

COMMUNITY COLLEGE OF ALLEGHENY COUNTY
BOARD OF TRUSTEES BYLAWS

BOARD OF TRUSTEES POLICY STATEMENT

The Mission of the Community College of Allegheny County is to provide affordable access to quality education and offer a dynamic, diverse and supportive learning environment that prepares the region's residents for academic, professional and personal success in our changing global society.

CCAC provides a supportive and transformative learning environment that prepares graduates who are sought by employers to meet critical needs in the region's workforce. Stakeholders have strong personal connections with CCAC and support it as a sound investment in community and economic vitality.

BYLAWS

ARTICLE I

IDENTIFICATION, SUCCESSION, AUTHORITY AND GENERAL POWERS OF THE BOARD OF TRUSTEES

A. Identification

- (1) This body is to be known by the name of the Board of Trustees of the Community College of Allegheny County.
- (2) The Board of Trustees may hereinafter be referred to as the "Board" or "Trustee", while Community College of Allegheny County may hereinafter be referred to as the "College."
- (3) This body is the college's legal governing body whose principal office is located at 808 Ridge Avenue, Byers Hall, Pittsburgh, PA 15212. The College may also have offices at such other places within the Commonwealth of Pennsylvania as the business of the College may require.

B. Authority and General Powers

- (1) The Board derives its authority from the Community College Act of 1963, as amended from time to time, and as specifically amended by Act 31 -1985 also known as the Public School Code of 1949, the Articles of Agreement between the College and its local sponsor, and the policies, standards, rules and regulations adopted by the State Board of Education, or its successor.
- (2) The Board shall maintain and exercise governance control over the College, keep separate records and minutes, and adopt reasonable policies and rules, bylaws or

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regulations to effectuate and carry out the provisions of its authority as set forth in the previous paragraph.

- (3) Only actions by the Board, or ratification of actions by the Executive Committee, taken during a formal session of the board, with a quorum present, shall constitute an act of the Board. Nothing contained herein shall limit the authority of the chairman or of the treasurer acting under Section 7 of the said Community College Act of 1963, as amended.

The Board shall in all respects be governed by the provisions of Act No. 175 of 1974, P.L. 486, commonly known as the "Sunshine Law." All formal actions required by said Act to be taken in public shall be taken at a public meeting of the Board, the minutes of which shall be available to public after approved by the Board.

- (4) The Board may hold, rent, lease, sell, purchase or improve properties, land, buildings, furnishings and other properties needed for the delivery of education.
- (5) All contracts requiring action by the Trustees through Board policy shall be entered into and other acts shall be done by the Board of the College in the name of the College. They shall be executed under the signature of the chairperson or vice chairperson of the Board, whose signature shall be attested by the secretary or treasurer of the Board, and shall have affixed thereto the seal of the College. All instruments requiring acknowledgment shall be acknowledged by the chairperson or vice chairperson of the Board, or such other person as the Board shall, by formal action, appoint as attorney-in-fact to acknowledge.
- (6) The Board may receive local, state, and federal funds to defray the cost of College programs authorized by law and accept both conditional and unconditional gifts, as the case may be, from private persons.
- (7) The Board may authorize the College to utilize entrance requirements, approve curricula, subject to minimum standards fixed by the State Board of Education, federal statute or regulations, and/or accreditation standards. The Board upon recommendation of the College President, shall confer degrees and certificates.
- (8) The Board shall approve policies providing for the admission, retention, and expulsion of students, the courses of instruction, the tuition and fees to be charged, and for all matters related to the government and administration of the College as the Board deems prudent and advisable in the exercise of its fiduciary responsibilities.
- (9) The Board shall sanction agreements or contracts with any person, firm, or corporation, or with any County, State, Federal, or governmental agencies, which are deemed by the College following appropriate procurement policies to be necessary or advisable to the maintenance, and operation of the College.

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- (10) The Board shall appoint and fix the salary of the president of the College. Only the President shall report directly to the Board.
- (11) The Board shall select a solicitor to protect the legal interests of the Board and the College and an auditor to conduct required fiscal and operational reviews. Terms and conditions of these appointments shall be as determined by the Board.

C. Emeritus Recognition

The Board of Trustees is eligible to be nominated and considered for the status of Trustee Emeritus upon leaving office. This designation is intended to represent a high honor for a former trustee who has demonstrated significant contributions to the college and the community. The Board of Trustees shall consider Emeritus recognition for a college president who has served ten years at the college and who has demonstrated significant contributions to the college and community.

ARTICLE II

COMPOSITION OF BOARD, TERMS OF OFFICE, ATTENDANCE, AND EXPENSES

A. Composition of the Board

- (1) The Board of Trustees shall consist of up to fifteen persons recommended by the Allegheny County Chief Executive and appointed by the Allegheny County Council, the local sponsor, under the terms and provisions of the Articles of Agreement between the College and the local sponsor as changed by law and custom.
- (2) The President of the College shall have the right to attend all public meetings of the Board and to be heard on all matters before it, but shall have no right to vote on any matter.
- (3) Student Trustee: In addition to Trustees appointed to serve on the Board pursuant to subsection (1) above, the Board may, in its discretion, appoint one (1) student to serve as an ex-officio member of the Board, subject to the following:
 - a) Eligibility: Candidates for the student trustee position must meet each of the following conditions in order to be eligible to serve on the Board:
 - i. The candidate must be enrolled as a student at the College and registered for a minimum of twelve (12) credits;
 - ii. The candidate must be in good academic, financial and behavioral standing at the College;

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- iii. The candidate must maintain a minimum GPA of 3.0 for the entirety of his or her term of office; and
 - iv. The candidate must complete and submit the student trustee application and all other materials required by the College.
- b) Appointment: The student trustee will be recommended to the Board of Trustees by the College President, and approved by majority vote of the Board.
- c) Term: The student trustee will serve a one (1) year term of office, commencing as of September 1st and ending as of June 30th of each academic year. The student trustee will be eligible for reappointment for an additional one (1) year term (for a maximum of two (2) total years of service), provided that the student trustee re-applies for the position, is recommended for reappointment by the College president, and is approved for reappointment by the Board.
- d) Status: The student trustee will act and serve as a non-voting member of the Board during his or her term of office.
- e) Responsibilities: The student trustee's primary responsibility is to act in the interest of the College as a whole. He or she will, however, be expected to be especially mindful of the interests of students and to articulate those interests with the Board. In addition, the student trustee will be expected to:
- i. Attend Board of Trustee meetings and serve on the Student Success and Workforce Development Committee;
 - ii. Provide periodic reports to the Board on issues related to students; and
 - iii. As requested, represent the College at local, state or national advocacy and professional development events.

B. Term of Appointment

With the exception of the student trustee described in Section A(3) above, each person appointed to the Board shall serve a term of six years and shall be eligible for reappointment as specified by the sponsor.

C. Expenses

Trustees shall serve without compensation except that they shall be reimbursed for their actual and necessary expenses incurred in the performance of their duties.

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ARTICLE III

OFFICERS, ELECTION OF OFFICERS, AND DUTIES OF OFFICERS

A. Officers

The officers of the Board shall be a Chairperson, Vice Chairperson, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

B. Election of Officers

- (1) The Board shall, at its annual meeting in November, elect a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, an Assistant Secretary, and an Assistant Treasurer. The Chairperson or a Nominating Committee appointed pursuant to Article V(C) below will present a proposed slate of officers. Nominations from the floor will also be accepted. Nominations shall be made and properly seconded. A majority of the members of the Board present and voting shall be necessary for election. The election shall be conducted by vote.
- (2) In the event of a vacancy in an office, by death, resignation, or removal, a new election shall be held in the manner above mentioned at the next official meeting of the Board after the vacancy has occurred, and the vacancy shall be filled for the remainder of the term.
- (3) Officers will serve a two year term. All officers are eligible for election for up to two consecutive terms (four years maximum consecutive service in the same office).

C. Duties of Officers

- (1) *The Chairperson of the Board shall:*

Preside at all meetings of the Board and serve as a member ex-officio of all committees, except the nominating committee, and shall be entitled to vote at all meetings of the Board and of all its committees.

Appoint all committees and designate the Chairperson(s) of such committees, unless otherwise determined by the Board.

- (2) *The Vice Chairperson of the Board shall:*

Perform the duties of the Chairperson in his or her absence and such other duties as the Chairperson may delegate to him or her from time to time.

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(3) *The Secretary of the Board shall:*

Provide general oversight of all official records belonging to the Board.

Sign any legal documents that require the signature of the Secretary of the Board.

Perform other duties as may be assigned from time to time by the Board.

(4) *The Treasurer of the Board shall:*

Represent the Board in dealings pertaining to financial matters, including the submission of an annual budget, to be approved by the Trustees, for operations and capital expenditures.

Represent the Board in the development of a long-range financial plan.

(5) *The Assistant Treasurer of the Board shall:*

Carryout the duties of the Treasurer during an absence.

(6) *The Assistant Secretary of the Board shall:*

Carryout the duties of the Secretary during an absence.

ARTICLE IV

MEETINGS

A. Regular Meetings

- (1) Regular meetings shall be held at least eight times per year, at a date, time, and place to be published in January of each year in accordance with the provisions of the Sunshine Law.
- (2) Board members may participate by telephone, facsimile, e-mail or any other methods approved by the Board of Trustees.

B. Special Meetings

- (1) A special meeting of the Board may be called by the Chairperson at his or her discretion. The Chairperson of the Board shall call a special meeting upon a written request of three members of the Board and the same shall be held within ten days of the written request served upon the Chairperson. If he or she fails to call such a special meeting within the time prescribed, the said three members shall have the power to call a special meeting.

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- (2) Whenever a special meeting is called, written notice of such meeting shall be given to all Trustees and to appropriate media to ensure public notice as required by law not less than twenty-four hours in advance and shall state the purpose or purposes of the meeting. No other matter shall be considered at the special meeting.

C. Quorum

A majority of the members serving on the Board of Trustees shall constitute a quorum for the transaction of business. A smaller number may call the roll, record the names of the absentees, and adjourn.

D. Procedures at Meetings

The rules contained in Robert's Rules of Order, latest revision, shall govern the conduct of meeting in all cases where they are not inconsistent with the rules and regulations set forth in these Bylaws. The presiding officer shall decide all questions of order, subject to appeal to the members present.

E. Agenda

- (1) The President of the College shall prepare an agenda for each regular Board meeting in cooperation with the Chairperson and have it in the possession of each Trustee at least five business days before the meeting.
- (2) Individuals or groups wishing to present any matter of concern pertaining to the College shall make written request to the President of the College at least one week prior to the regularly scheduled public meeting.

F. Voting

The affirmative votes of a simple majority of those Board members present and voting, providing a quorum is constituted, shall be required to carry a motion. All members of the Board, including the Chairperson, shall have the right to record their individual vote on any motion or resolution.

ARTICLE V

COMMITTEES

A. Standing Committees of the Board

The authority of the Standing Committees shall be subject to the policies of the Board and these Bylaws. Committee recommendations shall be submitted to the Board for approval. If the Board gives a committee prior approval and instructions to act, then that

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committee may act for the Board within the parameters of the specific authority granted by the Trustees of that committee.

Executive Committee

The Board Executive Committee shall be the Officers of the Board.

A majority of the Executive Committee shall constitute a quorum for the transaction of such business by this committee.

The Executive Committee shall have the same rights, powers and duties of the Board and shall act as authorized by the Board.

All actions by the Executive Committee shall be subject to ratification by a majority vote of the Board.

Primary Responsibilities:

- Investigate any emergency situation which may arise and, if necessary, make recommendations for action to the Board at any special or regular meeting;
- Evaluate the president of the college annually, no later than the last day of June, and present recommendations to the Board for approval.

Government and External Affairs, Public Relations and Marketing and Educational Foundation Relations Committee

Primary Responsibilities:

- Promote the positive awareness of the College with legislative and corporate leaders, community and government funders, alumni, the news media and the general public.

Audit, Finance, and Facilities Committee

Primary Responsibilities:

- Provide general oversight of all financial affairs of the College and represent the Board in all dealings pertaining to financial matters, including the submission of an annual budget, to be approved by the Board, for operations and capital expenditures;
- Function as a liaison between the Board and the external auditor. In doing so, this Committee shall perform the following functions: recommend a certified public accountant to perform an external audit, in accordance with Article VI below, monitor

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the auditing process and provide periodic updates to the Board regarding the progress of the auditing process.

Compliance, Legal Affairs, Policies, Human Resources, Diversity and Inclusion Committee

Primary Responsibilities:

- Recommend policy and practices related to the College's compensation philosophy, including all collective bargaining mandates;
- Review and recommend policies and practices related to the College's operations;
- Monitor legal matters affecting the College;
- Direct the institution in matters of diversity and inclusion.

Student Success and Workforce Development

Primary Responsibilities:

- Provide general oversight of all policies related to student affairs and academic affairs programs;
- Review, advise and promote the College's workforce development initiatives to maintain a focus which guides and supports the economic development of our region with responsive, solution-driven workforce training programs.

B. Advisory Committees

The Board of Trustees shall be empowered to create advisory committees to serve at the pleasure of the Board without compensation.

C. Nominating Committee

When officer positions are vacant or due to expire, the Board may nominate and elect a three-member Nominating Committee. The Nominating Committee will recommend a slate of Board Officers. The Committee will present its recommendations for consideration at a regular meeting of the Board.

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D. Special Ad Hoc Committees

Special Ad Hoc Committees may be appointed by the Chairperson from time to time to deal with specific issues or concerns and such committees shall be charged by the Chairperson with appropriate duties and responsibilities.

E. Educational Foundation Board

The Chair or Co-Chairs of the Government and External Affairs, Public Relations and Marketing and Educational Foundation Relations Committee shall serve on the Board of Directors for the CCAC Educational Foundation. The Board Chairperson shall also serve on the CCAC Educational Foundation Board.

ARTICLE VI

RECORDS AND REPORTS

A. Minutes

The Secretary of the Board will work with the Office of the President regarding the preparation of the official minutes of Board meetings. Minutes shall be reviewed and approved by the Board. Following approval of the minutes by the Board, an official copy shall be maintained on file in the Office of the President. Meeting minutes shall be available to the public.

B. Audit

The Board shall require an annual audit conducted by an independent Certified Public Accountant retained by the Board as soon after the close of the fiscal year as shall be practical, and the results of such examination shall be made a public record.

C. Public Information

Recognizing that the Community College of Allegheny County is supported by the people for the common good, the Board firmly believes that the public should be kept informed of events, programs, and operations taking place in the College. The Board authorizes its Chairperson, or a specially designated appointee, to issue information on all official activities of the Board for dissemination to the public.

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ARTICLE VII

ADOPTION AND AMENDMENT PROCEDURE

A. Adoption

These Bylaws shall become effective upon ratification by a two-thirds vote of the total Board at any regular or special meeting.

B. Amendments

The Bylaws may be amended by a motion which provides substitute wording or refers to a specific addition or deletion and is approved by a two-thirds vote of the total membership at any regular or special meeting following five business days advance notice in writing of the proposed change.

ARTICLE VIII

LIABILITY AND INDEMNIFICATION

A. Limitation of Liability.

To the fullest extent permitted by law, no Trustee shall be personally liable for monetary damages for any action taken or for any failure to take any action in their capacity as a Trustee, unless the Trustee has (i) breached or failed to perform the duties of a trustee as set forth in the College's Code of Ethics or the Pennsylvania Community College Act, 24 P.S. §19-1901-A *et seq.*, as the same are now in effect or may hereinafter be amended; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The foregoing limitation of liability shall not apply to (a) the responsibility or liability of a Trustee under any criminal statute; or (b) the liability of a Trustee for the payment of taxes pursuant to any local, state or federal law.

B. Reliance Upon Information.

In performing his or her duties, a Trustee may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the College whom the Trustee reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants, or other persons engaged by the Board or the College which relate to matters which the Trustee reasonably believes to be within the professional or expert competence of such persons; or (iii) a committee of the Board of Trustees upon which the Trustee does not serve, that is duly designated in accordance with these bylaws, and which the Trustee reasonably believes to merit confidence. A Trustee shall not be

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considered to be acting in good faith, however, if such Trustee has knowledge concerning a matter which would cause his or her reliance on any of the foregoing to be unwarranted.

C. Definitions.

When used in this Article VIII, the following terms shall be defined as follows:

“Indemnitee” shall mean any trustee, officer, or full-time employee of the College. Such term shall also include any person(s) who are not trustees, officers or full-time employees of the College to the extent that the Board of Trustees at any time denominates any of such persons as entitled to the benefits of this Article VIII.

“Expenses,” “liability” and “loss” shall include, without limitation, attorneys’ fees, judgments, fines, taxes, penalties and amounts paid in settlement.

“Proceeding” shall mean and include any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative or investigative. “Proceeding” does not include internal College hearings, reviews or investigations, actions brought against an Indemnitee by or in the right of the College, or legal actions, suits or proceedings that an Indemnitee initiated or proposes to initiate in his or her individual capacity.

D. Right to Indemnification.

To the fullest extent permitted by law, the College shall indemnify any Indemnitee who was or is a party (which shall include, for the purpose of this Article, the giving of testimony or similar involvement), or who is threatened to be made a party, to a Proceeding by reason of the fact that such person was or is then serving as a representative of the College. Such indemnification shall include, without limitation, indemnification against all expenses, liability and loss reasonably incurred by such person in connection with such Proceeding if such Indemnitee acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the College and, with respect to any criminal proceeding, had no reason to believe such conduct was illegal. Notwithstanding the foregoing, no person shall be entitled to indemnification pursuant to this Article VIII in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness. Further, no person shall be entitled to indemnification pursuant to this Article VIII with respect to any claim, issue or matter brought by or in the right of the College and as to which the person has been adjudged to be liable to the College, unless and only to the extent that the Court of Common Pleas of Allegheny County or the court in which the action was brought determines upon application that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

E. Procedure.

Unless ordered by a court, any indemnification under subsection D above or otherwise permitted by law shall be made by the College only as authorized in the specific case upon

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a determination that indemnification is proper in the circumstances because the Indemnitee has met the applicable standard of conduct set forth under this Article VIII. Notwithstanding the foregoing, indemnification hereunder shall be deemed to be authorized hereunder with respect to any Proceeding in which the Indemnitee has wholly prevailed, on the merits or otherwise. Otherwise, such determination shall be made by the Board of Trustees, by a majority vote of a quorum consisting of Trustees who were not parties to the action or proceeding or, if such quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Notwithstanding the foregoing, indemnification under this Article VIII may be denied in any case in which the Indemnitee (i) fails to provide prompt written notice of the actual or threatened Proceeding to the College's President or General Counsel, and such failure would prejudice the College's ability to defend the matter or materially increase its expenses in doing so; (ii) does not provide information to and/or fails to cooperate with the College in the defense of the Proceeding; or (iii) enters into a settlement, compromise or other voluntary disposition of the claim or action without the prior written approval of the College.

F. Advancement of Expenses.

Subject to subsection E above, expenses incurred in defending a Proceeding may be paid by the College in advance of the final disposition of such Proceeding, provided that the College receives a written undertaking by or on behalf of Indemnitee to repay the amount so advanced if it should ultimately be determined that the Indemnitee is not entitled to be indemnified for such expenses.

G. Security for Indemnification Obligations.

To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the College may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust, escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the College (other than real estate, except as otherwise provided herein) or use any other mechanism or arrangement whatsoever in such amounts, at such costs, and upon such other terms and conditions as the Board of Trustees shall deem appropriate.

H. Amendment or Repeal.

All rights of indemnification under this Article shall be deemed a contract between the College and the person entitled to indemnification hereunder, and pursuant to which the College and each such person shall be legally bound. Any repeal, amendment or modification of the provisions of this Article VIII shall be prospective only and shall not limit, but may expand, any rights or obligations in respect of any Proceeding, whether commenced prior to or after such change, to the extent such Proceeding pertains to actions or failures to act occurring prior to the effective date of such change.

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I. Scope of Article.

The rights of indemnification and advancement of expenses provided for in this Article VIII shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any Indemnatee may be entitled under any College policy, collective bargaining agreement, contract, or applicable law; (ii) be deemed to create contractual rights in favor of each Indemnatee; (iii) continue as to each person who has ceased to have the status pursuant to which he or she was entitled or was denominated as entitled to indemnification hereunder and shall inure to the benefit of the heirs and legal representatives of each Indemnatee; and (iv) be applicable to Proceedings commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

ARTICLE IX

FISCAL YEAR

The fiscal year for the Community College of Allegheny County is July 1- June 30.

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