



February 25, 2022

NOTICE OF COMMITTEE MEETING

The Called Meeting of the Ad Hoc Bylaws Committee of the Del Mar College District Board of Regents will convene at **4:30 p.m., March 1, 2022**, at the Center for Economic Development, 3209 S. Staples, Room 106, Corpus Christi, Texas.

CALL TO ORDER

QUORUM CALL

MOMENT OF SILENCE

PLEDGE OF ALLEGIANCE

DMC VISION STATEMENT: *Del Mar College will be the premier choice of life-changing educational opportunities, provided by responsive, innovative faculty and staff who empower students to improve local and global communities.*

Del Mar College is streaming live audio and video from the official Ad Hoc Bylaws Committee meeting on the College's website in real-time, with the exception of portions of the meeting considered as "closed session" by statute.

GENERAL PUBLIC COMMENTS (Non-Agenda Items) - 3-minute time limit

- Specific public comments will be allowed on agenda items prior to action by the Board.
- General Public Comments may be moved on the agenda at the discretion of the Board Chair and as an accommodation to those in attendance.
- Pursuant to the Texas Open Meetings Act, the College is limited in responding to public comments or inquiries as follows:
 1. Provide a statement of specific factual information in response to an inquiry.
 2. Recite existing policy in response to an inquiry.
 3. Propose placing the subject of the inquiry on the agenda for a subsequent meeting.

(Tex. Govt. Code Section 551.042)

ITEMS FOR DISCUSSION AND POSSIBLE ACTION:

1. Approval of Minutes:
Called Meeting, August 25, 2021
2. Continuation of Committee Review and Deliberation.....Ms. Libby Averyt
 - a. Review of Committee Charter, including Statement of Purpose and Specific Goals
 - b. Continued review of current Bylaws and Code of Ethics
 - c. Review of proposed Policy amendments
 - d. Consideration of Board input and recommendations
 - e. Additional Business
3. CLOSED SESSION pursuant to:
 - A. TEX. GOV'T CODE § 551.071: (Consultation with legal counsel), regarding pending or contemplated litigation, or a settlement offer, and the seeking of legal advice from counsel, with possible discussion and action in open session.

ADJOURNMENT

PUBLIC NOTICE is given that the Ad Hoc Bylaws Committee may elect to go into executive session at any time during the meeting in order to discuss matters listed on the agenda, when authorized by the provisions of the Open Meetings Act, Chapter 551 of the Texas Government Code.

Item 1

**MINUTES OF THE CALLED MEETING
OF THE AD HOC BYLAWS COMMITTEE
OF THE BOARD OF REGENTS OF THE DEL MAR COLLEGE DISTRICT**

August 25, 2021

The Called Meeting of the Ad Hoc Bylaws Committee of the Del Mar College District convened at the Isensee Board Room, Del Mar College, Corpus Christi, Texas at 4:30 p.m. on Wednesday, August 25, 2021, by video and/or teleconference.

Due to health and safety concerns related to the Coronavirus Pandemic Crisis, this meeting was conducted by video and/or teleconference and was conducted in accordance with guidance from the Texas Governor's Office and the Texas Attorney General's Office. Provisions were made for the public to participate in this meeting with public comments via livestream and/or telephonically.

The following were present:

From the Board:

Ms. Libby Averyt and Dr. Laurie Turner.
Ms. Susan Hutchinson attended via videoconference.

From the College:

Mr. Augustin Rivera, Jr., General Counsel; Ms. Tammy McDonald, Vice President of Administration and Human Resources; Dr. Natalie Villarreal, Executive Director of Governmental & Board Relations; and Ms. Delia Perez, Executive Administrative Assistant/Board Liaison, and other staff and faculty.

CALL TO ORDER QUORUM CALL/MOMENT OF SILENCE/PLEDGE OF ALLEGIANCE/VISION STATEMENT

Ms. Averyt called the meeting to order with a quorum present. She requested a moment of silence followed by the Pledge of Allegiance and Del Mar College Vision Statement.

PUBLIC COMMENTS – The public was given the opportunity to provide public comments (both general and specific to any agenda item) by calling a toll-free phone line prior to the Board meeting and registering with their name and subject of public comment.

There were no public comments made for this meeting.

ITEMS FOR DISCUSSION AND POSSIBLE ACTION:

- 1. Approval of Minutes:**
Called Meeting, July 29, 2021

Regent Hutchinson made a motion to approve the July 29, 2021, meeting minutes. Regent Turner seconded the motion. There was no further discussion from the Board. There were no public comments. A voice vote was taken with Regents Averyt, Hutchinson, and Turner in favor. The motion carried unanimously, 3-0.

2. Continuation of Committee Review and Deliberation.....Ms. Libby Averyt, Chair

- a. Review of Committee Charter, including Statement of Purpose and Specific Goals
- b. Continued review of current Bylaws and Code of Ethics
- c. Review of peer and other Bylaws, Policies, and “Best Practices”
- d. Consideration of Board input and recommendations
- e. Additional Business

Regent Averyt began the meeting by stating the Committee presented a draft of the Bylaws at the August 10, 2021 Regular Board of Regents meeting for their consideration. Regent Averyt introduced Mr. Augustin Rivera, Jr., General Counsel to continue the discussion of edits to the proposed Bylaws.

Mr. Rivera stated that the Committee received good feedback from August 10, 2021 Board of Regents meeting and reviewed the following areas:

Section II. State of Conduct and Ethics -

Item F. regarding questions by the public about pending processes involving vendors, contractors, etc., discussion held among the Committee regarding the wording of designation of a board member. The proposed changes were discussed, and the Committee agreed to propose Item F. as follows:

Avoid, during a pending bidding, solicitation, selection or appointment process, any communications with involved vendors, contractors, bidders, or applicants outside of the Board established process. The Board may designate a board member or other representative to provide information or answer questions from the public about the process.

Item. U. regarding acceptance of gifts, favors, or service discussion was held among the Committee stating the proposed change was acceptable. The proposed changes were discussed, and the Committee agreed to propose Item U. as follows:

Refrain from accepting or soliciting any gift, favor, or service that might influence or appear to influence a Regent in the performance of official duties.

Item W. regarding a Regent taking employment or entering a business relationship with a vendor, contractor, etc., was discussed among the Committee regarding being transparent to the public and direct contact with vendors. Regent Averyt noted her point of concern is

a Regent doing business with the College after leaving. Mr. Rivera noted the addressing the appearance of a Regent's conduct that may compromise the integrity of the Board is addressed. The proposed changes were discussed, and the Committee agreed to propose Item W. as follows:

Endeavor to avoid, for a period of one (1) year after leaving office, both the possibility of conflict of interest and the appearance of such conflict that would arise if the former Regent took employment or enters into a business relationship with any vendor, contractor, company, or other individual or entity, in a business relationship with the College.

Regent Averyt asked Mr. Rivera to reach out to the Regents who had raised questions during the August 10, 2021 Regular Board meeting. Mr. Rivera stated he would circulate a draft with the changes proposed to the Committee.

Regent Averyt continued the meeting with discussion regarding the Personal Disclosure Statement edits proposed by Mr. Rivera. Mr. Rivera handed out excerpts from the State of Texas Personal Financial Statement (SOTPFs) to Regents presents for their review. The following edits were proposed by Mr. Rivera:

Section I. - Mr. Rivera stated the SOTPFs was very onerous and that from the discussion during the Board of Regents' meeting, identifying occupational income by employer or self-employment/occupation would be sufficient. Regent Turner stated that she had to provide her husband's income information as well. The Committee further discussed the proposed SOTPFs. Regent Averyt stated she was in favor of adopting the SOTPFs and would like to review the Nueces County Commissioners' statements.

Regent Averyt stated she would like to provide the Board of Regents, at the next meeting for review, Mr. Rivera's proposed edits to the Del Mar College Board of Regents Personal Disclosure Statement, the State of Texas Personal Financial Statement used by the City of Corpus Christi, and Nueces County Commissioners Personal Financial Statement to further discuss with the entire Board if they Board agrees to hold themselves to a higher standard than legally required. Regent Turner would like to adopt one of the forms the City of Corpus Christi or Nueces County uses instead of designing a new one. Regent Hutchinson agreed to review the Personal Financial Statements used by other government bodies.

Regent Averyt asked if there were any other items to discuss and Mr. Rivera stated some of the Regents brought up including citations in the Bylaws and stated he was not comfortable doing that because of having to review future legislative changes and did not agree with the "or subsequent changes" addition.

3. CLOSED SESSION pursuant to:

A. TEX. GOV'T CODE § 551.071: (Consultation with legal counsel), regarding pending or contemplated litigation, or a settlement offer, and the seeking of legal advice from counsel, with possible discussion and action in open session.

The Board did not go into Closed Session.

ADJOURNMENT: The meeting was adjourned at 5:27 p.m.

MINUTES REVIEWED BY GC: /s/ARjr

Item 2

BYLAWS
Board of Regents
Del Mar College District

The following Bylaws of the Board of Regents of the Del Mar College District provide the operational framework within which the Board shall govern and act, as well as the aspirational and legal standards by which each Board member shall conduct themselves in the performance of their duties and in representing Del Mar College. Importantly, these Bylaws include expectations of ethical behavior that are more than what is required by law. The Board of Regents acknowledges the profound importance of leading by example and with these Bylaws, endeavors to cultivate a culture of exemplary Ethics at Del Mar College.

I. BOARD DUTIES AND RESPONSIBILITIES

- A. The Board, composed of lay members, (“Board members” or “Regents”), 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, free from any undue or improper influence.
 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 achieve its full potential within its role and vision.
 5. Shall provide for financial resources to support adequately the institutional goals.
 6. Shall appoint the President and Chief Executive Officer (President and CEO) of the College and conduct periodic evaluations of the CEO’s performance.
 7. Shall establish and periodically review the Vision and Mission statements of the College.
 8. Shall establish the College’s strategic plan and goals consistent with the role and vision of the College.
- B. The Board possesses and exercises its authority and duties as a collective body and functions only when it is convened in a properly noticed meeting. Unless

specifically authorized by prior action of the Board, no individual member may speak, obligate, or exercise authority in the name of the Board.

- C. 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.
- D. The Board formulates policies and delegates to the President and CEO of the College the function of administering policies and regulations. The Board is not involved in administrative details, but the Board's 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 and CEO 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.
- E. 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), Texas Education Code § 44.032, and Texas Education Code § 130.0845, as currently stated or as amended in the future.
- F. A Board member shall not be 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. Texas Education Code § 130.0845.
- G. If citizens bring a concern or complaint to an individual Board member, the Board member shall refer the citizen to the College President and CEO 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.
- H. Board members shall undergo training and onboarding as soon as practicable after taking office, including the training and onboarding required by law and the orientation provided by the College. See below Section VIII.
- I. While serving in office, Board members shall not accept employment, including self-employment, or engage in a business, charity, nonprofit organization, or professional activity that conflicts with or could reasonably be expected to impair the Board member's independence of judgment in the performance of official duties.
- J. Regarding Board members' expenditures and reimbursements, each member shall comply with applicable College policies and act responsibly and as good stewards of College funds.

- K. In accordance with Board Bylaws, College policy and other applicable standards, the Board shall perform an annual self-evaluation. The self-evaluation will incorporate criteria assessing Board operations and defining Board effectiveness. The Board will use the results of the self-evaluation to assess past performance and to establish goals for the future.

II. STATEMENT OF CONDUCT AND ETHICS

Each member of the Board will conduct themselves, at all times, in accordance with the highest ethical principles and shall strive to support the Mission and Vision Statement of the College and, to that end, shall adhere to the following standards:

- A. Attend and participate actively in Board meetings.
- B. Devote time, thought, and study to the duties of a Board member in order to render effective and informed service.
- C. Work with other Board members to establish effective Board policies, delegate authority for the administration of the College to the President and CEO of the College, and act on behalf of the Board only with the official authorization of a majority of the members of the Board.
- D. Make policy decisions only after full discussion at publicly held Board meetings.
- E. Base all decisions on the available facts and independent judgment, free from any undue or improper influence, and abide by and uphold the final majority decision of the Board.
- F. Avoid, during a pending bidding, solicitation, selection or appointment process, any communications with involved vendors, contractors, bidders or applicants outside of the Board established process. The Board Chair or other designee will provide information or answer questions from the public about the process.
- G. Recognize that the College adheres to the concepts of free speech and academic freedom, encourage the free expression of opinion by all Board members, and seek systematic communications between the Board and students, faculty, staff, and the community, while refraining from communicating with students, staff, faculty and the community in any way which could be interpreted as having any authority outside the meetings of the Board and refraining from any communications among a quorum of Board members outside of the Board meeting.
- H. Communicate to other Board members and the President and CEO of the College expressions of public reaction to Board policies and College programs.
- I. Work with other Board members and with the President and CEO in a spirit of harmony and cooperation and in a manner that creates and sustains mutual respect.

- J. Become informed about current educational issues by individual study and through participation in programs providing needed information, such as those sponsored by State and National Community College organizations.
- K. Support the employment of those persons best qualified to serve as College faculty and staff, insist on a regular and impartial evaluation of all faculty and staff, and respect the authority and responsibilities of College employees and external contractors to empower them to work without interference.
- L. Remember always that the first and greatest priority must be the educational welfare of the students attending the College.
- M. Avoid real or apparent conflicts of interest and refrain from engaging in any activity that could create a conflict of interest.
- N. Refrain from using the Board position for personal or partisan gain.
- O. Bring about desired changes through legal and ethical procedures, upholding and enforcing all applicable statutes, regulations, and court decisions pertaining to community colleges.
- P. Work with other Board members to establish effective policies and practices, prohibiting all forms of unlawful discrimination, including harassment, on the basis of race, color, national origin, sex, (including pregnancy, gender identity and/or expression, sexual orientation), age, disability, and/or veteran or military status.
- Q. Refrain from any attempt to influence any operational decision, including but not limited to individual admissions, personnel, or purchasing decisions except when such is a legitimate issue at a Board meeting; and no Board member shall have any communications about a grievance or complaint with any person with a pending grievance or complaint.
- R. Identify and disclose any actual or potential conflict of interest, and act for the general public good regardless of personal relationships or business interests.
- S. Refrain from suggesting or recommending subcontractors to vendors at any time.
- T. Encourage and engage in open and honest discussion in making Board decisions, respect differences of opinion, and keep an open mind until each Regent has had an opportunity to address the Board.
- U. Refrain from accepting or soliciting any gift, favor, or service that might influence or appear to influence a Regent in the performance of official duties.

- V. Maintain strict confidentiality of information (1) presented, discussed or deliberated during any Closed Board Meeting or during any Closed Board Committee Meeting; (2) proprietary to the College; or, (3) about the College not within the public domain. As fiduciaries of the College, any Regent's disclosure or misuse of this information may be considered Official Misconduct or Abuse of Office, as defined by law.
- W. Endeavor to avoid, for a period of one (1) year after leaving office, both the possibility of conflict of interest and the appearance of such conflict that would arise if the former Regent takes employment or enters into a business relationship with any vendor, contractor, company or other individual or entity, in a business relationship with the College.
- X. Conduct, with the assistance of the College's General Counsel, an Annual Ethics Update that will specifically include a review of the Board's Bylaws and Statement of Conduct and Ethics. Upon completion of the Annual Ethics Update, each Regent will prepare and file a Personal Disclosure Statement and Statement of Ethical Conduct.
- Y. Demonstrate a personal commitment to ethical conduct by:
 - i. participating, with the assistance of the College's General Counsel, in an Annual Ethics Update with the Board that specifically includes a review of the Board's Bylaws and Statement of Conduct and Ethics.
 - ii. filing (with the DMC Office of General Counsel) a "Statement of Ethical Conduct" within 90 days of taking office and/or annually, in conjunction with the Annual Ethics Update.
 - iii. filing (with the DMC Office of General Counsel) a "Personal Disclosure Statement" listing "Sources of Occupational Income" and "Outside Positions," within 90 days of taking office and/or annually, in conjunction with the Annual Ethics Update.

III. REGENT EMAIL AND OFFICIAL COMMUNICATIONS

Members of the Board of Regents shall use Del Mar College email as their official means of communication. Members of the Board of Regents shall use their official DMC email to conduct all College business and to send and receive official communications.

Communication via the DMC employee email system is subject to the same public information, privacy, and records retention laws as other forms of communication. The Del Mar College Information Technology department will assign all Regents' official DMC email accounts and provide any necessary means to access their email accounts.

All use of official DMC email is subject to B3.23 Computer and Network Resources Use Policy and any associated administrative procedures.

Pursuant to State law and College policy, Regents are responsible for retaining all official communications related to their duties or College business, including texts, emails, social media communications, etc., regardless of whether the information is on a DMC email or device, or a personal device.

Pursuant to the records retention schedules and administrative rules issued by the Texas State Library and Archives Commission, the Board will comply with the schedules as required by State regulations. Record retention practices and time periods shall also be reviewed by the Board during the Board's Annual Ethics Update.

IV. SOCIAL MEDIA: POSTING ON PERSONAL SITES

Regents are encouraged to share DMC information and events that are a matter of public record, with the general public, including family and friends. When sharing information, Regents are encouraged to directly link to information sources as the most effective way to pass along news on personal sites.

Postings related to the College should disclose that views and opinions are the Regent's own, and not necessarily those of the College. Disclosures should be clear that the Regent is speaking for themselves and not on behalf of the College. A disclaimer, such as, "the views, opinions, conclusions and other information expressed on this social media page, are my own and not given or endorsed by Del Mar College, unless otherwise specified," may be appropriate to include in posts.

On personal sites, a Regent should identify their views are their own. If a Regent identifies their association with DMC (Regent) online, it should be clear that the views expressed are not necessarily those of the College.

The use of the Del Mar College logo, mascot, or nickname in postings may be subject to trademark law protection. The College logo or name may not be used to promote or endorse any product, cause, political party, or candidate. Regents are advised to consult with the College's General Counsel on questions for their appropriate use.

V. CONFLICTS OF INTEREST AND PROHIBITED BENEFITS

- A. Regents are public servants of the College and the State of Texas and, as such, are subject to laws that govern their conduct. The following practices are strictly prohibited: Bribery, Abuse of Office, Conflict of Interest, and Incompatibility of Office. Regents shall not accept or agree to accept, or solicit any gift, favor, service or benefit that the Regent knows, or should reasonably know, is offered with the intent to influence their decisions or actions, or may appear to influence their decisions or actions. Likewise, the Regent may not solicit, accept, or agree to

accept, any gifts, services, or other benefits from having exercised the powers and responsibilities of their official positions.

1. Regents shall not accept gifts, either in-kind or of money, from a vendor.
 - a. Gifts include any items not obviously of an advertising nature. Gifts of an advertising nature are those with the name of the firm affixed which have an estimated value of \$50.00 or less. Texas Penal Code § 36.10(a)(6).
2. Regents shall not solicit an employee for favors, services or other benefits.
3. Regents shall identify and disclose any actual or potential conflict of interest in accordance with Chapter 171 of the Texas Local Government Code and any such disclosure form shall be provided to the Board at the next scheduled meeting following the filing, and posted on the College's website.
4. Regents shall avoid a conflict of interest and the appearance of such conflict with regard to former private-sector employers, clients or close business associates for a period of one year after beginning Board service, by avoiding participation in matters likely to provide a direct and substantial benefit to former employers, clients or close business associates.

VI. REGENT MISCONDUCT

The Board has a duty to address Regent Ethical Misconduct. The Board may investigate Ethical Misconduct reports and issue sanctions in accordance with the law. "Ethical Misconduct" means violating (1) B2.1.2 Statement of Ethics, (2) Conflict-of-Interest Abstention, (3) Disclosure Statements, (4) Prohibited Actions, or (5) engaging in "Official Misconduct" (defined below).

Regents may consult with the College's General Counsel for guidance on ethical questions related to College business.

Any person or Regent may file a written Ethical Misconduct report with the Board Chair or the Board First Vice-Chair, if the report regards the Board Chair. The report recipient must advise the Board that an Ethical Misconduct report was received. The recipient may request an investigation of the Ethical Misconduct report upon a majority vote of the Board. The Board may ask the investigation to be conducted by the College General Counsel. The Board may also select an independent third party, through the College General Counsel, to conduct the investigation. "Independent third party" in this section means any person appointed by the Board to conduct this investigation. The independent third party will prepare investigative findings for the Board's review.

The Board shall have the authority to sanction and/or censure a Board member who is found by the Board to have violated the Board member's duties or any other provision of these Bylaws. In order for the Board to censure a Board member, the Board member must be found, by majority vote of the Board, to have violated a specific statute or law, Board Bylaw, or Board policy defining the Board member's duties and responsibilities. Such a finding shall be made by the Board only after an investigation by the Board or the Board's designee. The investigation must include an opportunity for the Board member to respond to the specific allegation(s) that the Board member has breached a duty.

Upon such finding, the Board may sanction the Regent found to have engaged in ethical misconduct. Sanctions may include, but are not limited to, (1) removing the Regent from serving on any committee, (2) limiting travel and fee reimbursement, (3) censuring the Regent, or (4) any other sanction or action allowed by law.

"Official Misconduct" is defined as "intentional, unlawful behavior relating to official duties by an officer entrusted with the administration of justice or the execution of the law. . . [and includes] an intentional or corrupt failure, refusal, or neglect of an officer to perform a duty imposed on the officer by law." Texas Government Code § Section 87.011(3).

VII. BOARD ELECTIONS AND APPOINTMENTS

The Board is composed of nine members who are elected for six-year terms in accordance with State law. 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 Chair and other Board officers are elected by the membership of the Board. Subject to applicable statutes, regulations, and State law, if the position of an at-large representative on the Board shall become vacant, the Board shall fill the unexpired term in accord with the guidelines below; and if the position of a district representative on the Board shall become vacant, the Board may fill the unexpired term in accord with the guidelines below or may opt to leave the position open to be filled at the next election. Board elections and appointments shall be conducted in accordance with College policy and State law.

- A. The candidate for regent must be a registered voter who shall have resided within the College District for a period of at least six months prior to filing for such office. In the case of a single-member district vacancy, the candidate must have been a resident of that district for a period of at least six months prior to filing for such office.
- B. 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.
- C. The Board shall determine the period for responding to the announcement, the time being at least two weeks.

- D. Persons interested in being appointed to the Board shall submit a resume and support documents (as determined by the Board of Regents) to the President and CEO of the College.
- E. The Board of Regents shall review the resumes and support documents and select candidates to be interviewed.
- F. The Board of Regents shall interview the selected candidates and make an appointment.
- G. All Election Documents, including Campaign Finance Reports, filed with the College by Board members will be available to the public and posted on the College's website.
- H. A person elected or appointed to serve as a Board member must remain a resident of the Del Mar College Taxing District, or in the single-member district, if applicable, throughout the term of office. A Board member who ceases to reside in the College Taxing District, or in the single-member district, if applicable, shall be deemed to have vacated their office.

VIII. BOARD MEMBER TRAINING

The Board and CEO shall provide an orientation for new Board members promptly after taking the Oath of Office to assist them in understanding the Board's function, policies, and procedures. Assistance given in the orientation of new Board members shall comply with the criteria specified in Texas State Law.

The CEO, or designee, will work with the Board to ensure Board training needs are addressed, including all training as required by state law.

The official training program established for members of the Board of Regents shall comply with all regulations and criteria under Texas Education Code § 61.084. Each member of the Board shall attend, during the member's first year of service, at least one training program under this Section.

Within 90 days of taking the oath of office, a Regent shall complete a course of training on open meetings and open records provided by the Texas Attorney General or another approved source of training about the Board's and Regents' responsibilities under Chapter 551, Government Code.

Within 90 days of taking office, a Regent shall also complete the Board Ethics training and filing requirements outlined in II(Y).

IX. OFFICERS

- A. Officers of the Board of Regents shall be a Chair, a first Vice Chair, a second Vice-Chair, Secretary, and other officers as deemed necessary.
- B. Any officer of the Board may be removed from office for cause by majority vote of the Board at a special or regular meeting of the Board.
- 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. Chair of the Board
 - a. Preside at meetings of the Board of Regents.
 - b. Appoints Board Committees and Chairs.
 - c. Sign official documents and contracts as required by statute or Board policy.
 - d. Promote Board unity and share all information with other Board members in a timely fashion.
 - e. Perform such other duties as may be required by law or specified by the Board of Regents.
 - 2. Vice Co-Chairs (2) of the Board
 - a. Perform the duties of the Chair in the absence of the Chair.
 - b. Promote unity.
 - c. Perform such other duties as may be required by law or specified by the Board of Regents.
 - 3. Secretary of the Board
 - a. Serves as the official custodian of the minutes, books, records, and seal of the Board.
 - b. Preside at the meetings in the absence of the Chair and Vice Chair.
 - c. Sign official documents as required by statute or Board policy.
 - d. Promote unity.
 - e. Perform such other duties as may be required by law or specified by the Board of Regents.

- 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.

X. COMMITTEES OF THE BOARD

- A. The Chair or the Board of Regents may establish committees as needed and shall confer on such committees the committee charter for any such established committee.
- B. Within the first quarter of an odd-numbered year, the Board will review and determine whether to operate as a committee of the whole or to establish Board committees. Irrespective of the established committee composition cycle, the Board may create or dissolve committees as it deems appropriate.
- C. The Board Chair is authorized to appoint committee members, designate the chair of the committees, and determine committee term limits. The President and CEO of the College may serve as ex-officio member of each Board committee and may also appoint staff liaisons.
- D. All committees shall constitute less than a quorum of the Board. A standing or special Board committee must have at least two Regents present in order to advance items to be forwarded to the full Board of Regents.
- E. The chair of each Board committee will ensure that minutes are taken during a meeting of the committee, and the minutes of each committee meeting will be shared with each committee member, approved, and posted and maintained in the same manner as other Board minutes.
- F. Unless otherwise directed by the Board, committees may establish their own procedures for meeting and conducting business.

XI. MEETINGS

- A. Regular meetings of the Board shall be held at 1:00 p.m. on the second Tuesday of each month, and on one of the campuses of the College, unless otherwise specified by the Chair. Without necessitating an amendment to the Bylaws, the Board Chair may make a temporary change of time, date or location of the regular meeting.
- B. Items may be placed on the agenda for meetings of the Board by the Chair of the Board, the President and CEO of the College, or by written request sent by mail, fax, or email, to the Board Chair by a member of the Board with concurrence provided from a second Board member. The request then shall be sent to the President and CEO of the College.

- D. Called or emergency meetings may be held, if necessary. An emergency meeting may be called because of “an imminent threat to public health and safety” or “a reasonably unforeseeable situation including a natural disaster, infrastructure failure, epidemic, or civil disturbance.” Texas Government Code § 551.045.
- E. As needed, the Board may also meet for the purpose of conducting a Workshop meeting. A Workshop meeting may be convened and held at any reasonable date and time.
- F. Meeting Notices and Agendas will be posted in accordance with the Texas Open Meetings Act and available on the College’s website.

XII. ORDER OF BUSINESS

The Chair of the Board shall set the Order of Business which may include the following:

- A. Call to Order
- B. Quorum Call
- C. Moment of Silence
- D. Pledge of Allegiance
- E. Del Mar College Vision Statement
- F. General Public Comments
- G. Recognition and Accolades
- H. Staff Reports
- I. College Chief Executive Officer’s Report
- J. Regents' Comments
- K. Pending Consent Agenda Items (any item may be removed and placed on the regular agenda by any Board member)
- L. Pending Regular Agenda Items for Discussion and Possible Action
- M. Closed Session
- N. Calendar
- O. Adjournment

XIII. PUBLIC COMMENT

The Del Mar College Board of Regents (“Board”) has always endeavored to solicit the advice and counsel of the public in the planning and operation of the College. To this end, the Board recognizes the role of public comment and input during the meetings of the Board and respects the right of the public to provide such comment. There are two opportunities during a Board meeting for public comment: i) in connection with a specific agenda item, prior to Board action (agenda items); and, ii) during General Public Comments.

In order to reasonably facilitate public comment during Board meetings and to ensure that everyone is provided with an equal opportunity to be heard, the following rules shall apply:

1. Prior to the start of a Board Meeting, an individual wishing to address the Board must fill out the Registration Card for General Public Comments and submit the completed Card to the Board Liaison. The individual shall indicate on the Registration Card the subject of the public comment (specific agenda item or general comment).
2. An individual wishing to provide handouts to the Board shall submit the handouts to the Board Liaison at the same time as the completed Registration Card, prior to the start of the Board Meeting.
3. An individual shall have 3 minutes to present General Public Comments.
4. An individual may not yield any portion of their allotted time to any other person.
5. General Public Comments are specifically subject to the Board’s “Rules of Decorum” found in Section XVI of the Board’s Bylaws of the Del Mar College Board of Regents.
6. An individual that violates any provision of this policy, or uses abusive, profane, or defamatory language or gestures or, language likely to incite a breach of the peace; or, engages in conduct likely to interfere with, or otherwise obstruct a meeting, may be ruled out of order and, i) issued a warning, ii) have their right to comment revoked, and/or, iii) be removed from the meeting.
7. General Public Comments shall occur at the beginning of the Board Meeting and shall be limited to a total no more than thirty (30) minutes.
8. General Public Comments on specific agenda items shall be allowed before or during the Board’s deliberation of the specific agenda item and prior to action by the Board.
9. In accordance with the Texas Open Meetings Act, the College is limited in responding to public comments or inquiries on non-agenda items as follows:
 - a. Provide a statement of specific factual information in response to an inquiry;
 - b. Recite existing policy in response to an inquiry;
 - c. Propose placing the subject of the inquiry on the agenda of a subsequent meeting. (Tex. Govt. Code Section 551.042)
10. At the discretion of the Board, General Public Comments may be provided by telephone or other means of telecommunication or electronic communication, subject to the Texas Open Meetings Act.

11. The Board Chair shall have the authority, with good cause, to temporarily modify or suspend the application of any of these rules.

XIV. 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.

XV. MINUTES OF PROCEEDINGS

- A. Minutes of proceedings of the Board of the previous meeting shall be delivered to the members before the time of the next regular meeting.
- B. The minutes of the preceding meeting(s) shall be reviewed by the Board Secretary or General Counsel, and approved by the Board.
- C. The official minutes of the Board shall be maintained by the Office of the College President and CEO and shall be made available for public review upon request.

XVI. 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 viewpoints. 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 member, 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 adherence to Board policy prohibiting the use of tobacco, drugs and/or alcohol.
- 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. Banners, placards, signs, posters and political advertisements of any type are prohibited unless such material is 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.

- E. Individuals shall present their views to the Board during Public Comments in a factual, precise presentation. 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 Chair 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 on presentations and public comments shall be enforced by the Board Chair.
- 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.

XVII. AMENDMENT OF BYLAWS

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

History:

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 Sections 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

Amended by the Board of Regents Regular Meeting - November 11 , 2008
Added Censure of Board member, Section II

Amended by the Board of Regents Regular Meeting - December 16, 2008
Changed Board President to Chair; added Consent Agenda item

Amended by the Board of Regents Regular Meeting - September 8, 2009
Added to Sections IA6 - IA8

Amended by the Board of Regents Regular Meeting - November 13, 2012

Amended by the Board of Regents Regular Meeting – March 16, 2021
Changed III. Committees of the Board