



**BYLAWS OF THE TRUSTEES**

**OF WESTERN PIEDMONT COMMUNITY COLLEGE**

1001 Burkemont Avenue  
Morganton, North Carolina 28655

Amended March 9, 2016  
Amended November 8, 2016  
Amended April 10, 2018  
Amended July 16, 2019  
Amended June 16, 2020

**Bylaws of**  
**The Trustees of Western Piedmont Community College**

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# BYLAWS OF THE TRUSTEES OF WESTERN PIEDMONT COMMUNITY COLLEGE

## ARTICLE I: POWERS AND RESPONSIBILITIES

**Section 1. Authority:** The Trustees of Western Piedmont Community College (TWPCC) are a body corporate under Chapter 115-D of N.C. General Statutes with all powers and duties of the body corporate and with responsibilities delegated by the State Board of Community Colleges.

**Section 2. Responsibilities:** As the legal governing board of Western Piedmont Community College, Trustees are responsible for the management of the College within provisions of N.C. General Statutes and of the N.C. Administrative Code. The Trustees must also guard against undue pressure from political, religious, or other external bodies and protect Western Piedmont Community College from similar pressures.

**Section 3. Official Title:** The official title of the Trustees, and corporate name of the College, is “The Trustees of Western Piedmont Community College.”

**Section 4. Office of Record:** The Trustees shall maintain an office at Western Piedmont Community College in Morganton, North Carolina.

**Section 5. Powers:** Under the law, Trustees possess all powers usually conferred upon such bodies to acquire, hold, and transfer real and personal property; institute and defend legal actions; enter into contracts; and fully exercise such other rights and privileges as needed for the proper management and administration of the College. These powers and duties shall include the following:

- (a) To elect a President of the College for such term and under such conditions and terms as the Trustees may fix, subject to approval by the State Board of Community Colleges.
- (b) To delegate employment of all other personnel of the College to the President, pursuant to the standards established by the State Board of Community Colleges.

## **ARTICLE I: Powers and Responsibilities (continued)**

- (c) To establish and disestablish educational programs at the College.
- (d) To recommend and adopt current expense and capital budgets.
- (e) To provide all or part of the instructional services of the College by contracting with public or private organizations or institutions.
- (f) To apply standards for the admission and graduation of students and requirements mandated by the State Board of Community Colleges and the College. Notwithstanding any law or rule to the contrary, the Trustees and Burke County Board of Education may establish cooperative programs.
- (g) To purchase land, easements, or rights-of-way which is necessary for the proper operation of the College, upon the approval of the State Board of Community Colleges, and, if necessary, to acquire land by condemnation in the same manner and under the same procedures as provided for in N.C. General Statutes Chapter 40A. For the purpose of condemnation, determination by Trustees as to the location and amount of land to be taken and the necessity, therefore, shall be conclusive; and to dispose of property owned by the Trustees as provided in N.C. General Statutes 115D-15.
- (h) To receive and accept donations, gifts, bequests, and the like from private donors and to apply them or invest any of them and apply the proceeds for purposes, and upon the terms of the donor, which are consistent with the provisions of Chapter 115-D and standards of the State Board of Community Colleges.
- (i) To provide access to recruiters of the United States military and other governmental agencies for the purpose of informing students of career and employment opportunities.
- (j) To encourage the establishment of private, nonprofit corporations to support the College. The President, with Trustee approval, may assign employees, space, equipment, and related resources to the corporation provided the sole purpose of the corporation is to support the mission of Western Piedmont Community College. In such cases, the corporation's board of directors shall secure and pay for an annual audit of corporation accounts and transmit a copy of the report to the Trustees.

**ARTICLE I: Powers and Responsibilities (continued)**

- (k) To perform such other acts and do such other things as may be necessary or proper for the exercise of the foregoing specific powers, including the adoption and enforcement of all reasonable rules, regulations, and bylaws for the discipline of students and the government of the College.
- (l) To grant Trustee Emeritus status to recognize outstanding commitment and service to Western Piedmont Community College in accordance with WPCC Policies adopted by the Trustees and the processes provided in the appendix of this document.

## Article II: Membership

**Section 1. Election or Appointment:** The Trustees shall consist of thirteen (13) members comprised of four voting members appointed by the Burke County Board of Education, four voting members appointed by the Burke County Board of County Commissioners, four voting members appointed by the Governor of North Carolina, along with the WPCC Student Government Association president serving as a non-voting member. Appointments are staggered so that only three vacancies occur each year.

**Section 2. Term of Office:** The term of office for Trustees is four years as set by the North Carolina Legislature to commence on July 1 and to end on June 30, with the exception of the Student Government president whose term shall be concurrent with that office.

**Section 3. Residency:** All Trustees shall be a resident of Burke County or of a contiguous county, with the exception of the Student Government Association president.

**Section 4. Vacancies:** Vacancies, for whatever reason, shall be filled by the appropriate agency within sixty (60) days after the date on which the vacancy occurred. Should the selection of a Trustee for the unexpired term of the member not be made within this designated period, the Governor shall fill the vacancy by appointment. A Trustee whose term has expired remains in office until another appointment can be made; whether this appointment is made by the authorized agency or, upon default, by the Governor.

**Section 5. Removal From Office:** Trustees may be removed by the membership only for cause and by procedures involving due process as provided by Chapter 115D-19 and any other relevant provisions of the North Carolina General Statutes.

## **Article III: Meetings**

**Section 1. Regular Meetings:** Regular scheduled meetings of Trustees shall be held on the second Tuesday in the months of February, April, June, September and November, at 3:00 p.m. on the campus of Western Piedmont Community College, Morganton, N.C. A sixth meeting will be held as needed, and determined by the chair, during the year to comply with SBCC guidelines with the time and location of this sixth meeting will be announced as specified in Section 4. Notice of Meetings.

- (a) The Annual Meeting of the Trustees shall be the regular September meeting, at which time officers shall be elected following the transaction of ordinary business.
- (b) The Chair may fix another day, time, and/or place for regularly scheduled meetings provided the Trustees shall meet at least one time each quarter.

**Section 2. Special Meetings:** The Chair, or President of the College, may fix the day, time, and place for a special called meeting of Trustees to transact immediate College business. Such meetings shall, however, be confined to those matters contained in the announcement and permitted by the *Bylaws*.

**Section 3. Emergency Meetings:** Emergency meetings may be called by the Trustee Chair or President with an immediate and unexpected situation; however, sufficient time must be allowed to notify Trustees and the President. Local news media shall be notified by telephone.

**Section 4. Rules of Order:** *Robert's Rules of Order* (current edition) shall be followed in the conduct of all meetings, unless otherwise modified by these *Bylaws*.

- (a) In accordance with N.C. Open Meeting Laws, closed sessions may be held during any meeting upon a motion adopted in open session by a majority of Trustees present that states the purpose for closing the meeting. Minutes of closed sessions may be sealed to maintain confidentiality so long as public disclosure may frustrate Trustee actions.

### **ARTICLE III: Meetings (continued)**

- (c) All regular and special meetings of the Trustees shall be open to the public, except during declared closed sessions.

**Section 5. Notice of Meetings:** The Trustees, President, and designated local news media shall be notified at least 48 hours in advance (excluding holidays and weekends) of the day, time, subject, and place for all regular, special, and emergency meetings.

**Section 6. The Agenda:** The President of the College shall prepare a proposed agenda, with the advice and consent of the Board Chair. Copies of the agenda, with supporting documentation, shall be distributed to each Trustee as early as practical and, ideally, no less than 48 hours prior to meetings. At the meeting, other items may be added to the agenda by consensus or majority vote. Trustees shall vote to accept the agenda before proceeding with the meeting.

**Section 7. Quorum:** Seven (7) voting members in actual attendance at regular, special, or emergency meetings shall constitute a quorum for the conduct of business.

- (a) No action shall be transacted without an affirmative vote by at least four (4) of those voting members present.
- (b) A majority affirmative vote of all voting members of the Trustees shall be required for the determination of College policy, rules, and regulations; for the establishment or disestablishment of programs or services; and for the election of a president.
- (c) *At the Chair's prerogative, an electronic meeting may be used as a regular, special, or emergency meeting. This meeting will follow all guidelines that include:*

*A) Trustees so participating must be able to hear and to be heard directly.*

*B) A provision must be made for community participation in the meeting.*

## **Section 8. Absences**

- (a) Any Trustee who will be absent from one of the regular meetings shall notify the President's office of this absence. The Trustee Chair will be informed and the absence and notification shall be entered into the minutes. The Trustee Liaison shall keep a running tally of absences of Trustees and will notify the Chair.
- (b) The executive committee shall discuss any Trustee who has been absent from three or more meetings in a 12-month period and in the event that it is determined that the absences have occurred without a justifiable excuse the executive committee may recommend to the Trustees that, in accordance with GS 115D-12, (b) may "declare the office vacant". In accordance with GS 115D-12 (c) any vacancy will be filled by the appointing authority.
- (c) Trustee offices may become vacant for reasons as outlined in GS 112D-19 and In accordance with GS 115D-12 (c) any vacancy will be filled by the appointing authority.

## **Section 9. Individual or Group presentations**

- (a) Any individual or organized group who desires to appear before the Trustees shall state in writing the purpose of such appearance and the name of each person who is to appear as a spokesperson. Except upon invitation of the President, this information shall be filed with the office of the President at least five (5) working days in advance of the Trustee meeting at which the appearance is desired in order that it may be included in the agenda for the meeting. Oral statements made by persons wishing to address the Trustees shall be limited to five (5) minutes for a total of thirty (30) minutes per meeting of the Trustees.

## ARTICLE IV: OFFICERS AND DUTIES

**Section 1. Officers:** The corporate officers for The Trustees of Western Piedmont Community College shall be a Trustee Chair, Vice Chair, and Secretary.

- (a) The President shall designate a College staff member as Trustee Liaison to assist the Trustee Secretary in recording all official minutes, subject to the approval of the Trustee Chair and Secretary.
- (b) The President shall serve as Executive Officer of the Trustees upon appointment by the Trustees and at the pleasure of the Trustees. The duties of the Executive Officer of the board will be:
  - 1) In consultation with the Chair, to develop the agenda for each meeting
  - 2) Communicate with the Trustees on issues relating to the college
  - 3) Serve as a conduit to the college faculty and staff for the Trustees

**Section 2. Election:** The Trustee Chair, Vice Chair, and Secretary shall be elected by the Trustees from its membership at the Annual Meeting, and shall assume office at the close of that meeting.

At the last regular meeting prior to the Annual Meeting, the Chair shall appoint a nominating committee of at least three Trustees to prepare a slate of nominees to be presented at the Annual Meeting.

Election of the new Chair, Vice Chair, and Secretary will occur prior to the end of the meeting. In the event the Trustees need to go into a closed session the election of officers will occur after the board returns to regular session at the conclusion of the closed Session.

The first order of business for the incoming Chair will be to select standing committees' members including committee chair. This will be done before the Annual Meeting concludes; or, at the discretion of the new Chair, will be done within two weeks after the Annual Meeting and communicated to the President's office. Notification of committee assignments will be through the President's office as soon as possible after the selection of officers has been made.

## **ARTICLE IV: OFFICERS AND DUTIES (continued)**

**Section 3. Terms of Office:** The Chair, Vice Chair, and Secretary shall be elected for a period of one year beginning with the close of the Annual Meeting.

- (a) The Trustee Chair, Vice Chair, and Secretary shall be eligible for election by the Trustees to no more than two consecutive terms.
- (b) The Trustee Chair may be elected to a third consecutive term when a majority of Trustees determine that a change of the Trustee Chair would seriously affect on-going negotiations or other activities of the Trustees; however, under no circumstances may the same person serve more than three consecutive terms.

**Section 4. Duties:** The officers of The Trustees of Western Piedmont Community College shall perform those duties prescribed in these *Bylaws* subject to the General Statutes of North Carolina and to the **State Board Community College Code**.

**Section 5. Trustee Chair:** The Trustee Chair shall call meetings; preside over all meetings of the Trustees appoint Trustees to serve as board members for other organizations as necessary; appoint committees and serve as a voting member on all standing committees; execute contracts and other documents in the name of the board on the authority of the Trustees; and discharge other duties as delegated by the Trustees.

**Section 6. Trustee Vice Chair:** The Vice Chair of the Trustees shall preside in the absence of the Trustee Chair and perform all those duties with full authority; serve as a voting member on all standing committees; and discharge other duties as delegated by the Trustees.

**Section 7. Trustees Secretary:** The Secretary of the Trustees shall be responsible for overseeing all trustee records, including the work of the Trustee Liaison to the Trustees and of the specific activities listed below:

- (a) Maintenance of accurate official minutes of all meetings of the Trustees and the distribution of such minutes to Trustees and to the President prior to the next scheduled meeting.

#### **ARTICLE IV: OFFICERS AND DUTIES (continued)**

- (b) Use of the Corporate Seal affixed to all official Trustee ~~board~~ documents and attested to by the Secretary's signature (custody of the Seal maintained by the college).
- (c) Maintenance of all official records and documents of the Trustees, including distribution of the *Bylaws*, rules, and policies to Trustees and the College President.
- (d) Preparation and maintenance of the *Bylaws* of the Trustees, its amendments and other policies, regulations, and procedures related to trustee activities.
- (e) Timely notification to all participants, with Trustee Chair approval, of all meetings of the Trustees.
- (f) In the event of a trustee vacancy, the Secretary shall immediately deliver a written notice to the appropriate appointing agency to request that a replacement for the unexpired term be named within sixty (60) days following the vacancy.

**Section 8. Succession of Officers:** In the event that any of the elected officers of the Trustees of Western Piedmont Community College become unable to complete their term, the replacement for those officers will be as follows:

- (a) If the chair of the Trustees is unable to fulfill his or her one-year term, the President's office will be so informed. Upon receipt of this information the President will inform the Vice-Chair of the Chair's inability to complete his or her term and the Vice-Chair will immediately assume the duties of Chair. If the Vice-Chair is unable or unwilling to assume the duties of Chair then the Secretary will assume those duties.
- (b) If the Vice-Chair's office become vacant for any reason then the Chair will select a new Vice-Chair to fulfill the remainder of the one-year term of office of the Vice-Chair.
- (c) If the Secretary's office becomes vacant for any reason then the Chair will select a new Secretary to fulfill the remainder of the one-year term of office for the Secretary.

#### **ARTICLE IV: OFFICERS AND DUTIES (continued)**

(d) In the event all offices become vacant at the same time or in the event that, following the line of succession no one is willing or able to assume the next level of responsibility, the President of the College will convene an emergency meeting of the Western Piedmont Trustees and following the proscribed procedures will conduct an election for the Chair, Vice-Chair, and Secretary. The President will conduct the meeting until the election is concluded at which time the new Chair will take over the proceedings.

**Section 9. The President:** The President of the College shall be qualified by training, experience, habits, and philosophy to develop and maintain a high quality comprehensive community college in accordance with the laws of North Carolina, the rules of the State Board of Community Colleges, and sound public education practice.

The President shall serve under a written contract of one or more years. An annual performance evaluation of the President will be conducted by Trustees and shall, at minimum, comply with certain procedures prescribed by the State Board of Community Colleges. A letter signed by the Chair to the State President prior to June 30 of each year indicates completion of this task.

The President's normal duties shall include the following:

- (a) To attend and participate, without vote and at the pleasure of the Trustees, in all Trustee meetings.
- (b) To be responsible for all administrative and management aspects in the operation and development of the College.
- (c) To submit recommended policies and procedures to the Trustees when requested to do so by the Trustees or when the President deems it to be in the best interest of the College to do so.
- (d) To follow the substantive change policies of the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) and inform the Commission of all required significant modification or expansion of the nature and scope of an accredited institution.

**ARTICLE IV: OFFICERS AND DUTIES (continued)**

- (e) To recommend implementation of new educational programs and services which are educationally and financially feasible and which meet the stated mission of Western Piedmont Community College pursuant to appropriate General Statutes and policies of the State Board of Community Colleges.
- (f) To appoint, with the advice and consent of the Trustee's Executive Committee of the Trustees, lay advisory committees, as needed, for educational programs and services.
- (g) To advise the Buildings & Grounds Committee and Trustees on the planning, construction, and utilization of College facilities.
- (h) To advise the Finance and Investments Committee and Trustees on the financial and budgetary needs of the College.
- (i) To employ or dismiss all full-time personnel of the College, pursuant to the standards established by the State Board of Community Colleges.
- (j) To discharge any and all other duties delegated by the Trustees.

## ARTICLE V: COMMITTEES

**Section 1. Appointment:** The Trustee Chair shall establish such standing and *ad hoc* committees as deemed necessary to secure, protect, and assure the Mission of the College. The Chair shall appoint committee members following elections at the Annual Meeting; or, at the discretion of the new Chair, will be appointed within two weeks after the Annual Meeting. The Chair and Vice Chair shall serve on all standing committees as voting members.

**Section 2. Quorum:** A majority of committee members being present shall constitute a quorum to conduct business.

**Section 3. Rules of Order:** *Robert's Rules of Order* (current edition) shall govern all committee meetings; however, no second is required to motions before voting. Except for closed sessions, all committee meetings shall be open to the public. Committee chairs shall report at the next regular or special meeting of the Trustees those assigned matters under consideration and recommendations requiring Trustee action.

**Section 4. Limitations to Authority:** Trustee committees are created to study, to formulate proposals, and to report recommendations to the trustees. Neither standing nor *ad hoc* committees of the board are authorized to act or to speak for the Trustees of Western Piedmont Community College, unless expressly, directly, and specifically approved to do so by the board. When such authority is so delegated, the committee chair shall report in writing, within a reasonable time, to the Trustee Chair the action taken. The action of the committee under such authority shall be considered a final action of the Trustees.

**Section 5. Standing Committees of the Trustees:**

**A. Executive Committee**

(a) Committee membership consists of the Trustee Chair, Vice Chair, and chairpersons of the Personnel, Finance and Investments, Buildings & Grounds and Governmental Relations committees. The Trustee Chair shall serve as committee chair and designate the Trustee Liaison to record minutes.

## **ARTICLE V: COMMITTEES (continued)**

- (b) The purpose of the Executive Committee is to exercise all those powers, privileges, and prerogatives of the Trustees for emergency matters which cannot be postponed until a regular or special meeting of the Trustees, except those rights expressly reserved to the full board in these *Bylaws*. All such actions of the Executive Committee shall be final. Full board may need to ratify all decisions made by the executive committee.
- (c) During emergencies between meetings of the Trustees, and after conference with the President, the Executive Committee shall have control and direction of all officers, functions, committees, and activities of the Trustees.
- (d) The Executive Committee may, at any time, request counsel from trustee members, even when the committee is authorized to act.
- (e) The Executive Committee shall submit a full report of all actions taken to the next meeting of the Trustees and submit such recommendations as it deems in the best interest of the College.

### **B. Personnel Committee**

- (a) Committee membership is comprised of three (3) Trustees, plus the Trustee Chair and Vice Chair serving as voting members. The committee chair shall be selected by the Trustee Chair.
- (b) The Trustee Secretary, or the Trustee Liaison, shall serve as recording secretary to the committee.
- (c) The purpose of the Personnel Committee, subject to N.C. General Statutes and to applicable rules of the State Board of Community Colleges, is to study, review, investigate, formulate proposals and make recommendations, after conference with the President, to the Trustees for action. Areas of responsibility are:
  - 1) To be informed by the President, of the employment or dismissal of full-time administrative officers, professional staff, and instructional faculty of the College.
  - 2) To act upon such other items, regular and special, as the Trustees may authorize.
- (d) The Personnel Committee will meet as necessary to discharge its functions and report its activities at the next Trustee meeting.

## **ARTICLE V: COMMITTEES (continued)**

### **C. Buildings & Grounds Committee**

- (a) Committee membership is comprised of three (3) Trustees, plus the Trustee Chair and Vice Chair serving as voting members. The committee chair shall be selected by the Trustee Chair.
- (b) The Trustee Secretary, or the Trustee Liaison, shall serve as recording secretary to the committee.
- (c) The purposes of the Buildings & Grounds Committee, subject to N.C. General Statutes and applicable rules of the State Board of Community Colleges, is to study, review, investigate, formulate proposals and make recommendations, after conference with the President, to the Trustees for action. Areas of responsibility are:
  - 1) To carry-out, or require to be carried-out, those studies relating to maintenance and construction of buildings and grounds.
  - 2) To recommend suitable planners, engineers, or architects for campus buildings and grounds.
  - 3) To protect the interest of the College in all contracts for architectural, engineering, construction, and similar services.
  - 4) To submit to the Trustees for action a long-term Master Campus Plan with appropriate revisions from time to time.
  - 5) To recommend to the Trustees the advertising for construction bids and the awarding of contracts.
  - 6) To submit to the Trustees for action a campus Maintenance Plan and a Safety Plan with appropriate revisions from time to time.
  - 7) To study and recommend appropriate and adequate insurance coverage for campus facilities and for their contents.
  - 8) To study actions to secure or grant easements and rights-of-way and to secure, accept, or relinquish campus properties.
  - 9) To act upon such other items as the Trustees may authorize.
- (d) The Building and Grounds Committee will meet as necessary to discharge its functions and report its activities at the next board meeting.

## ARTICLE V: COMMITTEES (continued)

### **D. Finance and Investments Committee**

- (a) Committee membership is comprised of three (3) Trustees, plus the Trustee Chair and Vice Chair serving as voting members. The committee chair shall be selected by the Trustee Chair.
- (b) The Trustee Secretary, or the Trustee Liaison, shall serve as recording secretary to the committee.
- (c) The purpose of the Finance and Investments Committee, subject to North Carolina General Statutes and to applicable rules of the State Board of Community Colleges, is to study, review, investigate, formulate proposals and make recommendations, after conference with the President, to the trustees for action. Areas of responsibility are:
  - 1) To study and to recommend to the trustees revised or new fiscal policies for College operations.
  - 2) To receive, study, and recommend to the Trustees the President's proposed current annual operations and capital outlay budgets.
  - 3) To study and recommend to the Trustees any budget revisions and special or unexpected expenditures proposed by the President.
  - 4) To review budget reports, accounting and purchasing practices.
  - 5) To study and recommend depositories and investments for unrestricted monies, surplus funds, or securities; and the receipt, depositing, accounting, and expenditure of all trust and non-trust funds of the College to include:
    - a. Investment decisions shall be solely in the interest of the College and the students, faculty, and staff of the College;
    - b. The investments shall be for the exclusive purpose of providing an adequate return to the College;
    - c. Investments shall be made with the care, skill, and caution under the circumstances then prevailing which a prudent person acting in a like capacity and familiar with those matters would use in the conduct of an activity or like character and purpose;

## **ARTICLE V: COMMITTEES (continued)**

- d. Investment decisions shall be made impartially, taking into account the best interest of the College, with special attention to conflicts of interest or potential conflicts of interest;
  - e. Investments shall incur only costs that are appropriate and reasonable.
- 6) To review policies and procedures concerning the receipt and disposition of gifts, bequests, grants and donations to the College.
  - 7) To review contractual procedures for instruction, research or similar services with private or governmental agencies or persons.
  - 8) To annually review salaries for all full-time College employees, including increases and decreases proposed by the President.
  - 9) To develop, or have developed, appropriate budget requests for submission to the Burke County Commissioners, the State Board of Community Colleges, the North Carolina Legislature, and other agencies in an attempt to secure adequate funds for operations and capital improvements.
  - 10) To study and recommend to the Trustees appropriate bonding policies for College employees entrusted with funds of all kinds.
  - 11) To review proposed transfers of local contingency funds to operating line items within the budget.
  - 12) To receive and examine annual financial audits and make such recommendations to the Trustees as may be appropriate.
  - 13) To act upon such other items as the Trustees may authorize.
- (d) The Finance and Investments Committee will meet as necessary to discharge its functions, and report at the next Trustee meeting.

### **E. Governmental Relations Committee**

- (a) Committee membership is comprised of three (3) Trustees, plus the Trustee Chair and the Vice Chair Serving as voting members.
- (b) The Trustee Secretary, or the Trustee Liaison, shall serve as recording secretary to the committee.
- (c) The purpose of the Legislative Committee is to:

**ARTICLE V: COMMITTEES (continued)**

- 1) Keep the WPCC Trustees informed of political changes that happen at the local, state and national level that may impact the college
  - 2) Serves as a conduit from the Trustees to local and national legislators regarding the college's needs
  - 3) Work with the President, NC Association of Community College Trustees, and the NC Community College President's Association to develop legislation that will be of benefit to WPCC and to NC Community Colleges
  - 4) Inform the Trustees at regular intervals about new initiatives, changes to legislation, and other governmental interactions that might affect the operation of the college.
- (d) The legislative committee will meet as necessary to discharge its duties.

## ARTICLE VI: THE COLLEGE

**Section 1. The President:** The President shall be elected by the Trustees, with the advice and consent of the N.C. State Board of Community Colleges, and hold office at the pleasure of the Trustees.

- (a) Appointment of the President shall be affirmed by the Trustee Secretary with a written employment agreement to the president-elect, in duplicate, that indicates appointment, salary, term of office, and the responsibilities assumed by both parties, subject to the policies, rules and regulations of the Trustees, the College, N.C. General Statutes and the State Board of Community Colleges.

This agreement shall state that in accepting the office, the elected President approves and agrees to support the stated mission, goals, and policies of Western Piedmont Community College.

- (b) The President shall have full authority and responsibility for the operation of the College under the policies, rules, and regulations set by the Trustees and the State Board of Community Colleges and within the budgets approved by the Trustees.
- (c) The Trustees of Western Piedmont Community College shall at all times exercise its governance of the College through the President.
- (d) The President shall have the authority to employ or dismiss all full-time administrative officers, professional staff, instructors, and all other College personnel.
- (e) The President shall have authority to plan, design, and implement educational policies, programs, and services, with the advice and consent of the Trustees.
- (f) The President, or a designee, shall prepare and submit to the Trustees an annual line item budget for current operations and capital outlay.
- (g) The President shall carry out other duties as delegated by the Trustees.

## **ARTICLE VI: THE COLLEGE (continued)**

**Section 2. Succession to the Presidency:** Unless the Trustees rule otherwise, the Vice President for Administrative Services, in the event of the President's death or incapacity due to illness, serious disability, resignation, dismissal, or any similar reason, shall serve as acting-president of the College until the Trustees select a temporary or permanent President.

### **Section 3. Other College Personnel:**

- (a) The Trustees of Western Piedmont Community College shall at all times insure that all employees in all classifications at the College shall be of such character, habits, philosophy, and competence that their influence upon students, colleagues, and other publics will be wholesome and constructive.
- (b) Appointment of full-time administrators, professional staff, and instructors, and all other employees shall be made by the President, or a designee, with a written agreement, in duplicate, of their election, salary, term of office, and setting forth responsibilities assumed by both, subject to these *Bylaws*, other policies, rules and regulations of the Trustees, applicable N.C. General Statutes and rules of the State Board of Community Colleges.

This agreement shall state that in accepting the office, the employee approves and agrees to support the stated mission, goals, and policies of Western Piedmont Community College.

**Section 4. Purpose:** Any purpose, mission, or goals adopted by the College, and approved by the Trustees, shall automatically become a part of these *Bylaws* and, as such, shall be subject to amendment by the Trustees under Article VII. Each year the Trustees will review and reaffirm or revise the mission and goals of Western Piedmont Community College during the Annual Meeting.

**Section 5. Academic Freedom and Responsibility:** The College is dedicated to disseminating knowledge; engendering and developing human skills, competencies, and understandings; and the nurturing of those personal and intellectual habits and attitudes characteristic of responsible individuals in an open, free, and democratic society.

## **ARTICLE VI: THE COLLEGE (continued)**

The Trustees, therefore, shall guarantee and protect this academic freedom at Western Piedmont Community College for students and instructors alike. In addition, the Trustees shall require the exercise of responsible judgment on the part of all students and employees as they seek to accomplish their individual tasks.

### **Section 6. Awarding Degrees, Diplomas, and Certificates:**

- (a) The signatures of the Trustee Chair and the President shall be affixed to all degrees and diplomas awarded by the College in recognition of the satisfactory completion of an approved program of study.
- (b) The signatures of the President and Vice President for Academic Affairs shall be affixed to all certificates awarded in recognition of the satisfactory completion of an approved certificate program.

### **Section 7. Interaction with College Students, Staff, and Faculty**

Trustees are encouraged to attend college events and notification to Trustees of these events is routed through the President's office and made available regularly to the Trustees. Trustees should exercise caution when discussing college business with students, faculty or staff and not make commitments that exceed the authority of the Trustees as a group or as individual Trustees

### **Section 8. Critical Incidence Response**

- (a) In the event of a critical incident at WPCC Trustees should follow the Emergency Guide especially those sections that detail the duties and responsibilities of the Trustees. Trustees will be informed of the any critical incidences as soon as possible and will be kept informed through the President's office.

## **ARTICLE VI: THE COLLEGE (continued)**

### **Section 9. Media Interaction**

- (a) The college Public Information Office distributes official communications about the college. In the event that Trustees are contacted by the media regarding any events at the college Trustees should refer these individuals to the President's office or the Public Information Office for comment.

### **Section 10. Social Media Use by Trustees**

- (a) Trustees should exercise caution when posting information about the college operation, college business, or about individuals affiliated with the college. Trustees should not make comments on social media that exceed the authority of the Trustees as a group or individual Trustees.

### **Section 11. Attendance at State and National Conferences**

- (a) In consultation with the President of the college, the Chair of the Trustees will determine if funds are available for Trustees to attend conferences at the state and national level. The Chair will determine who among the Trustees should attend conferences. First priority for attending the state conference will be those Trustees who were newly appointed or were recently reappointed as these Trustees are required to attend new Trustee orientation.

## ARTICLE VII: ADOPTION AND AMENDMENTS

**Section 1. Amendments:** Amendments to these *Bylaws* may be proposed by any Trustee at any trustee meeting for voting at a subsequent meeting as set by the board Chair. Adoption of an amendment shall be by an affirmative vote of at least nine (9) present and voting members of the Trustees.

**Section 2. Adoption:** These *Bylaws* shall be officially adopted and implemented following an affirmative vote of at least nine (9) voting members of the Trustees of Western Piedmont Community College at a regular meeting, provided that each member has received a copy of the proposal at least fifteen (15) days prior to the scheduled meeting.

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### Historical Notes:

- First *Trustee Bylaws* adopted February 1965.
- Second edition revised and approved August 23, 1982.
- Third edition revised and approved February 15, 1990.
- Amendments April 5, 1993 – Article II, Section 1: Appointments are so that only three vacancies occur each year; Article II, Section 2: The term of office for Trustees is four years.....; Article VI, Section 4: Each year the Trustees will review and reaffirm or revise the mission and goals of Western Piedmont Community College during the Annual Meeting.
- Amendment March 16, 1995 – Article V, Section 1: Chair and Vice Chair shall serve as voting members on all standing committees.
- Reprinted and distributed March 1995.
- Amendment September 16, 1996 – Article II, Section 4: A Trustee whose term has expired remains in office until another reappointment/appointment can be made;.....
- Amendment June 2, 2003 – Article II: Membership, Section 5: Trustees may be removed by the membership only for cause and by procedures involving due process as provided by Chapter 115D-19 and any other relevant provisions of the North Carolina General Statutes. (To satisfy Southern Association of Colleges and Schools (SACS) recommendation.)
- Amendment October 3, 2011 – Article V: Committees, Section D: Finance Committee renamed Finance and Investments Committee; granting additional investment flexibility and responsibilities regarding investments. (Clarified by 2011 Session of General Assembly)
- Reprinted and distributed to Trustees December 2011.
- Amendment November 5, 2012 – Article IV: Officers and Duties, Section 8, The President: Addition of (d) as recommended to comply with SACSCOC requirements related to institutional governance standards.

## **ARTICLE VII: ADOPTION AND AMENDMENTS (continued)**

- **Amendment February 3, 2014** – Various sections to delegate employment of all personnel of the College to the President, pursuant to the standards established by the State Board of Community Colleges.
- **Amendment August 3, 2015** – Article III Meetings Section 1. Schedule regular meeting dates revised. Regular schedule meetings of Trustees shall be held on the second Tuesday in the months of February, April, June, September and November at 3:00 p.m. on the campus of Western Piedmont Community College, Morganton, NC. A meeting in December may be convened upon the discretion of the Trustee Chair or President with the time and location to be announced as specified in Section 4. Notice of Meetings.
- **Amendment March 9, 2016** – Various sections edited including Article V, Section 5, A(b) “Increasing Powers of Executive Committee”. New sections added: Article V, Section 5(e) Standing Committee “Governmental Relations”, Article IV, Section 8 “Succession for Officer Terms” Article III, Section 8(a) “Allowance for Special Groups Addressing Trustees”; Article I, Section 5 “Awarding of Trustee Emeritus Designation”; Article III, Section 7 “Interaction with College Students, Staff, and Faculty”; Article VI, Section 8 “Critical Incidence Response”; Article VI, Section 9 “Media Interaction”; Article VI, Section 10 “Social Media Use by Trustees”; Article VI, Section 11 “Attendance at State and National Conferences”.
- **Amendment November 8, 2016** – Article V: Committees. Section 1. Appointments and Section 5. Standing Committees of the Trustees (reduced membership from four (4) trustees to three (3) trustees with the Chair and Vice-Chair serving on each Standing Committee.
- **Amendment April 10, 2018** – Article III: Meetings. Section 6. The Agenda. Amendment allowed “At the meeting, other items may be added to the agenda by consensus or majority vote.”
- **Temporary Amendment July 16, 2019** – Article III: Section 7 (Quorum). Temporary Amendment to allow voting by telephone or by other electronic means. Temporary Amendment expires June 30, 2020.
- **Amendment Article III, Sec 1 and 7 June 16, 2020.** Regarding number of meetings (Section 1) and Electronic meetings (Section 7 ( C ).)

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# APPENDIX 1

## Open Meetings Law

### General Statutes of North Carolina

April 2020

Article 33C.

Meetings of Public Bodies.

**§ 143-318.9. Public policy.**

Whereas the public bodies that administer the legislative, policy-making, quasi-judicial, administrative, and advisory functions of North Carolina and its political subdivisions exist solely to conduct the people's business, it is the public policy of North Carolina that the hearings, deliberations, and actions of these bodies be conducted openly. (1979, c. 655, s. 1.)

**§ 143-318.10. All official meetings of public bodies open to the public.**

(a) Except as provided in G.S. 143-318.11, 143-318.14A, and 143-318.18, each official meeting of a public body shall be open to the public, and any person is entitled to attend such a meeting.

(b) As used in this Article, "public body" means any elected or appointed authority, board, commission, committee, council, or other body of the State, or of one or more counties, cities, school administrative units, constituent institutions of The University of North Carolina, or other political subdivisions or public corporations in the State that (i) is composed of two or more members and (ii) exercises or is authorized to exercise a legislative, policy-making, quasi-judicial, administrative, or advisory function. In addition, "public body" means the governing board of a "public hospital" as defined in G.S. 159-39 and the governing board of any nonprofit corporation to which a hospital facility has been sold or conveyed pursuant to G.S. 131E-8, any subsidiary of such nonprofit corporation, and any nonprofit corporation owning the corporation to which the hospital facility has been sold or conveyed.

(c) "Public body" does not include (i) a meeting solely among the professional staff of a public body, or (ii) the medical staff of a public hospital or the medical staff of a hospital that has been sold or conveyed pursuant to G.S. 131E-8.

(d) "Official meeting" means a meeting, assembly, or gathering together at any time or place or the simultaneous communication by conference telephone or other electronic means of a majority of the members of a public body for the purpose of conducting hearings, participating in deliberations, or voting upon or otherwise transacting the public business within the jurisdiction, real or apparent, of the public

body. However, a social meeting or other informal assembly or gathering together of the members of a public body does not constitute an official meeting unless called or held to evade the spirit and purposes of this Article.

(e) Every public body shall keep full and accurate minutes of all official meetings, including any closed sessions held pursuant to G.S. 143-318.11. Such minutes may be in written form or, at the option of the public body, may be in the form of sound or video and sound recordings. When a public body meets in closed session, it shall keep a general account of the closed session so that a person not in attendance would have a reasonable understanding of what transpired. Such accounts may be a written narrative, or video or audio recordings. Such minutes and accounts shall be public records within the meaning of the Public Records Law, G.S. 132-1 et seq.; provided, however, that minutes or an account of a closed session conducted in compliance with G.S. 143-318.11 may be withheld from public inspection so long as public inspection would frustrate the purpose of a closed session. (1979, c. 655, s. 1; 1985 (Reg. Sess., 1986), c. 932, s. 4; 1991, c. 694, ss. 1, 2; 1993 (Reg. Sess., 1994), c. 570, s. 1; 1995, c. 509, s. 135.2(p); 1997-290, s. 1; 1997-456, s. 27; 2011-326, s. 8.)

#### **§ 143-318.11. Closed sessions.**

(a) Permitted Purposes. - It is the policy of this State that closed sessions shall be held only when required to permit a public body to act in the public interest as permitted in this section. A public body may hold a closed session and exclude the public only when a closed session is required:

- (1) To prevent the disclosure of information that is privileged or confidential pursuant to the law of this State or of the United States, or not considered a public record within the meaning of Chapter 132 of the General Statutes.
- (2) To prevent the premature disclosure of an honorary degree, scholarship, prize, or similar award.
- (3) To consult with an attorney employed or retained by the public body in order to preserve the attorney-client privilege between the attorney and the public body, which privilege is hereby acknowledged. General policy matters may not be discussed in a closed session and nothing herein shall be construed to permit a public body to close a meeting that otherwise would be open merely because an attorney employed or retained by the public body is a participant. The public body may consider and give instructions to an attorney concerning the handling or settlement of a claim, judicial action, mediation, arbitration, or administrative procedure. If the public body has approved or considered a settlement, other than a malpractice settlement by or on behalf of a hospital, in closed session, the terms of that settlement shall be reported to the public body and entered into its minutes as soon as possible within a reasonable time after the settlement is concluded.
- (4) To discuss matters relating to the location or expansion of industries or other businesses in the area served by the public body, including agreement on a tentative list of economic development incentives that may be offered by the public body in negotiations, or to discuss matters relating to military

installation closure or realignment. Any action approving the signing of an economic development contract or commitment, or the action authorizing the payment of economic development expenditures, shall be taken in an open session.

- (5) To establish, or to instruct the public body's staff or negotiating agents concerning the position to be taken by or on behalf of the public body in negotiating (i) the price and other material terms of a contract or proposed contract for the acquisition of real property by purchase, option, exchange, or lease; or (ii) the amount of compensation and other material terms of an employment contract or proposed employment contract.
- (6) To consider the qualifications, competence, performance, character, fitness, conditions of appointment, or conditions of initial employment of an individual public officer or employee or prospective public officer or employee; or to hear or investigate a complaint, charge, or grievance by or against an individual public officer or employee. General personnel policy issues may not be considered in a closed session. A public body may not consider the qualifications, competence, performance, character, fitness, appointment, or removal of a member of the public body or another body and may not consider or fill a vacancy among its own membership except in an open meeting. Final action making an appointment or discharge or removal by a public body having final authority for the appointment or discharge or removal shall be taken in an open meeting.
- (7) To plan, conduct, or hear reports concerning investigations of alleged criminal misconduct.
- (8) To formulate plans by a local board of education relating to emergency response to incidents of school violence or to formulate and adopt the school safety components of school improvement plans by a local board of education or a school improvement team.
- (9) To discuss and take action regarding plans to protect public safety as it relates to existing or potential terrorist activity and to receive briefings by staff members, legal counsel, or law enforcement or emergency service officials concerning actions taken or to be taken to respond to such activity.
- (10) To view a recording released pursuant to G.S. 132-1.4A.

(b) Repealed by Session Laws 1991, c. 694, s. 4.

(c) Calling a Closed Session. - A public body may hold a closed session only upon a motion duly made and adopted at an open meeting. Every motion to close a meeting shall cite one or more of the permissible purposes listed in subsection (a) of this section. A motion based on subdivision (a)(1) of this section shall also state the name or citation of the law that renders the information to be discussed privileged or confidential. A motion based on subdivision (a)(3) of this section shall identify the parties in each existing lawsuit concerning which the public body expects to receive advice during the closed session.

(d) Repealed by Session Laws 1993 (Reg. Sess., 1994), c. 570, s. 2. (1979, c. 655, s. 1; 1981, c. 831; 1985 (Reg. Sess., 1986), c. 932, s. 5; 1991, c. 694, ss. 3, 4; 1993

(Reg. Sess., 1994), c. 570, s. 2; 1995, c. 509, s. 84; 1997-222, s. 2; 1997-290, s. 2; 2001-500, s. 2; 2003-180, s. 2; 2013-360, s. 8.41(b); 2014-79, s. 9(a); 2016-88, s. 3.)

**§ 143-318.12. Public notice of official meetings.**

(a) If a public body has established, by ordinance, resolution, or otherwise, a schedule of regular meetings, it shall cause a current copy of that schedule, showing the time and place of regular meetings, to be kept on file as follows:

- (1) For public bodies that are part of State government, with the Secretary of State;
- (2) For the governing board and each other public body that is part of a county government, with the clerk to the board of county commissioners;
- (3) For the governing board and each other public body that is part of a city government, with the city clerk;
- (4) For each other public body, with its clerk or secretary, or, if the public body does not have a clerk or secretary, with the clerk to the board of county commissioners in the county in which the public body normally holds its meetings.

If a public body changes its schedule of regular meetings, it shall cause the revised schedule to be filed as provided in subdivisions (1) through (4) of this subsection at least seven calendar days before the day of the first meeting held pursuant to the revised schedule.

(b) If a public body holds an official meeting at any time or place other than a time or place shown on the schedule filed pursuant to subsection (a) of this section, it shall give public notice of the time and place of that meeting as provided in this subsection.

- (1) If a public body recesses a regular, special, or emergency meeting held pursuant to public notice given in compliance with this subsection, and the time and place at which the meeting is to be continued is announced in open session, no further notice shall be required.
- (2) For any other meeting, except an emergency meeting, the public body shall cause written notice of the meeting stating its purpose (i) to be posted on the principal bulletin board of the public body or, if the public body has no such bulletin board, at the door of its usual meeting room, and (ii) to be mailed, e-mailed, or delivered to each newspaper, wire service, radio station, and television station that has filed a written request for notice with the clerk or secretary of the public body or with some other person designated by the public body. The public body shall also cause notice to be mailed, e-mailed, or delivered to any person, in addition to the representatives of the media listed above, who has filed a written request with the clerk, secretary, or other person designated by the public body. This notice shall be posted and mailed, e-mailed, or delivered at least 48 hours before the time of the meeting. The notice required to be posted on the principal bulletin board or at the door of its usual meeting room shall be posted on the door of the building or on the building in an area accessible to the public if the building containing the principal bulletin board or usual meeting room is closed to the public continuously for 48 hours before the time of the meeting. The public body may require each newspaper, wire service, radio station, and television station submitting a written request for

notice to renew the request annually. The public body shall charge a fee to persons other than the media, who request notice, of ten dollars (\$10.00) per calendar year, and may require them to renew their requests quarterly. No fee shall be charged for notices sent by e-mail.

- (3) For an emergency meeting, the public body shall cause notice of the meeting to be given to each local newspaper, local wire service, local radio station, and local television station that has filed a written request, which includes the newspaper's, wire services, or station's telephone number, for emergency notice with the clerk or secretary of the public body or with some other person designated by the public body. This notice shall be given either by e-mail, by telephone, or by the same method used to notify the members of the public body and shall be given immediately after notice has been given to those members. This notice shall be given at the expense of the party notified. Only business connected with the emergency may be considered at a meeting to which notice is given pursuant to this paragraph.

(c) Repealed by Session Laws 1991, c. 694, s. 6.

(d) If a public body has a Web site and has established a schedule of regular meetings, the public body shall post the schedule of regular meetings to the Web site.

(e) If a public body has a Web site that one or more of its employees maintains, the public body shall post notice of any meeting held under subdivisions (b)(1) and (b)(2) of this section prior to the scheduled time of that meeting.

(f) For purposes of this section, an "emergency meeting" is one called because of generally unexpected circumstances that require immediate consideration by the public body. (1979, c. 655, s. 1; 1991, c. 694, ss. 5, 6; 2009-350, s. 1.)

### **§ 143-318.13. Electronic meetings; written ballots; acting by reference.**

(a) Electronic Meetings. - If a public body holds an official meeting by use of conference telephone or other electronic means, it shall provide a location and means whereby members of the public may listen to the meeting and the notice of the meeting required by this Article shall specify that location. A fee of up to twenty-five dollars (\$25.00) may be charged each such listener to defray in part the cost of providing the necessary location and equipment.

(b) Written Ballots. - Except as provided in this subsection or by joint resolution of the General Assembly, a public body may not vote by secret or written ballot. If a public body decides to vote by written ballot, each member of the body so voting shall sign his or her ballot; and the minutes of the public body shall show the vote of each member voting. The ballots shall be available for public inspection in the office of the clerk or secretary to the public body immediately following the meeting at which the vote took place and until the minutes of that meeting are approved, at which time the ballots may be destroyed.

(c) Acting by Reference. - The members of a public body shall not deliberate, vote, or otherwise take action upon any matter by reference to a letter, number or other designation, or other secret device or method, with the intention of making it impossible for persons attending a meeting of the public body to understand what is being deliberated, voted, or acted upon. However, this subsection does not prohibit a public body from deliberating, voting, or otherwise taking action by reference to an agenda, if copies of the agenda, sufficiently worded to enable the public to understand what is being deliberated, voted, or acted upon, are available for public inspection at the meeting. (1979, c. 655, s. 1.)

**§ 143-318.14. Broadcasting or recording meetings.**

(a) Except as herein below provided, any radio or television station is entitled to broadcast all or any part of a meeting required to be open. Any person may photograph, film, tape-record, or otherwise reproduce any part of a meeting required to be open.

(b) A public body may regulate the placement and use of equipment necessary for broadcasting, photographing, filming, or recording a meeting, so as to prevent undue interference with the meeting. However, the public body must allow such equipment to be placed within the meeting room in such a way as to permit its intended use, and the ordinary use of such equipment shall not be declared to constitute undue interference; provided, however, that if the public body, in good faith, should determine that the size of the meeting room is such that all the members of the public body, members of the public present, and the equipment and personnel necessary for broadcasting, photographing, filming, and tape-recording the meeting cannot be accommodated in the meeting room without unduly interfering with the meeting and an adequate alternative meeting room is not readily available, then the public body, acting in good faith and consistent with the purposes of this Article, may require the pooling of such equipment and the personnel operating it; and provided further, if the news media, in order to facilitate news coverage, request an alternate site for the meeting, and the public body grants the request, then the news media making such request shall pay any costs incurred by the public body in securing an alternate meeting site. (1979, c. 655, s. 1.)

**Source: Open Meetings Law GSNC as of April 7, 2020**

## Appendix 2

### PROCEDURE TO GRANT TRUSTEE EMERITUS STATUS

#### **Procedure to Grant Trustee Emeritus Status**

A former trustee of Western Piedmont Community College may be granted Emeritus status if the former trustee is deemed qualified and upon a simple majority favorable vote by the current Trustees of WPCC. The candidate for this honor must be nominated by a current member of the Trustees of WPCC who will nominate the candidate via a letter to the current Chair of the Trustees, routed through the Office of the President of WPCC. This nomination must be made within one year of the termination of service by the former trustee and must be delivered to the President's Office at least 15 business days prior to the Trustees meeting where the matter will be considered. After ascertaining that the designee meets the qualifications set forth by the Trustees, the Chair will present the letter of nomination to the board along with his recommendation.

In order to qualify for Emeritus status a former Trustee must meet the following qualifications:

- (a) The designee served as a Trustee at WPCC for at least 12 consecutive years.
- (b) The designee demonstrated active involvement as a Trustee.
- (c) The designee provided measurable support for the mission, programs, and constituents of WPCC.
- (d) The designee is no longer serving as a Trustees of WPCC, left in good standing, and has no plans to return.

*Adopted by WPCC Trustees on February 2, 2015*

#### **Procedure for Recognition of Trustee Emeritus Designation**

In recognition of the Trustee Emeritus designation recipient will receive a gavel and framed resolution presented by the college president and Chair of the Trustees of Western Piedmont Community College.

*Approved by WPCC Trustees on February 9, 2016*