

# BYLAWS FOR THE DAVIDSON COUNTY COMMUNITY COLLEGE TRUSTEES

The following bylaws, along with the policies and rules of the State Board of Community Colleges, and the General Statutes of North Carolina shall govern and control the actions and procedures of the Trustees of Davidson County Community College.

## ARTICLE I

### Name

In accordance with Chapter [115D of the General Statutes of North Carolina](#), the official title of the board is "The Trustees of Davidson County Community College," hereafter referred to as the Trustees. This title constitutes the official corporate name of the institution.

## ARTICLE II

### Purpose, Powers and Duties

#### A) Purpose

The Trustees, in accordance with [General Statute 115D-14](#), are a body corporate with powers to enable it to acquire, hold, and transfer real and personal property, to enter into contracts, to institute and defend legal actions and suits, and to exercise other rights and privileges as may be necessary for the management and administration of the College.

#### B) Powers and Duties

1. The Trustees of the College constitute the local administrative board of the institution, with such powers and duties as are provided in [General Statutes 115D-20](#) and [General Statutes 115D-21](#), those delegated to it by the State Board of Community Colleges, and those otherwise provided by law. In accordance with [General Statute 115D 20\(2\)](#), the Trustees hereby delegate to the President of the College the authority to employ all personnel other than the President. The Trustees shall exercise all powers and duties as may be more particularly set forth in [Chapter 115D of the North Carolina General Statutes](#) as the same may be amended from time to time.

## ARTICLE III

### Trustee Membership

#### A) Appointments

In accordance with [General Statute 115D-12\(a\)](#), the College is governed by a Board of Trustees consisting of 15 members selected in the following manner:

1. Four (4) Trustees elected jointly by all of the Boards of Education of the public school administrative units in Davidson and Davie Counties; each board having one vote in the election of each trustee. (See N.C.G.S. 115D-12.) None of the persons selected may be a member of nor be employed by any of the Boards of Education involved in the selection process.
2. Six (6) Trustees elected separately by the Davidson County Board of Commissioners and the Davie County Board of Commissioners in the manner described below. No more than one (1) of these six (6) Trustees may be a member of a board of county commissioners.

Four (4) Trustees elected by the Davidson County Board of Commissioners.

Two (2) Trustees elected by the Davie County Board of Commissioners.

3. Four (4) Trustees appointed by the Governor.
4. The President of the Student Government Association shall be an ex officio, non- voting member of the Trustees pursuant to General Statute 115D-12(a).

#### B) Employment by College Prohibited

In accordance with [General Statute 115D-12\(b1\)](#), no person who has been employed full time by the College within the previous five years, and no spouse or child of a person currently employed full time by the College may be appointed to the Trustees.

#### C) Elected Officials Serving as Trustees

In accordance with [General Statutes 115D-16](#), the holder of any elective office may also serve as a Trustee of the College, subject to the number of elected officials eligible for appointment under [General Statute 115D-12\(a\)](#).

D) Trustee Residency

With the exception of the Student Government Association ex officio member, all other Trustees shall be residents of Davidson or Davie County or of counties contiguous to Davidson and Davie Counties in accordance with [General Statute 115D-12\(b\)](#). No residency requirement exists for the Student Government Association ex officio member.

E) Oath of Office

In accordance with [Article VI, Section 7 of the North Carolina Constitution](#) and with [General Statutes 11-7](#) and [General Statutes 11-11](#), each member of the Trustees shall take an oath of office before entering upon his or her duties.

F) Terms of Office

In accordance with [General Statutes 115D-13 \(b\)](#), Trustees shall serve for terms of four (4) years with the exception of the Student Government Association ex officio member whose term shall correspond to that of the SGA terms of office. The expiration date for terms shall be June 30.

G) Vacancies

In accordance with [General Statute 115D-12\(c\)](#), vacancies occurring on the Trustees for whatever reason shall be filled for the remainder of the unexpired term by the agency or agencies authorized to select Trustees in the manner in which regular selections are made. Should the election of a Trustee not be made by the agency or agencies having authority to do so within sixty (60) days after the date on which a vacancy occurs either by creation or expiration of a term or for any other reason, the Governor shall fill the vacancy by appointment for the remainder of the unexpired term. In the case of expired terms, if no reappointment or replacement is named, the person originally appointed continues to serve in an official capacity until an official reappointment or replacement is made.

H) Conflict of Interest

In accordance with [General Statute 115D-26](#), Trustees shall adhere to the conflict of interest provisions in [General Statute 14-234](#), which prohibits public officials and firms in which a Trustee has a financial interest from conducting business with the College. In addition to complying with these statutes, Trustees shall attempt to avoid even the appearance of impropriety in their service on the Board.

I) Removal of Trustees

In accordance with [General Statute 115D-19](#), and upon receiving the appropriate notice from the State Board of Community Colleges, the Trustees may remove a member from the Board for

cause; for inability or failure to discharge the duties of office as required by law or unlawful, immoral, unethical or disreputable conduct. The Trustees may also declare vacant the office of a member who fails to attend three consecutive, scheduled meetings without justifiable excuse; or for failure to participate in a trustee orientation session sponsored by the North Carolina Association of Community College Trustees within six (6) months of appointment to the Board.

J) Compensation

In accordance with [General Statute 115D-17](#), Trustees shall receive no compensation for their services, but shall receive reimbursement for cost of travel, meals, and lodging while performing their official duties as permitted by regulations adopted by the State Board of Community Colleges.

K) Administrative Center and Area

The administrative center of the College shall be the Davidson campus located at 297 DCCC Road, Thomasville, North Carolina, 27360. The administrative area shall be Davidson and Davie Counties.

## ARTICLE IV

### Board Organization

A) Officers

In accordance with [General Statutes 115D-18](#), at the first meeting held after July 1 of each year, the Board of Trustees shall elect from its membership the following officers: a Chair, a Vice Chair, a Secretary, and two at-large members to serve on the Executive Committee. All officers shall be elected for a term of one (1) year but shall be eligible for reelection by the Trustees for up to four (4) consecutive years. The Secretary of the Trustees is not required to be a member of the Trustees.

B) Duties and Powers of Officers

1. Chair

The Chair shall preside over all meetings of the Trustees; appoint members to serve on committees, except the Executive Committee; serve as an ex officio, voting member of all committees of the Trustees; execute all contracts and other

documents on authority by and in the name of the Trustees; call meetings of the Trustees; and discharge all other functions delegated by the Trustees.

2. Vice Chair

The Vice Chair of the Trustees shall preside in the absence of the Chair and discharge any other functions assigned by the Chair or delegated by the Trustees. In the event of the death or resignation of the Chair, the Vice Chair shall assume the duties of the Chair until such time as a new Chair is elected by the Trustees to fill the unexpired term.

3. Secretary

The Secretary shall keep a full and accurate record of the proceedings of the Trustee meetings, attest documents executed on behalf of the Trustees, and perform other duties as directed by the Trustees.

4. General

In the event of absence, inability, or refusal to act by any of the officers of the Board, the Trustees may appoint any person to perform the responsibilities of that officer.

C) Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, and two other members selected by the Trustees. If the Secretary is not an official member of the Trustees, three other members should be selected by the Trustees.

During the intervals between meetings of the Trustees, the Executive Committee shall serve in an advisory capacity to the Administration in assessing issues from the perspective of the Board and shall perform the duties as the Board may request or delegate from time to time.

The Chair of the Trustees shall serve as Chair of the Executive Committee. Meetings of the committee may be called by the President or Chair at any time with the notice prescribed by law. All meetings of the Executive Committee shall be open to other members of the Trustees, but only those members of the Executive Committee shall have voting powers at such Executive Committee meetings. The Executive Committee shall have no authority to alter, amend, or appeal the bylaws. The presence of four members of the Executive Committee shall constitute a quorum. If a vacancy on the Executive Committee should occur, the Executive Committee is empowered to appoint a member of the Trustees to serve until the time for the annual election of officers.

D) Standing Committees

The standing committees of the Trustees shall be appointed by the Chair and consist of the following:

1. Business Affairs/Audit Committee

The Business and Audit Committee shall consist of not less than three (3) Trustees. The primary purpose of the Business and Audit Committee shall be to review matters concerning the College's budget and financial needs and campus building and grounds issues, and to develop recommendations concerning fiscal policies of the College for Executive Committee or Trustee consideration, including but not limited to the following:

- a. To receive, study and recommend to the Trustees, with such modifications as it deems appropriate, the President's recommended budget for current operations and capital outlay.
- b. To receive, study and recommend to the Trustees, with modifications as it deems appropriate, any special expenditures of any type recommended by the President.
- c. To receive, study and take such action as it deems appropriate on any reports on the budget, purchasing, and accounting functions required of it, or presented to it by the President.
- d. To recommend to the Trustees policies and guidelines regarding receipt and disposition of any monetary bequests, gifts, grants, and donations, and the care of all College assets.
- e. To represent the Trustees before the Board of County Commissioners and other agencies and offices in matters concerning the securing of adequate financial support for the needs of the College for current and future anticipated operating expenses and support for its needs for capital outlay.
- f. To recommend to the Trustees policy governing the receipt, security, depositing, accounting, and expending of all trust and non-trust funds pertaining to the College, in accordance with [Chapter 115D of the General Statutes](#) and regulations of the State Board of Community Colleges.
- g. To recommend to the Trustees appropriate bonding policies governing College employees entrusted with funds of any kind.

- h. To receive and examine independent audits of the College, and related Foundation, books and make such recommendations to the Trustees as it may deem appropriate.
- i. At any meetings of the Trustees, the Affairs/Audit Committee may submit a report of its activities since the last meeting of the Trustees, containing such suggestions and recommendations as it shall deem expedient for the best interests of the College.
- j. The Affairs/Audit Committee shall have such other functions as the Trustees may authorize from time to time.
- k. To recommend to the Trustees after appropriate review Construction projects for the campus.

2. Governmental Relations

- a. The Governmental Relations Committee shall consist of not less than three (3) Trustees.
- b. The purpose of the committee shall be to review and consider matters pertaining to the development of support and understanding of the College's legislative and financial needs with city, county, state officials, federal officials and the public.
- c. To prepare a political advocacy strategy for the campus.
- d. Represent the College at county, state and federal legislative meetings and/ or Summits.

3. Student Outcomes

- a. The Committee on Student Outcomes shall consist of not less than three (3) Trustees.
- b. The purpose of the committee shall be to review and make recommendations to the Board as to all matters pertaining to the educational operation of the College, including academic program and enrollment management review; the College's progress toward student success goals; and appropriate policy issues.
- c. Perform other related activities that may be assigned by the Board from time to time.

4. Ad hoc Committees

The Trustees may establish such additional standing and ad hoc committees as it deems necessary to secure and protect the College’s welfare and advance the College’s mission and purpose, for example:

- a. Awarding of Honorary Degrees
- b. Special College events
- c. Committee Meetings

## ARTICLE V

### Meetings

A) Regular Meetings

The regular meetings of the Board should as a general rule be held on the second Tuesday of each month at 7:00 p.m. as designated by regular notice. The Trustees shall meet in the Board room of the Mendenhall Building of the College located on the main campus in Davidson County unless another time and location is authorized by the Chair and proper notice thereof is given.

B) Committee Meetings

The standing committees will meet on the second Tuesday of each month prior to the Board meeting **unless otherwise notified**.

C) Special Meetings

Special meetings may be called by the Chair or by the President, or at least five Trustees. The business to be transacted at any special meeting of the Board shall be confined to such matters as have been communicated to members and officers of the Board as a part of announcing the meeting.

D) Notice of Meetings

Members and officers of the Board and the President shall be notified in writing of the time, place, and the purpose(s) of all special meetings at least forty-eight (48) hours in advance of meetings. Public notice of any meeting of the Trustees shall be given as required by [General Statute 143-318.12](#) entitled, A Public Notice of Official Meetings.

E) Quorum

Eight members of the Trustees in attendance at meetings shall constitute a quorum for the transaction of business.. A majority of those members present shall be required to transact business. A majority of all of the voting members of the Trustees shall be required for a determination of new or revised policies, for making rules and regulations, and for the election of a president. All qualified members of the Trustees may vote on all matters coming before the Trustees for consideration, however no Trustee may vote by proxy or by mail. A member attending a meeting through tele- or video-conferencing is considered present for the purposes of constituting a quorum and voting.

F) Agenda

The President of the College will provide the Trustees with an agenda listing those items to be presented prior to the regular or special meetings, setting forth those items to be presented as information or for action by the Trustees. On the request of the President or members of the Trustees, items may be added to the agenda at a meeting upon approval of the Trustees.

G) Open Meetings

In accordance with [General Statute 143-318.10](#), all meetings shall be open to the public unless, consistent with the requirements of [General Statute 143-318.11](#), a meeting is closed to the public by majority vote of a quorum. [General Statute 143-318.11](#) allows the Board to exclude the public from a meeting only when a closed session is required to accomplish one of the following purposes:

- a. prevent the disclosure of information that is privileged or confidential according to State or federal law;
- b. prevent the premature disclosure of an honorary degree, scholarship, prize, or similar award;
- c. consult with an attorney employed or retained by the College, in order to preserve the attorney-client privilege;
- d. discuss matters relating to location or expansion of businesses in the area;
- e. establish the position to be taken by the College in negotiating a contract to obtain real property or a contract of employment;
- f. consider personnel matters relating to specific employees or prospective employees, including grievances and complaints by or against an individual employee;
- g. plan, conduct, or hear reports concerning investigations of alleged criminal misconduct.
- h. discuss and take action regarding plans to protect public safety

H) Parliamentary Rules

Roberts Rules of Order (most recent edition) shall be followed in conducting the meetings of the Board unless otherwise provided by the Board.

## ARTICLE VI

### Policies and Regulations

A) General Provisions

By an affirmative vote of a majority of all the members of the Trustees, the Trustees 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.

B) Notification and Publication

The Secretary of the Trustees shall be responsible for providing each member of the Trustees and the President a copy of all current Trustee bylaws, policies and regulations. Further, these documents shall be available for public inspection by interested persons at reasonable times during regular business hours of the College.

C) Office of Record

The Trustees shall maintain its office of record in the administrative offices in the Mendenhall Building on the main campus of Davidson County Community College.

D) Body Corporate

The Trustees have authority only during official Trustee meetings. Individual trustees or committees of the Trustees shall act only upon specific authorization or direction by the Trustees.

E) Conflicting Authority

In the event that any provision of the By-Laws shall be deemed in conflict with the General Statutes of North Carolina and/or the State Board of Community Colleges Code, the law of the State and/or Code shall control and such provision shall be considered null and void, but the remaining provisions, not in conflict with the General Statutes of the State of North Carolina or the Code shall remain in full force and effect.

F) Code of Ethics

Members of the Trustees will strive to improve community college education, recognizing that policy decisions should be made only after full discussion at publicly announced Trustee meetings. Trustee members will render all their decisions based on the available facts and their independent judgments, refusing to surrender that judgment to individuals or special interest groups who might wish to exert undue influence upon either the individual member or the Trustees.

## ARTICLE VII

### Adoption and Amendment of Bylaws

#### A) Adoption

Adoption of these bylaws shall be by affirmative vote of at least eight (8) members of the Trustees at a regular meeting, provided that each member has received notice of the proposed amendment at least fifteen (15) days prior to the meeting and that each member has received a copy of the bylaws at least fifteen (15) days prior to the meeting.

#### B) Amendments

Amendments to these bylaws may be proposed by any Trustee at any meeting of the Trustees for inclusion on the agenda of the next, subsequent meeting of the Trustees. Amendments to these bylaws may also be proposed in writing by the President of the College or any member of the Trustees by delivering timely, written notice of any such proposed amendment to each member of the Trustees and the President. A record of amendments to these bylaws shall be maintained by the Secretary of the Trustees as a permanent and integral part of these bylaws.

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