



# SUNY Orange Policy Manual

Policy Number	Policy Title
BP1.1	Board of Trustees Bylaws

Approval Date: July 27, 1950

Most Recent Amendment: Feb. 18, 2015

The Board of Trustees of Orange County Community College (Board) is established pursuant to the Education Law of the State of New York and a special act of the Orange County Board of Supervisors.

## **Article I: Board of Trustees**

**Powers:** The Board shall govern the College and shall exercise all of its legal powers as described in the Education Law of the State of New York and any other applicable oversight.

**Composition:** The Board shall consist of nine appointed members and a student member. The student trustee shall be elected at large by the student body and have full voting rights. Five trustees shall be appointed by the Orange County Executive with the approval of the County Legislature, and four by the Governor of the State of New York. One trustee of the Board shall serve as Chairman and one as Vice-Chairman. The Board shall also name a Board Secretary.

**Term:** All trustees shall serve for seven years except for the student trustee who shall serve for one year. Vacancies in the membership of the Board shall be filled for the un-expired term in the same manner as original appointments. Trustees shall attend at least 80 percent of Board meetings each year.

**Quorum:** At all meetings of the Board, six trustees shall constitute a quorum for the transaction of business. The act of the majority of trustees present at any meeting at which a quorum is present shall be the act of the entire Board. Trustees shall attend board meetings in person. When circumstances warrant, a trustee may attend a meeting virtually.

**Meetings:** The Board shall hold regular meetings from September through June, at a time and place to be determined by the Board. Special meetings may be called at any time by the Chairman, Vice Chairman or by any three members by petition submitted to the Secretary of the Board. At the September meeting the Board shall elect a Chairman, a Vice-Chairman, a Secretary and any other officers as may seem desirable for the ensuing year. The Secretary shall give all trustees at least seven days' written notice of any meeting. Notice shall be emailed to each Trustee giving date, time and location of the meeting unless waived by the majority of the Board.

**Officers:** The Chairman of the Board shall be eligible to serve a maximum of three consecutive one-year terms or as extended by vote of the Board and shall exercise the usual functions of a presiding officer and shall have such other powers and duties as conferred by the Board. The Chairman shall be an ex-officio member of all standing and special committees of the Board. In the absence or disability of the Chairman, the Vice-Chairman shall perform the duties and exercise the powers of the Chairman. If there is a Secretary of the Board of Trustees, the Secretary calls the roll and handles any special correspondence as requested by the Board or Chair. The Secretary may serve as Chair in the absence of both the Chair and Vice-Chair. The Secretary is rarely assigned the duties of



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actually taking minutes or preparing resolutions. These matters are more appropriate for a secretary to the Board of Trustees or recording secretary, thus freeing the Secretary of the Trustees for full participation on the Board's deliberations.

**Recording Secretary:** The Chairman of the Board shall appoint a Recording Secretary. The Recording Secretary shall attend all meetings of the Board and shall keep a complete and accurate record of all business transacted at such meetings. The Recording Secretary shall give notice of all regular and special meetings and all committee meetings and shall publish any required legal notices and shall distribute to the Board, copies of minutes of all meetings.

## Article II: Committees of the Board of Trustees

The Board may establish and constitute such standing committees and special committees as it may, from time to time, deem desirable. Committees shall function until discharged by the Board. Standing committees include:

- Committee of the Whole
- Audit and Finance Committee
- Academic and Student Services Committee
- President's Performance Review and Compensation Committee
- Governance and Nominating Committee

The Chairman of the Board shall appoint members to the committees, including the appointment of a chairman of the committee. Each committee will perform its duties as prescribed by its charter, which shall be approved by the Board. The Chairman of the Board shall appoint Trustees to serve as a member of the SUNY Orange Foundation Board, as well as any other committees as the situation warrants. The Chairman shall serve as an ex officio member of each committee.

## Article III: Amendments

These Bylaws may be amended at any meeting by the Board, but only by the concurrent vote of the majority of the total membership of the Board and provided that the members of the Board shall have been notified in advance of the meeting as to the substance of the amendments presented.