

# STATE BOARD FOR COMMUNITY COLLEGES AND OCCUPATIONAL EDUCATION

December 11, 2024

**TOPIC:** Notice of Proposed Action – Amendment to Board Bylaws – First Reading

**PRESENTED BY:**

Angela Gramse, General Counsel

**RELATIONSHIP TO THE STRATEGIC PLAN:**

Transform the Student Experience; Transform Our Own Workforce Experience; Create Education Without Barriers Through Transformational Partnerships; Redefine Our Value Proposition Through Accessibility, Affordability, Quality, Accountability, Resource Development, and Operational Excellence.

**EXPLANATION:**

Article VII, Amendment of Bylaws, states:

*At any regular meeting of the Board, a new Bylaw of the Board may be enacted, or any existing Bylaw may be amended or repealed, by the affirmative vote of a majority of the voting members present, provided that notice of the proposed action shall have been given at the preceding regular meeting.*

This notice is proposing amendments to the following sections:

Article I, Section 2.1: Expand the scope of the Chair's roles and responsibilities to make clear the position appoints members to committees and other service opportunities, as further defined in the Bylaws. Section will state:

- The Chair shall preside over all meetings; appoint members to committees and other service opportunities; carry out assignments and instructions given by vote of the Board; and perform such other duties as customarily pertain to the office of Chair.

Article I, Section 3.1: Revise the Nominating Committee to make clear only the Chair or Vice-Chair and two other Board Members, who will not be candidates during the current election of officers, will be appointed to the committee. Add that the committee will convene bi-annually, unless there is a need to meet to fill a pending vacancy. Additionally, the committee shall have discretion to determine the candidacy process. Last, the Bylaws will have a contingency plan should the Board reject one of the candidates. Section will state:

- Bi-annually, or as necessary to fill a pending vacancy, the Chair shall appoint a Nominating Committee responsible for submitting to the full Board a candidate for Chair and Vice-Chair. The Committee shall be comprised of either the Chair or Vice-Chair, and two other Board members who will not be candidates for an

Officer position during this election of officers. The Committee shall have the discretion to determine the candidacy process. Officer elections shall be by a majority of the voting members present.

If the Board rejects a candidate, the Nominating Committee will reconvene to select a new nominee, who will then be presented for a Board vote at the next meeting.

Article I, Section 3.2: Modify the terms of the Officers to two years with a one term limitation. Section will state:

- The term of the Officers shall be for two years, with a one term limitation, or until successors are elected.

Article IV: Revise the title to expand the scope, from “Committees” to “Board Member Service Opportunities”.

Article IV, Section 1: Create a new section titled “Service Opportunities” to make clear members may serve on standing or ad hoc committees, act as liaisons to the colleges within the System, and represent the Board on other Boards requiring SBCCOE representation. Section will state:

- In addition to the regular duties of a Board member, Board members may serve by participating in standing or ad hoc committees of the Board, acting as liaisons to specific colleges within the System, and representing the Board on other Boards requiring SBCCOE representation.

Article IV, section 2: Intended to create transparency within the Board on which members are currently serving on the various service opportunities. Section will state:

- An annual presentation will be given to the Board, outlining the Board member service opportunities.

Article IV, section 3: Implement a transparent process whereby, when there are pending service opportunities, all members will be notified by the Board Coordinator and be given an opportunity to solicit their interest to the Chair. Section will state:

- When service opportunities arise, the Board Coordinator will inform all Board members and request members' interest, which will then be shared with the Board Chair.

Article IV, section 4: The appointment process will remain intact; Board Chair shall appoint and be approved by the Board; however, revisions make clear all service opportunities will follow this process. Section will state:

- Board members shall be appointed to additional service opportunities by the Board Chair and approved by the Board, unless otherwise ordered by the Board.

There are some additional non-substantive revisions being proposed.

The Board will vote on the Amendment to the Bylaws at the February 12, 2025 meeting, and, if by the affirmative vote of a majority of the voting members present, the amended Bylaws will take effect immediately.

**RECOMMENDATION:**

Notice and discussion item only. No action required.

**ATTACHMENTS:**

Bylaws-REDLINE 12.11.24