

**TEACHERS COLLEGE OF SAN JOAQUIN
GOVERNING BOARD
BY-LAWS**

Article I: Name

The official name of this organization is the Teachers College of San Joaquin (TCSJ) Governing Board.

Article II: Board Authority and Responsibilities

The TCSJ Governing Board shall exercise institutional authority over the college as set forth in these bylaws and in such other policy documents it deems to be appropriate. This authority, in consultation with the TCSJ President, shall include but shall not be limited to these illustrative functions:

1. Have a collaborative role, with the San Joaquin County Superintendent of Schools (County Superintendent), in the process of hiring, evaluating and the termination of the TCSJ President.
2. Determine and periodically review the mission and purposes of the college.
3. Review and approve changes by the TCSJ President in the academic programs and other major enterprises of the college consistent with the mission, plans and financial resources of the college.
4. Approve the annual budget and annual tuition and fees. Regularly monitor the financial condition of the college.
5. Approve policies that contribute to the best possible environment for students to learn and develop their abilities and that contributes to the best possible environment for the faculty to teach. These policies include the protection of academic freedom.
6. Authorize the award of honorary degrees.
7. Serve actively as advocates for the college in appropriate matters of public policy in consultation with the TCSJ President and other responsible parties as the board shall determine.

Article III: Board Membership

The TCSJ President and Dean will attend the TCSJ Governing Board meetings as ex officio members.

Section 1: Composition

The TCSJ Governing Board shall consist of nine trustees whose terms shall be staggered.

The TCSJ Governing Board is considered “independent” where a majority of trustees do not have interests that might impair their independent decision-making, create multiple and potentially conflicting relationships, or result in competing loyalties.

Section 2: Terms of Office

The term of office for TCSJ Governing Board trustees shall be four years. Trustees may serve on the TCSJ Governing Board for a maximum of three four-year terms. Initially, three trustees will serve a two-year term, three trustees will serve a three-year term, and three trustees will serve a four-year term. Trustee terms shall be determined by drawing lots at the first TCSJ Governing Board meeting. Trustees serving an initial two-year or three-year term are eligible to serve additional three four-year terms.

Upon the recommendation of the Board, renewal of trustees for an additional second or third term will be forwarded to the County Superintendent for approval.

Section 3: Selection

A matrix of desired characteristics shall be used in the selection of trustees. All prospective trustees shall go through the TCSJ Governance Committee for vetting, then forwarded to the TCSJ Governing Board. The final slate of prospective trustees shall be given to the County Superintendent, who shall give the final approval of appointment. Each trustee shall have a term of office.

Section 4: Evaluation

The trustees shall complete an annual self-evaluation reflecting on their role as a trustee to commence June 2016. In addition, every other year, the trustees shall assess their effectiveness of how the Board functions as a whole. The President or designee will conduct these evaluations. Results of the self-assessments may serve to identify how well the trustees and Governing Board are functioning, can enhance board performance, as well as improve and/or strengthen communication between the Board, the President, and the college’s stakeholders.

Section 5: Resignations

Trustees wishing to resign shall send a written letter notifying the Board Chair of their resignation. The Governing Board will fill the vacancy due to resignation, using the same procedures outlined in the “Selection” of trustees. The new trustee will assume the term of office that the resigning trustee held.

Article IV: Meetings

All meetings of the TCSJ Governing Board shall be open to the public, with the exception of closed sessions as provided by law.

Section 1: Regular Meetings

The TCSJ Governing Board shall adopt a yearly calendar specifying the date, time and place of each regular meeting. The TCSJ Governing Board shall hold meetings during the months of September, December, March, and June. Meetings shall be held at the TCSJ campus. A special meeting may be called by the Board Chair and TCSJ President and shall be held at such time and place as is set forth in the notice of the special meeting.

At least 72 hours prior to a regular meeting, the agenda shall be posted at one or more locations freely accessible to members of the public. No action shall be taken on any item not appearing on the posted agenda, except as allowed by law.

Section 2: Meeting Conduct

The TCSJ Governing Board desires to conduct its meetings effectively and efficiently. All TCSJ Governing Board meetings shall begin on time and shall be guided by an agenda prepared and delivered in advance to all TCSJ Governing Board trustees and other designated persons.

Section 3: Parliamentary Procedure

TCSJ Governing Board meetings shall be conducted by the Board Chair in a manner consistent with adopted TCSJ Governing Board Bylaws and generally accepted parliamentary procedures.

Section 4: Quorum

A majority of the number of filled positions on the TCSJ Governing Board constitutes a quorum.

Unless otherwise provided by law, affirmative votes by a majority of the TCSJ Governing Board trustees are required to approve any action under consideration, regardless of the number of trustees present.

Section 5: Abstentions

The TCSJ Governing Board recognizes that when no conflict of interest requires abstention, trustees have a duty to vote on issues before them. When a trustee abstains because of a conflict of interest or for any other reason, his/her abstention shall be considered to concur with the action taken by the majority of those who vote, whether affirmatively or negatively.

Section 6: Public Participation

Because the TCSJ Governing Board has a responsibility to conduct TCSJ business in an orderly and efficient way, the following procedures shall regulate public presentations to the TCSJ Governing Board.

1. The TCSJ Governing Board shall give members of the public an opportunity to address the Board either before or during the consideration of each agenda item.

2. At a time so designated on the agenda, members of the public may bring matters that are not listed on the agenda of a regular meeting before the Governing Board. The Board may refer such a matter to the Board Chair or designee or take it under advisement, but shall not take action at that time. The matter may be placed on the agenda of a subsequent meeting for action or discussion by the Board.
3. A person wishing to be heard by the Board shall first be recognized by the Board Chair. (S)he shall then identify himself/herself and proceed to comment as briefly as the subject permits.
4. Individual speakers shall be allowed three (3) minutes to address the Board. The Board Chair may limit the total time for each agenda item to fifteen (15) minutes.
5. With Board consent, the Board Chair may modify the time allowed for public presentation or may rule on the appropriateness of a topic. If the topic would be more suitably addressed at a later time, the Board Chair may indicate the time and place when it should be presented.
6. The TCSJ Governing Board shall not consider charges or complaints against any employee as TCSJ staff members are employees of the County Superintendent, and not the TCSJ Governing Board as set forth in Article XIII.
7. No disturbance or willful interruption of any Board meeting shall be permitted. Persistence, by an individual or group, shall be grounds for the Board Chair to terminate the privilege of addressing the Board. The Board may remove disruptive individuals and order the room cleared if necessary; in this case, further proceedings shall concern only matters appearing on the agenda.

Section 7: Special Meetings

Special meetings of the TCSJ Governing Board may be called by the Board Chair, TCSJ President, or a majority of the Board members.

Notice of special meetings shall be received at least 24 hours before the meeting by all TCSJ Governing Board trustees, the President, and local media who have requested such notice in writing. This notice shall be posted at least 24 hours before the meeting in a location freely accessible to the public. This notice shall specify the time and place of the meeting and the business to be transacted; no other business shall be considered at these meetings.

Section 8: Emergency Special Meeting

The TCSJ Governing Board may hold a special meeting without complying with the 24-hour notice requirement in the case of an emergency situation. An emergency situation means:

1. A work stoppage or other activity which severely impairs public health, safety, or both, as determined by a majority of the members of the TCSJ Governing Board.
2. A crippling disaster which severely impairs public health, safety, or both, as determined by a majority of the members of the TCSJ Governing Board.

The TCSJ Governing Board Chair or President (or designee) shall give notice of the emergency special meeting to the local media by telephone one hour before the meeting. If telephone services are not functioning, the notice requirement of one hour is waived. As soon after the meeting as possible, the TCSJ Governing Board shall notify the local media that the meeting was held and shall describe the purpose of the meeting and any action taken by the Board.

No closed session may be held during an emergency special meeting. All other rules governing special meetings shall be observed, with the exception of the 24-hour notice requirement. The minutes of the meeting, a list of persons the Board Chair or President (or designee) notified or attempted to notify, a copy of the roll call vote, and any actions taken at the meeting shall be posted for at least ten days in a public place as soon after the meeting as possible.

Section 9: Adjourned Meetings

A majority vote by the TCSJ Governing Board may adjourn any meeting to a later time and place, which shall be specified in the order of adjournment. Within 24 hours after a meeting has been adjourned to a later time, a copy of the order of adjournment shall be posted at the meeting site.

If no trustees are present at any regular or adjourned regular meeting, the Board Secretary may declare the meeting adjourned to a later time and shall give notice in the same manner required for special meetings.

Section 10: Annual Organizational Meeting

The TCSJ Governing Board shall hold an annual organizational meeting (September) within the time limits prescribed by law. The TCSJ Governing Board shall have procedures to select, nominate, remove, and replace Board trustees conforming to the principles of independence.

At this meeting the TCSJ Governing Board shall:

1. Elect a Chair/Vice-Chair from its trustees.
2. Authorize signatures.
3. Develop a TCSJ Governing Board calendar for the year.

Once a Chair has been elected, he/she shall;

4. Appoint a Secretary to the Board.
5. Appoint Committee Chairs and assign various Board trustees to committees.

Section 11: Construction of Agenda

The TCSJ President or designee shall work with the Board Chair in preparing an agenda for each meeting of the Governing Board. Any trustee may place an item on the agenda no later than

fourteen (14) days before the scheduled meeting date. The Board Chair or TCSJ President may add an item to the agenda no later than 72 hours prior to the scheduled meeting.

All agendas shall include the meeting time and place and description of each business item to be transacted or discussed. All agendas shall be posted as required by law.

Section 12: Video Teleconferencing

The TCSJ Governing Board may use video teleconferences for board meetings when receiving public comment, testimony, and during Board deliberations. Agendas shall be posted at all video conference locations.

The TCSJ President (or designee) may assign personnel to monitor each video teleconference location and to facilitate public participation in the meeting.

Article V: Officers

Section 1: Chair

The TCSJ Governing Board meetings shall be facilitated by the Board Chair, who shall be elected by the Board trustees. Term of service shall be for one year and the Board Chair will be eligible for a second year. The Board Chair has the right to vote on all questions, appoint committee chairs and vice-chairs, determine the composition of all board committees, ad hoc committees and subcommittees, and otherwise serve as spokesperson for the board, be an ex officio member of all other standing committees of the board, and have other duties as the board may prescribe from time to time.

Section 2: Vice-Chair

The Board Vice-Chair shall be elected by TCSJ Governing Board. In the absence of the Board Chair, the Vice-Chair shall perform all duties, including presiding at board meetings. He or she shall have other powers and duties as the board may prescribe from time to time.

Section 3: The President

The TCSJ President, an employee of the County Superintendent, shall serve as the chief executive officer of the college and the chief advisor to the TCSJ Governing Board. The President is responsible for leading the college, implementing all policies, keeping the Board informed on appropriate matters, consulting with the Board in timely fashion on matters appropriate to policy-making and fiduciary functions, and serving as the key spokesperson for the college. He or she (or designee) has the authority to execute all documents on behalf of the college and the TCSJ Governing Board, except those authorities to the Board, consistent with Board policies and the best interests of the college. The President serves as an ex officio member of all Board committees.

1. Hiring and Selection of President

The TCSJ Governing Board will collaborate with the County Superintendent in the presidential search process. The County Superintendent, following all San Joaquin County Office of Education (SJCOE) policies and procedures, selects the TCSJ President in consultation with the TCSJ Governing Board.

2. Evaluation of President

The County Superintendent will develop the evaluation of the TCSJ President, in consultation with the TCSJ Governing Board. The County Superintendent and Board Chair will present the evaluation to the TCSJ President.

3. Termination of the President

In the event that the TCSJ Governing Board requests the termination of the TCSJ President, the request is forwarded to the County Superintendent for review and final action.

In the event the County Superintendent initiates action to terminate a TCSJ President, the TCSJ Governing Board shall be consulted.

Section 4: Secretary

The TCSJ Governing Board meetings shall be facilitated by the Board Chair, who shall be elected by the board trustees. The Board Secretary shall ensure the TCSJ Governing Board is acting in accordance with these bylaws, bylaw amendments are promptly made as necessary, minutes of board and committee meetings are accurate and promptly distributed, meetings are properly scheduled, trustees are notified thereof, and board policy statements and other official records are properly maintained. The Board Secretary shall be appointed by the Board Chair. The Board Secretary shall perform other duties as prescribed from time to time by the TCSJ Governing Board, the Board Chair, and the TCSJ President.

Article VI: Committees

The primary duty of the TCSJ Governing Board is to establish and review institutional policy, not to manage the instructional processes. Much of this work is carried out in committees. The TCSJ Governing Board shall establish such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. The four (4) standing committees of the TCSJ Governing Board shall be: Finance, Audit, Academic Affairs, and Governance. The Finance Committee will oversee the financial affairs of TCSJ and develop a thorough understanding of how the institution is financially supported. The Audit Committee will provide oversight of the institutional financial practices and standards of conduct. The Academic Affairs Committee shall review academic policies and quality that fulfill institutional mission. The Governance Committee is responsible for establishing and maintaining standards of board conduct, developing and facilitating trustee recruitment, recommending a slate of officers for board approval, ensuring that trustees have adequate orientation and ongoing education, assessing the

performance of the TCSJ Governing Board and each trustee, and periodically reviewing and ensuring compliance with these bylaws and other board policies.

Section 1: Committee Membership

Each committee will have a minimum of five members. At least three members will be from the TCSJ Governing Board and the other two members may be from: TCSJ staff, SJCOE staff, or a community member. Trustees shall constitute a majority on all committees. All appointments will be made at the annual organization meeting. Each committee shall have a chair and vice-chair, who shall serve for one year and will be eligible for a second year.

Article VII: Trustee Orientation

The TCSJ Governing Board and the TCSJ President (or designee) shall provide in-service training to help each new trustee understand TCSJ operations, the functions of the TCSJ Governing Board, and policies and procedures as soon after appointment as possible. Incoming trustees shall receive informational materials on the function of the TCSJ Governing Board, the school system, attend board meetings, meet with the TCSJ President (or designee) and Board Chair, receive a copy of the TCSJ policies, and visit TCSJ facilities.

Article VIII: Legal Protection (Liability Insurance)

The TCSJ Governing Board shall provide liability insurance necessary to protect trustees, officers, and employees from any judgment resulting from suits brought against them. The insurance shall cover claims in such matters as civil rights actions, negligence, or other acts resulting in accidental injury to any person or property damage in or out of the school buildings while the above-named insured are acting within the scope of their employment and/or under the direction of the TCSJ Governing Board.

Article IX: Conflict of Interest

Trustees do not have a direct or indirect financial or other interest that may benefit him/her. This includes:

1. Trustees shall not be employees of the institution.
2. Trustees shall not be shareholders or owners of the institution.
3. Trustees are not persons with an ownership or investment interest in any entity that has transactional or other arrangements with the institution.
4. Trustees are not persons with a contractual or compensated relationship with the institution.
5. Trustees are not appointed to the board by another entity with which they have ties.

The TCSJ Governing Board and designated employees shall adhere to the SJCOE Conflict of Interest Code adopted pursuant to the provisions of Government Code 87300 as set forth in SP 2300.

SJCOE Conflict of Interest Code shall comprise the terms of the California Code of Regulations, Title 2, 18730 and any amendments to it duly adopted by the Fair Political Practices Commission, together with SJCOE attachments specifying designated positions and disclosure categories.

The TCSJ Governing Board and designated employees shall submit statements of economic interests to SJCOE in accordance with requirements of the Conflict of Interest Code. These statements shall be filed pursuant to Government Code 87500.

The TCSJ Governing Board, or trustee(s), shall not have financial interest in any contract entered or approved in their capacity as trustees.

The TCSJ Governing Board, or trustee(s), shall not be deemed to be financially interested in a contract if he/she has only a remote interest in the contract. A remote interest shall be any of those defined in Government Code 1091, including the interest of a parent in the earnings of his/her minor child.

A trustee who has a remote interest in any contract considered by the TCSJ Governing Board shall disclose his/her interest during a meeting and have this disclosure noted in the official minutes. The affected trustee shall not vote or debate on the matter or attempt to influence any other trustee to enter into the contract.

A trustee shall not be considered to be financially interested in a contract if any of the exceptions set forth in Government Code 1091.5 apply.

A trustee shall not be deemed to be financially interested in a contract between the trustee's spouse and TCSJ provided the contract concerns the same employment as that held by the employee when the employee's spouse became a trustee, and provided the trustee's spouse has been employed by TCSJ in that same position for at least one year prior to the trustee's election or appointment.

Trustees shall not engage in any employment or activity that is inconsistent with, incompatible with, in conflict with, or inimical to the trustee's duties as an officer of TCSJ.

Article X: Adoption/Amendment of Bylaws

The TCSJ Governing Board shall adopt these bylaws to govern the internal operations of the Board. When the need for a new bylaw or modification of an existing bylaw specific to TCSJ is recognized, the TCSJ President shall draft a new or modified bylaw for consideration by the Board.

Bylaws may be adopted and amended by a majority vote of all trustees of the Board.

Article XI: Reimbursement of Expenses

The TCSJ Governing Board shall be reimbursed for all expenses incurred in attending meetings or conferences, and for use of privately owned automobiles in the discharge of necessary official duties pursuant to the policies and procedures of SJCOE.

Article XII: Compensation

The TCSJ Governing Board shall not receive compensation for services other than any compensation that they may receive as a result of being members of the San Joaquin County Board of Education.

Article XIII: Employees

All faculty, staff, and administration of TCSJ are employees of the County Superintendent.