

BYLAWS

Board of Regents Del Mar College District

I. BOARD DUTIES AND RESPONSIBILITIES

- A. The Board, composed of lay members, shall exercise the traditional and time-honored role as it has evolved and shall constitute the keystone of the governance structure. In this regard, the Board:
1. Is expected to preserve institutional independence and to defend its right to manage its own affairs through its chosen administrators and employees.
 2. Shall enhance the public image of the College.
 3. Shall interpret the community to the College and interpret the College to the community.
 4. Shall nurture the College to the end that it achieves its full potential within its role and mission.
 5. Shall provide for financial resources to support adequately the institutional goals.
 6. Shall appoint the President of the College.
- B. The Board is composed of nine members who are elected for six-year terms in accordance with state and federal statutes. Elections are held on the first Tuesday after the first Monday in November of even-numbered years, at which time three members are elected. The presiding officer, the president, and other Board officers are elected by the membership of the Board. When a vacancy occurs on the Board of Regents, the Board shall fill the unexpired term in accordance with the guidelines shown below.
1. The candidate for regent must be a registered voter who resides within the College District. In the case of a single-member district vacancy, the candidate must be a resident of that district.
 2. The Board shall announce the vacancy through the news media, including minority-language. In addition, the vacancy should be announced to interested agencies and individuals.

3. The Board shall determine the period for responding to the announcement, the time being at least two weeks.
 4. Persons interested in being appointed to the Board shall submit a resume and support documents to the President of the College.
 5. The Board of Regents shall review the resumes and select a number of candidates to be interviewed.
 6. The Board of Regents shall interview the applicants and make a selection.
- C. The Board possesses and exercises its authority and duties as a collective body. Unless specifically authorized by prior action of the Board, no individual member may speak, obligate, or exercise authority in the name of the Board.
 - D. The Board functions within the framework of laws, court decisions, attorney general's opinions, and similar mandates and restrictions from external sources. It performs functions as specified by applicable laws and regulations.
 - E. The Board formulates policies and delegates to the President of the College the function of administering policies and regulations. The Board is not involved in administrative details, but review of administrative procedures and regulations may be undertaken if necessary to the function of policy formulation. In the absence of appropriate policy, the President of the College may need to make decisions and exercise authority, but such actions are subject to subsequent review by the Board for determination as to the need for a policy statement.
 - F. General admission policies shall be established by the Board upon recommendation of the administration.
 - G. The Board is responsible for deciding the size and character of the student body.
 - H. Board members may be removed from office according to Texas Constitution, Article V, Section 24; Local Government Code 87.011, 87.012, 87.013, 87.031; Education Code 4.35(b) as currently stated or as amended in the future.
 - I. If citizens bring a concern or complaint to an individual Board member, he or she shall refer them to the College President or designee, who shall proceed according to appropriate Board policy. This does not restrict the Board member from bringing the concern or complaint to the Board of Regents.

II. OFFICERS

- A. Officers of the Board of Regents shall be a President, Vice President, Secretary, Assistant Secretary, Parliamentarian and other officers as deemed necessary.

- B. Any officer of the Board may be removed for cause by resolution of a majority of the Board at a regular monthly meeting.
- C. The term of office for each officer shall be two years with no limit as to the number of terms which may be served.
- D. Election of officers shall be conducted each two years at the meeting of the Board following the election of members to the Board of Regents. Election of officers shall occur immediately following the swearing in of those elected to the Board. The election shall be conducted in such manner as agreed upon by the members of the Board.
- E. The duties of the officers shall be as follows:
 - 1. President of the Board
 - a. Preside at meetings.
 - b. Appoint committees.
 - c. Sign official documents as required by statute or Board policy.
 - d. Such additional functions as may be specified by the Board.
 - 2. Vice President
 - a. Perform the duties of the President in the absence of the President.
 - b. Such additional functions as may be specified by the Board.
 - 3. Secretary of the Board
 - a. Preside at the meetings in the absence of the President and Vice President.
 - b. Sign official documents as required by statute or Board policy.
 - c. Such additional functions as may be specified by the Board.
 - 4. Assistant Secretary of the Board
 - a. Perform the duties of the Secretary in the absence of the Secretary.
 - b. Such additional functions as may be specified by the Board.
 - 5. Parliamentarian
 - a. Assist in decorum issues.
 - b. Such additional functions as may be specified by the Board.
- F. If a vacancy should occur in any office, a replacement for the remainder of the unexpired term shall be selected by an election held by the remaining members of the Board.

III. COMMITTEES OF THE BOARD

- A. Standing committees shall consist of the Buildings and Grounds Committee, the Finance Committee, the Student and Academic Issues Committee, the Audit Committee, the Legislative Committee, the Investment Committee, the Advancement & Community Relations Committee, the Mission and Long-Range Planning Committee, the Ethics Committee, and the Policy Review Committee. These committees shall have such authority as conferred by the Board. The duties of these committees are as follows:
1. Advancement & Community Relations Committee: The Advancement and Community Relations Committee of the Del Mar College Board of Regents shall review and recommend for Board of Regents' action the College's institutional advancement goals and objectives for its development and community relations initiatives as they relate to furthering the College's Master Plan and compliance with other Board Policies. This Committee also fulfills a liaison role between Del Mar College and the community it serves.
 2. Audit Committee: The Audit Committee, as appointed by the Board of Regents, shall receive and review the annual audit report prior to recommending action to the Board of Regents. The Audit Committee is authorized to solicit and review proposals from interested accounting firms and to make a recommendation for Board of Regents' action.
 3. Buildings & Grounds Committee: The Buildings and Grounds Committee, comprised of all members of the Board of Regents, is authorized by the Board to formulate and carry out policies and procedures involving master planning and developing, including needs assessment, construction and other capital improvement projects, budget requirements, acceptance of bids and awarding of contracts, major change orders, and acceptance of completed projects. The Buildings and Grounds Committee is authorized to select and contract with the planning and coordinating architect, project architects and engineers, and/or other professional and technical personnel as needed.
 4. Ethics Committee: The Ethics Committee of the Board of Regents shall receive and review recommendations by the administration regarding new and/or modified Board policy statements concerning issues of ethics, decorum, and/or codes of conduct. The Ethics Committee shall draft recommendations for new and/or modified Board policy statements and Board Bylaws regarding ethics, decorum, and/or codes of conduct, as needed, for the Board's consideration and approval.

5. Finance Committee: The Finance Committee, comprised of all members of the Board of Regents, is authorized by the Board to formulate and carry out policies and procedures involving business and financial matters of the College district. The Committee is responsible for the development and approval of the College's operating and debt service budgets. Through the committee structure, it receives and monitors financial activity of the College.
6. Investments Committee: The Investment Committee of the Board of Regents is authorized by the Board to formulate and review the investment of district funds. It is responsible for development and recommendations of an investment policy in compliance with the Public Funds Investment Act for the Board's approval.
7. Legislative Committee: The Legislative Committee of the Board of Regents shall monitor the development of new legislation and propose changes to existing legislation which affect the College, recommend legislative positions for Board consideration, and suggest strategies to support the legislative priorities and positions adopted by the Board.
8. Mission & Long-Range Planning Committee: The Mission & Long-Range Planning Committee of the Board of Regents shall serve as liaison members to the Council on Planning and Institutional Effectiveness and shall receive and review recommendations by the Council regarding the Mission Statement and the Strategic Plan of the College prior to recommending action to the Board of Regents.
9. Policy Review Committee: The Policy Review Committee of the Board of Regents shall receive and review recommendations by the administration regarding new and/or modified Board policy statements not covered for review by any other Board Committee. The Policy Review Committee shall draft, for the Board's consideration, new and/or modified Board policy statements, as needed.
10. Student & Academic Issues Committee: The Student and Academic Issues Committee of the Board shall receive and review recommendations by the administration and propose new and/or modified policy statements affecting students or instructional programs; data and information that may directly impact student services or instructional program offerings; and consideration of changes or additions to the Academic Master Plan. The Student and Academic Issues Committee shall forward their recommendations for the Board of Regents' approval.

- B. Temporary committees may be established by the President.
- C. The President is authorized to appoint committee members and to designate the chairpersons of the committees.
- D. Committees may establish their own procedures for conducting business.

IV. MEETINGS

- A. Regular meetings of the Board shall be held at 1:00 p.m. on the second Tuesday of each month.
- B. Unless directed by the President of the Board, meetings shall be held on one of the campuses of Del Mar College.
- C. Without necessitating an amendment to the Bylaws, the Board President may make a temporary change of time, date or location of the regular meeting.
- D. Items may be placed on the agenda for meetings of the Board by the President of the Board, the President of the College, or by written request of a member of the Board with concurrence provided from a second Board member by telephone, fax, email, or in writing to the College President. The request shall be sent to the President of the Board of Regents.
- E. Called or emergency meetings may be held if essential. The time, date, and location shall be determined by the President of the Board or, in the event of his/her absence, the next available officer of the Board.
- F. Notice of Meetings:
 - 1. Regular Meetings: Notice of regular meetings shall be deemed adequate by depositing the same in a government receptacle enclosed in a sealed envelope plainly addressed to such member at his last known mailing address at least forty-eight (48) hours before such meeting is to take place.
 - 2. Emergency Meetings: Telephone notice of emergency meetings shall be deemed adequate notice if given at least four hours before the meeting, although longer notice supplemented by mail notification should be given if possible.

V. ORDER OF BUSINESS

- A. Call to Order
- B. Quorum Call

- C. Moment of Silence
- D. Pledge of Allegiance
- E. Recognition, Awards, and Innovation
- F. Public Comments
- G. Committee Reports
- H. Regents' Reports and Comments
- I. Staff Reports and College President's Comments
- J. Items for Discussion and Possible Action
- K. Calendaring

VI. CITIZEN PARTICIPATION

The Board of Regents shall solicit the advice and counsel of citizens in planning and operating the College. Meetings of the Board of Regents shall be open to the public. Citizens who wish to present any matter of concern to the College shall register at the door immediately prior to the meeting and indicate whether or not their comments pertain to items for action on the agenda. These shall come under Public Comments and will not exceed the time specified by the presiding officer. These comments will be heard before action is taken.

VII. RULES OF ORDER

The latest edition of *Robert's Rules of Order* shall govern the Board in its deliberations, except where it is inconsistent with these Bylaws or any applicable law. All members of the Board may vote on matters to be decided by the Board unless excused by law.

VIII. MINUTES OF PROCEEDINGS

- A. Minutes of proceedings of the Board of the previous meeting shall be mailed or delivered to the members before the time of the next regular meeting.
- B. The minutes of the preceding meeting(s) shall be approved by the Board and signed by the President and the Secretary.
- C. The official minutes shall be bound and kept in the administrative offices of the College.

IX. STATEMENT OF ETHICS

Each member of the Board will strive to improve higher education and, to that end, shall adhere to the following ethical standards:

- A. Attend all regularly scheduled Board meetings insofar as possible, and become informed concerning issues to be considered at those meetings.
- B. Work with other Board members to establish effective Board policies and to delegate authority for the administration of the College to the President of the College.
- C. Make policy decisions only after full discussion at publicly held Board meetings.
- D. Render all decisions based on the available facts and independent judgment, and refuse to surrender that judgment to individuals or special interest groups.
- E. 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.
- F. Communicate to other Board members and the President of the College expressions of public reaction to Board policies and College programs.
- G. Become informed about current educational issues by individual study and through participation in programs providing needed information, such as those sponsored by the American Association of Community Colleges, the Association of Community College Trustees, and the Hispanic Association of Colleges and Universities.
- H. Support the employment of those persons best qualified to serve as College staff and insist on a regular and impartial evaluation of all staff.
- I. Take no private action that will compromise the Board or administration and respect the confidentiality of information that is privileged under applicable law.
- J. Remember always that the first and greatest concern must be the educational welfare of the students attending the College.
- K. Engage in no activity that could create a conflict of interest.
- L. Refrain from using the Board position for personal or partisan gain.

- M. Bring about desired changes through legal and ethical procedures, upholding and enforcing all applicable statutes, regulations, and court decisions pertaining to community colleges.
- N. Work with other Board members to establish effective policies and practices, prohibiting unlawful discrimination, including conduct that constitutes sexual harassment.

X. RULES OF DECORUM

In order to orderly conduct the business of the College, and to properly discharge its duty, the Board of Regents must hear in many instances a variety of differing view points. To obtain all relevant information from differing viewpoints, rules of decorum are necessary. Thus, the Board of Regents adopts the following rules to assist in the orderly deliberation of matters affecting the College and its constituents.

- A. No Board Member, staff person, faculty, or members of the audience shall use abusive or defamatory language or gestures or make personal attacks against any member of the faculty, staff, Regents, or the public at any Board meeting.
- B. While the Board of Regents is in session there shall be:
 - 1. Adherence to Board policy prohibiting smoking of tobacco and other products in College facilities (B5.39);
 - 2. Adherence to Board policy prohibiting drugs and/or alcohol on campus (B5.40.6);
 - 3. No propping of feet on tables or chairs;
 - 4. No loud noises, talking, shouting, etc.;
 - 5. No demonstrating for or against the Board or any speaker, issue, or presentation by applause, booing, hissing, foot stomping, parading, singing, or other disruptive inappropriate behavior.
- C. Demonstrations shall not be permitted while the Board is in session, including marches, chanting, picketing, any other coercive, argumentative, political, and/or disruptive behavior of any kind.
- D. Political advertisements of any type, banners, placards, signs, or posters are prohibited. This prohibition does not prohibit maps, photographs, drawings, plats, architectural, or artist renditions, or conceptualization, charts, graphs, slides, motion pictures, video displays, statistical displays, or other material useful and necessary to a presentation. The Board of Regents, by majority vote, shall make the final determination on whether particular material is useful and necessary. This determination shall be final.

- E. Individuals shall present their views to the Board during Public Comments in a factual, precise presentation. Questions shall be addressed to the Board president or presiding officer. Loud, boisterous, profane, or obscene language or behavior is not allowed.
- F. In addressing the Board under Public Comments, members of the audience shall rise, go to the podium, and remain standing while addressing the Board. They shall remain at the podium and speak into the microphone for the recording of the proceedings and begin by giving their full name and affiliation to the College, if any. The public shall not approach the Regents table except with permission or request of the Board president or presiding officer.
- G. All remarks shall be addressed to the Board and not to the Regents as individuals.
- H. Regents and College staff shall be prompt in all sessions of the Board and in the dispatch of the College business. Time limitations imposed by the Board president or presiding officer on presentations shall be strictly enforced.
- I. Regents, faculty, College staff, and members of the audience shall be courteous, polite, concise, and respectful of one another, and shall respect the letter and spirit of these rules so that the Board may fairly hear all sides of an issue and, by due deliberation, act in the best interest of the College.

XI. AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting of the Board by majority vote of the members of the Board.

Adopted by the Board of Regents
Regular Meeting - April 4, 1978

Amended by the Board of Regents
Regular Meeting - May 11, 1982

Amended by the Board of Regents
Regular Meeting - November 9, 1982

Amended by the Board of Regents
Regular Meeting - September 11, 1984

Amended by the Board of Regents
Regular Meeting - September 13, 1988

Amended by the Board of Regents
Regular Meeting - March 13, 1990

Amended by the Board of Regents
Regular Meeting - September 14, 1999

Amended by the Board of Regents
Regular Meeting – February 5, 2002
Edited Statement of Ethics

Amended by the Board of Regents
Regular Meeting – March 12, 2002
Added Rules of Decorum

Amended by the Board of Regents
Regular Meeting – June 4, 2002
Revision to Section IB, III, IV, V & VI

Amended by the Board of Regents
Regular Meeting – January 21, 2003
Revision to Committees Names

Amended by the Board of Regents
Regular Meeting – February 18, 2003
Added Committees Charges

Amended by the Board of Regents
Called Meeting – June 17, 2003
Revision to Placing Items on Agenda

Amended by the Board of Regents
Called Meeting – November 23, 2004
Revision to Officers and Order of Business