

BY-LAWS

1.00

OF THE BOARD OF TRUSTEES OF
MONROE COUNTY COMMUNITY COLLEGE DISTRICT

ARTICLE I

1.05

Organization and Purpose

SECTION 1. The Monroe County Community College District was organized by approval of the voters of Monroe County, Michigan on June 29, 1964 under Act 188 of 1955 as amended. The purpose of this District is to create and operate within and for the County of Monroe, Michigan a Community College.

SECTION 2. These By-laws are adopted pursuant to authority contained in Section 4 as amended of said Act.

ARTICLE II

1.10

Meetings

SECTION 1. Meetings of the Board of Trustees

The regular meetings of the Board of Trustees shall be held in accordance with the Public Act No. 261 of the Public Acts of 1968.

1. a. Regularly Scheduled Board Meetings

Notice of the schedule of regular meetings shall be posted within ten (10) days after the first meeting of each calendar year or fiscal year establishing the regular dates, times and places of meetings.

1. b. Special Meetings and Rescheduled meetings

Public notice of special meetings and of each rescheduled regular or special meeting must also be given by posting a copy of the notice prominently in the principal office of the governing body, or at its public building in which the meeting is to be held, at least three (3) days prior to the time of the first regularly scheduled meeting in the case of a regular meeting, and at least eighteen (18) hours prior to the time of the meeting in case of a special meeting.

Special meetings may be called by the Chair or by not less than two members. No business shall be stated in the call. Members of the Board shall be notified of special meetings at least twenty-four (24) hours before the hour of the meeting or by mail at least seventy-two (72) hours prior to the meeting time.

1. c. Executive Session

Executive sessions may be called for the following purposes:

- (1) To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against a public officer, employee, staff member, or individual agent when the named person requests a closed hearing.
- (2) To consider dismissal, suspension, or disciplining of a student when the student or the student's parent or guardian requests a closed hearing.
- (3) For strategy and negotiation sessions regarding collective bargaining.
- (4) To consider the purchase or lease of real property up to the time an option to purchase or lease that real property is obtained.
- (5) To consult with the District's legal counsel regarding trial settlement or settlement strategy in connection with specific pending litigation when an open meeting would have a detrimental financial effect on the District's litigation or settlement position.
- (6) To consider material exempt from discussion or disclosure by state or federal statute.

Two-thirds Roll Call Vote

A two-thirds roll call vote shall be required to call a closed session except for Sections 1.c. (2), and 1.3. (3) as provided under Act #267, P.A. 1976.

Minutes

A separate set of minutes for executive sessions shall be retained, shall not be available to the public, and shall only be disclosed if required by a civil action filed under Section 10, 11, or 13 of Act #267, P.A. 1976. These minutes may be destroyed 1 year and 1 day after the approval of the minutes of the regular meeting at which the closed session was approved.

Attendance

Attendance at an Executive Session shall be composed of those of the following who are able to be present:

Members of the Board of Trustees, the Recording Secretary and others as designated by the chair or Acting Chair of the Board.

1. d. Consent Agenda

To provide an efficient process for approval of regular or routine issues that come before the Board, or matters where no debate is anticipated.

Items requiring a decision that are expected to require no discussion or debate may, at the Chair's option, be placed on the agenda under the heading "Consent Agenda".

Materials and motions proposed to be dealt with under the consent agenda portion of the agenda shall be clearly identified as falling under the consent agenda in the meeting packages. Board members should review the consent agenda items prior to the meeting, on the expectation that no discussion will take place during the Board meeting.

The agenda will be approved by the Board at the beginning of each meeting.

Members of the Board may request that matters be added, deleted or that the order of items be moved and the Chair shall make a decision on each such request. Any such decision may be subject to challenge and reversed by the Board.

Items may be moved out of the consent agenda section at the request of any member of the Board prior to approval of the agenda. No motion or vote of the Board is required with respect to a request to move an item out of the consent agenda.

When a member of the Board requests that an item be moved out of the consent agenda section, the Chair shall decide where to place that item on the agenda.

When only one item in a committee report does not qualify as a consent agenda item or is requested to be moved, that item shall be moved out of the consent agenda and the rest of the items in the report shall remain in the consent agenda.

Approval of the agenda by the Board constitutes approval of each of the items listed under the consent agenda portion of the meeting. No separate vote to approve the consent agenda portion is required.

Minutes of the meeting will include the full text of resolutions adopted under the consent agenda portion of the meeting.

This policy may be amended by the Board.

SECTION 2. A simple majority of the members of the Board of Trustees shall constitute a quorum at any meeting of the Board.

Attendance at Meetings

2. a. All members of the Board shall use every reasonable effort to attend all meetings of the Board in person. If this is not possible because of extenuating circumstances, participation by conference call or other electronic means of communication shall be permitted and shall constitute "presence" at the meeting for all purposes under these By-laws, only under the following circumstances:
 - (1) A quorum of the Board shall be physically present at the meeting site. If a majority of the Board is not present at the meeting site, the meeting will be cancelled for a lack of quorum.

- (2) The Board member who is attending virtually must be able to hear all discussions and presentations, have access to all documents and materials, and be able to ask questions and participate fully in the discussion.
 - (3) Persons at the meeting site must be able to hear the Board member attending virtually.
 - (4) The Board member attending virtually shall be responsible for arranging the necessary technology at his or her location.
 - (5) All votes taken during the session where a Board member is attending virtually shall be taken by roll call and the member attending virtually must identify himself or herself verbally before each roll call vote.
2. b. All members of the community and Monroe County Community College faculty and staff who wish to participate in a Board meeting by speaking to the Board must be physically present at the Board meeting site.

SECTION 3. Order of Business

- A. Call to order and roll call
- B. Action – Recommended actions
 1. Routine matters
 - a. Approval of minutes
 2. Consent Agenda
 3. Old Business
 4. New Business
- C. Discussion – information and proposals
 1. From delegations
 2. From non-staff communications and reports
 3. From president and staff
 4. From questions ask of, and by, Board members
- D. Future Business
- E. Adjournment

ARTICLE III

1.15

Officers

The Board shall elect a Chair, who must be a member of the Board of Trustees, and a Secretary and a Treasurer, who need not be members. Such officers shall be elected for a term of 2 years, subject to removal by resolution of the Board. Officers of the Board of Trustees shall serve in the same office no more than three consecutive terms with the exception of the appointed Treasurer.

- A. Chair: The chair shall preside over all meetings of the Board, call special meetings and appoint such committees as shall be necessary from time to time, prepare and provide the Secretary with an agenda prior to the regular meetings and act as ex officio member of all committees.
- B. Vice Chair: The vice chair shall perform the duties of the Chair in the absence of the Chair.
- C. Secretary: The Secretary shall keep minutes of each meeting showing the date, time, place, members present, members absent, any decisions made at a meeting open to the public, and the purpose or purposes for which a closed session was held. The minutes shall include all roll call votes taken at the meeting.

Proposed minutes shall be available for public inspection not more than eight (8) business days after the meeting to which the minutes refer. Approved minutes shall be available for public inspection not later than five (5) business days after the meeting at which the minutes were approved.

- D. Treasurer: The Treasurer shall receive, hold custody, and expend all funds of the District as directed by the Board, be responsible for records belonging to the Board and make full and accurate accounts of all receipts and disbursements, report to the Board all transactions involving funds of the District and sign all vouchers for financial transactions as directed by the Board of Trustees.

ARTICLE IV

1.20

Authority of Members

SECTION 1. Individual members of the Board of Trustees shall assume no special authority without the approval or direction of the Board or that which is specifically implied by the By-laws of the Board.

- A. The Board shall act as a collective body and individual members shall assume no authority to act independently without prior Board approval.

Whenever a Board member or committee is in need of Board action, they shall make arrangements through the Chair to place an item on the agenda. Before any decision is brought to the Board, the Chair will:

- Ensure that all the Board members have received adequate and timely information (a hard or email copy) about the issue at hand; and
- Publish the decision item on the meeting agenda

The Board will make all governance decisions for the organization based on a majority vote of Board members present at any meeting at which a quorum is present.

- B. No member of the Board of Trustees shall have any financial or professional business with the College by which he/she shall receive any pecuniary reward or compensation out of the funds of the College, but each Trustee in the discretion of the Board may be reimbursed for reasonable and necessary expenses incurred in the discharge or his/her official duties.

C. Conflict of Interest

No Trustee shall have an interest, directly or indirectly, in any contract with the Community College district which may cause a substantial conflict of interest.

A conflict of interest exists when the personal or professional interests of a Board member conflicts with their fiduciary obligation to MCCC. As Board members are likely to be affiliated with many organizations in our community, it is not unusual for actual or potential conflicts of interest to arise. Each Board member has the duty to place the interest of the organization foremost in any dealings on behalf of the organization. Board members shall:

- Disclose any significant personal or professional financial interest in any matter before the Board before any discussion or negotiation of such transaction takes place. This includes matters that may involve an organization for which the Board member works or serves as a trustee or director.
- Refrain from participating in any discussion of the matter unless invited to respond to questions or provide factual information by the Board.
- Refrain from using for personal or professional gain any privileged information acquired by virtue of his or her role as a Board member.

All members of the Board shall disclose any direct or indirect interest they may have in any proposed contract with the district, or in any action, or situation in which they have a direct or indirect conflict of interest.

- a) In the event of any duality of interest, or possible conflict of interest on the part of any Board member, that member shall abstain from voting.
- b) The foregoing requirement shall not be construed as preventing the Board Member from stating his/her position in the matter, nor from answering pertinent questions of any other Board Members since his/her knowledge may be of great assistance.

D. Code of Ethics

The Board expects ethical conduct by itself and by its members. This includes the proper use of authority and appropriate decorum in group and individual behavior when acting as Board members.

1. Board members will participate in educational activities including meetings and conferences to enhance their ability to serve effectively as members of the College's governing body.
2. Board members shall perform their duties in a manner that benefits the College as a whole and shall not attempt to represent any single interest group.
3. Board members will support established lines of authority and shall not engage in activities that disrupt daily operations of the College.
4. Board members will not interfere in normal procedures for the processing of complaints or grievances made by College faculty, staff or students.
5. Nothing in this policy shall be construed or interpreted to impinge upon a Trustee's First Amendment rights.

All Board members will annually sign the Code of Business Ethics and Conduct Statement.

ARTICLE V 1.25

Committees

The Board of Trustees shall authorize, and the Chair shall appoint such committees as may be deemed necessary from time to time. Special committees shall report and make recommendations to the Board of Trustees for appropriate action and disposition. Special committees shall be dissolved when the purpose for which they were appointed has been fulfilled.

ARTICLE VI 1.30

Amendment

These By-laws may be amended or repealed by the affirmative vote of two-thirds of the members of the Board of Trustees, provided written notice of intention to present such amendment or repeal is given to each member of the Board not less than seven (7) days prior to the meeting at which said matter is first proposed and, provided also, that the final action on such proposal is not taken before the next regular meeting following the meeting at which such amendment or repeal is first proposed.

ARTICLE VII 1.35

Administration

The executive function shall be delegated to a competent executive officer appointed by the Board of Trustees. His/Her title shall be President of Monroe County Community College. He/She shall be directly responsible to the Board of Trustees and shall devise ways and means for executing efficiently the policies adopted by the Board and shall keep the Board informed of progress.

A. The Board will appoint other members of the administrative staff on the recommendation of the President, with compensation commensurate with established salary schedules.

B. The President shall act as the liaison between the College Board and The Foundation at MCCC.

ARTICLE VIII 1.40

Attorney

An attorney shall be present at regular and special meetings of the Board where legal advice is needed.

SECTION 1. He/She shall furnish written opinions to the Board on all matters which are referred to him/her for opinion.

SECTION 2. He/She shall act on behalf of the Board of Trustees in all court proceedings and perform any other duties which in ordinary procedure fall to the legal department.

ARTICLE IX 1.45

Auditor

An auditor shall be appointed by the Board of Trustees. A Financial examination will be conducted annually, or more often, of the financial funds of the District and any and all funds for which the Board of Trustees is directly or indirectly accountable.

ARTICLE X 1.50

Employment of Personnel

All personnel employed on a full-time basis shall be recommended by the President and approved by the Board of Trustees with compensation commensurate with the established salary schedules.

- A. Part-time and student help may be employed at the discretion of the President of the College when such employment is within the approved budget established for such purposes.
- B. The compensation for employees of the College shall be determined by the Board of Trustees; however, the Board when adopting the annual budget or at other appropriate times may authorize funds to be expended for salaries, wages, or services at the discretion of the President.

ARTICLE XI 1.55

Calendar

SECTION 1. The fiscal year shall begin on the first day of July in each year.

(Adopted by the Board of Trustees 12-27-65)
(Revised Article II, Section 1, Meetings, by the Board of Trustees 2-24-69, effective 1969-70 fiscal year; revised Article II, Section 1., 1.a., and 1.b., Meetings, by the Board of Trustees 6-22-70, effective 1970-71 fiscal year; revised Article II, Section 1., 1.c., and Article III, C., 2-28-77; revised Article III, Officers, 3-23-81; revised Article II, 1.c., 10-25-82; revised Article III, Officers, 2-27-95; revised Article VII, Section 1.35, 10-25-99: revised Article II 1.d., Sec 2. 2.a., 2.b., Article IV Sec 1. A., C., and D., 8-24-15)