



**BYLAWS
OF
THE BOARD OF TRUSTEES
OF
HOCKING TECHNICAL COLLEGE**

**Updated by Resolution 2017-04
at the
December 13, 2016 Regular Meeting**

ARTICLE I

Legal Basis and Authority

Hocking Technical College originally was chartered as Tri-County technical Institute on September 19, 1969. Its name was changed from Tri-County Technical Institute to Hocking Technical College of February 18, 1972. The Charter gave ownership of Hocking Technical College to the Board of Trustees of the College (Ohio Revised Code Section 33.57.12).

Definitions

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

- a) "Board" or "Board of Trustees" means the Board of Trustees of Hocking Technical College.
- b) "President" means the person appointed by the Board of Trustees to act as the executive officer of the College.
- c) Ohio Department of Higher Education (formerly Ohio Board of Regents).
- d) "Trustee" means a member of the Board of Trustees of Hocking Technical College.
- e) "College" means Hocking Technical College, aka Hocking College.
- f) "Caucus" means the caucus of the presidents of each of the boards of education of public school districts, the territories of which are embraced with the Hocking technical College's technical College District. ("Board of Education" shall include public school districts and education service centers.)

- g) "Technical College District" means the geographic area included within the Counties of Athens, Hocking, and Perry.
- h) "School District" means a public school district.
- i) "Chancellor" means the executive officer of the Ohio Department of Higher Education.

Article II

Board of Trustees

- Section 1. Membership.** The members of the Board of Trustees of the College shall be nine (9) in number, three (3) to be appointed by the Governor of the State of Ohio and six (6) to be appointed by the Caucus, each for a term of three (3) years. A Trustee may serve an unlimited number of consecutive terms. Appointees shall be qualified electors residing within the Technical College and shall not be employees of the College or have been a college employee within the prior five (5) years. Each Trustee shall hold office from the date of appointment until the end of the appointed term; provided, however, that any Trustee shall continue in office subsequent to the expiration of his or her term until a successor takes office, or until a period of sixty (60) days has elapsed, whichever occurs first. The term of the office for those appointed by the Caucus shall be September 1 through August 31 with no more than two (2) Trustees having an expiring term in any year. The Caucus will be called into session by the president of the largest School District in the Technical College District.
- Section 2. Vacancy on the Board.** All vacancies in the Board of Trustees, whether caused by resignation, death, expiration of the appointed term, or otherwise, are to be filled by the authority who made the original appointment. Any Trustee appointed to fill a vacancy occurring prior to the expiration of the term for which the Trustee's predecessor was appointed shall hold office for the remainder of that term.
- Section 3. Powers and Duties.** The Board of Trustees shall have the power and duties delegated to it by the State of Ohio and the Ohio Department of Higher Education and such other powers as are necessary or incidental to exercise such specified powers. The Board of Trustees shall collectively formulate policy and delegate policy administration to the President of the College.
- a) The Board shall establish the basic qualification for, and shall appoint, a President of the College for such term and under such conditions as the Board may fix.
 - b) The Board delegates to the President the authority to employ personnel needed to operate the College and all auxiliary operations. The Board reserves the duty to appoint the College Chief Financial Officer (CFO) upon recommendation of the President.

- c) The Board will hold title to all real and personal property of the College.
- d) The Board may purchase and hold title to land, easements or rights of way which shall be necessary for proper operation of the College.
- e) The Board may sell, exchange, transfer or lease property, real or personal, owned by the Board.
- f) The Board may enter into contracts and delegates to the President the authority to enter contracts in the normal operation of the College.
- g) The Board may apply standards and requirements for admission and graduation of students that are not in conflict with standards and requirements of the Ohio Department of Higher Education and The Higher Learning Commission.
- h) The Board may institute and defend legal actions and suits.
- i) The Board shall approve an annual budget.
- j) The Board shall designate as official depository or depositories of the College, from a list of acceptable institutions provided by the chief financial officer of the College, one or more banks, savings and loan associations and/or trust companies.
- k) The Board shall adopt and give oversight to policies as may be authorized by law and may be required for effective and safe operation of the College.
- l) The Board shall establish and deactivate programs of instruction upon the recommendation of the President and approval from the Ohio Department of Higher Education.
- m) The Board shall require the execution of such studies as are necessary to ensure the services of the College are kept current with the needs in the Technical College District.
- n) The Board shall ensure facilities are maintained in an acceptable manner and are insured to the extent of insurable value against loss by fire and other perils.
- o) The Board shall exercise its governance of the College through the President.
- p) The Board shall conduct an annual evaluation of the President and conduct an annual Board self-evaluation.

Section 4. Conflicts of Interest. Any Trustee, officer, employee or committee member having interest in a contract or other transaction presented to the Board of Trustees, or a Committee thereof, for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or

committee prior to its taking action on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote, nor use personal influence, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining the existence of a quorum at the meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 5. **Meeting Attendance.** Pursuant to Ohio Revised Code Section 3.17, in order to remain in the position, a Trustee must be in attendance at a minimum of three-fifths of regular, special, and emergency meetings of the Board of Trustees during any two year period during the Trustee's term.

Section 6. **Compensation and Expenses.** Members of the Board of Trustees shall not be compensated for services they render s Trustees, but shall be entitled to receive reimbursement for reasonable costs of travel, meals and lodging while performing their duties as Trustees.

Section 7. **Office of Record.** The "Office of Record" and the permanent principal place of business of the Board of Trustees shall be the President's office, located at Hocking Technical College, 3301 Hocking Parkway, Nelsonville, OH 45764.

ARTICLE III

Officers of the Board

Section 1. **Officers of the Board.** Officers of the Board shall be a Chair, a Vice-Chair and a Secretary. Each officer shall be elected to a one (1) year term by the Board of Trustees at its annual organizational meeting held at the regular October meeting of the Board or at its next occurring meeting thereafter. The Secretary of the Board may be a person other than a Trustee.

Section 2. **Terms of Office.** All officers of the Board shall be elected for terms of one (1) year and may be re-elected at the end of each term.

Section 3. **Chair.** The Chair shall preside at all meetings of the Board, and unless otherwise directed by the Board, shall have the authority to appoint members of and fill vacancies on all standing and other committees. The Board Chair shall appoint a chair of each standing committee. Subject to these Bylaws, he or she shall fix the date and time of all regular, special, and emergency meetings, and perform such other duties as may be pertinent to the office of the Chair.

Section 4. **Vice-Chair.** The vice-Chair, in the absence or incapacity of the Chair, shall temporarily assume the duties and obligations of the Chair.

Section 5. **Secretary.** The Secretary shall keep minutes of all Board meetings and shall promptly distribute copies to all Board members. He or she shall be responsible for the orderly preservation of all records pertaining to Board business, and shall perform all other duties usual to the office or imposed by the Chair or by Board action.

Section 6. **Treasurer.** The Board shall comply with the provisions of Ohio Revised Code Section 3357.10 and shall elect a Treasurer, who is not a member of the Board, to serve at the Board's pleasure. At its annual organizational meeting held at the regular October Board meeting, or at its occurring meeting thereafter, the Board may elect a new Treasurer, or the Board may re-elect the then-serving Treasurer, to serve as Treasurer until the Board next takes action to elect a Treasurer. At the conclusion of the service by a Treasurer, the Treasurer shall comply, and the Board shall ensure compliance with the provisions of Ohio Revised Code Section 3357.10(A) regarding the delivery by the then-serving Treasurer to the Board, or to the Treasurer's successor, all moneys, books, papers, and other property of the College in the then-serving Treasurer's possession.

Section 7. **President of the College.** The President of the College shall not be elected as an officer of the Board; he/she is the chief executive officer of the College.

- a) Subject to the conditions of his/her appointment by the Board of Trustees and the grant of authority approved by the Board of Trustees, the President is charged with the responsibility and the authority for the operation of the College and auxiliary operations pursuant to state and federal laws, rules and regulations and policies of the Board of Trustees.
- b) The President shall attend and participate in, without a vote, all meetings of the Board of Trustees except when his/her absence is expressly approved by the Chair of the Board.
- c) The President shall present recommended policies to the Board of Trustees.
- d) The President shall recommend all educational programs and support services he/she deem to be needed by the College. Such recommendations must be financially feasible and not in conflict with standards and requirements of the Ohio Department of Higher Education and the Chancellor, and the Higher Learning Commission.
- e) The President shall advise the Board of Trustees of the need for planning, modifying and constructing physical facilities.
- f) The President shall advise the Board of Trustees of the financial needs of the College and shall be directly involved in fundraising by the College to complement such needs.
- g) The President is responsible for the establishment of the organization of the College.

- h) The President is responsible for other duties as assigned by the Board of Trustees.

ARTICLE IV

Meetings of the Board of Trustees

Section 1. Regular Meetings. There shall be five (5) Regular meetings per year, in addition to the October organizational meeting, that shall be scheduled each year. The meetings shall be held in accordance with Ohio open meetings law. Committees of the Board shall include the following standing committees. Ad Hoc Committees may be formed by the Board Chair from time to time to address matters not otherwise addressed in a standing committee.

- a) Standing Committees of the Board, consisting of no fewer than two (2) members each chair shall be appointed annually by the Chairperson of the Board, and each Standing Committee shall consider, report and make recommendations for action by the Board on the various policy and action matters enumerated below as follows:
- 1) Budget and Finance Committee
 - 2) Academic and Student Affairs Committee
 - 3) Facilities Management
 - 4) Human Resources

The Board Chair will designate a Chair for each Standing Committee.

The Executive Committee shall be made up of the Chair of the Board, Vice Chair and Chair of the Finance Committee, and have broad powers to act in all matters not deemed by the Chairperson of the Board and the President of the College as of importance to command the immediate attention of the entire Board. All actions of the Executive Committee shall be subject to approval by the Board, except those wherein the Board has delegated to the Executive Committee or the President full power to act for the Board.

The Executive Committee's authority is derived from the authority of the entire board. The Executive Committee serves as a sounding board for management on emerging issues, problems, and initiatives and shall have the authority to consult with the President on all matters including but not limited to the appointment of executive and Board officers, general governance policies and procedures, appointment of future trustees, and business not specifically assigned to another Standing Committee, although the Executive Committee may engage in any discussion with the President that is critical to the mission of the College, the Board and decision makers for the College.

The Budget and Finance Committee is a standing committee composed of members of the Board charged with advising the Board concerning the financial affairs of the college. The Budget and Finance Committee recommends an annual budget and an outside auditor to the Board,

recommends financial and other policies, assesses the financial impact of all policies and activities on the College, monitors College investments, and undertakes other appropriate projects as requested. This Committee also functions as the Audit Committee.

The Academic and Student Affairs Committee oversees all activities that support the academic mission of the College. It includes oversight of accreditations, articulation of the academic mission of the College, enhancing the quality of the academic programs, fostering faculty and student development and success. Oversees the success of recruitment, retention and completion of students.

The Facilities Committee broadly oversees the College's physical assets, its land, buildings, equipment and technology infrastructure. More specifically, to maintain the adequacy and condition of capital assets.

Human Resources Management Committee oversees the College's human capital in terms of compensation and benefits, recruitment, retention, discipline and termination of employees. Oversees the Board and Presidential evaluation and the compliance with Federal and State Laws and regulations concerning wage and hours, appropriate classification of employees and recommendations concerning collective bargaining agreements, disputes and issues.

- b) The Chairperson of the Board and the President or his or her designee shall be ex-officio members of all Standing Committees; however, neither is eligible to serve as a voting member of a Standing Committee in his or her ex-officio capacity.

Section 2. **Special Meetings.** Special meetings of the Board of Trustees may be called by the Chair of the Board. Trustees will be notified by letter, telephone or electronically. The notification will include the date, time, place and purpose of the Meeting. Business will be confined to the advertised purpose. Notification will be sent so as to reach Trustees at least 24 hours prior to the meeting.

Section 3. **Emergency Meetings.** Emergency meetings may be called by the Chair of the Board due to the occurrence of an unforeseen emergency that requires immediate action. Trustees will be notified via telephone or electronically. The notification will include the date, time, place and purpose of the Meeting. The media will be notified in a like manner. Business will be confined to the advertised purpose.

Section 4. **Notice of Regular Meetings.** Notification of regular meetings shall be made as the Board directs. Unless otherwise specified in meeting notices, regularly scheduled meetings will be held on the main campus of the College at 3301 Hocking Parkway, Nelsonville, Ohio 45764.

Section 5. **Quorum.** A majority of the Trustees holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

- Section 6.** **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. Robert's Rules of Order shall apply at meetings of the Board unless the Board otherwise elects to act.
- Section 7.** **Presumption of Assent.** A Trustee who is present at a meeting of the Board when action is taken shall be deemed to have assented to the action taken unless: (a) the Trustee objects at the beginning of the meeting (or promptly upon the arrival of the Trustee) to holding the meeting or transacting business at the meeting, (b) the Trustee's dissent or abstention from the action is entered into the minutes of the meeting, or (c) the Trustee files a 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 8.** **Open Meetings Law.** All meetings of the Board of Trustees and its committees shall be conducted in compliance with the applicable provisions of the Ohio Revised Code and Ohio Administrative Code regarding open meetings.
- Section 9.** **Delegations.** Individuals or delegations may be heard by a committee of the Board of Trustees upon the consent of the Chair of the Board with no less than 10 days notice.
- Section 10.** **Personnel Appeals.** The Board may hear appeals from non-bargaining unit employees and employees reporting directly to the President after due process procedures have been exhausted. Such appeals must be presented to the Chair of the Board.
- Section 11.** **Preparation of the Agenda.** The President of the College and the Chair of the Board will develop the agenda for each meeting of the Board of Trustees. Trustees and others may present items for consideration. If they do so, items must be presented at least fourteen (14) days prior to the meeting. Copies of the Agenda will be sent to Trustees at least five (5) days prior to the meeting. Under emergencies, items may be added to the Agenda.

ARTICLE V

Policies and Procedures

- Section 1.** **Adoption.** Pursuant to Ohio Revised Code Section 3357.06, these Bylaws shall be deemed adopted upon affirmative vote of a majority of all Trustees then holding office on the Board. The adoption of these Bylaws by the Board of Trustees shall repeal all previous Bylaws.
- Section 2.** **Amendments.** Amendments to these Bylaws may be proposed at the regular October meeting of the Board of Trustees. Amendments shall be effective upon the affirmative vote of the majority of all Trustees then serving on the Board at a meeting of the Board of Trustees. The Secretary shall maintain a record of all amendments of these Bylaws.

