

## **1.6 Board of Trustees and Bylaws**

**Last Revised:** November 2023

**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.

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### **Purpose/Definitions:**

#### **Purpose**

This policy provides an overview of the composition and function of the PCC BOT and also presents 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

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**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.

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### **Procedure:**

Section 1: Composition of the BOT

- 1.1. The local governing body of PCC is the BOT, with membership selected as follows:
  - 1.1.1. four members elected by the Person County Board of Education;
  - 1.1.2. four members elected by the Person County Board of Commissioners;
  - 1.1.3. four members appointed by the Governor;
  - 1.1.4. two members elected by the Caswell County Board of Commissioners;
  - 1.1.5. Student Government Association president serving as a non-voting, ex officio member;

- 1.1.6. emeriti, honorarily designated by the BOT and serving as non-voting members.

Section 2: Areas of Responsibility

2.1. Areas of responsibility of the BOT include, but are not limited to:

- 2.1.1. electing a President or Chief Administrative Officer of the College for such term and under such conditions as the Trustees may fix, such election to be subject to the approval of the State Board of Community Colleges;
- 2.1.2. electing or employing all other personnel of the institution upon nomination by the President or Chief Administrative officer, subject to the standards established by the State Board of Community Colleges. Trustees may delegate the authority of employing such other personnel to its President or Chief Administrative Officer;
- 2.1.3. purchasing any land, easement, or right of way which shall be necessary for the proper operation of the institution, when such site has been approved by the State Board of Community Colleges and, if necessary, acquiring land by condemnation, in the same manner and under the same procedures as provided in Chapter 40A, of the General Statutes of North Carolina for the purpose of condemnation, the determination by the Trustees as to the location and amount of land to be taken and the necessity therefore shall be conclusive;
- 2.1.4. applying the standards and requirements for admission and graduation of students in all programs and other standards established by the State Board of Community Colleges;
- 2.1.5. receiving and accepting private donations, gifts, bequests, and the like and applying them or investing any of them and applying the proceeds for purposes and upon the terms which the donor may prescribe and which are consistent with the provisions of this chapter and the regulations of the State Board of Community Colleges;
- 2.1.6. providing all or part of the instructional services for the institution by contracting with other public or private organizations or institutions in accordance with regulations and standards adopted by the State Board of Community Colleges;
- 2.1.7. performing such other acts and doing such other things as may be necessary or proper for the exercise of the foregoing specific powers, including the review and approval of the College's Mission, Vision and Values and the adoption and

- enforcement of the governance and operation of the institution under this chapter and for the discipline of students;
- 2.1.8. providing equal access to College buildings, campus areas, and the student directory information to official recruiting representatives of occupational, educational, and the U.S. military for the purpose of informing students of available educational and career opportunities;
  - 2.1.9. encouraging the efforts of the PCC Foundation by giving the President authority to assign employees to assist with the establishment and operation of the Foundation, provide office space, equipment, supplies and other related resources;
    - 2.1.9.1. the Foundation's Board of Directors shall secure and pay for the services of the State Auditor's Office or employ a certified public accountant to conduct an annual audit of its financial accounts;
    - 2.1.9.2. the Foundation's Board of Directors shall transmit to PCC's BOT a copy of the annual financial audit report of the private nonprofit corporation;
  - 2.1.10. entering into guaranteed energy savings contracts pursuant to Part 2 of Article 3B of Chapter 143 of the General Statutes;
    - 2.1.10.1. entering into loan agreements under the Energy Improvement Loan Program pursuant to Part 3 of Article 36 of Chapter 143 of the General Statutes;
  - 2.1.11. entering into lease purchase and installment purchase contracts for equipment and real property under G.S. 115D-58.15;
  - 2.1.12. permitting the use of PCC personnel or facilities, in support of or by a private business enterprise located on campus or in the College's service area for the specific purposes set out in N.C.G.S. 66-58(c)(3a) and N.C.G.S. 66-58(c)(3d). See 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;
  - 2.1.13. entering into a public/private partnership in which all of the conditions under N.C.G.S. 115D-20 are met;

- 2.1.14. complying with the design and construction requirements regarding energy efficiency and water use in the Sustainable Energy-Efficient Buildings Program under Article 8C of Chapter 143 of the General Statutes.

Section 3: Bylaws of the Board of Trustees of Piedmont Community College

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

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**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](#)

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**History:** Effective January 1988; Revised October 2001, October 2010, January 2012; February 2022—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**

**Article I      Name**

Section 1:      Official Title

- 1.1. The official title of this organization will be “The Board of Trustees of Piedmont Community College” and “Piedmont Community College” will be the official corporate name of the institution.
- 1.2. Henceforth, this organization of the Board of Trustees may be referred to as “the Board” and the institution may be referred to as “the College.”

**Article II   Purpose and Objectives**

Section 1:      Purpose

- 1.1. The purpose of the Board will be to govern the College within the framework of the Community Colleges Act, Chapter 115D of the General Statutes of North Carolina and to assure that adequate and competent administration is provided for the efficient operation of the College and that the objectives of the Board are fulfilled.

Section 2:      Objectives

- 2.1. The objectives of the Board, acting through the College will be:
  - 2.1.1. To serve the people of North Carolina, and more specifically the people of Person and Caswell counties, by providing opportunities for their continuing growth and development through occupational, university transfer, adult, and community service education;
  - 2.1.2. To contribute to the student's self-understanding to choose realistic educational and vocational goals;
  - 2.1.3. To provide opportunities for the acquisition of the necessary knowledge and skills that will aid in initial employment and continued occupational growth;
  - 2.1.4. To inspire in the student an active desire for continuing personal growth and development as an essential quality of life;

- 2.1.5. To help the student better understand the privileges and responsibilities of a citizen in a democratic society;
- 2.1.6. To encourage all eligible students regardless of race, religion, national origin, gender, age, political affiliation, or disability to make maximum use of the College;
- 2.1.7. To provide to the personnel of the College, leadership and academic freedom which will nurture, inspire and stimulate the development of skills, competencies, and understanding necessary to the full realization of an effective institution devoted to the dissemination of knowledge; and
- 2.1.8. To require responsible judgment on the part of the personnel in the exercise of their duties and in the exercise of their academic freedom.

### **Article III      Responsibility and Membership**

#### **Section 1:      Jurisdiction and Responsibility**

- 1.1. The Board is a body corporate established by an act of the North Carolina General Assembly (N.C.G.S. 115D) that possesses all the powers of a body corporate for the purposes created by or which may exist under provisions of the law.
- 1.2. Trustees of the Board have the responsibility to review and approve the College Mission, Vision, and Values and to develop and operate the College in accordance with the provisions of the law and the standards of the State Board of Community Colleges.
- 1.3. Under the law, the Board will hold title to all real and personal property purchased by or donated to the College.

#### **Section 2:      Membership**

- 2.1. The Board will comprise of trustee members in five groups as follows:
  - 2.1.1. Group 1—Four trustees elected by the Person County Board of Education;
  - 2.1.2. Group 2—Four trustees elected by the Board of County Commissioners of Person County and two trustees elected by the Board of County Commissioners of Caswell County;
  - 2.1.3. Group 3—Four trustees appointed by the Governor;
  - 2.1.4. Group 4—President of the Student Government Association – N.C.G.S. 115D-12

2.1.5. Group 5—Emeriti (honorary designation conferred by PCC Board of Trustees)

2.1.5.1. Emeriti Criteria

- 2.1.5.1.1. Outstanding, distinguished service to the Board for a minimum of three (3) four-year elected terms, or, in the case of individuals with broken service, a minimum of twelve (12) years total service.
- 2.1.5.1.2. Outstanding and distinguished service is defined as service that goes beyond the normal duties and responsibilities of the appointment and have had extraordinary or special impact on the College and the broader community.
- 2.1.5.1.3. Candidates must be nominated within two (2) years of their last day of service to the Board. This requirement may be waived for those members whose term of service ended before the approval of this policy.
- 2.1.5.1.4. A committee of a minimum of three (3) current board members, appointed by the Chair, Board of Trustees, will consider and develop all nominations for awarding this honorary status. No Board member under consideration may serve on this committee while being considered for this award. This committee will present nominations to the full Board at any regularly called board meeting. A majority of board members present when candidates are considered is necessary for approval.

2.1.5.2. Emeriti Privileges

- 2.1.5.2.1. Announcement of any awarding of Board Member Emeritus status will be handled through the appropriate PCC offices for announcements considered "major," in keeping with the honorary nature of this award. Those awarded this honorary distinction are to be recognized in perpetuity with "emeritus" used regardless of gender; certainly, personal choice of a female honoree to use "emerita" is likewise appropriate.
- 2.1.5.2.2. No stipend or remuneration for those designated with "emeritus/emerita" status is allowed, though some may represent the College at the request of the President. Further, this award does not create any employer/employee relationship.

- 2.1.5.2.3. Board Member Emeriti will be recognized on approved PCC and/or Board stationery, publications, announcements, etc. as designated by appropriate PCC or Board decision-maker.
  - 2.1.5.2.4. All other benefits, invitations to College or Board events, any public or speaking representation of the College or Board by the awardee, will be considered the discretion of the College President or Chair, Board of Trustees.
  - 2.1.5.2.5. Emeriti will not have voting privileges.
- 2.2. The term of office of the trustees will be four years consistent with N.C.G.S. 115D-13.
  - 2.3. All trustees will be residents of Person County or Caswell County or of counties contiguous thereto.
  - 2.4. Vacancies occurring in either group one or two, in number one above, will be filled for the remainder of the unexpired term by the agency authorized to select the trustees of that group and in the manner in which regular selections are made. Should the election of a trustee not be made by the agency having the authority to do so within sixty days after the date on which the vacancy occurs, the Governor will fill the vacancy by appointment for the remainder of the unexpired term.
  - 2.5. Members of the trustees may be removed by the Board only for appropriate reasons and by a fair process as described in N.C.G.S. 115D-19.
  - 2.6. No person who has been employed full time by the community college within the prior 5 years and no spouse or child of a person currently employed full time by the community college shall serve on the board of trustees of that college per N.C.G.S. 115D-12(b1).

Section 3: Office of Record

- 3.1. The Board will maintain its office of record at the College and the Secretary of the Trustees will reside in Person or Caswell County.

Section 4: Compensation (N.C.G.S. 115D-17)

- 4.1. Trustees will receive no compensation for their services but will receive reimbursement, according to regulations adopted by the State Board of Community Colleges, for cost of travel, meals, and lodging while performing their official duties.



- 4.1.1. The reimbursement of the trustees from state funds will not exceed the amount permitted in N.C.G.S. 138-5.

Section 5: Conflicts of Interest (N.C.G.S. 115D-26)

- 5.1. The Board is covered under this Chapter and is subject to the conflict of interest provisions found in N.C.G.S. 14-234. (1981, c. 157, s. 5; 1987, c. 564, s. 9; 2001-409, s. 5)

Section 6: Removal (N.C.G.S. 115D-19)

- 6.1. Should the State Board of Community Colleges have sufficient evidence that any member of the Board is not capable of discharging, or is not discharging, the duties of his office as required by law or lawful regulation, or is guilty of immoral or disreputable conduct, the State Board will notify the chair of such Board, unless the chair is the offending member, in which case the other members of the Board will be notified. Upon receipt of such notice, there will be a meeting of the Board for investigating the charges. At that meeting, a representative of the State Board of Community Colleges may appear to present evidence of the charges. The allegedly offending member will be given proper and adequate notice of the meeting and the findings of the other members of the Board will be recorded, along with the action taken, in the minutes of the Board meeting. If the charges are, by an affirmative vote of two thirds of the members of the Board, found to be true, the Board will declare the office of the offending member to be vacant.
  - 6.1.1. Nothing in this section will be construed to limit the authority of the Board to hold a meeting as provided herein upon evidence known or presented to it.
- 6.2. The Board may declare vacant the office of a member who does not attend three consecutive, scheduled meetings without justifiable excuse. The Board may also declare vacant the office of a member who, without justifiable excuse, does not participate within six months of appointment in a trustee orientation and educational session sponsored by the North Carolina Association of Community College Trustees. The Board will notify the appropriate appointing authority of any vacancy.
- 6.3. Any Trustees vacancy, occurring for whatever reason, will be filled for the remainder of such Trustee's unexpired term by the agency authorized to select the Trustee and in a manner in which regular selections are made.

## **Article IV      Officers and Their Duties**

### **Section 1:      Election and Term of Officers**

- 1.1. The corporate officers of the Board will be the chair, vice chair, and secretary.
- 1.2. The chair and the vice chair will be elected by the trustees from its membership.
- 1.3. The president of the College will serve as the secretary of the Board.
- 1.4. The chair will not serve more than four consecutive years except when the Board feels that a change of the chair would adversely affect the ongoing negotiations or activities involving the Board. The vice chair will be eligible for re-election by the Board to an unlimited number of terms.

### **Section 2:      The Chair of the Board**

- 2.1. The chair will oversee the Board committee membership assignment process, execute contracts, and other documents of authority by and in the name of the Board, preside at meetings of the Board, call meetings of the Board, and discharge all other functions delegated to them by the Board.

### **Section 3:      The Vice Chair/Parliamentarian of the Board**

- 3.1. The vice chair of the Board will preside in the absence of the chair, perform duties of the chair with full authority during the absence or disability of the chair, and will discharge other functions delegated by the Board.
- 3.2. The parliamentarian advises the presiding officer and other officers, committees, and members on matters of parliamentary procedure.
  - 3.2.1. The Parliamentarian may assist with procedure during board meetings.

### **Section 4:      The Secretary of the Board**

- 4.1. The secretary will:
  - 4.1.1. Keep an accurate record of the proceedings of the Board;
  - 4.1.2. Have custody of the corporate seal of the College, affix it to official documents, and attest same by their signature;
  - 4.1.3. Have custody of all official records and documents of the Board;

- 4.1.4. Prepare and maintain a compilation of all bylaws and amendments thereto, a copy of all policies, procedures, and regulations of the Board, and all amendments thereto;
- 4.1.5. Notify all trustees of all meetings of the Board; and
- 4.1.6. Furnish each member of the Board a copy of the minutes of all meetings of the Board.

Section 5: The President of the College

- 5.1. The president will attend and participate without vote in all meetings of the Board, except where their absence is expressly desired when the Board is in executive session, or when their absence would be in the best interest of the College.
- 5.2. The president will submit recommended policies to the Board when requested to do so by the Board, or when they deem it to be in the best interest of the College.
- 5.3. The Board makes the initial appointment of the president for a period of one year, subject to approval of the State Board of Community Colleges. Reappointment of the president will be made by the Board in May of the next year for a specified term to become effective on the following July 1. The terms and conditions of employment will be governed by a written contract approved by the Board.
- 5.4. The president will be qualified by training, experience, and philosophy to develop and maintain a comprehensive community college of high quality.
- 5.5. The president will have full authority and responsibility for the operation of the College under the policies and rules and regulations of the Board and of the State Board of Community Colleges and within the budgets approved by the Board.
- 5.6. The president will:
  - 5.6.1. Formulate duties and responsibilities of all personnel of the College.
  - 5.6.2. Appoint advisors to committees of the Board.
  - 5.6.3. Approve all advisory committees for curriculum programs.
  - 5.6.4. Appoint all members of the College's program advisory committees.
  - 5.6.5. Be responsible for the administrative organization and development of managerial aspects in the operation of the College, including the College's fiscal matters.

- 5.6.6. Be responsible for developing and maintaining a chart of organization for the College.
  - 5.6.6.1. The administrative and instructional organization chart should be set up to define functions in the College in terms of line and staff responsibility.
- 5.7. The Board will at all times exercise its control of the College through the president.
- 5.8. The Board delegates the authority of employing all personnel to the president (Ref. N.C.G.S.115D 20(2)), with subsequent Board confirmation of all those who are intended to become regular faculty of the College.
- 5.9. The president or designee will advise the Legislative/Finance Committee and the Board on the financial and budgetary needs of the College.
- 5.10. The president or designee will advise the Buildings and Grounds Committee and the Board on the planning, construction, and modification of physical facilities.
- 5.11. The president or designee will advise the Curriculum Committee and the Board in the following broad fields regarding the educational programs and curriculum programs which are deemed to be in the best interest of the citizens of Person and Caswell counties and the State of North Carolina, which are educationally and financially feasible and which are not in conflict with the requirements of the Statutes or the standards of the State Board of Community Colleges:
  - 5.11.1. Curricula in vocational, technical, and college transfer areas;
  - 5.11.2. Courses and programs in general adult education;
  - 5.11.3. Extension courses, in cooperation with the local, state and/or federal government, or recognized public agencies; and
  - 5.11.4. Extension courses and program for the updating and upgrading of the employed.
- 5.12. The president will discharge any other functions, which the Board may delegate to them.

## **Article V Powers and Duties of the Board (N.C.G.S. 115D-20)**

### Section 1: Powers and Duties of the Board

- 1.1. The Board will constitute the local administrative body of the College, with such powers and duties as are provided in N.C.G.S. 115D-20 and as are delegated to it by the State Board of Community Colleges. The powers and duties of the Board will include the following:
  - 1.1.1. To elect a president or chief administrative officer of the College for such term and under such conditions as the Board may fix, such election to be subject to the approval of the State Board of Community Colleges. The Board will conduct annual performance evaluations of the president and of itself. Additionally, per SACSCOC principle 4.2g, the Board will regularly assess its responsibilities and expectations through self-evaluation.
  - 1.1.2. To elect or employ all other personnel of the College upon nomination by the president or chief administrative officer, subject to standards established by the State Board of Community Colleges. The Board may delegate the authority of employing such other personnel to its president or chief administrative officer.
  - 1.1.3. To purchase any land, easement, or right of way which will 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. For the purpose of condemnation, the determination by the Board as to the location and amount of land to be taken and the necessity therefore will be conclusive.
  - 1.1.4. To apply the standards and requirements for admission and graduation of students and other standards established by the State Board of Community Colleges. Provided, notwithstanding any law or administrative rule to the contrary, the Board and local school boards may establish cooperative programs in the areas they serve to provide for college courses to be offered to qualified high school students with college credits to be awarded to those high school students upon the successful completion of the courses. Provided, further, that during the summer quarter, persons less than 16 years old may be permitted to take noncredit courses on a self-supporting basis, subject to rules of the State Board of Community Colleges.

- 1.1.5. To receive and accept donations, gifts, bequests, 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 N.C.G.S. 115D and the regulations of the State Board of Community Colleges.
- 1.1.6. To provide all or part of the instructional services for the College by contracting with other public or private organizations or institutions in accordance with regulations and standards adopted by the State Board of Community Colleges.
- 1.1.7. To perform such other acts and do such other things as may be necessary or proper for the exercise of the foregoing specific powers, including the adoption and enforcement of all reasonable rules, regulations, and bylaws for the government and operation of the College under N.C.G.S. 115D and for the discipline of students.
- 1.1.8. If the Board provides access to its buildings and campus and the student information directory to persons or groups which make students aware of occupational or educational options, the Board will 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.
- 1.1.9. To encourage the establishment of private, nonprofit corporations to support the College. The president, with approval of the Board, may assign employees to assist with the establishment and operation of such 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 the College. The board of directors of each private, nonprofit corporation will secure and pay for the services of the State Auditor's Office or employ a certified public accountant to conduct an annual audit of the financial accounts of the corporation. The board of directors will transmit to the Board a copy of the annual financial audit report of the private nonprofit corporation.
- 1.1.10. To enter into guaranteed energy savings contracts pursuant to Part 2 of Article 3B of Chapter 143 of the General Statutes.
- 1.1.11. To enter into loan agreements under the Energy Loan Fund Program pursuant to N.C.G.S. 143B-344.42, N.C.G.S. 143B-344.43, and N.C.G.S. 143B-344.44.

- 1.1.12. To enter into lease purchase and installment purchase contracts for equipment under N.C.G.S. 115D-58.15.
- 1.1.13. Notwithstanding the provisions of N.C.G.S. 115D, the College may permit the use of its personnel or facilities, in support of or by a private business enterprise located on a community college campus or in the service area of a community college for the specific purposes set out in N.C.G.S. 66-58(c)(3a) and N.C.G.S. 66-58(c)(3d). The Board must specifically approve any use of facilities or personnel under this subdivision. The State Board will adopt rules to implement this subdivision, N.C.G.S. 66-58(c)(3a), and N.C.G.S. 66-58(c)(3d).
- 1.1.14. To enter into a public/private partnership in which all of the following conditions are met:
  - 1.1.14.1. The State Board of Community Colleges approves the agreement in advance.
  - 1.1.14.2. The Board agrees to lease College land to a private entity on condition that the entity construct a facility on the leased land.
  - 1.1.14.3. The facility will be jointly owned and used by the private entity and the College.
  - 1.1.14.4. The Board is not authorized to lease the facility as lessee under a long-term lease or capital lease from the private entity as lessor.
  - 1.1.14.5. The Board is not authorized to finance its portion of the facility by entering into an installment contract or other financing contract with the private entity.
  - 1.1.14.6. State bond funds will not be used to pay for construction of that part of the facility to be owned and used by the private entity.
  - 1.1.14.7. The provisions of N.C.G.S. 143-341(3)(a) apply to the construction of a facility under this subsection.
- 1.1.15. To comply with the design and construction requirements regarding energy efficiency and water use in the Sustainable Energy Efficient Buildings Program under Article 8C of Chapter 143 of the General Statutes. (1963, c. 448, s. 23; 1979, c. 462, s. 2; c. 896, s. 13; 1979, 2nd Sess., c. 1130, s. 1; 1981, c. 901, s. 2; 1983, c. 378, s. 1; c. 596, s. 1; 1985, c. 191; 1987, c. 383, s. 2; 1993 (Reg. Sess., 1994), c. 775, s. 7; 1998-111, s. 1; 2001-368, s. 2; 2003-286, s. 1; 2005-247, s. 2;

2006-259, s. 21; 2007-476, s. 1; 2008-203, s. 2; 2009-119, s. 1; 2011-145, s. 7.1A(h); 2011-284, s. 82; 2011-391, s. 13(c); 2011-419, s. 2; 2013-310, s. 2; 2013-360, s. 10.9(a); 2015-241, s. 10.4; 2017-6, s. 3; 2017-57, ss. 9.7(a), 9.10(b); 2018-146, ss. 3.1(a), (b), 6.1; 2019-185, s. 1)

## **Article VI      Committees**

### **Section 1:      Types of Committees and Method of Appointment**

- 1.1. The Board may establish such standing committees and such ad hoc committees as it deems necessary to secure and protect the College's welfare. The chair will oversee the appointment of the members of all committees and will serve as ex officio member of all committees with voting privileges.
- 1.2. Committee appointments will be made within thirty (30) days after the annual election of the chair. The chair will be notified of the time and place of all meetings.

### **Section 2:      Limitation of Authority of Committees**

- 2.1. Committee action will be reported as a recommendation for consideration and action by the full Board at a regular or special meeting. However, the Board in a regular or special meeting may authorize a committee to act on a matter referred to it. Then the chair of the committee will report within a reasonable time to the Board the action taken, and the action of the committee will be final.

### **Section 3:      Executive Committee**

- 3.1. The Executive Committee will consist of the board chair and vice chair, the president, and the chairs of the Building and Grounds Committee, Legislative/Finance Committee, and the Curriculum Committee.
- 3.2. The Executive Committee will meet quarterly at noon on the second Tuesday during the months of March, June, September, and December or as necessary to discharge functions assigned to it by the Board. The Executive Committee will also serve as the Personnel Committee.
- 3.3. Responsibilities include:
  - 3.3.1. The Executive Committee will report to the full Board the acceptance of resignations of all full-time College employees pending execution of all appropriate exiting documents.



- 3.3.2. The Executive Committee may, upon request of the president, meet to give counsel on any problem that may arise from the implementation of College policies concerning probationary employees and non-reappointment, dismissal, demotion, or other disciplinary action taken against employees, promotion, retrenchment, grievances, or retirement.
- 3.3.3. The Executive Committee will sit in joint session with the Legislative/Finance Committee on any matters involving the termination of personnel for reasons of financial exigency.
- 3.3.4. The Executive Committee will be responsible for recommending personnel policies relative to College personnel to the full Board.
- 3.3.5. The Executive Committee may, upon the request of the president or on its own initiative, make recommendations to the full Board regarding student affairs policies of the College.
- 3.3.6. The Executive Committee will serve as the nominating committee for the election of officers of the Board.

#### Section 4: Legislative/Finance Committee

- 4.1. The Legislative/Finance Committee will consist of not fewer than four members of the Board. The committee will meet quarterly starting at 10:30 am on the third Tuesday during the months of January, April, July, and October or as necessary to discharge functions assigned to it by the Board. The committee will meet as necessary to make recommendations to the Board regarding the fiscal policies of the College.
- 4.2. The Committee will perform other duties as assigned by the chair of the Board.
- 4.3. Responsibilities are:
  - 4.3.1. To make recommendations to the Board regarding the fiscal policies of the College.
  - 4.3.2. To receive, study, and recommend to the Board, with such modifications as it deems appropriate, the president's recommended budgets for current operations and capital outlay.
  - 4.3.3. To receive, study, and recommend to the Board, with modifications it deems appropriate, any special or unusual expenditures of any type recommended by the president.

- 4.3.4. To receive, study, and make recommendations, as it deems appropriate on any reports on the budget, purchasing, and accounting functions required by it of, or presented to it by, the president.
- 4.3.5. To recommend to the Board policies and decisions regarding investment of any surplus or restricted monies.
- 4.3.6. To recommend to the Board policies and decisions regarding the receipt and disposition of any monetary bequests, gifts, grants, and donations, the care of all College securities and to make recommendations regarding contracts for instructional or research services or other purposes with private or governmental firms, persons, or agencies.
- 4.3.7. To represent the Board before the Board of County Commissioners, the Legislature, the State Board of Community Colleges, the North Carolina Community College System, and other agencies and offices in matters connected with the securing of adequate financial support for the needs of the College for current operating expenses and support for its needs for capital outlay
- 4.3.8. To recommend to the Board appropriate bonding policy to govern College employees entrusted with funds of all kinds.
- 4.3.9. To receive and examine the audit of the College books and make such recommendations to the Board as it may deem appropriate.
- 4.3.10. Review periodically the Bylaws of the Board of Trustees of the College for updating and/or revising.

Section 5: Curriculum Committee

- 5.1. The Curriculum Committee will consist of not fewer than four members of the Board. The committee will meet quarterly starting at 1:00 pm the third Tuesday during the months of January, April, July, and October or as necessary to discharge functions assigned to it by the Board.
  - 5.1.1. The committee will meet as necessary and recommend new curricula, recommend the termination of curricula, determine standards, and requirements for graduation (usually accomplished through curriculum approval), review issues relative to curriculum matters, and make recommendations, and assist in the coordination of the long-range educational plan.

5.1.2. The Curriculum Committee will also review and make recommendations on matters related to the College's Student Development division.

5.2. Responsibilities include:

5.2.1. All curricula, whether technical, transfer, vocational, or general education must be approved by the Curriculum Committee which will make recommendations concerning such curricula to the full Board predicated upon the following factors:

5.2.1.1. Whether there is a demonstrated need for the curriculum.

5.2.1.2. Whether adequate instruction is obtainable. It will not be necessary to have an identified instructor at the time or before a program is approved.

5.2.1.3. Whether there are sufficient funds available to support the program to include: equipment, supplies, salaries, necessary travel, library resources.

5.2.1.4. Whether there is adequate space available to house the program.

5.2.1.5. Whether the curriculum will be injurious to existing programs.

5.2.1.6. Whether an active advisory committee was constituted and assisted in program development.

5.2.2. The Curriculum Committee will be responsible for recommending to the full Board the elimination of any curriculum or program should such action become necessary. The basis of such action is outlined in Item 5.2.3 and its sub-items.

5.2.3. The Committee may mandate periodic follow-up reports concerning each curriculum program offered by the College.

5.2.3.1. Follow-up reports may consist of the following factors:

5.2.3.1.1. FTE earn back analyses on each program.

5.2.3.1.2. Explanations concerning the operation of programs, which are not financially self-sufficient.

5.2.3.1.3. Follow-up studies concerning graduates, early leavers, dropouts, and stop-outs.

5.2.3.1.4. Periodic needs surveys of high school students, community adults, and community and/or regional employers.

5.2.3.1.5. Any other factor deemed desirable by the committee.

- 5.2.4. Should any or all of these factors indicate a need to discontinue a program, the Committee will recommend as outlined in 5.2.2 above.

Section 6: Buildings and Grounds Committee

- 6.1. The Buildings and Grounds Committee will consist of not fewer than four members of the Board. The committee will meet quarterly starting at 3:00 pm on the third Tuesday during the months of January, April, July, and October or as necessary to discharge functions assigned to it by the Board.
- 6.2. Responsibilities include:
  - 6.2.1. To carry out or require to be carried out studies relating to sites, buildings, and grounds.
  - 6.2.2. To recommend to the Board, after consultation with the president and if deemed necessary, the College's campus planner and/or architect.
  - 6.2.3. To recommend for inclusion in all planning, architectural, and construction contracts all appropriate provisions for the protection of the interests of the College.
  - 6.2.4. To make recommendations to the Board after consulting with the president regarding the immediate and long-range building and facilities needs of the College.
  - 6.2.5. To recommend to the Board the call for bids on College construction and the awarding of contracts.
  - 6.2.6. To make recommendations to the Board, after consultation with the president, regarding plans and programs of maintenance of the campus and its property and regarding the beautification of the campus.
  - 6.2.7. To recommend to the Board the securing or granting of easements and rights-of-way.
  - 6.2.8. To rent or lease all or any portion of College facilities will require the approval of the full Board unless such responsibility is delegated to the Buildings and Grounds Committee or a rental is covered under the previously passed College facilities policy.

Section 7: President

- 7.1. The president of the College will be notified of the time and place of all meetings of the standing committees of the Board and will have the opportunity to present any matters, which they may desire.

Section 8: Other

- 8.1. The Board will, from time to time, establish other and/or dissolve existing standing committees, as it deems necessary to carry on the work of the Board.
- 8.2. A committee is essentially a miniature assembly – it can only act when regularly assembled as a committee, and not by separate consultation and consent of members.
  - 8.2.1. Once the report of a special committee is made and received by the Board, the committee is dissolved.

**Article VII Meetings**

Section 1: Regular Meetings

- 1.1. The full Board will meet quarterly on the first Tuesday during the months of February, May, August, and November or as necessary to discharge functions assigned to it by the Board. Full Board meetings will begin at 4:00 pm.
  - 1.1.1. The annual May full Board meeting will be conducted on the Caswell County Campus.
  - 1.1.2. A Board Retreat that will begin at 9:00 am with lunch provided will be held in March.
- 1.2. Closed Sessions of the Board will be held on an as needed basis. A closed session may be held in any meeting upon the motion of any member of the Board and a majority affirmative vote of the trustees present and voting. The president of the College will have the privilege of the floor at all meetings of the Board except when they are in closed session.
- 1.3. Officers of the Board will be elected at the May meeting of each year and assume the office to which elected beginning July 1.

Section 2: Special Meetings

- 2.1. The time, place, and purpose(s) of special meetings may be fixed by the chair or by the president.
- 2.2. The business to be transacted at any special meeting of the Board will be confined to such matters as have been specified in the notice to the trustees.

Section 3: Notice of Meetings

- 3.1. The trustees will be notified by the secretary of the time and place of all Board meetings at least forty-eight hours in advance of the meeting unless waiver of notice is signed by a quorum of the trustees.

Section 4: Quorum

- 4.1. Eight (8) members of the Board in actual attendance at meetings will constitute a quorum for transaction of the business of the Board, except for those noted under item 4.2 and its sub-items below.
- 4.2. A majority of all voting members of the Board (eight affirmative votes) will be required for:
  - 4.2.1. Determination of policy for the College;
  - 4.2.2. Making rules and regulations affecting the College or the Board;
  - 4.2.3. The election of a president of the College;
  - 4.2.4. Involvement of the corporate body of the Board (e.g. purchase of property).
- 4.3. The chair will vote in the case of a tie vote and in such instances where their presence is counted for a quorum and/or a Board majority vote is required.
- 4.4. In committee meetings, a majority of the appointed voting members of the committee will constitute a quorum for the transaction of business of that meeting.

Section 5: Agenda

- 5.1. The president of the College and the chair of the Board will develop an agenda for meetings of the Board. Where appropriate, copies of any documents to be presented as information will be supplied to the trustees at regular meetings or by special mailings. The chair or president will receive agenda items from trustees.

- 5.2. In emergencies, the chair, at the request of a trustee or the president, may add items to the agenda regardless of the date they receive such items.

Section 6: Conduct of Meetings

- 6.1. The conduct of regular meetings may include the following:

- 6.1.1. Call to order
- 6.1.2. Invocation or inspiration
- 6.1.3. Reading of Ethics Awareness and Conflict of Interest Statement
- 6.1.4. Approval of minutes
- 6.1.5. Reports of officers and standing committees
- 6.1.6. Reports of special committees
- 6.1.7. Unfinished business
- 6.1.8. Annual election and installation of officers
- 6.1.9. New business
- 6.1.10. Report by president on various matters of interest
- 6.1.11. Board chair update

Section 7: Parliamentary Rules

- 7.1. Roberts' Rules of Order will be followed in conducting the meetings of the Board unless otherwise provided by the trustees.

Section 8: Individual or Group Hearings

- 8.1. Any individual or organized group that desires to appear before the Board will state the purpose of such appearance and the name of each person who is to appear as a spokesperson.
  - 8.1.1. The statement will be filed with the chair at least four days in advance of the meeting at which the appearance is desired in order that it may be included in the agenda for the meeting.

Section 9: Board Meetings

- 9.1. All regular and special meetings of the Board and all committee meetings of the Board will be open to the public except during closed sessions. (See N.C.G.S. 143-318.11 – Closed Session)
- 9.2. A motion to go into closed session is a question of privilege, and therefore is adopted by a majority vote.
  - 9.2.1. Only members, special invitees, and such employees or staff members as the Board or its rules may determine to be necessary are allowed to remain in the hall.
  - 9.2.2. A member may be punished under disciplinary procedure if they violate the secrecy of a closed meeting.

**Article VIII Policies, Rules, and Regulations**

Section 1: General Provisions

- 1.1. The Board may make or amend such policies, rules, and regulations as may be authorized by the law and as may be required in its judgment for the effective discharge of its responsibilities and for the effective operation of the College.

**Article IX Adoption and Amendment**

Section 1: Adoption

- 1.1. Adoption of these bylaws will be by affirmative vote of at least eight (8) trustees if each member has received a copy of the bylaws at least seven (7) days prior to the meeting.

Section 2: Amendments

- 2.1. Amendments to these bylaws may be proposed by any member of the Board at any regular or special meeting of the Board for decision at a subsequent regular or special meeting of the Board.
  - 2.1.1. Adoption of amendments will be by affirmative vote of at least eight (8) trustees.



**Article X Oath of Office**

Section 1: Oath

1.1. Following notification of appointment or reappointment, each trustee should take the following oath:

1.1.1. I, \_\_\_\_\_, do solemnly swear (affirm) that I will support the Constitution of the United States, so help me God.

I, \_\_\_\_\_, do solemnly and sincerely swear (affirm) that I will be faithful and bear true allegiance to the State of North Carolina, and to the constitutional powers and authorities which are or may be established for the government thereof; and that I will endeavor to support, maintain, and defend the Constitution of said State, not inconsistent with the Constitution of the United States, to the best of my knowledge and ability, so help me God.

I, \_\_\_\_\_, do swear (affirm) that I will well and truly execute the duties of my office as a member of the Piedmont Community College Board of Trustees, according to the best of my skill and ability, according to law, so help me God.

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Signature of Officer

Sworn to and subscribed before me, this the \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

1.2. This oath may be taken before a judge, the clerk of superior court, notary public, or a magistrate.

1.2.1. An original and one copy of the oath will be filed in the office of the Secretary to the Board of Trustees.