

BY-LAWS  
OF THE  
STATE BOARD FOR COMMUNITY COLLEGES

## PREFACE

The Virginia Community College System is a public institution of higher education.

The duties and powers of its governing body, the State Board for Community Colleges, are set forth in general terms in the statutes of the Commonwealth, which are included in Section 1 of this document.

The Board is empowered to largely determine its internal organization and its procedures of operation.

The By-Laws were originally adopted in 1972 and revised in 1974, 1978, 1979, 1980, 1981, 1986, 1987 and 1988.

## STATEMENT OF MISSION

**We give everyone the opportunity to learn and develop the right skills so lives and communities are strengthened.**

## CODE OF ETHICS

These values serve as a guide for the members of the VCCS community when ethical issues arise.

- We are committed to learning environments that foster academic integrity.
- We will foster in all disciplines a mutual respect and openness for the freedom of responsible student thought, research, and discussion on all sides of academic issues to facilitate balanced and thorough academic analysis for all participants.
- We will be good stewards of our resources and make effective and efficient use of them, thereby ensuring accountability to the Commonwealth and to the communities we serve.
- We will maintain the confidentiality and security of information entrusted to us and share information only when authorized or required by law to do so.
- We will not accept any gift, favor, loan, service, business or professional opportunity from anyone knowing (or when it should be known) that it is offered in order to improperly influence the performance of our public duties. We will avoid even the appearance of a conflict of interest.

- We will offer good faith and fair dealings to all those we serve and with each other. Our communications will be civil and professional.
- We will offer employment opportunities in accordance with State, Federal, and System policies supporting the rights and recognizing the needs of all citizens regardless of gender, race, color, religion, national origin, age, disability, veteran status, sexual orientation, or political affiliation.
- We encourage and expect all members of the community to act in good faith and bring to the attention of the appropriate official any violation or potential violation of these principles.

## THE STATE BOARD FOR COMMUNITY COLLEGES

### ARTICLE I

Section 1.1. The State Board for Community Colleges is the governing body of the Virginia Community College System and is responsible for the effective administration of that institution and its constituent colleges and campuses.

Section 1.2 Composition. The State Board is composed of fifteen members appointed by the Governor, subject to confirmation by the General Assembly if in session, and if not, at its next succeeding session. Appointments shall be for terms of four years.

No person having served on the State Board for two successive four-year terms shall be eligible for reappointment to the State Board for two years thereafter. All members of the Board shall be deemed members at large charged with the responsibility of serving the best interests of the whole Commonwealth.

A vacancy on the Board is filled by appointment by the Governor for the unexpired term. A person filling an unexpired term may be reappointed by the Governor for two additional four-year terms.

If any State Board member substantially fails to perform the duties of his or her office without sufficient excuse shown to the Board, the State Board shall at its next regularly scheduled meeting cause the fact of such failure to be recorded in the minutes of their proceedings and certify the same to the Governor, and the Office of the Board Member shall thereupon be vacant.

However, said vote of the State Board must be by a two-thirds majority of those present and taken only after written notice has been given to the State Board Member of the alleged failure in duties and after allowing said Board Member the opportunity to present evidence in mitigation.

The Chairman or the Chairwoman of the State Board shall be able to excuse a Member's attendance or performance of specific duties before or after the fact and such excuse shall be prima facie evidence that the Board Member in that instance has not violated the requirements of these paragraphs.

Section 1.3 Regular Meetings. The Board shall meet at least as often as every other month except when, by a majority vote, the Board shall deem that a meeting is unnecessary, and on call of the Chairman when, in the Chairman's opinion, additional meetings are expedient or necessary.

Section 1.4 Special Meetings. Special meetings of the Board may be called by or at the request of the Chairman or any two members upon notice to each member of the Board.

Section 1.5 Notice of Meetings. Whenever notice of a meeting is required to be given herein, such notice shall be given to each member of the Board or committee, as the case may be, at either the business or residence address, as shown by the records of the secretary, at least forty-eight hours previous to such meeting if mailed and twenty-four hours previously thereto if delivered or given by telegram or telephone, and it shall state the time, place and purpose of such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage prepaid thereon. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram, so addressed, is delivered to the telegraph company. Any member may waive notice of any meeting and the attendance of a member at a meeting shall constitute a waiver of notice of such meeting except where a member attends for the express purpose of objecting to the transaction of business thereat on the ground that the meeting is not lawfully called or convened.

Section 1.6 Quorum. Seven members of the Board shall constitute a quorum for all purposes. However, the Board shall not conduct any official business by vote unless at least eight of its members are participating.

Section 1.7 Manner of Acting. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Board.

Section 1.8 Presumption of Assent. Members who are present at a meeting of the Board at which action on any System matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting, or unless they shall file their written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof.

Section 1.9 Conduct of Business. All meetings shall be conducted in accordance with the Principles of Procedure presented in Robert's Rules of Order.

## OFFICERS OF THE BOARD

### ARTICLE II

Section 2.0 Officers of the Board. The officers of the Board shall consist of the Chairman and the Vice Chairman.

Section 2.1 Chairman and Vice Chairman. The Board shall elect a Chairman and Vice Chairman from its membership, and assign them such duties as it deems appropriate. In the absence of the Chairman, the Vice Chairman shall perform the duties of the Chairman. The current Vice Chairman shall succeed to the Chairmanship as a matter of natural succession unless otherwise ineligible to serve. Any member aspiring to the Vice Chairmanship is encouraged to first serve as a standing committee chairman.

In the event that either the Chairman or Vice Chairman shall be unable to continue in such capacity for the balance of the elected term, the Board may elect a successor to fill the unexpired term only.

Section 2.2 Nomination and Election. The Chairman and Vice Chairman shall be announced or elected at the meeting in May or as soon thereafter as the Board meets to begin performing their respective duties July 1. In March the Chairman shall appoint an Ad-hoc Nominating Committee to nominate the candidate for Vice Chairman, and for Chairman should the Vice Chairman not be able to serve in that capacity. The Committee will consist of the current chair and the two previous past chairs. If either of the two previous past chairs are no longer on the State Board or are unable to serve, then the most senior Board member or members would serve on the Committee. The election shall be conducted in open session, adhering to normal open voting procedures. A majority vote of the members present is required. The Secretary shall serve as the presiding officer until an election is accomplished, unless the Board decides to appoint another presiding officer.

The Board may move into closed session to discuss any individual nominated, but the election itself must be in open session by public hand or voice vote.

Section 2.3. Secretary to the State Board for Community Colleges. The Chancellor is the Secretary to the State Board as established by statute.

Section 2.4 The Chancellor. The Chancellor shall be the Chief Executive Officer of the VCCS as established by statute.

Section 2.5 Election. The Chancellor shall be elected by the State Board and shall serve at its pleasure. The Chancellor shall attend all meetings of the Board.

Section 2.6 Powers and Duties. As Chief Executive Officer of the System, the Chancellor's duties are prescribed by statute. The Board may prescribe additional duties not in conflict with the statute.

## COMMITTEES

### ARTICLE III

Section 3.1 The Committees. There shall be an Executive Committee, Academic, Student Affairs and Workforce Development Committee, Audit Committee, Budget and Finance Committee, Facilities Committee and Personnel Committee. The Board may by resolution designate other committees with authority limited to that prescribed in the resolution appointing them.

Each Committee, other than the Executive Committee, shall have at least three members appointed by the Chairman of the Board.

Section 3.2 Executive Committee. Number and Appointment of Members. The Executive Committee shall consist of the Chairman and Vice Chairman of the Board, the immediate past Chairman and the Chairmen of the Academic, Student Affairs and Workforce Development, Audit, Budget and Finance, Facilities, and Personnel Committees, and the State Board's representative to the Association of Community Colleges Trustees. The Executive Committee Chairman shall be the Chairman of the Board.

Section 3.3 Executive Committee--General Powers. The Executive Committee shall advise and aid the officers of the VCCS in all matters concerning its interest and the management of its business, and, when the Board is not in session, the Executive Committee shall have and exercise all the power of the Board with reference to the conduct of the business of the System. In the event the Executive Committee acts in the name of the Board, it shall report such action at the next regular meeting of the Board.

Section 3.4 Chairmen. The chairmen of the standing committees, excepting the Executive Committee, shall be appointed by the Chairman of the Board.

Section 3.5 Vice Chairman. Each committee chairman may designate a Vice Chairman to substitute for the Chairman when necessary.

Section 3.6 Meetings. Regular meetings of the committees may be held in accordance with the Freedom of Information Act with proper notification furnished to any citizen of this Commonwealth who requests such information at such times or places as the committee may fix. Other meetings of the committee may be called upon notice by the Chairman or any two members of the committee so long as such notice is in accordance with Section 2.1-343 of the Code of Virginia.

Section 3.7 Quorum. At any meeting of a committee, the Chairman or Vice Chairman and any other members of the Board shall constitute a quorum but any action of that committee to be effective must be authorized by the affirmative vote of a majority of the members thereof present at the meeting.

Section 3.8 Academic, Student Affairs and Workforce Development Committee--General Powers. The Academic, Student Affairs and Workforce Development Committee shall be responsible for all credit and non-credit matters, including, but not limited to, curricula proposals, off-campus credit program proposals, proposals for student services, and workforce, economic and community development related proposals. It will approve the Educational Master Plans of the community colleges. The Committee shall report its recommendations to the State Board for action.

Section 3.9 Audit Committee--General Powers. The Audit Committee shall be responsible for administering the internal audit function of the VCCS, including planning and setting priorities for all internal audits of the System. The Audit Committee shall review all internal and external audits including any responses in connection therewith from any college president or the Chancellor and shall report to the State Board any significant findings.

Section 3.10 Budget and Finance Committee--General Powers. The Budget and Finance Committee shall be responsible for reviewing all monetary matters relating to budget and finance including, but not limited to, State budgets, local budgets, transfer of funds, and other such matters. The Committee shall report its recommendations to the State Board for action.

Section 3.11 Facilities Committee--General Powers. The Facilities Committee shall be responsible for all building and site matters, including, but not limited to, review of all building plans, sites, site development, equipment related to buildings, and budget, planning and finances related to these matters, and shall report its recommendations to the State Board for action.

Section 3.12 Personnel Committee--General Powers. The Personnel Committee shall be responsible for all personnel matters, including, but not limited to, such items as review and recommendation on presidential candidates, personnel actions which deviate from routine policy, and System organization personnel tables and review and recommendation of personnel policies. The Personnel Committee shall report its recommendations to the State Board.

## MISCELLANEOUS

Section 4.0 Legal Advisor to System. The Attorney General's Office shall serve as legal advisor to the VCCS as prescribed by statute.

Section 4.1 Communications to the Board. All communications directed to the Board shall be channeled through the Office of the Chancellor. All communications from the Board shall be similarly channeled or copies thereof shall be furnished to the Chancellor.

Section 4.2 Minutes of Board Meetings. The minutes of all meetings of the Board shall be open to inspection as required by law.

Section 4.3 Amendments. These By-Laws may be amended, enlarged or repealed at any meeting of the Board provided, however, at least ten days prior to such meeting, the Secretary of the Board, or the Secretary's designee, shall hand deliver or mail to each member of the Board, at the address reflected in the books of the Secretary, a written copy of the proposed amendment, enlargement or repeal. Said written copy shall also state the reasons justifying the proposal, and the date and place for its consideration. At the meeting wherein the proposal is considered by the Board, the Board shall have the authority and power to adopt the proposal in any form it shall then see fit, provided a quorum is present. Any member of the Board may waive the right to the notice herein provided at any time and under such conditions as the member shall see fit.

Section 4.4 Effective Date. The provisions of these By-laws shall go into effect upon adoption. As of their effective dates, these provisions shall supersede all prior actions of the Board which are inconsistent with them.