

## COMMUNITY COLLEGE SYSTEM OF NEW HAMPSHIRE

Section: BOT 100 – Statutory Authority/ By-Laws	Date Approved: December 20, 2007 Effective Date: October 4, 2012 Amended Date: April 11, 2019
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### ARTICLE I – AUTHORITY

These bylaws are adopted by the Community College System of New Hampshire Board of Trustees (Board) pursuant to authority granted in the legislative corporate charter codified at [RSA Chapter 188-F](#), and shall govern the proceedings and actions of the Board.

### ARTICLE II – ORGANIZATION

**Section 1.** Composition. The Board shall exercise its responsibilities to provide a well-coordinated system of public community college education through the Community College System of New Hampshire (System), which shall encompass all of the entities governed, administered, or regulated by the Board.

**Section 2.** Chief Executive Officer. The Board shall appoint a Chancellor, who shall serve as chief executive officer of the System, as the System’s primary liaison with the legislature and other elements of state government, and as chief spokesperson for the System. The Chancellor shall attend all meetings of the Board and take part in its deliberations, but shall not vote. The Chancellor’s designee(s) shall provide advice and support to committees.

### ARTICLE III – MEMBERS OF THE BOARD

**Section 1.** Composition. The composition and membership of the Board shall be as provided in [RSA Chapter 188-F](#) and the laws of the State of New Hampshire, as they may be amended from time to time.

**Section 2.** Compensation. Members of the Board (Trustees), other than the Chancellor, Vice Chancellor, Presidents and the Community College System of New Hampshire Employee, shall perform their duties as Trustees without compensation. All Trustees shall be eligible for reimbursement of expenses reasonably incurred in performance of their duties as Trustees.

### ARTICLE IV – OFFICERS OF THE BOARD

**Section 1.** Officers. The Officers of the Board shall consist of the Chair, Vice Chair, Secretary and Treasurer, who shall be elected from the Trustees. Nonvoting Trustees shall not be eligible to serve as Officers.

**Section 2.** Duties of Officers.

- a. Chair. The Chair of the Board shall preside at all meetings of the Board, shall approve the agenda for all meetings of the Board, shall appoint all Committee Chairs, Vice Chairs, and Committee members, and shall be the Chair of the Executive Committee.
- b. Vice Chair. The Vice Chair of the Board shall act for the Chair at the discretion of, or in the absence of, the Chair, shall serve as Vice Chair of the Executive Committee, and shall perform other duties as may be assigned by the Chair.
- c. Secretary. The Secretary of the Board shall oversee the maintenance of an accurate record of all votes and acts of the Board.
- d. Treasurer. The Treasurer of the Board shall oversee the management and reporting of the System's finances.

**Section 3.** Election of Officers; Term. The Chair of the Board shall charge the Governance Committee with recommending a list of nominees to serve as officers of the Board. The officers of the Board shall be elected annually, usually at the October meeting of the Board. Officers shall serve for a term of one year and, except in cases of removal or resignation, shall continue to serve in their officer role until their successors are elected.

**Section 4.** Removal of Officers. An officer of the Board may be removed from office at any time by a vote of two-thirds majority of the Board members eligible to vote.

**Section 5.** Resignation of Officers. Any officer may resign at any time his or her officer role by submitting a written statement of resignation to the Chair of the Board or, in the instance of the Chair, to the Vice Chair of the Board.

**Section 6.** Officer Vacancies. Officer vacancies arising between annual meetings may be filled by the Chair on an interim basis, subject to approval of the Board at a subsequent meeting.

## **ARTICLE V – MEETINGS**

**Section 1.** Open Meetings. As a public body, the Board is subject to the open meeting requirements of [RSA Chapter 91-A](#).

**Section 2.** Time and Place. The Board will meet at such times and places as may be designated by the Chair, but shall hold regular meetings no less than once every three months. The Chair shall hold additional special meetings upon receipt of written request of any five Trustees or upon the Chair's own motion.

**Section 3.** Notice and Agenda.

- a. Regular Meetings. Written notice of the regular meetings of the Board shall be provided to each Trustee by appropriate means at least seven days prior to the date fixed for the meeting.
- b. Special Meetings. Written notice of special meetings of the Board including emergency meetings shall be provided to each Trustee by appropriate means at least three days, or in the case of an emergency as soon as practical, prior to the date fixed for the meeting.
- c. The Chair shall be responsible for preparing the agenda for each meeting.

**Section 4.** Quorum. At any meeting of the Board, twelve voting Trustees shall constitute a quorum for the transaction of business on behalf of the entire Board. At least twelve affirmative votes shall be required to appoint the Chancellor of the System.

**Section 5.** Procedure. The business of the Board shall be conducted in an open and collegial manner consistent with New Hampshire law and Robert's Rules of Order. Formal action taken and decisions made by the Board shall be respected and represented as the will of the Board and in the best interest of the Community College System of New Hampshire.

## **ARTICLE VI – COMMITTEES OF THE BOARD**

**Section 1.** Designation of Committees.

- a. Standing Committees. The standing committees of the Board shall be established and have the power and authority of the Board as specifically set forth in Section 3 of this Article and in the charters of each committee adopted by the Board.
- b. Board-designated Committees. The Board may establish such other committees as it deems advisable from time to time, each of which shall have the power and authority of the Board to the extent specifically provided in the charter of each committee so established.

**Section 2.** Appointment of Committee Members.

- a. Only voting Trustees and President Trustees shall be eligible to serve as voting Committee members.

- b. The Chair may appoint other nonvoting Trustees to serve as nonvoting members of Committees.
- c. The Chair may appoint up to two College Advisory Board members to serve as nonvoting members of Committees.

**Section 3.** Standing Committees

- a. Executive Committee. The Executive Committee shall be composed of the Officers of the Board, the Chairs of the Standing Committees and one other Trustee appointed by the Chair. The Executive Committee shall have responsibility for, and make recommendations to the Board on, matters relating to the development of mission, vision, long-range planning and general administration of the System including, but not limited to:
  - i. Strategic planning;
  - ii. Official Communications;
  - iii. Performance review and evaluation of the Chancellor and Presidents as provided in Board policy;
  - iv. Collective Bargaining; and
  - v. Acting on behalf of the Board in matters requiring Board action in between Board meetings.
- b. Student Success Committee. The Student Success Committee shall have responsibility for, and make recommendations to the Board on, matters relating to coordination of policy and planning for delivery on the Community College System of New Hampshire's core mission – academics and student support – including, but not limited to:
  - i. Academic Quality;
  - ii. Business Training and Workforce Development;
  - iii. Student Support Services;
  - iv. Enrollment Management and Marketing;
  - v. Financial Aid; and
  - vi. Academic and Student Support IT.
- c. Assets and Resources Committee. The Assets and Resources Committee shall have responsibility for, and make recommendations to the Board on, matters relating to coordination of policy and planning with respect to the tools necessary to support student success including, but not limited to:
  - i. Human Resources;
  - ii. Enterprise IT;

- iii. Facilities (capital planning and development); and
  - iv. Communications (external and internal).
- d. Finance Committee. The Finance Committee shall have responsibility for, and make recommendations to the Board on, matters relating to coordination of policy and planning for financial matters including, but not limited to:
- i. Financial Sustainability;
  - ii. Treasury (cash management, bonds, accounts receivable);
  - iii. Revenue and Expense Management;
  - iv. Data Collection and Analysis; and
  - v. Budget.
- e. Audit Committee. The Audit Committee shall assist the Board in fulfilling its oversight responsibilities relating to the integrity of financial statements and systems of internal control and risk management including, but not limited, to:
- i. External Audit;
  - ii. Internal Audit;
  - iii. Compliance Monitoring; and
  - iv. Risk Management Control System (loss and hazard prevention, preparedness and response including safety and security).

In order to carry out its responsibilities, the Audit Committee shall be authorized to access internal and external information relevant to audit functions. This authority includes the ability to hire and terminate internal and external auditors and advisors and to approve services and fees to such resources and the power to secure independent counsel and other professionals to assist in the conduct of the Committee's responsibilities.

- f. Governance Committee. The Governance Committee shall have responsibility for, and make recommendations to the Board on, matters relating to policies and procedures to enhance the quality efficiency and effectiveness of the Board including, but not limited to:
- i. Developing Annual Proposed Slate of Nominees for Board Officers;
  - ii. Monitoring Board Performance and Effectiveness; and
  - iii. Trustee Education and Development.

**Section 4. Meetings of Committees.**

- a. Open Meetings. As a public body, each committee of the Board is subject to the open meeting requirements of [RSA Chapter 91-A](#).

- b. Time and Location. Each committee will meet at such times and places as may be designated by the Committee Chair or the Board Chair.
- c. Notice and Agenda. Written notice of committee meetings shall be provided to each committee member by appropriate means seven days or as soon as practical prior to the date fixed for the meeting. The Committee Chair shall be responsible for preparing the agenda for each meeting.
- d. Quorum. At any committee meeting, the physical presence at the place of the meeting of a majority of the members of the committee eligible to vote shall constitute a quorum for all purposes.
- e. Attendance by Committee Members. All committee members are expected to be physically present at meetings. Where a committee member's physical presence is not reasonably practical, participation at a committee meeting may be by electronic means of communication.
- f. Attendance by Other Trustees. Any Trustee may attend any committee meeting. Trustees, who are not committee members, may participate in discussions at the meeting as allowed by the Committee Chair but may not present motions or seconds, and may not vote.

## **ARTICLE VII – CONFLICT OF INTEREST**

**Section 1.** General Duty of Trustees. All members of the Board of Trustees of the Community College System of New Hampshire serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Board of Trustees are to be made solely on the basis of a desire to promote the best interests of the System and the public good.

**Section 2.** Duty to Disclose. Any conflict of interest on the part of any member of the Board of Trustees, shall be disclosed in writing to the Board and made a matter of record through an annual procedure. Additionally, any Trustee having an interest in a contract or other transaction presented to the Board or committee for authorization, approval, or ratification shall give prompt, full and frank disclosure of their interest prior to action by the Board or committee.

**Section 3.** Voting Requirements. Where the contract or transaction involving a Trustee exceeds five hundred dollars but is less than five thousand dollars in a fiscal year, a two-thirds vote of all disinterested Trustees, and the absence of any interested Trustee, approving the contract or transaction is required. Where the contract or transaction involved exceeds five thousand dollars in a fiscal year, then a two-thirds vote of all

disinterested Trustees, and the absence of any interested Trustee, approving the contract or transaction and publication of a legal notice in the required newspaper is required, together with written notice to the Charitable Trust Unit of the Attorney General's Office. The minutes of the meeting shall reflect that a disclosure was made; that the interested Trustee and all other Trustees with a pecuniary transaction with the System during the fiscal year were absent during both the discussion and the voting on the contract or transaction; and the actual vote itself. Interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board or committee that authorized the contract or transaction.

**Section 4.** Consequence of Presence or Participation. No contract or transaction between the Community College System of New Hampshire and one or more of its Trustees, or between the System and another corporation, partnership, association or other entity in which one or more of the Trustees have a pecuniary interest, shall be void or voidable solely for this reason, or solely because the Trustee is present at or participates at the meeting of the Board or committee that authorizes the contract or transaction, or solely because their votes are counted for such purpose, if:

- a. The material facts as to the Trustee's relationship or interest and as to the contract or transaction are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or the transaction by the affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees be less than a quorum; or
- b. The material facts as to the Trustee's relationship or interest and as to the contract or transaction are disclosed or are known to the Trustees and the contract or transaction is specifically approved in good faith by vote of the Trustees; or
- c. The contract or transaction is fair as to the System as of the time it is authorized, approved, or ratified by the Board of Trustees or committee.

## **ARTICLE VII – NON-DISCRIMINATION**

The Community College System of New Hampshire shall not discriminate, on the basis of race, color, religion, national or ethnic origin, age, sex, sexual orientation, marital status, disability, gender identity or expression, genetic information, and veteran status as each is defined under applicable law, in the administration of its education and employment programs and practices and shall maintain such policies and procedures as necessary to implement this policy.

## **ARTICLE IX – INDEMNIFICATION**

**Section 1.** Trustees. The Community College System of New Hampshire, to the extent permitted by law, shall defend and indemnify any person made or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was a Trustee or officer of the System, or of any corporation or legal entity, which they served as such at the request of the System. To secure this indemnification, the System may, in the discretion of the Board, purchase and maintain insurance coverage for this purpose.

**Section 2.** Employees. The System may, at its discretion, defend and indemnify any person, other than a Trustee or officer, made a party to any action, suit, or proceeding by reason of the fact that such person is or was an employee of the Community College System of New Hampshire.

**Section 3.** Limitation. The indemnification provided herein shall only apply where the Trustee or employee (i) acted in good faith; and (ii) reasonably believed that their conduct was in the best interest of the System and that their conduct was not a violation of law. The System may not defend, indemnify or hold harmless a Trustee or employee in connection with any proceeding charging improper personal benefit to such person, whether or not involving an action on behalf of the System, in which such person is adjudged liable for improperly receiving personal benefit.

## **ARTICLE X – AMENDMENT**

**Section 1.** Voting Requirements. These bylaws may be amended by a two-thirds vote of the Trustees present at a meeting duly called or at which due notice of such action has been given for that purpose.

**Section 2.** Notice. Written notice of proposed amendments to these bylaws shall be provided to each Trustee by appropriate means to all members at least 14 calendar days prior to any duly called meeting to consider such amendments.

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