

# **DELTA COLLEGE**

## **BYLAWS OF THE BOARD OF TRUSTEES**



## Table of Contents

ARTICLE I - ORGANIZATION AND PURPOSE .....	4
Section 1. Organization and Corporate Identity.....	4
Section 2. Purpose .....	4
ARTICLE II - GOVERNING BODY.....	4
Section 1. Authority of Members .....	4
Section 2. Conflict of Interest .....	4
ARTICLE III - POWERS AND RESPONSIBILITIES OF THE BOARD.....	4
ARTICLE IV - OFFICERS OF THE BOARD .....	5
Section 1. Nomination of Officers .....	5
Section 2. Officers.....	5
ARTICLE V - VOTING.....	7
ARTICLE VI - MEETINGS .....	7
Section 1. Special Meetings of the Board.....	7
Section 2. Notice of Meetings .....	7
Section 3. Place of Meetings .....	7
Section 4. Closed Meetings .....	7
Section 5. Meetings Open to the Public.....	7
Section 6. Public Comments at Board Meetings .....	8
ARTICLE VII - COMMITTEES .....	8
ARTICLE VIII - RULES OF ORDER.....	8
ARTICLE IX - ADMINISTRATION.....	8
ARTICLE X - FISCAL AFFAIRS.....	9
Section 1. Budget.....	9
Section 2. Accounting Procedures and Reports .....	9
Section 3. Audits.....	9
Section 4. College Endowment Funds .....	9
Section 5. Board Approval of College Purchases.....	9
Section 6. Checks and Bond for Faithful Performance .....	10
ARTICLE XI - BYLAWS .....	10
Section 1. Alteration, Amendment, and Addition of Bylaws.....	10

Board of Trustees – Bylaws – Approved October 20, 2009

Revised April 13, 2010, October 11, 2011, October 9, 2012, November 13, 2012, December 11, 2012, November 12, 2013, December 9, 2014, March 10, 2020

Section 2. Review of Bylaws ..... 10  
ARTICLE XII - SEAL ..... 10  
ARTICLE XIII - INDEMNIFICATION ..... 10  
ARTICLE XIV - BOARD OPERATING STANDARDS AND PROCEDURES ..... 11

## **ARTICLE I - ORGANIZATION AND PURPOSE**

### *Section 1. Organization and Corporate Identity*

The College tri-county district was established by a vote of the electorate of the counties of Bay, Midland, and Saginaw on November 7, 1957. The Board of Trustees, on April 26, 1960, officially named the college Delta College. The College and this Board shall operate in accordance with and subject to Michigan law including but not limited to: the Community College Act of 1966, MCL 389.1; the Open Meetings Act, MCL 15.261 through 15.275; and the Freedom of Information Act, MCL 15.231 et seq.

### *Section 2. Purpose*

The purpose of this district is to create and operate a community college within and for the counties of Bay, Midland, and Saginaw, Michigan.

## **ARTICLE II - GOVERNING BODY**

### *Section 1. Authority of Members*

1. The board members have authority only when acting as a Board of Trustees legally in session. No member or employee of the Board of Trustees shall have the power to act in the name of the board outside of board meetings unless authorized to do so by the Board of Trustees.
2. The Chair of the Board and/or the President of the College shall be the official spokesperson of the Board unless the Board chooses to appoint another individual to carry out this task.

### *Section 2. Conflict of Interest*

It is the policy of Delta College and of the Board of Trustees that trustees shall act in a manner consistent with their responsibilities to the College and avoid circumstances in which their financial or other interests could present an actual, potential, or apparent conflict of interest or impair the College's reputation.

As a general principle, trustees should avoid any actions or situations that might result in or create the appearance of using their association with the College for private gain, giving unwarranted preferential treatment to any individual or organization, losing independence or impartiality, or adversely affecting the College's reputation or public confidence in its integrity. Board members will review the Conflict of Interest Policy and sign the Conflict of Interest Disclosure form in January each year.

## **ARTICLE III - POWERS AND RESPONSIBILITIES OF THE BOARD**

The business and affairs of the community college district shall be governed by the Board of Trustees in accordance with the authority conferred by statute and in accordance with its policies, standards, and these bylaws.

Board of Trustees – Bylaws – Approved October 20, 2009  
Revised April 13, 2010, October 11, 2011, October 9, 2012, November 13, 2012, December 11, 2012, November 12, 2013, December 9, 2014, March 10, 2020

The Board will act in the best interest of the College and the community as a whole. The Board will govern in a manner that:

1. Emphasizes outward vision.
2. Encourages diversity in viewpoints and makes collective decisions;
3. Distinguishes clearly between the Board's role and the President's role;
4. Distinguishes between Board policy and the administrative execution of policy;
5. Plans for the future;
6. Acts proactively rather than reactively.

All deeds, contracts, notices or other instruments, the execution of which is required and authorized by the Board of Trustees, shall be validly executed if signed by either the Chairman or the Vice Chairman and countersigned by either the Secretary or the Treasurer. The Board of Trustees shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of the College.

## **ARTICLE IV - OFFICERS OF THE BOARD**

### *Section 1. Nomination of Officers*

Ordinarily the following process will be used to identify nominees for Board office.

1. The current Board Chair will appoint a nominating committee at the November Board meeting in even numbered years. The committee will be composed of a Board member from each county.
2. The nominating committee will develop a recommended list of Board members for Board offices of chairperson and vice-chairperson. The nominating committee will also develop a recommended list of persons for Board offices of treasurer and secretary, who need not be Board members.
3. In developing their recommendations, the Committee should normally rotate the Chair nominees between the three counties, and provide for an orderly succession to the Chairmanship by recommending Board members to the Vice Chair position, and then Chair. The Committee should also give serious consideration to the leadership ability of potential nominees, their past performance as a Trustee, their interest and availability, communication and public relations skills, and other relevant skills and experiences.
4. The Nominating Committee shall report their recommendations to the full Board for approval at the January Organizational Meeting which is scheduled in accordance with the Open Meetings Act.

### *Section 2. Officers*

Ordinarily, the treasurer shall be the Vice President of Finance and the secretary will be elected by the Board. In addition, on the recommendation of the President, the Board shall elect an assistant secretary to assist the secretary in the performance of his/her duties.

The chairperson of the board is responsible for:

1. presiding at meetings of the Board of Trustees
2. calling special and emergency meetings when required
3. performing duties prescribed by law or as requested by action of the Board of Trustees
4. developing, with the president and the vice-chairperson, preliminary agendas for Board and committee meetings
5. representing the Board of Trustees at various public functions
6. appointing members to established board committees
7. exercising such other duties as may be prescribed by these Bylaws or other rules and procedures adopted by the Board of Trustees.

The vice-chairperson of the board is responsible for:

1. performing the duties of the chairperson in his/her absence
2. developing, with the president and the chairperson, a preliminary agenda for Board and committee meetings
3. performing other functions as requested by the board or as prescribed by law, these Bylaws or other rules and procedures adopted by the board.

The treasurer of the board is responsible for:

1. maintaining custody of cash, securities and assets of the College
2. causing receipt of cash and negotiable securities to be deposited and disbursements properly authorized in accordance with Board Policy and applicable statute
3. ensuring that complete and accurate financial records of the College are maintained
4. presenting the Treasurer's Report at regular Board meetings each month and preparing financial reports as directed by the Board of Trustees
5. performing all acts incident to the position of Treasurer subject to the authority of the Board of Trustees.

The secretary of the board is responsible for:

1. keeping the minutes of meetings of the Board of Trustees
2. providing for notices of meetings as directed and as required by law
3. having charge of the official seal, the minute books and such other books and records as the Board of Trustees may require
4. causing to be open to the examination of any Trustee in the Administration Building of the College, University Center, Michigan, during the usual hours of business, the minutes and such other books and records as the Board of Trustees may require
5. causing to be prepared, and submitted for approval, minutes of meetings of the Board, its committees and subcommittees, and making such minutes available to the public as required by law
6. in the absence of both the Chairperson and Vice Chairperson from any meeting, calling the meeting to order, after which the Board of Trustees shall immediately select a temporary Chairperson from among the Trustees present to preside at such meeting
7. performing all acts incident to the Office of the Secretary, subject to the authority of the Board of Trustees.

## **ARTICLE V - VOTING**

The vote of each trustee will be taken in a manner which publicly reflects his or her intention.

## **ARTICLE VI - MEETINGS**

### *Section 1. Special Meetings of the Board*

Notice of special meetings of the Board of Trustees, including committee meetings, shall be posted by the Secretary or designee at the request of the Chairperson or, in the absence of the Chairperson, the Vice Chairperson, or at the request of any three Trustees. The business which may be transacted at a special meeting shall be limited to the purpose(s) stated in the Notice of Meeting. However, if all members of the Board are present at such special meeting, any other business which the Board, in its sole discretion, determines to be of an urgent or emergency nature or of a routine housekeeping nature, may, with unanimous consent of all members, be transacted at such special meeting.

### *Section 2. Notice of Meetings*

Notice of meetings shall be posted and otherwise provided in accordance with the requirements of the Michigan Open Meetings Act.

No notice to Trustees of an organizational meeting other than required by statute, or of regular or special meetings, shall be required.

### *Section 3. Place of Meetings*

All regular and special meetings of the Board of Trustees shall be held at the Administration Building of Delta College, University Center, Michigan, except that any given meeting may be held at some other appropriate place as the Board of Trustees may designate. Notice of such place shall be given to each Trustee and to the public as required by law.

All meeting places shall be accessible to the public.

### *Section 4. Closed Meetings*

Closed meetings may be called in accordance with the provisions of the Open Meetings Act.

### *Section 5. Meetings Open to the Public*

All meetings of the Board of Trustees, except closed sessions called in conformity with law, shall be open to the public, as required by Michigan law.

*Section 6. Public Comments at Board Meetings*

1. Public comments shall be permitted at the beginning of each Board Meeting.
2. Speakers shall give their name and may state their residency (or may indicate title, if they are a Delta College Employee) at the outset of their remarks.
3. Speakers' comments shall be limited to five minutes unless the time is increased or decreased for all speakers by vote of the Board.
4. Speakers' comments should be germane to the proposed action or to the operation of the College.

**ARTICLE VII - COMMITTEES**

1. The Chairperson shall have the power to appoint Trustees to Board established committees consisting of trustees, persons not trustees, or a combination thereof, as necessary for the purpose of studying, investigating, and giving advice to the Board upon any matter within the scope of the business and activities of the College. The Board of Trustees may not, however, delegate to any such committee any of the powers, duties or responsibilities conferred by law upon the Board of Trustees as a whole and may not delegate to any committee member not a trustee any of the powers, duties or responsibilities of a trustee.

The special meeting shall be scheduled within a reasonable time period based on the purpose of the meeting.

2. All meetings of all Committees appointed by the Chairperson, including meetings of Subcommittees and the Committee of the Whole, shall be held as special meetings in accordance with Article VI.

**ARTICLE VIII - RULES OF ORDER**

All business of the board shall be conducted in accordance with the most recent version of Robert's Rules of Order Revised ("Rules"), as modified by its provisions relating to procedure for small boards, except that motions must be seconded. Each trustee shall be provided a copy of the Rules.

**ARTICLE IX - ADMINISTRATION**

The Board of Trustees shall:

1. Delegate to the president of the college the board's authority to:
  - select and employ personnel of the college
  - pay claims and demands against the college
  - purchase, lease, or otherwise acquire personal property for the college subject to the policies adopted by the Board
  - invest college funds as per Board adopted investment policy and applicable statutes



- accept contributions, capital grants, gifts, donations, services, or other financial assistance from any public or private entity
- delegate to appropriate persons the President’s authority
- receive and respond to FOIA appeals in accordance with the Freedom of Information Act, MLC 15.231 et seq.

2. Evaluate the president annually.

## **ARTICLE X - FISCAL AFFAIRS**

### *Section 1. Budget*

The board shall adopt a working budget for the ensuing fiscal year prior to July 1, but shall be provided an estimate of the amount of taxes or appropriation deemed necessary for the ensuing fiscal year for the purposes of expenditures authorized by law as with in the power of the Board before the 3<sup>rd</sup> Monday in April.

### *Section 2. Accounting Procedures and Reports*

The administration shall be charged with the responsibility of following accepted accounting procedures as established by the Michigan Department of Education and the administration shall provide the board with fiscal reports as the board, from time to time, may require.

### *Section 3. Audits*

The board shall designate a firm of certified public accountants to conduct an annual financial audit each year, and at such other times as the board may determine.

### *Section 4. College Endowment Funds*

1. College endowment funds may be invested and reinvested in accordance with law and the Delta College Endowment Fund Investment Policy as approved by the Board of Trustees.
2. The College Treasurer shall make reports on a quarterly basis to the Board of Trustees on the status of endowment funds.

### *Section 5. Board Approval of College Purchases*

Any single purchase order for goods or services by the College of \$50,000 or more, whether single items or that aggregate to that amount, will be reported to the Board at the meeting immediately following the purchase.

Any single purchase order for goods or services by the College of \$100,000 or more, whether single items or that aggregate to that amount, will be approved by the Board prior to commitment to purchase being made by any College employee. Purchase orders which are periodically renewed, or

Board of Trustees – Bylaws – Approved October 20, 2009

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repetitive purchases which were initially approved by the Board, will only be reported to the Board at the time of renewal, rather than requiring additional Board approval.

#### *Section 6. Checks and Bond for Faithful Performance*

All checks or demands for money of the College shall be signed by such office or officers or such other person or persons as the Board of Trustees may from time to time designate.

### **ARTICLE XI - BYLAWS**

#### *Section 1. Alteration, Amendment, and Addition of Bylaws*

The bylaws may be altered, amended, or repealed and new bylaws adopted by the Board of Trustees, provided that any such change shall be presented for action at any meeting only after the proposed change has been presented as an agenda item at a prior meeting of the board or the proposed change has been distributed to all members of the board at the prior Board Meeting or at least 28 days in advance of voting on the bylaw(s) under discussion.

#### *Section 2. Review of Bylaws*

The Board of Trustees shall review these bylaws at least every three years and update as required.

#### *Section 3. Temporary Suspension of the Bylaws*

Should extenuating circumstances, as determined by the Board arise, the Board may, by a 2/3 vote of the entire membership of the board, suspend the Bylaws.

### **ARTICLE XII - SEAL**

The Board of Trustees shall by resolution adopt an official seal for the College.

### **ARTICLE XIII - INDEMNIFICATION**

Whenever a claim is made or a civil action is commenced against a trustee or former trustee for injuries to persons or property caused by negligence of the trustee while in the course of actions on behalf of the College and while acting within the scope of his or her authority, Delta College may pay for, engage, or furnish the services of an attorney to advise the trustee as to the claim and to appear for and represent the trustee in the action. The College may compromise, settle, and pay the claim before or after the commencement of a civil action. Whenever a judgment for damages is awarded against a trustee or former trustee as a result of a civil action for personal injuries or property damage caused by the trustee while in the course of actions on behalf of the College and while acting within the scope of his or her authority, the College may indemnify the trustee or pay, settle, or compromise the judgment.

When a criminal action is commenced against a trustee or former trustee based upon the conduct of the trustee in the course of actions on behalf of the College, if the trustee had a reasonable basis for believing that he or she was acting within the scope of his or her authority at the time of the alleged conduct, the College may pay for, engage, or furnish the services of an attorney to advise the trustee as to the action, and to appear for and represent the officer or employee in the action.

In order to be, or to continue to be, eligible for representation and all other support as described in the foregoing two paragraphs, the trustee must provide timely notice of any action, claim or proceeding and must fully and completely cooperate with the College in defending the action, claim or proceeding. No representation, indemnification or other support will be provided in the case of a breach of duty of loyalty to the College, an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, a transaction from which the trustee derives an improper personal benefit, or an act or omission that is grossly negligent.

The decision whether representation or indemnification shall be extended in a particular case shall be made by members of the board who are not the subject of the action, suit or proceeding concerning which indemnity may be given. If these non-conflicted members do not constitute a quorum, then the Board shall refer the question to outside counsel selected by the Board. This counsel shall not be involved in the action, suit or proceeding. Upon a recommendation by outside counsel, the Board may take action.

#### **ARTICLE XIV - BOARD OPERATING STANDARDS AND PROCEDURES**

The Board may adopt from time to time such operating standards and procedures as a majority of the members elect may determine are necessary and proper. Such standards and procedures shall include a conflict of interest policy and annual questionnaire, and procedures for reimbursement of expenses of the board members that pertain to college business or trustee development.