
**BYLAWS OF THE
BOARD OF TRUSTEES OF
THE COLLEGE OF THE
MAINLAND**

November, 2002
Amended December 14,
2011
Amended February 23,
2015
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Table of Contents

PREAMBLE

ARTICLE A: DEFINITIONS AND REFERENCES

(Amended February 23, 2015)

ARTICLE B: ETHICS

(Amended February 23, 2015)

(Amended April 27, 2015)

ARTICLE C: POWERS OF THE BOARD

(Amended March 30, 2015)

ARTICLE D: ELECTIONS

(Amended April 27, 2015)

ARTICLE E: OFFICERS OF THE BOARD

(Amended April 27, 2015)

ARTICLE F: COMMITTEES

(Amended July 24, 2017)

(Amended September, 2018)

ARTICLE G: PERSONNEL APPOINTED BY AND REPORTING DIRECTLY TO THE BOARD

(Amended June 22, 2015)

(Amended October 24, 2016)

ARTICLE H: MEETINGS OF THE BOARD

(Amended July 27, 2015)

ARTICLE I: BOARD OPERATIONS

(Amended August 24, 2015)

(Amended December 11, 2015)

Preamble

The Board of Trustees (the "Board") of College of the Mainland College District ("COM" or "College" or "District") formulates and enacts the following Bylaws, rules and regulations to aid it in the conduct and performance of its official functions.

The Board of COM shall govern the College through the administration ("Staff"), in accordance with state law, avoiding actions and situations detrimental to the College, and promoting educational opportunity for the benefit of the entire community.

The Bylaws of the Board are written by the Board for the purposes of internal management of the Board and all Board activities. Any policy, procedure or regulation in these bylaws found in conflict with a state or federal law, rule or regulation shall be null and void to the extent of the conflict. Amendments to the bylaws can be made only by a majority vote of the total membership of the Board.

Article A: Definitions and References

1. DEFINITIONS.

"District" -- Unless otherwise specified, the term "District" as used in these Bylaws shall be construed to mean College of the Mainland College District.

"Board" -- Unless otherwise specified, the term "Board" as used in these Bylaws shall be construed to mean the Board of Trustees of College of the Mainland College District.

"College" -- Unless otherwise specified, the term "College" as used in these Bylaws shall be construed to mean the educational facility or facilities owned, operated and maintained by the College of the Mainland College District and, where meaning dictates, said term shall be used interchangeably with the term "District."

2. STATUTORY REFERENCE. All references made to statutes, whether specific or otherwise, are to the statutes of the State of Texas.

Article B: Ethics

1. PURPOSE. As Trustees for COM, Board members serve as fiduciaries pursuant but not limited to state and federal trust law, and therefore, must act solely and exclusively for the benefit of the College. High ethical standards are critical to fulfilling these responsibilities. The laws and statutes enacted by the Legislature to govern the conduct of public officials are considered by the Board to be the minimum standards. These legal provisions governing ethical and professional standards of conduct and disclosure are provided in the following Texas statutes and should be consulted for specific information should the need arise:

- a. Education Code;
- b. Penal Code -- Chapters 36 (Bribery), 37 (Perjury) and 39 (Abuse of Office);
- c. Government Code -- Chapters 551 (Open Meetings), 552 (Public Information), 553 (Public Disclosure), 554 (Reporting); and 571-573 (Ethics, Conflicts of Interest and Nepotism);
- d. Texas Labor Code Chapter 21 (Equal Employment); and
- e. Local Government Code -- Chapters 171 (Conflicts of Interest) and 176 (Conflicts Disclosure Statements).

2. DISTRIBUTION POLICY. Copies of the Board Bylaws will be distributed to each Trustee and posted on the College website.

3. APPLICABILITY. The Board chooses to establish a higher standard of conduct and ethical behavior to govern the Trustees and Senior Staff (as defined below) than Texas law requires, and hereby adopts the following Statement of Ethics, which is also listed in Policy BBF (Local) of the Board's Governance Policy.

- a. Senior Staff is defined as:
 - i. any member of the President's Cabinet;
 - ii. College employees classified as Class I through Class III on the College Staff Pay Structure;
 - iii. All procurement and purchasing personnel;
 - iv. Any College employee who participates in an evaluation or selection committee for any College solicitation for goods and services; and
 - v. Any College employee who participates in the evaluation of goods and services provided by a vendor or contractor.

b. Statement of Ethics

- i. As a member of the Board, I will strive to improve community college education, and to that end I shall adhere to the following ethical standards:
- ii. Attend all regularly scheduled Board meetings insofar as possible, and become informed concerning issues to be considered at those meetings.
- iii. . Bring about desired changes through legal and ethical procedures, upholding and enforcing all applicable statutes, regulations, and court decisions pertaining to community colleges.
- iv. Work with other Board members to establish effective Board policies and to delegate authority for the administration of the College District to the President.
- v. Work with other Board members to establish effective policies and practices prohibiting unlawful discrimination, including conduct that constitutes sexual harassment.
- vi. Recognize that I should endeavor to make policy decisions only after full discussion at publicly held Board meetings.
- vii. Render all decisions based on the available facts and my independent judgment, and refuse to surrender that judgment to individuals or special interest groups.
- viii. Encourage the free expression of opinion by all Board members, and seek systematic communications between the Board and students, staff, and all elements of the community.
- ix. Communicate to other Board members and the President expressions of public reaction to Board policies and college programs.
- x. Inform myself about current educational issues by individual study and through participation in programs providing needed information, such as those sponsored by the Texas Association of Community Colleges, the American Association of Community Colleges, and the Association of Community College Trustees.
- xi. Support the employment of those persons best qualified to serve as college staff, and insist on a regular and impartial evaluation of all staff.
- xii. Avoid being placed in a position of conflict of interest, and refrain from using my Board position for personal or partisan gain.

xiii. Take no private action that will compromise the Board or administration, and respect the confidentiality of information that is privileged under applicable law.

xiv. Remember always that my first and greatest concern must be the educational welfare of the students attending the college.

4. PROHIBITED BENEFITS. For the protection of the integrity of the College, Trustees shall not:

- a. Accept or solicit any gift, favor or service that might tend to influence him/her in the performance of official duties or that might be offered with the intent to influence his/her official conduct.
- b. Accept employment or engage in a business that would require the release or use of information obtained in the performance of official duties.
- c. Trustees will comply with the COM Governance policies and Texas law requiring the filing of a Conflicts Disclosure Statement or a conflict of interest affidavit under the appropriate circumstances, and no later than August 31 of each academic year will sign a Conflict of Interest Certification and submit it to the Board Clerk.

5. PROHIBITED COMMUNICATIONS/POLITICAL CONTRIBUTIONS.

- a. Except as provided below, political contributions and communications between a potential vendor, subcontractor, service provider, bidder, broker, offeror, lobbyist or consultant and any Board member, Senior Staff, or any member of a selection or evaluation committee, regarding a particular invitation for bid ("IFB"), request for proposal ("RFP"), request for qualification ("RFQ"), employment application or other solicitation are prohibited.
- b. The communications prohibition shall not apply to the following:
 - i. Official communications between a potential vendor or subcontractor and appropriate staff or administration at a duly noticed pre-bid or pre-proposal conference.
 - ii. Communications with Senior Staff whose official job duties may require communication regarding the specific bid, request for proposal, request for qualifications, employment application or solicitation under consideration, including pre-bid or pre-proposal communications.
 - iii. Nothing contained herein shall prohibit any person or entity from publicly addressing the Board during any duly-noticed public meeting, in accordance with applicable Board policies, regarding action on the contract.

- c. The communications/political contributions prohibition period shall begin on the date that the IFB, RFQ, RFP or other solicitation is issued, published or posted. The communications/political contribution prohibition shall terminate on the date the contract is executed by the President or his or her designee or when a determination is made that the contract will not be awarded. The Director of Purchasing will email notification of the beginning and ending of the prohibited communications period to each Board member and Senior Staff Member.
- d. The Director of Purchasing shall include in the solicitation documents a statement disclosing the requirements of this policy. The statement shall be conspicuously written in a separate section of the solicitation.

6. POLITICAL ACTIVITIES. A member of the Board, as well as the Board as a whole, shall not expend or authorize the expenditure of any statutorily restricted funds for the purpose of influencing the outcome of any election, or the passage or defeat of any legislative measure. However, it is permissible for the Board to use or authorize the use of funds to provide information and education regarding certain matters.

7. MISUSE OF OFFICIAL INFORMATION. A member of the Board shall not use the office of Trustee to obtain or use official information in any unlawful way.

8. MECHANISMS FOR ENFORCEMENT. The mechanisms for enforcement of the Statement of Ethics are:

- a. Board members must report an alleged violation of this Statement of Ethics to Board Counsel.
- b. Any person may allege noncompliance with this Statement of Ethics to the Board Chair (or the Vice Chair if the Chair is the target of the allegation) or to the President if it involves a member of the Staff.
- c. The Board shall be advised when any allegation of a violation of this Statement of Ethics is made.
- d. The Chair, Vice Chair or President, as appropriate, will undertake a process to resolve the complaint.
- e. If either the complainant, the Board member complained about, or a majority of the Board requests, the Chair or President, as appropriate, will name an independent third party to investigate the complaint and report to the Board.
- f. If the Board finds a violation of this Statement of Ethics, it can reprimand or censure a Board member, the only sanctions available under Texas law.
- g. If the President finds a violation of this Statement of Ethics by a member of Senior Staff, the President shall take appropriate action under the COM human resources policies.

- h. After an evidentiary hearing, a majority vote of the total membership of the Board may disqualify a vendor or subcontractor from participation in any solicitation or contract for up to one (1) year for violating this Statement of Ethics.

COLLEGE OF THE MAINLAND BOARD OF TRUSTEES

CONFLICT OF INTEREST CERTIFICATION

By signing below, I certify that I will abide by the following conditions during Fiscal Year _____.

If I or a person related to me in the first degree by either affinity or consanguinity has a substantial interest in a business entity that either has a COM contract or is being considered for a COM contract, or has a substantial interest in real property that COM is considering purchasing, before any vote or decision is made regarding that entity, I shall file a Conflict of Interest Affidavit with the Board Clerk and shall publicly disclose the relationship to the Board in a meeting called and held in compliance with the Texas Open Meetings Act and shall also abstain from discussions or other proceeding regarding the entity and must not vote on the item. See Chapter 171 of the Texas Local Government Code.

If I or a person related to me in the first degree by either affinity or consanguinity¹ either receives income greater than \$2,500 during a 12-month period or receives gifts other than food, lodging, transportation or entertainment accepted as a guest that exceed \$250 during a 12-month period from a business entity that has a COM contract or is being considered for a COM contract, I shall file a Conflicts Disclosure Statement with the Board Clerk not later than 5:00 p.m. on the seventh business day after the date on which I become aware of the facts that require filing of this statement. See Chapter 176 of the Texas Local Government Code.

These provisions apply to vendors that are prime or subcontractors.

I am not aware of any facts that require me to file a conflict of interest affidavit or a Conflict Disclosure Statement.

I shall not:

Accept or solicit any gift, favor, or service that might reasonably tend to influence me in the discharge of my official duties or that I know or should know is being offered with the intent to influence my official conduct.

Accept other employment or engage in a business or professional activity that I might reasonably expect would require or induce me to disclose confidential information acquired by reason of my position.

Accept other employment or compensation that could reasonably be expected to impair my independence of judgment in the performance of my official duties.

¹ Black's Law Dictionary defines consanguinity as kinship, blood relationship, the connection or relation of persons descended from the same stock or common ancestor. As distinguished from "affinity," which is the connection existing as a consequence of marriage.

Article C: Powers of the Board

1. AUTHORITY. Board members are fiduciaries and shall discharge their duties for the exclusive interest of the College. The Board as a body has final authority to establish the policies that govern the College within the limits imposed by Texas law. Individual Board members shall have no authority over the College, its property, or its employees, however, each Board member does have the right to seek information from the College without specific Board authorization, following prescribed procedures and proper purpose. A Board member may act on behalf of the Board only with the official authorization of a majority of the total membership of the Board. Without such express authorization, no Board member may commit the Board on any issue. Specific powers of the Board include, but are not limited to, the following:

- a. Govern and oversee the management of the College.
- b. Delegate to the President the responsibility for all administrative functions.
- c. Adopt and periodically review policies for the College and such rules, regulations and bylaws as the Board deems advisable.
- d. Establish goals consistent with the College's role and mission.
- e. Levy and collect taxes and issue bonds, time warrants and certificates of indebtedness.
- f. Provide for assessing and collecting of taxes.
- g. Adopt a budget and file a copy of the annual operating budget and subsequent amendments with the appropriate state agency.
- h. Have the accounts audited in accordance with the approved financial reporting system.
- i. Submit the required annual report to the Governor, Comptroller, State Treasurer, State Auditor, and Legislative Budget Board.
- j. Accept on behalf of the College bequests and donations or other monies.
- k. Establish an endowment fund outside the state treasury in a depository selected by the Board.
- l. Pledge funds from tuition, grants, donations, and income for the payment of issued revenue bonds.
- m. Select a depository for College funds.

- n. Order elections as required by law.
- o. Exercise the power of eminent domain to acquire property.
- p. Appoint the president, evaluate the president and assist the president in the achievement of performance goals.
- q. Appoint or employ agents, employees, and officials as deemed necessary or advisable to carry out any power, duty, or function of the Board; and, upon the President's recommendation, employ faculty and other employees of the College.
- r. Proceed by and through resolutions or orders adopted or passed by the Board.
- s. Be authorized to fix and collect rentals, rates, charges, or fees from students and others for the occupancy, use or availability or all or any of its property, buildings, structures, activities, operations or facilities in such amounts and in such manner as may be determined by the Board.
- t. Acquire and hold real and personal property and hold title to all property of the College.
- u. Control and maintain all property belonging to the College District through the College District administration and have the power to sell, convey, or otherwise dispose of the same subject to the requirements of law.
- v. Execute, perform and make payments under contracts, which may include leases, leases with option(s) to purchase, or installment purchase, with any person for the use, acquisition, or purchase of any personal property, or the financing thereof.
- w. Employ, retain, contract with, or compensate a licensed real estate broker or salesperson for assistance in the acquisition or sale of real property.
- x. Form a non-member, non-stock, non-profit public facility corporation(s) for the purpose of issuing bonds.
- y. Oversee the investment of College funds and retain a financial advisor if necessary.
- z. Receive, approve, process and pay all just claims against College District funds.
- aa. Select and locate sites for College District facilities, finance construction, and plan for necessary expansion to meet identified needs.

- bb. Employ professional consultants including but not limited to the fields of insurance, taxation, engineering, architecture, accounting, medicine, law or other areas as it deems necessary or proper for the conduct of the affairs of the College District.
- cc. Contract with vendors, except to the extent it has delegated these powers to the President.
- dd. Require regular reports from the College Foundation.
- ee. Ensure that its formal position on matters of importance to the College is made clear to the Coordinating Board when such matters are under consideration by the Coordinating Board.
- ff. Set admission standards.
- gg. Upon the recommendation of the President, formulate and approve the curriculum of the College District, in cooperation with the Coordinating Board.
- hh. Formulate, authorize or install, with the advice of the President, such student activities, athletic programs, recreational or social organizations as it deems to be in the best interests of the College.
- ii. Contract or participate with the federal, state, or any municipal governmental organization in matters pertaining to financial or other aid to its educational program or to the installation or operation of any education program or training.
- jj. Review and hear any complaint or grievance forwarded to the Board in accordance with College policy.
- kk. Sue and be sued.

2. DELEGATION OF AUTHORITY IN AN EMERGENCY. In a crisis situation, the Board temporarily delegates authority to the President to make critical decisions affecting the College and to protect the welfare and safety of students and employees. The President is authorized to sign and implement contracts and agreements in an emergency situation or crisis. Emergency decisions require that the Board subsequently declare a state of emergency and ratify any contract exceeding the President's contracting authority.

In the event of a catastrophe, emergency, or natural disaster affecting the College, contracting for the replacement, construction or repair of College equipment or facilities is authorized if the emergency replacement, construction, or repair is necessary for the health and safety of College students and staff. Tex. Educ. Code 44.0312.

3. POLICY DIRECTION. The Board shall formulate, amend, update, adopt and publish official policies for the College. All policies of the College are subject to relevant laws, rules, regulations, and executive orders of the federal government and the government of the State of Texas. Any policy, procedure or regulation found in conflict with a state or federal law, rule or regulation shall be void to the extent of the conflict. Noncompliance with College policies by employees may be considered grounds for disciplinary action, up to and including dismissal.

4. BOARD LEADERSHIP. The Board shall provide the College with strong leadership for meeting the increasing need for higher education throughout the communities it serves. In this capacity, the Board shall:

- a. Create and maintain a spirit of cooperation with the President.
- b. Preserve the institutional independence of the College and defend its right to manage its own affairs through its chosen administrators and employees.
- c. Enhance the public image of the College.
- d. Nurture the institution so that it achieves its full potential.
- e. Establish goals for the College, consistent with its role and mission.
- f. Take clear positions before the Texas Higher Education Coordinating Board and Texas Legislature on all matters regarding the College.
- g. Share its philosophy with the students, employees, and general public through regular participation at graduation and other ceremonies.
- h. Promote unity within the College at every opportunity, creating a community atmosphere.
- i. Promote pride and dignity amongst employees of the College by recognizing outstanding achievement.
- j. Protect the assets of the College to ensure financial stability.
- k. Always act solely and exclusively for the benefit of the College.
- l. Always act as a positive advocate for the College and if desired, for community college systems generally through service with ACCT or other community college trustee organizations.

Article D:Elections

The Board shall consist of seven members. Positions 1-5 shall be elected from Single-Member Districts, and Positions 6-7 shall be At-Large. All members shall serve without salary. The Board shall call an election of a Trustee or appoint a successor Trustee when a vacancy exists on the Board. Upon election, Trustees shall be presented with an official Certificate of Election and an appropriate emblem of office during a Board ceremony. College monies shall not be spent on individual campaigns. Trustees are elected to serve terms of six years, and can be removed from office only as allowed by law. The election of Board members shall be on the second Saturday in May according to the following schedule:

- Districts I, IV and VI - 1989 and every 6 years thereafter
- Districts III and II - 1991 and every 6 years thereafter
- Districts V and VII - 1993 and every 6 years thereafter

See also Tex. Educ. Code §130.088, College of the Mainland Policies BBB (Legal), (Local) and (Exhibit).

Article E: Officers of the Board

1. ELECTION OF OFFICERS. Officers of the Board shall be elected by a majority of the total membership of the Board for two-year terms at the first regular meeting of the Board following the canvassing and seating of members of the Board in odd-numbered years, or at any time thereafter in order to fill a vacancy. The Board shall elect a Chair, Vice-Chair and Secretary who shall serve in such capacities until the next Board election.

2. VACANCIES ON THE BOARD. Any vacancy occurring on the Board through death, resignation, or otherwise, shall be filled by a special election ordered by the Board or by appointment by resolution or order of the Board. If the vacancy occurs on a board whose members are elected, the person appointed to fill the unexpired term shall serve until the next regular election of members to the board, at which time the position shall be filled by election for a term appropriately shortened to conform with what regularly would have been the length of the term for that position. Tex. Const. Art. XVI, Sec. 27; Education Code 130.082(d).

3. REMOVAL FROM OFFICE. Board members may be removed from office for:

- a. "Incompetency," which means:
 - i. Gross ignorance of official duties;
 - ii. Gross carelessness in the discharge of those duties; or
 - iii. Unfitness or inability to promptly and properly discharge official duties because of a serious physical or mental defect that did not exist at the time of election.
- b. "Official misconduct" means intentional, unlawful behavior relating to official duties by a Trustee entrusted with the administration of justice or the execution of the law. The term includes an intentional or corrupt failure, refusal, or neglect of a Trustee to perform a duty imposed on the Trustee by law or conviction of an offense relating to violation of purchase procedures.
- c. Intoxication on or off duty caused by drinking an alcoholic beverage, but not if caused by drinking an alcoholic beverage on the direction and prescription of a licensed physician.
- d. Conviction of a Trustee by a jury for any felony or for misdemeanor official misconduct.
- e. Nonattendance of Board meetings if the member is absent from more than half of the regularly scheduled Board meetings that the member is eligible to

attend during a calendar year, not counting an absence for which the member is excused by a majority vote of the Board.

- f. Actions for removal of Board members must be brought before the judge of the district court holding jurisdiction, except that any court convicting a Trustee of a felony or official misconduct shall order immediate removal.

4. POWERS, DUTIES AND RESPONSIBILITIES OF THE CHAIR OF THE BOARD.

- a. Preside over meetings of the Board pursuant to Robert's Rules of Order.
- b. Appoint all committee members, committee chairs and designated alternates.
- c. Keep records of all Board transactions, in coordination with the Board Clerk.
- d. Serve as ex-officio voting member of all Board committees.
- e. Call special meetings of the Board.
- f. Perform duties and functions prescribed by the Board.
- g. Call and provide proper notice for a meeting of the Board to adopt a budget for the succeeding fiscal year.
- h. Sign all legal documents, including contracts, warrants, vouchers and reports, as required by state or federal law, or a current edition of Board Policy.
- i. Decide all questions of order in accordance with Roberts Rules of Order, Newly Revised, as modified by Board Policy and/or laws. However, said rules may be suspended by a two-thirds vote of the board's total membership.
- j. Promote board unity and share all information with other board members in a timely fashion.

Should a vacancy be declared in the Board Chair position, the Board shall elect a permanent replacement to fill the remainder of the term.

5. POWERS, DUTIES AND RESPONSIBILITIES OF THE VICE-CHAIR OF THE BOARD.

- a. Act in the capacity and perform the duties of the Chair of the Board in the event of the absence, death, resignation, disability, or disqualification, and shall continue to serve in an interim capacity only.
- b. Become Chair only upon being elected to the position.
- c. Perform other duties as prescribed by the Board.

- d. Sign or attest to, all legal documents, in the absence of the Secretary, as required by state or federal law or Board Policy.
- e. Promote board unity and share all information with other board members in a timely fashion.

6. POWERS, DUTIES AND RESPONSIBILITIES OF THE SECRETARY OF THE BOARD.

- a. Attest to all contracts, deeds, conveyances, or other instruments required to be signed by the President.
- b. When the occasion demands, certify in the manner prescribed by law to the official acts of the Board.
- c. Assume the duties of the Chair of the Board in the absence of the Vice-Chair and Chair of the Board and on such occasions shall cause an Acting Secretary to be elected by the Board. The Acting Secretary shall assume the Secretary's duties for the meeting or meetings from which the Chair and Vice- Chair are absent.
- d. Promote board unity and share all information with other board members in a timely fashion.

Article F: Committees

1. GENERAL. The Board shall perform its official duties when practical as a Committee of the Whole.

2. SPECIAL COMMITTEES. Special Committees consisting of Board members may be created by the Chair of the Board, or may be elected by the Board. Such committees shall perform their assigned duties and functions in accordance with the instructions, if any, given them by the Board or the Board Chair. Unless specified as standing committees created with the affirmation of a majority vote of the Board, when such special committees have performed the duties and functions assigned them by the Board or the Board Chair, have made their recommendations, reports or have taken such action permitted and authorized by their instructions, they shall be automatically discharged. No special committee can exist for longer than one year unless reestablished. Such committees shall function in a fact-finding or advisory capacity.

3. OPEN MEETINGS ACT. A Special Committee that includes less than a quorum of board members is not subject to the Open Meetings Act (OMA) so long as it serves a purely advisory function, with no power to supervise or control public business. However, should the Special Committee actually function as something more than a merely advisory body with the result that it in fact supervises or controls public business or policy, it must comply with the OMA to avoid depriving the public of access to the board's actual decision-making process.

Article G: Personnel Appointed by and Reporting Directly to the Board

1. APPOINTMENTS. All appointments by the Board shall be made in accordance with Board policy and state law.

2. PRESIDENT. The President shall be the chief executive officer of the College and as such, shall recommend the organizational plan for the College as well as candidates for administrative and faculty positions within the College. The Board shall evaluate the President on an annual basis. The President has a fiduciary duty to the College, including, but not limited to, the duty to:

- a. Develop a qualified administrative organization and providing the College with academic and fund-raising leadership.
- b. Prepare the annual budget and submit it to the Board for approval.
- c. Establish administrative relationships among members of the College community.
- d. Prepare and approve the curriculum.
- e. Appoint campus committees, as needed.
- f. Prepare the agenda for Board meetings in coordination with the Board Chair and make regular reports to the Board regarding the status of the College.
- g. Promote College political effectiveness at the state and local levels.
- h. Supervise the development and implementation of a system to evaluate faculty and staff.
- i. Assist the Board in policy development, its yearly self-assessment, and meeting its own training requirements.
- j. Forge a relationship of mutual respect with each Trustee.
- k. Enforce fiduciary and academic accountability of the College to the general public.
- l. Promote College unity at all levels, emphasizing equality, diversity, and respect for all individuals.
- m. Interpret the College to the community.
- n. Provide the Trustees with important information in a timely manner before all others and having background information and research compiled on issues

of particular importance to the Board, with sufficient time for study by Trustees before a vote.

- o. Serve as the official spokesperson for the College.
- p. Maintain open channels of communication throughout the College.
- q. Handle employee disciplinary issues, including termination when appropriate.
- r. In the event of a catastrophe, emergency, or natural disaster affecting the College, contracting for the replacement, construction, or repair of College equipment or facilities if emergency replacement, construction, or repair is necessary for the health and safety of College students and staff.
- s. Enhance the image and well-being of the College.

3. EXTERNAL AUDITOR AND INTERNAL AUDITOR.

a. **External Auditor.** The External Auditor shall be an independent and objective party to provide advice to the Board. The External Auditor shall be appointed by the Board, upon the recommendation of the President, and shall report directly to the Board, with access to the President. The Board will periodically evaluate the performance of the External Auditor and may dismiss or assign a new External Auditor at any time with or without cause. All engagement letters with the External Auditor shall be signed by the Board Chair.

An auditing firm selected by the Board as External Auditor is not eligible to submit a proposal immediately following any period during which it was engaged by the Board as External Auditor. The selected External Auditor may not serve simultaneously as the Internal Auditor.

The Board shall outline its expectations regarding the annual financial statement audit and performance audit, if requested, and as may be directed by the Board. The Board also may arrange for self-requested audits to perform specific audit services. The External Auditor shall evaluate all financial operations of the College and prepare reports to the Board. The duties of the External Auditor will be assigned by the Board, and may include the following:

- i. Audit activities necessary to assure that College resources are being properly managed and accounted for, that the College has effective and adequate internal controls, and that internal operating controls are reliable.
- ii. Assure that the College is complying with approved policies and statutory requirements.
- iii. Perform all duties in accordance with the Standards for the Professional Practice of Internal Auditing, the Code of Ethics, and the Texas Internal Auditing Act. See Tex. Gov't Code Ch. 2102.

- iv. Meet regularly with the Board to review audits performed, audits in progress, and future audits, as requested by the Board.

The External Auditor is prohibited from providing non-audit services to COM.

b. **Internal Auditor.** The Internal Auditor shall provide advice to the President, shall report administratively to the President, and shall report functionally to the Board. The Internal Auditor shall be selected by the Board from candidates approved and provided by the President. The Board and the President shall agree on the necessary job qualifications to be included in the position posting. The President shall recommend three (3) names to the Board as the finalists. The Internal Auditor shall be evaluated by the President after consultation with the Finance and Audit Committee and may only be dismissed by the President after obtaining approval of the Board. Duties of the Internal Auditor include:

- i. Assure that the College is complying with approved policies and statutory requirements.
- ii. Develop an annual audit plan for the College to present to the President and the Audit Committee for Board approval.
- iii. Coordinate audit efforts with those of the External Auditor, as appropriate.
- iv. Perform all duties in accordance with the Standards for the Professional Practice of Internal Auditing, the Code of Ethics, and the Texas Internal Auditing Act. See Tex. Gov't Code Ch. 2102.
- v. Meet regularly with the Board and the Audit Committee to review audits performed, audits in progress, and future audits.
- vi. Conduct independent, protective and constructive audits so as to review effectiveness of controls, financial records, and operations.
- vii. Analyze data obtained for evidence of deficiencies in controls, duplication of effort, or lack of compliance with College policies and procedures.
- viii. Prepare reports and make recommendations on findings to the President and the Board.
- ix. Provide audit education and Internal Control training.
- x. Offer advisory services, Control Self-Assessment (CSA) services, and workshops.
- xi. Any other duties or responsibilities included in the Texas Internal Auditing Act, Tex. Gov't Code Chapter 2102, or other applicable standards, guidelines, or regulations.

4. BOARD COUNSEL. The Board Counsel shall provide legal advice to the Board. The Board Counsel shall be appointed by the Board, shall report directly to the Board (with access to the President), and may be dismissed or reassigned by the Board without cause. The Board Counsel shall represent the College in all assigned legal matters. Duties of the Board Counsel include:

- a. Provide advice and counsel to the Board.
- b. Maintain the Board bylaws and certain Board policies and procedures, and recommend amendments, as needed.
- c. Handle assigned legal matters for or on behalf of the College, such as preparation of legal opinions as requested by the Board or the President.
- d. Render legal services in connection with assigned legal matters.
- e. Perform any other legal services as may be required by the Board or requested by the President.

Upon recommendation of the President, or on its own motion, the Board may employ other outside counsel to address legal matters in special situations. The outside counsel shall report directly to the Board, with access to the President.

5. FINANCIAL ADVISOR. The Financial Advisor may be appointed by the Board, upon recommendation of the President, shall report directly to the Board, with access to the President, and may be dismissed or reassigned by the Board without cause. The Financial Advisor shall offer guidance to the Board in all financial matters. Duties of the Financial Advisor include:

- a. Evaluating College indebtedness.
- b. Recommending asset allocation.
- c. Evaluating investment strategies.
- d. Evaluating acquisition strategies.
- e. Evaluating long and short term financial planning.

The Board shall select the Financial Advisor for a designated period, not to exceed five (5) years, and shall rotate Financial Advisors every five (5) years.

Article H: Meetings of The Board

1. OPEN MEETINGS. The Board shall hold regular meetings for purposes of handling College business. All meetings shall be held in compliance with the Texas Open Meetings Act. Citizens are welcome to attend meetings of the Board. Trustees shall adhere to the Board Code of Conduct and promote Board Leadership at all times.

2. DEFINITIONS.

a. A "meeting" occurs when:

- i. A quorum of members of the Board deliberate with each other or with any other person; and
- ii. Such quorum discusses, considers, or takes formal action on public business or public policy that the Board supervises or controls.

b. "Deliberation" means an exchange, verbal, electronic or otherwise, between a quorum of Board members (or between them and any other person) concerning any issue within the jurisdiction of the Board or any public business.

No deliberation that affects public business is allowed to take place in any setting other than a duly posted meeting of a quorum of Board members.

3. TIME AND LOCATION. Unless otherwise provided, the regular meeting of the Board shall be held on the fourth Monday of each month at the Appomattox Meeting Room or other buildings of the College at a time set by the Board. Such meetings may be recessed from day to day until the completion of business. The time for special and emergency meetings of the Board shall be as stipulated in the notice for the meeting.

4. NOTICE. Written notice of all meetings shall be posted at the central administration building and the website by the Board Clerk. Furthermore, notice shall be furnished for posting to the Galveston County Clerk and to the media upon request. Notice of all meetings shall provide for the possibility of a closed or executive session during an open meeting, as provided by law.

5. VOTING. Each Trustee's vote, or failure to vote, shall be recorded by name. No proxy votes shall be allowed. Other than situations in which a two-thirds vote is required, a majority vote of the total membership of the Board will be required in order for the Board to act.

6. ORDER OF BUSINESS. The Board Chair and the President shall decide the order of business for meetings.

7. AGENDA. At the direction of the Board Chair, the President shall prepare and present an agenda at least seven (7) calendar days prior to the regular Board meeting. An item shall be added to the agenda by written request of any other Board member

submitted to the President or Board Chair at least seven (7) calendar days prior to the meeting.

8. RULES OF ORDER. Robert's Rules of Order (most current edition) shall constitute the rules of procedure applicable to all meetings of the Board, when not in conflict with any provisions of law or these bylaws. The Board may suspend the rules, as needed, by a two-thirds vote of the composition of the full Board.

9. MINUTES AND RECORDINGS. The Board shall prepare and keep minutes and/or make a recording of each open meeting. The minutes and recordings are public records and shall be available for public inspection and copying upon request to the Board office. Any person in attendance can make an audio or video recording of any or all of an open meeting, subject to reasonable rules adopted by the Board to maintain order.

10. SPECIAL MEETINGS. Special meetings of the Board may be called by either the Board Chair at his/her own discretion, or by the independent requests of two (2) Trustees who must call for the meeting in writing submitted to the Board Chair, specifying the date, time, place, and purpose of the meeting. Special meetings must be duly posted.

11. EMERGENCY MEETINGS. Notice of all emergency meetings shall include the date, hour, place, and subject of the meeting. Such notice will also express the nature of the emergency or urgent public necessity which requires an emergency meeting. Such notice of an emergency meeting will be posted in accordance with the Texas Open Meetings Act. The presiding officer or member calling such meetings shall initiate notification to all news media which have previously requested such notice. Emergency postings must be approved by Board Counsel.

12. CLOSED MEETINGS/EXECUTIVE SESSION. Trustees, employees and agents of the College shall not divulge to any person the substance of matters discussed at any closed meeting, except as otherwise required or allowed by law. Closed meetings shall be held as allowed by law to have discussions and deliberations of College matters that cannot be made public. A further objective would be to protect the attorney-client privilege recognized by law.

13. PROHIBITIONS. No Board member shall knowingly call or aid in calling or organizing a closed meeting that is not permitted under the Open Meetings Act. No Board member shall knowingly close or aid in closing a regular meeting to the public (except as permitted under the Open Meetings Act). No Board member shall participate in a closed meeting that is not permitted under the Open Meetings Act.

14. CITIZEN PARTICIPATION. The Board shall provide opportunities at its meetings for citizens to address the Board, but shall impose reasonable restraints on the number, length, and frequency of presentations, so long as it does not unfairly discriminate among views seeking expression.

15. DISRUPTION. It is a criminal offense for a person, with intent to prevent or disrupt a lawful meeting, to substantially obstruct or interfere with the meeting by physical action

or verbal utterance. The Board may immediately remove from the meeting any person causing a substantial disruption.

16. SOCIAL FUNCTIONS AND RELATED EVENTS. The Board may congregate for social functions, such as meals or festivities, but shall refrain from discussing issues under consideration by the Board for a Board vote. Trustees may gather in a quorum at a social function unrelated to the public business of the College, or at a regional, state or national convention or workshop, if formal action is not taken. Such gatherings are not "meetings" under the law and no public notice is required to attend such gatherings. (Tex. Govt. Code 551.001).

Article I: Board Operations

1. EVALUATION. The Board shall, on a regular basis, evaluate the efficiency and effectiveness of Board operations for the benefit of the College. With the assistance of the President's staff, operations shall be continuously streamlined and modernized for the efficient dispensation of College business. The community image of the College and the Board shall be periodically assessed for possible changes in Board operations.

2. EFFICIENCY. For maximum efficiency, the following rules of operation shall be followed:

a. Board Meetings.

- i. All Board meetings shall begin promptly.
- ii. Meetings shall be held during hours appropriate for maximum Board involvement and public participation.

b. Board Agenda.

- i. The agenda must be officially posted 72 hours prior to the meeting, in accordance with the requirements of the Texas Open Meetings Act. For an emergency meeting, the agenda must be posted 2 hours in advance. Emergency postings must be approved by Board Counsel.
- ii. Supplementary (or explanatory) information should be sent to Trustees well in advance of the general meeting.
- iii. Trustees shall be provided with all necessary background information on any issue being considered for a vote, no later than five days prior to said vote.
- iv. Agenda items shall have policy referral numbers for easy reference by Trustees.
- v. Fiscal impact for agenda items shall be clearly provided for each agenda item.

c. Consent Agenda. In an effort to streamline the regular agenda to allow Trustees to focus on critical issues, committee recommendations and routine agenda items shall be placed on the consent agenda.

3. PUBLIC STATEMENTS AND THE MEDIA. The Board shall be encouraged to speak with one voice, through the Board Chair (or in his or her absence, the Vice-Chair), regarding College matters before the press.

4. TRAINING. The Board recognizes its responsibility to be actively and continuously engaged in developing individual board member's skills and knowledge by keeping

them abreast of new developments in fiduciary, governance, and ethics laws, norms and best practices. The Board shall, therefore, have an orientation and development process in place. Board members may also attend regional, state, or national conventions, conferences, and workshops, and will be reimbursed for reasonable travel expenses for attendance at such as provided in the Board Compensation and Expenses Policy. See Board Policy BBG (Local) and DEE (Local). On an annual basis, Board Counsel will review all policies that address Board operations and will carry out, any necessary training for the Trustees and Staff, as follows:

- a. **General Requirement.** Each Trustee shall participate in the COM Annual Trustee Orientation program, a training session of at least two hours conducted by Board counsel and other independent professionals, as needed. The program will include ethics training and finance training.
- b. **Mandatory Open Government Training.** Each Trustee shall, pursuant to Texas law, complete two hours of open government training, one hour each on open meetings and the public information act. This training must be completed within 90 days of being sworn in to serve. The Office of the Attorney General provides free online or video training to satisfy this requirement.
- c. **Mandatory Training with Texas Higher Education Coordinating Board.** Within the first two years of service, each Trustee shall, pursuant to Texas law, complete a training program established by the Texas Higher Education Coordinating Board pursuant to Section 61.084 of the Texas Education Code. Board members taking office on or after January 1, 2016, must complete this training within the first year of service. The minutes of the last regular meeting of the calendar year must reflect whether each required member completed the training. Training via electronic means is also acceptable.
- d. **Mandatory Investment Training.** Within six months after taking office or assuming duties, each Trustee shall, pursuant to the Public Funds Investment Act (Texas Government Code, Chapter 2256), complete at least one training session relating to the Trustee's investment responsibilities, including training in investment controls, security risks, strategy risks, market risks, diversification of investment portfolio, and compliance with Chapter 2256 of the Texas Government Code.

5. SELF-ASSESSMENT OF THE BOARD. The Board shall evaluate its own performance and shall establish its goals on a yearly basis. The self-assessment of the Board shall consist of:

- a. Review of the Board Bylaws.
- b. An assessment of Board expenditures and savings for the year.
- c. An estimation of Board budgetary needs for the following year.

- d. An evaluation of Board accomplishments in setting policy, uniting the community in and out of the College, managing debt, and improving the College.
- e. An assessment of Board Governance and Operations.
- f. An assessment of the Board Office functions (Board office staff shall be evaluated by the President).

6. REQUESTS FOR DOCUMENTS. The College is committed to assuring open and public access to all records of the College to the extent permitted by law. The Board Chair will review each request for documents submitted by a Board member, and if the Board Chair determines that the request does not reasonably relate to official Board member issues, he or she will instruct the Board member submitting the request to submit an Open Records request in compliance with the Texas Public Information Act. The Board member must submit their request in accordance with the provisions of the Act and any existing COM Open Records policy. In addition, the Board member shall be solely responsible for any fees and costs associated with the request. The President's office shall notify each Board member of all requests for documents from a Board member and shall make a copy of responsive documents available to all Board members at their request.