

**BAY de NOC COMMUNITY COLLEGE
ESCANABA, MICHIGAN 49829-2511**

**BYLAWS
BOARD OF TRUSTEES**

1. OFFICERS

- a. The organizational meeting for election of officers shall be held as prescribed in accordance with Public Act 331 of 1966.
- b. Officers shall be elected as prescribed in accordance with Public Act 331 of 1966. Each officer shall be elected by a majority of the Board present and voting. The term of each officer shall be for a period of one year. Each officer shall perform the legal duties of the office and such other functions as are designated by the Board of Trustees.
- c. An Assistant Secretary and Assistant Treasurer shall be appointed annually.

2. DUTIES OF OFFICERS

- a. The Chair of the Board shall have the usual powers. The Chair shall appoint all committees unless otherwise ordered by the Board and be an ex-officio member of all standing committees.
- b. The Vice Chair shall perform the duties of the Chair in the absence of the Chair. The Vice Chair shall perform other functions as designated by the Board.
- c. The Treasurer shall perform the duties specified by law. In the absence of the Chair and the Vice Chair, the Treasurer shall preside over the meeting.
- d. The Secretary or the Assistant Secretary, if authorized, shall sign the minutes of all meetings, sign all legal notices and perform such other duties requiring the services of the Secretary.
- e. The Assistant Secretary shall record the minutes of the Board meetings and submit the minutes to the Board for approval.
- f. The Assistant Treasurer shall be authorized to sign checks and other appropriate documents for the College. The Assistant Treasurer shall sign

financial obligations on behalf of the College subsequent to Board authorization. The Board of Trustees shall furnish a bond for the Assistant Treasurer.

3. REMOVAL OF OFFICERS

Any officer may be removed by the Board of Trustees whenever in the judgment of the Board the interests of the Board will be served thereby.

4. MEETINGS

a. Regular Meetings

Regular meetings of the Board of Trustees of Bay de Noc Community College, Michigan, shall be held on the third Wednesday on odd months, at Bay de Noc Community College, Escanaba, Michigan, at 5 o'clock, p.m. ET with the following exception:

- One meeting per year shall be held at Bay de Noc Community College, Iron Mountain, Michigan.

No further notice of such regular meetings shall be required to be given to the members of said Board; and

The Board of Trustees annual regular meeting dates and locations shall be established at the organizational meeting. The annual meeting schedule shall be provided to the district area media. No further notice of such regular meetings shall be required to be given to members of said Board.

b. Special Meetings

Special meetings of the Board of Trustees may be called by the College President, Board Chair, or any two members thereof, by serving on the other members a notice of the date, time and place of such special meetings in accordance with Public Act 267 of 1976.

The public notice for special meetings shall be posted in accordance with Public Act 267 of 1976.

c. Conduct of Meeting

All meetings of the Board, with the exception of closed sessions as permitted by Public Act 267 of 1976, shall be open to the public. No formal action shall be taken during closed sessions.

d. Board Member Remote Participation

When feasible, the College shall arrange for members of the Board absent from a meeting due to a legally permissible reason, to participate in the meeting remotely in accordance with the requirements of Michigan's Open Meetings Act, Public Act 267 of 1976.

The manner of remote participation must allow for two-way communication between the remote board member and those attending the public meeting.

At the outset of the Board Meeting each Board Member shall announce that they are participating remotely which shall be reflected in the meeting minutes. If the Board Member is attending the meeting remotely for a legally permissible reason other than for military duty, the Board Member's announcement must further identify specifically the member's physical location by stating the county, city, township, or village and state from which he or she is attending the meeting remotely.

5. COMMITTEES OF THE BOARD

a. Committee meeting announcements shall be posted and served to all board members in accordance with Public Act 267 of 1976.

b. Standing

Such standing committees as are deemed necessary by the Board shall be appointed by the Board Chair.

c. Special Committees

The Board of Trustees shall authorize special committees as are deemed necessary. A special committee shall report recommendations to the Board for appropriate action. A special committee shall be dissolved when its work is concluded.

6. MINUTES OF PROCEEDINGS

- a. Minutes of the proceedings of the previous Board of Trustees meeting shall be prepared by the Assistant Secretary and provided to the members at least forty-eight (48) hours before the time of the next regular meeting with the exception of closed session minutes.
- b. The minutes of the preceding meeting(s) shall be approved by the Board and signed by the Secretary (or Assistant Secretary, if authorized) and Chair of the meeting.
- c. A copy of all motions shall be carefully recorded. The names of those who make motions, those who second motions, and on those motions requiring an expenditure of funds, the Yeas and Nays shall be recorded.
- d. The official minutes will be retained permanently and kept in the administrative offices of the College.
- e. Closed session minutes will be retained for one year and one day after approval of the minutes of the regular meeting at which the closed session minutes were approved.

7. RECORDS AVAILABLE

The Board of Trustees shall make available for inspection or shall copy public records requested either orally in writing by an individual or group of individuals in accordance with Public Act 442 of 1976, except those records described in Section 13 as being exempt.

8. QUORUM OF BOARD OF TRUSTEES

Presence in person of majority of Board Members shall constitute a quorum at any meeting of the members.

9. TRUSTEE EMERITUS

After serving as a trustee for a period of 240 months, whether served consecutively or non-consecutively, a trustee shall be entitled to claim the post-retirement status of *Trustee Emeritus* at any time prior to retiring from the Board of Trustees or within 30 days thereof.

A trustee emeritus shall be invited to participate alongside active trustees at certain Bay College ceremonial events including, but not limited to the commencement ceremony and annual awards banquet; and as a guest at the Board's holiday party, and any other events in which trustees are invited and/or designated by the Board.

10. **COMPENSATION AND EXPENSES**

No member of the Board of Trustees shall receive compensation for service as a member or as an officer. The members of the Board of Trustees shall be reimbursed for expenses incurred in performance of Board functions.

11. **TRANSACTIONS OF BUSINESS**

The Board of Trustees shall transact all business at a legal meeting of the Board. No member of the Board of Trustees shall have power to act in the name of the Board outside of Board meetings, unless authorized by the Board of Trustees.

a. **Conflict of Interest**

1. All Board members shall comply with Board Policy 1005 Conflict of Interest Policy and the procedures set forth therein.
2. New Board members shall be advised of the policy upon entering the duties of office.

12. **ORDER OF BUSINESS**

- I. Call to Order
- II. Roll Call
- III. Citizen Introductions and Comments
- IV. Approval of Agenda or Additions/Deletions to Agenda
- V. Declaration of Interest
Trustees are asked to declare a conflict of interest they may have in any of the agenda items which might affect their ability to make impartial decisions. Unless the trustee elects recusal, the Board shall decide whether a conflict exists. See 1005.3 #4-#8 of the policy.)

- VI. Approval of Minutes or Consent Agenda
Includes items for approval that do not require discussion or independent action (roll call vote). Consent items must be listed on the full agenda under the Consent Agenda and corresponding materials distributed with the board report prior to the meeting.
- VII. Presentation(s)
- VIII. President's Report
- IX. Business Office Reports
- X. Board Committee Reports and Required Action
- XI. Recommendations for Board Action
- XII. Unfinished Business
- XIII. New Business
- XIV. MCCA Update
- XV. Other
- XVI. Adjournment

13. MAKING OF POLICY

It shall be one of the primary functions of the Board of Trustees to establish policies for the operation of the College.

14. RULES OF ORDER

Robert's Rules of Order, Revised, shall be followed in conducting Board meetings, except when these procedures conflict with state laws or these Bylaws.

15. CITIZEN PARTICIPATION

The Board invites participation of citizens and other interested parties in College

related matters. Persons who wish to present any matter of concern to the College shall attempt to make written request to the Assistant Secretary or Secretary of the Board of Trustees at least twenty-four (24) hours prior to the meeting. The Board may by majority vote give visitors who have not presented a written request an opportunity to present items to the Board.

Individuals and delegations may address the Board during that section of the agenda designated for public comments. The Chairperson, if without objection, or the Board by majority vote of the Board members present may set a limit on the time and number of persons to be heard on a given subject.

Defamatory or abusive personal remarks are always out of order. The Chairperson of the Board may terminate the speaker's privilege of address if, after being warned, the speaker persists in improper conduct or remarks. The Chairperson may order the removal of any person who persists in improper conduct during a meeting of the Board of Trustees.

16. 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.

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.

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.

Board members will support established lines of authority and shall not engage in activities that disrupt daily operations of the College.

Board members will not interfere in normal procedures for the processing of complaints or grievances made by College faculty, staff or students.

Board members shall take official actions in open sessions, yet maintain the confidentiality of closed session deliberations by not releasing or discussing confidential matters or information.

Board members shall remember that as an individual, a trustee has no legal authority outside the meetings of the Board, and conducts relationships with college staff, students, the local citizenry, and the media on that basis.

Board members shall resist any pressure to use their position as a Board member to benefit either themselves or any other individual or agency apart from the total welfare of the College.

Nothing in this policy shall be construed or interpreted to impinge upon a Trustee's First Amendment rights.

17. COMMUNICATIONS

All communications to the Board from the officers, instructors, or other employees of the College shall be transmitted through the Office of the President of the College. This provision does not preclude a right of approach with members of the Board.

All communications from the Board or any of its committees addressed to any officer, instructor, or other employee of the College shall be transmitted through the Office of the President of the College. This provision does not preclude individual members of the Board from contacting any person within the College community.

18. INDEMNIFICATION

Except as prohibited by law, the College will indemnify Board members against whom an action, claim, or proceeding is brought or threatened as a result of a Board member's good faith performance of duties on behalf or at the direction of the College, and in all cases in which the action, claim or proceeding is covered in whole or in part by a policy of insurance. This indemnification will be against and is limited to expenses, including attorney's fees, judgments, penalties, fines, and amounts in settlement actually and reasonably incurred in connection with the action, suit, or proceeding.

For indemnification to be provided the Board member must have acted in good faith and in a manner that he or she reasonably believed to be in the best interests of the College, and with respect to criminal action or proceeding, the Board member must have had no reasonable cause to believe that their conduct was unlawful.

Indemnification will not take place for a breach of duty of loyalty to the College, an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, a transaction from which the Board member derived an improper personal benefit, an act or omission that is grossly negligent, or for a Board member seeking indemnification under this policy who fails to provide timely notice of any action, claim or proceeding or fails to fully and completely cooperate with the College in defending the action, claim or proceeding.

This indemnification will be made only as authorized in a specific case upon application by a Board member and after determination that indemnification is proper in the circumstance and the Board member has met the applicable standards of conduct set forth herein.

19. AMENDMENT OF BYLAWS

These Bylaws may be changed by the affirmative vote of a majority of the Trustees. The change shall be proposed at a regular or special meeting of the Board and adopted at a subsequent regular or special meeting. The proposed change shall be in writing and each Trustee shall be notified of said proposal at least seven (7) days prior to the next regular meeting.