

# BOARD OF TRUSTEES CONSTITUTION AND BYLAWS

## TABLE OF CONTENTS

<b>PHILOSOPHY STATEMENT</b> .....	<b>1</b>
<b>GENERAL POLICY STATEMENT</b> .....	<b>2</b>
I. <u>BOARD OF TRUSTEES – GENERAL POLICY STATEMENT</u> .....	2
II. <u>ADVISORY AND LEGISLATIVE FUNCTION OF THE BOARD OF TRUSTEES</u> .....	2
III. <u>STATEMENT OF RIGHTS AND RESPONSIBILITIES</u> .....	3
IV. <u>BOARD STATEMENT ON ACADEMIC FREEDOM</u> .....	5
<b>CONSTITUTION</b> .....	<b>6</b>
Article I – NAME, COMPOSITION AND POWERS OF THE BOARD OF TRUSTEES .....	6
Sec. A. <u>Name</u> .....	6
Sec. B. <u>Composition and Powers</u> .....	6
Article II – THE BOARD OF TRUSTEES OF YAKIMA VALLEY COMMUNITY COLLEGE.....	6
Sec. A. <u>Exercise of Powers</u> .....	6
Sec. B. <u>Policies and Procedures</u> .....	6
Article III – SPECIAL PROVISIONS RELATING TO THE BOARD OF TRUSTEES .....	6
Sec. A. <u>Contracts</u> .....	6
Sec. B. <u>Miscellaneous</u> .....	6
Article IV – OFFICERS OF THE BOARD .....	7
Sec. A. <u>Designation and Qualifications</u> .....	7
Sec. B. <u>Election of Chair and Vice Chair</u> .....	7
Article V – POWERS AND DUTIES OF OFFICERS .....	7
Sec. A. <u>Chair and Vice Chair</u> .....	7
Sec. B. <u>Secretary</u> .....	8
Sec. C. <u>Treasurer</u> .....	8
Sec. D. <u>Special Authority of Officers</u> .....	8
Article VI – COMMITTEES .....	8
Sec. A. <u>Committees of the Whole</u> .....	8
Sec. B. <u>Special Committees</u> .....	8
Sec. C. <u>Minutes of Committee Proceedings</u> .....	8
Article VII – MEETINGS .....	8
Sec. A. <u>Regular Meetings</u> .....	8
Sec. B. <u>Special Meetings</u> .....	8
Sec. C. <u>Public Meetings; Executive Sessions</u> .....	9

Sec. D. <u>Quorum</u> .....	9
Sec. E. <u>Rules of Procedure</u> .....	9
Article VIII – SEAL .....	9
Article IX – BOARD LEGISLATION .....	9
Sec. A. <u>Classification of Board Legislation</u> .....	9
Sec. B. <u>Bylaws of the Board of Trustees</u> .....	9
Sec. C. <u>Policies and Procedures</u> .....	9
Sec. D. <u>Amendment of Board of Trustees Legislation</u> .....	9
Article X – AMENDMENTS.....	10
<b>BYLAWS</b> .....	<b>11</b>
CHAPTER I – PROTOCOL FOR MEETINGS .....	11
A. <u>Order of Business of the Board of Trustees</u> .....	11
BB. <u>Agendum</u> .....	11
C. <u>Minutes</u> .....	11
D. <u>Communications</u> .....	11
E. <u>Presentations to the Board of Trustees</u> .....	11
CHAPTER II – PROVISIONS RELATING TO DUTIES OF CERTAIN OFFICERS OF THE BOARD OF TRUSTEES .....	12
A. <u>Chair</u> .....	12
B. <u>Secretary</u> .....	14
C. <u>Treasurer</u> .....	15
CHAPTER III – BUSINESS PROCEDURE .....	16
A. <u>Legislative Matters</u> .....	16
B. <u>Fiscal Year</u> .....	16
C. <u>Trustee Budget</u> .....	16
D. <u>Trustee Objectives and Self-Evaluation</u> .....	16
E. <u>Board Travel</u> .....	16
F. <u>Seal</u> .....	17
G. <u>Personnel Responsibilities</u> .....	17
H. <u>Responding to Media</u> .....	17
I. <u>Trustee Contacts with College Staff, Students and Public</u> .....	18
CHAPTER IV – PROCEDURE TO CHANGE THE BYLAWS.....	18
<b>ADDENDA</b> .....	<b>19</b>
Links to Related Rules and Laws.....	19

## PHILOSOPHY STATEMENT

The Yakima Valley Community College Board of Trustees serves as representatives of the community and advocates of the educational process, acting responsibly to this constituency while providing citizen support of this essential educational enterprise -- the community college.

The Board affirms that students are central to the educational process as partners, consumers and beneficiaries of the educational process. It believes that a respectful, caring and service-oriented attitude should permeate institutional policies, procedures and the day-to-day activities of college life. The Board further believes that openness to students is enhanced when all elements of the college family -- students, faculty, staff, administrators and Board members themselves -- receive respect, consideration and trust.

The Board supports the concept of "college as community" and recognizes the uniqueness of our YVCC community by embracing the diversity and ethnicity of our population. It supports an open dialogue of ideas within the classroom as well as the boardroom and wherever students and adults from the college district meet seeking to improve and enhance the teaching/learning environment.

Believing that an informed citizenry is the cornerstone of our democratic system, the Board affirms its commitment to support all efforts which will ensure access to education and training for all students in the district who can benefit from the opportunity.

The Board recognizes that insuring equity in access, education and training requires constant vigilance and that it may involve advocacy for those made silent by political and economic circumstance.

The Board believes that education has as its primary goal the preparation of adults with the skills and attitudes that will facilitate their adaptation to a changing future. These skills and attitudes include a commitment to lifelong learning, an ability to function cooperatively as problem solvers, and an ability to anticipate the effects of today's decisions on tomorrow's citizens. The college is further committed to prepare citizens for a global economy with a sense of world community.

# GENERAL POLICY STATEMENT

## I. BOARD OF TRUSTEES -- GENERAL POLICY STATEMENT

- A. Board of Trustees. Legal power and responsibility for the operation of Yakima Valley Community College rests with the Board of Trustees. The Board of Trustees establishes and reviews college policies and oversees the general management of funds and properties. Its function in the area of policy contrasts with the purely administrative function exercised by the President. A comprehensive statement of Board responsibilities and prerogatives is set forth in the Revised Code of Washington, [Chapter 28B](#).

A five-member working Board is essential. Each member of the Board is expected to attend meetings regularly and actively participate in Board affairs. The Chair will take every means at his/her disposal to insure this essential notion.

- B. Powers and Duties. The twenty itemized general powers and duties listed under [RCW 28B.50.140](#) shall be carried out by the Board in addition to any other powers and duties described by law.
- C. Relationship to Other College Bodies. Unless as provided in specific Board approved policy or state law, all substantive recommendations of college groups are subject to approval by the President of the college who will transmit them to the Board for review or action. The Board of Trustees may delegate to college groups or individuals certain appropriate operating responsibilities, provided that such delegation shall in no way set aside the authority or final responsibility of the President of the college, nor the policies or authority of the Board of Trustees itself. All such delegated responsibility may be revoked by the Board of Trustees by action in regular meeting.

## II. ADVISORY AND LEGISLATIVE FUNCTION OF THE BOARD OF TRUSTEES

Although the Board of Trustees may initiate policy, for the most part it functions in an advisory and legislative manner. It delegates to the President duties which are initiatory and executive. It is the function of the Board to approve or reject policies proposed by the college President in the light of all available objective evidence.

The President develops with his/her administration, faculty and staff, the educational and other programs for consideration, and the Board furnishes the necessary legislation and authority for the President to carry them out effectively. It is the Board's opinion that sound administration springs from professional leadership and lay control.

The above does not in any way restrict the Board of Trustees from expressing its opinion on educational issues or matters of institutional welfare including long-range planning.

The Board of Trustees should seldom, if ever, concern itself with the details of administration. Upon the basis of recommendations and data presented by the President, it should determine how, in general, the various problems and administrative tasks are to be solved and leave it to the President to apply the policies decided upon. Whenever a case arises where no policy has been established, the President will analyze the situation and determine the issue upon which the Board needs to act, and it will then be the function of the Board to establish a policy. After the Board has acted, the President will apply the new policy to all particular cases.

The Board should always act as a unit. It governs the college as a body representing the people, and individual members have no authority singly. No member can bind the Board by word or action, unless it has in its corporate capacity designated him/her as its agent for some specific purpose, and then he/she can go no further than he/she has been empowered. Even during a regular meeting of the Board, its control is exercised as a body and the individual member has no right beyond his/her own voice in any matter.

### III. STATEMENT OF RIGHTS AND RESPONSIBILITIES

- A. The Board of Trustees recognizes a member of the college community to be no less a citizen than any other member of the American society. As citizens, members of the campus community enjoy the same basic rights and are bound by the same responsibilities to respect the rights of others, as are all citizens. Among the basic rights are freedom to learn; freedom of speech; freedom of peaceful assembly, association and protest; freedom of political beliefs and freedom from personal force, violence, abuse or threats of the same.

As a citizen, each member of the campus community also has the right to organize his own life and behavior so long as it does not violate the laws or agreements voluntarily entered into, and does not interfere with the rights of others or the educational process. The college is not a sanctuary from the law and the college does not stand in loco parentis for its members.

- B. The college has a right and a responsibility to set reasonable and explicit standards of conduct in order to safeguard the freedom to learn and provide for the safety of persons on the campus. The college must not, however, impose any unreasonable or arbitrary regulations which obstruct or infringe upon an individual's freedom to learn or an individual's right as a citizen. Members of the college community, in turn, have the right to be heard and considered at appropriate levels of the decision-making process about the development and content of policy matters of concern. As members of the college community, students and staff have the additional responsibility to respect the requirements for the search for truth and its presentation. Each member must support the freedom to learn and report findings in the spirit of free inquiry.

Where a person stands charged with violation of a campus regulation, the institution must provide fair and equitable procedures to determine the validity of alleged violations. Each member of the campus community should have the right of recourse if he/she believes his/her rights as a citizen or as a member of the campus community have been obstructed or denied.

- C. Each member of the campus community has the right to identify himself/herself as a member of the campus community and a concurrent obligation not to speak or act on

behalf of the college without authorization. The college assumes no responsibility or liability for actions conducted in the name of the college without authorization.

The college has the right and the responsibility to prohibit persons from using its name, finances, or facilities for commercial, political or unauthorized purposes.

The college also has the right and an obligation not to take a position as an institution in electoral politics or on public issues except on those issues which directly affect the freedom of its members, its financial support or its educational function.

- D. The Board of Trustees has the responsibility to assure the orderly operation of the college and to take the appropriate action if individuals or groups violate the laws of the state and nation and the policies of the college.
- E. Yakima Valley Community College is an educational institution; it is not a vehicle for political or social action. It appreciates and endorses the fundamental right of dissent, and fully protects and encourages the fair and reasonable exercise of this right by individuals within the college. Because the right of dissent is subject to abuse, the following policies are observed:
1. Individuals associated with the college properly represent a wide variety of viewpoints and attitudes; the college fosters the free expression and interchange of differing views through oral and written discourse and logical persuasion.
  2. Dissent should be orderly and peaceful, and represent constructive alternatives reasonably presented. It is recognized that dissent is seldom expressed without emotion.
  3. Coercion, threats, demands, obscenity, vulgarity, obstructionism and violence are not acceptable.
  4. Demonstrations, marches, sit-ins, or noisy protests which are designed or intended to or which do disrupt normal academic and institutional pursuits will not be permitted.
  5. Classes individually or collectively and routine operations will not be suspended except for reasonable cause as determined under authority of the college President.
  6. College administrators, faculty, staff and students are expected to abide by these standards of conduct in promoting their views, particularly dissent.
  7. Academic and administrative procedures of the college will protect individuals in their right of free expression, and provide for prompt and appropriate disciplinary action for those who abuse such right.
- F. Because the rights of free speech and peaceable assembly are fundamental to the democratic process, the college supports rights of students and other members of the college community to express their views or peacefully protest against actions and opinions with which they may disagree.

The college also recognizes a concurrent obligation to maintain on the campus an atmosphere conducive to academic work; to preserve the dignity and seriousness of college ceremonies and public exercises; and to respect the private rights of all individuals.

#### IV. BOARD STATEMENT ON ACADEMIC FREEDOM

The Board of Trustees believes that an atmosphere of academic freedom is a fundamental prerequisite for excellence in higher education. Faculty and students engaged in the pursuit of truth must be free to grow intellectually and challenge conventional wisdom and to explore new avenues of thought, tempered by intellectual discipline and good taste. It is a prime objective of the Yakima Valley Community College Board of Trustees and administration to foster such freedom and to establish only those rules and regulations which are essential to the orderly operation of the institution or which enhance its quality. The Board of Trustees believes strongly that administrative rules are means, not ends, and they should be designed to further and not to interfere with the primary objectives of the institution.

**CONSTITUTION OF THE BOARD OF TRUSTEES  
YAKIMA VALLEY COMMUNITY COLLEGE**

Article I

NAME, COMPOSITION AND POWERS OF THE BOARD OF TRUSTEES

Sec. A. Name. The name of the governing board of this college shall be the "BOARD OF TRUSTEES OF YAKIMA VALLEY COMMUNITY COLLEGE," hereinafter referred to as the "Board of Trustees."

Sec. B. Composition and Powers. The form and composition of the Board of Trustees, its duties and its powers, are prescribed in [RCW 28B.50.100](#), [RCW 28B.50.140](#) and [RCW 28B.50.142](#). The Board of Trustees observes the general statutes of the state of Washington and policies and regulations governing community colleges approved by the State Board for Community and Technical Colleges.

The Board is composed of five members appointed by the Governor of Washington State for five-year terms, with the consent of the Senate. No member shall be removed during the term of office for which he/she is appointed, excepting only for misconduct or malfeasance in office.

Article II

THE BOARD OF TRUSTEES OF YAKIMA VALLEY COMMUNITY COLLEGE

Sec. A. Exercise of Powers. The Board of Trustees shall act only at meetings called and held as provided herein. All matters coming before the Board for determination shall be determined by the vote of the majority of the members when a quorum is present.

Sec. B. Policies and Procedures. The Board of Trustees from time to time may adopt Policies and Procedures, consistent with this Constitution, for the government of Yakima Valley Community College and the conduct of the business of the Board of Trustees, and may amend or repeal the same, in whole or in part, as it may be advised after notice given as hereinafter provided, provided that no Policy or Procedure shall be adopted, amended, or repealed except by affirmative vote of the majority of the Board of Trustees when a quorum is present.



### Article III

#### SPECIAL PROVISIONS RELATING TO THE BOARD OF TRUSTEES

Sec. A. Contracts. Except when specifically authorized by the Board of Trustees, no Trustee may make or enter into any contract on behalf of Yakima Valley Community College.

Sec. B. Miscellaneous. No Trustee shall receive salary for his/her services as a Trustee. A Trustee may be reimbursed for expenses incurred by reason of his/her attendance upon any meeting of the Board of Trustees or a committee thereof or in the performance of other official business of the Trustees in accordance with existing statute.

### Article IV

#### OFFICERS OF THE BOARD

Sec. A. Designation and Qualifications. The officers of the Board of Trustees shall be Chair, Vice Chair, Secretary and Treasurer. The Chair and Vice Chair shall be members of the Board of Trustees. The Vice Chair shall also be the chair-elect and shall assume the Chair position when a vacancy exists. The Secretary and Treasurer will be the President and Vice President for Administrative Services of the college, respectively, as ex officio with no voting privileges.

Sec. B. Election of Chair and Vice Chair. In the event of an interim vacancy in the office of Chair, the Vice Chair shall succeed and a new Vice Chair shall be elected. In the event of an interim vacancy in the office of Vice Chair, a new Vice Chair shall be elected. Both officers will hold office for the unexpired term and the subsequent term beginning July 1.

### Article V

#### POWERS AND DUTIES OF OFFICERS

Sec. A. Chair and Vice Chair. The Chair of the Board of Trustees shall preside at meetings of the Board of Trustees. In event of his/her absence or inability to act, the Vice Chair shall preside.

The Chair of the Board and the Vice Chair are severally authorized, on behalf of the Board of Trustees, to execute except where express authority has been elsewhere conferred by law, or by rule, order or resolution of the Board of Trustees, on behalf of the Board of Trustees, all contracts, deeds, leases, notes, mortgages, deeds of trust, bonds, indentures, warrants, undertakings, powers of attorney, releases and satisfactions of mortgages and indebtedness, reconveyances under deeds of trust, and all other releases, when the same have been authorized to be executed by the Board of Trustees.

In case of the absence of the Chair and Vice Chair from any meeting of the Board of Trustees, or in case of the inability of both of the two to act, the Board of Trustees shall elect for

that meeting a Chair PRO TEMPORE, and may authorize such Chair PRO TEMPORE to perform the duties and acts authorized or required by said Chair or Vice Chair to be performed, as long as the inability of these said officers to act may continue.

Sec. B. Secretary. The Secretary to the Board of Trustees shall give public notice of all meetings of the Board of Trustees. The Secretary shall record and keep the minutes of the proceedings of the Board of Trustees. The Secretary shall be the custodian of all official records of the Board of Trustees including the minutes of all meetings, and of all deeds, contracts, and other documents and papers of the Board of Trustees, unless otherwise directed by the Board of Trustees. The Secretary shall execute or attest to all contracts, deeds, leases, notes, mortgages, deeds of trust, bonds, indentures, warrants, undertakings, powers of attorney, releases and satisfactions of mortgages and indebtedness, reconveyances under deeds of trust, and all other releases, when the same have been authorized to be executed by order of the Board of Trustees.

Sec. C. Treasurer. The Treasurer of the Board of Trustees shall, in the name of the Board of Trustees, receive and take charge of all moneys and property of the college subject to the control and direction of the Board of Trustees. The Treasurer shall make such reports on all matters pertaining to the fiscal operations of the Board of Trustees as shall be requested by the Board of Trustees. The Treasurer is authorized to receive on behalf of the Board of Trustees any funds, securities, properties, or other assets distributed to the Board of Trustees of Yakima Valley Community College or departments or divisions thereof, from any estate or trust, or received as gifts, and to issue appropriate receipts and releases in connection therewith. The Treasurer is likewise authorized to receive and to issue receipts and releases for any funds or other assets payable or deliverable to the Board of Trustees of Yakima Valley Community College as a result of any court action.

Sec. D. Special Authority of Officers. The Officers of the Board of Trustees shall have such powers and shall perform such duties in addition to those in this constitution set forth as may be delegated to them by the Board of Trustees.

## Article VI

### COMMITTEES

Sec. A. Committees of the Whole. The Board of Trustees shall act as a Committee of the Whole for the conduct of its business.

Sec. B. Special Committees. Special Committees may be appointed by the Chair of the Board upon authority of the Board with such powers and duties as the Board may determine, provided that no Special Committee shall act for more than one year from the date of appointment, and shall be considered discharged upon the expiration of said year, unless specifically authorized by the Board of Trustees at the time of its appointment, or from year to year, to act for a longer period.

Sec. C. Minutes of Committee Proceedings. Minutes of the proceedings of each committee shall be kept and as soon as practical after a meeting, a copy of said minutes shall be mailed or delivered to each member of said committee and remaining members of the Board of Trustees and the Secretary of the Board.

## Article VII

### MEETINGS

Sec. A. Regular Meetings. Regular meetings of the Board of Trustees shall be held monthly unless cancelled by direction of the Board of Trustees or the Chair of the Board of Trustees.

Sec. B. Special Meetings. The Chair of the Board of Trustees, or any three members thereof, may call special meetings of the Board of Trustees at any time.

Sec. C. Public Meetings; Executive Sessions. Meetings of the Board of Trustees shall be open to the public except in executive sessions. Action may be considered and proposed in executive sessions, but official action shall be taken only in public meeting. See Bylaws, Chapter II, 2, for Board conduct in executive sessions.

Sec. D. Quorum. Three Trustees shall constitute a quorum of the Board of Trustees for the transaction of business.

Sec. E. Rules of Procedure. Rules of order designated by the Board of Trustees shall govern the proceedings at and the conduct of the meetings of the Board of Trustees and its committees.

## Article VIII

### SEAL

The design of the seal of Yakima Valley Community College shall be approved by the Board of Trustees.

## Article IX

### BOARD LEGISLATION

Sec. A. Classification of Board Legislation. Legislation by the Board of Trustees shall be classified as (a) Bylaws, and (b) Policies and Procedures. Such legislation shall be classified by the Secretary of the Board of Trustees with the advice and consent of the Board of Trustees, previous to or at the time of the adoption of the legislation.

Sec. B. Bylaws of the Board of Trustees. Legislation concerning the organization, procedures, and functions of the Board of Trustees itself shall be classified as Bylaws of the Board of Trustees.

Sec. C. Policies and Procedures. Legislation concerning the basic structure of the internal operating organization of the college shall be classified as Policies and Procedures.

Sec. D. Amendment of Board of Trustees Legislation.

1. No Bylaw shall be adopted, repealed, or amended, except by affirmative vote of three Trustees at a meeting of the Board of Trustees, and unless notice of intention to propose, or repeal, or amendment of such bylaw, including a draft thereof, shall have been given at least one week prior to said meeting.
2. Policies and procedures may be changed or amended and additional policies and procedures adopted at any regular or special meeting of the Board of Trustees by a vote of the majority of the total membership of the Board of Trustees present at the meeting, provided that notice of the intention to change, amend, or add to the Policies and Procedures in whole or in part (which notice may be included in the call for the meeting) shall have been given to the members of the Board of Trustees, and provided further that other board policies or agreements on amendment procedures are not violated. Such notice shall be in writing and shall include the exact wording proposed.
3. Changes, amendments, and additions shall be upon formal motion, indicating specifically the change in, amendment of, or addition to the policies and procedures that is intended. An action of the Board of Trustees which fails to embody such indication shall not have the status of a regulation.

Article X

AMENDMENTS

This constitution may be amended at any regular meeting of the Board of Trustees by the affirmative vote of three Trustees provided written notice is given one week prior to subsequent meeting. Nothing in the Constitution or Bylaws or any act or failure to act by the Board shall be construed or operate as an abridgement or limitation of any rights, powers or privileges of the Board of Trustees.

# BYLAWS OF THE BOARD OF TRUSTEES

## CHAPTER I

### PROTOCOL FOR MEETINGS

- A. Order of Business of the Board of Trustees. The following shall be the order of business at each meeting of the Board of Trustees.
1. Roll Call
  2. Proposed Changes to the Agenda
  3. Approval of the Minutes
  4. Action Items
  5. Communications
  6. Reports
  7. Call to the Public
  8. Date of Next Meeting
  9. Adjournment

The Chair, with the consent of the Board members present, may change the order of the agenda.

- B. Agendum. At least seven days prior to each regular meeting the Secretary shall mail to each member of the Board of Trustees an agendum setting forth all substantive matters which are to be considered at the meeting.

An agenda item and backup information will be provided for each action and information item. As to those matters which are the subject of consideration and recommendation after the mailing of said agendum, a detailed report shall be made to the Board of Trustees at its meeting.

- C. Minutes. Minutes of each meeting of the Board of Trustees shall be part of the mailing of the agendum for the next meeting.
- D. Communications. Communications for presentation to the Board of Trustees shall be in writing and shall be presented by the Secretary at the next regular meeting following their receipt.
- E. Presentations to the Board of Trustees. Any interested individual or organization may request that any relevant matter concerning the community college be presented at the Call to the Public.

It shall be the prerogative of the Board not to take any action on matters that come before the Board by such presentations.

In the case of all presentations to the Board on behalf of organizations, special interest groups, and other multi-member bodies, testimony shall normally be limited to a single representative.

In the case of all presentations, the Board reserves the right, without notice, to limit the length of any particular presentation or to reschedule presentations when, in its judgment, the demands of public business before the Board necessitate making such limitations.

It is the intent of the Board that procedures set forth in this bylaw shall be liberally interpreted to the end that all interested citizens and organized groups shall be able to address the Board on any matter relevant to its responsibilities and duties in the operations of the community college. Notwithstanding any of the provisions of this section, impromptu comments or questions by members of the public or organization representative may be presented at any meeting of the Board consistent with the provisions of chapter [42.30 RCW](#), the open public meeting act. The Chair shall have the right to limit the length of time of any presentation.

## CHAPTER II

### PROVISIONS RELATING TO DUTIES OF CERTAIN OFFICERS OF THE BOARD OF TRUSTEES

#### A. Chair

1. The Chair, in addition to any duties imposed by law and the rules and regulations of the State Board, shall preside at each regular or special meeting of the Board, and review the agenda prepared for each meeting of the Board. The Chair shall, while presiding at official meetings, have full right of discussion and vote.
2. The Chair of the Board of Trustees shall be responsible to conduct executive sessions only as prescribed by law. The Chair shall announce the purpose of the executive session, the time the Board will be in executive session, and notify interested parties if the executive session is to continue beyond the announced period of time. The Chair shall permit no official business to be conducted in executive session and shall preside over the executive session for the following purposes:
  - a. To consider matters affecting national security;
  - b. To consider the selection of a site or the acquisition of real estate by lease or purchase when public knowledge regarding such consideration would cause a likelihood of increased price;
  - c. To consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause

a likelihood of decreased price. However, final action selling or leasing public property shall be taken in a meeting open to the public;

- d. To review negotiations on the performance of publicly bid contracts when public knowledge regarding such consideration would cause a likelihood of increased costs;
  - e. To receive and evaluate complaints or charges brought against a public officer or employee. However, upon the request of such officer or employee, a public hearing or a meeting open to the public shall be conducted upon such complaint or charge;
  - f. To evaluate the qualifications of an applicant for public employment or to review the performance of a public employee. However, subject to [RCW 42.30.140\(4\)](#), discussion by a governing body of salaries, wages, and other conditions of employment to be generally applied within the agency shall occur in a meeting open to the public, and when a governing body elects to take final action hiring, setting the salary of an individual employee or class of employees, or discharging or disciplining an employee, that action shall be taken in a meeting open to the public;
  - g. To evaluate the qualifications of a candidate for appointment to elective office. However, any interview of such candidate and final action appointing a candidate to elective office shall be in a meeting open to the public;
  - h. To discuss with legal counsel representing the agency matters relating to agency enforcement actions, or to discuss with legal counsel representing the agency litigation or potential litigation to which the agency, the governing body, or a member acting in an official capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the agency.
  - i. Nothing in this section shall be deemed to preclude the board from meeting in executive session for other purposes permitted by law, but not listed in these Bylaws.
3. The Chair of the Board of Trustees shall conduct Board meetings following these guidelines:
- a. Three (3) members of the Board of Trustees shall constitute a quorum, and no action shall be taken by less than a quorum of the Board members.
  - b. A roll call vote will be taken at the time of adoption of substantive motions, such as major resolutions and major motions, or when requested by any member of the Board for purposes of the record.

- c. Rules of order designated by the Board of Trustees shall govern the proceedings at and the conduct of the meetings of the Board of Trustees and its committees.
4. The Chair of the Board of Trustees shall take the leadership with the Secretary in orienting new Board members to their duties and responsibilities. New Board members should make every effort to attend the annual orientation for new trustees offered by the State Board for Community and Technical Colleges.

B. Secretary

1. The Secretary shall assist all committees of the Board of Trustees as required by them, and shall cooperate with all other officers of the Board as may be requested by them in the performance of their duties.
2. The Secretary may certify to any action of the Board of Trustees or its committees, or to the identity, appointment, and authority of officers of the Board of Trustees or to the provisions of the Board of Trustees Constitution and Bylaws.
3. The Secretary shall cause to be filed or recorded in appropriate offices of public record, or posted, or published, as may be required by law or as may be necessary for the protection of the college, documents and notices which it is necessary or appropriate for him/her to file, or record, or post, or publish, in the performance of his/her duties.
4. The Secretary is authorized, in the name of the Board of Trustees, to sign receipts and acknowledgements, and notices and declarations, as may be appropriate or necessary in the performance of his/her duties as ordered by the Board of Trustees.
5. Information and materials pertinent to the agenda of all regular meetings must be received by the Secretary of the Board by 12:00 noon eight days prior to a regular meeting date. The Secretary will mail the agenda and supporting materials to the Board members by noon of the following day and announce the meeting publicly. The Chair and Secretary may, however, present a matter of important business after the mailing has been made, if in their judgment, the matter is of an important nature.
6. All business transacted in official board meetings shall be recorded in minutes, approved by the Board in subsequent meetings and filed for reference.
7. The Secretary will announce all special meetings of the Board of Trustees at least twenty-four (24) hours prior to the meeting time. The agenda of the special meeting will be determined at the time of the official call for such meeting. No business shall be transacted or official action taken other than the purpose or purposes for which the special meeting was called.



8. The Secretary may arrange study sessions prior to regular or special meetings of the Board of Trustees with the approval of the Chair of the Board. Study sessions constitute special meetings of the Board and shall be announced as such by the Secretary.
9. The office of the Secretary shall be the official office of the Board of Trustees. All records and minutes of the Board shall be kept in the office.
10. The Secretary shall be responsible for Board correspondence, compiling the agenda of meetings, and distributing the minutes of the meetings and related reports.
11. The Secretary, or his/her designee, must attend all regular and special meetings of the Board, and official minutes must be kept of all such meetings.
12. The Secretary will provide each new member of the Board of Trustees a copy of these policies and other information as necessary to assist in orientation of the new member.

C. Treasurer

1. The Treasurer is authorized to give receipts for all money due the Board of Trustees, and for all securities received which the Board of Trustees is entitled to possess.
2. The Treasurer is authorized to endorse checks and warrants in the name of the Board of Trustees as ordered by the Board of Trustees, but only for deposit in depository accounts of the Board of Trustees.
3. Gifts offered to Yakima Valley Community College or to the Board of Trustees for the benefit of Yakima Valley Community College shall be accepted only by the Board of Trustees or with its express authority. No Trustee, officer, member of the faculty, or employee, without express authority of the Board of Trustees, shall undertake or agree to undertake the administration of any gift, or the management, disposition, or expenditure of any fund provided to be used for the benefit of Yakima Valley Community College. It is the intention of this Bylaw that the Treasurer, in the absence of other direction by the Board of Trustees, shall be solely charged with the administration of gifts and funds provided to be used for the benefit of the college.

## CHAPTER III

### BUSINESS PROCEDURE

- A. Legislative Matters. The Board of Trustees and the President or his/her designee(s) shall represent the Board of Trustees and the college in all matters requiring action by the legislature or by officers of the state of Washington.
- B. Fiscal Year. The fiscal year of the Board shall conform to the fiscal year of the state of Washington and shall be from July 1 to June 30 inclusive.
- C. Trustee Budget. The Board has the final responsibility for fiscal prudence within the institution. The Board believes that it should exercise the same prudence in the expenditure of public funds as it expects of staff and should set the standard for the institution.

The Chair and Vice Chair will work with the Secretary to develop the annual trustee budget. Priorities for Board activities involving the expenditure of funds should further college long- and short-term plans and goals. The trustee budget should reflect consideration of organizational memberships, state required attendance at state meetings, and major travel obligations the Board intends to incur, and all avenues available which will increase members' awareness of community college issues, obligations, and local, state and national trends. Other expected expenditures should be noted for inclusion. The Chair and Vice Chair, in concert with the Secretary, will develop the proposed trustee budget for approval by the Board in the spring of each year.

- D. Trustee Objectives and Self-Evaluation. The college mission and goals statement shall be the basis for developing trustee objectives. The Chair and Vice Chair will present the objectives, which shall include suggestions from both the college President and Board members. These objectives will be reviewed and adopted on an annual basis by the Board of Trustees.

An annual self-evaluation will be completed by the Board not later than its August Board meeting. The self-evaluation will include, but not be limited to, the Board's progress toward completion of the annual list of objectives. An annual meeting will be conducted for self-evaluation purposes.

- E. Board Travel. The Board of Trustees is committed to support trustee travel outside the district. Travel may include, but is not limited to, visits to official state meetings, the state trustees association meetings, national educational meetings and other similar activities.

The Board is committed to member's own development as citizen representatives who are aware and knowledgeable about educational traditions, innovations and challenges. For this reason the Board believes that attending and participating in national

conferences will not only enhance the background of individual members, but improve the Board's effectiveness as a policy-making body.

Trustees recognize that travel must be accomplished within the trustee budget. An individual trustee who desires to participate in a travel opportunity should discuss this with the Board Chair and work with the Board Secretary to determine the expected benefit to the institution and whether the trustee travel budget or other funds can accommodate the proposed travel. All travel arrangements should be made through the Office of the President as far in advance as possible. The secretary to the president will assist to insure that required travel arrangements, documentation and paperwork are completed. All travel reimbursement shall be made according to state law and district policy. Summation reports, either oral or written, should be delivered to the Board at or by the next meeting following the travel.

- F. Seal. The official seal shall be used only in connection with the transaction of business of the Board of Trustees. The seal may be used on any document signed on behalf of the Board of Trustees by an officer. The President must grant permission for the use of the seal to decorate any public building or in other special circumstances.

The seal shall be kept by the college registrar and have inscribed on it the name of the college which shall be:

YAKIMA VALLEY COMMUNITY COLLEGE  
STATE OF WASHINGTON  
Founded 1928

- G. Personnel Responsibilities. The most important task a Board has is administration of the chief executive officer's contract. The Board is responsible for recruiting, hiring, compensating, nurturing, evaluating, professional development and separating the chief executive. It is important for the Board to recognize its responsibilities within each of these components.

On a yearly basis the Board will conduct an evaluation of the college President's performance using criteria upon which there is mutual agreement. Part of the evaluation will be a review of the President's annual executive goals. The evaluation may include input from the community at large, the college community and the President's self-evaluation. A summation report will be completed and placed in the President's personnel file. The conclusion of this evaluation process will occur at the same time as the presidential contract renewal.

During its annual review of the president and its own self-evaluation the Board should evaluate its effectiveness in each of these areas.

- H. Responding to Media. All inquires from the media to individual Board members should be directed to the Board Chair or in his or her absence, the Vice Chair, for a response. The Chair may respond or refer the media to the Secretary for response. The Board Chair will respond in concert with the Secretary. When the issue involved is one on which the Board has reached a decision, established a policy or taken other action, the

Chair may provide that information. When the media request for information involves matters on which no Board action or agreement has occurred, no Board response will be made. Referrals to the Secretary for background information may be appropriate. The Secretary will seek the assistance of the public information officer if necessary.

- I. Trustee Contacts with College Staff, Students and Public. Members of the Board of Trustees have a very difficult role in enacting college policy. The Board, acting as a body, is the official entity which enters into labor agreements with the campus working units. Board members have a particularly delicate responsibility to respond appropriately to contacts from members of the college staff. Dialogue with staff members is an appropriate avenue to increased information about college activities and functions.

Each member of the Board must recognize that other avenues are available for resolution of complaints or concerns. Staff should be encouraged to exhaust all formal procedural avenues for resolution since each labor contract has explicit grievance procedures designed to facilitate resolution of campus concerns. Members of the Board cannot act individually and must refer issues to the Secretary.

The Board recognizes that it is essential for it to support the administration and refer inquiries or concerns to the president for resolution. College staff members who discuss complaints or grievances with individual Board members should be informed that the trustee will refer the matter to the Board Secretary. The Board members walk a very delicate line in this area and must be sensitive so as not to discourage legitimate dialogue with members of the college staff.

#### CHAPTER IV

#### PROCEDURE TO CHANGE THE BYLAWS

The Bylaws of the Board may be revised by majority vote of the Board at a regular meeting of the Board of Trustees. Nothing in the Bylaws or any act or failure to act by the Board shall be construed or operate as an abridgement of any rights, powers or privileges of the Board of Trustees.

## **LINKS TO RELATED RULES AND LAWS**

### **Revised Code of Washington**

<a href="#"><u><b>RCW 28B.50.140</b></u></a>	<b>Board of Trustees: Powers and Duties</b>
<a href="#"><u><b>RCW 28B.10</b></u></a>	<b>Colleges and Universities Generally</b>
<a href="#"><u><b>RCW 28B.15</b></u></a>	<b>Tuition and Fees</b>
<a href="#"><u><b>RCW 28B.50</b></u></a>	<b>Community and Technical Colleges</b>
<a href="#"><u><b>RCW 28B.76</b></u></a>	<b>Higher Education Coordinating Board</b>

### **Washington Administrative Code**

<a href="#"><u><b>WAC 132P</b></u></a>	<b>Yakima Valley Community College</b>
<a href="#"><u><b>WAC 131</b></u></a>	<b>State Board for Community and Technical Colleges</b>