

**POLICIES AND PROCEDURES
OUACHITA TECHNICAL COLLEGE**

SUBJECT AREA: Governance

POLICY/PROCEDURE: Meetings and By-Laws of the Board

DATE: March 1, 1993

NUMBER: 1.21

REVISION(S): 12/7/93, 1/14/2000, 5/25/10

A. Meetings

1. Regular Meetings. Regular meetings of the Board shall be held at least quarterly. Each regular meeting shall be held at such time and place as the Chair may designate, with notice concerning the time and place to be mailed to each member of the Board by the President at least twenty (20) days in advance of the meeting date.
2. Special Meetings. Special meetings of the Board may be called by the Chair at his or her discretion or upon the call of not fewer than four (4) members of the Board, with notice concerning the time and place to be provided to each member of the Board at least five (5) days in advance of the meeting date. Notice for emergency meetings shall be as required by the Arkansas Freedom of Information Act.
3. Meetings by Teleconference. Meetings may be by teleconference, provided every party to the meeting and the public can hear what every other party says.
4. Open Meetings. Public notice as required by the Arkansas Freedom of Information Act shall be given of all meetings, including meetings by teleconference. A.C.A. 25-19-106
5. By-Laws. The By-laws shall be subject to amendment at any meeting of the Board provided any such proposed change is a matter of the agenda in accordance with the procedures outlined herein.

B. Agenda

1. The agenda for a regular or special meeting of the Board shall be prepared by the President in consultation with the Chair. Members of the Board may submit items to be included on the agenda by notifying the President. All requests for inclusion of a given item on the agenda of a particular meeting should be made no later than seven (7) days prior to the date of the meeting concerned.
2. A copy of the agenda for each regular meeting of the Board and, insofar as is practicable, copies of all reports and other materials to be presented at the regular meeting as a part of the agenda, shall be mailed to each member of the Board at least five (5) days in advance of the meeting. If practicable, a copy of the agenda for special meetings, with reports and other materials to be presented, shall be mailed to each member of the Board at least five (5) days in advance of the special meeting.

3. Any item not on the mailed agenda of a regular or special meeting shall not be considered without the approval of four (4) members of the Board.

C. Conduct of Business

1. Quorum. A quorum for the conduct of business of the Board shall consist of four (4) members of the Board.
2. Presiding Officer. The Chair shall preside at all regular and special meetings of the Board. In the absence of the Chair, the Vice Chair shall preside. In the absence of the Vice Chair, a presiding officer shall be elected by and from the membership of the Board.
3. Power to Vote. All members of the Board may vote on all matters coming before the Board for consideration, but no member may vote by proxy. It shall require a majority of the members present to take official action on a matter.
4. Rules of Order. Except as modified by these By-laws, Roberts Rules of Order (latest edition) shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

D. Minutes

The Secretary, with help from the Administrative Assistant to the President, shall keep minutes of all meetings of the Board, shall file, index, and preserve all minutes, papers, and documents pertaining to the business and proceedings of the Board, shall be custodian of the College seal and of all records of the Board, and shall attest the execution by the Chair of all legal documents and instruments of the College. Within twenty (20) days after each meeting of the Board, the Secretary, with help from the Administrative Assistant to the President, shall prepare the minutes of the meeting. Within five (5) days of the next meeting the Administrative Assistant shall mail the minutes of the previous meeting along with the agenda for the next regular meeting to each member of the Board.

E. Open Meetings

All meetings of the Board shall be open to the public unless, consistent with the requirements of the Arkansas Freedom of Information Act, a meeting is closed to the public for the consideration of personnel matters. Should any decision be made during an executive session, the Board must reconvene in public session for official action. A.C.A. 25-19-106.

F. Committees

1. Standing Committees. The Board shall establish an Academic Affairs Committee and a Finance Committee, each to consist of membership of the full board. Each committee

shall select a Chair from the membership of the committee to serve a one-year term. The Academic Affairs Committee shall consider matters concerning academic personnel, academic programs, and faculty and student appeals. Any proposal considered by the Academic Affairs Committee with respect to the College academic program shall have first been reviewed by the Instructional Affairs Committee of the College and the President. The Finance Committee shall consider matters concerning the budget, audit report review, construction, bond issues, non-academic personnel and staff appeals, contracts, and real and personal property.

2. Special Committees. Special committees may be appointed by the Chair of the Board. Special committees shall cease to exist when their functions have been discharged. However, every special committee shall cease to exist one (1) year after the date of its creation, unless continued by affirmative action of the Board.
3. The agenda for any meeting shall be mailed to each member of the committee at least five (5) days in advance of the committee meeting. Public notice as required by the Arkansas Freedom of Information Act shall be given of all meetings.
4. The Board shall select two from among its members to serve on the College Foundation Board of Directors serving staggered two-year terms such that one member will need to be appointed annually.

AUTHENTICATION (Signature):		COPP
_____	5/25/10	
President	(Date)	1.21