

By-laws of the Board of Directors of Central Georgia Technical College

ARTICLE I. NAME

The name of this organization shall be the Local Board of Directors of Central Georgia Technical College.

ARTICLE II. PURPOSE

Local Boards were created by Georgia State Statute (O.C.G.A. 20-4-11) to assist the TCSG State Board in carrying out its mission. The primary purpose of the local boards and its members is to:

- (1) Advise on program direction via their personal subject matter expertise and awareness of area business needs for program decisions and priorities;
- (2) Serve as a check and balance for the development and implementation of college goals and objectives as well as operations policies and procedures; and
- (3) Advocate within the community and in the state legislature on issues of importance in support of the technical college system and Georgia's workforce development efforts.

ARTICLE III. MEMBERS AND MEMBERSHIP

Section 1. Membership

Each member of the Local Board of Directors of Central Georgia Technical College shall be appointed by the State Board of the Technical College System of Georgia. The Local Board shall have at least seven and not more than seventeen members.

Members shall reside or be employed within Central Georgia Technical College's designated service area. Overall county representation shall generally reflect the relative populations of the counties in the service area. One member may represent up to two contiguous counties

Members shall reflect the diversity of business, industry and economic development interests in the service area and no more than one member shall concurrently serve on any other Local Board of Education.

Local Board of Directors of Central Georgia Technical College shall reflect the gender, racial, ethnic and cultural diversity of the State of Georgia and Central Georgia Technical College's service area.

Employees of the Technical College System of Georgia shall not serve as members of the Local Board of Directors.

Section 2. Terms

At designated meetings by June of each year, the State Board should appoint or reappoint Local Board members to fill expiring terms and to serve three-year terms beginning July 1st, provided however, that this shall not prohibit the appointment of Local Board members after June at designated times during the year.

No member may serve more than three consecutive three-year terms, but a former member may be appointed for a term to begin following a one-year break in service. A member whose term is scheduled to expire may continue to occupy his or her seat on the Local Board until their replacement is appointed for a maximum of three meetings into the new fiscal year.

Section 3. Vacancies

Local Board of Directors of Central Georgia Technical College shall notify the State Board immediately of any vacancies that occur in unexpired terms and, based on the recommendation of the college president, the State Board shall appoint a new member to serve the remainder of the term as soon as practicable. A new member who fills an unexpired term is eligible to serve three consecutive three-year terms on his/her own.

Section 4. Resignations and Removal

(1) Any Local Board member may resign at any time by notifying the college president who serves as the Executive Secretary of the Local Board. The President shall inform the TCSG System Office (via TCDA) of the resignation. Using the local board appointment process, the college president may recommend a replacement to complete the Local Board member's term.

(2) Any Local Board member may be removed from office by the State Board after a majority vote of the Local Board members then in office whenever, in their judgment, the best interests of the college and /or the Local Board of Directors is affected. Written request for removal with a supporting statement of concern must be forwarded to the State Board by the college president for their action. Notice of the date, time, place, and purposes of the meeting at which the removal is to be acted upon shall be given to such Local Board member intended to be removed at least ten (10) days prior to the date of such meeting and must state the reason for the proposed removal, consistent with the approved By-Laws. Disciplinary issues shall be conducted in accordance with Georgia's Open and Public Meeting Statutes O.C.G.A. § 50-14-3 and § 50-14-4.

Section 5. Ethics

Members of the local boards must safeguard their ability to make objective, fair, and impartial decisions and, therefore, should not accept any benefits of any sort under circumstances in which it could be inferred by a reasonable observer that the benefit was intended to influence a pending or future decision or to reward a past decision. Members of the local board must hold themselves to the ethical standards mandated by O.C.G.A. 45-10-3. Further, members of the local advisory boards shall electronically file a Public Officer Affidavit with the Georgia Government Transparency & Campaign Finance Commission by January 31st of each calendar year and shall be subject to the same general business transaction disclosure requirements as state employees pursuant to O.C.G.A. 45-10-26.

ARTICLE IV. OFFICERS AND THEIR DUTIES

Section 1. Officers

The officers of the Local Board of Directors shall be the Chairperson, the Vice Chairperson, and the Executive Secretary.

Section 2. Election and Terms of Office

(1) Chairperson and Vice Chairperson. The Chairperson and Vice Chairperson shall be elected by the Local Board of Directors of Central Georgia Technical College from its membership at its last regularly scheduled meeting prior to July 1 of said year. The term of office for the Chairperson and Vice Chairperson shall be one year. The Chairperson and Vice Chairperson shall assume their respective positions on July 1 following election; no person shall hold more than one of these offices concurrently.

(2) Executive Secretary. The President of Central Georgia Technical College, who shall not be a member of the Local Board of Directors, shall be the Executive Secretary.

Section 3. Removal of Officers

The Chairperson and the Vice Chairperson may be removed at any time by two-thirds vote of the Local Board.

Section 4. Vacancies

Vacancies in the offices of Chairperson and Vice Chairperson shall be filled by the Local Board of Directors of Central Georgia Technical College as soon as practicable.

Section 5. Duties of Chairperson

The Chairperson shall be a member of the Local Board of Directors of Central Georgia Technical College, shall preside at the meetings of the Local Board with the authority to vote, and shall appoint the members of any and all such committees as necessary for the Local Board to perform its assigned duties.

The chairperson shall be an ex officio member of all committees with the authority to vote.

Section 6. Duties of Vice Chairperson

The Vice Chairperson shall be a member of the Local Board and shall perform the duties and have the powers of the Chairperson during the absence or disability of the Chairperson.

Section 7. Duties of the Executive Secretary

As Executive Secretary, the President shall schedule and arrange for meetings of the Local Board and furnish meeting notices and materials, as needed, to members in advance of such meetings. The Executive Secretary shall normally be present at all meetings of the Local Board and shall

provide that an accurate record be kept of the proceedings of the meetings of Local Board and its committees.

The President shall be responsible for implementing recommendations of the Local Board and for the day-to-day operations of the Local Board.

Section 8. Committees.

(1) Local Boards may have standing committees to serve as college VP/Director-specific liaisons whose role is to advise and support on college events/activities.

(2) Local Boards may appoint Ad Hoc or special committees to handle specific events, situations or problems and dissolve when the task is completed.

ARTICLE V. MEETINGS OF THE LOCAL BOARD

Section 1. Place of Meetings

Meetings shall be held at such places as determined by the Local Board. The public shall be made aware of such regular meetings through a public posting stating the time, place and dates of all regular meetings at least one week in advance of the meeting and maintained in a conspicuous place available to the public.

Section 2. Teleconferencing

Each board member may participate in a local board meeting via teleconference no more than twice in one calendar year (including committee meetings), provided arrangements have been made with the Executive Secretary or board chair to ensure a physical quorum is present at the meeting location. A member may also participate by teleconference if necessary due to reasons of health provided a written opinion of a physician or other health professional has been provided stating that reasons of health prevents a member's physical presence. Such member shall be counted as present for the meeting if the presiding officer is assured of the continued presence and participation of such member during the course of the meeting, including, but not limited to an individual roll call vote.

Under special circumstances necessitated by emergency conditions involving public safety, board meetings by means of teleconferencing is permissible so long as the public has been made aware of the meeting and a designated means to participate has been posted in advance. "Special circumstances" can be declared by the "agency" (TCSG), board, office, commission, public corporation and authority.

Teleconferencing devices are to include inter-active video, mobile applications and other social media platforms providing for live voice communications.

Section 3. Attendance at all Meetings

Local Board members shall attend all meetings unless prevented from doing so by disability or other causes beyond their control. Members who are unable to attend at least 75% of the regularly scheduled meetings during a fiscal year should consider resignation from the Local

Board. No person may attend any meeting of the Local Board as a substitute for any Local Board member; and no person except a regular member of the Local Board shall be entitled to vote in determining the action of the Local Board at any time.

Section 4. Regular Meetings

The Local Board shall meet at least eight times per year, and at each meeting it shall schedule one or more future meetings at such time and place as appropriate.

Section 5. Special Meetings

Special meetings of the Local Board may be called by the Chairperson. A notice of the special meeting must be made available to the public in accordance with Open and Public Meetings Law, O.C.G.A. § 50-14-1. Business transacted at a special meeting shall be confined to the purposes stated in the call for the meeting and shall in all other ways be conducted in conformance with the law.

Section 6. Committee Meetings

Committees shall meet at the direction of the Chairperson of the Local Board or on call of the committee chairperson. Members participating via teleconference will not be counted towards the physical quorum.

Section 7. Quorum.

At all meetings of the Local Board, a majority of the full membership of the Local Board shall constitute a quorum for the transaction of business. The action of a majority of the members of the Local Board present at any meeting shall be the action of the Local Board, except as may be otherwise provided by these by-laws. Members participating via teleconference are to be counted present but will not contribute to the physical quorum.

Section 8. Public Meetings and Executive Session

All meetings of the Local Board shall be open to the public except as provided for in Section 9 of this Article.

Section 9. Closed Sessions

(a) When any meeting of an agency is closed to the public based on majority vote of a quorum present for the meeting, the specific reasons for such closure shall be entered upon the official minutes. The minutes shall reflect the names of the members present and the names of those voting for closure, and that part of the minutes shall be made available to the public as any other minutes. Where a meeting of an agency is devoted in part to matters within the exceptions provided by law, any portion of the meeting not subject to any such exception, privilege, or confidentiality shall be open to the public, and the minutes of such portions not subject to any such exception shall be taken, recorded, and open to public inspection as provided in subsection (e) of Code Section 50-14-1.

(b) When any meeting of an agency is closed to the public pursuant to subsection (a) of O.C.G.A. 50-14-4, the person presiding over such meeting and each member of the governing body of the agency attending such meeting, shall execute and file with the official minutes of the meeting a notarized affidavit stating under oath that the subject matter of the meeting or the closed portion thereof was devoted to matters within the exceptions provided by law and identifying the specific relevant exception.

(c) Executive sessions may be called by the board respecting confidential information, such as authorization of a settlement; authorization of the purchase, dispose or lease of property; personnel matters and other exceptions as defined in O.C.G.A. 50-14-3 and O.C.G.A. 50-18-72.

ARTICLE VI. OPERATION OF THE LOCAL BOARD

Section 1. Rules

The rules contained in Roberts' Rules of Order (Latest Revised edition) shall govern in all cases to which they are applicable and in which they are not inconsistent with the by-laws or any special rule of the Local Board.

Section 2. Agenda

A prepared agenda with appropriate information shall be sent to each member of the Local Board by the Executive Secretary in advance of any regular meeting of the Local Board. This agenda, as approved or amended at each meeting, shall govern the order of business for the meeting. Additions, deletions, or reordering of agenda items shall be by majority vote. The agenda shall also be made available to the public upon request and shall be posted at the meeting site as far in advance of the meeting as reasonably possible, but, as a minimum, five days prior to the meeting. (O.C.G.A. 50-14-1)

Section 3. Minutes

The Executive Secretary shall have prepared minutes of the proceedings of the Local Board meetings. A copy of the minutes of each meeting of the Local Board shall be mailed to each Local Board member for review prior to approval at the succeeding meeting. The minutes shall not be considered official unless and until approved by the Local Board. Minutes are subject to public review and should be made available after official approval by the board. Minutes shall include the names of the members present at the meeting, a description of each motion or other proposal made, the identity of the persons making and seconding the motion or other proposal, and a record of all votes. The name of each person voting for or against a proposal shall be recorded.

Minutes of executive sessions shall be recorded but shall not be open to the public as defined by lawful exceptions stated in O.C.G.A. 50-18-72. Such minutes shall specify each issue discussed in executive session by the board and comply in all aspects with subsection (e) of O.C.G.A. 50-14-1.

Section 4. Local Board Actions

The Local Board shall generally consider action on matters brought to its attention only after referring such matters to technical college staff for appropriate analysis and recommendations. Such staff analyses shall be brief, with supporting information appended as necessary. The staff analyses shall include a statement of the issue and its implications, a description of the practical alternatives with associated advantages and disadvantages, and a recommendation. Whenever possible, such staff analyses shall accompany the agenda for the meeting at which the matter is to be considered.

ARTICLE VII. APPEARANCE BEFORE THE LOCAL BOARD

Individuals or groups wishing to appear before the Local Board shall make their request in writing to the President at least ten days in advance of the meeting. The Chairperson at his or her discretion may approve the request and allot a reasonable time for presentation. At any meeting, the Chairperson, without opposition, or the Local Board, by majority vote, may recognize unscheduled appearances before the Local Board by individuals or groups. The Chairperson shall limit citizens' presentations as necessary to maintain the timely conduct of business by the Local Board.

ARTICLE VIII. METHOD OF AMENDING THE BY-LAWS

Section 1. Method

These by-laws may be amended by the Local Board with the concurrence of the State Board. Proposed amendments shall be distributed to each member of the Local Board and to the TCSG System Office via the TCDA Director no later than the regular meeting immediately preceding the regular or special meeting at which action is proposed to be taken.

Amendments to the by-laws shall require approval by at least a two-thirds vote of the local board's members. The adopted amendment shall immediately be forwarded to the State Board, which shall normally consider concurrence at its next meeting. State Board action shall be by majority vote, and its action shall be immediately communicated to the Local Board.

Section 2. Effective Date

Amendments shall go into effect immediately upon concurrence by the State Board.