



Bylaws of the State Board of Community Colleges

Adopted

January 1, 1982

Most Recently Amended

November 17, 2023

North Carolina State Board of Community Colleges Bylaws

Article I. Bylaws Governing the State Board of Community Colleges.

The following bylaws (these “Bylaws”) shall govern the conduct and procedures of the North Carolina State Board of Community Colleges (the “State Board”). The State Board shall conduct its business in a committee of the whole, through such committees as it may establish pursuant to these Bylaws, or under such other forms as it, by majority vote, may elect.

Article II. Officers.

At the first meeting after July 1, 1981, and every two years thereafter, the State Board shall elect from its membership for no more than two consecutive terms of two years or until their respective successors have been appointed and qualified, a Chair, a Vice Chair, and such other officers as it may deem necessary, consistent with G.S. §115D-2.2.

The Chair of the State Board shall appoint a nominating committee of no less than three and no more than five members of the State Board (each, a “Member”) no later than the meeting immediately preceding the July meeting at which officers are to be elected. The nominating committee shall present the name of at least one qualified individual for Chair and Vice Chair. Each nominee must, in writing, accept or reject the nomination and, if accepting the nomination, commit to perform the duties of that office. Nominations may be accepted from the floor, but each such nominee must commit to perform the duties of that office.

In the event a vacancy in any office created pursuant to this Article occurs prior to the end of a term, the State Board shall elect a Member to fill such office for the unexpired portion of the term of such office, consistent with G.S. §115D-2.2.

The chief administrative officer of the North Carolina Community College System Office (the “System Office”) shall be the President (the “System President”). The System President shall be Secretary of the State Board (the “Secretary”). The Secretary may appoint an Assistant Secretary of the State Board (the “Assistant Secretary”), who shall be an employee of the System Office. Copies of all minutes, papers, and documents of the State Board may be certified by the Assistant Secretary with the same force and effect as though such certification were made by the Secretary.

Article III. Regular Meetings.

Regular meetings of the State Board shall be held at least eight (8) times a year on dates to be determined by the State Board, consistent with G.S. §115D-2.2(i). Each regular meeting shall be held at a time and place designated by the Chair. Notice concerning the time and place shall be given to each Member by the Secretary at least seven (7) days in advance of the meeting date. Either by action of the State Board or upon eight (8) days’ written notice by the Chair, the date specified herein for a regular meeting may be changed to another date within the designated month. Any matter of business relating to the North Carolina Community College System (the

“System”) may be considered at any regular meeting of the State Board. In addition to in-person meetings, subject to the Chair’s discretion, State Board regular meetings may be held via telephone, videoconferencing, or any other electronic means.

Article IV. Special Meetings.

Special meetings of the State Board may be called by the Chair at the Chair’s discretion and shall be called by the Secretary upon the written request of no fewer than a majority of the Members. A special meeting called by the Secretary shall be held within twenty (20) days of receipt by the Secretary of a written request from a majority of the Members for such special meeting. A notice specifying the time and place of a special meeting of the State Board shall be given by the Secretary to each Member at least two (2) business days in advance of the meeting date. Any matter of business relating to the System may be considered at a special meeting.

Article V. Emergency Meetings

Emergency meetings may only be called to address generally unexpected circumstances that require immediate consideration by the State Board. Emergency meetings of the State Board may be called by the Chair at the Chair’s discretion. A notice specifying the time and place of an emergency meeting of the State Board shall be given by the Secretary to each Member as soon as practicable in advance of the meeting date. The Chair, in collaboration with the Secretary, shall prepare the agenda for the meeting, but only business connected with the emergency or emergencies may be considered at an emergency meeting.

Article VI. Agenda.

The Chair, in collaboration with the Secretary and in consultation with the committee chairs, shall prepare the agenda for a regular or special meeting of the State Board. A copy of the agenda for each regular meeting of the State Board, including notice of all expiring terms on or vacancies in membership of the State Board and its committees, and insofar as is practicable, copies of all reports and other materials to be presented to the regular meeting as a part of the agenda, shall be sent by the Secretary to each Member at least seven days in advance of the regular meeting. If practicable, a copy of the agenda for each special meeting of the State Board, with reports and other materials to be presented, shall be sent to each Member at least two (2) business days in advance of the special meeting. When matters are to be considered by a committee between the time the agenda is sent and the time of any regular or special meeting of the State Board, and these matters are expected to be presented to the State Board for action at such meeting, all Members shall be sent such materials as a committee may prescribe by standing rule or as the committee may designate, in order to inform the State Board, insofar as may be feasible, of the nature of the action that might be asked of it.

Any person requesting an item to be placed on the State Board agenda for a regular or special meeting shall submit a written request with all supporting documents to the Secretary and the Chair. In consultation with the Secretary, the Chair shall make the determination about what items are placed on the State Board agenda. Each committee chair shall confer with the committee

staff to determine the placement of items on the agenda. If so decided by the Committee Chair in consultation with committee staff, items coming to the State Board for the first time may be placed on the agenda "For Action." At the request of any member of the committee or State Board, any item listed "For Action" may be removed and given consideration as a "For Future Action" item upon the approval of the committee or Board. ~~Unless the State Board votes to suspend its rules, any agenda item related to amending the North Carolina State Board of Community Colleges Code coming before the State Board for the first time shall be placed on the agenda "For Future Action."~~ Any item that has been on the State Board agenda "For Future Action" may be placed on the agenda "For Action" at any subsequent meeting.

To promote efficient meetings, the State Board may act upon more than one item by a single vote through the use of a consent agenda. Consent agenda items shall have been approved by a committee, recommended by that committee to be placed on a consent agenda, and be matters of a ministerial, non-controversial or routine nature. Any Member has the right to comment on any consent agenda item. At the request of any Member, any item on the consent agenda shall be removed and given individual consideration for action as a regular agenda item. The request to remove the item from the consent agenda shall be non-debatable and will be honored without discussion. Removal of an item from the consent agenda returns it to the appropriate committee's report for full State Board discussion.

Any committee or member of the State Board may request consideration by the State Board of any items not on the agenda of a regular or special meeting. However, such an item shall not be so considered without the approval of two-thirds of the Members present at such meeting.

Article VII. Quorum - Attendance.

A quorum for the conducting of business by the State Board shall consist of a majority of Members, consistent with G.S. §115D-2.2(i). If a Member cannot attend a State Board meeting in person for a justifiable reason, the Member may attend via telephone, videoconferencing, or other electronic means.

The Secretary shall maintain an attendance record for each Member. A State Board meeting includes the meeting of the full board. Members are encouraged and expected to attend all State Board meetings, unless excused according to these Bylaws.

A. Consecutive absences

The State Board may declare vacant the office of a Member who, without justifiable excuse, has not attended three (3) consecutive scheduled meetings. Examples of justifiable excuses include, but are not limited to, military service, illness, or injury of the member or an immediate family member. The Chair shall notify the appropriate appointing or electing authority of any such vacancy, consistent with G.S. §115D-2.2(k).

To be eligible to be considered for an excused absence, a Member must inform the Secretary of the reason for such Member's absence prior to the day of the meeting if the absence is foreseeable. If the absence is not foreseeable, the Member must inform the Secretary of the reason as soon as reasonably possible after the meeting missed by the Member. In either circumstance, the Secretary will note the reason in the minutes for such meeting.

If any Member is absent from two consecutive scheduled meetings without justifiable excuse, the Chair (or the Vice Chair in the Chair's absence), shall notify the Member at issue, by email, telephone, videoconference, or in-person, prior to the next scheduled meeting of the potential for removal and to encourage attendance at scheduled meetings.

B. Non-consecutive absences

If any Member is absent from three (3) non-consecutive scheduled meetings during a fiscal year without justifiable excuse, the Chair (or the Vice Chair in the Chair's absence), shall notify the Member at issue, by email, telephone, videoconference, or in-person, prior to the next scheduled meeting of the potential for removal should three consecutive absences occur and to encourage attendance at scheduled meetings. If any Member should miss four (4) non-consecutive scheduled meetings during a fiscal year without justifiable excuse, the State Board may notify the respective appointing or electing authority of such Member.

Article VIII. Presiding Officer.

The Chair shall preside at all regular and special meetings of the State Board. In the absence of the Chair, the Vice Chair shall preside. In the absence of both the Chair and Vice Chair, a presiding officer for such meeting shall be elected by and from the Members present at such meeting.

Article IX. Power to Vote.

All Members in attendance at a meeting, except the Student Government Association representative consistent with G.S. §115D-2.2(b)(6), may vote on all matters coming before the State Board for consideration, but no Member may vote by proxy. No vote concerning any matter under consideration by the State Board or by a committee of the State Board may be cast by postal mail. Only State Board members in attendance at a meeting via telephone, videoconferencing, or any other electronic means are permitted to vote using electronic means that are authorized by the Chair.

Article X. Rules of Order.

Except as modified by specific rules and regulations enacted by the State Board, Robert's Rules of Order (latest edition) shall constitute the rules of parliamentary procedure applicable to all meetings of the State Board and its several committees.

Article XI. Referral to Committees.

All matters presented to the State Board, except matters of routine business, which come within the sphere of interest or activity of any standing committee of the State Board, shall be submitted by the State Board to the appropriate standing committee for investigation and report. All matters of other than routine business, which do not come within the sphere of interest or activity of any standing committee of the State Board may be submitted by the State Board to a special committee for investigation and report in advance of action thereon by the State Board. The State Board may proceed to consider any matter without referring it to a standing or special committee, if by a two-thirds vote of the Members present, immediate consideration by the State Board is ordered. The reports and recommendations of standing and special committees shall be submitted to the State Board in writing consistent with these Bylaws.

Article XII. Minutes.

The Secretary shall (a) keep minutes of all meetings of the State Board, (b) file, index, and preserve all minutes, papers and documents pertaining to the business and proceedings of the State Board, and (c) be the custodian of the State Board's seal and of all records and instruments of the State Board and the System.

The Secretary shall be responsible for transcribing the minutes of each meeting within a reasonable time and for sending a copy to each Member.

For closed sessions in which the presence of the Secretary or Assistant Secretary would not be appropriate due to the nature of the subject matter being discussed, the Chair may designate a Member to keep the minutes for that closed session.

Article XIII. Standing Committees: Membership and Jurisdiction.

The standing committees of the State Board shall be: the Accountability and Audit Committee, the Executive Committee, the Finance Committee, the Personnel Committee, the Policy and Governance Committee, the Programs and Student Success Committee, the Strategic Planning Committee, and the Transformation Committee. The Chair of the State Board shall appoint the membership of each standing committee, designate the chair and vice-chair, and determine the size of each standing committee. The duties of each standing committee shall be set forth in its committee charter as approved by the State Board. The Chair of the State Board shall be a member of each standing committee. In addition, the Chair shall appoint a non-voting representative of the North Carolina Association of Community College Presidents and a non-voting representative of the North Carolina Association of Community College Trustees to each standing committee upon the recommendation of the presiding officer of each association.

Standing committees are not required to meet in connection with the regular State Board meeting but shall meet a sufficient number of times to conduct their business in a timely manner and shall meet at the call of either the committee chair or the State Board Chair. The meetings shall be held at a time convenient to the membership.

Chairs of standing committees are responsible to work with the State Board Chair, Secretary, staff liaison for the committee and their committee members to schedule committee meetings, prepare committee agendas, ensure the provision of information to committee members in a timely and informative manner and to report the activities of their committees to the entire State Board.

In addition to face-to face meetings, subject to the committee chair's discretion, meetings of standing committees may be held via telephone, videoconferencing, or any other electronic means.

Each committee should review its charter on an annual basis to ensure that the charter appropriately reflects the scope of oversight on the committee in light of changes and developments in the System Office or the System.

Article XIV. Establishment of Special Committees.

Special committees may be established, and their duties may be prescribed by the Chair of the State Board. The Chair of the State Board shall advise the entire State Board of those duties, the role to be played by the special committee appointed and the duration of the committee if its role is time limited. Chairs of special committees shall have the same responsibilities as chairs of standing committees as set forth in Article XIII.

Article XV. Closed Sessions.

All meetings of the State Board shall be open to the public unless, consistent with the requirements of State Law, a meeting is closed to the public by majority vote of a quorum of the membership of the State Board.

Article XVI. Ethics and Conflicts of Interest

It is critical that members of the State Board make all decisions in the best interests of the System and not be influenced by any potential financial gain or personal benefit in making decisions. State Board members are subject to the State Ethics Act and should endeavor to avoid even the appearance of a conflict of interest and any appearance of being influenced by their personal financial interests or prospect of personal benefit in making decisions. State Board members are expected to timely disclose any conflict of interest and to recuse themselves from any decision that may affect them personally.

Article XVII. State Board Members Access to Information

In connection with its oversight and policy-making role, the State Board shall have full access to all books, records, facilities and personnel of the System as necessary to fulfill its statutory and fiduciary duties. In exercising this access, Members are expected to use good faith judgment so as not to interfere with the operations of the System Office or intercede in matters that fall within the prerogatives of management.

When information is obtained by any Member, such Member shall maintain the confidentiality of that information as required by statute, regulation, or other State Board-adopted policy. Members are expected to know the confidentiality protections that apply to the information that may come to them in their role as Members. Any Member who knowingly releases confidential information protected by statute, regulation or State Board-adopted policy shall be subject to reprimand or censure, up to and including being asked to resign from the State Board.

Article XVIII. Amendments and Suspensions of Bylaw Provisions.

Any provision of these Bylaws (except those required or governed by statutory provision) may be amended by a vote of two-thirds of the Members; provided, that no amendment may be adopted unless its substance first has been introduced at a preceding regular or special meeting of the State Board.

Any provision of these Bylaws (except those required or governed by state law, whether constitutional law, statutory law, case law, or otherwise) may be suspended at any regular or special meeting of the State Board for that meeting by affirmative vote of two-thirds of the Members.

In case of any conflict between these Bylaws and state law (whether constitutional law, statutory law, case law, or otherwise), state law shall control. If any part of these Bylaws is declared unconstitutional or invalid by the courts, it shall not affect the validity of these Bylaws as a whole or any part other than the part so declared to be unconstitutional or invalid.

History Note:

Effective: 01/01/1981

Amended: 11/17/2023, 10/21/2022, 08/16/2019; 05/17/2019; 05/17/2013; 03/16/2007; 08/19/2005; 8/17/2001.