



Board Bylaws

Title: Bylaws

Officer Responsible: Board Chair

Related Laws: Michigan Community College Act and Open Meetings Act

HLC Criterion: 2A

Bylaw Statement

The Board shall comply with all statutory requirements related to provisions of Board authority, membership, officer selection, and the administration of its bylaws.

Article I. Authority

Section 1. Board Authority. The Board operates under the authority granted in the Michigan Community College Act, MCL 389.1 et seq., Public Act 331 of 1966, as amended. Trustees accept all legal responsibilities and regulations associated with this Act. All business conducted by the Board shall be in conformance with current Michigan statutes.

Article II. Trustees

Section 1. Trustee Qualifications. Candidates for election to the Board must be a resident elector in the Oakland Community College District. In addition, a candidate must be eighteen (18) years of age or older at the time of his or her election or appointment. If a Trustee ceases to reside in the Community College District during the Trustee's term of office, the Trustee must resign from service.

Section 2. Number of Trustees. Seven (7) Trustees shall be elected at large from the territory included in the Oakland Community College District.

Section 3. Term of Office. The term of office for Trustees shall be six (6) years.

Section 4. Election of Trustees. Elections of Trustees shall be held biannually on the general November election date (the November election date in even numbered years), in the manner as prescribed by law. The Oakland County Clerk shall serve as the Election Coordinator for the College and shall receive all filing fees or nominating petitions and affidavits of identity from candidates and shall certify candidates. In such capacity, the County Clerk shall also canvass the election, certify results and mail Certificates of Election.

Section 5. Installation. All Trustees shall be required to file with the Board Secretary, prior to assuming office, an Acceptance of Office and Affidavit of Eligibility in the following forms:

"I accept the office of Trustee on the Board of Trustees of Oakland Community College and agree to serve in this position for the period required by statute or until my successor shall qualify."

"I, ____, a duly elected (appointed) Trustee of the Board of Trustees of Oakland Community College, and elector residing in ____, County of Oakland, and have resided for more than thirty (30) days prior to the date of my appointment; that I have also attained the age of eighteen years prior to the date of my appointment; and that I have resided in the State of Michigan for more than six (6) months and am a United States citizen."

Trustees shall be also required to take and subscribe to the following Oath of Office which shall be filed with the Board Secretary prior to assuming office:

"I, ____, a duly elected (appointed) Trustee of the Board of Trustees of Oakland Community College, do solemnly swear that I shall support the Constitution of the United States and the Constitution of this State and that I shall faithfully discharge the duties of the Office of the Trustee of Oakland Community College to the best of my ability."

Section 6. Trustee Orientation. Any newly-elected Trustee must complete the Board's New Trustee Orientation training program.

Section 7. Trustee Vacancy.

a. Occurrences and Effective Date of Vacancy -The office of a member of the Board of Trustees shall become vacant immediately without declaration of any officer or any acceptance of the Board of Trustees or its members, upon the death of the incumbent, or their being adjudicated insane or being found to be mentally incompetent by the proper court; their resignation; their removal from office; their conviction of a felony; their election or appointment being declared void by a competent tribunal; their refusal or neglect to file their acceptance of office, or their refusal or neglect to take and subscribe to the constitutional oath of office and deposit the same in the manner and within the time prescribed by law; their ceasing to possess the legal qualifications for holding office including their residence qualification. Resignations shall be in writing and delivered electronically, via U.S. mail, or in person to the Board Chair. Resignations shall be effective immediately upon delivery and may not be withdrawn.

b. Filling Vacancies – Whenever a vacancy occurs, the remaining members of the Board, by majority vote shall fill the vacancy with a qualified elector of the Community College District within thirty (30) days of the occurrence of a vacancy or other time frame as prescribed by law. The vacated or incumbent Trustee shall not be entitled to vote under any circumstances. All deliberations towards and selection decisions shall take place at a properly noticed public Board Meeting(s) at which a quorum is present and held in accordance with the Michigan Open Meetings Act.

c. Within three (3) days after the appointment to fill a vacancy, the Board Secretary shall provide written notice of the appointment to the County Clerk. Notice shall include the name, address, and office of the person who vacated and the name of the person filling the vacancy.

d. Effective Date of Appointment -The appointed Trustee begins serving as a Trustee immediately after being appointed by the Board.

e. Nature of Appointment - The appointed Trustee shall fill the general board member seat created by the vacancy but not any office held by the vacating Trustee. Vacant officer positions are filled under Bylaw Article III Section. 5 Vacancies of Officers.

f. Term of Appointment - The appointed Trustee shall hold the general office of Trustee until the next regular Community College District election held for the election of members to the Board of Trustees at which time the electors of the Community College District shall fill the office for the unexpired portion of the term.

Section 8. Compensation. Trustees shall not (directly or indirectly) receive compensation or remuneration for services rendered to the College. Furthermore, Trustees shall not use their status as a Trustee to derive personal profit or gain. However, Trustees may be reimbursed for expenses authorized by Board policy.

Section 9. Indemnification. The College shall indemnify and defend its current and former Trustees, employees and authorized volunteers from and against certain civil claims of alleged wrongdoing arising out of the performance of their duties and within the scope of their authority. The College shall assume financial responsibility for costs and expenses associated with the defense or resolution of such claims and all judgements and settlements as long as eligibility criteria are met and applicable procedures are followed per the Indemnity Policy.

The College shall maintain appropriate insurance to cover this obligation adequately.

Article III. Board Officers

Section 1. Officer Positions. Board officers shall be a Board Chair, a Vice Chair, Treasurer and Secretary. The officers must be duly elected Trustees.

Section 2. Duties of Officers. The duties of the Board Officers are contained in the Board Policies listed below and made a part of these Bylaws:

Board Chair Policy 1.7

Vice Chair Policy 1.8

Secretary Policy 1.9

Treasurer Policy 1.10

Section 3. Election of Officers. All Board officers shall be nominated from the floor and elected by voice, hand, or ballot at the Board's organizational meeting. Officers shall be elected by a majority vote of the Trustees. Board officers shall assume office immediately upon election and shall hold office until the election of a qualified successor.

Section 4. Term of Office. Each Board officer shall be elected for a term of two (2) years or a shorter term as determined by the Board.

Section 5. Vacancy of Officers. In the event of a vacancy of a Board officer, the Board shall fill the vacancy from its members by majority vote at the same meeting at which the vacancy occurs or at the next regularly-scheduled meeting.

Section 6. Removal of Officers. Any Board officer may be removed by resolution of a majority of the Board at a regular Board meeting. The resolution for removal of a Board officer shall appear on the Agenda.

Article IV. Meetings

Section 1. Compliance with the Open Meetings Act. Meetings of the Board shall comply with the Michigan Open Meetings Act (MCL 15.261 et seq.) and be open to the public and in a place available to the public. All decisions and deliberations of the Board constituting a quorum shall take place at a meeting open to the public except when the Board meets in closed session as permitted by the Michigan Open Meetings Act.

As noted in the Michigan Open Meetings Act, the Board may conduct a regular meeting, closed meeting, special meeting, or an emergency meeting.

Section 2. Definitions.

- a. Meeting – Convening of the Board, at which a quorum is present, for the purpose of deliberating toward or rendering a decision on a public policy
- b. Decision – A determination, action, vote or disposition upon a motion, proposal, recommendation, resolution, order, ordinance, bill, or measure on which a vote by the Board is required and then effects or formulates public policy
- c. Deliberating – Exchanging affirmative and opposing views, debating a matter, or engaging in a discussion about a matter
- d. Regular Meeting – A meeting that appears on the Board’s annual schedule of meetings
- e. Closed Session – A meeting or part of a meeting that is closed to the public. The terms *closed meeting* and *executive session* are synonymous with *closed session*.
- f. Special Meeting – A meeting which does not appear on the Board’s annual schedule of meetings, called for the purpose of deliberating on Board-related issues, which may include workshops, study sessions, retreats, or any other gathering that involves a quorum of the Board
- g. Emergency Meeting – A meeting which does not appear on the Board’s annual schedule of meetings, called for the purpose of deliberating on a severe and imminent threat to the health, safety, or welfare of the College
- h. Organizational Meeting – The first scheduled meeting of the Board in January following the date of the regular community college election
- i. Legal Meeting – Any meeting that has been noticed and convened in accordance with the Michigan Open Meetings Act and at which a quorum is present.
- j. Board Committee Meeting – Any meeting in which less than a quorum of Trustees is present and the purpose of the committee is authorized by the Board.

Section 3. Bylaws Applicable to All Meetings. For all Board meetings, the following bylaws apply:

- a. Meeting Location – All Board meetings shall be held within the Oakland Community College District at a location accessible to the public.

- b. Attendance – Trustees must attend a meeting in person to participate. Proxies are prohibited.
- c. Citizen Participation – Individuals and groups are welcome to attend any regular, special, or emergency Board meeting. They may address the Board during the section of the agenda designated as Public Comments.
- d. Three (3) minutes shall be allowed for Public Comments at the time an individual or group is given the floor by the Board Chair.
- e. Persons attending a meeting may record or broadcast live proceedings of a public meeting in accordance with reasonable rules and regulations designed to minimize the possibility of disrupting a meeting or obstructing the view or audibility of other members of the public in attendance.
- f. Citizen Request for Agenda Items – Any citizen or representative of any organization may request that an item of business pertaining to the College be placed on the Board agenda for the next regularly scheduled Board meeting. The request must be in writing and addressed to the CEO and the Board Chair. The item shall be placed on the agenda if it pertains to Board business and is related to Means activities, which are delegated the CEO. Such requests must also include:
 - i. Name, address and telephone number of the person or persons submitting the request and the same of any organization or group being represented, ;
 - ii. Statement of action to be requested of the Board and pertinent background information leading to the request; and
 - iii. Statement detailing the prior channels of communication that have been pursued with the CEO.
- g. Quorum – A majority of the entire membership of the Board shall constitute a quorum to do business at all meetings of the Board. No act of the Board, including amendment of bylaws, is valid unless voted at a legal meeting by a majority of the members-elect of the Board and a proper record of the vote is made in the minutes.
- h. Administrative Support to the Board – The Board is responsible for preparing meeting agendas, posting all legal notices, keeping minutes, and maintaining records of all meetings. To assist the Board with these tasks, the CEO shall provide the Board with administrative support.
- i. Administrative support may also include assistance with meeting coordination activities.
- j. Rules of Order – The Board shall use the most current edition of *Robert's Rules of Order* as a general guide for conducting its meetings. The Board may deviate from these guidelines, as it deems necessary, when they might be in conflict with the Board's bylaws or applicable law. A strict adherence to the precise parliamentary procedures identified in *Robert's Rules of Order* is not necessary. The Board Chair shall resolve questions regarding the application of the Rules of Order and, at his or her discretion, may consult with a parliamentarian.
- k. Transaction of Business – The Board shall transact all business at a legal meeting of the Board.

- l. Meeting Notice Content – At a minimum, a meeting notice must contain the College’s name, address, phone number, date, time, and place for each meeting. In addition, a statement indicating where official minutes of the Board are stored and available for inspection must be included. The announcement must also include the following Americans with Disabilities Act language:

“If you are an individual with a disability who is in need of a reader, amplifier, qualified sign language interpreter, or any other form of auxiliary aid or service to attend or participate in the meeting or hearing, please contact the Chancellor’s Office at 2900 Featherstone Rd, Auburn Hills, MI 48326, at least one week prior to the meeting or as soon as possible.”

- m. Minutes – The Michigan Open Meetings Act requires the keeping of minutes for all meetings. These minutes must contain:

- i. A statement of the time, date, and place of the meeting;
- ii. The Trustees present as well as absent;
- iii. A record of any motions and decisions made at the meeting and a record of all roll call votes (this does not apply to closed sessions);
- iv. Purpose of a closed session, if applicable;
- v. Corrections, if applicable;
- vi. The hours of meeting and adjournment; and
- vii. Whether the minutes of the previous meeting were approved, as applicable.

Except for minutes taken during a closed session, all minutes are considered public records, open for public inspection, and must be available for review at the College. Copies of the minutes shall be available to the public at the reasonable estimated cost for printing and copying and shall be posted on the College website.

In the event the Board votes to go into closed session, the purpose(s) for calling a closed session shall be entered into the minutes of the meeting at which the vote is taken.

- n. Electronic Communications – All communications between and among Trustees related to College business are subject to the Michigan Open Meetings Act (OMA). In addition, electronic devices, including personal electronic devices, cannot be used to circumvent the OMA. Electronic communications cannot be used for the purpose of making a decision or deliberating towards a decision. This would include sequential communications forwarded to or among Trustees with respect to deliberations, opinions or matters that could result in a Board decision. Electronic communications include email, texting, messaging applications, and all forms of social networking. These stipulations apply before, during, and after a Board meeting.

Section 4. Bylaws Unique to Regular and Special Meetings. The following bylaws apply only to Regular and Special Meetings in addition to those listed in Article IV, Section 2:

- a. Calendar – A schedule of regular meetings shall be adopted by the Board at the August or January meeting. The schedule shall be posted publicly after it is adopted.

- b. Meeting Notice Timing – A meeting notice shall be posted at least eighteen (18) hours prior to the start of each scheduled meeting.
- c. Meeting Notice Location – All meeting notices shall be posted at least eighteen (18) hours prior to the start of the meeting at the District Office and on the College’s website.
- d. Regular Meeting Changes – Any intentional change to the regular meeting schedule shall be publicly posted (as described in the Notice section above) at least three (3) days after the meeting in which the change is made.
- e. Agenda – The Board Chair, in consultation with the CEO, shall prepare an agenda for each Board meeting. Trustees may make a request to the Board Chair that items related to Board policy be placed on the agenda. Meeting agendas shall be provided to Trustees electronically unless a Trustee requests paper copies or the materials are not compatible with electronic delivery. Generally, the agenda and supporting materials shall be provided to each Trustee at least one (1) week prior to the day of a regular meeting. The agenda may be modified by a majority vote of the Trustees in attendance at the regular meeting.
- f. Organizational Meeting – Following a regular community college election, the Board shall conduct an organizational meeting as part of the Board’s first scheduled meeting in January. Prior to conducting normal business, the Board shall elect Board officers, determine Board committee memberships, and determine liaisons and representatives to the Michigan Community College Association, the American Community College Trustees, Association of Community College Trustees, Association of Governing Boards, and any other organizations the Board believes appropriate.

The meeting shall be called to order by the Board Chair of the preceding Board, who shall serve as the presiding Board Chair until the election of a new Board Chair. If the preceding Board Chair is no longer a member of the Board, the Vice Chair shall serve as the presiding Board Chair until the election of a new Board Chair. If the preceding Board Chair and Vice Chair are no longer members of the Board, the Board Secretary shall serve as the presiding Board Chair until the election of a new Board Chair. If the preceding Board Chair, Vice Chair, and Secretary are no longer members of the Board, the CEO shall serve as the presiding Board Chair until the election of a new Board Chair.

- g. Recess and Reconvene – Any meeting of the Board may be recessed to a specific time and place. Only items on the agenda of the recessed meeting may be acted upon at the time the meeting is reconvened. If the meeting is recessed for more than thirty-six (36) hours, then advance notice of at least eighteen (18) hours must be posted prior to reconvening the meeting.
- h. Video Recording of Regular Meetings – All regular meetings of the Board shall be recorded (video and audio). The recording shall be posted in a prominent place on the College website.
- i. Cancelling Regular Board Meetings – Any regular meeting of the Board may be cancelled at any time by the Board Chair in consultation with the Board Secretary and the CEO unless the agenda for the regular meeting includes an action item that cannot be effectively addressed at the next regularly scheduled Board meeting or the purpose for the cancellation is to block a Trustee from

participating in a discussion and/or vote on Board business, or for any purpose prohibited by the Michigan Open Meetings Act.

Notice of cancellation shall be provided to Trustees at least 24 hours prior to the regularly scheduled meeting whenever possible. This notice may be given by one or more of the following means as needed: written electronic means, phone text message, or documented phone call.

Public notice of cancellation shall be posted in the same places as the notice for the regularly scheduled meeting as soon as possible after the decision to cancel has been made.

Section 5. Bylaws Unique to Special Board Meetings. The following bylaws apply to only to Special Meetings (in addition to those listed in Article IV, Section 2):

- a. Scheduling a Special Meeting by the Board – A special meeting can be scheduled at any legal Board meeting.
- b. Scheduling a Special Meeting by the Board Chair – A special meeting can be scheduled by the Board Chair at any time. Trustee requests for a special meeting shall be directed to the Board Chair for consideration. In this situation, the Board Chair shall decide whether the Special Meeting should be scheduled. If the Board Chair decides that a special meeting is not warranted, then the Trustee may submit a motion to schedule a special meeting at the next regularly scheduled Board meeting.
- c. Trustee Notice for Special Meetings – All Trustees shall be given at least a twenty-four (24) hour notice prior to the start of a special meeting. This notice can be given by written electronic means or by hand delivery to the Trustees' residences.
- d. Video Recording of Special Meetings – All special meetings of the Board may be recorded (video and audio) as determined by the Board Chair in consultation with the CEO. If it is determined that a special Board meeting is to be recorded, the recording shall be posted in a prominent place on the College website.

Section 6. Bylaws Unique to Emergency Board Meetings. The following bylaws only apply to Emergency Meetings (in addition to those listed in Article IV, Section 2):

- a. Waiver of Prior Public Notice – If two-thirds of the Trustees serving on the Board agree that an emergency meeting is required and delaying the meeting for the purpose of providing notice would be detrimental to efforts to respond to the emergency, then eighteen (18) hours' prior notice to the public shall not be required. In this situation, the Board shall provide paper copies of a public notice to all attendees at the meeting. In addition to the meeting notice content applicable to all meetings, the notice must specifically state the circumstances that necessitated the emergency meeting. This notice shall be posted on the College website, as soon as feasible.
- b. Communication of Emergency Meeting – Within forty-eight (48) hours after the emergency meeting, the Board shall notify the Oakland County Board of Commissioners that an emergency meeting with less than eighteen (18) hours' public notice has taken place and provide them with a copy of the official meeting notice.

Section 7. Bylaws Unique to Closed Session Meetings. The following bylaws apply to only to meetings with Closed Sessions (in addition to those listed in Article IV, Section 2):

- a. Calling for a Closed Session – The Board can enter into a closed session for purposes identified in the Michigan Open Meeting Act. A majority roll call vote of Trustees at a legal open meeting is required. However the following specific situations require a two-thirds roll call vote:
 - i. Considering the purchase or lease of property up to the time an option to purchase or lease that real property is obtained;
 - ii. Consulting with an attorney on pending litigation when consulting with counsel in an open meeting would have a detrimental financial effect on the litigation or settlement position of the College;
 - iii. Reviewing and considering job applications for CEO when candidates request confidentiality (all interviews, however, shall be held in an open meeting); or
 - iv. Considering material exempt from disclosure under another statute.
- b. Closed Session Minutes. A separate set of minutes for closed sessions must be recorded and retained. Closed session minutes shall not be available for public inspection and shall only be disclosed if required by law. These minutes shall be maintained by the CEO and kept as confidential documents. In the event the minutes pertain to a meeting from which the CEO was excluded, the Board Chair shall maintain the minutes. These minutes may be destroyed one year and one day (366 days) after approval of the minutes of the regular meeting at which the closed session was approved. Upon a seconded and approved motion, The Board may go into closed session to consider approving the proposed minutes. Any action to approve the proposed closed meeting minutes must occur in an open session of a legal meeting.
- c. Closed Session Materials. Trustees shall return all closed session materials at the conclusion of the session to the scribe. The materials shall be maintained by the CEO and kept with the minutes as confidential documents. The materials shall be destroyed with the associated minutes. In the event the materials pertain to the CEO and a meeting from which the CEO was excluded, the Board Chair shall maintain the documents.

Section 8. Board Committee Meetings. Board committees shall serve in an advisory capacity only. Board Committees shall not make any decisions or perform any functions of the Board.

Change Log

Date of Change	Description of Change	Responsible Party
4/17/2018	Adopted 4/17/2018, to become effective 7/1/2018	Board of Trustees
7/1/2018	Effective date; supersedes any previously existing bylaws on the same subject matter	Board of Trustees
8/3/2020	Changed - Calendar – Schedule of regular meetings shall be adopted by the Board at the August meeting.	Board of Trustees
1/11/2022	Revised Article II. 7. Trustee Vacancy; addition of Article IV. Section 4(i).	Board of Trustees