Bylaws of the Board of Trustees of Central Carolina Community College

Adopted February 2025, Revised July 2025
Revised June 2026, Effective July 2026

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Article I: Board Authority, Purpose, & Operations **1**
Section A: Legal Basis 1
Section B: Service Area 1
Section C: Purpose 1
Section D: Objectives 1
Section E: Compliance & Accreditation 2
Section F: Bylaws 3
Section G: Policies 4
Section H: Procedures & Processes 4
Section I: President of the College 4
Section J: Trustee Authority 6
Limited Authority 6
Public Complaints & Inquiries 6
Invitations to Speak Regarding College Issues 6
Meetings With Employees 6
Article II: Board Structure & Composition **7**
Section A: Membership 7
Section B: Term of Office 7
Section C: Vacancies 7
Section D: Removal from Office 8
Section E: Compensation 8
Section F: Reporting Requirements 8
Article III: Board Powers and Duties **9**
Section A: N.C.G.S. § 115D-14 Statutory Powers & Duties 9
Section B: N.C.G.S. § 115D-20 Statutory Powers & Duties 9
Section C: N.C.G.S. § 115D-54 Statutory Powers & Duties 11
Section D: Non-Statutory Powers & Duties 12
Article IV: Officers and Their Duties **12**
Section A: Elected Officers 12
Chairperson 13
Vice Chairperson 13
Article V: Committees **13**
Section A: Establishment of Committees 14
Section B: Authority and Reporting of Committees 14

Section C: Standing Committees 14
Building and Grounds Committee 14
Finance Committee 15
Personnel Committee 16
Programs and Student Supports Committee 16
Section D: Ad Hoc Committees 17
Article VI: Meetings **17**
Section A: Regular Meetings 17
Scheduling and Notice 17
Agenda 18
Default Order of Business 18
Section B: Special Meetings 18
Scheduling and Notice 18
Agenda 19
Section C: Emergency Meetings 19
Scheduling and Notice 19
Agenda 20
Section D: Remote Meetings During Declarations of Emergency 20
Section E: Parliamentary Procedures 20
Chairman's Rules of Order 20
Open Meetings 20
Closed Session 21
Quorums 21
Voting 21
Electronic Votes 22
Discussion & Deliberation 22
Minutes 22
Motions 23
Appendices **24**
Appendix A: Revision History 24
Appendix B: Committee Meeting Structure 25
Appendix C: Full Board Meeting Structure 26

Article I: Board Authority, Purpose, & Operations

Section A: Legal Basis

The Board of Trustees (the "Board") of Central Carolina Community College (the "College") is a body corporate established under the provisions of Chapter 115D of the General Statutes of North Carolina (the "General Statutes"), possesses all powers of a body corporate for the purpose created by or that may exist under the provisions of law, and is vested with the responsibility of governing the College by the North Carolina General Assembly (the "General Assembly"). The Board functions pursuant to the statutes and regulations of North Carolina and the United States of America, as well as the policies, rules, and regulations of the North Carolina State Board of Community Colleges (the "State Board") and the North Carolina Community College System (the "College System").

The official title of the Board shall at all times be "The Board of Trustees of Central Carolina Community College", and the corporate name of the College shall at all times be "Central Carolina Community College". The Board shall maintain its office of record in the administrative offices on the main campus of the College, located in Lee County.

Section B: Service Area

By assignment of the College System, the College's service area covers Lee, Chatham, and Harnett counties.

Section C: Purpose

The purpose of the Board shall be to govern the College within the framework of State law and the policies adopted by the State Board. Further, the purpose of the Board shall be to ensure that adequate and competent administration is provided for the efficient operation of the College and that the objectives of the Board are fulfilled.

Section D: Objectives

The objectives of the Board are:

- To provide to the people of North Carolina, and more specifically to the people of the College's service area, an educational institution that is sensitive and responsive to their educational needs,
- To be continually alert to the changes in our society and be prepared to adjust to the changing needs,
- To be mindful that the education and welfare of the student are the fundamental objectives of the College,
- To provide for the vocational and academic needs in the service area,
- To provide an educational environment that will encourage and promote social and cultural awareness in a culturally diverse student body,
- To encourage all eligible adults regardless of race, ethnicity, age, creed, color, religion, disability, sex, gender, or national origin to make maximum use of the College,
- To ensure that the College is dedicated to strengthening the morality and ethics of its students,
- To provide College personnel with leadership that will nurture, inspire, and stimulate the development of skills, competencies, and understandings necessary for the full realization of an effective institution devoted to the dissemination of knowledge,
- To respond positively to the priority goals of the State Board, and
- To perform the duties of their office fairly, conscientiously, without fear or favor.

Section E: Compliance & Accreditation

Consistent with accreditation requirements, the Board must not be controlled by a minority of board members or be subject to undue pressure from political, religious, or other external bodies. Furthermore, the Board should protect the College administration from similar pressures. The Board is a nonpartisan body with a fiduciary duty to a wide range of stakeholders, including the College's students and employees across its three-county service area. It must remain neutral, avoiding favoritism toward any particular county, industry, or interest group. While Board members bring diverse backgrounds and often have connections to industry, education, politics, and government, they must prioritize the best interests of the College when serving as trustees, setting aside any outside affiliations.

To avoid even the appearance of a conflict of interest, directly or indirectly, each trustee shall fully disclose any potential conflicts of interests to the full Board and shall comply with the State Government Ethics Act, as well as other state laws regarding conflicts of interest, including but not limited to N.C.G.S. § 14-234.

Consistent with accreditation requirements, the Chairperson of the Board and a majority of other trustees must be free of any contractual, employment, personal, or familial financial interest in the College. To ensure that no conflict of interest exists, the Chairperson shall read the ethics statement at the beginning of every committee and full Board meeting, which shall include a reminder that any trustee with an actual conflict of interest or the appearance of a conflict of

interest on any particular matter must recuse themselves from voting on said matter. Trustees are expected to be open and honest about all actual conflicts of interest and the appearance of a conflict of interest. Compliance with this provision shall be ensured through the recording and keeping of committee and full Board meeting minutes which reflect the reading of the ethics statement as well as any recusals and the reasons for said recusals. The official ethics statement reads as follows:

> *I would like to remind all Board members that it is your duty to avoid all conflicts of interest in your role as a Trustee of this college. Having read the agenda, is anyone aware of a conflict of interest with respect to any matter coming before this Board at this time? If at any time a conflict of interest arises, we are all required to individually state that we are recusing ourselves from discussing or voting upon the matter. Next, I wish to remind you that our accrediting organization requires the Board to be free from undue influence from political, religious, or other external bodies, and to protect the institution from such influence. If at any time a Trustee or college official feels undue influence is being applied, please bring that to the attention of the Board so that we can respond accordingly.*

Each trustee shall not take part in any official action regarding the employment of a closely related family member that results in financial gain to the respective trustee. For any official action regarding the employment status of a family member that would result in financial gain to a trustee, the respective trustee shall disclose the conflict to the full Board and will not take part in the official action unless otherwise allowed by law.

Section F: Bylaws

These bylaws govern the internal operation of the Board and are superior to the College's official policies and procedures, and in the event of any conflicts these bylaws shall take precedence. The purpose of the bylaws is to enable the Board to discharge its responsibilities efficiently and effectively. The Secretary of the Board shall be responsible for providing to each trustee a copy of all current bylaws and policies. Amendments to the bylaws may be made from time to time in accordance with Article VI, Section F.

In the event that any provision of these bylaws shall be deemed in conflict with Federal or State law, the State Board Code (the "Code"), a controlling judicial decision or court order, or any other superior legal, judicial or regulatory authority, the conflicting provision shall be null and void, notwithstanding that all other provisions of these bylaws shall remain in full force and effect.

Section G: Policies

College policies are approved by and express the intentions of the Board with regard to the operation of the College. Policies are stated in general terms with the aim of guiding the administration, faculty, staff, and students of the College. Generally, the Board does not make specific rules and regulations. Additions and amendments to College policies may be made upon the recommendation of the College President or a trustee. Any proposed changes to College policies, including but not limited to additions, removals, or amendments, must be approved by the Board in accordance with the parliamentary procedures in effect at the time of the proposal before the changes become effective. Following approval, policies and policy changes are published and implemented unless made effective on a different date. The Board ensures that policies are aligned with institutional purposes, that they support the College mission, and that they are reviewed periodically by the College administration.

Section H: Procedures & Processes

The procedures for implementing College policies shall be developed by the College administration and kept on file in the administrative offices of the College. Procedures shall be approved by the President in consultation with Executive Leadership, as defined in College policy. Individual departments shall be responsible for the development of processes that support and are in alignment with College policies and procedures.

Section I: President of the College

The Board exercises control of the College through the President, who is granted full responsibility and authority for the College's operations, in accordance with State and Federal law, Board policies, and other controlling regulations. This includes, but is not limited to, the following:

1. **Participation in Meetings**: The President shall attend and participate, without a vote, in all meetings and committees of the Board, unless expressly requested to be absent by the Board or otherwise excused for good cause.
2. **Policy Recommendations**: The President shall present recommended policies and public policy decisions to the Board when requested or when deemed in the best interest of the College.
3. **Program Recommendations**: The President shall recommend educational programs and support services that align with the needs of the community and state, provided they are educationally and financially feasible and comply with the General Statutes and State Board standards.
4. **Advisory Committees**: The President shall appoint lay advisory committees for various College programs.

5. **Facilities Planning**: The President shall advise the Building and Grounds Committee and the Board on the planning, modification, and construction of physical facilities and landscaping improvements.
6. **Financial Oversight**: The President shall inform the Board of the College's financial and budgetary needs and exercise control over all fundraising activities to support those needs.
7. **Fundraising Oversight**: The President has full authority over all aspects of fundraising, including securing and managing gifts, grants, donations, and other funding sources to support the College's mission and strategic goals.The President shall keep the Board informed of fundraising activities and provide regular updates on secured funds and pending opportunities.
8. **Signatory Authority**: The President is authorized to sign legal documents on behalf of the College, consistent with established policies, regulations, and available funds. The President may delegate signatory authority to other College officials as deemed necessary, while retaining oversight to ensure compliance with institutional policies and objectives.
9. **Personnel Management**:The President has full authority to hire, employ, or dismiss all College personnel, including but not limited to full-time administrative officers, professional staff, and instructors. The President shall regularly provide reports to the Board on personnel actions, including hires, promotions, terminations, and other significant staffing changes, ensuring the Board remains informed of all personnel-related matters.
10. **Personnel Responsibilities**: The President shall establish duties and responsibilities for all College personnel and ensure their alignment with the College's mission and strategic goals.
11. **Long-Range Planning**: The President shall oversee the College's long-range planning efforts and periodically present updates to the Board for review.
12. **Organizational Structure**: The President shall develop and maintain the College's organizational chart to reflect the current structure and staffing.
13. **Athletics Oversight**: The President has ultimate responsibility for, and exercises appropriate administrative and fiscal control over, the College's intercollegiate athletics program.
14. **Delegated Duties**: The President shall perform other duties as assigned by the Board.
15. **Approval of Procedures:** The President shall be responsible for, and is empowered to, adopt procedures in support of all policies passed by the Board.
16. **Ensure Development of Board Documents:** The President shall ensure that all notices, agendas, minutes, and other documents in support of committee and full Board meetings are developed and distributed in a timely fashion and are appropriately archived. The President shall also be responsible for the maintenance of the Board's bylaws as well as facilitating regular reviews and revisions of the bylaws.
17. **Appointment of Designee for President:** The President may prospectively appoint a designee to fulfill the role of the President in the event that the President is unable to

discharge their role or is otherwise incapacitated, until such time that the President is able to resume their duties.

Section J: Trustee Authority

Limited Authority

Trustees have authority only during official Board meetings. Individual trustees or committees of the Board shall act only upon specific authorization or direction of the Board.

Public Complaints & Inquiries

When a trustee receives a complaint or inquiry related to college matters, they should:

- **Follow Established Procedures**: Advise the individual of the College's official procedures for submitting complaints and encourage them to put their concerns in writing.
- **Refer to Leadership**: Forward the written complaint or inquiry to the Board Chairperson and President, who will determine the appropriate response. If needed, the College's legal counsel may be consulted.
- **Avoid Independent Action**: Trustees should not take individual action on complaints. The Board Chairperson and President will inform the full Board, as necessary, about the resolution of referred complaints.

Invitations to Speak Regarding College Issues

If a trustee is asked to meet with a citizen or group regarding college issues, they should:

- **Notify Leadership**: Inform the Board Chairperson and President of the request before meeting.
- **Clarify Role**: Emphasize to the citizens that they are acting as individuals, not as representatives of the Board, unless officially authorized.
- **Avoid Misinterpretation**: Trustees should avoid situations where their involvement could be seen as an official endorsement by the Board.

Meetings With Employees

Trustees should not meet with College employees to discuss matters related to employment or working conditions without explicit Board authorization.

Article II: Board Structure & Composition

Section A: Membership

The Board shall be composed of sixteen (16) members from the groups as prescribed in N.C.G.S. § 115D-12, and subject to the limitations contained therein. In accordance with this statute, the appointing authorities to the Board include:

- The North Carolina House of Representatives, with a total of four (4) appointments,
- The North Carolina Senate, with a total of four (4) appointments,
- The Lee County Board of Commissioners, with a total of (4) appointments,
- The Chatham County Board of Commissioners, with a total of two (2) appointments, and
- The Harnett County Board of Commissioners, with a total of two (2) appointments.

Trustees must be either residents of the College's service area or residents of counties contiguous to the college's service area. Each board of commissioners may appoint no more than one individual who is also serving as a county commissioner.

In accordance with N.C.G.S. § 115D-12, the following individuals are disqualified from serving on the Board:

- Full-time employees of the College,
- Spouses and children of full-time employees of the College,
- Former full-time employees of the College who have been separated from the College for less than five (5) years, and
- Members of the General Assembly.

Section B: Term of Office

In accordance with N.C.G.S. § 115D-13, the appointment of a trustee shall be for a four-year term, with all terms commencing on July 1 of the applicable year of appointment. Notwithstanding this section, terms for certain appointments may be modified as required by law.

Section C: Vacancies

Vacancies occurring in a seat appointed by either the Senate or the House of Representatives shall be filled in accordance with N.C.G.S. § 120-122. Vacancies occurring in a seat appointed

by a board of commissioners shall be filled for the remainder of the unexpired term in the manner in which regular selections are made by the respective board.

Section D: Removal from Office

A trustee shall be removed by the Board for cause in accordance with the reasons and processes specified in N.C.G.S. § 115D-19(a) when initiated by the State Board.

Further, a trustee shall be removed by the Board at any time that the trustee is determined to belong to one or more of the classes of disqualified individuals as defined in Section A of this article.

A trustee may also be removed for cause independently of action taken by the State Board in accordance with N.C.G.S. § 115D-19(b), for reasons to include:

1. Failure by the trustee to attend three consecutive, scheduled meetings without justifiable excuse, or
2. Failure by the trustee to participate within six months of appointment in a trustee orientation and education session sponsored by the North Carolina Association of Community College Trustees.

Upon removal of a trustee, the Board shall notify the respective appointing authority of the vacancy.

Section E: Compensation

Trustees shall receive no compensation for their services but shall receive reimbursement, according to the policies adopted by the Board and the State Board, for the cost of travel, meals, and lodging while performing their official duties.

Section F: Reporting Requirements

In accordance with N.C.G.S. § 115D-13, the Board, either through the Chairperson or through the College's administration, shall submit the following to the Legislative Library of the General Assembly by August 1 annually:

1. The name and address of each trustee,
2. The county of residence of each trustee,
3. The appointing or electing entity of each trustee,
4. If a trustee is filling a vacancy, the name of the trustee replaced,
5. The date each trustee's term begins, and
6. The date each trustee's term ends.

In accordance with N.C.G.S. § 143-157.1, the Board, either through the Chairperson or through the College's administration, shall submit the following to the Secretary of State by September 1 annually:

1. The number of appointments made during the preceding year to the Board, and
2. The number of appointments of each gender made, expressed both in numerical terms and as a percentage of the total membership of the Board.

Article III: Board Powers and Duties

Section A: N.C.G.S. § 115D-14 Statutory Powers & Duties

In accordance with N.C.G.S. § 115D-14, the powers and duties of the Board shall include the following:

1. To acquire, hold, and transfer real and personal property.
2. To enter into contracts.
3. To institute and defend legal actions and suits.
4. To exercise such other rights and privileges as may be necessary for the management and administration of the college in accordance with the provisions and purposes of Chapter 115D of the General Statutes.

Section B: N.C.G.S. § 115D-20 Statutory Powers & Duties

In accordance with N.C.G.S. § 115D-20, the powers and duties of the Board shall include the following:

1. To elect a president or chief administrative officer of the institution for such term and under such conditions as the trustees may fix. If the board of trustees chooses to use a search consultant to assist with the election process, the board of trustees shall select the search consultant through a competitive request for proposals process. A search consultant selected pursuant to this subdivision who is collecting a fee for the consultant's services shall not be (i) an employee of a State agency, department, or institution, an appointed member of a State commission or board, or an elected official whose responsibilities include oversight or budgetary aspects of the Community Colleges System, (ii) a lobbyist or lobbyist principal as defined in G.S. 120C-100, or (iii) a

State-level community college board of trustees association or organization. A contract with a search consultant pursuant to this subdivision shall not be subject to Article 3C of Chapter 143 of the General Statutes. The election and reelection of a president or chief administrative officer shall be subject to the approval of the State Board of Community Colleges.

2. To elect or employ all other personnel of the institution upon nomination by the president or chief administrative officer, subject to standards established by the State Board of Community Colleges. The Board may delegate the authority of employing such other personnel to its president or chief administrative officer.
3. To purchase any land, easement, or right-of-way which shall be necessary for the proper operation of the institution, upon approval of the State Board of Community Colleges, and if necessary, to acquire land by condemnation in the same manner and under the same procedures as provided in General Statutes Chapter 40A. For the purpose of condemnation, the determination by the trustees as to the location and amount of land to be taken and the necessity therefor shall be conclusive.
4. To apply the standards and requirements for admission and graduation of students and other standards established by the State Board of Community Colleges.
5. To receive and accept donations, gifts, devises, 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 this Chapter and the regulations of the State Board of Community Colleges.
6. To provide all or part of the instructional services for the institution by contracting with other public or private organizations or institutions in accordance with regulations and standards adopted by the State Board of Community Colleges.
7. 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 institution under this Chapter and for the discipline of students.
8. To provide access to its buildings, campus, and the student information directory to persons or groups which make students aware of occupational or educational options, including to official recruiting representatives of the military forces of the State and of the United States for the purpose of informing students of educational and career opportunities available in the military.
9. To encourage the establishment of private, nonprofit corporations to support the institution. The president, with approval of the Board of Trustees, may assign employees to assist with the establishment and operation of such corporation and may make available to the corporation office space, equipment, supplies and other related resources; provided, the sole purpose of the corporation is to support the institution. The board of directors of each private, nonprofit corporation shall secure and pay for the services of the State Auditor's Office or employ a certified public accountant to conduct an annual audit of the financial accounts of the corporation. The board of directors shall transmit to

the Board of Trustees a copy of the annual financial audit report of the private nonprofit corporation.

10. To enter into guaranteed energy savings contracts pursuant to Part 2 of Article 3B of Chapter 143 of the General Statutes.
11. To enter into loan agreements under the Energy Improvement Loan Program pursuant to Part 3 of Article 36 of Chapter 143 of the General Statutes.
12. To enter into lease purchase and installment purchase contracts for equipment and real property under G.S. 115D-58.15.
13. To permit the use of its personnel or facilities, in support of or by a private business enterprise located on a community college campus or in the service area of a community college for the specific purposes set out in G.S. 66-58(c)(3a) and G.S. 66-58(c)(3d).
14. To enter into a public/private partnership in which all of the following conditions are met:
    a. The agreement is approved in advance by the State Board of Community Colleges.
    b. The Board of Trustees agrees to lease community college land to a private entity on condition that the entity construct a facility on the leased land.
    c. The facility will be jointly owned and used by the private entity and the community college.
    d. The Board of Trustees does not lease the facility as lessee under a long-term lease or capital lease from the private entity as lessor.
    e. The Board of Trustees does not finance its portion of the facility by entering into an installment contract or other financing contract with the private entity.
    f. State bond funds are not be used to pay for construction of that part of the facility to be owned and used by the private entity.
    g. The provisions of G.S. 143-341(3)a are followed.
15. To comply with the design and construction requirements regarding energy efficiency and water use in the Sustainable Energy-Efficient Buildings Program under Article 8C of Chapter 143 of the General Statutes.
16. To strive to make available one hundred percent (100%) muscadine grape juice as a beverage option in the operation of the community college's vending facilities.

Section C: N.C.G.S. § 115D-54 Statutory Powers & Duties

In accordance with N.C.G.S. § 115D-54, the powers and duties of the Board shall include the following:

1. Approval and submission of an annual college budget to the State Board of Community Colleges, as required in N.C.G.S. § 115D-54 and to include the following components as prescribed by statute:
    a. State Current Fund Budget,
    b. County Current Fund Budget,
    c. Institutional Fund Budget,

d. Plant Fund Budget.

2. Approval and submission of local budget requests to be submitted to the Lee, Chatham, and Harnett County Boards of Commissioners.
3. Exercising sound fiscal management as prescribed and required by Article 4A of Chapter 115D of the General Statutes.

Section D: Non-Statutory Powers & Duties

In furtherance of exercising and fulfilling its statutory powers and duties as otherwise defined herein, the Board shall:

1. Provide oversight and adopt policies as may be authorized by law and as may be required for the effective discharge of its responsibilities in the operation of the College.
2. Require the execution of such studies and take such action necessary to ensure that the functions of the College are always those which are most helpful and feasible in light of the resources available to the College.
3. Maintain insurance that the Board deems necessary to adequately cover building, building contents, equipment, and personal property, as well as exposures related to general liability, employer's liability, professional liability, automobile liability, student accident, workers' compensation, and other liability concerns.
4. Establish and periodically review the mission, goals, and outcomes of the College.
5. Approve and periodically review long-range plans for the College, to ensure continuous improvement in institutional quality, and demonstrate that the College is effectively accomplishing its mission.
6. Hear appeals from College personnel, provided that the appeals are made under the policies prescribed by the Board and that any such appeal shall be first presented to the President, who shall then refer it to the Chairperson for proper consideration.
7. Perform such other acts 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 the law.

Article IV: Officers and Their Duties

Section A: Elected Officers

The Board shall elect corporate officers, consisting of a Chairperson and a Vice Chairperson, at the first regular or special meeting of the fiscal year, using the following procedures:

1. **Nomination Process**: At the final regular or special meeting of the current fiscal year, the Chairperson of the Board shall appoint a three-member Nominating Committee, including a designated Chair for the committee. The Nominating Committee shall only consist of members who a) are appointed to a term of office that will continue into the next fiscal year or b) have already been duly reappointed by an authorized appointing authority to serve another term of office that will include the next fiscal year.
2. **Presentation of Nominees**: At the first regular or special meeting of the new fiscal year, the Nominating Committee will present its slate of nominees. Additional nominations may be made from the floor prior to the election.
3. **Order of Elections**: Officers shall be elected in the following order: Chairperson, then Vice Chairperson.
4. **Term of Office**: Each officer shall serve a one-year term and may be re-elected for additional terms at the discretion of the Board.

Chairperson

The Chairperson of the Board shall:

- Convene and preside over all regular and special meetings of the Board.
- Appoint members to all Board committees and serve as an *ex officio* voting member on all committees.
- Execute contracts and other official documents on behalf of the Board, as authorized.
- Perform additional duties as delegated by the Board.

Vice Chairperson

The Vice Chairperson shall:

- Preside over meetings in the absence or incapacity of the Chairperson, with full authority.
- Assume all duties of the Chairperson during their absence or incapacity.
- Perform additional duties as assigned by the Board.
- In the event of the Chairperson's death or resignation, assume the role of Chairperson until a new Chairperson is elected to fulfill the unexpired term.

Article V: Committees

Section A: Establishment of Committees

The Board may establish standing or *ad hoc* committees as deemed necessary to promote the College's welfare.

- **Standing Committee**: A permanent committee established by the Board to address ongoing responsibilities or areas of concern that are essential to the College's long-term governance. These committees typically operate continuously and have defined, ongoing duties. The current standing committees include the Building and Grounds Committee, the Finance Committee, the Personnel Committee, and the Programs and Student Supports Committee.
- ***Ad Hoc* Committee**: A temporary committee created by the Board for a specific purpose or to address a particular issue. Once the task is completed or the issue is resolved, the committee is dissolved. These committees are usually formed to handle matters that do not fall under the jurisdiction of standing committees (e.g., a special task force for a strategic initiative or policy review, a nominating committee, etc.).

Standing committees are integral to regular Board operations, while *ad hoc* committees are flexible and responsive to specific needs as they arise. The Board Chairperson is responsible for appointing members to all committees, including designating the chairperson for each committee. The Board Chairperson shall serve as an *ex officio*, voting member on each standing committee of the Board.

Section B: Authority and Reporting of Committees

Committees may act on a matter only if explicitly authorized to do so by the Board during a regular or special meeting. In such cases, the committee chairperson must report the action taken within a reasonable time, and that action shall be considered final. For all other matters, committee actions are to be reported to the Board as recommendations for consideration and decision during a regular or special meeting.

Section C: Standing Committees

Building and Grounds Committee

Membership:
The Building and Grounds Committee shall consist of four (4) members of the Board.

Meeting Schedule:
The committee shall meet as needed to fulfill its responsibilities.

Functions:

1. Conduct studies related to the College's sites, buildings, and grounds, in collaboration with the President.
2. Recommend campus planners, architects, and landscape architects to the Board after consultation with the President.
3. Review and recommend design and construction contracts, ensuring provisions that protect the interests of the College.
4. Develop and recommend a long-term campus plan and plans for construction, landscaping, and campus beautification.
5. Assess the College's immediate and long-term facilities improvement needs and make recommendations to the Board.
6. Oversee the call for bids on construction and landscaping projects and advise on awarding contracts.
7. Oversee the security of all college campuses, ensuring appropriate measures and resources are in place to protect students, employees, and facilities.
8. Review and recommend appropriate insurance coverage for buildings, grounds, and other insurable property.
9. Advise on the securing or granting of easements and rights-of-way as needed.
10. Perform additional functions as authorized by the Board.

Finance Committee

Membership:
The Finance Committee shall consist of four (4) members of the Board.

Meeting Schedule:
The committee shall meet as needed to fulfill its responsibilities.

Functions:

1. Advise the Board on fiscal policies and financial planning after consultation with the President.
2. Review and recommend annual budgets for current operations, capital outlay, and modifications.
3. Assess special or unusual expenditures and budget adjustments as recommended by the President.
4. Oversee financial reports, ensuring transparency and accountability in budget management.
5. Recommend official depositories and policies for investment of surplus or restricted funds.
6. Establish guidelines for receiving and managing monetary gifts, grants, and donations.
7. Represent the College in financial discussions with county commissioners, the General Assembly, and other agencies.
8. Review the financial audit of the College and make recommendations based on findings.

9. Recommend bond issuance requests to appropriate agencies for capital projects.
10. Perform other functions as directed by the Board.

Personnel Committee

Membership:
The Personnel Committee shall consist of four (4) members of the Board.

Meeting Schedule:
The committee shall meet as needed to fulfill its responsibilities.

Functions:

1. Receive reports on recent hires, promotions, and other employment updates.
2. Review compensation structures to ensure competitiveness with peer institutions.
3. Assess and recommend compensation for the President and, where it deems appropriate, other executives.
4. Ensure that the institution adheres to state and federal employment laws.
5. Oversee compliance with accreditation standards related to faculty and staff qualifications.
6. Serve as an appeals board for employee grievances following approved grievance procedures.
7. Review and recommend personnel and employment policies in consultation with the President.
8. Receive and review reports on resignations of full-time employees.
9. Align human resources strategy with the institution's overall mission and strategic plan.
10. Perform other functions as directed by the Board.

Programs and Student Supports Committee

Membership:
The Programs and Student Supports Committee shall consist of four (4) members of the Board.

Meeting Schedule:
The committee shall meet as needed to fulfill its responsibilities.

Functions:

1. Assess the variety, quality, and relevance of the College's educational programs.
2. Review proposals for program additions, deletions, or significant modifications.
3. Recommend policies and decisions regarding the educational direction of the College.
4. Evaluate the adequacy of financial aid, counseling, job placement, and other services essential to student welfare and campus life.

5. Assess the quality and accessibility of library/learning resources and other academic support services that enhance teaching and learning.
6. Recommend policies and decisions related to student life, activities, and academic support services after consultation with the President.
7. Ensure integration of student support services into program planning to enhance retention, completion, and overall student success.
8. Advise the Board on the allocation of space, funding, and personnel necessary to provide adequate and quality support services for both students and academic programs.
9. Review reports from the College administration on the future needs of educational programs and support services, making recommendations for improvement.
10. Regularly review student success metrics, including retention, graduation rates, and satisfaction surveys, to inform recommendations for program and support service enhancements.
11. Perform other functions as directed by the Board.

Section D: *Ad Hoc* Committees

The Chairperson of the Board may appoint special committees as needed for specific tasks. Such committees will be dissolved upon completion of their assigned tasks.

Article VI: Meetings

Section A: Regular Meetings

Scheduling and Notice

Regular meetings of the Board shall be held a minimum of five (5) times per fiscal year, with committee meetings being held prior to and in support of each respective regular meeting. No later than its first meeting of the fiscal year, the Board, upon recommendation of the President and the Chairperson, will set the dates and times of the regular meetings and committee meetings for the upcoming year. Upon passage of a resolution setting the calendar for the regular meetings and committee meetings for the upcoming year, the President or the Chairperson shall ensure that the schedule is filed and posted on the College website in accordance with N.C.G.S. § 143-318.12. If the calendar for the regular meetings and committee meetings is revised, it shall be revised and filed in such a manner as to allow for the revised calendar to be filed with the Secretary and to be posted upon the website no less than seven (7) calendar days prior to the next scheduled regular meeting or committee meeting.

Members and officers of the Board shall be reminded in writing of the time, place, and purposes of all regular meetings at least seventy-two (72) hours in advance of the meetings.
Public notice is not required for regular meetings and committee meetings so long as the schedule is filed and posted as prescribed in this section.

In accordance with N.C.G.S. § 143-318.13, if the Board holds a regular or committee meeting by way of conference telephone or other electronic means, the Board shall provide a location and means whereby members of the public may listen to the meeting, with such information included on the posted schedule required by this section.

Agenda

The President and the Chairperson shall develop an agenda for each regular meeting of the Board, with said agenda being distributed to each of the trustees via email no later than seven (7) calendar days prior to the respective regular meeting's committee meetings. Hard copies of the agenda shall be made available upon request. The Chairperson, at the request of a trustee or the President, may add items to the agenda during regular meetings upon a motion duly approved by the Board.

Default Order of Business

While subject to change and revision by the Chairperson and the President, the default order of business for regular meetings is as follows:

- Call to order
- Reading of the Ethics Statement
- Approval of items on the Consent Agenda
- Finance Committee Matters
- Building & Grounds Committee Matters
- Personnel Committee Matters
- Programs and Student Supports Matters
- Other Information & Items
- President's Comments
- Chairperson's Comments
- Adjournment

Section B: Special Meetings

Scheduling and Notice

Special meetings may be called by the Chairperson, the President, or a majority of the Board.

Before holding a special meeting, the Board shall cause written notice of the meeting stating its purpose (i) to be posted on the principal bulletin board of the Board or, if no such bulletin board exists, then at the door of its usual meeting room, and (ii) to be mailed, e-mailed, or delivered to each newspaper, wire service, radio station, and television station that has filed a written request for notice with the President. The Board shall also cause notice to be mailed, e-mailed, or delivered to any person, in addition to the representatives of the media listed above, who has filed a written request with the Secretary of the Board. This notice shall be posted and mailed, e-mailed, or delivered at least forty-eight (48) hours before the time of the meeting. The notice required to be posted on the principal bulletin board or at the door of the Board's usual meeting room shall be posted on the door of the building or on the building in an area accessible to the public if the building containing the principal bulletin board or usual meeting room is closed to the public continuously for forty-eight (48) hours before the time of the meeting.

Each newspaper, wire service, radio station, and television station desiring to receive notice must submit a written request, which must be renewed annually on January 1 of each year. Persons other than the media desiring to receive notice must submit a written request, which must be renewed annually on January 1 of each year, and shall be charged ten dollars ($10.00) per calendar year. This fee shall be waived for notices sent by e-mail.

In accordance with N.C.G.S. § 143-318.13, if the Board holds a special meeting by way of conference telephone or other electronic means, it shall provide a location and means whereby members of the public may listen to the meeting and the notice of the meeting required by this section shall specify that location.

Agenda

Only business connected with the matters communicated in the public notice may be considered at a meeting to which notice is given pursuant to this section. The President and the Chairperson shall develop an agenda for each special meeting of the Board, with said agenda being distributed to each of the trustees via email no later than seven (7) calendar days prior to the respective special meeting. If the timing of the meeting makes distribution of an agenda within seven (7) calendar days prior to the respective special meeting impractical, then the agenda shall instead be distributed as soon as reasonably possible. Hard copies of the agenda shall be made available upon request.

Section C: Emergency Meetings

Scheduling and Notice

Emergency meetings may be called by the Chairperson, the President, or a majority of the Board. An emergency meeting may only be called because of generally unexpected circumstances that require immediate consideration by the Board.

Before holding an emergency meeting, the Board shall cause notice of the meeting to be given to each local newspaper, local wire service, local radio station, and local television station that has filed a written request, which includes the newspaper's, wire service's, or station's telephone number, for emergency notice with the Secretary of the Board. This notice shall be given either by e-mail, by telephone, or by the same method used to notify the trustees and shall be given immediately after notice has been given to the trustees. This notice shall be given at the expense of the party notified.

In accordance with N.C.G.S. § 143-318.13, if the Board holds an emergency meeting by use of conference telephone or other electronic means, it shall provide a location and means whereby members of the public may listen to the meeting and the notice of the meeting required by this section shall specify that location.

Agenda

Only business connected with the emergency meeting may be considered at a meeting to which notice is given pursuant to this section. The President and the Chairperson may develop an agenda for each emergency meeting of the Board, with said agenda being distributed to each of the trustees via email as soon as reasonably possible. Hard copies of the agenda shall be made available upon request if such an agenda is created.

Section D: Remote Meetings During Declarations of Emergency

The Board may meet remotely in accordance with N.C.G.S. § 166A-19.24, when a declaration of emergency is made pursuant to N.C.G.S. § 166A-19.20. When meeting remotely due to a declaration of emergency, the requirement to provide a location and means whereby members of the public may listen to the meeting shall be suspended.

Section E: Parliamentary Procedures

Chairman's Rules of Order

Unless otherwise provided by these bylaws or Board policy, when conducting its meetings the Board shall use the parliamentary procedures as defined in this section, otherwise known as the Chairman's Rules of Order. These parliamentary procedures are based on *Robert's Rules of Order: Simplified and Applied,* Second Edition, and have been modified and adapted to meet the needs of the Board and its trustees.

Open Meetings

All regular, special, and emergency meetings of the Board and all committee meetings of the Board shall be open to the public unless otherwise specified herein. While all Board and

committee meetings are open to the public, the Board is not required by statute, regulation, or otherwise to provide for public comment, whether during normal deliberations or a separate public comment period. The Board may from time to time invite guests to speak at a Board meeting, and guests may only speak upon specific invitation from the Board Chairperson, President, or via an approved motion from the Board. Individuals seeking to speak at a Board meeting should submit a request to the President or the Board Chairperson no later than fourteen (14) calendar days prior to the meeting in question.

Closed Session

Notwithstanding anything to the contrary contained herein, the Board and any of its committees may enter into closed session in accordance with N.C.G.S. § 143-318.11.

Quorums

More than one-half (1/2) of the then-current voting trustees shall constitute a quorum for the transaction of business by the board. More than one-half (1/2) of the then-current voting members of a committee shall constitute a quorum for the transaction of business by the respective committee. Only members of a committee shall be counted for the purposes of establishing a quorum for each respective committee. No business shall be transacted without a quorum present.

Voting

Each member present shall have one vote, and voting by proxy is prohibited.

A two-thirds supermajority vote of the entire membership of the Board shall be required for the approval, amendment, modification, replacement, or repeal of these bylaws. Any such action may only be taken when each trustee is provided with the relevant materials relating to the proposed bylaws action at least fourteen (14) calendar days in advance.

A simple majority vote of the entire membership of the Board shall be required for the following matters:

- The approval, amendment, modification, replacement, or repeal of a policy,
- The election, non-renewal, or termination of a president, and
- The establishment or termination of curricula of the College.

For all other matters, a simple majority vote of all members present shall be required for all business, whether conducted by the Board or a committee. For each committee, only members of the respective committee a) shall be allowed to vote on matters brought before the committee and b) shall be counted in determining the voting majority requirement.

Electronic Votes

In situations where time is of the essence and a vote on a matter is necessary before the next scheduled regular meeting, the President or the Chairperson may initiate an electronic vote via email to all trustees. The email shall state the matter under consideration as well as the motion requested of the Board. Members shall have five (5) calendar days to respond to the email. For an electronic vote to pass, enough votes must have been made by the trustees to constitute a quorum and a majority of votes, in the manner as described in the subsection above ("Voting"), must be in the affirmative. A measure passed by electronic vote remains in effect until the date of the next scheduled regular meeting or special meeting, at which point it must be ratified by the Board or otherwise expire. When ratifying a measure passed by electronic vote, the email chain shall be entered into the record through the relevant meeting agenda. An electronic vote may not be used for actions relating to these bylaws or to the President's employment.

Discussion & Deliberation

The Board allows for informal discussion and deliberation of matters at its committee and Board meetings. The Presiding Chairperson shall moderate the discussion and deliberation between trustees and College staff as the Presiding Chairperson deems necessary and proper. Individuals who are neither trustees nor members of College staff are not permitted to participate in the discussion and deliberation of committee or Board meetings unless otherwise recognized by the Presiding Chair, who shall do so in their sole discretion. Recognition of participation in the discussion and deliberation of matters by the Presiding Chair in one or more instances shall not serve to establish a precedent or right of individuals other than trustees and College staff to participate in committee or Board meeting discussions and deliberations.

Minutes

In accordance with N.C.G.S. § 143-318.10, the College staff shall be responsible for keeping full and accurate minutes of all official meetings, including any closed sessions held pursuant to N.C.G.S. § 143-318.11. For the purposes of recording minutes, the Board adheres to the standard established by *Maready v. City of Winston-Salem*, 342 N.C 708 (1996), regarding the definition of "full and accurate minutes", which holds that minutes "should contain mainly a record of what was *done* at the meeting, not what was *said* by the members." Under this standard, the Board's minutes shall "reflect matters such as motions made, the movant, points of order, and appeals - not to show discussion or absence of action".

Minutes shall be kept in writing, whether digital or otherwise, and such minutes shall be made publicly available. When meeting in a closed session, the College staff shall keep a general

account of the closed session such that a person not in attendance would have a reasonable understanding of what transpired during the session. Minutes taken of a closed session may be withheld from public inspection if public inspection would frustrate the purposes of a closed session.

Minutes for committee and full Board meetings are approved as part of the consent agenda at the next regularly scheduled Board meeting. Closed session minutes shall only be made available to voting members of the respective voting body, whether committee or full Board, and to College staff members who materially participate in the issues under deliberation during closed session. Closed session minutes shall be withheld only for as long as is necessary to avoid frustrating the purposes for which the closed session was held. Notwithstanding the foregoing, neither the Board nor the College shall be required to review closed session minutes for public availability until they are the subject of a public records request.

Motions

All motions require a member to make a motion and another member to second the motion before voting on the motion, except for when the full Board considers a matter proposal recommended by a committee for approval. All motions must be made individually, with the sole exception that the Presiding Chairperson may combine the motion to close discussion on a matter with a motion to take action on the matter. The following motions are always available, do not require a second, and are ruled on immediately by the Presiding Chairperson, with the exception of a motion to recess, which requires a majority vote of the membership present:

- Parliamentary Inquiry
- Division of the Assembly
- Call for the Orders of the Day
- Point of Privilege
- Point of Order, Failure to Follow Rules
- Point of Order, Adjourn Due to Lack of Quorum
- Recess

Appendices

Appendix A: Revision History	
Committee Chairperson, or Board Chairperson if Committee Chairperson is absent or otherwise so delegates power to Board Chairperson, acts as Presiding Chairperson.	
2025-02-12	Adopted. Authorized to supercede previous bylaws effective July 1, 2025
2026-06-03	Revised as follows: ● Added official ethics statement to bylaws. ● Replaced the old version of NCGS 115D-20 with the most up-to-date version of NCGS 115D-20. ● Adjusted language regarding NCGS 115D-54 to better reflect current practices. ● Added ability to appoint the Nominating Committee at a special called meeting. ● Added requirement that members of the Nominating Committee either be appointed for a term extending into the following fiscal year or be duly reappointed to serve another term that will extend into the following fiscal year. ● Simplified language regarding Chair ex officio status on all committees. ● Standardized committee meeting schedule language across all standing committees. ● Adjusted meeting materials deadline to be seven days before committee meetings, not seven days before the Board meeting. ● Removed reading of the College Mission Statement from committee and Board order of business. ● Adjusted Board order of business to reflect typical ordering of matters. ● Clarified that only members of a committee shall be counted for the purposes of establishing a quorum of each respective committee, that only committee members may vote on matters under consideration by a committee, and that only committee members shall be counted in the establishment of the voting majority requirement for matters under consideration by a committee. ● Adjusted electronic voting to allow for matters related to changing the curricula of the College. ● Added technical details regarding the approval of minutes and the handling of closed session minutes. ● Minor spelling/verbiage/grammar/organizational corrections. ● Added revision history section.

Appendix B: Committee Meeting Structure	
Committee Chairperson, or Board Chairperson if Committee Chairperson is absent or otherwise so delegates power to Board Chairperson, acts as Presiding Chairperson.	
Opening	Presiding Chairperson opens committee meeting when a quorum is reached by reading ethics statement.
Consent Agenda Items	Presiding Chairperson motions to approve and recommend consent agenda items for approval by the full Board unless a member moves otherwise.
	Motions Available for Consent Agenda: ● Amend Consent Agenda Item ● Transfer Consent Agenda Item ● Approve Consent Agenda
Full Board Agenda Items	Presiding Chairperson raises each item in order as placed on agenda, with the default action of opening the floor to discussion for each item unless a member moves otherwise.
	Motions Available for Each Item: ● Open Discussion on Item ● Close Discussion on Item ● Request Additional Information on Item ● Table Item for Future Discussion ● Reject Item Proposal ● Recommend Approval of Item Proposal to Full Board Deliberation Agenda ● Recommend Approval of Amended Item Proposal to Full Board Deliberation Agenda ● Move Item Proposal to Full Board Deliberation Agenda
Information Only Items	Presiding Chairperson raises each item in order as placed on agenda, with the default action of opening the floor to discussion for each item unless a member moves otherwise.
	Motions Available for Each Item: ● Open Discussion on Item ● Close Discussion on Item ● Request Additional Information on Item ● Table Item for Future Discussion ● Receive Information on Item ● Receive Information on Item and Refer to Full Board For Information Only Agenda ● Receive Information on Item and Refer to Full Board Deliberation Agenda
Closing	Presiding Chairperson closes committee meeting by allowing the hearing of additional business followed by final comments from the President and Chairperson.
	Motions Available for Closing: ● Motion to Add Additional Business ● Motion to Adjourn

Appendix C: Full Board Meeting Structure	
Board Chairperson, or Board Vice Chairperson if Board Chairperson is absent, acts as Presiding Chairperson.	
Opening	Presiding Chairperson opens Board meeting when a quorum is reached by reading ethics statement.
Consent Agenda Items	Presiding Chairperson motions to approve consent agenda items for approval by the Board unless a member moves otherwise.
	Motions Available for Consent Agenda: ● Amend Consent Agenda Item ● Transfer Consent Agenda Item ● Approve Consent Agenda
Full Board Agenda Items	Presiding Chairperson raises each item in order as placed on agenda for, with the default action of opening the floor to discussion for each item unless a member moves otherwise.
	Motions Available for Each Item: ● Open Discussion on Item ● Close Discussion on Item ● Request Additional Information on Item ● Table Item for Future Discussion ● Reject Item Proposal ● Approve Item Proposal ● Approve Amended Item Proposal ● Remand or Refer Item Proposal to Specified Committee
Information Only Items	Presiding Chairperson raises each item in order as placed on agenda, with the default action of opening the floor to discussion for each item unless a member moves otherwise.
	Motions Available for Each Item: ● Open Discussion on Item ● Close Discussion on Item ● Request Additional Information on Item ● Table Item for Future Discussion ● Receive Information on Item ● Move Item to Full Board Deliberation Agenda
Closing	Presiding Chairperson closes Board meeting by allowing the hearing of additional business followed by final comments from the President and Chairperson.
	Motions Available for Closing: ● Motion to Adjourn ● Motion to Add Additional Business