

**Bylaws of the Board of Trustees of
Cincinnati State Technical and Community College.**

- (A) Name. The name of this organization shall be the Cincinnati State Technical and Community College Board of Trustees, hereinafter referred to as “the Board.”
- (B) Charter. Cincinnati State Technical and Community College is an institution of higher education and a political subdivision of the State of Ohio. The Board is chartered in accordance with Chapter 3358 of the Ohio Revised Code (ORC).
 - (1) Authority. Official acts of the Board are those taken at an official meeting in compliance with Section 121.22 of the ORC. The authority of the membership resides within the Board during the limits of a meeting in session.
- (C) Membership. Members of the Board shall serve and exercise authority in accordance with the ORC.
- (D) Meetings. The Board shall conduct meetings in compliance with Chapter 121 and Section 3345.82 of the ORC. The Board shall hold at least six regular meetings annually.
 - (1) Notification of meetings. The public meeting notice shall be posted on the College public website at least twenty-four (24) hours in advance of any meeting.
 - (2) Addressing the Board. Any person, other than a member of the Board or an officer of the College, who wishes to address the Board must request approval at least one week prior to the Board meeting at which said person desires to speak. The request must be made in writing to the President and must state the purpose, the requestor’s name, address and phone numbers. The Board will not consider requests including, but not limited to, pending legal matters, personnel decisions or other confidential matters.
 - (3) Agenda. The agenda for meetings of the Board shall be prepared by the President of the College and the Board secretary. Copies of the agenda shall be mailed or delivered to each Board member in advance of any regularly scheduled meeting. The President may, by announcement at the beginning of the meeting and without objection of the Board, add or delete items from any such agenda.

Routine items of business at Board meetings may include:

- (a) Call to order
- (b) Roll call
- (c) Adjustment of the agenda
- (d) Approval of the minutes
- (e) Report of the President

- (f) Recommendations of the President
 - (g) Consideration of such matters as may be required by executive session
 - (h) Monthly reports
 - (i) Statements and comments by Board members
 - (j) Adjournment
- (4) Electronic Meeting of the Board of Trustees
- (a) Definition of “electronic communication:” live, audio-enabled communication that permits the Board members attending a meeting, the Board members present in person at the place where the meeting is conducted, and all members of the public present in person at the place where the meeting is conducted to simultaneously communicate with each other during the meeting.
 - (b) Pursuant to R.C. 3345.82, the Board can conduct a Meeting under this Section using electronic communication so long as the following criteria in sections (c) and (d) below are met.
 - (c) Board member’s responsibility:
 - i. Each Board member must be present annually for one-half of the regular meetings of the Board. Board members should provide at the annual organization meeting, the meetings they intend to attend in-person for the year.
 - ii. If a Board member intends to attend a Board meeting through electronic communication, the Board member must notify the Board chair within 48 hours of the Board meeting. In the event of a declared emergency, the Board member must notify the Board chair as soon as practical. If the Board chair intends to attend electronically, they shall notify the Board vice chair.
 - (d) Meeting Conduct:
 - i. During a meeting conducted by electronic communication, one -third (1/3) of the Board members must be present in-person. If the Board chair determines within 48 hours of a scheduled meeting that this criterion will not be met, they shall either:
 - a. Work with the Board members previously intending to attend by electronic means to attend in-person in order to meet the one-third requirement; or
 - b. Reschedule the meeting.
 - ii. During a meeting conducted by electronic communication, votes of the Board are conducted using a roll call.
 - iii. The Board will follow all other established procedures during a meeting conducted by electronic communication.
- (5) Quorum. A majority of the Board shall constitute a quorum. A member of the Board shall be present in person or via electronic communication,

pursuant to Section D(4), at a meeting open to the public to be considered present or to vote at the meeting and for purposes of determining whether a quorum is present at the meeting.

- (6) Voting. Except as otherwise provided by Ohio law or these By-Laws, each Trustee then in office shall have one vote, and the vote of a majority of the Trustees present at a duly called meeting at which a quorum is present shall constitute the action of the Board of Trustees
- (7) Rules of parliamentary procedures. The most recent released version of *Roberts Rules of Order* shall be the official parliamentary guide for all sessions when not in conflict with these Bylaws or the ORC.

(E) Structure of the Board.

- (1) Officers. A nominating committee made up of members of the Board will be appointed by the Board chair annually prior to November thirtieth to develop the nominations for Board officers. The chair and vice chair of the Board shall be elected from the Board membership. The President shall be appointed by the Board. The treasurer and secretary shall be appointed by the Board, upon recommendation by the President, and need not be a member of the Board.
- (2) Election and term of office. Election of officers shall take place at the first regular meeting of each calendar year. Officers shall be elected for one-year terms not to exceed a maximum of three consecutive terms.
- (3) Vacancies. If, for any reason, a vacancy occurs in the office of the chair, the vice chair shall succeed to the office of chair immediately and shall have all powers and perform all the duties of the office during the period of vacancy. If there is a continuing vacancy of the position of vice chair, the Board shall elect a successor at the next regular meeting of the Board following the declaration of such vacancy by the chair and the support of the majority of voting members of the Board. When both the chair and vice chair are unavailable, the most recent past chair who remains a Board member will function as the chair on an interim basis. Vacancies in any other office shall be filled by action of the Board.
- (4) Committees. The Board will function as a committee-of-the-whole; however, the chair may appoint ad hoc or standing committees as necessary.

- (a) A standing committee is one charged with a broad mandate. Standing committees shall be chartered annually through a motion by the Board chair and approved by the Board.
 - (b) Committee(s) will be comprised of not less than two Trustees. A committee chair will report on the committee's deliberations to the full Board of Trustees at a regular meeting.
 - (c) A committee chair may include in committee deliberations appropriate College administrators. The Board secretary will serve as the secretary for the committees.
 - (d) All committees shall conduct meetings in compliance with Chapter 121 of the ORC.
- (5) Duties and responsibilities of officers.
- (a) Chair. It shall be the duty of the chair to call Board meetings to order, to preside at all meetings of the Board, to rule on the order and discussions of motions, to maintain proper decorum within the meeting place, to expedite the use of time during the meetings, to allocate the time for discussion, and to perform all duties incident to the office of chair and such other duties as may be prescribed from time to time by the Board.
 - (b) Vice chair. It shall be the duty of the vice chair to perform the chair's duties in the chair's absence, or in the event of the chair's inability or refusal to act. The vice chair, when thus acting, shall have the powers of and be subject to all restrictions placed upon the chair. A vice chair shall perform such other duties as from time to time may be assigned by the chair of the Board.
- (F) Secretary. The secretary shall keep the minutes of the meetings of the Board; shall see that all notices of meetings are duly given in accordance with the provisions of these Bylaws, or as required by law; and, in general, shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the chair of the Board.
- (G) Treasurer. The treasurer serves as the College fiscal officer and under the direction of the College President. The duties of the treasurer shall be in accordance with section 3358.06 of the ORC and the accounts shall be kept in the manner prescribed by law. The treasurer shall perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned by the chair of the Board.
- (H) President. The President is the chief executive officer and professional advisor to the Board. The President interprets and implements the Board's policies and regulations in their application to the various operations and

personnel matters of the College. The Board vests and delegates to the President the responsibility and authority necessary to provide professional leadership and administrative direction for all operations. The President may delegate authority to others but shall retain the final responsibility for the results of such delegation. The Board delegates to and vests with the President the ability to employ, re-assign, promote and terminate College personnel. The President may change varying personnel assignments to carry out responsibilities to the Board for the overall leadership of the College.

- (I) Miscellaneous matters.
 - (1) Fiscal year. The fiscal year of the College will be July first to June thirtieth.
 - (2) Annual budget. The President shall recommend a budget to the Board for each fiscal year. Action on the President's recommendations shall take place before July first of each year. Reconciliation of the budget may take place at any meeting of the Board by action of the Board.
 - (3) Appointment and compensation. The Board shall appoint and fix the contract of the President of the College and his/her annual benefits and salary increments. The Board shall act on the President's recommendations for the initial appointment/compensation of administrative officers, full-time faculty members and operating staff.
 - (4) Interpretation of the bylaws. The Board shall be the final authority on the interpretation of the Board Bylaws.
- (J) Amendments. These Bylaws may be amended. Approval of a proposed amendment to the bylaws requires a positive majority vote of the membership of the Board.
- (K) Resignation and Removal. Any member of the Board, by notice in writing to the Board, may resign at any time. Any Member may be removed from office with or without cause by the affirmative two-thirds (2/3) vote of the whole number of Members, provided however, that such removal is subject to Ohio State Law.
- (L) *Conflict of Interest* Any duality of interest or possible conflict of interest on the part of any Board member shall be disclosed to the Board and be made a matter of record at the time the duality of interest or possible conflict occurs and when such interest becomes the matter or subject of Board action. Any Board member having such duality or possible conflict shall not vote or use his/her influence on the matter in question and shall not be counted in determining a quorum for any meeting during which such matter is an issue. The minutes of the meeting shall reflect such disclosure, such abstention from voting and such required quorum. The Board shall consider and adopt a formal Conflicts of Interest policy and Board members should, at least annually, execute a Statement disclosing any potential conflict of interest and compliance with such policy. No Board member shall receive compensation for service to the Board.

Effective Date: 09/28/2021

Review Date: Annually