

LUZERNE COUNTY COMMUNITY COLLEGE

BY-LAWS
OF THE
BOARD OF TRUSTEES

Adopted October 27, 2009

- Amended September 13, 2010
- Amended February 7, 2012



BY-LAWS

BOARD OF TRUSTEES

LUZERNE COUNTY COMMUNITY COLLEGE

I. NAME OF COLLEGE

The official name of the college shall be LUZERNE COUNTY COMMUNITY COLLEGE (hereinafter referred to as the “Community College”).

II. SPONSORSHIP

The Community College shall be operated and maintained as a community college under the Provisions of 24 P.S. §19-1901-A, *et seq*, as amended, known as the “Community College Act.” The Luzerne County Council, as successor in interest to the Board of Commissioners of Luzerne County, Pennsylvania, is the local sponsor.

III. MISSION STATEMENT

Luzerne County Community College provides excellence in education, fosters student success in achievement of goals, and positively impacts Luzerne County and the surrounding Northeastern Pennsylvania region.

Institutional Goals:

- Provide a foundation of core knowledge and skills
- Develop contributing and culturally competent members of society
- Guide the learner in pursuit of educational and career goals
- Design a quality educational experience accessible for all learners
- Develop partnerships within the community to contribute to the economic, technological and social advancement of the region

IV. DUTIES AND POWERS OF THE BOARD OF TRUSTEES

A Trustee of the Community College shall stand in fiduciary relationship to the Community College, and shall perform his or her duties as a Trustee, including his or her duties as a member of any committee of the Board upon which the Trustee may serve, in

good faith, in a manner the Trustee reasonably believes to be in the best interests of the Community College, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Trustee or officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more officers or employees of the Community College whom the Trustee reasonably believes to be reliable and competent in the matters presented.
2. Counsel, public accountants, or other persons designated by the Community College as to matters duly assigned in accordance with law.
3. A Trustee or Officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. The Community College shall purchase an insurance policy that shall indemnify and hold the Trustees harmless for any and all actions, decisions and duties that are authorized by the Community College and/or the Board of Trustee By-Laws, as more specifically set forth in the policy then in effect.
4. To ensure both effectiveness and transparency of the College's accounting activities, all accounting services should be in the form of Request for Proposal not less frequently than every three years.

The affairs of the Community College shall be administered and supervised by the Board of Trustees, elected by a majority vote of the members of the then applicable governing body of Luzerne County in compliance with the Community College Act.

Subject to the laws, policies, standards, rules and regulations adopted by the Pennsylvania State Board of Education and the Community College Act, the powers and duties of the Board of Trustees shall be:

- To establish policies consistent with the purposes of the Community College, providing for the admission and expulsion of students, the course of instruction, the tuition and fees to be charged and for all other matters related to the government and administration of the Community College;
- To appoint and fix the salary of the President and assess his or her performance on an annual basis;

- To hold, rent, lease, sell, purchase and improve land, buildings, furnishings, equipment, materials, books and supplies;
- To enter into contracts for services with schools, colleges or universities, or with school districts or municipalities, to effectuate the purposes of the Community College and the Community College Act;
- To accept and receive gifts or real and personal property and Federal, State and local monies and grants, and to expend the same;
- To submit to the Pennsylvania State Board of Education for its approval proposed amendments to the community college plan (as defined in the Community College Act);
- To enter into contracts for services to high schools of member districts to provide area vocational-technical education services;
- Approve and adopt an annual budget. The Board of Trustees are the fiduciary representatives of the College and maintain, adopt and approve the annual budget;
- To exercise such other powers and perform such other duties as are necessary to carry into effect the purposes of the Community College Act.
 1. The Board of Trustees shall be appointed by the vote of a majority of the members of the then applicable governing body of Luzerne County or the legally established authority of Luzerne County.
 2. The Board of Trustees shall consist of no less than seven (7) nor more than fifteen (15) persons (such person a “Trustee”). Each Trustee shall be appointed for terms of six (6) years each, except as otherwise provided in the Community College Act. Vacancies on the Board of Trustees shall be filled by the then applicable governing body of Luzerne County for the unexpired terms. In addition to the appointed Trustees a student representative from the College shall be selected by the President of the College. The Student Representative shall have the opportunity to participate in Board of Trustee deliberations and discussions and present his/her views on issues, but shall have no voting rights. The Student Representative may not, however, participate in executive sessions of the Board where personnel and/or legal matters are discussed.
 3. Responsibilities of the Board of Trustees include the establishment of policies governing the operations and management of the Community College. The Board of Trustees shall fulfill the purposes of the

Community College as stated in these By-Laws. It shall be the duty of the Board of Trustees to approve those programs which aim to meet the needs of the residents of Luzerne County.

4. The Chairperson or any member of the Board of Trustees designated by the Chairperson may be chosen as a spokesperson with approval of the Board of Trustees. No Trustee shall represent or conduct business on behalf of the Board of Trustees.
5. The Board of Trustees shall establish a procedure and execute a plan for self-assessment and evaluation of its performance on an annual basis.
6. The President shall be the primary official channel of communication of all College-related matters between the professional staff, non-professional staff and the student body and the Trustees.
7. No Community College Trustee may solicit, accept or receive from a person, firm, corporation or other business or professional organization a gift, gratuity, favor or service that might influence his/her position in the discharge of his/her official duties concerning any Community College business and projects.

V. OFFICERS AND COMMITTEES OF THE BOARD OF TRUSTEES

1. Officers shall not serve more than two consecutive one year terms, other than Officers who are employees of the Community College who shall serve for as long as the Board of Trustees shall determine, with the right of the Board of Trustees to elect a successor to such position at any time. Officers of the Board of Trustees shall consist of the Chairperson, the Vice-Chairperson and the Secretary. The Treasurer may be a Community College officer/employee and need not be a member of the Board of Trustees.
2. Term of Office
 - i. Officers of the Board of Trustees shall be elected each year at the annual June organizational meeting. In the event of a vacancy, the majority vote of the Board of Trustees shall fill the vacant office.
 - ii. The Chairperson shall appoint a nominating committee, which shall recommend a slate of officers to the full Board of Trustees to be considered at the meeting at which the election of officers will be held. The Board of Trustees will be given the opportunity to

submit names not included on the slate either in writing or through a motion from the floor. The process will be governed by Robert's Rules of Order as newly revised.

3. Officers

1. Chairperson

- a. The Chairperson of The Board of Trustees shall have authority to appoint all standing and special committees of the Board of Trustees and to designate chairpersons of such committees.
- b. The Chairperson shall preside at all regular and special meetings of the Board of Trustees.
- c. The Chairperson of the Board of Trustees shall be an ex-officio member of all committees. According to Robert's Rules of Order, as newly revised, the Chairperson shall be entitled to attend the meetings of the Board of Trustees and its Committees.
- d. The Chairperson of the Board of Trustees shall also serve as the Chairperson of the Executive Committee, as described herein.

2. Vice-Chairperson

The Vice-Chairperson shall assume the duties of the Chairperson in his/her absence and any other lawful duties as the Chairperson may delegate.

3. Secretary

The Secretary shall be responsible for overseeing the taking of the minutes at all meetings of the Board of Trustees and properly preparing and submitting copies of such minutes to each member of the Board of Trustees on a timely basis. The Secretary may delegate the duty of the taking of the minutes of the meeting of the Board of Trustees to an employee of the Community College.

4. Treasurer

The Treasurer may or may not be a member of the Board of Trustees. The Treasurer shall perform the duties delegated to him or her including, but not limited to care and custody of all cash, stocks, bonds, mortgages or other securities or investments belonging to the Community College. The Treasurer shall give the financial report at every Board of Trustees' public meeting.

5. Board of Trustees' Committees

All Board Committee members are appointed by the Board Chair, in consultation with the President. Each committee consists of a minimum of three members, exclusive of ex-officio members, with the maximum number for each committee to be determined by the Board. A majority of the members of the committee, exclusive of ex-officio members, constitutes a quorum for the transaction of committee business.

Ad hoc committees may be used to advise the Board concerning specific issues. Such committees may involve representatives of the community in various goal determination processes. Temporary committees are dissolved when the purpose for which they were appointed has been achieved.

- a. Standing Committees shall be appointed at the annual June organizational meeting by the Chairperson of the Board of Trustees.
- b. Standing Committees are responsible for designated Community College activities. All actions proposed by the Standing Committees shall be tentative until they are discussed, approved and ratified by the Board of Trustees.
- c. All meetings and deliberations of any Standing Committee are open to all Trustees, even those who are not assigned to such specific committees, special committees, and temporary committees.
- d. A task force may be appointed by the Chairperson to address specific needs of the Board of Trustees and/or the Community College.

LCCC Board of Trustees Academic Committee

The Academic Committee of the Board is appointed by the Board Chair, as is its chair. This committee reviews all academic matters such as program review and policy development, and makes recommendations to the Board of Trustees on academic matters that require Board action, and provides information to keep the Board informed of the status of the College's academic services.

LCCC Board of Trustees Finance Committee

The Finance Committee of the Board is appointed by the Board Chair, as is its chair. This committee reviews all fiscal matters such as the annual budget and tuition rates, makes recommendations to the Board of Trustees on financial matters that require Board action, and provides information to keep the Board informed of the status of the College's financial services.

LCCC Board of Trustees Human Resources Committee

The Human Resources Committee of the Board is appointed by the Board Chair, as is its chair. This committee reviews all personnel matters such as the presidential evaluation, administrative compensation scale and faculty and staff appointment search processes, makes recommendations to the Board of Trustees on personnel matters that require Board action, and provides information to keep the Board informed of the status of the College's human resources services.

LCCC Board of Trustees Executive Committee

The Executive Committee of the Board is appointed by the Board Chair and includes the Board Chair, who serves as chair of this committee, the Vice Chair and other members. The Executive Committee transacts any business necessary between meetings of the Board of Trustees, and reports all actions to the Board at its next meeting.

6. Executive Committee
 - a. At the annual June organizational meeting, the Chairperson of the Board of Trustees shall appoint an Executive Committee consisting of the Chairperson, Vice Chairperson, Secretary and Chairs of the Standing Committees.

- b. In general, the Executive Committee shall have the responsibility for transacting any lawful business necessary for the best interests of the Community College and for the protection of its rights and property between meetings of the Board of Trustees. It shall not be the responsibility of the Executive Committee to set policies on behalf of the Board of Trustees. The specific powers and duties of the Executive Committee shall be determined from time to time by the Board of Trustees. All actions of the Executive Committee shall be reported in writing to the Board of Trustees at its next meeting.
- c. The Chairperson of the Board of Trustees shall also serve as the Chairperson of the Executive Committee.

VI. LIABILITY AND INDEMNIFICATION

A Trustee shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (a) the Trustee has breached or failed to perform the duties of his or her office under subchapter B of Chapter 57 of the Pennsylvania Non-Profit Corporation Law (15 Pa. C.S.A. §5711 through 5717) or (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall not apply to (i) the responsibility or liability of a Trustee pursuant to any criminal statute or (ii) the liability of a Trustee for the payment of taxes pursuant to local, state or Federal law. Any repeal or modification of this section shall be prospective only and shall not affect, to the detriment of any Trustee, any limitation on the personal liability of the Trustee of the Community College existing at the time of such repeal or modification.

- (a) Subject to the provisions of these By-Laws, the Community College shall indemnify any person who was or is a party or is threatened to be made a party to any pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee or Officer of the Community College, or while a Trustee or Officer of the Community College against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, whether the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Community College, to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law.

- (b) Expenses (including reasonable attorneys' fees) incurred by a Trustee in defending any action, suit or proceeding referred to subsection (a) above, including, without limitation, an action, suit or proceeding by or in the right of the Community College, shall be paid by the Community College in advance of the final disposition of such action, suit or proceeding but only upon the prior receipt of a written undertaking by or on behalf of the Trustee or Officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Community.
- (c) No modification or repeal of any provision of this Article shall affect, to the detriment of the Trustee or Officer, the obligation of the Community College to indemnify or to advance expenses to a Trustee or Officer in connection with a claim based on any act or failure to act occurring before such modification or repeal.
- (d) The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other right to which a person indemnified may be entitled under any agreement, vote of Trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity, while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.
- (e) The Board of Trustees shall have the power to (i) authorize the Community College to purchase and maintain, at the Community College's expense, insurance on behalf of the Community College and others to the extent that the power to do so has not been prohibited by applicable law and (ii) create any fund of any nature, whether under the control of a Trustee or otherwise, to secure any of its indemnification to the extent not prohibited by statute.

VII. CODE OF ETHICS AND CONDUCT

Each Trustee shall be required to acknowledge and uphold the Code of Ethics and Conduct (Adopted by the Board of Trustees on Aug. 12, 2008) upon appointment to the Board of Trustees. In the event any Trustee violates the Code of Ethics and Conduct, he or she shall be notified by the Chairperson of each such violation, and the breaching Trustee shall have the opportunity to respond to the Board of Trustees or Chairperson. The Chairperson shall have the right to officially, and on record, censor and reprimand the breaching Trustee. In the event a majority of the Board of Trustees determines in good faith based upon reasonable grounds that the breaching Trustee should be removed from the Board of Trustees, it shall be the duty of the Chairperson to notify and recommend to the then applicable governing body of Luzerne County such specific action. In the event the Chairperson of the Board of Trustees is the violator, the Vice Chairperson of the Board of Trustees will assume the responsibilities of Chairperson

mentioned above. Each Trustee, upon assuming the office, is required to adhere to the highest level of personal ethics and professional conduct and to avoid any issues or make any decisions which may be considered as a conflict of interest.

Code of Ethics and Conduct

On accepting appointment as a member of the Board of Trustees, each Trustee shall:

1. Attend and prepare adequately for Board of Trustees' meetings;
2. Commit and actively participate in decision making;
3. Support the mission, purpose and goals of the Community College;
4. Identify and avoid areas of potential conflict of interest;
5. Maintain confidentiality of privileged information;
6. Support and, when necessary, clarify or explain the Board of Trustees' positions on issues pertaining to the Community College;
7. Agree that the Board of Trustees' Chairperson or his/her designee serves as the official spokesperson for the Board of Trustees;
8. Refrain from representing oneself as speaking for the Board of Trustees;
9. Refrain from using undue influence to affect any program, position, purchase or service of the Community College;
10. Work harmoniously with other Trustees regardless of differences of opinion to encourage productive dialogue in open discussion while respecting the opinions of all Trustees;
11. Honor the division of responsibility between the Board of Trustees and the Community College President, employees and staff;
12. Refrain from making demands on Community College staff unless directed by the Board of Trustees;
13. Request only authorized and legitimate reimbursement of expenses; and
14. Engage in ongoing processes of professional development and continuous personal improvement to best serve the Community College.

VIII. MEETINGS OF THE BOARD

1. Meetings

- a. The regular meetings of the Board of Trustees shall be no fewer than six in number, with each convening at a date, time, and place to be determined by the Chairperson. All meetings at which official action is taken shall be open to the general public. The Board of Trustees may meet in Executive Session on matters related to personnel issues, legal issues, or any other purposes as prescribed by Pennsylvania law. Executive Sessions may not be open to the general public.
- b. Special Meetings shall be held at the request of the Chairperson or on written request by the majority of the Board of Trustees.
- c. The Board of Trustees shall be governed in its meetings by Parliamentary Procedure and according to Robert's Rules of Order.

2. Quorum of the Board

A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business. In the case of a lack of quorum, the Secretary shall call the roll, record the names of absentees, and adjourn.

3. Presiding Officer

- a. The Chairperson, or in his/her absence, the Vice-Chairperson, shall preside at all meetings of the Board of Trustees. In case the Chairperson and Vice-Chairperson should not attend at the time appointed for any meeting of the Board of Trustees, the Secretary shall call the roll and, on the appearance of a quorum, shall call the Board of Trustees to order. A chairperson pro tempore may be elected by the Board of Trustees for the balance of such meeting, or until the appearance of the Chairperson or Vice-Chairperson.
- b. The presiding officer shall decide all questions of order, subject to appeal by the Trustees present.

4. Agenda and Order of Business

- a. At least one (1) week prior to each regular meeting, the President of the Community College shall prepare and transmit to the Chairperson of the Board of Trustees items for the agenda of the meeting. No items shall be considered that are not on the agenda except on the recommendation of the Chairperson and approved by the majority of Trustees present.
- b. At the meetings of the Board of Trustees, the order of the business will proceed as follows, unless otherwise established by the Chairperson. The time of public comment shall be at the discretion of the Chairperson of the Board:
 - Roll Call
 - Public Comments
 - Consideration of the minutes of the last regular meeting of the Board of Trustees and of any subsequent special meetings, and their approval or amendment.
 - Approval of the Agenda for the current meeting
 - Reports of Officers and Agents
 - Report and action on the report of the President of the Community College
 - Treasurer's Report
 - Others
 - Reports and action on the reports of the Executive Committee
 - Reports and action on reports of the Standing Committees
 - Unfinished business of the previous meeting
 - Communications
 - Adjournment

5. Parliamentary Procedure

The Board of Trustees shall conduct its meetings in accordance with the parliamentary procedure prescribed in the latest edition of the manual known as Robert's Rules of Order, Newly Revised. The vote on any given question shall be entered in the minutes of the Board of Trustees. Each Trustee, including the Chairperson, shall record his/her vote on all matters submitted for action unless otherwise excused by the Board of Trustees. The vote shall be recorded in writing upon the request of any Trustee member.

6. Non Attendance

If any Trustee of the Community College misses three (3) or more regular meetings of the Board of Trustees during the fiscal year, without satisfactory reason or reasons given to the Chairperson, the Chairperson shall instruct the Secretary of the Board of Trustees to notify the then applicable governing body of Luzerne County that the said Trustee member has failed to attend the minimum required number of meetings for the fiscal year. The then applicable governing body of Luzerne County may deem it necessary to remove the inactive Trustee.

7. Resignations

Any Trustee who resigns shall give written notice to the Board Chairperson with a copy delivered to the Board Secretary and to the then applicable governing body of Luzerne County. Such resignation shall take effect on the date of receipt of such notice by any of the Board Chairperson, the Board Secretary or the then applicable governing body of Luzerne County.

8. Policy for Public Comments

The Board of Trustees shall set aside a time in each regular meeting to allow public comments from concerned citizens on issues related to the Community College. The public comment period should be limited to five (5) minutes per person, but can be extended by the Board of Trustees' Chairperson at his/her sole discretion.

IX. PRESIDENT'S DUTIES AND RESPONSIBILITIES

- i. The President is the chief executive and administrative officer of the Community College whose main duty is to administer and oversee the operation of the Community College and perform all duties which the Board of Trustees shall prescribe.
- ii. The President shall have the right to attend all meetings of the Board of Trustees and to be heard on all matters before it but shall have no right to vote on any matter. The President shall present to

the Board of Trustees quarterly reports of his /her activities and plans.

- iii. Within the framework of the policies adopted by the Board of Trustees, the President shall exercise disciplinary authority in carrying out the responsibility of his/her position. The President may delegate to subordinate officers or employees such power as he or she may deem desirable to be exercised under his/her supervision and direction.
- iv. All contracts related to the Community College operations must be reviewed and approved by the President. All contracts and other documents not legally requiring the signature of the Chairperson, officers or other members of the Board of Trustees, shall be executed by the President. He or she shall act as custodian of all official records of the Board of Trustees which have been delegated to the custody of the Secretary of the Board of Trustees.
- v. The authority of all operational decisions, including the hiring, re-assignment, laying off, or termination of employees, resides with the President subject to the procedural directives of the Board of Trustees. The President cannot create staff positions that have not been budgeted by the Board of Trustees, but within the resources granted to the President by the Board of Trustees, she/he has full discretion to deploy staff in the manner the President feels is most effective to accomplish the mission, goals, and objectives of the Community College.
- vi. The President shall represent the Community College to the community in cooperation with the Board of Trustees by presenting the College's programs to the public, media, community organizations, and students.
- vii. To be held accountable, the President's performance shall be assessed and evaluated by the Board of Trustees by means of; among other methods, a document of self- evaluation containing goals and objectives fulfilled in the previous year and plans anticipated for the incoming year.

X. MISCELLANEOUS ARTICLE

Interpretation: It is intended that the provision of these by-laws be reasonably and liberally construed to effectuate the mission, purposes, goals and objectives of the Community College.

The provisions of these by-laws shall be severable. If any phrase, clause, sentence or provision is declared contrarily to the laws of any party, the constitutionality of the remainder of these by-laws shall not be affected thereby.

Amendments: These by-laws may be altered, amended or added to, or repealed by the Community College's Board of Trustees, provided that written notice for the proposed alteration, amendments, addition or repeal shall be presented to the Chairperson of the Board of Trustees, who should include the above mentioned notice to the Board of Trustees for discussion, approval or rejection. These By-Laws may be altered, amended or repealed, or new By-Laws may be adopted by vote of the Trustees at any regular or special meeting of Trustees duly convened after 30 days notice, by vote of a majority of the Trustees. Any change in these By-Laws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

Fiscal Years: The Community College's fiscal year shall begin on the first day of July and terminate on the thirtieth (30) day of June of the following year.

Conference and Telephonic Communication: Members of the Board of Trustees may participate in any meeting of the Trustees by means of conference telephone or similar communication if all persons participating in such meeting can hear one another for the entire discussion of the matter(s) to be voted upon. Participating in a meeting pursuant to this Section shall constitute presence in person at such meeting.