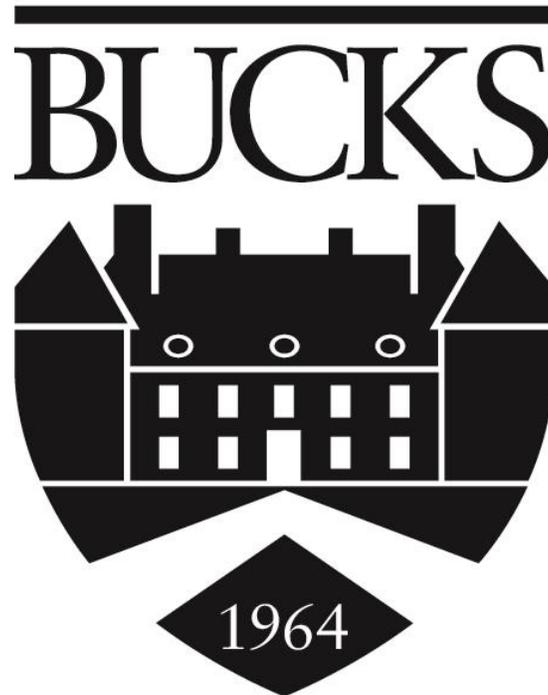


BOARD OF TRUSTEES
BUCKS COUNTY COMMUNITY COLLEGE



BY - LAWS

Amended October 2016

ADOPTED - JUNE 15, 1966

AMENDED - APRIL 16, 1969

AMENDED - JUNE 19, 1974

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**BUCKS COUNTY COMMUNITY COLLEGE
BOARD OF TRUSTEES
BY-LAWS**

**ARTICLE I
POWERS OF TRUSTEES**

The Board of Trustees is vested by law with all the powers and authority to govern effectively and set policy for the college in accordance with the laws of Pennsylvania as set forth in the Community College Act of 1963", Act 484, P.L. 1132, its amendments and supplements, except as limited by law. These essential responsibilities include but shall not be limited to the following:

1. Ensure that the college's mission and strategic direction is kept current and is aligned with public purposes.
2. Select a president to serve as the chief executive of the college.
3. Periodically assess the performance of the chief executive and establish and review the chief executive's compensation.
4. Establish institutional governance and compliance policies.
5. Oversee and approve the annual budget of the college, including any changes in tuition and fees.
6. Authorize the construction of new buildings and major renovations of existing buildings.
7. Establish, review and approve changes in the educational programs of the college, consistent with its mission.
8. Approve collective bargaining agreements or handbooks for all employee groups.

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ARTICLE II
MEMBERSHIP AND ORGANIZATION

1. MEMBERSHIP

The Board of Trustees shall consist of 15 members appointed as provided by law. Each member shall serve until his/her term of office expires and a successor is appointed.

2. ACTIVE MEMBERSHIP

Board members are expected to attend at least two thirds of the official meetings of the Board of Trustees within a calendar year.

3. QUORUM

A quorum shall consist of a majority of the members of the Board of Trustees.

4. MEETINGS

Regular meetings of the Board of Trustees shall be held at least quarterly on such dates and at such times and places as the Board may decide. Regular meetings may be held monthly if the Board shall so provide. Special meetings may be called at the request of the Board Chair, the college President or any four (4) Trustees at any time upon 48 hours notice. Written notice of all regular meetings shall be mailed electronically to each Trustee at least one week in advance, unless announcement was made of the date, time and place of such meeting at the previous regular meeting. Written, telephone, or other appropriate notice of any special meeting shall be given at least 48 hours in advance.

5. VOTING

The affirmative votes of a simple majority of those Board members present and voting, providing quorum is constituted, shall be required to carry a motion. All members of the Board, including the Chairperson, shall have the right to record their individual vote on any motion.

6. REMOTE PARTICIPATION

Any Board member may participate in a meeting of the Board by means of a conference telephone or similar communications mechanism that allows all persons participating in the meeting to hear each other simultaneously. Participation by such mechanism shall be equivalent to presence in person at the meetings, except for purposes of achieving a quorum for the meeting. Notice of remote participation should be received as soon as possible. An individual trustee may participate remotely in no more than three regular meetings a year.

7. ORGANIZATION

The Board of Trustees shall annually elect from among its members a Chair, Vice-Chair, Secretary, and Assistant Secretary and a member-at-large for the Executive Committee. Election of officers shall occur at the regular meeting of the Board in June of each year and shall be voted on by office. The Governance Committee shall submit nominations of officers. Nominations may be made from the floor. Membership on the Governance Committee shall not disqualify from nomination or election to any Board office. Each officer shall serve for one year and until his/her successor has been elected and qualified. A Trustee may serve a specific elective office for not more than two terms consecutively; re-election after a one year interval is permissible.

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ARTICLE III **OFFICERS OF THE BOARD**

1. CHAIR

The Chair shall preside at all meetings of the Board and of the Executive Committee, shall appoint Standing Committees and ad hoc committees, and any such other committees as the Board shall from time-to-time establish, and shall be ex-officio member of all committees.

2. VICE-CHAIR

The Vice-Chair shall serve in the absence or disability of the Chair.

3. SECRETARY

The Secretary shall be responsible for the taking and preparation of minutes of all Board meetings, and the custody and preservation of all official Board records. Adequate staff assistance shall be provided at the college to carry out these functions under the supervision of the Secretary.

4. ASSISTANT SECRETARY

The Assistant Secretary shall act in the absence or disability of the Secretary.

5. SIGNATORIES

The Board shall, from time-to-time, by Resolution, designate the person or persons who shall have authority to sign contracts, checks, drafts, or vouchers against the funds of the College.

6. VACANCY

If a vacancy occurs, the Chair, with the approval of the Board, may appoint a Trustee to serve until the end of the officer's elected term. In the event a vacancy occurs in the Chair, the Vice-Chair shall fill the vacancy.

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ARTICLE IV **STANDING COMMITTEES**

The Board Chair shall designate the members of the standing committees described below.

If the Board elects to operate as a committee of the whole, the Board Chair shall have the power to convene either ad hoc or standing committees during the year, if deemed necessary. When operating as a committee of the whole, the Executive Committee, Governance Committee and Audit Committee shall be appointed as described below. The Committee of the Whole and all standing committees shall be bound by all provisions of the Pennsylvania Sunshine Act.

The following standing committees shall be appointed and shall have the following duties and responsibilities:

1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Board. An additional member shall be elected at large by the Board of Trustees.

A quorum of the Executive Committee will be four members; all actions will require affirmative votes by a majority of those present.

The Executive Committee shall have the power to act on behalf of the Board; (a) whenever, in an emergency, prompt action is clearly required for the best interests of the College and it is not practical to call a meeting of the entire Board; (b) as to routine matters, whenever it is not practical for the Board to act by reason of lack of quorum; and (c) whenever, and to the extent the Board may from time-to-time authorize; (d) the Executive Committee may not take any action inconsistent with a prior act of the Board of Trustees, alter by-laws, or remove or appoint the President of the College.

All actions taken by the Executive Committee shall be promptly reported to the Board for approval at its next meeting; but failure by the Board to approve shall not invalidate any action theretofore taken in good faith in reliance upon the action of the Executive Committee, nor shall the members of the Executive Committee incur any personal liability by reason thereof. No action may be taken by the Executive Committee which could not lawfully be taken by the Board, nor may the Executive Committee disregard or violate any policy established by the Board, or reverse any action previously voted by the Board.

2. FINANCE COMMITTEE

The purpose of the Finance Committee is to oversee the integrity of the college's financial operations, long-term economic health, and allocation of resources. It is responsible for:

- monitoring financial performance and structure, including operating and capital budgets and financial statements
- reviewing annual and long-range operating budgets, including employee pension and benefit programs
- reviewing and recommending to the Board requests and plans for borrowing
- ensuring that accurate and complete financial records are maintained
- ensuring that timely and accurate financial information is presented to the Board
- overseeing institutional investments, capital spending and acquisition, development of facilities plans

The Chair of the Board may designate one member of the Finance Committee to serve as Buildings and Grounds liaison. The liaison's function shall be to act as liaison to the Bucks County Community College Authority, to review possible sites and financing for new facilities, to report to the Trustees on bond projects, and to make recommendations regarding the improvement of facilities and sites.

3. AUDIT COMMITTEE

The purpose of the Audit Committee is to oversee the college's financial practices and standards of conduct. The committee is responsible for:

- overseeing the external financial audit
 - discuss with the independent public accountant the matters required to be discussed by the relevant professional auditing standards and requirements of applicable laws and regulations
 - provide for the audit management letter to be submitted to the Board directly with a copy to college management personnel
 - provide verification from the accounting firm, seeking to perform an audit for the Board, that the President and senior members of the finance staff of the college have not been employed by the accounting firm during the one (1) year period preceding the audit
- ensuring compliance with legal and regulatory requirements
- monitoring internal controls and risk-management systems
- recommending to the Board any actions to appoint or replace the college's independent public accountant, and to approving in advance any and all services provided by the independent public accountant
- overseeing the college's Internal Audit function, and reviewing the performance of the Internal Auditor and the scope of the annual internal audit plan, including reporting and resolution of complaints received by the Internal Auditor from employees and others

The committee shall have authority, through its chair or a majority vote of its members, to ask management to address specific issues within the mandate of the committee as well as to recommend approval by the Board of Trustees the engagement of independent legal counsel and other professional advisers to carry out its duties. The Audit Committee chair shall not be a member of the Finance Committee.

4. ACADEMIC, STUDENT and TECHNOLOGY COMMITTEE

The purpose of the Academic, Student and Technology Committee is to oversee educational quality and institutional effectiveness. The committee's responsibilities shall include, but not be limited to, monitoring:

- assessment of learning outcomes
- program quality, institutional and program accreditation, and program review
- student success measures
- mission review and strategic planning review
- the structure of the academic programs
- information technology projects, expenditures and best practices

5. GOVERNANCE COMMITTEE

The purpose of the Governance Committee is to ensure the integrity of the Board and enhance Board performance. This committee is responsible for:

- establishing and maintaining standards of Board conduct
- recommending a slate of officers for Board approval
- ensuring that Board members have adequate orientation and ongoing education
- assessing the performance of the Board
- monitoring compliance with the conflict of interest policy
- periodically reviewing and ensuring compliance with these bylaws and other Board policies
- annually reviewing the college's succession plans

The Chair of the Board will designate one member of the Governance Committee to serve as the Human Resources liaison. The liaison will lead the performance evaluation of the President and recommend for Board approval, the annual compensation of the President. The liaison, in consultation with the President and/or the Executive Director of Human Resources shall make recommendations to the Board with respect to personnel policies, salary schedules, working conditions, union regulations, and other general or individual personnel matters on which Board of Trustees consideration is necessary.

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ARTICLE V
OFFICERS OF THE COLLEGE

1. The Board shall designate a President who shall be the Chief Executive and Educational Officer of the college. His/her tenure shall be at the pleasure of the Board and his/her compensation shall be fixed from time-to-time by the Board in accordance with duly authorized acts. The Board shall annually, conduct a performance appraisal of the President.
2. The Provost shall be the Chief Academic Officer of the college and shall act on behalf of the President in that officer's absence.
3. The Board shall appoint a college administrator as Treasurer of the college, who shall be responsible to the Board of Trustees for the proper fiscal operations of the college including the receiving and disbursing of funds, the preparation of budgetary recommendations, and the direction of accounting methods. The Treasurer shall serve at the pleasure of the Board of Trustees.
4. The Treasurer and the Budget Officer shall be bonded in accordance with the legislative requirements of the Community College Law and any and all of its amendments and other legislation pertaining to the position. The cost of said bonds is to be paid from funds of the college.

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ARTICLE VI
RELATIONSHIP BETWEEN BOARD AND COLLEGE ADMINISTRATION

1. The President is the Chief Executive Officer of the college and is responsible for the administration of the college in accordance with policies established by the Board of Trustees. The Board has the ultimate responsibility to the sponsoring agency and to the public for the affairs of the college, and is the body having the legal power to contract on behalf of the college.
2. To facilitate Board and key staff interaction, the President will appoint staff liaisons to the Board of Trustees' Committees and the Board Chair will appoint trustee liaisons and/or committee members. Staff liaisons shall work with the Chairs of the respective committees in planning the agendas, materials, and presentations to be made at upcoming Trustee or committee meetings.
3. The Board shall not hire, dismiss, promote, or otherwise change the employment status or compensation of any employee of the college, other than the President. The President will consult with the Board of Trustees regarding changes in the employment status of any Vice President. The Board acknowledges that the ultimate decision in these matters rests with the President.

4. The President shall at all times keep the Board and its Committees fully informed as to all matters which would be relevant in arriving at required decisions by the Board. He/she shall provide leadership and information to the Board and its Committees, working in concert with the Chair to focus on matters of mission, strategic direction, and policy. He/she shall be responsible for administering the budget and for preparing proposed budgets when required, and shall cooperate with the Finance Committee in these and all other fiscal matters. He/she shall provide necessary information to appropriate committees or liaisons in matters relating to negotiation, compensation, and human resources policies. He/she shall furnish to other committees information and recommendations as appropriate to their charge and consistent with policy leadership.
5. It must be recognized that free and full discussion and exchange of views between the Trustees and the President are desirable in formulating recommendations and reaching policy decisions; at the same time, however, the President and staff must remain entirely free from any and all coercive influences or attempts by Board members to exert improper pressures to influence recommendations.

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ARTICLE VII

FIDUCIARY DUTIES

1. The President will, in all matters of financial reporting and compliance, act with integrity and ethics and maintain adequate internal control systems.
2. The Board of Trustees recognizes that senior management and finance officers play a key role in assuring that business is conducted in concert with high ethical standards. To reinforce the importance of the trust placed in these individuals, the President will be responsible for communicating the Code of Ethics to senior management and finance officers.
3. All trustees will adhere to Board policies on Trustee Responsibilities and Code of Ethics.

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ARTICLE VIII

INDEMNIFICATION

Each Trustee of the college shall be indemnified against all expenses and judgments actually and necessarily incurred by such Trustee in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been such a Trustee except in relation to matters as to which such Trustee shall be adjudicated in such action,

suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. Insurance will be maintained by the college to cover Board members.

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ARTICLE IX **CONFLICT OF INTEREST**

Each Trustee of the college shall abide by all portions of the college's Ethics Policy, sign a Conflict of Interest statement upon appointment and annually thereafter, reflecting understanding of the principles of ethical trusteeship.

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ARTICLE X **EVALUATION**

The Board of Trustees affirms its commitment to institutional effectiveness and continuous improvement. In support of these principles the Board will engage in a regular review of its own operations and effectiveness.

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ARTICLE XI **TRUSTEE EMERITUS STATUS**

Board members leaving their position on the Board of Trustees may be nominated for Trustee Emeritus status. Members who have served a minimum of twelve (12) years and who have demonstrated outstanding leadership and service to the college will be considered for this honor. If approved upon vote of the Board of Trustees, the lifetime title of Trustee Emeritus will be conferred.

The title grants the following privileges:

- Notice of all public board meetings
- Invitation to college events & receipt of communications from the college
- VIP parking privileges
- Attend credit and non-credit courses as outlined in current policy regarding tuition waiver; applies to trustee only, not family members.
- Inclusion on a plaque honoring emeritus trustees
- Listing in official college publications and on website

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ARTICLE XII
AMENDMENTS

These By-Laws may be amended by two-thirds vote of those present at any regular or duly-called special meeting attended by a quorum, provided a written notice of intention to consider the proposed amendment, including at least a summary of the proposed amendment, has been given at least one week prior thereto.

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