

**BYLAWS OF THE
SUNY BROOME COMMUNITY COLLEGE
BOARD OF TRUSTEES**

(Revised 12/13/12)

Article 1

Introduction

1.1 Establishment

Pursuant to Section 6306 of the Education Law of the State of New York and Section 2301-A of the Broome County Charter, there shall be created a Board of Trustees to administer Broome Community College.

1.2 Purposes

The Board of Trustees shall administer Broome Community College. The Board shall have those powers and duties specified in:

- 1) Article 126 of the Education Law of the State of New York
- 2) the regulations of the State of New York pertaining to Community Colleges
- 3) the Broome County Charter, and
- 4) the Broome County Administrative Code.

1.3 Membership

The Board of Trustees shall consist of ten members, nine of whom are appointed for terms of seven years in annual rotation and one member elected by and from among the students of the College who shall serve as a member of the Board for a one-year term. Of those trustees appointed, five shall be appointed by the County Executive of Broome County, subject to confirmation by the County Legislature and four by the Governor from among persons residing in the sponsoring community.

Article 2

Meetings

2.1 Annual Meeting

The annual meeting of the Board of Trustees for the election of officers, the Nominating Committee and any other matters shall be held during the month of September of each year.

2.2 Regular Meetings

The Board shall establish at the annual meeting the dates, times and places for regular meetings for the current academic year.

2.3 Special Meetings

The Board shall hold special meetings upon the call of the Chairperson or upon the call of four voting members, provided, however, that written notice or telephone notice directed to each trustee's home or business address of such meeting shall be given not less than 48 hours in advance of such meeting and shall state the matters to be considered, except that no notice shall be required to any member who attends such a meeting. No other matter shall be considered at said meeting except those stated in the notice without the consent of all of the members of the Board of Trustees present at such meeting.

2.4 Quorum

A majority of the members of the Board of Trustees shall constitute a quorum, but in no event shall less than six trustees constitute a quorum.

2.5 Presiding Officer

The Chairperson shall preside at all regular and special meetings of the Board of Trustees. In the absence of the Chairperson, the Vice-Chairperson shall preside at all meetings of the Board of Trustees. If the Chairperson or the Vice-Chairperson shall not attend, upon the appearance of a quorum, a Chairperson Pro-Tempore shall be elected for that meeting, or until the appearance of the Chairperson or the Vice-Chairperson.

2.6 Order of Business

An agenda of items of business shall be prepared by the President. Items not on the agenda may be considered at the discretion of the Chairperson, the Chairperson of the appropriate committee, or upon majority vote of the Board of Trustees.

A preferred agenda may be presented at any regular meeting of the Board of Trustees. That agenda shall be limited to Resolutions that have been carried unanimously in committee. Any board member may ask for separate consideration of any Resolution within the Preferred Agenda as such agenda comes before the Board of Trustees for consideration. The preferred agenda as such may be acted on with a single vote. The secretary to the Board shall assign appropriate permanent numbers to each Resolution within the preferred agenda.

2.7 Attendance at Meetings

When any trustee holding office fails to attend three consecutive regular meetings of the Board, unless such absence is for good cause and is excused by the Chairperson or other presiding officer thereof, the Board shall then schedule a vote on the question of whether a recommendation should be made to the appointing source, be it the Governor's Office, the County Executive's Office or the College Student Association, to remove such trustee. Such vote shall be held at a meeting of the Board of Trustees upon at least 30 days written notice of said vote to all trustees. At such meeting a two-thirds vote of trustees shall be required in order to recommend removal of the trustee to the appointing source.

2.8 Rules of Order

The rules contained in Robert's Rules of Parliamentary Procedure shall govern the Board of Trustees in all cases where they are not inconsistent with these Bylaws.

2.9 Notice of Meetings

No notice of regular meetings shall be required to be given to trustees except the notice contained in the minutes of the annual meeting which will specify the dates, times and places of such meetings. Such minutes shall be delivered to the trustees, the President of Broome Community College, the County Executive and the Clerk of the County Legislature. Mailing or delivery of such minutes shall constitute notice of such regular meetings.

The Board may change the dates, times and places of any future regular meetings upon majority vote of the Board of Trustees provided at least one week notice is given to all trustees, the President of Broome Community College, the County Executive and the Clerk of the County Legislature.

2.10 Open Meetings

All meetings of the Board shall be open to the public unless all or a portion of the meeting is duly closed in accordance with applicable law. Members of the Board may attend meetings by any method authorized by the New York State Open Meetings Law.

Article 3

Elections

3.1 Elections

At the annual meeting held in September, the Board of Trustees shall elect a Chairperson and Vice-Chairperson by majority vote of the trustees.

3.2 Term of Office

All officers shall hold their offices from the date of election for a term of one year until the next annual meeting, or until their successors are elected. No trustee shall be eligible for re-election as the Chairperson for more than three (3) consecutive terms until one (1) year has elapsed after the expiration of the third term.

3.3 Nominating Committee

At the annual meeting, the Board of Trustees shall elect a nominating committee consisting of three trustees. Such nominating committee members shall serve a term of one year.

3.4 Vacancies

Should a vacancy occur among the officers, any unexpired term shall be filled by a majority vote of the trustees from a list of candidates prepared by the nominating committee.

Should a vacancy occur on the nominating committee, it shall be filled by appointment of the Chairperson.

Article 4

Committees

4.1 The standing committees of the Board of Trustees shall be:

a) Finance and Facilities Committee

This committee consists of five (5) members, including the Chairperson. The Chairperson and the committee members are appointed by the Chairperson of the Board of Trustees.

b) Nominating Committee

This committee consists of three (3) members, including the Chairperson. This committee is elected by the Board of Trustees at its Annual Meeting.

In the event that a quorum for any committee meeting cannot be obtained, the Chairperson of the Board of Trustees at the request of the Committee Chairperson may designate a substitute trustee or trustees as committee members for purposes of obtaining a quorum.

The number and identity of standing committees may be changed by a majority vote of the trustees.

4.2 The Chairperson may appoint other special committees to carry on the business of the Board of Trustees.

Article 5

Conflicts of Interest

5.1 The Board of Trustees shall comply with all applicable state or local laws dealing with conflicts of interest, including Sections 800-805 of the General Municipal Law and the County Code of Ethics.

5.2 The Board of Trustees will adopt procedures to identify, as early as possible, all interests of individual trustees which may conflict with their obligations as trustees and encourage trustees to announce potential conflicts of interest with respect to any matter being considered by the Board of Trustees as soon as possible so that appropriate action may be taken to avoid problems.

Article 6

Indemnification

- 6.1** Pursuant to Education Law Section 6308, Broome County shall defend, indemnify and hold harmless the trustees in any civil action or proceeding in any state or federal court arising out of an alleged act or omission which occurred or is alleged in the complaint to have occurred while the trustee was acting within the scope of his/her duties or which is brought to enforce a provision of Section 1981 or 1983 of Title 42 of the United States Code and the act or omission underlying the action occurred or is alleged to have occurred while the trustee was acting within the scope of his/her duties. This duty to provide for defense shall not arise where such civil action or proceeding is brought by or on behalf of the local sponsor.
- 6.2** Trustees shall deliver, within five days of the time he or she is served with any summons, complaint, process, notice, demand or pleading, the original or a copy thereof to the County Attorney of Broome County and request the County Attorney to assume control of his or her representation. The County Attorney shall then assume control of the representation of the trustee. While the County Attorney assumes such control, the trustee shall cooperate fully in the defense of such action or proceeding against the Community college or the County based upon the same act or omission, and in the prosecution of any appeal.

Article 7

Repeal of Previous Bylaws

- 7.1** The Bylaws of the Board of Trustees in effect at the time of the adoption of these Bylaws are repealed; and these Bylaws shall be effective on and from the date the same are adopted.

Article 8

Amendments

- 8.1** These Bylaws may be amended by a two-thirds vote of the Board of Trustees at either a special or regular meeting of the Board of Trustees, provided notice in writing of the proposed amendments shall have been mailed to the trustees at least 20 days prior to the meeting.