

BYLAWS
OF
THE TRUSTEES
OF
GUILFORD TECHNICAL COMMUNITY COLLEGE

(Adopted June 21, 2007)
(Revised August 28, 2008)

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ARTICLE I

Definitions

Section 1. Definitions. In these Bylaws, the following terms have the following meanings:

- (a) "Act" means Chapter 115D of the North Carolina General Statutes, as amended from time to time.
- (b) "Board" or "Board of Trustees" means The Trustees of Guilford Technical Community College, a body corporate established under the Act, and is sometimes referred to herein as the "College."
- (c) "President" means the person appointed by the Board of Trustees to act as chief administrative officer of the College.
- (d) "State Board" means the State Board of Community Colleges established by the Act.
- (e) "Trustee" means a member of the Board of Trustees.

ARTICLE II

Board of Trustees

Section 1. Membership. The members of the Board of Trustees shall be selected from time to time as provided in §115D-12 of the Act, and shall serve for terms of four years or as otherwise provided by law. The president of the Student Government Association shall serve as an *ex officio*, nonvoting member of the Board of Trustees.

Section 2. Powers and Duties. The Board of Trustees shall have all of the powers and duties provided in §115D-20 and other provisions of the Act, such other powers as are delegated to it by the State Board and such other powers as are necessary or incidental to the exercise of such specified powers. The Board of Trustees shall exercise its control of the College through the President. The Board of Trustees shall collectively formulate policy and leave policy administration to the President and the College staff.

Section 3. Removal and Vacancies. Members of the Board of Trustees may be removed as provided in §115D-19 of the Act. The Board of Trustees may declare vacant the office of any Trustee who does not attend three consecutive, scheduled meetings without justifiable excuse. The Board of Trustees may also declare vacant the office of a Trustee who, without justifiable excuse, does not participate within six months of appointment in a trustee orientation and education session sponsored by the North Carolina Association of Community College Trustees. The Board of Trustees shall notify the appropriate appointing authority of any vacancy, however occurring. Vacancies, however arising, shall be filled as provided in Section 115D-12 of the Act.

Section 4. Compensation and Expenses. Members of the Board of Trustees shall not be compensated for services they render as Trustees, but shall be entitled to receive reimbursement, according to the regulations adopted by the State Board, for the reasonable cost of travel, meals and lodging while performing their duties as Trustees.

Section 5. Office of Record. The Board of Trustees' office of record shall be maintained in the office of the President in Medlin Campus Center on the Jamestown Campus of the College unless the Board of Trustees otherwise elects.

Section 6. Indemnification. The Board of Trustees may, in its sole discretion, indemnify and hold harmless its current and former Trustees, President, other officers of the College, members of the staff and other employees of the College against liability and expenses, including reasonable attorneys' fees, arising out of their status or activities in any such capacity provided such liability and expenses do not arise by reason of actions that at the time taken were clearly in conflict with the best interests of the College.

ARTICLE III

Meetings of the Board of Trustees

Section 1. Regular Meetings. Regular meetings of the Board of Trustees shall be held at least once every three months in accordance with a schedule of regular meetings that the Board of Trustees shall adopt from time to time. Work sessions (sometimes called "retreats") of the Board of Trustees shall be deemed regular meetings of the Board of Trustees and included in the schedule of regular meetings. Regular meetings may be held within or outside Guilford County as the Board of Trustees directs. The schedule of regular meetings adopted by the Board of Trustees shall be kept on file with the Secretary and in the office of the President, as required by General Statutes §143.318.12(a).

Section 2. Notice of Regular Meetings. Notice of regular meetings of the Board of Trustees shall be given as the Board of Trustees may direct. The place of all regular meetings of the Board shall be the Evon and Willard Dean Board Room in Medlin Campus Center on the Jamestown Campus of the College, unless the notice of the meeting shall otherwise specify. If the Board of Trustees holds any meeting at any time or place other than a time or place shown on the schedule of regular meetings provided for in Section 1 of this Article III, public notice of the time and place of such meeting shall be given as provided in General Statutes §143-318.12(b). Unless the Board of Trustees otherwise directs, notices of regular meetings of the Board of Trustees need not describe the purpose of the meetings.

Section 3. Special Meetings. Special meetings of the Board of Trustees may be held at any date, time and place within Guilford County upon the call of the Chairman of the Board of Trustees or the President of the College. Special meetings of the Board of Trustees may be held outside Guilford County only if approved by the Board of Trustees.

Section 4. Notice of Special Meetings. The person or persons calling a special meeting of the Board of Trustees shall, at least forty-eight (48) hours before the meeting, give or cause to be given to the Trustees notice of the date, time and place thereof by any usual means of oral or written communication, including without limitation, in person, by telephone, facsimile transmission, mail, electronic mail or other form of wire or wireless communication. Notice of a special meeting given by mail shall be effective only if mailed at least four (4) days before the date of the meeting. Unless the Board of Trustees otherwise directs, notices of special meetings of the Board of Trustees need not describe the purpose of the meetings. Notices of special meetings shall also be given in accordance with General Statutes §143-318.12(b).

Section 5. Emergency Meetings. Emergency meetings of the Board of Trustees may be held at any date, time and place within Guilford County upon the call of the Chairman of the Board or the President of the College provided that public notice of such emergency meetings is given in accordance with General Statutes §143-318.12(b).

Section 6. Notice of Emergency Meetings. Notice of emergency meetings of the Board of Trustees may be given in person, by telephone, facsimile transmission, electronic mail or other form of wire or wireless communication. Unless the Board of Trustees otherwise directs, notices of emergency meetings of the Board of Trustees need not describe the purpose of the meetings.

Section 7. Adjourned Meetings. Notice of an adjourned meeting of the Board of Trustees need not be given if the date, time and place are fixed at the adjourned meeting and if the period of adjournment does not exceed ten (10) days in any one adjournment.

Section 8. Waiver of Notice. A Trustee may waive any notice required by these Bylaws or the Board of Trustees before or after the date and time stated in the notice. The waiver must be in writing, signed by the Trustee entitled to the notice and filed with the records of the Board of Trustees, except that a Trustee's attendance at or participation in a meeting waives any required notice of the meeting to the Trustee, unless the Trustee at the beginning of the meeting (or promptly upon the Trustee's arrival) objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Quorum. A majority of the Trustees then holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

Section 10. Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Roberts Rules of Order shall apply at meetings of the Board of Trustees unless the Board of Trustees otherwise elects to act.

Section 11. Presumption of Assent. A Trustee who is present at a meeting of the Board of Trustees when action is taken shall be deemed to have assented to the action taken unless the Trustee objects at the beginning of the meeting (or promptly upon the Trustee's arrival) to holding the meeting or transacting business at the meeting, or unless the Trustee's dissent or abstention from the action shall be entered into the minutes of the meeting or unless the Trustee shall file written notice of dissent or abstention to such action with the presiding officer of the meeting before the adjournment thereof or with the Secretary promptly after adjournment of the meeting. Such right of dissent or abstention shall not apply to a Trustee who voted in favor of the action taken.

Section 12. Participation other than in Person. The Board of Trustees may permit any, but not all, Trustees to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating and all other persons attending the meeting may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 13. Open Meetings Law. All meetings of the Board of Trustees and its committees shall be conducted in compliance with the applicable provisions of Chapter 143, Article 33C, of the North Carolina General Statutes.

ARTICLE IV

Officers of the Board of Trustees

Section 1. Officers of the Board. The officers of the Board of Trustees shall consist of a Chair, a Vice-Chair and a Secretary, who shall be elected by the Board of Trustees from its members prior to and effective as

of July 1 of each year or at such other time as the Board of Trustees may determine. The Board of Trustees may also appoint a Recording Secretary who need not be a member of the Board of Trustees and shall not be deemed an officer of the Board of Trustees. The Board of Trustees may also elect such other officers of the Board of Trustees as it deems necessary or desirable from time to time.

Section 2. Terms. All officers of the Board of Trustees shall be elected for terms of one year, and may serve in any one office for a maximum of three (3) consecutive years. Any officer who holds a particular office for the maximum number of three (3) consecutive years shall be eligible to hold the same office again after a period of one (1) year has elapsed. Unless otherwise directed by the Board of Trustees, there shall be no limit on the time a Recording Secretary may serve in that capacity.

Section 3. Election. The Chair of the Board of Trustees shall appoint a nominating committee to prepare and submit to the Board of Trustees a list of nominees as officers of the Board of Trustees not later than April 30 of each year. The officers of the Board of Trustees shall serve from the time of their election until the following June 30 or until such later date as their successors are elected.

Section 4. Vacancies in Offices. If any officer of the Board of Trustees resigns or otherwise ceases to serve as an officer, the Board of Trustees may fill the vacancy. The Board of Trustees may also remove an officer at any time, with or without cause.

Section 5. Chair. The Chair shall preside at all meetings of the Board of Trustees and the Executive Committee, and shall appoint the members of each committee except the Executive Committee, and shall serve as an *ex-officio*, voting member of each committee of the Board of Trustees. The Chair shall also perform all other functions delegated to the Chair by the Board of Trustees.

Section 6. Vice-Chair. The Vice-Chair of the Board shall preside at all meetings of the Board of Trustees and the Executive Committee in the absence of the Chair, and shall perform all functions of the Chair during the absence or disability of the Chair. The Vice-Chair shall also discharge such other functions as are delegated to the Vice-Chair by the Board of Trustees or the Chair.

Section 7. Secretary. The Secretary shall oversee the keeping and attest to the accuracy of minutes of meetings of the Board of Trustees, the Executive Committee and other committees of the Board of Trustees, and shall maintain all official records and documents of the Board of Trustees and its committees at the office of the President or such other place on the Jamestown Campus of the College as the Board of Trustees may direct.

Section 8. Recording Secretary. The Recording Secretary shall, subject to the supervision of the Secretary, keep minutes and maintain records of all meetings and actions of the Board of Trustees, the Executive Committee and other committees of the Board of Trustees. The Recording Secretary shall also perform such other functions and duties as may be assigned by the Board of Trustees, the Chair, the President or the Secretary from time to time.

Section 9. President of the College. (a) Though he or she shall not be an officer of the Board of Trustees, the Board of Trustees shall elect from time to time, subject to approval of the State Board, a President of the College, who shall be the chief administrative officer of the College, shall perform such duties and functions as may be assigned to him or her from time to time by the Board of Trustees and shall have full authority and responsibility for the administration, management, operation and development of the College under policies, rules and regulations adopted by the Board of Trustees and within budgets approved by the Board of Trustees. The Board of Trustees shall annually evaluate the President. The President shall serve at the pleasure of the Board of Trustees according to the terms of his contract of employment with the Board of Trustees. The President shall attend and participate in, without the right to vote, all meetings of the Board of Trustees, except where his absence is requested or required by a majority of the Trustees in attendance at such meetings.

(b) The President may designate or employ from time to time, subject to supervision by the Board of Trustees, such vice presidents and other personnel of the College as the President may deem necessary or desirable for the proper administration, management, operation and development of the College. Such persons shall not be officers of the Board of Trustees.

Section 10. Execution of Contracts, Etc. The Chair of the Board of Trustees, any other officer of the Board of Trustees, any Trustee, the President or any other person designated by the Board of Trustees or by any committee of the Board of Trustees acting on the authority of the Board of Trustees, may execute contracts and other documents on the authority of and by and in the name of the Board of Trustees.

ARTICLE V

Committees of the Board of Trustees

Section 1. Committees. Unless the Board of Trustees shall otherwise direct, there shall be five (5) standing committees of the Board of Trustees, to wit, the Executive Committee, the Finance Committee, the Facilities Committee, the Personnel and Policy Committee and the Curriculum Committee. The Board of Trustees may also establish such other standing committees and such *ad hoc* committees as it deems necessary or desirable from time to time. The Chair of the Board of Trustees shall appoint members of all standing committees (except the Executive Committee) and other committees at least annually, and may designate the chair of such committees or leave it to the committees to elect their chair. Unless the committee otherwise directs, the President and his designee(s) may attend meetings of each committee.

Each committee shall have two or more members, who shall be appointed by the Chair of the Board of Trustees and shall serve at the pleasure of the Board of Trustees. The provisions of these Bylaws that govern meetings, notice, quorum and voting requirements of the Board of Trustees shall also apply to such committees and their members. If authorized by the Board of Trustees, each committee may exercise the authority of the Board of Trustees as specified by the Board of Trustees from time to time, except as to the following matters, which are excepted from the authority of any committee and reserved to the Board of Trustees:

- (1) Appointment, compensation and termination of the President.
- (2) Election of officers of the Board of Trustees.
- (3) Amendment of these Bylaws.
- (4) Indemnification pursuant to Article II, Section 6, of these Bylaws.

The Board of Trustees may also establish and appoint committees, whether of Trustees or others, who shall not have the authority to act for the Board of Trustees.

Section 2. Executive Committee. The Board of Trustees shall appoint an Executive Committee of the Board of Trustees consisting of the Chair of the Board, the Vice-Chair of the Board, the Secretary, the immediate past Chair of the Board and such other members of the Board, if any, as may be determined by the Board of Trustees. The Chair of the Board of Trustees shall serve as Chair of the Executive Committee.

The responsibilities of the Executive Committee shall include exercising all of the powers, duties, privileges and prerogatives of the Board of Trustees during intervals between meetings of the Board of Trustees (a) with respect to those matters the Board of Trustees authorizes the Executive Committee to act for the Board of Trustees and (b) with respect to all those other matters the Executive Committee determines require action before the next regular meeting of the Board of Trustees and when a special or emergency meeting of the Board of Trustees is not feasible under the circumstances, except for the matters set forth in this Article V, Section 1, above, that are

reserved to the Board of Trustees. All actions of the Executive Committee taken in accordance with this Section 2 shall be reported to the Board of Trustees by the Chair of the Board of Trustees or another member of the Executive Committee at the next regular or special meeting of the Board of Trustees, and the action of the Executive Committee thus taken shall be the action of the Board of Trustees and shall be final. The Executive Committee shall meet at the call of the Chair of the Board of Trustees or the President. Other members of the Board of Trustees may attend meetings of the Executive Committee, but only members of the Executive Committee shall be entitled to vote at such meetings.

Section 3. Authority of Committees. If the Board of Trustees authorizes a committee other than the Executive Committee to act on a matter referred to the committee on behalf of the Board of Trustees, the Chair of the committee shall report at the next regular or special meeting of the Board of Trustees on the action taken by the committee, and the action of the committee thus taken shall be the action of the Board of Trustees and shall be final. If the Board of Trustees does not authorize a committee to act on a matter on behalf of the Board of Trustees, any committee action shall be reported to the Board of Trustees as a recommendation for consideration and action by the Board of Trustees. Each *ad hoc* committee shall cease to exist upon presentation of its final report.

Section 4. Finance Committee. The Finance Committee shall consist of not less than four (4) members of the Board of Trustees. The Finance Committee shall monitor and supervise the College's fiscal affairs and recommend fiscal policy to the Board of Trustees and the College's senior staff. The Finance Committee shall also review and recommend for Board approval annual budgets, financial reports of expenditures and audit reports, and perform such other responsibilities as may be assigned by the Board of Trustees. If authorized by the Board of Trustees, the Finance Committee may approve annual budgets for the Board of Trustees. The Finance Committee shall also designate from time to time persons having authority to sign checks and other orders for the payment of funds of the College. The Chair of the Finance Committee or his or her designated member of the Finance Committee shall attend exit conferences with State financial auditors.

Section 5. Facilities Committee. The Facilities Committee shall consist of not less than four (4) members of the Board of Trustees, and shall monitor and supervise all matters affecting the College's facilities and plan improvements and enhancements to such facilities and recommend facilities policy to the Board of Trustees and the College's senior staff. The Facilities Committee shall have the power to approve designers and award bids for major construction projects.

Section 6. Curriculum Committee. The Curriculum Committee shall consist of not less than four (4) members of the Board of Trustees, and shall monitor and supervise the College's curriculum, curriculum changes, student life, student affairs and all matters related thereto. The Curriculum Committee shall also approve, modify or discontinue curriculum programs.

Section 7. Personnel and Policy Committee. The Personnel and Policy Committee shall consist of not less than four (4) members of the Board of Trustees, and shall monitor the appointment of all instructional, administrative and non-teaching staff members, personnel policies and the annual evaluation of the President. The Personnel and Policy Committee shall also recommend to the Board of Trustees changes in the Management Manual of the Board of Trustees.

ARTICLE VI

Policies and Regulations

Section 1. General Provisions. The Board of Trustees may adopt and amend such policies, rules and regulations for the operation of the College as may be authorized by law and as may be required in the judgment of the Trustees for the effective discharge of the Board of Trustees' duties and responsibilities and the effective operation of the College.

Section 2. Notification and Publication. The President shall be responsible for providing each member of the Board of Trustees, employees of the College, students and the general public access to these Bylaws and all policies, rules and regulations of the College. Such documents shall also be available for public inspection by interested persons at reasonable times during regular business hours of the College as required by law.

Section 3. Conflicting Authority. In the event of conflict between these Bylaws, the College's charter or the laws of the State of North Carolina, the laws of the State of North Carolina shall have primary precedence, and the charter of the College shall have secondary preference.

ARTICLE VII

Adoption and Amendments

Section 1. Adoption. These Bylaws shall be deemed adopted upon the affirmative vote of a majority of all Trustees then serving on the Board of Trustees. The adoption of these Bylaws shall repeal all bylaws formerly adopted by any Board of Trustees.

Section 2. Amendments. Amendments of these Bylaws may be proposed at any meeting of the Board of Trustees. Such proposed amendments shall be referred to the Personnel and Policy Committee for review and presentation at a subsequent meeting of the Board of Trustees. Amendments shall be effective upon the affirmative vote of a majority of all Trustees then serving on the Board of Trustees. The Secretary shall maintain a record of all amendments of these Bylaws.

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