

3358:11-1-02 Bylaws of the board of trustees of Owens state community college.

- (A) Name. The name of this organization shall be the Owens state community college board of trustees, hereinafter referred to as “the board.”
- (B) Charter. Owens state community college is an institution of higher education and a political subdivision of the state of Ohio. The board is chartered in accordance with Chapter 3358. of the Revised Code.
 - (1) Authority. Official acts of the board are those taken at an official meeting in compliance with section 121.22 of the Revised Code. The authority of the membership resides within the board during the limits of a meeting in session.
- (C) Membership. Members of the board shall serve and exercise authority in accordance with the Ohio Revised Code.
- (D) Meetings. The board shall conduct meetings in compliance with Chapter 121. of the Revised Code. The board shall hold at least six regular meetings annually.
 - (1) Notification of meetings. The public meeting notice shall be posted on the college public website.
 - (2) Addressing the board. Any person, other than a member of the board or an officer of the college, who wishes to address the board at a regular meeting must request approval by five p.m., eight calendar days prior to the date of the regular meeting of the board. The request must be made in writing to the board secretary and must state the purpose, the requestor’s name, email address and phone numbers. The board will not consider certain requests at the board chair’s discretion, including but not limited to pending legal matters, personnel decisions or other confidential matters.
 - (3) Agenda. The agenda for meetings of the board shall be prepared by the president of the college and the board secretary. Copies of the agenda shall be mailed or delivered to each board member in advance of any regularly scheduled meeting. The president may, by announcement at the beginning of the meeting and without objection of the board, add or delete items from any such agenda.

Routine items of business may include:

- (a) Call to order
 - (b) Roll call
 - (c) Adjustment of the agenda
 - (d) Approval of the minutes
 - (e) Reports of the standing committees
 - (f) Reports of the president
 - (g) Recommendations of the president
 - (h) Consideration of such matters as may be required by executive session
 - (i) Monthly reports
 - (j) Statements and comments by board members
 - (k) Adjournment
- (4) Quorum. A majority of the board shall constitute a quorum. A majority of voting members at a quorum may act. A member of the board shall be present in person at a meeting open to the public to be considered present or to vote at the meeting and for purposes of determining whether a quorum is present at the meeting.
- A member of the board who must abstain from voting on a particular transaction of business due to a conflict of interest (or for a potential conflict of interest) cannot be counted in the majority of voting members needed to act for that particular transaction of business.
- (5) Conflict of interest. A member of the board must avoid a conflict of interest in meeting their fiduciary responsibility to act on behalf of the institution. As a public official, a member of the board may reference Owens state community college rule 3358:11-4-11 of the Administrative Code (model ethics policy) and Chapter 102. of the Revised Code. Ohio ethics law prohibits a public official from

participating in actions, deliberations or decisions that directly involves a financial interest of their own, their family or a business associate.

A potential or a conflict of interest (financial interest or a dual organizational relationship) shall be fully disclosed to the general counsel/assistant attorney general representing the college, who will assist with proper guidance addressing the potential or conflict of interest.

When there is a potential or a conflict of interest, the member of the board must completely abstain or recuse from the matter, including: voting, decision-making, discussing, reviewing, recommending, inspecting, influencing, or taking any action on the matter.

- (6) Rules of parliamentary procedures. The recent released version of roberts rules of order shall be the official parliamentary guide for all sessions when not in conflict with the bylaws or the Revised Code.

(E) Structure of the board.

- (1) Officers. A nominating committee made up of members of the board will be appointed by the board chair annually prior to November thirtieth to develop the nominations for board officers. The chair and vice chair of the board shall be elected from the board membership. The president shall be appointed by the board. The treasurer and secretary shall be appointed by the board, upon recommendation by the president, and need not be members of the board.
- (2) Election and term of office. Election of officers shall take place at the first regular meeting of each calendar year. Officers shall be elected for one-year terms not to exceed a maximum of three consecutive terms.
- (3) Vacancies. If, for any reason, a vacancy occurs in the office of the chair during the term of office, the vice chair shall succeed to the office of chair immediately and shall have all powers and perform all the duties of the office during the period of vacancy. If there is a continuing vacancy of the position of vice chair, the board shall elect a successor at the next regular meeting of the board following the declaration of such vacancy by the chair and the support of the

majority of voting members of the board. When both the chair and vice chair are unavailable, the most recent past chair who remains a board member will function as the chair on an interim basis. Vacancies in any other office shall be filled by action of the board.

- (4) Committees. The board will function as a committee-of-the-whole; however, the chair may appoint ad hoc or standing committees as necessary.
 - (a) A standing committee is one charged with a broad mandate. Standing committees shall be chartered annually through a motion by the board chair and approved by a majority vote.
 - (b) Committee(s) will be comprised of not less than three trustees. A majority of the committee-appointed voting members physically present shall constitute a quorum for the transaction of business. A member of the board who must abstain from voting on a particular transaction of business due to a conflict of interest (or for a potential conflict of interest) cannot be counted in the majority of voting members needed to act for that particular transaction of business. A committee chair will report on the committee's deliberations to the full board of trustees at a regular meeting.
 - (c) A committee chair may include in committee discussion appropriate college administrators and/or appropriate stakeholders. The board secretary will serve as the secretary for the committees.
 - (d) All committees shall conduct meetings in compliance with Chapter 121. of the Revised Code.
- (5) Duties and responsibilities of officers.
 - (a) Chair. It shall be the duty of the chair to call the meeting to order, to preside at all meetings of the board, to rule on the order and discussions of motions, to maintain proper decorum within the meeting place, to expedite the use of time during the meetings, to allocate the time for discussion, and to perform all

duties incident to the office of chair and such other duties as may be prescribed from time to time by the board.

- (b) Vice chair. It shall be the duty of the vice chair to perform the chair's duties in the chair's absence, or in the event of the chair's inability or refusal to act. The vice chair, when thus acting, shall have the powers of and be subject to all restrictions placed upon the chair. A vice chair shall perform such other duties as from time to time may be assigned by the chair of the board.
- (F) Secretary. The secretary shall keep the minutes of the meetings of the board; shall see that all notices of meetings are duly given in accordance with the provisions of the bylaws, or as required by law; and, in general, shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the chair of the board.
- (G) Treasurer. The treasurer serves as the college fiscal officer and under the direction of the college president. The duties of the treasurer shall be in accordance with section 3358.06 of the Revised Code and the accounts shall be kept in the manner prescribed by law. The treasurer shall perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned by the chair of the board.
- (H) President. The president is the chief executive officer and professional advisor to the board. The president interprets and implements the board's policies and regulations in their application to the various operations and personnel matters of the college. The board vests and delegates to the president the responsibility and authority necessary to provide professional leadership and administrative direction for all operations. The president may delegate authority to others but retains the final responsibility for the results of such delegation. The board delegates to and vests with the president the ability to employ, re-assign, promote, and terminate college personnel. The president may change varying personnel assignments to carry out responsibilities to the board for the overall leadership of the college.
- (I) Miscellaneous matters.
 - (1) Fiscal year. The fiscal year of the college will be July first to June thirtieth.

- (2) Annual budget. The president shall recommend a budget to the board for each fiscal year. Action on the president's recommendations shall take place before July first of each year. Reconciliation of the budget may take place at any meeting of the board by action of the board.
 - (3) Appointment and compensation. The board shall appoint and fix the contract of the president of the college and his/her annual benefits and salary increments. The board shall act on the president's recommendations for the initial appointment/compensation of administrative officers, full-time faculty members, and operating staff.
 - (4) Seal. The board may provide a corporate seal.
 - (5) Interpretation of the bylaws. The board shall be the final authority on the interpretation of the board bylaws.
 - (6) Mileage reimbursement. Members of the board of trustees on college-related travel in their own privately owned automobile may request to be reimbursed at the rate per mile in effect, as established by the United States general services administration for privately owned automobiles.
- (J) Amendments. The bylaws of the board may be amended. Approval of a proposed amendment to the bylaws requires a positive majority vote of the membership of the board.

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