.
 - 1.3.2.3.3.3.1. Make recommendations to terminate these programs and activities.
- 1.3.2.3.3.4. Recommend such adjustments to academic and student success policies and protocols that correspond to changes in local and regional labor market data, student-driven needs for flexible course/work schedules, and corresponding demands for a well-credentialed and employment- ready workforce.
- 1.3.2.3.3.5. Consistent with the College’s mission, vision and values, and in partnership with the President, align student financial needs, growth and personal development, and performance and completion outcomes with appropriate practices, policies and services.
- 1.3.2.3.3.6. Continually explore marketing, recruitment, engagement, and enrollment management strategies to attract traditional students, students that have not completed a credential, and underserved and diverse populations, through innovative delivery methods, across and throughout the service area.
- 1.3.2.3.3.7. Serve as a forum for discussion and exploration of innovative policies, practices, and data-driven decision-making opportunities that align with the Strategic Plan. Advance these conversations to the full Board for further discussion about potential new or revised policy directions that support the academic and student support functions of the College.

- 1.3.2.3.3.8. Undertake any other curriculum, workforce education, and student success assignments as directed by the Board.

1.3.2.4. Buildings, Facilities, and Grounds Committee

- 1.3.2.4.1. The campus buildings, facilities and grounds are the places and spaces where students gather in the pursuit of degrees, diplomas, certificates and skills certifications, complete their secondary education, and become proficient in language and communication skills. In addition, these places and spaces house the faculty and staff professional staff that fulfill the educational mission of the institution.
- 1.3.2.4.2. Pursuant to [G.S. 115D](#), SBCC Code, and the accrediting agency, the Board is responsible for “ensuring adequate physical facilities and resources, both on and off-campus, that appropriately serves the needs of the institution’s educational programs, support services, and other mission-related activities.”
- 1.3.2.4.3. The Board has assigned to the Buildings, Facilities, and Grounds Committee, in collaboration with the President and designees, the responsibility to protect, maintain, and advance the physical assets and facilities of the College.
- 1.3.2.4.4. The authorities and responsibilities of the Buildings, Facilities and Grounds Committee that are expressly shared with the Board are as follows:
 - 1.3.2.4.4.1. To make regular recommendations to the Board, at least annually and in consultation with the President, for the immediate, short-term, and long-range requirements for the protection, maintenance, successful operation, renovation, acquisition, and new construction of buildings, facilities, properties, and grounds.
 - 1.3.2.4.4.2. As often as necessary, but no longer than a period of every five years, authorize a formal assessment of the adequacy, condition, and maintenance of all physical capital assets owned by the Board. As a result of this assessment, make

recommendations for remedying deficiencies in the physical assets.

- 1.3.2.4.4.3. As recommended by the committee and approved by the Board, seek professional services for preparation of a Facilities Master Plan for facility renovation and development and necessary property acquisition. This work shall be consistent with Item 1.3.2.4.4.2 of this Article and be informed by the College's Strategic Plan.
 - 1.3.2.4.4.4. Make annual recommendations to the Board, following conversations with the President and designees, with respect to the requirements and resources necessary for the maintenance and beautification of properties and grounds owned by the Board.
 - 1.3.2.4.4.5. Recommend to the Board, following a competitive evaluation process as required by law, and consultation with the President and designees, professional services related to architectural, engineering, construction, renovation and repair, and grounds keeping bids, services, and the award of related contracts.
 - 1.3.2.4.4.6. Make recommendations for granting easements or rights-of-way, which may be necessary for the operation of the College.
 - 1.3.2.4.4.7. Verify annually that there is adequate insurance coverage for Board members and employees; buildings, facilities and their contents; coverage for contents on rental properties occupied by the College; motor vehicles owed by and/or leased to the institution; liabilities, risks and exposures identified by the President and designees; and other practices and activities that pose potential hazards to employees.
 - 1.3.2.4.4.8. Undertake any other buildings, facilities and grounds assignments as directed by the Board.
- 1.3.2.5. Personnel Committee
- 1.3.2.5.1. The Board acknowledges the important role employees fulfill in carrying out the mission of the College. The Board further

acknowledges that under the principle of shared governance, the President is responsible for the administration of personnel policies enacted by the Board, including policies related to institutional personnel. In order to efficiently research, discuss, adopt and administer personnel policies, the Board establishes a Personnel Committee.

1.3.2.5.2. The committee shall work collaboratively with the President to develop, enact, and administer personnel policies and protocols for effective operation of the College.

1.3.2.5.3. The authorities and responsibilities of the Personnel Committee that are expressly shared with the Board are as follows:

1.3.2.5.3.1. Consistent with [G.S. 115D](#) and SBCC Code Section [1C SBCCC 200.94](#) (p. 40-47), the committee shall, from time-to-time and as it serves the best interests of the College and its employees, research, consider, and formulate with the President recommendations to the Board related to:

1.3.2.5.3.1.1. Compensation plans and salary studies;

1.3.2.5.3.1.2. Compliance with state and local personnel and salary policies, consistent with SBCC Code Section [1C SBCCC 200.94](#) (p. 40-47);

1.3.2.5.3.1.3. Reclassifications of positions;

1.3.2.5.3.1.4. Hiring and termination decisions that include only executive staff positions;

1.3.2.5.3.1.5. Educational leave policies; and,

1.3.2.5.3.1.6. Policy Amendments to the Faculty Handbook or Policy and Procedures Manual that relate to personnel matters.

1.3.2.5.3.2. Matters related to promotion to an executive level, probationary periods of employment, non-reappointment, dismissal, terminations, other disciplinary actions, appeal of grievances, and any personnel actions that require Board and President consultation.

1.3.2.5.3.3. Any other personnel matters as directed by the board.

Article VI – Conduct of Board Meetings

Section 1: Board Meetings

- 1.1. The Board shall meet, both in regularly scheduled and special called meetings, as often as may be necessary for the conduct of the business of the institution but shall meet a minimum of six (6) times during a calendar year.
- 1.2. Meetings may be called by the Board Chair, by a majority of the Board, or by the President of the College, upon consultation with the Chair.
- 1.3. The meetings shall be conducted on and off-campus and at such locations as the Board determines most benefits Board operations and governance of the College [[Citation: G.S. 115D-18](#)].
- 1.4. All meetings of the Board shall comply with the provisions of [Article 33C](#) of the General Statutes – “Meetings of Public Bodies” – consistent with [G.S. 143-318.9 through G.S. 143-.318.14](#).
- 1.5. Meeting recess
 - 1.5.1. If the Board recesses a regular, special, or emergency meeting for which public notice has been given and announces the resumption of the time and location of the meeting in an open session, no further notice shall be required.
- 1.6. Special Meetings
 - 1.6.1. If the Board calls a special meeting, the business thereof shall be confined to those matters contained in the public announcement.
- 1.7. Emergency Meetings
 - 1.7.1. If an emergency meeting is required, as determined by the Board Chair, and the matters for consideration reflect an immediate and unexpected situation, public notice shall be given consistent with [G.S. 143-318.12\(b\)\(3\)](#).
- 1.8. Electronic Meetings
 - 1.8.1. If the Board elects to hold their official meeting by electronic means, whether a regular, special or emergency meeting, it must do so in compliance with [G.S. 143-318.13](#) with regard to public access, written ballots, acting by reference, and complete remote participation by Board members.

Section 2: Meeting Schedule

- 2.1. The Board shall publish and post to the website through its Secretary an annual calendar of regularly scheduled Board and standing committee meetings; and, if sufficiently anticipated in advance, any special called or ad hoc meetings.
- 2.2. Further, the Secretary shall notify all Board members of the day, time, and location of any and all Board meetings at least forty-eight (48) hours in advance, excluding holidays and weekends, of a regular or special called meeting.
 - 2.2.1. This policy may be waived, contingent upon a waiver of notice being approved by a quorum of Board members eligible to vote.

Section 3: Closed Sessions

- 3.1. The Board shall hold closed sessions consistent with [G.S. 143-318.9\(a\)\(1\) through 143-318\(10\)](#).
 - 3.1.1. The Board shall enter into closed session only upon a motion duly made and adopted in an open meeting.
 - 3.1.2. Further, the motion shall declare and cite one of the permissible purposes listed in the citation above, and the name or citation that renders the information to be discussed privileged or confidential.

Section 4: Quorum

- 4.1. Eight (8) members eligible to vote and in actual attendance (physical and/or virtually) at meetings of the Board shall constitute a quorum for the transaction of business. A majority of all members eligible to vote will be required for the following:
 - 4.1.1. Determination of changes to, either adoption of new or amendment to existing, College policies;
 - 4.1.2. Determination of changes to, either adoption of new or amendment to existing rules and regulations, that affect either the Board and/or the College;
 - 4.1.3. The election of, or renewal or extension of, a contract for the President of the College; or
 - 4.1.4. Action to acquire property - an act of the Board's corporate and statutory authority.

- 4.2. The requirement of a quorum for standing and ad hoc committee meetings of the Board, thereby allowing for the transaction of business, is a majority of committee members eligible and present to vote, either in person and/or virtually.

Section 5: The Agenda

- 5.1. Consistent with Article IV, Section 4 of these Bylaws, the Board Chair and President shall share and discuss a list of items to be considered by and presented to the Board.
- 5.2. The following govern the development of a Board Agenda:
 - 5.2.1. Items agreed upon by the Chair and President shall be framed into a Board Agenda, accompanied by all documents necessary to inform the Board's consideration, deliberation and potential actions.
 - 5.2.2. These documents may have originated from committee work conducted by the Board, developed by the President and designees, or are delivered to the College by external governing or regulatory authorities. Any such documents shall be included in the Board package, either as information or for action items, unless unavailable at the time of Board package distribution.
 - 5.2.3. The Chair may also receive Agenda items from Board members for information or consideration; however, it is preferable that all action items will have moved through the appropriate committee, consistent with their committee charter.
 - 5.2.4. In the instance of an emergency meeting of the Board, the Chair, upon consultation with the President and Executive Committee members, may add items to the Agenda, regardless of where they originate or the date they are received or submitted.
 - 5.2.5. Board members shall vote to approve or amend the Regular Agenda, after the consideration and vote on the Consent Agenda.

Section 6: The Consent Agenda

- 6.1. In order to promote efficient meetings of the Board, the Board may act upon more than one item by a single majority vote through the use of a Consent Agenda. Consent agenda items shall be those of a non-controversial or routine nature, as determined by the Chair and in consultation with the President.

- 6.1.1. The Chair shall call for a vote of the Consent Agenda at the beginning of any meeting of the Board, if applicable.
- 6.2. Any Board member has the right to comment on a consent agenda item. At the request of any member of the Board, any item on the consent agenda shall be removed and given additional consideration for action as a regular agenda item.
 - 6.2.1. The request to remove the item from the consent agenda shall be non-debatable and will be honored without discussion.
 - 6.2.2. Removal of an item from the consent agenda returns it to the appropriate committee's report for full Board consideration.

Section 7: Order of Business

- 7.1. The order of business for the Board for regular meetings shall be as follows:
 - 7.1.1. Call to Order
 - 7.1.2. An Invocation or Inspirational Message
 - 7.1.3. Reminder of the "State Government Ethics Act" [[G.S. 138A](#)] and Reading of the "Conflict of Interest Statement."
 - 7.1.4. Approval of Board Minutes
 - 7.1.5. Approval of the Consent Agenda
 - 7.1.6. Approval of the Regular Agenda
 - 7.1.7. Reports of the Standing Committee Chairs:
 - 7.1.7.1. Executive Committee
 - 7.1.7.2. Finance, Audit, and Investment Committee
 - 7.1.7.3. Academic Instruction and Student Success Committee
 - 7.1.7.4. Buildings, Facilities, and Grounds Committee
 - 7.1.7.5. Personnel Committee
 - 7.1.8. Reports of Ad Hoc, Special, or Emergency Committee Meetings
 - 7.1.9. Unfinished Business Carried Forward from Prior Meetings

7.1.10. New and Other Business

7.1.11. Individual or Group Presentations

7.1.12. Board Professional Development or Substantive Issue Discussion

7.1.13. President's Report

7.1.14. Board Chair's Report

Section 8: Governing Parliamentary Rules

8.1. The most recent edition of "*Robert's Rules of Order*" shall guide the conduct, procedures and protocols of the meeting.

Section 9: Individual or Group Participation or Presentations in Board Meetings

9.1. Any individual or organized group that seeks to appear before and/or participate or make a presentation to the Board shall adhere to the following protocol:

9.1.1. Provide a written statement to the Board Chair and President, outlining the purpose of such appearance, the intent of the participation or presentation, and the name(s) of each person or persons who requests permission to speak.

9.1.2. The statement must be filed with the Chair and President as least five (5) business days (not including holidays or weekends) in advance of the meeting at which the appearance is requested.

9.1.2.1. This timeline reflects the Board's policy of providing Board members with meeting information in advance, consistent with Articles IV and VI of these Bylaws.

9.1.3. If granted an appearance by the Chair, oral presentations made by an individual shall be limited to five (5) minutes, and group presentations are limited to a maximum of thirty (30) minutes, at the discretion of the Chair.

9.1.4. Nothing in this section shall prohibit a waiver of Item 9.1.3 above, if approved by the Chair and the majority of Board members present.

Section 10: Member Absences

10.1. A Board member who will be, or is absent from a meeting, shall notify the Chair and/or President's Office in advance, or as soon as practicable thereafter, respectively.

- 10.1.1. The member may file a justifiable excuse with the Chair or President concerning their absence, consistent with [G.S. 115D-19](#).
 - 10.1.2. The Secretary shall record the members' absence in the official minutes of the Board.
- 10.2. If a member fails to attend three (3) consecutive meetings, and has failed to provide a justifiable excuse therefore, the Board shall follow the policy set forth in Article II Item 1.7 of these Bylaws for declaring vacant the office of said member.

Article VII – The President of the College

Section 1: The first statutory power assigned to the Board by the North Carolina General Assembly is “To elect a president or chief administrative officer of the institution” ([G.S. 115D-20\(1\)](#)). In addition, the accrediting agency provides that the institution’s chief executive officer has ultimate responsibility for priorities and initiatives that advance its board-approved mission, goals, and priorities. The chief executive officer oversees the organizational structure that includes key academic and administrative officers and decision makers with credentials appropriate to their respective responsibilities. Furthermore, the College President has responsibility for and control over the educational, administrative, and fiscal programs and services of the College. In light of these considerations, the Board sets forth the roles, duties, responsibilities, and protocols related to the President as follows:

1.1. Appointment

- 1.1.1. The President shall be appointed by the Board, consistent with the process imposed upon them by SBCC Code Section [1C SBCCC 300.1](#) (p. 55-57) and conditioned upon approval by the State Board ([G.S. 115D-20\(1\)](#)).
- 1.1.2. The President shall serve at the pleasure of the Board, and in accordance with such terms and conditions as the Board may fix related to their employment.
- 1.1.3. In the absence of the President, the Board has authority to appoint an Acting or Interim President. See [PCC Policy 2.35 Acting and Interim President](#)

1.2. Qualifications

- 1.2.1. The qualifications of the President shall be established by the Board, consistent with the accrediting agency principles related to educational quality, and also include, but not be limited to, appropriate academic credentials, varied experiences and skill sets that reflect the mission, vision, and values of the College, and such emotional intelligence as is required to lead a dynamic, comprehensive higher education institution.

1.3. Roles, Duties, and Responsibilities

- 1.3.1. The Board has autonomy in the governance of the College. As a corporate body, the Board is the legal entity empowered to exercise fiduciary oversight for the institution. In the practice of shared governance, the President shall have full authority and responsibility for the administration, organization and

operation of the College. The President shall exercise this authority consistent with the policies, rules and regulations established by the Board, and in compliance with applicable state and federal laws, SBCC Code, accrediting agency principles, and within budgets approved by the Board.

1.3.2. The following roles, duties and responsibilities are established by the Board for the President of the College:

- 1.3.2.1. The President shall provide clear and consistent information and counsel to the Board on all policy and procedural matters related to academic affairs and programs, workforce and economic development training and opportunities, student support and success activities and outcomes, financial affairs, and building, facility and property matters.
- 1.3.2.2. The President shall bring forward to standing and ad hoc committees, and the full Board, either as directed thereby or in their role as executive leader of the College, policy considerations and recommendations that assist the Board in its governance and oversight responsibilities, addresses the administrative and operational requirements of the institution, and/or serves the best interests of students and communities within the College's service area.
- 1.3.2.3. The President shall establish such procedures, protocols and practices as may be necessary to implement policies, rules and regulations either adopted by the Board of Trustees or imposed by the State Board of Community Colleges.
- 1.3.2.4. The President shall inform the Board about substantive issues under consideration by governmental, educational, and business and industry bodies and organizations, and the potential opportunities and challenges to the College that accompany the enforcement or implementation of policies that could result therefrom.
- 1.3.2.5. The President shall be responsible for moving the College forward in fulfillment of its educational and workforce mission, promoting excellence in teaching and learning, securing available public, private and sponsored resources, developing innovative practices for student advancement, strengthening partnerships, and serving as an ambassador and advocate for the institution.

- 1.3.2.6. The President shall attend, engage with, and actively participate in all standing and ad hoc committee meetings, and in regular, special, and emergency meetings of the Board, providing them with expertise and information as needed to meet the requirements of committee charters and Board governance, oversight, and fiduciary responsibilities. In this role, the President shall recommend the establishment or termination of educational programs, student services activities, workforce initiatives, personnel policies, financial engagements, and building and facility measures.
- 1.3.2.7. The President shall appoint members of and actively participate in Advisory Board meetings, participate in Foundation Board meetings, and attend such external meetings of organizations and entities that bridge the college and the community, including local, state, and national governmental, educational, economic, philanthropic, and civic organizations.
- 1.3.2.8. The President shall have express authority to employ all personnel of the College, as delegated by the Board, consistent with [G.S. 115D-20\(2\)](#). The President shall provide the Board with reports of faculty that are intended to become full-time employees of the College; the termination of employees as a result of financial exigency; or related matters, that might also include litigation.
- 1.3.2.9. The President shall have express authority to select and appoint members to and advisors of the College's subject-matter advisory committees, including but not limited to curriculum committees.
- 1.3.2.10. The President shall be responsible for formulating the organizational structure of the institution, reflecting the primary functions thereof; establishing the employee compliment, within available funds and budgets approved by the Board; and defining accompanying employee knowledge, skills and abilities necessary to fulfill the mission, vision and values of the College.
- 1.3.2.11. The President shall execute and administer any other roles, duties, and responsibilities which the Board shall designate, assign, or authorize.

1.4. Evaluation of the President

- 1.4.1. The Board is required by oversight bodies, and encouraged through best practices, to evaluate the President. The State Board directs that the College's Board of Trustees annually evaluate the performance of its President (Section [1C SBCCC 300.2](#) (p. 24) of SBCC Code); and the accrediting agency includes in a requirement that the Board regularly evaluate the institution's chief executive officer. The Associations of Community College Trustees (ACCT) and Governing Boards (AGB) advise local Boards, as a best practice, to support a healthy and strong relationship with its President. This is accomplished through a clear division of labor, mutual goal setting, the establishment of well-defined expectations, and a review of the President's performance on a consistent basis.
- 1.4.2. The Board therefore establishes the following methodology for annually evaluating the performance of the President, based upon State Board and accrediting agency requirements, and national association best practices:
 - 1.4.2.1. Criteria: The Board shall, at a minimum, evaluate the President using the following criteria:
 - 1.4.2.1.1. General administration within the institution;
 - 1.4.2.1.2. Establishing and nurturing both internal and external relationships, including, but not limited to:
 - 1.4.2.1.2.1. Board members, executive leadership, faculty and staff; and
 - 1.4.2.1.2.2. Governmental and educational partners, business and industry, communities served by the College, philanthropic entities and institutions, and print and broadcast media.
 - 1.4.2.1.3. Personal attributes and emotional intelligence;
 - 1.4.2.1.4. Administration and management of College personnel;
 - 1.4.2.1.5. Fiscal management and budget acumen;
 - 1.4.2.1.6. Facilities oversight and administration of the Facilities Master Plan;
 - 1.4.2.1.7. Advancement and delivery of academic and instructional policies, courses, and programs of instruction;
 - 1.4.2.1.8. Goals and objectives that accompany the Strategic Plan; and

- 1.4.2.1.9. Other areas of focus, as agreed upon by the Board and President.
- 1.4.2.2. Reporting the Evaluation: The Board shall, no later than June 30 of each calendar year, notify the State Board in writing of the following:
 - 1.4.2.2.1. The time frame and date for which the President's evaluation was completed;
 - 1.4.2.2.2. A description of the methodology used, noted within the criteria of this Article, used for the evaluation;
 - 1.4.2.2.3. Certification that the evaluation instrument used included these criteria;
 - 1.4.2.2.4. Certification that the full Board participated in the evaluation, and that the results were shared with the President; and
 - 1.4.2.2.5. Certification that any deficiencies identified by the evaluation were either remedied, or an action plan has been developed to do so.

Article VIII – Policies, Rules and Regulations

- Section 1: The Board acknowledges its authorization, jurisdiction and responsibilities to govern and serve as fiduciary over Piedmont Community College, as codified within the Articles of these Bylaws.
- Section 2: The Board further vows it will ensure that the College pursues its institutional mission; thoughtfully engage in developing and monitoring progress of the Strategic Plan; protect and provide oversight over the College’s financial and physical assets; verify the delivery of quality instruction, academic programs, and skills training; collaborate in the enactment of institutional policies and practices that foster student success; and practice the principle of shared governance with its President.
- Section 3: The Board shall validate its vows to govern the College by enacting such policies, rules and regulations that, at all times and in each instance, serves the best interests of the institution, its personnel and students, and communities, businesses, and industries within the service delivery area.
- 3.1. The Board commits to doing this work consistent with the State Government Ethics Act, and by avoiding conflicts of interest or the appearance of conflicts.
- Section 4: The Board may enact and amend such policies, rules and regulations as may be necessary or required, consistent with North Carolina General Statutes, State Board of Community Colleges Code, express authority of Boards of County Commissioners as it relates to the College, and any other rules of law; or, as may be required in its determination for the effective discharge of its powers, authorities, duties, and responsibilities for successful operation of the institution.

Article IX – Adoption and Amendment of The Bylaws

Section 1: The Board reserves the right to adopt and amend these Bylaws, at its discretion and/or by direction of the General Assembly or State Board, consistent with the following:

1.1. Adoption

1.1.1. These Bylaws shall be adopted by an affirmative vote of a majority of Board members that are present and eligible to vote, but by no fewer than eight (8) members voting in the affirmative.

1.1.2. The adoption is contingent upon each Board member receiving a complete set of the Bylaws no less than seven (7) business days in advance of a regular or special meeting, not including weekends or holidays.

1.2. Amendment

1.2.1. These Bylaws may be amended, as requested by any member of the Board, making such a request at any regular or special meetings of the Board.

1.2.1.1. The proposed amendment shall be referred by the Board Chair to the Executive Committee, or any other standing or ad hoc committee if subject-matter expertise is required.

1.2.2. The Chair shall allow such time for consideration and re-write of an amendment to allow for thoughtful discussion and deliberation by Board members.

1.2.2.1. The decision to amend these Bylaws shall be made at a regular or special meeting of the Board in the same manner as defined for adoption of the Bylaws.

Article X – Severability

Section 1: If any section or provision of these Bylaws is declared invalid or unenforceable by any regulatory entity, it does not affect the validity of the Bylaws as a whole, or any part other than the part so declared to be invalid or unenforceable.