



BOARD OF TRUSTEES BYLAWS

1. Officers of the Board of Trustees

- a) The organizational meeting for election of Board Officers (the Chair and Vice Chair) shall be held during the first regular meeting scheduled after the beginning of the calendar year.
- b) Each officer shall be elected by a majority of the members of the Board of Trustees as recommended at the organizational meeting by the Governance and Policy Committee (hereafter the "Governance Committee"). The term of office for the Chair and Vice Chair of the Board of Trustees shall be for a period of one year, and neither shall serve in his/her office for more than three consecutive years. Each officer shall perform the legal duties of the office and such other functions as are designated and assigned by the Board of Trustees. Should the Chair be unable to serve the elected term, the Vice Chair will fill this position, and the Governance Committee will convene to appoint a new Vice Chair. This process should be followed should either position be vacated.
- c) The Board of Trustees shall also appoint a Secretary. The Secretary can be a member of the Board of Trustees, the President of the College, or the President's designee.
- d) The Treasurer of the Board of Trustees shall be the College's Chief Fiscal Officer.

2. Duties of Officers

- a) The Board Chair shall adhere to Board Policy 3358:5-1-16 (Chairperson's Role) in fulfilling his/her role. He/she shall appoint all committees in collaboration with the Governance Committee unless otherwise ordered by the Board of Trustees.
- b) The Vice Chair shall perform the duties of the Chair in the absence of the Chair. He/she shall perform other functions as designated by the Board of Trustees.
- c) The Secretary shall sign all legal documents as authorized by the Board of Trustees. He/she shall prepare and maintain the official minutes of Board meetings and expedite such communication as the Board of Trustees may direct.
- d) The Treasurer shall be empowered to authorize expenditure of funds and to perform other functions as designated by the Board of Trustees.

3. Removal of Officers

Any officer of the Board of Trustees may be removed for cause by resolution approved by a majority of the members of the Board.

4. **Meetings**

a) **Regular Board Meetings**

The Board of Trustees shall hold regular meetings on such dates and at such times as a simple majority of the Board determines. The Board of Trustees may perform all such duties and functions and take all such actions as authorized by Ohio law and administrative code provisions. The Board of Trustees' place of meeting will be set forth in the agenda published in advance of its regular meeting; however, periodically, the Board will conduct its regular meeting in a virtual setting. The agenda of each regular meetings will be established one week in advance of each such meeting and will be available in the office of the President/Board of Trustees, Room 304, LRC Building, Leffel Lane Campus.

All meetings are conducted in an orderly and democratic manner. Robert's Rules of Order, most recent edition, prevail in formal actions of the Board. The length of a formal meeting is a matter of Board discretion.

b) **Special Meetings**

Special meetings of the Board of Trustees may be called by the Board Chair, or any three members of the Board, by serving on the other members of the Board of Trustees a written notice of the time and place of such meetings at least twenty-four (24) hours before such meeting is to take place.

c) **Adjourned Meetings**

Any legal meetings of the Board may be adjourned to a specific time and place. Only items on the agenda of the meeting adjourned may be acted upon at the adjourned meeting.

d) **Meeting Schedule**

A schedule of meetings for the calendar year will be presented at the January meeting.

e) **Policy Regarding Open Public Session and Executive Session**

Pursuant to the Ohio Revised Code, the Clark State College Board of Trustees has reaffirmed its policy of taking all official action in public meetings and of conducting the deliberation of official business in open sessions unless the subject matter is specifically excepted by law. In keeping with the latter, the Board reserves to its discretion the holding of executive sessions at regular and/or special meetings only after a majority of a quorum of the Board determines, by a roll call vote, to hold such a session and only for the purpose of the consideration of the following matters, and otherwise as permitted by Ohio law:

i. To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of an employee, or to investigate charges or complaints against an employee, unless such employee requests a public hearing. The motion

and vote to hold an executive session pursuant to this paragraph shall state the purposes for which the executive session is to be held.

ii. To consider the purchase of property or the sale of property by competitive bidding.

iii. To confer with the Board's attorney concerning disputes that are the subject of pending or imminent court action.

iv. To prepare for or review negotiations with employees concerning their compensation or other terms and conditions of their employment.

v. To maintain confidentiality required by federal law, rules, or state statute.

vi. To discuss security arrangements or emergency response protocols for the College where disclosures of the matter(s) discussed could reasonably be expected to jeopardize the security of the College.

5. Committees of the Board

The Board of Trustees is committed to the principle that the Board acts as a whole and not as individuals or groups within the Board. All committees of the Board of Trustees, therefore, are advisory to the Board, and their function is to study, analyze, and report on matters assigned to them by the Board, preparatory to action by the Board.

- a) Committees of the Board may be appointed by the Chair at any time, subject to conference with and a recommendation from the Governance Committee and the approval of the Board of Trustees. Each committee shall consist of not less than two members, with the Board Chair ex officio member of all committees. The Board Chair shall name the Chair of each committee. Said committees shall exist until such time as they have completed their assigned task or the next annual reorganizational meeting of the Board, at which time the Board Chair and the Board will decide on committee structure for the coming year.
- b) Select Committees consisting of Board and lay members and/or College Officers, employees, or students may be appointed by the Board Chair in consultation with the Governance Committee. A Board member shall be Chair of each such committee, and the committee shall be advisory in nature. Upon completion of the assigned tasks, the service of such committee shall be terminated. Formation of such committees shall be conducted by a motion approved by a majority of the Board of Trustees.

6. Minutes of Proceedings

- a) Minutes of the proceedings of the Board of Trustees of the previous meetings shall be prepared by the Secretary and mailed, emailed or otherwise delivered, to the members at least forty-eight (48) hours prior to the time of the next regular meeting.
- b) The minutes of the preceding meeting(s) shall be approved by a majority of the Board of Trustees.

7. **Records Available**

Minutes shall be kept for all meetings of the Board of Trustees and its committees. Minutes will be retained and available to the public consistent with Ohio Revised Code 121.22. Minutes may be maintained in digital format or in hard copy, whatever means is most efficient and practicable. Minutes may also be posted online. All minutes of the Board of Trustees shall be available to citizens for inspection at the office of the President/Board of Trustees during regular College office hours.

8. **Quorum**

A majority of the members of the Board of Trustees constitutes a quorum. Less than a quorum may adjourn to a future date.

9. **Compensation and Expenses**

No member of the Board of Trustees may receive any compensation for any services rendered to the College. Expenses of Board members will be reimbursed in accordance with the College's reimbursement procedures.

10. **Transaction of Business**

The Board of Trustees shall transact all business at a legal meeting of the Board. No member or committee of the Board of Trustees shall have power to act in the name of the Board of Trustees outside of Board meetings unless specifically authorized by a duly-approved resolution of the Board of Trustees.

11. **Amendments**

These bylaws may be amended at a meeting of the Board of Trustees through a motion approved by a majority of the Board of provided, however, that advance notice of the proposed amendment has been submitted in writing to the members of the Board of Trustees at least forty-eight (48) hours prior to the meeting.

12. **Severability**

In the event that any part of these bylaws is found to be in conflict with the Ohio Revised code or any other applicable law or code provision, only the portion in conflict shall be stricken from these bylaws.

*Adopted November 19, 1985
First Revision November 17, 1987
Second Revision December 20, 1988
Third Revision June 19, 1990
Fourth Revision November 21, 2000
Fifth Revision January 16, 2018
Sixth Revision March 16, 2021*