

**BYLAWS OF THE TRUSTEES OF
CRAVEN COMMUNITY COLLEGE**

ARTICLE I

BOARD OF TRUSTEES

SECTION 1. Name: The official title of the Board of Trustees of Craven Community College (the “Board of Trustees”) is “The Trustees of Craven Community College,” which also is the official corporate name of Craven Community College (the “College”).

SECTION 2. Jurisdiction: The Board of Trustees is a body corporate possessing all powers related thereto, including, but not limited to powers to acquire, hold, and transfer real and personal property, to enter into contracts, to institute and defend legal actions and suits, and to exercise such other rights and privileges as may be necessary for the management and administration of the College in accordance with the provisions of Chapter 115D of the North Carolina General Statutes and other applicable laws, rules, and regulations.

The Board of Trustees holds title to all real and personal property donated to the College by private persons or purchased with funds provided by the College’s tax-levying authorities.

SECTION 3. Powers and Duties of Trustees: The Board of Trustees constitutes the local administrative board of the College, with such powers and duties as are provided in Chapter 115D of the North Carolina General Statutes and as are delegated to it by the North Carolina State Board of Community Colleges (the “State Board”). The powers and duties of the Trustees include but are not limited to the following:

- (a) To elect the President of the College for such term and under such conditions as the Board of Trustees may fix, subject to the approval of the State Board, and to evaluate the President annually and notify the State Board in writing that its evaluation has been completed by July 1 of each year;
- (b) To elect or employ all other personnel of the College upon nomination by the President, subject to standards established by the State Board, which power hereby is delegated by the Board of Trustees to the President of the College;
- (c) To purchase any land, easement, or right-of-way which shall be necessary for the proper operation of the College, upon approval of the State Board and, if necessary, to acquire land by condemnation in the same manner and under the same procedures as provided in Chapter 40A of the North Carolina General Statutes. For purposes of condemnation, the determination by the Board of Trustees as to the location and the amount of land to be taken and the necessity therefore shall be conclusive.
- (d) To apply the standards and requirements for admission and graduation of students and other standards established by the State Board;
- (e) To receive and accept donations, gifts, bequests, and the like from private donors and to apply them or invest any of them and apply the proceeds for purposes and

upon the terms which the donor may prescribe and which are consistent with the provisions of Chapter 115D of the North Carolina general Statutes and the regulations of the State Board:

- (f) To provide all or part of the instructional services for the College by contracting with other public or private organizations or institutions in accordance with regulations and standards adopted by the State Board.
- (g) To perform such other acts and do such other things as may be necessary or proper for the exercise of the foregoing specific powers, including the adoption and enforcement of all reasonable rules, regulations, and bylaws for the government and operation of the College under Chapter 115D of the North Carolina General Statutes and for the discipline of students;
- (h) To encourage the establishment of private, nonprofit corporations to support the College, to approve any assignment by the President of the College of any College employees to assist with the establishment and operation of any such corporations and any decision by the President of the College to make available office space, equipment, supplies, and other related resources to any such corporation, and to review the annual financial audit report of any such corporation;
- (i) To enter into guaranteed energy savings contracts pursuant to Part 2 of Article 3B of Chapter 143 of the North Carolina General Statutes; and,
- (j) To perform all other acts and do all other things as the Board of Trustees may be authorized to perform and do under Chapter 115D of the North Carolina General Statutes and other applicable laws, rules, and regulations.
- (k) To support the Craven Community College Foundation.
- (l) To ensure the interests of the general public are fairly represented when debating and discussing issues and when making policy decisions.
- (m) To support the College and its administration in the public domain.
- (n) To engage annually in Board development and self-appraisal activities.

SECTION 4. Office of Record: The Board of Trustees shall maintain its office of record on the premises of the College in Craven County.

ARTICLE II

MEMBERSHIP OF THE BOARD

SECTION I. Number and Selection: The Board of Trustees shall consist of thirteen (13) members, who shall be selected by the following agencies:

- (a) Group One – Four (4) Trustees elected by the New Bern-Craven County Board of Education;
- (b) Group Two – Four (4) Trustees elected by the Board of Commissioners of Craven County.
- (c) Group Three – Four (4) Trustees appointed by the Governor; and,

- (d) Group Four – The President of the Student Council of the College, who shall be an ex officio, nonvoting member.

All Trustees shall be residents of Craven County or of counties contiguous thereto with the exception of the President of the Student Council.

SECTION 2. Terms of Office of Trustees: Except for the President of the Student Council, each member of the Board of Trustees shall be appointed for a four-year term. All terms shall commence on July 1 of the year.

SECTION 3. Removal of Trustees: Should the State Board have sufficient evidence that any member of the Board of Trustees is not capable of discharging or is not discharging the duties of his or her office as required by law or lawful regulation, or is guilty of immoral or disreputable conduct, the State Board shall so notify the Chair of the Board of Trustees (unless the Chair is the offending member, in which case the other members of the Board of Trustees shall be notified). Upon receipt of such notice, a meeting of the Board of Trustees shall be held for the purpose of investigating the charges, at which meeting a representative of the State Board may appear to present evidence of the charges. The allegedly offending member shall be given at least ten (10) business days' written notice of the meeting, which notice shall be deemed proper and adequate, and the findings of the remaining members of the Board of trustees shall be recorded, along with the action taken, in the minutes of the Board of Trustees. If the charges are found to be true by an affirmative vote of two-thirds of the members of the Board of Trustees, the Board of Trustees shall declare the office of the offending member to be vacant and shall notify the appropriate appointing agency of the vacancy. Likewise, the Board of Trustees may hold a hearing in accordance with this Section upon evidence known or presented to it of such conduct by a member of the Board of Trustees as would justify notification by the State Board as described in Section 3.

The Board of Trustees also may declare vacant the office of a member of the Board of Trustees who does not attend three consecutive meetings of the Board of Trustees without justifiable cause and prior notification. Upon such event, the Board of trustees shall notify the appropriate appointing agency of the vacancy. Should a Board of Trustees member frequently not attend Regular, Standing or Ad Hoc Committee meetings the Chair will discuss with the individual the importance of participation and attendance.

SECTION 4. Vacancies: Any vacancy in any of the groups of Trustees described in Section 1 of this Article II occurring for whatever reason shall be filled for the remainder of the unexpired term of the Trustee by the agency authorized in Section 1 of this Article II to select the Trustees of that group and in the manner in which regular selections are made. Should the selection of a Trustee not be made by the agency having the authority to do so within sixty (60) calendar days after the date on which a vacancy occurs, whether 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.

SECTION 5: Conflicts of Interest:

- (a) Goods, Wares, and Merchandise. No member of the Board of Trustees, nor any officer, agent, manager, instructor, or employee of the Board of Trustees, shall have any pecuniary interest, either directly or indirectly, proximately or remotely, in supplying any goods, wares, or merchandise of any nature or kind whatsoever for the College; shall act as agent for any manufacturer, merchant, dealer, publisher, or author for any article of merchandise to be used by the College; or shall receive, directly or indirectly, any gift, emolument, reward, or promise of reward for his or her influence in recommending or procuring the use of any manufactured article, goods, wares, or merchandise of any nature or kind whatsoever by the College.
- (b) Business Transactions. Except as expressly permitted by law, no member of the Board of Trustees, nor any employee of the Board of Trustees, shall enter into or otherwise participate in, directly or indirectly, any business transaction involving College funds with any firm, corporation, partnership, person, or association which at any time during the preceding two (2) year period had a financial association with such member or employee. The fact that a person owns ten percent (10%) or less of the stock of a corporation or has a ten percent (10%) or less ownership interest in any other business entity, or is an employee of that corporation or other business entity, shall not be deemed to make the person one who “had a financial association” with the corporation or other business entity; provided, however, that the Board of Trustees shall authorize the business transaction at issue with such corporation or other business entity by specific resolution, on which such person shall not vote.
- (c) Employment. No person who has been employed on a full-time basis by the College within the prior five years or who is a spouse or child of a person currently employed on a full-time basis by the College shall serve on the Board of Trustees. No member of the Board of Trustees shall apply for employment with or shall serve as an employee of the College in any capacity, whether as a part-time or full-time or temporary or regular employee, or otherwise, while he or she is serving as a member of the Board of Trustees.

ARTICLE III

ORGANIZATION OF THE BOARD OF TRUSTEES

SECTION 1. Office of the Board of Trustees: The officers of the Board of Trustees shall consist of a Chair, a Vice-Chair, and a Secretary, each of whom shall be elected by the Board of Trustees. Both the Chair and the Vice-Chair shall be elected from the membership of the Board of Trustees; the Secretary may be (but is not required to be) elected from the membership of the Board of Trustees. The President of the College shall be the executive officer of the Board of Trustees and shall serve upon appointment by and at the pleasure of the Board of Trustees.

SECTION 2. Term. The Chair, the Vice-Chair, and the Secretary shall be elected for terms of one (1) year each and shall be eligible for re-election by the Board of Trustees following the

expiration of any term; provided, however, that the Chair and the Vice-Chair may not serve in either office for more than two (2) consecutive years but may serve again in either such office following a period of at least one (1) year out of such offices. The terms of the officers shall commence on October 1.

SECTION 3. Chair. The Chair shall call meetings of the Board of Trustees and preside at all meetings of the Board of Trustees, shall appoint members of all committees of the Board of Trustees, may serve as an ex-officio voting member in any committee meeting lacking a quorum, shall facilitate discussion and decision making by the Board of Trustees, shall execute all contracts and other documents on authority by and in the name of the Board of Trustees, shall serve as the representative and spokesperson of the Board of Trustees, shall act as liaison with the President of the College and provide counsel and consultation to the President, and shall discharge all other functions delegated to him or her by the Board of Trustees.

SECTION 4. Vice-Chair. The Vice-Chair shall preside at all meetings of the Board of Trustees in the absence of the Chair, shall perform all duties of the Chair with full authority during the absence or disability of the Chair, and shall discharge any other functions delegated to him or her by the Board of Trustees.

SECTION 5. Secretary: The Secretary shall keep an accurate record of the proceedings of the Board of Trustees; shall have custody of the Corporate Seal of the Board of Trustees and shall affix it to official documents and attest to same by his or her signature; shall have custody of all official records and documents of the Board of Trustees, shall prepare and maintain an indexed compilation of all bylaws of the Board of Trustees and any amendments thereto and a copy of all rules, regulations, policies, and procedures relating to the operation of the Board of Trustees and any amendments thereto, the whole of which shall be known as the Operating Manual of the Trustees of Craven Community College; and shall issue, upon direction by the Chair or President, as applicable, notice of meetings of the Board of Trustees to members of the Board of Trustees and to the President of the College.

SECTION 6. President: The President of the College, as the executive officer of the Board of Trustees, shall attend and participate in, without vote, all meetings of the Board of Trustees, except where his or her absence is expressly desired or during any portions of such meetings when the Board of Trustees is in closed session (unless otherwise requested by the Board of Trustees); shall submit recommended policies, procedures, and policy decisions to the Board of Trustees or any committee thereof when requested to do so by the Board of Trustees or such committee or when the President deems it to be in the best interest of the College to do so; shall recommend all curriculum programs and non-curriculum programs which the President deems to be in the best interests of the citizens of the College's service area as established by the State Board and to contribute to the overall mission of the College and which are educationally and financially feasible and are not in conflict with the requirements of the North Carolina General Statutes, the standards of the State Board, or other applicable laws, rules, or regulations, and shall monitor the quality and viability of such programs and instruction and advise the Board of Trustees concerning the status of such programs and instruction; shall establish the monthly and annual salaries or hourly rates of pay for full-time and part-time College personnel other than the President within the budget approved for the College by the State Board and in accordance with

regulations approved by the State Board; shall advise the Board of Trustees on the financial and budgetary needs of the College; and shall perform all other acts and do all other things as the President may be authorized to perform and do under Chapter 115D of the North Carolina General Statutes and other applicable laws, rules, and regulations, and/or as are delegated to him or her by the Board of Trustees, in compliance with all applicable policies and procedures established by the Board of Trustees.

SECTION 7. Nominating Committee. Prior to the July Meeting of the Board of Trustees, the Chair shall appoint a Nominating Committee consisting of at least three Trustees to develop a proposed slate of Officers and Standing Committee chairs to serve for the following year. The chair of the Nominating Committee will ideally have previously served as a Chair of the Board of Trustees. The Nominating Committee will present such slate at the Board of Trustees July Meeting for the Board's consideration, deliberation and approval.

ARTICLE IV

MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1. Regular Meetings: The regular meetings of the Board of Trustees shall be held on the campus of the College on the third Tuesday of the first month of each calendar quarter at 7:00 p.m., unless the Chair shall fix another time and/or place for the meeting. The Board of Trustees shall cause a current copy of any schedule of regular meetings established by it (whether as specified herein or otherwise), showing the time and place of the regular meetings, to be kept on file with the Secretary. If the Board of Trustees or the Chair changes the Board of Trustees' schedule of regular meetings, the Board of Trustees shall cause a revised schedule of regular meetings to be filed with the Secretary at least seven (7) calendar days before the date of the first meeting held pursuant to the revised schedule.

SECTION 2. Special or Emergency Meetings: Special or emergency meetings of the Board of Trustees may be called by or at the request of the Chair or the President or by a quorum of the members of the Board of Trustees. Such meetings shall be held on the campus of the College, if at all possible, at a time fixed by the person or persons calling such meeting. An emergency meeting shall be called only because of generally unexpected circumstances that require immediate consideration by the Board of Trustees. The business to be transacted at any emergency meeting shall be confined to business connected with the emergency. If practical, Trustee participation by some other electronic means will be permissible if attendance is not possible.

SECTION 3. Notice of Meetings:

- (a) Regular Meetings. Members of the Board of Trustees and the President shall be notified by the Secretary in writing, orally, by telephone, or by other appropriate electronic means of the time and place of all regular meetings of the Board of Trustees, which notice shall be given at least seventy-two (72) hours in advance of the meeting. Notice to others may be provided by announcement made in open session at any regular meeting, stating the time

and place at which the next regular meeting is to be held. If the meeting is to be held at any time or place not shown on the schedule of regular meetings, it shall be considered a special meeting, and notice to members of the Board of Trustees and others shall be provided in the manner described for special meetings.

- (b) Special Meetings. Members of the Board of Trustees and the President shall be notified by the Secretary in writing, orally, by telephone, or by other appropriate electronic means of the time and place of all special meetings of the Board of Trustees, which notice shall be given at least seventy-two (72) hours in advance of the meeting. The notice of special meeting shall state the purpose or purposes of the meeting. Notice to others shall be provided in the following manner:
- (1) By announcement made in open session at any special meeting that is recessed, stating the time and place at which the meeting is to be continued; or,
 - (2) For any other special meeting, by written notice of the meeting stating its purpose or purposes;
 - (A) Posted on the principal bulletin board of the College, and,
 - (B) Mailed or delivered to each newspaper, wire service, radio station, and television station that has filed a written request for notice with the Secretary or with some other person designated by the Board of Trustees, and to any person who has filed such a written request. The notice shall be posted and mailed or delivered at least forty-eight (48) hours before the time of the meeting.
- (c) Emergency Meetings. Members of the Board of Trustees and the President shall be notified by the Secretary in writing, orally, by telephone, or by other appropriate electronic means of the time and place of all emergency meetings of the Board of Trustees, which notice shall be given at least six (6) hours in advance of the meeting. The notice of emergency meeting shall state the purpose or purposes of the meeting. Notice to others shall be provided in the following manner:
- (1) By announcement made in open session at any emergency meeting that is recessed, stating the time and place at which the meeting is to be continued; or,
 - (2) For any other emergency meeting, by notice of the meeting given to each local newspaper, local wire service, local radio station, and local television station that has filed a written request for emergency notice (which request must include the newspaper's wire service's or station's telephone number) with the Secretary or with some other person designated by the Board of Trustees. The notice shall be given either by telephone or by the same method used to notify the members of the Board of Trustees and shall be given immediately after notice of the emergency meeting has been given to members of the Board of Trustees.

SECTION 4. Waiver of Notice: Any member of the Board of Trustees or the President may waive notice of any meeting. The attendance by any such person at a meeting shall constitute a waiver of notice of such meeting, except where the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not properly called or convened.

SECTION 5. Annual Meeting: The regular meeting of the Board of Trustees held in October of each year shall be the annual meeting of the Board of Trustees, at which time officers of the Board of Trustees, elected at the July meeting, shall be installed.

SECTION 6. Quorum: Seven (7) members of the Board of Trustees in actual attendance at a meeting shall constitute a quorum for the transaction of business. Each member present, except for the Chairperson of the Student Council, shall have one (1) vote.

SECTION 7. Manner of Acting: The act of the majority of the members present shall be the act of the Board of Trustees. No proxy voting by any Trustee shall be allowed at any meeting. In the event of a tie vote, the motion or other issue upon which the vote is being taken shall fail.

SECTION 8. Agenda: Except in the case of an emergency meeting, the Chair shall receive agenda items from the President, members of the Board of Trustees, and all other sources at least five (5) business days prior to the meeting for which they were prepared. The President shall provide the Chair with a list of those items to be presented to the Board of Trustees, accompanied by the President's recommendations and, where appropriate, with copies of all documents to be presented as information or for action by the Board of Trustees. At the request of the President or the members of the Board of Trustees, the Chair may add items to the agenda not included in the prepared agenda.

In the case of an emergency meeting, an agenda need not be prepared; however, only business connected with the emergency will be considered by the Board of Trustees.

SECTION 9. Order of Business: The regular order of business at meetings of the Board of Trustees may be as follows:

- (a) Call to order and roll call.
- (b) Consideration and disposition of minutes.
- (c) Reports of committees.
- (d) Report by the President on special items.
- (e) Unfinished business.
- (f) Consideration of a regular agenda.
 - (1) Items relating to education
 - (2) Items relating to personnel
 - (3) Items relating to finance
 - (4) Items relating to other subjects
- (g) New Business.

SECTION 10. Closed Session: A closed session shall be held at any meeting upon a motion of any member of the Board of Trustees duly made and adopted at an open meeting. The President shall have the privilege of the floor at all meetings of the Board of Trustees except when in closed session. Each closed session shall be undertaken for the discussion of matters authorized to be discussed in closed session pursuant to Section 143-318.11 of the North Carolina General Statutes or any successor statute, as the same from time to time may be amended. Procedures for a closed session shall be determined by the Board of Trustees and shall be carried out pursuant to the then current North Carolina law on open meetings applicable to the College.

SECTION 11. Parliamentary Rules. Robert's Rules of Order shall be followed in conducting the meetings of the Board of Trustees unless otherwise approved by the Board of Trustees.

SECTION 12. Individual or Group Appearances: Any individual or organized group who desires to appear before the Board of Trustees shall state in writing the purpose of such appearance and the name of each person who is to appear as a spokesman. The statements must be filed with the Chair at least five (5) business days in advance of the meeting at which the appearance is desired so that the matter may be included in the agenda for the meeting.

Individuals or organized groups who appear before the Board of Trustees will be permitted to have the floor for a maximum of ten (10) minutes. In the event any person willfully interrupts, disturbs, or disrupts any Board of Trustees meeting, the Chair may direct such person to leave the meeting.

ARTICLE V

COMMITTEES OF THE BOARD OF TRUSTEES

SECTION I. Establishment and Types of Committees: The Board of Trustees may establish such standing committees and such ad hoc committees as it deems to be necessary to secure, promote, and protect the College's welfare and to assist the Board of Trustees in performing its obligations. Each committee shall be established by resolution, in which the Board of Trustees shall state the purpose and general mission of the committee. The Board of Trustees shall refer such matters to a committee as it shall determine to be consistent with the stated purpose and general mission of the committee or otherwise appropriately referred to the committee. The standing committees shall include, but may not be limited to, Finance, Personnel, Facilities, and Academic & Student Affairs.

SECTION 2. Service of Committee Members: The Chair, in consultation with the Standing committee Chairs and the President, shall appoint the members of all committees. Each person designated by the Chair to serve as a member of a standing committee shall serve in such capacity for one year from the date of his or her appointment, until the duration of his or her term as a member of the Board of Trustees expires, or until the dissolution of the committee, whichever is sooner.

SECTION 3. Reconstitution or Dissolution of Committees: Any committee established by the Board of Trustees may be reconstituted or dissolved by resolution of the Board of Trustees or in accordance with the resolution establishing such committee.

ARTICLE VI

POLICIES, RULES, AND REGULATIONS

SECTION 1. General Provisions: By an affirmative vote of a majority of all of the members of the Board of Trustees, the Board of Trustees may make or amend such policies, rules, and regulations as may be authorized by law and as may be required in its judgment for the effective discharge of its responsibilities and the effective operation of the College.

SECTION 2. Notification and Publication: The Secretary shall be responsible for providing to each member of the Board of Trustees and the President a copy of all current bylaws, policies, rules, and regulations.

ARTICLE VII

OATH OF OFFICE

SECTION 1. Oath: Each member of the Board of Trustees upon his or her appointment or reappointment shall take the following oath:

“I, _____, do solemnly swear that I will support and maintain the Constitution and laws of the United States, and the Constitution and laws of North Carolina not inconsistent therewith, and that I will faithfully discharge the duties of my office as Trustee of Craven Community College, so help me God.

I, _____, do solemnly and sincerely swear that I will support the Constitution of the United States; that I will be faithful and bear true allegiance to the State of North Carolina, and to the constitutional powers and authorities which are or may be established for the government thereof; and that I will endeavor to support, maintain, and defend the Constitution of said State, not inconsistent with the Constitution of the United States, to the best of my knowledge and ability, so help me God.

I, _____, do swear that I will well and truly execute the duties of the office of Trustee of Craven Community College according to the best of my skill and ability, according to law, so help me God.”

Persons who object on religious grounds to the foregoing oath shall subscribe to the following affirmation:

“I, _____, so solemnly and

sincerely affirm that I will support and maintain the Constitution and laws of the United States, and the Constitution and laws of North Carolina not inconsistent therewith, and that I will faithfully discharge the duties of my office as Trustee of Craven Community College, so help me God.

I, _____, do solemnly and sincerely affirm that I will support the Constitution of the United States; that I will be faithful and bear true allegiance to the State of North Carolina, and to the constitutional powers and authorities which are or may be established for the government thereof; and that I will endeavor to support, maintain, and defend the Constitution of said State, not inconsistent with the Constitution of the United States, to the best of my knowledge and ability.

I, _____, do affirm that I will well and truly execute the duties of the office of Trustee of Craven Community College according to the best of my skill and ability, according to law.”

The Oath shall be taken before a justice, judge, magistrate, clerk, assistant clerk, or deputy clerk of the General Court of Justice or as otherwise provided by Section 11-7.1 of the North Carolina General Statutes, as the same from time to time may be amended. An original and one copy of the Oath shall be filed in the office of the Secretary.

ARTICLE VIII

ADOPTION AND AMENDMENT OF BYLAWS

SECTION 1. Adoption: Adoption of these Bylaws and any amendments hereto shall be by an affirmative vote of at least nine (9) members of the Board of Trustees at a regular meeting, provided that each member has received notice and a copy of these Bylaws at least five (5) business days prior to the meeting.

SECTION 2. Amendments: Amendments to these Bylaws may be proposed by any member of the Board of Trustees at any regular meeting of the Board of Trustees for decision at a subsequent regular Board meeting. Adoption of amendments shall be by the affirmative vote of at least nine (9) members of the Board of Trustees at a regular meeting.

SECTION 3. Effect of Law: In the event that any provision of Chapter 115D of the North Carolina Statutes, any rule, regulation, or standard adopted and executed by the State Board thereunder, or any other law, rule, regulation, or standard applicable to the College shall be or become inconsistent with these Bylaws, the Board of Trustees, to the extent required by such law, rule, regulation, or standard, shall adhere to same, whether or not such law, rule, regulation, or standard shall have been incorporated into these Bylaws by amendment made in accordance with Article VII, Section 2 hereof.