

Herkimer County Community College Bylaws

(October 20, 2018)

Article I. Duties and Powers of the Board

See Section 2 of Board Policy Manual, "Responsibilities of the Board of Trustees of Herkimer County Community College" (New York State Education Law, Section 604.2).

Article II. Organization of the Board

Section 1. Number

There shall be nine members appointed for terms of seven years in annual rotation, except that initial appointments shall be made for terms of one to nine years respectively, governed by Section 6306 of the Education Law of the State of New York. The duly elected president of the Herkimer County Community College Student Senate will be appointed to serve as student trustee. The term of this appointment will continue for the duration of the student's term as president of the Herkimer County Community College Student Senate.

Section 2. Officers

The officers of the Board shall be a Chairperson, Vice Chairperson and Secretary.

Section 3. Term of Office

The Chairperson, Vice Chairperson and Secretary shall be elected each year at the Annual meeting. An affirmative vote of at least 6 trustees is necessary for election of officers. Vacancies in any office may be filled at the next regularly scheduled meeting of the board, at the next annual meeting, or at any special meeting duly organized, but in no event no later than 60 days from the date the vacancy occurred.

Section 4. Duties of the Chairperson

The Chairperson shall preside at all meetings of the Board and shall be a member ex-officio of all committees.

The Chairperson shall appoint all standing and special committees.

Section 5. Duties of the Vice-Chairperson

The Vice Chairperson shall perform the duties of the Chairperson in his/her absence and such other duties as the Chairperson may delegate from time to time.

Section 6. Duties of the Secretary

The Secretary certifies all resolutions as true and correct and signs same.

The Secretary, through the Recording Secretary, shall be responsible for the minutes of all regular and special meetings of the Board and shall prepare and distribute same to each member of the Board prior to the next regular meeting.

Article III. Committees

Section 1. The standing committees of the Board shall be:

- a. Executive Committee
- b. Nominating Committee

Section 2. Duties of the Standing Committees

The duties of the standing committees shall be:

- a. The Executive Committee shall consist of the officers of the Board of Trustees. The Executive Committee shall review all agenda items that will be presented to the Board prior to the regular Board meeting. The Executive Committee will respond to all matters deemed serious by the Chairperson of the Board.
- b. The Nominating Committee of the Board shall be assigned by the Chairman of the Board for a term of one year. The Chairman of the Board shall also appoint a Chairman of the Nominating Committee for a term of one year.

The Nominating Committee shall propose a slate of officers to be voted upon at the annual meeting. Prior to the voting on the slate proposed by the Nominating Committee, an opportunity shall be given by the Chairman of the Board for the nominations for any office from the floor. Elections shall be by voice vote except that if there should be a nomination from the floor, a ballot election shall be held.

Article IV. Board of Trustees Meetings

Section 1. Regular Meetings

- a. The Board of Trustees shall hold at least six regular meetings, which will include an annual meeting, and two workshops, throughout the year. The date and time shall be designated by the Board.
- b. A quorum (at least 6 members) is required so that business can be transacted. Any board action will observe McKinney's General Construction Law Section 41 – quorum and majority, which requires that all actions must have a minimum of six (6) votes in favor of the action for it to pass.
- c. The Board shall consider the items as presented in the Agenda accompanying the Notice of the Meeting. Items which are not on the Agenda shall only be considered with the consent of the majority of all members present. The Agenda shall be mailed to all Board members at least forty-eight hours prior to the Board meeting.
- d. Proxy votes, mail or telephone votes shall not be used in deciding Board resolutions. However, the members of the Board may be polled at the direction of the Chairperson on matters of an emergency nature, and Board endorsement of any action taken, voted at the next regular meeting.
- e. The presiding officer of the Board shall decide all questions of order, subject to an appeal of the Board of Trustees.
- f. The Board shall be governed during its procedures by parliamentary rules and usage as set forth in "Robert's Rules of Order" and the McKinney's General Construction Law Section 41.

Section 2. Annual Meeting

- a. The Annual meeting of the Board shall be the regular April meeting.
- b. An affirmative vote of at least six trustees is necessary for election of officers.
- c. Specific business before this meeting shall be the election of officers and other business legally entitled to come before this meeting.
- d. Consideration of other items of business and voting procedures will be the same as at regular meetings of the Board.

Section 3. Special Meetings

- a. Special meetings of the Board shall be held on the call of the Chairperson of the Board or on the call of three members of the Board.
- b. The notice of any special meetings shall include the agenda for such meeting and no other matter shall be considered at said meeting except with the consent of a majority of all voting members of the Board present at such meeting.

- c. The quorum and voting procedures at special meetings shall be the same as at regular meetings of the Board.

Section 4. Attendance

- a. Trustees who are unable to attend any meeting are requested to inform the Secretary or the Chairperson as early as possible. The Chairperson may cancel and reschedule any meeting where it is indicated that a quorum may be lacking. Notice of such rescheduled meeting shall be communicated to Trustees by mail or telephone.
- b. The Chairperson may request a written statement of intent from any Trustee who does not attend three regular meetings within the board year.
- c. The Board will allow trustees who are not present in person the right to participate by video conference, provided that the technology allows all participating members to see and hear each other at the same time. Trustees participating by phone will not be counted for quorum and will not be able to vote.

Section 5. Place of Meetings

Most meetings shall be held at Herkimer County Community College in the Hummel's Corporate Center (CC 282/283) unless otherwise noted in the formal announcement of the meeting.

Article V. Amendments

Section 1. Manner of Amending

These bylaws may be altered, repealed or added to by the affirmative vote of a majority of the entire Board of Trustees at an annual meeting or at a special meeting called for that purpose, provided that a written notice shall have been sent to each Trustee at least five days nor more than ten days before the date of such annual or special meeting, which notice shall state the alterations, amendments, additions or changes which are proposed be made in such bylaws. Only such changes shall be made as have been specified in the notice.