



Gaston College  
**BOARD OF TRUSTEES**



**BYLAWS**  
Amended  
August 19, 2024

**GASTON COLLEGE  
BOARD OF TRUSTEES**

**BYLAWS**

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ADOPTED

JUNE 27, 2005

Amended

August 19, 2024

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## **ARTICLE I: KEY BOARD OF TRUSTEES AUTHORITIES, DUTIES, AND RESPONSIBILITIES**

**Section 1. Authority:** The Gaston College (the “College”, “Gaston College” or “our”) Board of Trustees (collectively, the “Trustees” or the “Board” and, individually, a “Trustee”) guides the future of the College by ensuring its vitality. Trustees shape the College’s lasting impact on our students and our communities. They are vested with authorities, duties, and responsibilities, and the Board accordingly sets high expectations for its members. As a member of the North Carolina Community College System, Gaston College has the powers to do all things necessary or convenient to carry out its business and affairs as an institution of higher education and all things authorized under Chapter 115-D of N.C. General Statutes. The Trustees of Gaston College are a corporate body under Chapter 115-D of N.C. General Statutes with all powers and duties under Chapter 115-D of N.C. General Statutes and with responsibilities delegated by the North Carolina State Board of Community Colleges. Refer to Chapters 115D-13 through 115D-20 for terms of office of trustees, compensation, and removal concerning trustees.

Through our Bylaws, the Trustees organize and assign the College’s authorities, powers, and responsibilities to the officers of the College. In general, the Board:

- 1) Oversees the College to achieve the College Mission and Vision;
- 2) Appoints and empowers the President to carry out College operations;
- 3) Approves College strategy, courses of instruction, and grants degrees;
- 4) Contributes to the College and identifies other contributors; and
- 5) Does all things necessary or convenient to carry out the College’s business and operations authorized under Chapter 115-D of N.C. General Statutes and as delegated to the College by the North Carolina State Board of Community Colleges.

**Section 2. Duties:** The fundamental legal duties of each individual Trustee include:

- 1) Duty of Care — Each Trustee has a duty to be reasonably informed and exercise prudent judgment. Trustees must evaluate and consider the reliability and competence of anyone who provides information, opinions, statements, or reports that the Trustee relies on.
- 2) Duty of Loyalty — Each Trustee puts the interests of the College before personal, professional, and political interests when acting on behalf of the College and discloses all potential conflicts (refer to Article X).
- 3) Duty as a Fiduciary — Each Trustee must act in accordance with sound business and financial acumen for the best interests of the College.

**Section 3. Responsibilities:** The Board of Trustees and its committees have many responsibilities in guiding and shaping the College. Each Trustee is responsible for contributing to the best of their ability to ensure these are faithfully carried out:

**The Trustees are authorized and empowered to perform the following functions:**

### **A. Institutional Capacity**

- 1) Seek and support growth of College assets.
  - a) Approve the purchase and disposition of all real property by the College.

- 2) Oversee management of the College's finances.
  - a) Approve an annual operating budget and special capital budgets.
  - b) Approve tuition and fees.
  - c) Approve loans and limits on indebtedness of the College.
- 3) Personally support the institution through financial gifts and philanthropic leadership.
  - a) Provide additional donative leadership in the form of capital and endowment support commensurate with one's ability to give.
  - b) Take an active role in supporting fundraising events, special campaigns, and designated revenue-building programs at a level that conveys leadership of the effort and the institution.
  - c) In coordination with the Gaston College Foundation, help identify potential funders, link prospects to the College, cultivate relationships, solicit gifts, and steward donors.
- 4) Actively support student admissions and retention efforts.
  - a) Under the coordination of Enrollment Management, help identify potential students, provide opportunities for recruitment, communicate with students and families, and recognize students.
- 5) Ensure the legal requirements and commitments of the College are satisfied.
  - a) Review leadership plans for ensuring compliance with applicable laws and regulations.

## **B. Governance Officer**

- 1) Approve, support, and adhere to the College's Mission and Vision.
  - a) Approve a strategic plan for the College and conduct an annual review of progress to goals.
  - b) Annually evaluate the Mission and Vision statements for alignment to institutional purpose.
- 2) Prepare for and actively engage in all board and committee meetings and functions.
  - a) Commit to faithful and focused attendance at board and assigned committee meetings and functions. Board members who miss two or more consecutive full board meetings may be asked to relinquish their roles.
  - b) Review agenda and supporting materials prior to board and committee meetings.
- 3) Engage in strategic governance while avoiding administrative involvement in the College's operations.
  - a) Refrain from making personal or professional requests of the staff or faculty.
  - b) Understand, review, and consider the effectiveness of College policies and delegations of authority made by the Board of Trustees and by the Officers of the College.
- 4) Actively serve on one or more board committees, advisory groups, task forces, and/or participate in special assignments.
  - a) Committee structure and purposes will be subject to periodic review and realignment as needed to support evolving College needs.
- 5) Provide Presidential and Board oversight.
  - a) Hire, annually evaluate, and, if required, discharge the College's President.
  - b) Conduct a self-evaluation for Board effectiveness.
  - c) Develop and rigorously follow conflict of interest, codes of conduct, and confidentiality policies.
- 6) Support the academic enterprise.
  - a) Approve the curricular focus of the institution and its courses of study.
  - b) Confer degrees and grant credentials to those who meet the requirements of the College.
  - c) Review the Faculty and Staff Handbooks and inquire about their implementation.
- 7) Become well-versed in issues and laws affecting higher education.
  - a) Remain alert to existing and emerging strategic threats to and opportunities for the College's mission.
  - b) Familiarize oneself with and follow applicable laws, generally accepted practices, and codes of conduct and ethics for higher education and its related functions.
- 8) Set the example of a Gaston College leader.
  - a) Collaborate, don't compete; reinforce fairness and justice.
  - b) Understand others' perspectives and seek consensus; be inclusive.
  - c) Be forthright without being judgmental; always set a positive tone.
  - d) Understand your strengths, limitations, and biases; be fair about others.
  - e) Always demonstrate integrity – be honest with yourself and others.

### **C. Ambassador**

- 1) Engage in thought leadership about higher education trends and developments.
- 2) Proudly advocate for and promote Gaston College at large.
  - a) Represent the College to its key constituencies, including, but not limited to, prospective and current students and parents, alumni, prospective and current donors and funding organizations, community members, higher education bodies, elected officials, media, or others as requested.
  - b) Highlight the achievements of the institution through personal and professional channels.
- 3) Support marketing, communications, fundraising, and recruitment campaigns.
  - a) Leverage one's connections to raise awareness of and support of the institution.
  - b) Host and/or attend events on behalf of admissions, advancement, or other functions of the College as requested.
  - c) Steward volunteers and donors in a manner that encourages increasing levels of engagement and support.

**Section 4. Quorum:** Eight (8) of the appointed fourteen (14) voting members in actual attendance at regular, special, or emergency meetings shall constitute a quorum for the conduct of business. The Student Government Association President may be counted for the purpose of obtaining a quorum during committee meetings but not Board meetings.

1) No action shall be transacted without an affirmative vote by at least five (5) of those voting members present.

2) A majority vote of the appointed fourteen (14) voting members of the Board shall be required for the determination of College policy, rules, and regulations; for the establishment or disestablishment of programs or services; and for the election of the College President.

3) Trustees may participate in or conduct a meeting of the Board through the use of any means of communication by which all Trustees participating in the meeting can simultaneously hear each other during the meeting. A Trustee participating by remote communication shall be considered present in person at the meeting. In addition to a member retreat, trustees must meet six (6) times annually.

4) Unless otherwise restricted by the College's charter or these Bylaws, any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if the appointed 14 voting members of the Board or committee sign a consent, before or after the action is taken, describing the action and deliver it to the College. A director's consent to action taken without a meeting or revocation thereof may be in electronic form and delivered by electronic means.

## **ARTICLE II: BOARD OFFICERS, DUTIES, AND RESPONSIBILITIES**

**Section 1. Officers:** The corporate officers for the Trustees of the College shall be a Board Chair, Vice Chair, and Secretary. The Chair, the Vice Chair, and Secretary shall be elected by a majority vote among its membership. The Nominating Committee will present a slate of officers for Board Chair, Vice Chair, and Secretary for the Board's consideration, acceptance or amendment, and approval. The Chair, Vice Chair, and Secretary of the Board shall be elected for terms of one year, but shall be eligible for annual re-election by the Board, not to exceed three one-year consecutive terms.

**Section 2. Duties and Responsibilities:** The officers of The Trustees of Gaston College shall perform those duties prescribed in these Bylaws subject to the N.C. General Statutes, the N.C. Administrative Code and the North Carolina State Board of Community Colleges.

**Section 3. Board Chair:** The Board Chair shall call all meetings; preside over all meetings of the Board and serve as Chair of the Executive Committee; appoint committees and serve as a voting member on all

standing committees; execute board-approved contracts and other documents in the name of the Board; organize the agenda for meetings of the Board with assistance from the President; make trustees' assignments to all committees established by the Board, and name Chair of each committee; serve as an ex-officio voting member of all committees, with authority to delegate this function in whole or in part of the Vice Chair of the Board; begin the Board-approved process for the review of the performance of the President and provide leadership for the process. The Chair, or Vice Chair, if the Chair chooses to designate, serves on the Gaston College Foundation Board and Textile Advisory Board.

**Section 4. Board Vice Chair:** The Board Vice Chair shall preside in the absence or disability of the Board Chair performing all duties with full authority, and discharging any other functions expressly delegated thereto, until the Chair returns to lead. If the Chair resigns, the Board will vote to elect a new Chair to serve the remainder of the unexpired term. In the absence of a new Chair, the Vice Chair shall immediately be designated as the interim Chair until the Board votes to elect a new Chair.

**Section 5. Board Secretary:**

The Secretary of the Board shall be responsible for overseeing all Board records. These duties may be assigned to the President and the Administrative Assistant to the President:

- a) Maintenance of official minutes of all meetings and distribution of such minutes to Trustees and to the President with the Agenda;
- b) Custody of the Corporate Seal affixed to all official Board documents and attested to by the Board Secretary's signature;
- c) Maintenance of all official records and documents of the Board, including distribution of the Bylaws, rules, and policies to Trustees and the College President. Preparation and maintenance of the Bylaws of the Trustees, its amendments and other policies, regulations, and procedures related to Board activities;
- d) Notification, at the direction of the Chair, to all participants of all Board meetings; and
- e) In the event of an unexpected Board vacancy, the Secretary shall immediately deliver a written notice to the appropriate appointing agency to request that a replacement for the unexpired term be named within sixty (60) days following the vacancy.

### ARTICLE III: COMMITTEE CREATION AND MEMBERSHIP

**Section 1. Appointment:** The Chair of the Board of Trustees may establish such standing and *ad hoc* committees as deemed necessary to conduct the work of the Board, further the development of the College, and facilitate the engagement of each trustee in the strategic issues that face the institution. Membership on each committee is limited to current Board members. The following standing committees are established under this Article: Executive Committee, Finance and Facilities Committee, Academic and Student Affairs Committee, and Administrative Services Committee. To aid and promote good governance, Board members are encouraged to attend meetings of standing committees to which they are not assigned. Any Board member including the Board Chair may vote regardless if they are assigned to that committee. Board members shall use this opportunity to increase their awareness of important matters that are before the College. Committee meetings shall be called by the Chair of the committee and held in accordance with the requirements set forth in these Bylaws.

**Section 2. Governing Board and Committee Meetings:** *Robert's Rules of Order* (current edition) shall govern all committee meetings; however, no second is required to motions before voting. Except for closed sessions, all committee meetings shall be open to the public. Committee chairs shall report at the next regular or special meeting of the Board those assigned matters under consideration and recommendations requiring Board action.

**Section 3. Limitations to Authority:** If the Board, in regular or special meetings, authorizes a committee to act on a matter referred to it, the Chair of such committee shall report at the next scheduled meeting to the full Board on action taken by the committee. Each committee shall make available a copy of its minutes to

the full Board. The following matters, however, shall be reserved for action by the full Board, meeting in regular or special called meetings: Presidential selection, evaluation, compensation, and termination, subject, however, to salary schedules and guidelines for community college presidents and any applicable supplements thereto adopted by the State Board; Board officer selection; Bylaw amendments; review of College mission, vision, and values; adoption of budgets; acquisition, transfer, or disposition of all real property; final approval of the selection of designers and contractors for construction projects.

**Section 4. Notice Requirements Concerning Meetings:** If a public body changes its schedule of regular meetings, it shall cause the revised schedule to be filed at least seven calendar days before the day of the first meeting held pursuant to the revised schedule. If a public body holds an official meeting at any time or place other than a time or place shown on the schedule; it shall give public notice of the time and place of that meeting as provided in this subsection. If a public body recesses a regular, special, or emergency meeting held pursuant to public notice given in compliance with this subsection, and the time and place at which the meeting is to be continued is announced in open session, no further notice shall be required. This notice shall be posted and mailed, e-mailed, or delivered at least 48 hours before the time of the meeting. (N.C. 143-318.12.)

#### **ARTICLE IV: BOARD OF TRUSTEES APPOINTMENTS**

**Section 1. G.S. 115D-12:** All members of the Gaston College Board of Trustees are appointed in accordance with North Carolina law, specifically NC G.S. 115D-12.

**Section 2. Local Administration:**

a) North Carolina law provides that each community college established or operated pursuant to North Carolina law shall be governed by a board of trustees composed as follows:

1) Eight trustees appointed to the General Assembly under G.S. 120-121. The General Assembly shall appoint two members annually. One member shall be appointed upon the recommendation of the Speaker of the House of Representatives and one member shall be appointed upon the recommendation of the President Pro Tempore of the Senate.

2) Four trustees elected by the board of commissioners of the county in which the main campus of the institution is located, one of whom may be a county commissioner. In addition, each board of commissioners of any other county in the administrative area that provides plant funds to the institution shall elect two additional trustees to the board, one of whom may be a county commissioner. A board of commissioners may delegate the election of one or more of its trustees to a board of education of a local school administrative unit located in the administrative area of the institution. If the board delegates its authority to elect, the following conditions apply:

- i) The delegation shall expire at the end of the term of office of the trustee but may be renewed by the board of commissioners.
- ii) If an institution's administrative area contains more than one local school administrative unit, the board of commissioners may delegate the election to the boards of education of those units jointly.
- iii) If the delegated election has not occurred by May 1 of the year in which the election is to be made, the board of commissioners shall revoke the delegation and shall elect the trustee or trustees.

3) The president of the student government or the chair of the executive board of the student body of each community college may be an ex officio nonvoting member if the board of trustees of the community college agrees. The student government representative shall not attend closed executive board sessions unless invited to attend a session by a vote of the remainder of the board.

b) No member of the General Assembly shall be a trustee of a local board of trustees.

c) All trustees shall be residents of the administrative area of the institution for which they are selected or of counties contiguous to the administrative area.



- d) No person who has been employed full time by the community college within the prior 5 years and no spouse or child of a person currently employed full time by the community college shall serve on the board of trustees at that college.
- e) Vacancies occurring in a seat appointed by the General Assembly shall be filled as provided in G.S. 120-122. Vacancies occurring in a seat elected by the board of county commissioners shall be filled for the remainder of the unexpired term in the manner in which regular selections are made.

## **ARTICLE V: EXECUTIVE COMMITTEE**

**Section 1. Purpose:** The Executive Committee’s central purpose is to help the Board function efficiently and effectively and in alignment with the College’s vision, mission, values, and strategic goals by annually evaluating the governance structure of the Board of Trustees and its committees, and acting on behalf of the Board as expressly defined within this Article on matters of urgency that would cause undue hardship to the College if delayed until the next regular Board meeting or until a special meeting of the Board can be called.

**Section 2. Membership:** The Executive Committee shall consist of: Chair of the Board, Vice Chair, Secretary, NCACCT/ACCT Liaison, Legislative Liaison, and the Chairs of the other standing committees.

College representation shall consist of:  
College President and College Executive Assistant to President and Board of Trustees.

**Section 3. Authority and Responsibilities:** The authority and responsibilities of the Executive Committee shall include:

- a) In coordination with the President, reviewing proposed amendments to bylaws and College policies (other than College policies within the purview of the Finance and Facilities, Academic and Student Affairs, and the Human Resources Committee), and recommending amendments to the Board when appropriate.
- b) All actions of the Executive Committee taken in accordance with the Executive Committee statement of purpose of this committee shall be reported to the full Board at the next regular or special meeting thereof.
- c) When requested, the Chair will communicate between the Board, the State Board, and Gaston College Foundation Board of Directors.
- d) Prior to the scheduled expiration of the terms of office of one or more Board members or at any time when a resignation occurs, partnering with the President to identify prospective Board members to fill vacancies, and informing appointing bodies of qualified applicants who are willing to serve and current members who are willing to be re-appointed.
- e) Establishing and maintaining Board policy for institutional fund-raising activities consistent with the mission and purpose of the College.
- f) Partnering with the College President and the Gaston College Foundation to recommend proposed institutional fundraising priorities and activities for Board consideration.
- g) Executing any other functions necessary to carry out its responsibilities as authorized by the Board.

## **ARTICLE VI: FINANCE AND FACILITIES COMMITTEE**

**Section 1. Purpose:** The role of the Finance and Facilities Committee is to oversee, and provide recommendations to the full Board regarding, the College’s fiscal affairs and its capital and facilities improvement projects. The committee shall think and act strategically in making budget allocations and facility improvements that align with the College’s vision, mission, values, and strategic goals to best serve the interests of students.

**Section 2. Membership:** The Finance and Facilities Committee shall consist of: at least four voting Board members, one of whom shall be the Chair or Vice Chair of the Board.

College representation shall consist of:  
College President, College Chief Operating Officer, Chief Finance Officer, and College Administrative support.

**Section 3. Authority and Responsibilities:** The responsibilities of the Finance and Facilities Committee include the following:

- 1) Finance Functions
  - a) Reviewing, revising (as needed), and recommending to the full Board for approval the annual operating and capital budget proposals put forth by the College President in support of the mission, purpose, and advancement of the College.
  - b) Monitoring the College's operating performance and capital expenditures in relation to budgeted amounts.
  - c) In coordination with the President, reviewing proposed changes to College policies that relate to finance, facilities or audit matters, and recommending amendments to the Board when appropriate.
  - d) Reviewing, modifying as needed, and recommending action to the full Board proposals pertaining to any student fees set by the Board.
  - e) Advising the Board on other matters related to the finances and budgets of the College.
- 2) Facilities Functions
  - a) Developing, together with the College President, and presenting to the Board long-term funding projections required to meet the College's operating and facility needs.
  - b) Periodically reviewing the adequacy, condition, and maintenance of capital assets, and reporting the results of such review to the Board.
  - c) Maintaining a Facility Master Plan for land acquisition and facility development, consistent with the College's Strategic Plan.
  - d) Recommending to the Board:
    - i) the selection of designers and architects for construction projects, and
    - ii) the awarding of construction contracts.
  - e) Overseeing the Board's commitment to non-discrimination and equal opportunity in all policies and practices pertaining to the awarding of contracts and the procurement of goods and services.
  - f) Advising the Board on other matters related to the facilities of the College.
- 3) Audit Functions
  - a) Reviewing, every 3 years, the qualification, performance, effectiveness, and independence of the College's independent auditors.
  - b) In consultation with the College's independent auditors, reviewing the integrity of the College's financial reporting processes.
  - c) Meeting annually with the College's Chief Finance Officer to review the Enhancing Accountability in Government through Leadership and Education (EAGLE) program for financial reporting and compliance.

## **ARTICLE VII. ACADEMIC AND STUDENT AFFAIRS COMMITTEE**

**Section 1. Purpose:** The primary purposes of the Academic and Student Affairs Committee are:

- a) the continuous review and evaluation of policies, programs, and initiatives that promote student engagement, enable student advancement, and facilitate student completion;
- b) the continuous review and evaluation of instructional and academic programs, courses of study, workforce development activities, and overseeing the development and implementation of new curricula; and
- c) making recommendations to the Board with regard to the awarding of honorary degrees.

The committee shall engage in discussions about the entire academic program of the College and the methods by which the College supports student success, with a view towards meeting the needs of the community and a diverse student body in a manner that is consistent with the College's Strategic Plan.

**Section 2. Membership:** The Academic and Student Affairs Committee shall consist of: at least four voting Board members, one of whom shall be the Chair or Vice Chair of the Board.

College representation shall consist of:  
College President, College Executive Vice President, Academic and Student Affairs, College Vice President, Economic and Workforce Development, and College Administrative support.

**Section 3. Authority and Responsibilities:**

The responsibilities of the Academic and Student Affairs Committee include:

1) Student Affairs Functions

- a) Reviewing Board policies to assess their appropriateness for the needs of the College's diverse student body. In consultation with the President, reviewing existing and recommending proposed student policies for Board action.
- b) Receiving reports from the SGA and other student organizations.
- c) Overseeing the Board's commitment to non-discrimination and equal opportunity in all policies and practices pertaining to students, prospective students, and applicants.
- d) Monitoring data with regard to student enrollments, retention, progression, transfer, and completion.
- e) Monitoring data with regard to student support resources and financial aid.

2) Academic Programs Functions

- a) Evaluating the quality of, and engaging in thoughtful discussion about, the College's academic programs, courses of study, and workforce development activities that serve the best interests of students and meet the needs of the community.
- b) In cooperation with the President, reviewing and recommending to the Board proposals to add, modify, or delete curriculum programs.
- c) Overseeing the College's professional development program to support the faculty, including by supporting faculty members' pursuit of advanced credentials in their respective fields, exploring alternative methods of delivering instruction, and return to industry for skills enhancement.
- d) Monitoring the status of the College's accreditation by the Southern Association of Colleges and Schools Commission on Colleges (or accrediting commission) and by program accrediting bodies, and reporting to the Board any concerns with respect to the College's accreditation status.

3) Honorary Degree Recommendations

- a) Bringing forth recommendations to the Board of Trustees regarding the awarding of honorary associate degrees, consistent with the provisions of the Bylaws.

**ARTICLE VIII. ADMINISTRATIVE SERVICES COMMITTEE**

**Section 1. Purpose:** The primary purposes of the Administrative Services Committee are:

- a) Continuously review human resource matters as per the North Carolina Community College System (NCCCS) and in compliance with 1C SBCCC 200.94.
- b) Continuously review local personnel policies as per 1C SBCCC 200.94 and make recommendations for compliance and improvement to the Board of Trustees.
- c) Continuously review other local policies (non-personnel) and make recommendations for compliance and improvement to the Board of Trustees.
- d) Review annual reports on college safety and security.

**Section 2. Membership:** The Administrative Services Committee shall consist of: at least four voting Board members, one of whom shall be the Chair or Vice Chair of the Board.

College representation shall consist of:  
College President, College Chief of Staff, and College Administrative support.

**Section 3. Authority and Responsibilities:** The responsibilities of the Administrative Services Committee include:

- 1) Human Resource Functions
  - a) Talent Acquisition and Employment
  - b) Performance Management
  - c) Compensation and Benefits
  - d) Organizational and Professional Development
  - e) Employee Relations & Wellness
  - f) Policy and Procedure
  - g) HR Compliance
  
- 2) Public Safety and Security Functions
  - a) Environmental, Health & Safety
  - b) Campus Security and Emergency Planning
  - c) Professional Development (Training and Education)
  - d) Annual Security Report (ASR)
  - e) Safety and Security Compliance
  - f) Receiving reports on campus safety and security, The Clery Act, and Title IX.

## **ARTICLE IX. AD HOC COMMITTEE: NOMINATING COMMITTEE**

At the meeting preceding the last fiscal Board meeting, the Board Chair shall appoint and charge a Nominating Committee with presenting a slate of candidates to the Board to serve as officers of the Board for the subsequent fiscal year. The committee shall consist of three voting members. Persons seeking office shall be prohibited from serving on the Nominating Committee, and no member may nominate themselves for a position. Following its appointment, the Nominating Committee shall solicit from among Board members names for a potential Chair, Vice Chair, and Secretary to the Board. Annually at the last Board meeting of the fiscal year, the Nominating Committee will present a slate of officers for the Board's deliberation, acceptance, or amendment, and approval during the meeting.

### **BOARD OF TRUSTEE NCACCT AND ACCT LIAISON**

- 1) Member of Executive Committee, Board of Trustees.

### **BOARD OF TRUSTEE LEGISLATIVE LIAISON**

- 1) Member of Executive Committee, Board of Trustees.

## **ARTICLE X. MISCELLANEOUS**

**Section 1. Legal Compliance:** The College will act only in the manner and to the extent permitted under North Carolina law, including, but not limited to, the NC Tort Claims Act, G.S. §143-291, et seq., and without waiver of its sovereign immunity.

**Section 2. Amendments:** Amendments to these *Bylaws* may be proposed by any Trustee at any meeting of the Board for voting at a subsequent meeting as set by the Board Chair. Adoption of an amendment shall be by an affirmative vote of at least nine (9) present and voting members of the Trustees.

**Section 3. Adoption:** These *Bylaws* shall be officially adopted and implemented following an affirmative vote of at least nine (9) voting members of the Trustees of Gaston College at a regular meeting, provided that each member has received a copy of the proposal at least fifteen (15) days prior to the scheduled meeting.

**Section 4. Compensation of Trustees:** Trustees shall receive no compensation for their services but shall receive reimbursement, according to regulations adopted by the State Board of Community Colleges, for cost of travel, meals, and lodging while performing their official duties. The reimbursement of the trustees from State funds shall not exceed the amounts permitted in G.S. 138-5. (115D-17)

**Section 5. Removal of Trustees:** Should the State Board of Community Colleges have sufficient evidence that any member of the board of trustees of an institution is not capable of discharging, or is not discharging, the duties of his or her office as required by law or lawful regulation, or is guilty of immoral or disreputable conduct, the State Board shall notify the chair of such board of trustees, unless the chair is the offending member, in which case the other members of the board shall be notified. Upon receipt of such notice there shall be a meeting of the board of trustees for the purpose of investigating the charges. At that meeting, a representative of the State Board of Community Colleges may appear to present evidence of the charges. The allegedly offending member shall be given proper and adequate notice of the meeting and the findings of the other members of the board shall be recorded, along with the action taken, in the minutes of the board of trustees. If the charges are, by an affirmative vote of two-thirds of the members of the board, found to be true, the board of trustees shall declare the office of the offending member to be vacant. Nothing in this section shall be construed to limit the authority of a board of trustees to hold a hearing as provided herein upon evidence known or presented to it. A board of trustees may declare vacant the office of a member who does not attend three consecutive, scheduled meetings without justifiable excuse. A board of trustees may also declare vacant the office of a member who, without justifiable excuse, does not participate within six months of appointment in a trustee orientation and education session sponsored by the North Carolina Association of Community College Trustees. The board of trustees shall notify the appropriate appointing authority of any vacancy. (115D-19)

**Section 6. Rights and Duties of College President:** The President shall attend and participate in, without vote, all meetings of the Board of Trustees, except where his or her absence is expressly desired or during any portions of such meetings when the Board of Trustees is in closed session (unless otherwise requested by the Board of Trustees); shall submit recommended policies, procedures, and policy decisions to the Board of Trustees or any committee thereof when requested to do so by the Board of Trustees or such committee or when the President deems it to be in the best interest of the College to do so; shall recommend all curriculum programs and non-curriculum programs that the President deems to be in the best interests of the citizens of the College's service area as established by the State Board and to contribute to the overall mission of the College and which are educationally and financially feasible and are not in conflict with the requirements of the North Carolina General Statutes, the standards of the State Board, or other applicable laws, rules, or regulations, and shall monitor the quality and viability of such programs and instruction and advise the Board of Trustees concerning the status of such programs and instruction; shall establish the monthly and annual salaries or hourly rates of pay for full-time and part-time College personnel other than the President within the budget approved for the College by the State Board and in accordance with regulations approved by the State Board; shall advise the Board of Trustees on the financial and budgetary needs of the College; and shall perform all other acts and do all other things as the President may be authorized to perform and do under Chapter 115D of the General Statutes and other applicable laws, rules, and regulations, and/or as are delegated to him or her by

the Board of Trustees, in compliance with all applicable policies and procedures established by the Board of Trustees.

**Section 7. College Mission Statement:** To educate and care for people.

**Section 8. College Vision Statement:** To provide innovative student learning opportunities to create momentum for economic and social success.

**Section 9. Indemnification of Trustees:** Only in the manner and to the extent permitted under North Carolina law, including, but not limited to, the NC Tort Claims Act GS Sec. 143-291, et seq., and without waiver of its sovereign immunity, the College shall indemnify a Trustee who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which such Trustee was a party because he or she is or was a Trustee of the College (or is or was serving at the request of the College as a Trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) against reasonable expenses actually incurred by such Trustee in connection with the proceeding. The College shall not indemnify a Trustee in connection with a proceeding by or in the right of the College in which the Trustee was adjudged liable to the College. The College shall not indemnify a person against liability or expenses the person may incur on account of his or her activities which were at the time taken, known, or believed by the person to be clearly in conflict with the best interests of the College or if the person received an improper personal benefit.