



Bylaws of the Ohio Association of Community Colleges

Adopted May 27, 2011

- I. Preamble
- II. Membership
- III. Governing Board
 - a. Quorum of the Governing Board
 - b. Governing Board Meetings
 - b(1). Regular Meetings
 - b(2). Special Meetings
- IV. Association Officers
 - a. Establishment and Duties of Association Officers
 - a(1). Chair
 - a(2). Chair-Elect
 - a(3). Vice Chair
 - a(4). Vice Chair-Elect
 - a(5). Secretary
 - a(6). Treasurer
 - a(7). Immediate Past Chairperson
 - a(8). Immediate Past Vice Chair
 - b. Nominations and Election
 - c. Term
 - d. Vacancy
 - e. Removal
- V. Committees
 - a. Special Committees
- VI. Association Personnel
 - a. President
 - b. Fiscal Officer
- VII. Amendments To These Bylaws

**BYLAWS OF THE
OHIO ASSOCIATION OF COMMUNITY COLLEGES
Adopted May 27, 2011**

I. PREAMBLE

We the trustees and presidents of the community colleges, state community colleges, and technical colleges of Ohio believe that opportunity for a high-quality higher education should be made available to every citizen who is likely to benefit from the experience. We support the mission of Ohio's community colleges, state community colleges and technical colleges to provide programming in technical education, lower-division baccalaureate education, developmental education, and continuing education for citizens of our respective communities. We also believe our institutions have a role to play in the economic development of our communities through the provision of employee training programs or consultative services for local employers.

In the expectation that collective action can improve our ability to fulfill this mission, the Ohio Association of Community Colleges (Association) is established to advocate for Ohio's community and technical colleges and as a resource for its member institutions. The OACC provides leadership to develop and execute strategic direction for Ohio's community and technical colleges, represents its member colleges at the state and national level, promotes the benefit of community and technical colleges to the citizens of Ohio, provides opportunities for trustee development, and facilitates the exchange of ideas and information.

II. MEMBERSHIP

The Association consists of community college districts, technical college districts, and state community college districts that are parties to the Agreement to Create a Regional

Council of Governments and operating under the Ohio Revised Code. All trustees of the college district boards and the college presidents are the members of the Association.

All members of the Association shall be entitled and encouraged to attend all meetings of the Association and its Governing Board, and all members are eligible for appointment to such committees as the Association may establish.

Membership in good standing

Except in cases involving extenuating circumstances, all privileges of membership are automatically suspended for any member institution whose dues are 120 days past due. Member institutions so suspended are automatically reinstated upon payment of the current year's dues.

III. GOVERNING BOARD

The ASSOCIATION shall be governed by a Governing Board made up of one trustee designated by each college board of trustees to serve as the delegate trustee, and the president of each such college.

Each college board of trustees shall also designate a trustee to serve as an alternate member of the Governing Board. Both the delegate and the alternate shall have the right to attend and fully participate in meetings of the Governing Board. However, only the delegate shall be counted for purposes of determining the quorum, and only the delegate have the right to vote at a meeting, unless the delegate is not present at the meeting, in which case the alternate shall have the right to vote.

Each delegate trustee and each college president shall have one vote on any matter which comes before the Governing Board. In the absence of a delegate trustee, the appropriate alternate trustee shall have one vote.

The trustee of each college board of trustees who are to serve as member of the Governing Board, as either delegate or alternates, shall be appointed by resolution of their respective board of trustees and submitted to the Association in advance of a meeting of the Governing Board. College presidents may not designate an alternate.

The rules contained in the current edition of Robert's Rules of Order shall govern the Association and the Governing Board in all matters to which they apply, provided they are not inconsistent with these Bylaws, the Association's Agreement to Create a Regional Council of Governments, or any special rules of order the Governing Board may adopt.

(A) Quorum of the Governing Board

The presence of one delegate from a majority of the college districts party to this agreement constitutes a quorum; a minimum of $\frac{1}{4}$ of the voting delegate trustees and $\frac{1}{4}$ of the college presidents must be present in this total.

(B) Governing Board Meetings

B1. Regular Meetings

The Governing Board shall hold at least two regular meetings each calendar year on dates and at times and places established by the chairperson. One of these regularly scheduled meetings must occur on or before May 31 of each year, at which the Governing Board shall determine annual dues for membership in the Association; approve the annual budget; develop the annual plan of activities intended to achieve the purposes of the Association; recommend statements of policy or position papers that represent themselves as expressing the position of Ohio's two-year colleges on matters within the purview of the Association; and take all other actions consistent with the regulations and laws of the State of Ohio and the United States of America, in pursuit of the purposes of the Association. All matters approved at a regular meeting of the Governing Board may be subsequently amended at a later regular or special meeting of the Governing Board.

Written notice of regular meetings of the Governing Board shall be communicated to each member of the Governing Board, and to all Association members who request to

receive such notice, by the Association secretary at least seven days prior to the date of the meeting.

B2. Special Meetings

A special meeting of the Governing Board shall be held upon the call of the chairperson of the Governing Board who shall fix the date, time and place of the meeting. Further, upon the written petition of a quorum of the Governing Board members, the chairperson of the Governing Board shall call a special meeting of the Governing Board at the date, time and place set forth in the petition.

Written notice of a special meeting of the Governing Board shall be communicated to each member of the Governing Board by the Association secretary at least three days prior to the meeting.

IV. ASSOCIATION OFFICERS

(A) Establishment and Duties of Association Officers

A1. Chairperson: The duties of the chairperson shall be to provide overall leadership to the activities of the Association by preparing annual objectives intended to address the purposes of the Association for approval by the Governing Board, speak for the Association and to implement the resolutions of the Governing Board, to prepare the schedule of meetings of the full membership, the Governing Board, and the Executive Committee for Executive Committee approval; to appoint members of all Association committees and subcommittees including the Executive Committee in the event of a vacancy unless otherwise specified in the Bylaws; to prepare agendas for and preside at all meetings of full membership, the Governing Board, and the Executive Committee. The chairperson shall be a trustee.

A2. Chairperson-Elect: The duties of the chairperson-elect shall be to discharge any of the duties of the chairperson in the event the chairperson is temporarily unable to

discharge them; to assist the chairperson in the conduct of meetings by serving as parliamentarian; and to assist the chairperson in the preparation of the annual activity plan and meeting agendas. The chairperson-elect will succeed to the office of chairperson upon the conclusion of the chairperson's term in office; or if the office should become vacant before that time. The chairperson-elect shall also be a member of the OACC Center *for* Development Board of Directors. The chairperson-elect shall be a trustee.

A3. Vice-Chairperson: The vice-chairperson is the highest ranking office held by a college president in the Association membership. The vice-chairperson shall chair the special committee appointed biennially to nominate a slate of candidates to serve as officers of the Association as described in section IV(B) of these Bylaws and will perform other duties as assigned by the chairperson.

A4. Vice-Chairperson Elect: The vice-chairperson elect shall discharge any of the duties of vice-chairperson in the event the vice-chairperson is temporarily unable to discharge them. The vice-chairperson elect shall succeed to the office of vice-chairperson upon the conclusion of the vice-chairperson's term in office; or if the office should become vacant before that time. The vice-chairperson elect shall be a college president. The vice-chairperson elect shall also be a member of the OACC Center *for* Development Board of Directors.

A5. Secretary: The duties of the secretary shall be to provide timely notification to all members of upcoming meetings of the full membership, the Governing Board, and the Executive Committee; to prepare minutes of all meetings of the full membership, the Governing Board and Executive Committee and distribute same to all members; to keep and maintain all official records, minutes and correspondence of the Association; and to assist the chairperson in the preparation of the annual activity plan and meeting agendas. The secretary shall be a trustee.

A6. Treasurer: The duties of the treasurer shall be to prepare the annual budget (including proposed dues for the coming year) for the Association for Governing Board approval; to report to the Executive Committee and the Governing Board on a regular basis on the status of the budget and the financial condition of the Association; to keep and maintain the accounts and monies of the Association in conjunction with the fiscal officer; and to assist the chairperson in the preparation of the annual activity plan and meeting agendas. The treasurer shall be a college president.

A7. Immediate Past Chairperson: If the position of immediate past-chairperson should become vacant, the office shall be filled by another trustee whose title shall be “at-large trustee.”

A8. Immediate Past Vice-Chairperson: If the position of immediate past vice-chairperson should become vacant, the office shall be filled by another college president whose title shall be “at-large president.”

(B) Nomination and Election

In January of odd-numbered year the chairperson of the Association, shall appoint a special committee to nominate a slate of candidates to serve as the officers of the Association. This nominating committee shall consist of two trustee members and two college president members for a total of four members. One of the college president members shall be the vice-chairperson of the Association, who shall chair the committee. No more than two members of this nominating committee shall be members of the Executive Committee.

The names of the nominees shall be presented to the Governing Board at the annual meeting. Only members of the Governing Board may be elected to any of the offices of the Association. As an indicator of a trustee’s ability to serve the duration of their term as an Association Officer, the nominating committee shall consider the

remaining length of a trustee's gubernatorial or local appointment to their college board when forwarding the nomination to the Governing Board. Additional nominations may be made by any member of the Governing Board. Officers shall be elected by the membership during the annual meeting.

(C) Term

Officers shall serve a term of two years commencing July 1 following election and shall serve until a successor has been elected and assumes office. Officers may not serve more than 2 consecutive terms in the same office. In the event that an officer is appointed to a vacancy mid-term, the officer may still be elected to 2 consecutive terms in that office.

(D) Vacancy

In the event that any of the offices for which succession is not specified in these Bylaws should become vacant, the chairperson of the Governing Board shall appoint a successor to serve the balance of the term.

(E) Removal

An officer may be removed from office upon a finding of nonfeasance, misfeasance or malfeasance, by a vote of two-thirds of the members of the Executive Committee, at a properly noticed meeting of the Executive Committee.

V. COMMITTEES

(A) Standing Committees

The Association shall have one standing committee, the Executive Committee.

The membership and function of the standing committee shall be as follows:

Al. Executive Committee

The officers of the Association, as specified in these Bylaws, shall serve as the Executive Committee.

The Executive Committee shall have the authority to approve contracts on behalf of the Association provided that such contracts are within parameters of the Association's annual budget approved by the Governing Board. In addition, the Executive Committee shall have those powers as shall be delegated by the Association, and when necessary shall act on behalf of the Association and/or the Governing Board in the interim between meetings of the Governing Board.

The presence of five members of the Executive Committee shall constitute a quorum if both trustee members and college president members are represented.

(B) Special Committees

The Association may also have such other special committees which may from time to time be appointed by the chairperson.

VI. ASSOCIATION PERSONNEL

The Governing Board may, pursuant to Ohio Revised Code Section 167.05, employ or contract with such personnel as it deems necessary to carry out the activities undertaken pursuant to this Agreement to Create a Regional Council of Governments Consisting of Community, State Community, and Technical Colleges.

(A) President

The Governing Board shall employ a president of the Association, who shall be the chief executive officer of the Association.

The Governing Board delegates to the president the authority to purchase, lease or otherwise provide for the procurement of supplies, materials, furniture, equipment and facilities as the president deems necessary to carry out the activities of the Ohio Association of Community Colleges within the budget approved by the Governing Board. However, should a proposed contract or transaction with any vendor exceed the amount

allocated in the annual budget approved by the Governing Board, the president shall receive the prior approval of the Executive Committee.

(B) Fiscal Officer

The Governing Board shall, pursuant to Ohio Revised Code Section 167.04(B), appoint a fiscal officer, who shall serve at its pleasure and receive, deposit, invest, and disburse the funds of the Association.

The fiscal officer may be a member of the Association, an employee of one of the colleges whose board of trustees is a party to the Agreement to Create a Regional Council of Governments Consisting of Community, State Community, and Technical Colleges.

VII. AMENDMENTS TO THESE BYLAWS

The Chairperson of the Association shall appoint a special committee to review Bylaws no less often than every three years.

Bylaws may be added, deleted, or amended by an affirmative vote of a majority of the members of the Governing Board during a properly noticed meeting of the Assembly. Any member of the Association may propose an amendment. Unless otherwise provided, any addition, deletion, or amendment shall take effect immediately upon its adoption.