

Orange County Community College  
BY-LAWS

The Board of Trustees of Orange County Community College is established pursuant to the Education Law of the State of New York and a special act of the Orange County Board of Supervisors. Therefore, no constitution or charter is required, but by-laws for the guidance of the Board are deemed appropriate.

ARTICLE I

It is proposed to include herein reference to the pertinent sections of the law creating the College.

ARTICLE II

ORGANIZATION OF THE BOARD OF TRUSTEES

Section 1. Members-Quorum. The Board of Trustees shall be composed of nine appointed members and a student trustee, with voting rights, chosen by the student body. Five trustees are appointed by the Orange County Executive with the approval of the Legislature, and four by the Governor of the State of New York. At any regular or special meeting, six trustees shall constitute a quorum.

Section 2. Annual Meeting. Except for the first organization meeting which was held immediately after the legal appointment of all trustees, the annual meeting of the Board of Trustees shall be held the second Monday in the month of September of each year. At this meeting the Board shall elect a Chairman, a Vice-Chairman, a Secretary and such other officers as may seem desirable for the ensuing year. The Chairman of the Board shall be eligible to serve a maximum of three consecutive one year terms.

Section 3. Regular Meetings. The Board of Trustees shall fix the hour and day for a regular monthly meeting. Until changed by the Board the regular meetings shall be held on the second Monday of each month, beginning at 7:00 p.m.

Section 4. Special Meetings. The Chairman, Vice Chairman, or any three members of the Board may ask the Secretary to call a special meeting designating the time and place of the special meeting, provided that at least one week's notice is given each trustee.

Section 5. Officers and Their Duties

Chairman: The Chairman shall preside at all meetings; appoint all committees; be ex-officio member of all committees; present to the Chairman of any of the Committees or College administration officers any matters which, in his/her judgment, require attention; and exercise a general supervision of and interest in all affairs of the College.

Vice Chairman: The Vice Chairman shall perform the duties of the Chairman in his absence.

Secretary: The Secretary shall be a member of the Board. The Secretary shall attend all meetings of the Board of Trustees and shall keep a complete and accurate record of all business transacted at such meetings. The Secretary shall cause to be given notice of all regular and special meetings and all committee meetings. The Secretary shall publish any required legal notices and, in the absence of the Chairman or Vice Chairman, shall act as chairman pro tem until a permanent chairman for the meeting is selected by the Board. The Secretary shall cause to be reproduced and distributed to board members, copies of minutes of all meetings.

Section 6. Board Committees. There shall be a minimum of three committees. Their responsibilities shall be:

I. Educational Policies and Student Affairs Committee

- a. Recommend approval of degree and certificate programs
- b. Recommend approval of developmental education programs
- c. Recommend approval of processes for monitoring and evaluation of curricula
- d. Recommend approval of academic support services
- e. Recommend approval of student support services
- f. Recommend approval of admission policies
- g. Recommend approval of graduation requirements
- h. Recommend approval of affirmative action policies

## II. Administrative Services Committee

- a. Recommend approval of tenured appointments
- b. Recommend approval of promotion and merit awards
- c. Recommend approval of policies for maintaining public order
- d. Recommend approval of major off-campus initiatives
- e. Recommend approval of annual planning priorities
- f. Recommend approval of policies for the use of college facilities by outside organizations
- g. Recommend approval of auxiliary organization contracts
- h. Recommend approval of naming opportunities
- i. Recommend approval of institutional commitments to major grants

## III. Personnel and Finance Committee

- a. Recommend approval of full-time appointments
- b. Recommend approval of adjunct faculty payrolls
- c. Recommend approval of operating and capital budgets
- d. Recommend approval of annual audits of college accounts
- e. Recommend approval of banking procedures
- f. Recommend approval of petty cash expenditures
- g. Recommend approval of changes in tuition and fees

## IV. Audit Committee

- a. Recommend approval of the selection and retention of the independent public accountants for the College
- b. Recommend approval, when the Audit Committee deems it advisable, the independent public accountants engage in specific studies and reports regarding auditing matters, accounting procedures and other matters
- c. Reviewing annual financial statements, including any adjustments to those statements recommended by the independent public accountants, and any significant issues that arise in connection with the preparation of those financial statements.
- d. In consultation with the independent public accountants, recommending to management inclusion of financial disclosures in audited financial statements.
- e. Reviewing the administration of the College's conflict of interest policy and ensuring the College's compliances on at least an annual basis

- f. Establish, review and update periodically a Code of Ethical Conduct and ensure that management has established a system to enforce this Code for all College personnel
- g. Obtaining the advice of outside consultants and professionals (including, but not limited to retention of special legal counsel) to advise the Committee on matters within the scope of its charge
- h. Submit the minutes of all meetings of the Committee to, or present the matters discussed at each Committee meeting with, the Board of Trustees

IV. Other responsibilities may be assigned to committees by the Board Chair

Section 7. Procedures.

- a. Roberts' Revised Rules of Order shall be the official guide of the Board on all parliamentary procedures.
  - b. The vote on any given motion shall be either "yes" or "no" and the result shall be entered in the minutes of the Board.
- c. Each trustee, including the Chairman, shall record his vote on all matters submitted for action unless excused by the Board.
- d. Six affirmative votes are required to carry a motion.
  - e. All motions made and seconded shall be considered to be legally before the Board for action. They shall be reduced to writing upon the request of any trustee.

Section 8. Order of Business. At all regular meetings of the Board of Trustees, the business shall be carried on in the following order, unless the rules are suspended by unanimous consent of the trustees present.

- I. CALL TO ORDER
- II. CONSENT AGENDA
- III. REPORT OF THE PRESIDENT
- IV. REPORT OF THE COLLEGE GOVERNANCE SYSTEM
- V. REPORT OF THE STUDENT TRUSTEE
- VI. OLD BUSINESS
- VII. NEW BUSINESS

- VIII. COMMITTEE REPORTS AND/OR RECOMMENDATIONS
  - Administrative Services Committee
  - Educational Policies Committee
  - Personnel and Finance Committee
- IX. COMMENTS FROM THE PUBLIC
- X. BOARD DISCUSSION
- XI. BOARD ADJOURNMENT

Section 9. Amendments. These By-laws may be amended at any time by an affirmative vote of not less than six members of the Board of Trustees provided, however, that a written copy of the amendment to be proposed shall be furnished each trustee at least one week in advance of the vote.

Respectfully submitted,

Samuel M. Cuddeback, Jr., Chairman  
C. Guy Stephenson  
M. Francis Rombousek  
COMMITTEE OF PREPARATION OF BY-LAWS

Dated: July 27, 1950  
Revision: 1969  
Revision: May 9, 1983  
Revision: March 3, 1986  
Revision: May 10, 1993  
Revision: February 3, 1995  
Revision: December 10, 2001  
Revision: December 11, 2006