

# San Jacinto Community College District

## Board of Trustees

### Bylaws

The following rules and regulations shall constitute the Bylaws of the San Jacinto Community College District and shall govern the Board of Trustees and the officials of the College.

#### **BOARD REPRESENTATION AND ELECTION**

The San Jacinto Community College District (College) Board of Trustees (Board) is comprised of seven members who are elected for six-year terms in accordance with State statutes. Candidate information will be made available for interested parties based on the election order and the requirements of the Texas Election Code.

To hold the office of Trustee for the College, one must:

1. Be a qualified, registered voter according to the constitution and laws of the State of Texas.
2. Take the oath of office.
3. Serve without compensation.
4. Be a resident, as defined by Texas Election Code §1.015 and applicable law, of one of the independent school districts (ISDs) comprising the San Jacinto Community College Taxing District (College Taxing District) which includes: Channelview, Deer Park, Galena Park, La Porte, Pasadena, or Sheldon and certain areas of Clear Creek, Humble, and Pearland ISDs that are in the College Taxing District.

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 odd numbered years. The election of Trustees shall be at large by position, and regularly scheduled elections shall typically be for two or three Trustees for staggered terms of Trustee positions. A special election to fill a Board vacancy shall be conducted in the same manner as the College's general election except as may be provided by applicable provisions of the Texas Election Code. Election of Trustees shall include the number of Trustee positions required to constitute a Board of seven members to serve terms of six years. 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 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, 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 and include in the notice a definitive deadline for the period for responding to the notice, with the recommended time being at least two weeks.
3. Persons interested in being appointed to the Board shall submit to the Chancellor of the College a resume, supplemental documents, and a completed application form demonstrating that he/she is a resident of the College Taxing District.
4. The Board of Trustees shall review the resumes, supplemental documents, and application form of the applicants 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, a Board resolution must receive an affirmative vote of at least 80 percent of all current members of the Board of Trustees.

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 to Texas Const., Art. V, §24, Texas Local Government Code §§87.011-87.013, Texas Education Code §44.032, and Texas Education Code §130.0845.

## **BOARD DUTIES AND RESPONSIBILITIES**

The chief duty of the Board is to provide leadership for the mission of the College and to honor the College's governance structure. In this regard, the Board:

1. Is expected to preserve the institutional independence and to defend its right to manage its own affairs through its administrators 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 Chancellor (Chief Executive Officer) of the College, conduct periodic evaluations of the Chancellor's performance, and approve the annual contract and compensation of the Chancellor.
9. Shall establish upon recommendation of the Chancellor of the College, the policies which govern the organization and operation.
10. Shall act as an appraisal body of judgment as recommendations may come to it through the administration.
11. Shall complete all State mandated training and periodic training on any other topic relating to higher education the Board considers important.
12. 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's opinions, and similar mandates and restrictions from external sources. It performs functions as specified by applicable laws and regulations.

The Board formulates and approves policies and delegates to the Chancellor 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 Chancellor of the College may need to make decisions and exercise authority, but such actions are 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 Chancellor, 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 Chancellor 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. Members should refrain from communicating with any such parties in a way that could be interpreted as having any official authority outside the meetings of the Board.
9. Refrain from any communications outside of officially posted Board gatherings among a quorum of Board members or any individual communications that constitute fewer than a quorum of members but the members engaging in the series of communications constitute a quorum of members.
10. Communicate to other Board members and the Chancellor of the College expressions of public reaction to Board policies and College programs.
11. Become informed about current educational issues by individual study and through participation in programs providing needed information, such as those sponsored by State and National community college organizations.
12. 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.
13. Work with other Trustees and with the Chancellor in a spirit of harmony and cooperation and in a manner that creates and sustains mutual respect.
14. Engage in no activity that could create a conflict of interest.
15. Refrain from using the Board position for personal or partisan gain.
16. 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.

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, the Statement of Board Conduct, or any other provision of these Bylaws. In order for the Board to censure a Trustee, the Trustee must be found to have violated a specific statute or law or the Board Bylaws. Such a finding shall be made to the Board 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) that the Trustee has breached. A censure of a Trustee will require a super majority (two thirds) vote of all members of the Board of Trustees. For purposes of this 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: Chair, Vice Chair, Secretary, Assistant 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 officers 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 or Board policy.
  - d. Recommends the appointment of all Board committees and chairpersons.
  - e. Performs such other duties as may be required by law or imposed 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. Signs letters of support that do not materially obligate the College financially.
2. Vice Chair of the Board
- 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.
4. Assistant Secretary
- a. Shall act as Secretary in the absence of the Secretary.

### **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. Committees should engage in activities which encompass the authority of the Board so that the work of the committee enhances the productivity and efficiency of the full Board. The Chair of the Board of Trustees may recommend and establish committees with the authorization of the Board of Trustees.

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

- a. **Building Committee:** The Building Committee may receive and review recommendations prior to recommending actions to the Board of Trustees for master planning and developing, including facility and infrastructure needs assessment, construction, and other capital improvement projects, budget requirements, bids and awarding contracts, major change orders, and acceptance of completed projects.
- b. **Finance Committee:** The Finance Committee may receive and review recommendations prior to recommending actions to the Board of Trustees for the annual audit report, investment policy changes and strategies, budget assumptions and updates, debt analysis, revenue and expense analysis, procurement recommendations, and other fiscal strategies and impacts. The Finance

Committee also reviews the action plan, audit reports, and other recommendations from the College's Internal Audit Department.

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

The Chair, in consultation with the other Trustees, is authorized to appoint committee members and to designate the chairperson of the committees.

The Chair of the Board of Trustees and the Chancellor of the College will serve as ex-officio of each Board committee.

Special committees may be appointed by the Chair of the Board of Trustees on authorization by the Board of Trustees. Such 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.

No committee shall have power to act unless specifically empowered by the Board of Trustees. If empowered to act, the committee shall report its action to the Board of Trustees at its next regular meeting.

All Trustees are welcome to attend any and all Board committee meetings. A notice of possible quorum shall be posted prior to all committee meetings in accordance with the provisions of the Texas Open Meetings Act.

A standing or special Board committee must have at least two Trustees present in order to advance items to be forwarded to the full Board of Trustees.

Up to three Trustees may serve as liaisons to the San Jacinto College Foundation Board of Directors. The Chair of the Board is authorized to select the liaison(s) and such determination will occur following the appointment of the Officers of the Board of Trustees

## **MEETINGS**

A regular meeting of the Board of Trustees shall be held on the first Monday 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. Generally, a workshop of the Board of Trustees shall be held on the same day as the regular meeting.

Special or emergency meetings of the Board of Trustees may be called by the Chair of the Board. The purpose of such meetings shall be indicated at the time the special or emergency meeting is called. Written notice of all special or emergency meetings including dates of such meetings shall be given to all members, whenever possible. Emergency meetings may be called without

written notice upon a determination by the Board Chair or a majority of the Board that an emergency or urgent public necessity, as defined by law, warrants the meeting.

Strategic planning retreats of the Board of Trustees 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 Chancellor of the College, or by written request sent to the Board Chair by a member of the Board with concurrence provided in writing from a second Board member. The request then shall be sent to the Chancellor of the College.

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

Closed meetings 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 session is necessary, the presiding officer of the Board of Trustees shall announce that a closed session will be held in accordance with Chapter 551 of the Texas Government Code (the Open Meetings law). 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 meeting, then such final action, final decision or final vote shall be taken during either:

- A. The open session portion of the meeting upon the reconvening of the public meeting, or
- B. a 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. Invocation and Pledges to the Flags
4. Special Announcements, Recognitions, Introductions, and Presentations
5. Student Success Presentations and Reports
6. Communications to the Board of Trustees
7. Public Comment
8. Informative Reports to the Board and Reports from Board Committees (when applicable)
9. Action Items
10. Purchasing Requests
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, including the approval of Minutes from previous Board Meetings and the date of the next regularly scheduled meeting).
12. Items for Discussion/Possible Action (Items removed from the Consent Agenda or Items discussed in Closed Session, will be considered at this time)
13. 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 law. 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 meeting 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 a 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 Chancellor's office.

### **PUBLIC COMMENT**

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, provided the citizen submits a "Request to Provide Public Comment" with the Executive Assistant to the Board or his/her designee, at least eight hours prior to the start of the posted meeting time.

For items on the agenda, the time allotted each citizen or organization for public comment shall be no more than five (5) minutes with an additional five (5) minutes if requested by the Chair or a fellow Trustee, for further clarification and better understanding of an issue. The time allowed for public comment will be doubled for citizens or organizations who address the Board through a translator. Individuals must indicate at the time of signup if they will be accompanied by a translator.

For items not on the agenda, the time allotted each citizen or organization for public comment shall be no more than five (5) minutes.

Public comment shall be addressed to the Board Chair and the entire membership of the Board. Public comment shall be limited solely to the matter indicated on the "Request to Provide Public Comment", and the Board Chair shall halt comments that do not address such matters. Should the speaker fail to restrict his or her comment to the stated subject, he or she shall be given one warning by the Board Chair; if a second warning is required, then the speaker shall forfeit the remaining time allotment.

Notwithstanding the general rule regarding speaking time, the Chair of the Board, in consultation with the other Trustees, reserves the right to decrease time limits when necessary for effective meeting management or if more than ten individuals sign up to address the board. In no case will an individual signed up to comment on an agenda item be given less than two minutes to address the Board. The Board reserves the right to reorder agenda items, limit or defer public comment on non-agenda items, or continue agenda items to subsequent meetings.

Because the policy of the College flows from the Board of Trustees acting as a whole and not from individual members of the Board of Trustees, remarks from citizens must be confined to activities pertaining to the College. Members of the Board of Trustees and/or administration may not comment or deliberate on any issue that is not posted on the agenda for the meeting but may recite existing policy or a statement of specific factual information in response to an inquiry, or state that the Chancellor or his/her designee may follow-up, when appropriate. Should a citizen or representative of a delegation or an organization wish to use the public comment time as a forum, documentation and evidence will not be required and an official response will not be made.

Should any citizen wish to distribute a handout to the Board of Trustees or audience, this shall be submitted at the time that the "Request to Provide Public Comment" is completed. Such materials will be distributed by the Assistant to the Board or his/her designee at a time deemed appropriate by the Chair of the Board.

While citizens are urged to bring College matters to the Board of Trustees, no speech shall be permitted on behalf of any person running for political office, and no such literature pertaining to any form of electioneering will be permitted during the meeting.

The Board will enforce rules of order and decorum during the public comment period to ensure efficient meetings. A citizen's right to address the Board may be withdrawn if the citizen engages in unlawful or disruptive conduct, including interrupting scheduled speakers, speaking out of turn, interfering with the rights of others, using abusive or indecent language, or engaging in verbal attacks of a Board member or employee of the College.

The presiding officer or designee shall determine whether an individual addressing the Board has attempted to solve a matter administratively through resolution channels established by policy. If not, the individual shall be referred to the appropriate policy to seek resolution:

- Employee complaints: Policy IV-I: Policy on Employee Concerns and Grievances and Procedure 3-19: Employee Concerns and Grievances
- Student complaints: Policy VI.6004.C, Student Complaints and Procedure VI.6004.C.a, Student Complaints

### **CHANCELLOR AS THE CHIEF EXECUTIVE OFFICER**

The Chancellor serves as the Chief Executive Officer of the College. The Chancellor 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 Chancellor 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 Chancellor is also responsible for effectively implementing policies and regulations established by the Board of Trustees.

### **BOARD SELF-ASSESSMENT PROCESS**

The San Jacinto 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 Board Secretary or Assistant Secretary. Such results will be distributed to the Board of Trustees and the Chancellor. The Board will schedule a work session to review and discuss its self-evaluation, 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 general 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-evaluation assessment.

### **REVISIONS OR AMENDMENTS TO THE BYLAWS**

Revisions and amendments to these Bylaws must be reviewed at a regularly scheduled Board meeting or workshop. Such revisions or amendments will require the affirmative vote of four (4) Trustees at the next regularly scheduled meeting of the Board of Trustees.

(Effective March 2, 1981. Revised February 3, 1992; May 6, 1996; November 3, 1997; March 5, 2007; June 5, 2017; March 5, 2018; June 4, 2018; October 1, 2018; June 7, 2021)