

# **POLICY: 2.1.4.** (I.C.1.a) **State Board Bylaws**

**Revised:** September 25, 2017; June 6, 2013; September 1, 2011; October 1, 2009; May 2, 2002; October 3, 2001; July 23, 2001; October 1, 1992  
**Last Reviewed:** September 25, 2017  
**Adopted:** June 2, 1988



## **POLICY:**

### **ARTICLE I. NAME AND MEMBERSHIP**

**Section 1. Name.** The name of this organization shall be the State Board of the Technical College System of Georgia

**Section 2. Membership.** Board membership and terms of appointment shall be as follows:

The Board shall consist of not less than one member from each congressional district and nine at-large members who shall be appointed by the Governor and confirmed by the Senate for five-year terms. Members shall represent business, industry, or economic development. The Board shall elect from its members a chairperson, vice chairperson, and such other officers as are considered necessary, each to serve for two-year terms.

Members shall serve until their successors are appointed; however, in the event of a vacancy on the Board because of death, resignation, or removal for any reason other than expiration of a member's term, the Governor shall fill such vacancy in the same manner as the original appointment and the person so appointed shall serve for the unexpired term of office. (O.C.G.A. § 20-4-10 of the Official Code of Georgia Annotated)

**Section 3. Removal of Board Members** Should formal charges be filed against a Board member concerning violation of code of Ethics as outlined in Policy, the Governor or his designated agent will conduct a hearing relative to the merits of such charges. The member so charged shall be given at least 30 days' notice prior to such hearing. If such charges are found to be true, the Governor shall remove the member from the Board and the vacancy shall be filled as provided by law. Such hearing shall be held in accordance with Chapter 13 of Title 50, the "Georgia Administrative Procedure Act," and judicial review of any such decision shall be in accordance with such chapter.

O.C.G.A. § 45-10-4

### **ARTICLE II. OFFICERS AND THEIR DUTIES.**

**Section 1. Officers.** The officers of the Board of the Technical College System of Georgia shall be the Chairperson, and the Vice Chairperson; , the Board may create other offices as deemed necessary to fulfill its mission.

**Section 2. Election and Terms of Office.**

1. **Chairperson and Vice Chairperson:** The Chairperson and Vice Chairperson shall be elected by the Board from its membership at its regularly monthly meeting in November of each odd numbered year. The Term of office of the Chairperson and Vice Chairperson shall be for two years or until a successor is elected and installed. The Chairperson and Vice Chairperson shall assume their respective positions on January 1st following election and to end on December 31st of the odd numbered year; no person shall hold more than one of these offices concurrently. Officers may be elected to succeed themselves.
2. **Commissioner:** The Commissioner, who shall be appointed by and serve at the pleasure of the Board, and who shall not be a member of the Board.
3. **Executive Secretary:** The Executive Secretary shall be elected by the Board upon the recommendation of the Commissioner to serve at the pleasure of the Board, and shall not be a member thereof.

**Section 3. Removal of Officers.** Officers may be removed at any time by majority vote of the members present at a regular or special meeting, providing a quorum is present.

**Section 4. Vacancies.** Vacancies in the offices shall be filled by the Board as soon as practicable.

**Section 5. Duties of Chairperson.** The Chairperson shall be a member of the Board, shall preside at the meetings of the Board with the authority to vote, and shall appoint the members of any and all such committees as necessary for the Board to perform its assigned duties. He or she shall be an ex-officio member of all committees with the authority to vote. The Chairperson of the Board, upon a vote of the Board authorizing same and in its name, may execute all notes, bonds, deeds, contracts, and other documents.

**Section 6. Duties of Vice Chairperson.** The Vice Chairperson shall be a member of the 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 Commissioner.** The Commissioner is the Chief Executive Officer of the Technical College System of Georgia shall exercise overall supervision and direction of the Department. He or she shall be responsible for the day-to-day operations of the Department and for implementing policies of the Board. The Board may assign and delegate to the Commissioner such other responsibilities, powers, and duties as it may deem proper and appropriate.

**Section 8. Duties of the Executive Secretary.** The Executive Secretary, shall schedule and arrange for meetings of the Board and furnish meeting notices and materials, as needed, to members in advance of such meetings. He or she shall provide that an accurate record be kept of the proceedings of the meetings of the Board.

### **ARTICLE III. MEETINGS OF THE BOARD.**

**Section 1. Place of Meetings.** Meetings shall be held at such places as determined by the Board.

**Section 2. Personal Attendance at all Meetings.** Board members shall personally 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 Board. No person, except a duly authorized deputy, may

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

**Section 3. Regular Meetings.** The Board shall meet monthly, and it shall schedule one or more future meetings at such time and place as appropriate. The Board may suspend up to two such meetings per year depending upon the press of business.

**Section 4. Special Meetings.** Special meetings of the Board may be called by the Chairperson or at the request of three or more of the members. 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. When deemed necessary by the Chairperson, members may participate via telecommunications conference provided that the public has access to the said telephonic meeting.

**Section 5. Committee Meetings.** Committees shall meet at the direction of the Chairperson of the Board or on call of the committee chairperson

**Section 6. Quorum.** At all meetings of the Board, a majority of the members appointed shall constitute a quorum for the transaction of business. The action of a majority of the members of the Board present at any meeting shall be the action of the Board, except as may be otherwise provided by these bylaws.

**Section 7. Public Meetings and Executive Session.** All meetings of the Board shall be open to the public, provided, however, upon direction of the Chairperson of the Board or of a majority of the members of the Board present at any meeting, the Board may hold executive sessions at any time. The Board may go into executive session as provided by O.C.G.A. § 50-14-4.

#### **ARTICLE IV. OPERATION OF THE BOARD.**

**Section 1. Rules.** The rules contained in Roberts' Rules of Order (Revised) shall govern in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the Board.

**Section 2. Agenda.** The prepared agenda with appropriate information shall be sent by the Executive Secretary to each member of the Board at least five days in advance of any regular meeting of the 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.

**Section 3. Minutes.** The Executive Secretary shall have prepared minutes of the proceedings of the Board meetings. A copy of the minutes of each meeting of the Board shall be transmitted to each Board member for review prior to approval at the succeeding meeting. The minutes shall not be considered official unless and until approved by the Board.

**Section 4. Board Policies.** The Board shall have a Policy Manual which shall contain all policies adopted by the Board.

**Section 5. Board Action.** The business of the Board is generally conducted through referral to standing or ad hoc committees. Staff analyses or other assistance to board committees is provided

by staff of the Technical College System of Georgia. Generally, the Board considers agenda items and other recommendations as submitted by Board committees. The Board, from time to time, may authorize the Executive Committee to act on its behalf.

**Section 6. Changes in Board Policy.** To allow time for study by the members of the Board, drafts of proposed new policies or changes in Board policy shall be distributed to each member of the Board at the regular meeting immediately preceding the regular meeting at which action is to be taken. Before formal action can be taken on such material, it must have lain on the table for one month or since the preceding regular meeting. The purpose for accepting a policy to lie on the table is to allow time for Board study and any public response to a draft policy. The draft policy, with any amendments, shall be considered for adoption at the next regularly scheduled meeting of the Board. The decision as to whether to place such material on the table shall be determined by majority vote. Copies of drafts of proposed new policies or changes in Board policy shall be transmitted to those members not in attendance.

**Section 7. Waivers of Board Policy.** The Board may waive a policy by majority vote if the proposed waiver has lain on the table as described in Article IV, Section 6, or by a vote of two-thirds of the members at any meeting.

#### **ARTICLE V. DEFENSE AND INDEMNIFICATION OF BOARD MEMBERS**

In accordance with O.C.G.A. § 45-9-1, members of the Board are entitled to defense and indemnification for acts committed within the scope of their duties as outlined in the Board's policy on Defense and Indemnification.

#### **ARTICLE VI APPEARANCE BEFORE THE BOARD.**

Individuals or groups who wish to appear before the Board shall make their request in writing to the Chairperson at least ten days in advance of the next regular meeting and include a summary of the matter to be addressed. If the matter is applicable for consideration, 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 Board, by majority vote, may recognize unscheduled appearances before the Board by individuals or groups. The Chairperson shall limit presentations as necessary to maintain the timely conduct of business by the Board.

#### **ARTICLE VI. METHOD OF AMENDING THE BYLAWS.**

**Section 1. Method.** These bylaws may be amended at any regular meeting of the Board by a two-thirds vote of the members present, a quorum being present, provided the amendment was submitted in writing at the previous regular meeting of the Board.

**Section 2. Effective Date.** Amendments shall go into effect immediately upon their adoption, unless the motion to adopt specifies a time for the amendment to go into effect, or unless the Board has previously adopted a motion to that effect.

#### **RELATED AUTHORITY**

O.C.G.A. § 20-4-11 – Powers of the Board

O.C.G.A. § 20-4-14 – TCSG Powers and Duties