



BOARD OF TRUSTEES

BYLAWS

As a

HUDSON VALLEY
COMMUNITY
COLLEGE

BOARD OF TRUSTEES

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Bylaws and Policy Manual of the Hudson Valley Community College Board of Trustees

PART I: BYLAWS

ARTICLE I

ORGANIZATION

SECTION 1: NAME AND PURPOSE

- A. The name of this Board shall be the Board of Trustees of Hudson Valley Community College.
- B. The chief purpose of the Board of Trustees shall be that of establishing policy governing the College. Under its authority established by the Education Law of the State of New York, the Board of Trustees delegates to the President of the College responsibility for the administration of the College.

SECTION 2: MEMBERSHIP

- A. The Board of Trustees shall be comprised of exactly ten members: five of whom shall be appointed by the legislature of the local sponsor, the County of Rensselaer, four of whom shall be appointed by the Governor of the State of New York, and one member shall be elected by and from among the students of the College, pursuant to the provisions of Section 6306, Subdivision 1 of New York State Education Law. The student trustee must be a registered student of Hudson Valley Community College and in good academic standing during his/her term of office.
- B. The membership of the Hudson Valley Community College Board of Trustees shall be comprised of representatives of the sponsorship area, the County of Rensselaer, excepting the student trustee.
- C. The term of office for members of the Board of Trustees (except for the student trustee) shall be determined in accordance with Section 6306, Subdivision 1 of the Education Law. The

- D. One member of the Board of Trustees may be a member of the Rensselaer County Legislature or an official of any other agency of the County Rensselaer.
- E. All trustees shall take the oath of office at the office of the Rensselaer County Clerk within thirty (30) days of appointment or election.
- F. It is the responsibility of the individual Trustee or Officer of the Board
 - 1) To recognize that only the Board of Trustees by formal action can make commitments of any kind binding on Hudson Valley Community College
 - 2) To clearly state to those with whom s/he discusses College matters or policies, when he/she is expressing opinions as an individual citizen and when he/she is expressing officially approved policies or actions of the Board;
 - 3) To make no announcement of nor to give any information about action taken by the trustees until such action has been communicated by the Chair of the Board and the President through regular official channels
 - 4) To convey to the President for consideration and possible action any important inquiries or complaints that are raised directly with an individual trustee regarding the operation of the College and
 - 5) To adhere to the Bylaws (including the Code of Ethics) of the Board of Trustees.
- G. Any trustee who has served full term of seven years upon his/her departure from the Board, shall be conferred the title of Trustee Emeritus. An Emeritus Trustee shall be entitled to attend and participate in academic and special affairs of the College but shall not be vested with the responsibility of a trustee

SECTION 3: MEETINGS

- A. Regular meetings of the Board of Trustees shall be held on the fourth Tuesday of every month at the later of 5:00 pm or the conclusion of the Committee at a regular meeting, unless a

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- 11) To approve a service banking bid list and an investment banking bid list;
- 12) To confer, within their discretion, acknowledgements of recognition which include, but are not limited to, emeritus status, certificates and plaques, subject to the laws of New York State;
- 13) To approve the acceptance of gifts and bequests donated to the College;
- 14) To set tuition and fees;
- 15) To designate the names of facilities;
- 16) To approve the alteration in or changes to College policies, procedures, and bylaws.

- 3) Committees shall submit such reports and recommendations as are appropriate to the Board for Board action. Except as specified, each Standing Committee shall have full power to prescribe its own approach and procedures for resolving Committee action and fulfilling its responsibility.
- 4) The Committee Chair shall report the findings and recommendations to the Board.
- 5) The Standing Committees of the Board shall be as follows:

C. Standing Committees

1. Nominations Committee. The Nominations Committee shall consist of three (3) trustees. It shall be the duty of this committee to propose, on a biennial basis, the names of persons to be the officers of the Board; persons so nominated will be voted on by the members of the Board in attendance at the annual meeting.
2. Executive Committee. The Executive Committee shall be comprised of six (6) members; and shall have and may exercise all powers of the Board in the interim between meetings

- g) Recommend to the Board that the independent public accountants engage in specific studies and reports regarding auditing ~~era~~ accounting procedures and other matters;
- h) Review the annual financial statements, including any adjustments recommended by the independent public accountants and any significant issues that arise in connection with the preparation of those statements, including the inclusion of financial disclosures;
- i) Review internal controls and procedures and management responses to comments relating to those policies and procedures and investigate potential improprieties in consultation with appropriate legal authorities;
- j) Obtain from management and external advisors reports relating to accounting, tax regulatory, governance, investment and other business matters
- k) Meet at least twice annually with the College's independent public accountants to discuss issues arising from its responsibilities, including significant findings and status of prior year management recommendations, difficulties encountered in the audit and restrictions on scope or access, significant revisions to the work plan, the auditors judgments about the appropriateness of the accounting principles and the clarity of financial disclosures, other matters relating to audit standards, including the changes in standards and procedures and the independence of the accountants. The committee shall consider rotation of auditing firms and the rotation of the audit partner at intervals that it considers appropriate

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consultation and advice. ~~He~~ shall attend meetings of this committee whenever requested to do so by the Committee Chairman.

5. ~~Personnel Committee~~ The Personnel Committee shall be responsible for general oversight of all personnel related policies and practices of the college including:

- a) Appointments, initial and continuing
- b) Promotions
- c) Evaluations
- d) Tenure
- e) Dismissal, termination and retrenchment
- f) Retirements
- g) Rehiring of retired staff;
- h) Leaves of absence;
- i) Sabbatical leaves
- j) Academic freedom
- k) Outside employment;
- l) Affirmative action
- m) Staff development
- n) Resignations and
- o) Conditions of employment

The personnel committee will meet on a regular basis with the President and Vice President for Administration and Finance

ARTICLE II
ADMINISTRATION

SECTION 1: OFFICE OF THE PRESIDENT

- A. The President shall be the chief executive officer of the College and shall be directly responsible to the Board for the entire administration of the College. The President shall have the authority to negotiate and execute contracts or agreements, ~~except~~ Collective Bargaining Agreements and those contracts associated with Capital Projects, are within the parameters of the operating budget of the College once that budget has been approved by the College's Board of Trustees ~~of the County of Rensselaer and the State University of New~~
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M. The President shall ensure provision of adequate insurance coverage for the College.

N. The President may confer acknowledgements of recognition to worthy individuals for services to the College and so inform the Board.

SECTION 2: BOARD - PRESIDENT RELATIONS

A. The President shall be the official through whom the Board carries out its program and exercises its control.

B. The President shall be the official channel of communication between the College staff and the Board of Trustees.

C. The President shall keep the Board informed concerning trends in higher education that affect the College and make appropriate recommendations accordingly.

ARTICLE III
AMENDMENTS

SECTION 1: AMENDMENT

- A. The Bylaws of the Hudson Valley Community College Board of Trustees may be amended by a vote of six (6) trustees present at a meeting of the Board of Trustees provided prior notice of said meeting and the proposed amendment shall have been mailed, emailed or posted electronically to all members of the Board at least one (1) month prior to said meeting. Such prior notice may be waived if all members of the Board of Trustees consent thereto at or prior to such meeting and said written waiver shall be appended to the minutes of said meeting.
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ARTICLE 2.0

ACADEMIC AFFAIRS

SECTION 2.1: MISSION

Hudson Valley Community College provides transformative, student-centered and high-quality educational opportunities that address the diverse needs of local and global communities.

SECTION 2.2: PROGRAMS AND CURRICULA

- A. Consistent with the provisions of Article 126, Section 6803 New York State Education Law, governing programs and curricula in community colleges, the programs and curricula of Hudson Valley Community College shall include:
- 1) Two-year programs of post-high school nature combining general education with technical education relating to the occupational needs of the community that the College serves;
 - 2) Such training for certain occupational skills and career as shall meet the needs of industry and the community;
 - 3) Curricula designed to meet the educational needs of students who will enter the workforce or transfer from the two-year college to four-year college or university;
 - 4) Continuing education courses and programs to fulfill such educational needs of the community.

SECTION 2.3: PROFESSIONAL STAFF

- A. The professional staff, as a body, shall be the expert professional agency to which responsibility for developing and controlling the academic program is committed, under the leadership of the President and within the framework of the educational objectives established (c)4 (1L)-

SECTION 2.7: ACADEMIC SENATE

- A. The Board recognizes the Academic Senate of Hudson Valley Community College as an advisory and recommending governing entity. All Senate recommendations shall be communicated in writing to the President.
- B. The Board shall approve the bylaws of the Academic Senate, and any subsequent amendments thereof.

SECTION 4.3: NAMING OF FACILITIES

- A. The authority for the designation of names of facilities shall be retained by the Board of Trustees.

SECTION 4.4: CHANGES TO COLLEGE FACILITIES

- A. Construction of a new building or expansion of major renovation of existing facilities may be authorized by the Board of Trustees upon the recommendation of the President and subject to approval by both Rensselaer County and the State University of New York Board of Trustees.
- B. Any alteration in or changes to College facilities which markedly change the appearance or the basic function of the facility must have the recommendation of the President and the approval of the Board of Trustees.
- C. The President shall approve recommendations for the occupancy and use of new and/or renovated facilities.

SECTION 4.5: ACCESSIBILITY

- A. The College shall provide students with disabilities the same access and opportunity to fully participate in all programs and activities of the College.

SECTION 4.6: ALCOHOLIC BEVERAGES

- A. The use of alcoholic beverages at any student function on the Hudson Valley Community College campus is prohibited.
- B. The use of alcoholic beverages on campus at various College events must have the approval of the President.

SECTION 5.6: GIFTS AND BEQUESTS

- A. Pursuant to the provisions of New York State Education Law, Article 120, Section 6306, the Board of Trustees shall be the exclusive agent of the College for the acceptance of gifts and bequests.

ARTICLE 6.0
AMENDMENTS

SECTION 6.1: AMENDMENT

- A. The Bylaws of the Hudson Valley Community College Board of Trustees may be amended by a vote of six (6) trustees present at a meeting of the Board of Trustees provided prior notice of said meeting and the proposed amendment shall have been mailed, emailed or posted electronically to all members of the Board at least one (1) month prior to said meeting. Such prior notice may be waived if all members of the Board of Trustees consent thereto at or prior to such meeting and said written waiver shall be appended to the minutes of said meeting.

BYLAWS AND POLICY MANUAL
OF THE
HUDSON VALLEY COMMUNITY COLLEGE
BOARD OF TRUSTEES

RECORD OF AMENDMENTS

(Additions are underlined. Deletions are struck through.)

BOOK

ARTICLE

SECTION

FROM:

TO:

			State governing Open Meetings.	Executive Session. Prior notice of the date, time, and place of <u>Board and Committee</u> meetings shall be posted in accord with Article 7 of the Public Officers Law of New York State governing Open Meetings.	
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Bylaws

interest, and (iv) to establish standards of conduct. This policy is intended to supplement but not replace any

the College with any business in which he or she has a direct or indirect financial interest that might reasonably tend to conflict with the proper discharge of official duties. [POL §73 3(e) [Employee Code]

property, services or other resources of the College for private business or other compensated nongovernmental purposes. [POL §74 3(d)] [Employee Code]

6. No Trustee shall by his or her conduct give reasonable basis for the impression that any person can improperly influence the Trustee or unduly enjoy his or her favor in the performance of official duties, or that he or she is affected by the kinship, rank, position or influence of any party or person. [POL §74 3(f)] [Employee Code]

5. No Trustee or Officer of the Board shall engage in any transaction as representative or agent of the College with any business entity in which he or she has a direct or indirect financial interest that might reasonably tend to

7. A Trustee shall abstain from making personal investments in enterprises which he or she has reason to believe may be directly involved in decisions to be made by the Trustee or which will otherwise create substantial conflict between the Trustee's duty in the public interest and his private interest. [POL §74 3(g)] [Employee Code]

8. A Trustee shall endeavor to pursue a course of conduct which will not raise suspicion among the public that he or she is likely to be engaged in acts that are in violation of trust. [POL §74 3(h)]

9. No Trustee shall directly or indirectly solicit any gift, or accept or receive any gift having a value of seventyfive dollars or more, whether in the form of money, service, loan travel, entertainment, hospitality, thing or promise, or in any other form, under circumstances in which it could reasonably be expected to influence him or her in the performance of official duties, or was intended as a reward for any official action on his or her part. [GML §805-a(1) (a)]

10. No Trustee shall receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board of Trustees or the College. [GML §805-a(1) (c)]

11. No Trustee shall receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board of Trustees or the College whereby the Trustee's compensation is to be dependent or contingent upon any action with respect to such matter. [GML §805-a(1) (d)]

12. No Trustee shall allow his or her outside position or profession to influence or interfere with such officer's fiduciary obligations to the College.

"Fiscal Year" shall mean each year commencing on September 1 and ending the following August 31.

"Prohibited Activity" shall mean and include:

1. No Trustee or Officer of the Board shall accept other employment which will impair his independence of judgment in the exercise of his official duties. [Public Officers Law ("POL")§74 3(a)]
2. No Trustee or Officer of the Board shall accept employment or engage in any

service, loan travel, entertainment, hospitality, thing or promise, or in any form, under circumstances in which it could reasonably be expected to influence him/her performance of official duties, or was intended as a reward for any official action on his or her part. [GML §805a(1) (a)]

10. No Trustee or Officer of the Board shall receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board of Trustees or the College. [GML §805a(1) (c)]

11. No Trustee or Officer of the Board shall receive or enter into any agreement, express or implied, for compensation for services to be rendered in relation to any matter before the Board

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respect to additional contracts with the same party during the remainder of the fiscal year.
[GML §803(i)]

- C. After disclosure of a Conflict of Interest and all material facts, the Trustee or Officer of the Board shall leave the meeting and the Trustees shall determine by a vote of those present whether a Conflict of Interest exists. If the Board of Trustees determines that a Conflict of Interest exists, it shall approve the transaction or arrangement if after any further investigation, it appears that the transaction or arrangement is in the best interests of the College. The interested Trustee or Officer of the Board shall not be present during the discussion nor participate in the vote.

D. Penalties

1. Any Trustee or Officer of the Board who willfully and knowingly violates the provisions of this Code of Ethics shall be subject to the penalties described in GML §805, where applicable.
2. The President shall notify the Chairman of the Board (or Vice Chair) if he believes that a Trustee or Officer of the Board has violated the provisions of this Code of Ethics. The Board of Trustees shall notify any Trustee or Officer of the Board it believes has violated the provisions of this Code of Ethics. The notification shall specify the section of the Code of Ethics alleged to have been violated and the facts and circumstances surrounding such allegations. The Trustee or Officer Tw -8.63 -1.15 Td [(o)-4 (f)-1 (T)-3 (r)-1 (u)-4 (s)-5 (e)