

Glennville State College

BYLAWS OF THE BOARD OF GOVERNORS

April 19, 2006

1.0 Members of the Board of Governors

The Board of Governors of Glennville State College consists of nine members appointed by the Governor and three constituent representatives elected by the faculty, classified staff and students. The Board of Governors shall have the powers conferred upon them by the laws of the State of West Virginia.

The President of the College shall serve as an ex-officio (non-voting) member of the Board.

2.0 Officers of the Board of Governors and their Duties

- 2.1** At its last regular meeting in June of each year, the Board shall elect a chairperson and vice-chairperson, who shall serve for a term of one year or until their successors are elected.
- 2.2** The chairperson shall preside at all meetings of the Board and shall decide all questions of order. It shall be the chairperson's duty to see that the Board's bylaws are properly followed and its orders properly executed. The chairperson shall, in behalf and in the name of the College and the Board, sign all instruments authorized by the Board, except as such duties may be delegated to the President of the College.

In the absence of the chairperson, the vice-chairperson shall be invested with the powers and discharge the duties of the chairperson. In the absence of the Chairperson and the Vice-Chairperson, the duties of Chairperson will be discharged by the Governors in the following order: Chairperson of the Business and Finance Committee and Chairperson of the Student and Academic Affairs Committee.

3.0 Secretary to the Board

There shall be a secretary to the Board designated by the College President at the regular Board meeting in June of each year. The secretary shall be custodian of all Board records and shall attest as required, by his or her signature, all instruments executed by the chairperson or other authorized person in behalf and in the name of the College and the Board.

The secretary shall attend all meetings of the Board and be responsible for accurate minutes of all Board meetings and of committee meetings as needed and assist the President in the training and orientation of new board members. In the absence of the secretary, the President can designate a person to discharge the duties of the secretary. Because of the record-keeping nature

of the secretary's duties, he or she serves at the pleasure of the Board and may be appointed for consecutive terms.

4.0 Board of Governors Committees

Standing committees of the Board consisting of no fewer than three members each shall be appointed yearly, or at any time a vacancy occurs, by the chairperson of the Board.

Committee chairpersons and vice chairpersons shall be appointed by the Chairperson of the Board.

Each committee shall consider and make recommendations for action by the Board on the various policy matters enumerated below, and as assigned by the Executive Committee.

- 4.1 Student and Academic Affairs Committee**
 - 4.1.1** Academic policies and standards;
 - 4.1.2** Approval of new degree programs;
 - 4.1.3** Review of existing academic programs;
 - 4.1.4** Student affairs, including, but not limited to, admissions and enrollment, financial aid, intercollegiate athletics, student life, residential life, and student services;
 - 4.1.5** Promotion, tenure and annual evaluation procedures for faculty;
 - 4.1.6** Promotion of alumni activities; and
 - 4.1.7** Awards, honors, convocation, commencement, and other major College events.

- 4.2 Business and Finance Committee**
 - 4.2.1** Review and recommend the College's budgets, schedule of student fees, financial operations including annual audits, business organization and practices, borrowing of funds, investment of funds, and submission of appropriation and capital requests;
 - 4.2.2** Approval of agency grants and contracts that exceed \$250,000 or that commit the College to continuing the grant activity beyond the grant period;
 - 4.2.3** Salary, wage, and benefit policies;
 - 4.2.4** Naming, location, planning, construction, and maintenance of the College's plant and grounds, and the purchase and sale of lands and buildings; and
 - 4.2.5** Personnel policy matters, including without limitation, affirmative action, equal employment opportunity, and compliance with other state and federal laws.

- 4.3 Executive Committee, comprised of the Board chairperson (serving as chairperson), the Board Vice-chairperson, the Board's immediate past chair, and the chairpersons of the committees on Student and Academic Affairs and Business and Finance. In the event a committee chairperson cannot attend a meeting of the Executive Committee, the vice chairperson may be designated to represent the committee chairperson.**
 - 4.3.1** Refer to the Board general College policies and business not specifically assigned to another committee;

for in the annual budget; to adopt and revise the annual budget; and to amend or repeal previously adopted policies or bylaws of the Board.

5.2.5 Proxy voting is not allowed, however, members may participate via video or teleconference.

5.2.6 A roll call vote shall be taken whenever directed by the chairperson or requested by two members of the Board.

5.3 Order of business – The usual order of business shall be as follows:

Call to order
Roll call
Approval of minutes
Public comment period
President’s report
Committee reports
Student and Academic Affairs
Business and Finance
Executive
Reports, if any, from Board liaisons with other organizations
Old Business
New Business
Announcements
Adjournment

5.4 Speakers

It is the policy of the Board to require persons other than Board members and persons invited to speak at Board meetings to limit their remarks to no more than five minutes, or for a length of time determined by the chairperson, and to speak at the appropriate time during the agenda. The Chairperson may also limit the number of speakers commenting on any one subject.

5.5 Parliamentary Rules

Meetings will be conducted according to Robert’s Rules of Order, subject to the suspension of any rule by majority vote of the Board. The proceedings of the Board, when not otherwise provided for by its rules, shall be governed by the general usages of deliberative bodies. Every motion shall be reduced to writing upon the request of a member.

5.6 Recording Meetings

Members of the public and the news media may record public sessions of Board and Committee meetings. Use of recording devices may not interfere with the meeting or other attendees' view or hearing of the proceedings. Any recording devices must be fixed to one location in the room throughout the meeting. No flashes or other light enhancing devices may be used. The location of recording devices will be determined by the Chairperson prior to the meeting. Where multiple parties desire to record the meeting, the Chairperson may limit the number of recording devices in the meeting to no more than two.

6.0 The President of the College

Serving at the pleasure of the Board of Governors, the President as Chief Executive Officer is responsible for recommending policies to the Board and for implementing those policies approved by the Board. The President must provide leadership in establishing a vision and goals to guide the College in fulfilling its mission. While the Board has the ultimate responsibility for the governance of the College to ensure its proper maintenance and successful and continuous operation, it is the President's responsibility to execute Board policies and administer the College to fulfill its mission. Specific responsibilities of the President include, but are not limited to, the following:

- 6.1** Administer Board policies to achieve the College's mission.
- 6.2** Direct strategic and short-range planning.
- 6.3** Develop, maintain and evaluate academic programs in furtherance of the College's mission.
- 6.4** Develop and maintain an administrative organization and governance structure to facilitate both input into policy development and effective utilization of the resources required to achieve the College's goals and mission.
- 6.5** Develop and maintain a system that will receive, screen and recommend for employment the most well qualified personnel required to carry out the mission of the College. In addition, this system must assign, supervise, evaluate, and promote all personnel employed by the College.
- 6.6** Plan and develop a process to secure and maintain the fiscal resources necessary to achieve the College's mission at the highest level of quality. This responsibility shall include the presentation of these needs before the Higher Education Policy Commission and the legislature.
- 6.7** Prepare and present to the Board of Governors for approval the annual operating and capital budgets; in addition, make budgetary allocations and supervise the expenditure of all funds.
- 6.8** Develop and maintain facilities and equipment required to support the mission of the College.

- 6.9** Communicate to the Board the current condition and potential problems facing the College.
- 6.10** Represent the College before external public and private sector constituencies.

The President will be evaluated by the Board. Evaluation criteria and obtainable goals must be put in writing and discussed with the President at the beginning of each year to make clear the expectations of the Board and the committee can add or delete criteria with the approval of the Board.

Serving at the pleasure of the Board, the President will terminate his association with the College in a manner that does not discredit or damage the Board or College.

7.0 Evaluation of the President

- 7.1** The Board will conduct an annual review of the President as pursuant to GSC Board policy 23.
- 7.2** The Board will conduct a performance evaluation on the President every fourth year pursuant to GSC Board policy 23.

8.0 Adoption, Amendment, and Repeal of Bylaws and of College Policy and Procedures

- 8.1** The foregoing bylaws are intended to provide a general framework for the administration, and operation of the College. Detailed policies and procedures for the organization, administration, and operation of the college may be adopted, amended, and repealed by the Board of Governors.
- 8.2** New bylaws may be adopted and existing bylaws amended or repealed by a majority vote of the Board of Governors at any regular meeting of the Board, providing that notice of the meeting specifies that adoption, amendment, or repeal of the bylaws is to be considered.

First approved by the Board of Advisors on September 21, 2000.

Revised by the Board of Advisors on June 5, 2001 and effective July 1, 2001.

Revised and Adopted by the Glenville State College Board of Governors effective July 16, 2003.

Revised and Adopted by the Glenville State College Board of Governors effective October 20, 2004.

Revised and Adopted by the Glenville State College Board of Governors effective April 19, 2006.