



BOARD OF TRUSTEES OF CLINTON COMMUNITY COLLEGE BY LAWS



MISSION AND VISION STATEMENTS

The Mission

The mission of Clinton Community College is to provide educational opportunities that enrich minds, strengthen the economy and improve the quality of life in our region.

Vision Statement

As a result of our efforts in Clinton County and the North Country, individuals will be prepared to meet the challenges of a global society, our economy will thrive and the people in our region will enjoy an enhanced quality of life.

Contents

| | | |
|---------------------|--|----|
| Article I: | Board of Trustees | 4 |
| Section 1. | Name..... | 4 |
| Section 2. | Sponsorship | 4 |
| Section 3. | Purpose | 4 |
| Section 4. | Membership | 4 |
| Section 5. | Responsibilities and Duties | 5 |
| Section 6. | Communication and Ethics..... | 5 |
| Section 7. | Meetings | 5 |
| Section 8. | Quorum..... | 6 |
| Section 9. | Manor of Meetings..... | 6 |
| Section 10. | Agenda for Board of Trustees Meetings..... | 6 |
| Section 11. | Special Meetings..... | 6 |
| Section 12. | Minutes of Meetings | 7 |
| Section 13. | Annual Meeting..... | 7 |
| Article II: | Officers | 7 |
| Section 1. | Officers of the Board | 7 |
| Section 2. | Duties of the Officers and the Board | 7 |
| Section 3. | Officer Vacancy..... | 8 |
| Article III: | Duties of the Officers | 8 |
| Section 1. | The Chair | 8 |
| Section 2. | The Vice Chair | 8 |
| Section 3. | The Secretary | 8 |
| Section 4. | The Treasurer..... | 8 |
| Article IV: | Legal Counsel | 9 |
| Section 1. | Legal Counsel | 9 |
| Article V: | Committees | 9 |
| Section 1. | Membership | 9 |
| Section 2. | Executive Committee | 9 |
| Section 3. | Standing Committees | 9 |
| Section 4. | Ad Hoc Committees..... | 10 |
| Article VI: | Contracts and Finances | 10 |

Section 1. Execution of Contracts 10

Section 2. Checks and Drafts 10

Section 3. Deposits 10

Article VII: Amendment of the By Laws 10

Article VIII: Legal Responsibilities/Indemnification 11

Article IX: Code of Ethics 11

Article X: Conflict of Interest 11

Article XI: Compensation of Trustees 11

Amendments: 12

Article I: Board of Trustees

Section 1. Name

The name of the governing body of Clinton Community College shall be “Board of Trustees”.

Section 2. Sponsorship

Clinton Community College is sponsored by the County of Clinton.

Section 3. Purpose

The purpose of the Board of Trustees shall be that of establishing policy governing the College guided by the State University of New York as a unit of the University System pursuant to Article 126 of the New York State Education Law. The Board of Trustees delegates to the President of the College responsibility for the administration of the College.

Section 4. Membership

The Board of Trustees shall be comprised of exactly ten members; five of whom shall be appointed by the local sponsor, the County of Clinton, four of whom shall be appointed by the Governor of the State of New York, and one member shall be elected by and from among the students of Clinton Community College, pursuant to the provisions of Section 6306, Subdivision 1 of the Education Law of the State of New York. The student trustee must be a registered student of Clinton Community College and in good academic standing during his/her term of office.

The membership of the Clinton Community College Board of Trustees shall be comprised of representatives of the sponsorship area, the County of Clinton, except with the student trustee.

The term of office for members of the Board of Trustees (except for the student trustee) shall be determined in accordance with Section 6306, Subdivision 1 of the Education Law. There shall be no limit to the number of terms that a person may serve as a trustee. Vacancies on the Board shall be filled for the unexpired term of the person who left the Board in the same manner as the original appointments were made by the appointing authority responsible for such appointments; i.e., the unexpired term of a Governor’s appointee will be filled by another Governor’s appointee, the unexpired term of a legislative appointee will be filled by another legislative appointee.

Any trustee who has served three years from date of appointment, Upon his/her departure from the Board, shall be conferred the title of Trustee Emeritus. An Emeritus Trustee shall be entitled to attend and

participate in academic and special affairs of the College but shall not be vested with the responsibility of a trustee.

Section 5. Responsibilities and Duties

1. The Board of Trustees shall establish policies governing the College and delegate responsibility for the administration and execution of those policies to the employed professional college administrators.
2. The Board of Trustees shall appoint a President, approve curricula, approve budget, establish tuition and fees, approve temporary and permanent facilities. The Board of Trustees shall approve awarding of certificates and diplomas, and appropriate degrees based on the recommendation of the President and faculty.
3. The Board of Trustees shall appoint personnel and adopt salary schedules upon recommendation of the President.
4. The Board of Trustees shall be responsible for creating and recording the policies and procedures of appointment and conditions of employment of the President and other professional administrative personnel not holding academic continuing appointments or tenure.
5. The Board of Trustees shall approve the Mission, Goals and Objectives of the College. The Board of Trustees will regularly assess the overall performance of the College.

Section 6. Communication and Ethics

It is the responsibility of the individual Trustee or Officer of the Board:

1. To recognize that only the Board of Trustees by formal action can make commitments of any kind binding on Clinton Community College.
2. To clearly state to those with whom s/he discusses College matters or policies, s/he is expressing opinions as an individual citizen and when s/he is expressing officially approved policies of actions of the Board.
3. To make no announcement of nor to give any information about action taken by the Trustees until such action has been communicated by the Chair of the Board and the President through regular official channels.
4. To convey to the President for consideration and possible action any important inquiries or complaints that are raised directly with an individual Trustee regarding the operation of the College.
5. To adhere to the Bylaws (including the Code of Ethics) of the Board of Trustees.

Section 7. Meetings

Regular meetings shall be held each month. The dates and times of meetings shall be placed on a calendar and announced in advance by the Board Secretary in accordance with Article 7 of the Public Officers

Law of New York State governing Open Meetings. Robert's Rules of Order, as modified by the rules and procedures and past practices of the Board shall serve as a guide for the proceedings of the Board at meetings.

Executive Sessions shall be held only upon the majority vote of the Board in an open meeting and shall be attended only by Board members and others, as invited by the Board. The motion shall identify the area(s) to be considered and shall be so recorded in the minutes and provided, however, that no action by formal vote shall be taken to appropriate public moneys. Executive Sessions shall be held only for the discussion of matters such as described in the New York Open Meetings Law. When the Executive Session is completed, the Board shall return to regular session prior to adjournment.

Section 8. Quorum

The majority of the Board membership shall constitute a quorum. Motions and resolutions require a majority (6 out of 10) of the full membership for passage.

Section 9. Manor of Meetings

Written minutes will be taken of all meetings of the Board and they shall be distributed to all Trustees and the President. At the beginning of each meeting, time may be allowed for individuals or delegations to address the Board at the discretion of the Board Chair. The Chair may seek counsel of the Board as to whether or not to allow the presentation. Individuals or delegations granted the floor will be allowed up to five (5) minutes for each presentation. The Chair has discretion to terminate the presentation at any time.

Section 10. Agenda for Board of Trustees Meetings

An agenda of items of business to come before the meeting shall be prepared by the President of the College in consultation with the Chairperson. Items not on the agenda may be considered at any regular meeting upon the unanimous consent of the members present.

Section 11. Special Meetings

Special meetings shall be held on the call of the Chairperson or on the written request of four (4) Board members. Whenever a special meeting is called, note of the date, time and place of such meeting shall be given by the Secretary to all of the Board members. Such notice shall be in writing or oral (including telephone) and shall be given not less than twenty-four (24) hours in advance of said meeting. The notice shall include the specific matter or matters to be presented to the Board for its consideration at such special meeting. No other matters shall be

considered at such meetings. Members of the Board may waive notice of such special meetings.

Section 12. Minutes of Meetings

A record of all transactions of the Board will be recorded in the official minutes, which are kept in the Office of the President as a permanent official record. The minutes shall be open to inspection of the public; however, there shall be no obligation to provide copies of the minutes unless requested through due legal process. The minutes will include each motion and the name of the person who made it, the name of the person seconding the motion and the vote. Vote will be by voice and any individual voting against a proposition may state his/her reasons and have them made a part of the record, if so requested.

Section 13. Annual Meeting

The August meeting shall be the Annual Meeting. The election of officers and review of the By Laws shall take place at the Annual Meeting.

Article II: Officers

Section 1. Officers of the Board

The Officers of the Board shall be a Chair, a Vice Chair, a Secretary and a Treasurer. Officers shall take office on September 1 following their election at the Annual Meeting of the Board in August. All Officers of the Board shall be eligible for election for two-year terms and be eligible for re-election to consecutive two-year terms without limit.

Section 2. Duties of the Officers and the Board

1. Appoint a President and receive recommendations from this officer regarding all matters pertaining to the operation of the College, both currently and projected into the future.
2. Conduct an annual assessment of the President's performance including but not limited to a document of expectations and specific goals.
3. Represent the College in various forums requesting and seeking financial support for the adequate and proper operation of the College.
4. Assess the progress and development of the College.
5. Work in an advocacy role for the College throughout the community, region and state.
6. Develop policies to govern the operation of the College.
7. Assure that the College maintains academic standards sufficient to insure a good reputation and to insure for its graduate's opportunities for employment and further study.

8. Assure that the College maintains its institutional accreditation with the Middle States Association, that its programs remain registered with the State Education Department and that the College adheres to the Community College section of the State Education Law and the policies of the State University of New York.
9. Assure fiscal responsibility in all College operations.

Section 3. Officer Vacancy

A vacancy in any office shall be filled by election, but for the remainder of the expired term only. Said election to fill such vacancy shall be held at the next regular meeting of the Board following the date on which vacancy occurs.

Article III: Duties of the Officers

Section 1. The Chair

The Chair shall preside at all meetings of the Board and appoint Trustees to all standing and Ad Hoc Committees of the Board. The Chair shall sign all documents, or cause to have all documents signed, on behalf of the Board, coordinate Board activities and make all public statements on behalf of the Board. The Chair shall represent the interests of the Board in working with the President and shall be the designated Board Member to work in an official capacity with the President.

Section 2. The Vice Chair

The Vice Chair shall perform the duties of the Chair in the Chair's absence and perform such other duties as the Chair may delegate.

Section 3. The Secretary

The Secretary shall be responsible for assuring the proper and accurate recording of all minutes of all meetings of the Board. The Secretary shall see to the security of all of the records and files of the Board.

Section 4. The Treasurer

The Treasurer shall be responsible for working with the President and the Vice President of Administration and Finance of the College to recommend the disbursement of funds for approval and report the financial condition of the College to the Board when requested or required to do so.

At the end of each fiscal year, the Treasurer shall present to the Board an audit report of the fiscal operations of the College. Said audit shall be performed by an independent certified public accountant. The Treasurer shall chair the Finance Committee of the Board.

*Article IV: Legal Counsel***Section 1. Legal Counsel**

The Board of Trustees shall appoint such legal counsel for the College and the Board, as it determines is necessary.

*Article V: Committees***Section 1. Membership**

Members of the Committees and committee chairs shall be appointed by the Board Chair and charged with the responsibility for studying and/or evaluating matters deemed essential to the operation of the Board and/or the College.

Section 2. Executive Committee

The Executive Committee shall consist of the Officers of the Board of Trustees. The Executive Committee is empowered to act for the Board on those occasions when authorized to do so, by the Board of Trustees. A majority of the Executive Committee members shall constitute a quorum for the purpose of meetings and decision making.

Section 3. Standing Committees

The Standing Committees of the Board shall be the Finance Committee, the Buildings and Grounds Committee, and the Academic Review Committee. The Board Chair at the annual meeting in August will appoint members of each standing committee.

Finance Committee: The Committee shall have a minimum of three members. The Committee shall review and make comment on the proposed annual operations and capital expense budgets of the College and the tuition and fee schedules. The Committee shall periodically evaluate the financial condition of the College and make appropriate recommendations for improvement. The annual audited report of financial condition shall be reviewed with appropriate recommendations being made to the full Board and the College Administration.

Buildings and Grounds Committee: The Committee shall have a minimum of three members. The Committee may review and make comment on the Master Facilities Plan, any capital projects and any facilities operations and maintenance issues. The Committee shall regularly report to the full Board on the stated issues.

Academic Review Committee: The Committee shall have a minimum of three members. The Committee may review and make comment on any

academic or student issue brought to their attention. The Committee shall recommend to the full Board for approval all program modifications or additions prior to their submission to the State University of New York.

Section 4. Ad Hoc Committees

The Chair shall appoint Ad Hoc Committees as may be necessary from time-to-time. Such Committees shall be terminated at the completion of their appointed task and/or the Board accepts their work.

Article VI: Contracts and Finances

Section 1. Execution of Contracts

The Board of Trustees may authorize any administrative officer or officers in its name and in the name of and on behalf of the College, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances, but unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the College by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose.

Section 2. Checks and Drafts

All checks, drafts, and other orders for payment of money out of the funds of the College shall be signed in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. Deposits

All funds of the College shall be deposited to the credit of the College in such banks and trust companies as the Board of Trustees may approve at its organizational meeting in September.

Article VII: Amendment of the By Laws

Section 1. By Laws may be amended by a majority vote of the total membership of the Board.

Section 2. A written copy of the proposed amendment(s) shall be provided to each Trustee at least ten (10) days prior to the meeting to vote on the amendment.

Article VIII: Legal Responsibilities/Indemnification

Section 1. The Trustees of Clinton Community College accept all legal responsibilities and regulations concerning Trustees of community colleges as set forth in New York State Education Law, Article 126, Section 6306 and other pertinent sections of the Article.

Section 2. Trustees shall be defended and indemnified in their official acts on behalf of the College as per Article 126, Section 6308, of New York State Education Law.

Article IX: Code of Ethics

Section 1. Members of the Board of Trustees and Officers of the Board shall abide by the same standards expressed in the statutes governing ethics and conduct and the rules for conflict of interest set forth in General Municipal Law 801 and the Code of Ethics adopted by the Board of Trustees as it may be amended from time to time.

Article X: Conflict of Interest

Section 1. Members of the Board of Trustees and Officers of the Board shall sign a Conflict of Interest Statement annually at the Annual Organization meeting.

Article XI: Compensation of Trustees

Section 1. Trustees shall receive no compensation for their services, but shall be reimbursed, as the Board may direct, for the expense actually incurred by them in the performance of duties.

Amendments:

April 29, 1968
February 18, 1969
March 19, 2002
November 15, 2016