

WHARTON COUNTY JUNIOR COLLEGE

BOARD OF TRUSTEES

BYLAWS

The following rules and regulations shall constitute the Bylaws of the Wharton County Junior College and shall govern the Board of Trustees and the officials of the College.

BOARD REPRESENTATION AND ELECTION

The Wharton County Junior College (College) Board of Trustees (Board) is comprised of nine members who are elected for six-year terms in accordance with State and Federal statutes. A candidate's packet will be made available for interested parties based on the election order and the requirements of the Texas Election Code.

To be eligible to be a candidate for, or elected or appointed to, a public elective office in this state, including a junior college district board member, a person must meet the eligibility criteria under Texas law and Board Policy BBA (Legal).

A person elected to serve as a Board member must remain a resident of the College Taxing District throughout the term of office. A Board member who ceases to reside in the College Taxing District vacates his or her office.

Regularly scheduled elections are held on the uniform election date in May in even numbered years. The election of Trustees shall be at large by position, and regularly scheduled elections shall typically be for three Trustees for staggered terms of Trustee positions. A special election to fill a Board vacancy shall be conducted as required under the Texas Education Code. (See Board Policy BBC (Legal)). The Board of Trustees will order the election according to Texas Election Code.

The winning candidate for any position shall obtain a majority of the votes cast in the election for the position. If no candidate receives a majority of the votes cast for all candidates for a position, then the two candidates receiving the highest number of votes shall run against each other for the position. The runoff election for all positions shall be held according to the Texas Election Code and shall be ordered, notice given, and held, as for regular elections except as otherwise provided by statute.

Upon election, the Trustee shall take the official oath of office, and file it with the Chair of the Board. The oath may be administered, and a certificate of the fact given by an authorized person under Section 602.002 of the Texas Government Code.

Any vacancy occurring on the Board through death, resignation, or otherwise, shall be filled by either a special election ordered by the Board to be held on the next uniform election date, or by appointment through a resolution of the Board. If a vacancy is filled by special election, the election shall be to fill the unexpired term only.

If, upon determining that a vacancy exists, the Board of Trustees determines that it would like to consider filling the vacated Trustee position by appointment, the following procedures will apply:

1. The Board shall provide public notice of the vacancy.
2. The Board shall determine the period for responding to the announcement, with the recommended time being at least two weeks, and a definitive deadline will be established.
3. Persons interested in being appointed to the Board shall submit a resume, any supplemental document requested in the notice of vacancy, and a completed standard application form demonstrating that he/she is a resident of the College Taxing District to the President of the College.
4. The Board of Trustees shall review the resumes, supporting documents, and application form of the applications and may select a number of candidates to be interviewed.
5. The Board of Trustees shall interview candidates and may make a selection for a candidate or candidates to be brought forward for a vote of the Board.
6. In order for a recommended candidate to move forward as an appointed Trustee, an affirmative vote of at least 80 percent of all members of the Board of Trustees will be required in the form of a Board Resolution.

The person appointed to fill the unexpired term shall serve until the next regular election of members to the Board, at which time the position shall be filled by election for a term appropriately shortened to conform to what regularly would have been the length of the term for that position if the term has not otherwise expired.

Board members may be removed from office in accordance with Texas Const., Art. V, §24, Texas Local Government Code §§87.011, 87.013, 87.031, and 180.010, Texas Education Code §44.032, and Texas Education Code §130.0845.

BOARD DUTIES AND RESPONSIBILITIES

The chief duty of the Board is to protect the institution, assure fulfillment of the mission, and strategically plan for the college's future. In this regard, the Board:

1. Is expected to preserve institutional independence and to defend its right to manage its own affairs through its administration and employees.
2. Shall enhance the public image of the College.
3. Shall interpret the community to the College and interpret the College to the community.
4. Shall nurture the College to achieve its full potential within its role and mission.
5. Shall establish and periodically review the Vision and Mission statements and core values of the College.
6. Shall establish the College's strategic plan and goals consistent with the vision and mission of the College and its focus on student success.
7. Shall provide for financial resources to adequately support the College's institutional goals; accordingly, the Board will approve and authorize the annual budget and amendments, tuition and fees, debt funding, tax rates, real estate transactions, major capital projects, and other significant financial items.
8. Shall appoint the President of the College, conduct periodic evaluations of the President's performance, and approve the contract and compensation of the President.
9. Shall establish upon recommendation of the President of the College, the policies which govern the organization and operation.
10. Shall respect the institution's governance structure.
11. Shall act as an appraisal body of judgment as recommendations may come to it through the administration.
12. Shall complete all State mandated training and periodic training on any other topic relating to higher education the Board considers important.
13. Shall perform other duties authorized by applicable laws or regulations.

The Board possesses and exercises its authority and duties as a collective body and functions only when it is convened in meetings. Except for appropriate duties and functions of the Board Chair, an individual member may not speak, obligate, or exercise authority in the name of the Board of Trustees unless specifically authorized by prior action of the Board.

The Board functions within the framework of laws, court decisions, Attorney General opinions, and similar mandates and guidelines from external sources. It performs functions as specified by applicable laws and regulations.

The Board formulates and approves policies and delegates to the President of the College the function of administering policies and regulations. The Board is not involved in administrative details, but the Board's review of administrative procedures and regulations may be undertaken if necessary to the function of policy formulation. In the absence of appropriate policy, the President of the College may need to make decisions and exercise authority, but such actions may be subject to subsequent review by the Board for determination as to the need for a policy statement.

If citizens bring a concern or complaint to an individual Trustee, the Trustee shall refer the citizen to the College President, who shall proceed according to appropriate Board policy or College procedure. This does not restrict the Board member from bringing the concern or complaint to the Board of Trustees.

STATEMENT OF BOARD CONDUCT

Each Trustee of the Board will strive to support the Vision and Mission statements and core values of the College and, to that end, shall adhere to the following standards:

1. Consistently uphold all applicable laws, rules, policies, and governance procedures.
2. Attend and participate in all regularly scheduled Board meetings insofar as possible, and become well-informed concerning issues to be considered at those meetings.
3. Bring about desired changes through legal and ethical procedures, upholding and enforcing all applicable statutes, regulations, and court decisions pertaining to community colleges.
4. Work with other Board members to establish effective Board policies, delegate authority for the administration of the College to the President of the College, and

act on behalf of the Board only with the official authorization of a majority of the members of the Board.

5. Work with other Board members to establish effective policies and practices prohibiting unlawful discrimination including conduct that constitutes sexual harassment.
6. Make policy decisions only after full consideration at publicly held Board meetings.
7. Render all decisions based on the available facts and independent judgment, refuse to surrender that judgment to individuals or special interest groups, and abide by and uphold the final majority of the Board.
8. Recognizing that the College adheres to the concepts of free speech and academic freedom, encourage the free expression of opinion by all Board members and seek systematic communications between Board and students, faculty, staff, administrators, and the community while refraining from communicating with any such parties in a way that could be interpreted as having any authority outside the meetings of the Board and refraining from any communications among a quorum of Board members outside of the Board meeting.
9. Communicate to other Board members and the President of the College expressions of public reaction to Board policies and College programs.
10. Become informed about current educational issues by individual study and through participation in programs providing needed information, such as sponsored by State and National community college organizations.
11. Support the employment of those persons best qualified to serve as College faculty, staff, and administrators; insist on a regular and impartial evaluation of all faculty, staff, and administrators; and respect the authority and responsibilities of College employees and external contractors to empower them to work without interference.
12. Work with other Trustees and with the President in a spirit of harmony and cooperation and in a manner that creates and sustains mutual respect.
13. Engage in no activity that could create a conflict of interest.

14. Refrain from using the Board position for personal or partisan gain.
15. Identify and disclose any actual or potential conflict of interest (according to Chapter 171 of the Texas Local Government Code and College Policy III.3003.A and Procedure III.3003.A.a, Ethical Conduct and Conflicts of Interest), and act for the general public good regardless of personal relationships or business interests.
16. Notify the President when he or she plans to be on the College campus.
17. Take no private action that will compromise the Board or administration, and respect the confidentiality of information that is privileged under applicable law, including all deliberations of the Board in Closed Sessions.
18. Remember always that the first and greatest concern must be the educational welfare of the students attending the College.
19. Refrain from any attempt to influence any operational decision, including but not limited to individual admissions, personnel or purchasing decisions except when such is an issue at a Board meeting; and no Trustee shall have any communications about a grievance with any person with a pending grievance.

The Board of Trustees shall have the authority to censure a Trustee who is found by the Board to have violated the Trustee's duties, federal or state law, Board policy, the Statement of Board Conduct or any other provision of these Bylaws. A finding of such a violation shall be made only after an investigation by the Board or the Board's designee. The investigation must include an opportunity for the Board member to respond to the specific allegation(s). A censure of a Trustee will require a super majority (two thirds) vote of all members of the Board of Trustees. For purposes of the provision, "censure" shall mean a reprimand of a person through means of a written order or resolution for specified conduct.

OFFICERS

The Board shall elect the following officers from among their members: a Chair, Vice Chair, Secretary, and other officers as deemed necessary.

The election of the officers shall take place at the first regular meeting of the Board of Trustees after the regular election of members of the Board of each election year or at any time thereafter in order to fill a vacancy. Election of officer shall occur immediately following the swearing in of those elected to the Board of Trustees. Officers of the Board shall be elected by a simple majority of the total membership of the Board.

The term of office for each officer shall be two years with no limit as to the number of terms which may be served.

The duties of the officers shall be as follows:

1. The Chair of the Board
 - a. Presides at all meetings of the Board of Trustees.
 - b. Enforces the Bylaws.
 - c. Signs official contracts and documents as required by statute of Board policy.
 - d. Appoints Board committee members and chairpersons.
 - e. Performs such other duties as may be required by law or authorized by the Board of Trustees.
 - f. Shall be entitled to vote on all matters coming before the Board of Trustees.
 - g. Speaks on behalf of the Board.
 - h. Sign letters of support that do not materially obligate the College financially.

2. Vice Chair
 - a. Performs the duties of the Chair in the absence of the Chair.
 - b. Performs such other duties as may be required by law or imposed by the Board of Trustees.

3. Secretary
 - a. Serves as the official custodian of the minutes, books, records, and seal of the Board.
 - b. Presides at the meetings in the absence of the Chair and Vice Chair.
 - c. Signs official contracts and documents as required by statute or Board policy.
 - d. Performs such other duties as may be required by law or imposed by the Board of Trustees.

COMMITTEES OF THE BOARD AND LIAISON POSITIONS

The Board of Trustees will perform its work as a committee of the whole, and all official actions of the Board shall occur at properly noticed meetings. However, the Board may establish standing or special committees to engage in review and discussion on behalf of the full Board. The work of committees should enhance the productivity and efficiency of the full Board.

Board committees are advisory in nature and make recommendations to the full Board of Trustees for final action.

The Chair of the Board of Trustees, in consultation with the other Trustees, is authorized to appoint committee members and to designate the chairperson of the committees. Each committee will be comprised of a maximum of three (3) Trustees, with each Trustee expected to serve on a minimum of two (2) committees. The charge of each committee will be set forth in these Bylaws, providing a clear purpose and scope while mitigating the potential for overlap among the various committees. Board committees will be required to meet on a quarterly basis, submitting a report to the full Board at a minimum of once a year. At least two committee members must be present to establish a quorum, and to advance items to the Board of Trustees for final action. The Chair of the Board of Trustees will serve as ex-officio of each Board committee.

The term of each standing committee will be for two years with no limits as to the number of terms which may be served. Standing committee appointments shall occur following the appointment of the Officers of the Board of Trustees.

Special committees may be appointed by the Chair of the Board of Trustees on authorization by the Board of Trustees. Special committees shall perform specific duties and when the work of the committee has been completed, the committee shall be automatically discharged. The function of all such special committees shall be fact-finding and advisory, but never legislative or administrative.

Following the initial year of implementation and an evaluation of responsibilities and function, a review will be conducted of each committee to determine the need for continuation of each, the potential conversion of select committees to special committee status, and/or the creations of additional committees or committee functions.

The Board of Trustees includes seven regular standing committees. The committees are:

Committee on Strategic Visioning

The Committee on Strategic Visioning shall make recommendations regarding the long-term strategic priorities for the institution, establishing the foundation for all strategic planning initiatives within the institution.

Committee Responsibilities

- Review, make recommendations for, and ensure biennial approval of the institution's foundational mission.

- Evaluate institutional and environmental data to make informed recommendations regarding the establishment of the overarching vision and key strategic priorities for the institution.
- Monitor the ongoing strategic planning initiatives within the institution to ensure the development of a comprehensive and inclusive institutional Strategic Plan.
- Ensure alignment of all strategic initiatives with the College's long-range financial, investment, and fund-raising plans.
- Conduct an annual evaluation of strategic initiatives using objective and quantifiable metrics and make recommendations to the Board, as needed.
- Provide avenues through which to clearly communicate the Board's strategic vision with institutional stakeholders, including students, parents, and faculty, staff, and community members.

Committee on Board Governance and Assessment

The Committee on Board Governance and Assessment shall promote and monitor the effective governance of the Board of Trustees, in accordance with those guidelines established in Wharton County Junior College Institutional Policy (BCG (Local)) and by the Southern Association of Colleges and Schools Commission on Colleges.

Committee Responsibilities

- Establish a clearly defined set of responsibilities and expectations for the Board and regularly evaluate, at least annually, achievement of these duties.
- Ensure potential concerns related to Trustee conflict of interest is defined, addressed, and attested to for all members on a regular and ongoing basis.
- Monitor relations with external entities to protect the institution from undue influences.
- Periodically review all institutional policies and make recommendations for proposed changes on an as-needed basis.
- Develop and oversee the process for nominating a new Trustee in the event of a mid-term vacancy.

- Oversee the orientation of new Trustees and monitor the ongoing compliance of all Trustee training requirements.

Committee on Student Success

The Committee on Student Success shall ensure the efficacy of all institutional planning, programs, and initiatives related to student engagement and student success.

Committee Responsibilities

- Regularly review institutional data related to student engagement and success, including reports regarding student enrollment, persistence/retention, and completion, including graduation and transfer rates.
- Monitor and respond to, as needed, pending local, state, and federal legislative issues that may impact student success and/or institutional initiatives related to student engagement.
- Receive reports from the College regarding accreditation efforts, most specifically those items related to the Southern Association of Colleges and Schools Commission on Colleges ten-year reaffirmation, five-year follow-up reports, and/or Quality Enhancement Plan.
- Recommend budgetary support based on review of College priorities related to academic programs, instructional supports, and student services.
- Provide guidance related to the College's commitment to student engagement, persistence, and success.

Committee on Finance and Investment

The Committee on Finance and Investment shall provide oversight and recommendations regarding the institution's long-term financial strategy, debt management, and investment of college assets. In addition, the Committee serves to annually appoint an independent auditing firm to examine the financial records of the college and certify those results.

Committee Responsibilities

- Present the annual budget to the Board and reviews, reports, and recommends any changes to and/or variances from the approved operational budget.
- Monitor the ongoing fiscal status of the College, along with its short- and long-term financial condition, and recommend timely strategies for necessary adjustments, as appropriate, including changes to tuition and fees, debt financings, including bond offerings, and tax rates.
- Ensure alignment of the College budget with the institutional strategic plan and priorities.
- Oversee institutional policies related to the College governing budgets, financial planning, and fiscal responsibilities.
- Refer a firm to conduct the annual financial audit and report the results of that audit to the Board, at large.

Physical Plant, Safety and Security

The Committee on Physical Plant, Safety, and Security shall review and recommend all facilities and capital planning projects. In addition, the Committee shall oversee all internal controls and risk management operations for the College.

Committee Responsibilities

- On a decennial basis, monitor the completion of an externally conducted Facilities Master Plan and recommend the plan for approval by the Board.
- Study, monitor, and make recommendations based on the institution's 10-year Facilities Master Plan, taking into account any changes in the College's strategic priorities.
- Review the process for the selection of campus planners, architects, consultants, and contractors hired by the College.
- Make recommendations to the Board with respect to the naming of College buildings and other major facilities.

- Refer a firm to conduct the annual security audit and report the results of that audit to the Board, at large.

Technology

The Committee on Technology shall monitor the technological capabilities of the institution, ensuring the institution's ability to provide an innovative, nimble, and future-focused environment for all students, faculty, and staff.

Committee Responsibilities

- Establish short- and long-term goals for the institution's technological capacity and capabilities, aligning these priorities with the College priorities and budget.
- On a decennial basis, monitor the completion of an externally conducted Infrastructure Report and recommend required updates and improvements for approval by the Board.
- Review the distance education and student support capabilities of the institution, identify required improvements, and make recommendations that will optimize opportunities for creating an innovative and future-focused educational environment for students.
- Refer a firm to conduct a Technological Security audit, as required by Texas Administrative Code Chapter 202, and report the results of that audit to the Board, at large.

Outreach/Advancement

The Committee on Outreach/Advancement shall engage in strategic partnerships and communications with the College's external constituencies, establishing meaningful relationships toward the advancement of the institution as a leader within the communities we serve.

Committee Responsibilities

- Develop a communication, outreach, and development plan that is consistent with the College's policies and priorities.

- Establish meaningful and strategic communication network with external constituency groups, including government agencies, service-area ISDs, community stakeholders, etc.
- Coordinate with the WCJC Foundation to identify activities that can bolster the College's advancement efforts, including annual and special fundraising efforts.
- Identify opportunities for enhanced marketing of the College, its campuses, and programs, with constituents to enhance the institution's reputation within and beyond its service area.

One trustee may serve as liaison to the Wharton County Junior College Foundation Board of Directors. The Chair of the Board is authorized to select the liaison and such determination will occur following appointment of the Officers of the Board of Trustees.

MEETINGS

All official business of the Board of Trustees shall be transacted at regular, special, or emergency meetings of the Board of Trustees conducted in compliance with Chapter 551 of the Texas Government Code (the Texas Open Meetings Act).

A regular meeting of the Board of Trustees shall be held on the third Tuesday of each month, at such hour and place as the Chair of the Board of Trustees may designate, provided such regular meetings may be recessed or changed from time to time upon proper notice as the Board of Trustees may direct.

Emergency meetings of the Board of Trustees may be called by the Chair of the Board, consistent with the requirements of Section 551.045 of the Texas Government Code. The purpose of such meetings shall be indicated at the time the special or emergency meeting is called and notice of the meeting shall be posted at least one hour in advance of the meeting as required by law.

Board Retreats may be called by the Chair of the Board. The purpose of such retreats shall be indicated at the time a retreat is planned.

Items may be placed on the agenda for meetings of the Board of Trustees by the Chair of the Board, the President of the College, or by written request sent to the Board Chair by a member of the Board. The request shall then be sent to the President of the College.

Closed or executive sessions will not be held unless the Board of Trustees has first convened in an open meeting for which notice has been given. If, during the open

meeting, a closed or executive session is necessary, the presiding officer of the Board of Trustees shall announce that a closed or executive session will be held in accordance with Chapter 551 of the Texas Government Code (the Texas Open Meetings Act). All matters considered in a closed meeting are confidential, including conversations and materials. No person shall reveal these matters unless required by law.

Should any final action, final decision, or final vote be required in the opinion of the Board with regard to any matter considered in such closed or executive meeting or session, then such final action, final decision or final vote shall be at either:

1. The open session portion of the meeting upon the reconvening of the public meeting, or
2. At the subsequent public meeting of the Board upon notice thereof, as the Board shall determine.

QUORUM NECESSARY FOR TRANSACTION OF BUSINESS

A quorum for the transaction of College business shall consist of a majority of the membership of the Board of Trustees; if there is a belief by the Board that one or more members may need to leave the meeting such that the Board may not be able to maintain a quorum, the Board may adjourn the meeting to a specific time.

ORDER OF BUSINESS

The order of business for regular meetings of the Board of Trustees will include the following items:

1. Call to Order
2. Roll Call of Board Members
3. Pledge to the Flag
4. Approval of Minutes
5. Hearing of Such Citizens or Groups of Citizens Desiring to be Heard before the Board
6. Special Announcements, Recognitions, Introductions, and Accolades
7. Student Success Presentations and Staff Reports
8. Communications to the Board of Trustees

9. Informative Reports to the Board and Reports from Board Committees (when applicable)
10. Financial Report/Investment Report
11. Consent Agenda (Any item placed on the Consent Agenda shall be removed and taken up as a separate matter, if so requested by any member of the Board, otherwise all items will be voted on with one (1) motion)
12. Items for Discussion/Possible Action (Items removed from the Consent Agenda will be considered at this time)
13. Items discussed in Closed Session
14. Adjournment

RULES OF ORDER

The latest edition of *Robert's Rules of Order* shall govern the Board of Trustees in its deliberations, except where it is inconsistent with these Bylaws or any applicable. *Robert's Rules* may be suspended by a 2/3 vote of the Board. All members of the Board may vote on matters to be decided by the Board unless excused by law.

MINUTES OF THE PROCEEDINGS

Minutes of the proceedings of the Board of the previous meetings shall be included for approval at the next meeting or within a reasonable time frame for approval by the Board of Trustees. The minutes shall record the name of the person making the motion, the name of a person seconding it, and the vote. Minutes shall be succinct. Their basic function shall be the recording of official actions of the Board. Board members may request inclusion of statements or data that they deem vital to an adequate understanding of the minutes.

The official minutes shall be maintained in the College President's office.

HEARING OF CITIZENS

The Chair of the Board of Trustees will include in the agenda of that meeting an opportunity for members of the public to address the Board of Trustees. Any member of the public wishing to address the Board during a meeting shall follow the procedures outlined in Board Policy BDB (Local).

RETAINING AN ATTORNEY

The Board shall designate an attorney or attorneys, as necessary, to serve as the College's legal counsel. As delineated in Board Policy BCC (Local), individual Board members shall channel legal inquiries through the College President.

PRESIDENT AS THE CHIEF EXECUTIVE OFFICER

The President serves as the Chief Executive Officer of the College. The President reports to and is evaluated by the Board of Trustees and is not a presiding officer or member of the Board. The Board of Trustees establishes the College's vision, mission, core values, and strategic plan. The President is responsible for implementing the College's strategic direction and ensuring operations are consistent with the mission, vision, purpose, and core values and in compliance with State and Federal laws and regulations and accreditation guidelines. The President is also responsible for effectively implementing policies and regulations established by the Board of Trustees.

BOARD SELF-ASSESSMENT PROCESS

The Wharton County Junior College Board of Trustees recognizes the importance of employing an annual self-assessment questionnaire to evaluate the Board's health and effectiveness. The process for the self-assessment will include each member completing the questionnaire. The results of the questionnaire will be compiled by the Chair of the Board Governance and Assessment Committee or designee. Such results will be distributed to the Board of Trustees and the President. The Board will schedule a work session to review and discuss its self-assessment, address areas for follow-up, and set specific goals to pursue. The cycle will repeat itself annually. The self-assessment questionnaire will encompass questions regarding normal areas of Board focus but may include additional questions specifically related to how successful the Board believes itself to have been in addressing its noted concerns or goals from a previous self-assessment.

REVISIONS OR AMENDMENTS TO THE BYLAWS

Revisions and amendments to these Bylaws must be reviewed at a regular intervals during scheduled Board of Trustees meetings or retreats. Such revisions or amendments will require the affirmative vote of five (5) Trustees at the next regularly scheduled meeting of the Board of Trustees.