

2. Bylaws of the Board

- 2.1. Exercise of Powers. Official action of the Board may occur only at meetings duly called and held in accordance with the Colorado Open Meetings Law and these Bylaws at which a quorum is present. Matters properly coming before the Board at such meetings shall be determined by a majority of the voting members who are present at the meeting.
- 2.2. Contracts or Representations by Board Members. No Board member or group of Board members may make or enter into any contract on behalf of the Board or the College or otherwise make any binding agreement or representation on behalf of the Board or the College, except when specifically authorized by formal action of the Board.
- 2.3. Public Comment by Board Members. No individual Board members or group of Board members may speak or make public comments on behalf of the Board, unless specifically authorized to do so by formal action of a majority of the voting members of the Board. However, this shall not prevent Board members from making statements or observations in their individual capacities, so long as they clearly indicate that they are not speaking for the Board.
- 2.4. Duty of Board Members.
 - 2.4.1. Each Board member owes a fiduciary duty to the Board and the College.
 - 2.4.2. Board members shall maintain the confidentiality of any information discussed in an executive session of the Board.
 - 2.4.3. Board members shall not disclose any privileged communications with the Board's attorneys related to consultations or advice on Board or College business. Only the Board, by affirmative action, may waive the attorney-client privilege.
 - 2.4.4. Board members shall maintain the confidentiality under state or federal law of personally identifiable information regarding students and employees of the College.
- 2.5. Election of Board Officers, Vacancies.
 - 2.5.1. The Board shall elect from its voting members a Chairperson, a Secretary, and a Treasurer. The offices of Secretary and of Treasurer may be held by the same person. The Board may also elect a Vice Chairperson from the voting members of the Board. The duties and responsibilities of the elected officers shall be as described in these Bylaws.

- 2.5.2. Officers shall be elected by the Board prior to January 1 each year at the last regularly scheduled meeting of the previous year. Such officers shall assume their offices on January 1 of the year following their election and serve for a period of one year from said date or until their successors are elected, whichever is later. The Chairperson and Vice Chairperson shall not serve more than two consecutive terms plus any period of an unexpired term previously served by such person in filling a vacancy in such office. All other officers, including deputy officers, may serve such number of terms, as the Board deems appropriate.
- 2.5.3. At the expiration of the Chair's term, or in the event of a vacancy in the office of Chair, the current Vice Chair shall be considered for nomination to succeed the Office of Chair. (Amended April 26, 2013)
- 2.5.4. The Board may appoint a Deputy Secretary and a Deputy Treasurer to assist the Board Secretary and Treasurer in the performance of their duties and responsibilities. Deputy officers need not be Board members and may be employees of the Board.
- 2.5.5. In the event of a vacancy in any office of the Board, a successor shall be elected by the Board at its next regularly scheduled meeting to serve for the period of any unexpired term and until a successor to that person is elected and qualified.

2.6. Duties of Board Officers.

- 2.6.1. Chairperson. The Chairperson of the Board shall preside at all meetings; appoint, subject to ratification by the Board, the members of all Board committees; be an ex-officio, voting member of all Board committees; discharge the ordinary duties of such office in the pursuance of parliamentary law; sign all diplomas with the College President; and sign contracts, documents and other instruments and perform such additional tasks as may be necessary to implement actions approved or taken by the Board.
- 2.6.2. Vice Chairperson. The Vice Chairperson of the Board shall, in the absence of the Chairperson, perform the duties of the Chairperson.
- 2.6.3. Secretary. The Secretary shall give all notices to and from the Board as may be required and necessary to comply with these Bylaws, provisions of law (including, but not limited to, notice of meetings as required by the Colorado Open Meetings Law) and the wishes of the Board; keep a record of all actions and proceedings of the Board and all of its committees at a central location; transmit copies of such records to Board members as may be required by these bylaws or as otherwise requested by the Board; keep the corporate seal; attest to contracts, documents, and other instruments of the Board executed by the Chairperson; make certifications on behalf of the

Board and perform such other duties as are normally performed by the Secretary of a legally-organized corporate body and those which may be assigned by the Board. The Secretary shall also maintain an up-to-date record of all policy actions of the Board as amendments to this Manual and preserve all documents pertaining to said office.

2.6.4. Deputy Secretary. Any Deputy Secretary appointed by the Board shall assist the Secretary in the performance of the duties of that office and perform such other duties as may be assigned by the Secretary or the Board.

2.6.5. Treasurer. The Treasurer shall keep a true account of all monies received and paid out by that office; pay all warrants duly signed by the Chairperson; maintain and provide to Board members statements of the financial condition of the Board and the College; and prepare, compile, and provide such other financial documents as may be requested by the Board.

2.6.6. Deputy Treasurer. Any Deputy Treasurer appointed by the Board shall assist the Treasurer in the performance of the duties of that office and perform such other duties as may be assigned by the Treasurer or the Board.

2.7. Compensation of Officers. Officers who are not members of the Board may receive appropriate compensation and benefits as determined by the Board.

2.8. Salaries or Other Compensation of Board Members. No member of the Board, whether a voting or advisory member, shall receive any salary or other compensation for services rendered in connection with their office. A Board member, whether voting or advisory, may be reimbursed for actual expenses or approved per diem in lieu thereof incurred by reason of attendance at any meeting of the Board or a committee thereof, or in the performance of other official business of the Board.

2.8.1. Reimbursement of Expenses. All expenses incurred by members of the Board that are reasonable, necessary, and directly related to the individual's duties as a Board member (e.g., travel, attendance at official functions, miscellaneous expenses) will be reimbursed to the extent permitted by state law and Board policy. All such reimbursements included for these purposes set forth below are governed by the Board's Fiscal Rules.

2.8.1.1. Official Functions. Actual costs of all official functions authorized by the Chairperson of Board will be reimbursed provided that receipts are submitted for all expenses claimed.

2.8.1.2. Miscellaneous Expenses. All expenses incurred in the course of performing duties as a Board member (e.g., lodging, meals, parking, telephone, postage, lunch meetings, mileage, taxis) will be reimbursed to the extent permitted by state law and Board policy,

provided that all receipts (or a full and complete accounting) for expenses are submitted with the request for reimbursement.

2.9. Meetings of the Board.

2.9.1. Regular Meetings. Regular meetings of the Board shall be held at such dates, times and places as agreed upon in advance by the Board. The Secretary of the Board shall post and maintain on the College's public website a schedule of the date, time and place of all regular Board meetings as information on those meetings becomes available.

2.9.2. Special Meetings. The Chairperson of the Board or any three voting members of the Board may call special meetings of the Board at any time.

2.9.3. Notice of Meetings.

2.9.3.1. Official notice of the date, time and place of Board meetings shall be provided by e-mail and posting on the College's public website.

2.9.3.2. If a person requesting notice of Board meetings does not have internet access, they may request in writing to the Board Secretary that they receive notice by regular first class mail.

2.9.3.3. Board members and any persons requesting notice of Board meetings shall be responsible for informing the Board Secretary in writing of their current delivery address.

2.9.3.4. Notice of a regular Board meeting shall be given at least seven (7) days prior to the meeting to which the notice relates, and notice of a special Board meeting shall be given at least 24 hours prior to the meeting to which the notice relates.

2.9.4. Quorum. A quorum of the Board shall be a majority of the voting members of the Board. Physical presence of such members at a meeting shall be necessary to establish a quorum, except when in the judgment and discretion of the Chairperson of the Board (1) immediate action of the Board is required and (2) the establishment of a quorum through such physical presence would impose an undue burden upon the Board members. In such event, Board members may be considered "present" and official action may be taken by telephone, video communication, or other comparable means, provided that all other Bylaws of the Board are followed.

2.9.5. Adjournment. Any regular or special meeting may be adjourned, and its business continued to an appointed date, time and place by a vote of the majority of the voting members present, even if there is less than a quorum present. Notice of the appointed date, time and place of the continuation of the meeting shall be given in accordance with paragraph 2.9.3 above.

- 2.9.6. Motions, Seconding and Voting on Actions. All members of the Board may make and second motions. However, each motion must be either made or seconded by a voting member of the Board; a motion cannot be both made and seconded by non-voting members of the Board. All members of the Board may vote. However, the votes of the faculty and student representatives to the Board shall be advisory only and shall not be counted in determining the outcome of a motion or other formal Board action. The Chairperson of the Board shall have the same right to vote as any other voting member. (Amended 12/2/16)
- 2.9.7. Public Meetings; Executive Sessions. The Board may meet in executive session as permitted by the Colorado Open Meetings Law, C.R.S. §24-6-401, et seq. Executive sessions shall include both voting and non-voting Board members, unless the executive session involves a personnel matter. Non-voting Board members will not participate in executive sessions involving personnel matters, unless expressly invited by the Board. The Board may also invite other persons whose presence they deem necessary and appropriate to an executive session and may excuse them at any time. The Chair may assess potential conflicts of interest which may arise for any Board member. If the Chair determines that a conflict exists, the Chair may ask any Board member to abstain from participation in executive session. Once an executive session has been convened, a majority of voting Board members in attendance can vote to adjourn or cancel the session. (Amended 12/2/16)
- 2.9.8. Agenda of Business.
- 2.9.8.1. At least seven (7) days prior to each regular meeting and at least 24 hours prior to each special meeting of the Board, the Secretary shall deliver to each member of the Board a written agenda setting forth all matters which are to be considered at the meeting, together with copies of any supporting documents or materials. The agenda may be included in the notice of the meeting.
- 2.9.8.2. The Chairperson and the Secretary of the Board shall be responsible for preparing the agenda for all meetings of the Board. In the event that a special meeting is called by three or more voting Board members, then those Board members and the Secretary shall prepare the agenda for that meeting.
- 2.9.8.3. In the event of an objection by any voting member to the consideration of any matter not included in the agenda for a regular meeting, consideration of such matters may be postponed until the next regular Board meeting, unless at least three (3) of the Board's voting members consent to consideration of the matter without such postponement.

2.9.8.4. No business other than that mentioned in the notice of a special meeting shall be the subject of action at such meeting, unless all voting members consent to the consideration and transaction of such other business.

2.9.9. Rules of Order. The rules contained in Robert's Rules of Order Newly Revised, as originally copyrighted in 1967 by General Henry M. Roberts, III, shall govern the proceedings and the conduct of all meetings of the Board and its committees in all matters to which they are applicable and which are not covered in or by the bylaws, policies and procedures in this Manual or the laws of the state of Colorado. Any motion, resolution or other formal action of the Board that is otherwise lawfully adopted, approved or ratified by the Board may not be reversed or nullified because of a violation of the Rules of Order adopted.

2.10. Communications.

2.10.1. Unless otherwise determined by the Board, communications for presentation to the Board shall be in writing and may be presented by the Secretary at the next regular meeting following their receipt, if received at least fourteen (14) days prior to the Board meeting.

2.10.2. The Board may permit public comment at its regular meetings. Any person wishing to address the Board during the public comment segment of a regular meeting shall give their name to the Board Secretary before the commencement of the meeting and shall limit their comments to five (5) minutes.

2.10.3. All proposals, resolutions, and other communications from members of the faculty, student body, or employees of the College (other than those who are members of the Board) shall be presented only at the invitation of the College's President. This requirement may be waived by the Board.

2.10.4. Individuals or organizations who wish to make presentations to the Board may do so only with the permission of the Board. All requests for permission to make presentations to the Board shall be made in writing to the Board Secretary at least thirty (30) days prior to the Board meeting and shall state the purpose, nature and duration of the presentation. The chair may waive this requirement in extenuating circumstances.

2.10.5. To assure impartiality, the Board and its members shall not consider or address communications involving individual personnel matters or issues or other matters or issues that the Board may be required to address in a quasi-judicial capacity (such as the review of appeals from institutional decisions) other than those that are formally submitted in accordance with the policies and procedures in this Manual. All other communications

received by the Board or its members relating to such matters or issues shall be referred to the Board's legal counsel for review and response.

2.10.6. The Chairperson of the Board may, in his or her sole discretion, terminate any comments, address or presentation to the Board that violates the provisions of this subsection or disrupts the Board meeting.

2.11. Committees of the Board.

2.11.1. Standing Committees. The Board shall have the following standing committees:

2.11.1.1. Academic and Student Affairs Committee. This committee shall be responsible for the review of academic and student affairs items or reports that may come before the Board, including, but not limited to, program reviews, the elimination or addition of academic programs, and academic and student policies and procedures.

2.11.1.2. Business Affairs Committee. This committee shall be responsible for the review of administrative and financial items or reports that may come before the Board, including, but not limited to, budget requests, business policies and procedures, multi-year employment contracts, the acquisition or disposal of real property by sale or lease, and financial and operational audits.

2.11.1.3. Governance Committee. The purpose of the Board Governance Committee is to ensure the integrity of the Board and to enhance Board performance. This committee is responsible for periodically reviewing and ensuring compliance with the Board's bylaws and other Board policies; maintaining standards of Board conduct; conducting a periodical evaluation of the Board's performance and an annual evaluation of the President's performance; researching and recommending a slate of officers for Board approval; monitoring compliance with the conflict of interest policy; encouraging and recommending individuals for Board membership. Overseeing the orientation and development of new Board members; and other duties that may be assigned by the Board Chair. (Added 12/2/16)

2.11.1.4. Investment Advisory Committee. This committee shall be responsible for broad, strategic oversight of college funds invested outside the State Treasurer, including, but not limited to: developing sound and consistent investment policy guidelines and "prudent investor" standards, communicating clearly the major duties and responsibilities of those accountable for achieving investment results; monitoring and evaluating results to assure that the guidelines are being adhered to and the objectives are being met; making investment recommendations and approving actions to be

sent forward to the full Board of Trustees for approval and action by the Vice President for Finance and Administration or designee, and undertaking such work and studies as may be necessary to keep the Board of Trustees adequately informed as to the status of the investment of assets.

2.11.2. Special Committees. Special committees may be appointed by the chair of the Board, subject to approval by the Board, with such powers and duties as the Board shall determine. No special committee shall act for more than one year from the date of its appointment, and all such committees shall be considered discharged upon expiration of said year, unless specifically authorized by the Board at the time of their appointment, or from year-to-year, to act for a longer period. During any period between regular meetings of the Board, the chair of the Board may appoint special committees to review and make recommendations regarding specific matters provided that the appointment and charge of such special committees is confirmed at the next regular meeting of the Board following their appointment. The general provisions set forth above regarding quorum and minutes shall apply to all special committees.

2.11.3. Appointment of Standing Committees. At the first meeting of each calendar year, the Chairperson of the Board shall appoint the members of each standing committee and designate the chair of each committee, subject to the concurrence of the Board. No more than three (3) voting members of the Board may be on each standing committee. In the absence of the appointment of a standing committee, the duties and powers of that committee shall be the responsibility of the entire Board as a committee of the whole.

2.11.4. Procedures for Board Committees.

2.11.4.1. All meetings of Board committees shall be conducted in compliance with the Colorado Open Meetings Law.

2.11.4.2. Formal actions of all Board committees shall be limited to recommendations to be made to the Board and shall in no way bind the Board.

2.11.4.3. Meetings of Board committees may be called at the discretion of the Chairperson of the Board or the respective chairs of such committees. Notices of such meetings shall be given in the manner prescribed in paragraph 2.9.3 above.

2.11.4.4. Meetings of Board committees shall require the physical presence of their members except when the chair of a committee determines that it is necessary to provide for other means of communication for a particular meeting. Under such circumstances meetings may be held

by telephone, video conferencing, or other forms of electronic communication, and members participating in such meetings shall be deemed to be “present.”

- 2.11.4.5. Recommendations or actions of a Board committee shall require the presence of a quorum, which shall consist of a majority of the members of such committee. For Board committees with only three members, any recommendation shall require an affirmative vote of a majority of the entire membership of such committees.
- 2.11.5. Minutes shall be kept of all meetings of Board committees.