



BOARD OF TRUSTEES BYLAWS

*As amended and restated by resolution of the
Board of Trustees on October 28, 2025*

HUDSON VALLEY COMMUNITY COLLEGE BOARD OF TRUSTEES BYLAWS

TABLE OF CONTENTS

ARTICLE I: ORGANIZATION

Section 1: Name and Purpose.....4
Section 2: Membership4
Section 3: Meetings6
Section 4: Duties9
Section 5: Officers..... 11
Section 6: Duties of Officers 12
Section 7: Committees 13
Section 8: Legal Responsibilities/Indemnification 19
Section 9: Services.....20
Section 10: Code of Ethics20

ARTICLE II: ADMINISTRATION

Section 1: Office of the President21
Section 2: Board – President Relations23

ARTICLE III: AMENDMENTS

Section 1: Amendments.....23

Hudson Valley Community College

Board of Trustees

Introduction to the Hudson Valley Community College Board of Trustees Bylaws

The Bylaws of the Board of Trustees of Hudson Valley Community College (HVCC) establish the framework for the governance, authority, and responsibilities of the Board in guiding the mission, vision, and policies of the College. As the governing body, the Board of Trustees ensures institutional integrity, strategic oversight, and fiscal accountability, working in accordance with New York State Education Law Article 126; the rules and regulations of the State University of New York (SUNY), New York State Public Officers Law, and the Community College Regulations (Part 600-606) and Education Law §355, and other applicable statutes.

These Bylaws define the structure, membership, duties, and procedures of the Board, including the roles of officers, the conduct of meetings, the formation of committees, and the delegation of authority to the President and/or other administrative officers. They are designed to promote transparency, ethical governance, and effective decision-making in service to the students, faculty, staff, and community. The Board of Trustees is committed to supporting the College's academic excellence, accessibility, and innovation, philanthropic efforts of the College Foundation, and auxiliary services of the Faculty Student Association, while remaining responsive to the evolving educational and workforce development needs of the Capital Region and beyond. These Bylaws provide the foundational principles that guide the Board in fulfilling its fiduciary and strategic responsibilities with integrity and accountability.

ARTICLE I: ORGANIZATION

SECTION 1: NAME AND PURPOSE

- A.** The name of the Board shall be Hudson Valley Community College Board of Trustees.
- B.** The chief purpose of the Board of Trustees shall be that of establishing policy governing the College. Under authority established by Article 126 of the Education Law of the State of New York, the Board of Trustees delegates to the President of the College responsibility for the administration of the College.

SECTION 2: MEMBERSHIP

- A.** The Board of Trustees shall be comprised of exactly ten members, five of whom shall be appointed by the legislature of the local sponsor, the County of Rensselaer; four of whom shall be appointed by the Governor of the State of New York; and one member who shall be elected by and from the students of the College, pursuant to the provisions of Section 6306, Subdivision 1 of New York State Education Law. The student Trustee must be a registered student at Hudson Valley Community College and in good academic standing during their term of office.
- B.** The membership of the Hudson Valley Community College Board of Trustees shall be comprised of representatives of the sponsorship area, the County of Rensselaer, excepting the student Trustee.
- C.** The term of office for members of the Board of Trustees (except for the student Trustee) shall be determined in accordance with Section 6306, Subdivision 1 of the Education Law. The term of office of the student Trustee shall be one year, commencing July 1 and ending June 30. There shall be no limit to the number of terms that a person may serve as a Trustee. Vacancies on the Board shall be filled for the unexpired term of the person who left the Board in the same manner as the original appointments were made by the appointing authority responsible for such appointments; i.e. the unexpired term of a governor's appointee will be filled by another governor's appointee, the unexpired term of a legislative appointee will be filled by another legislative appointee.

- D.** One (1) member of the Board of Trustees may be a member of the Rensselaer County Legislature or an elected official of any other agency or department of the County of Rensselaer.
- E.** All Trustees shall take the oath of office at the office of the Rensselaer County Clerk within thirty (30) days of appointment or election.
- F.** It is the responsibility of the individual Trustee or Officer of the Board:
 - 1.** To adhere to the Bylaws (including the Code of Ethics) of the Board of Trustees.
 - 2.** To convey to the President for consideration and possible action any important inquiries or complaints that are raised directly with an individual Trustee regarding the operation of the College or personnel allegations or complaints.
 - 3.** To recognize that only the Board of Trustees by formal action can make commitments to any legally binding contract or agreement on behalf of Hudson Valley Community College.
 - 4.** College Trustees and officers have a responsibility to clearly distinguish between their personal opinions and official statements made on behalf of the college.
 - 5.** No announcement of any official college policy, procedure or action shall be made until it has been approved and communicated through the official channels, in accordance with the campus communication policy.
- G.** Any Trustee who has served a full term of seven years, upon his/her departure from the Board, shall be conferred the title of Trustee Emeritus. An Emeritus Trustee shall be entitled to attend and participate in academic and special affairs of the College but shall not be vested with the responsibility of a Trustee.

SECTION 3: MEETINGS

- A.** All meetings, committee or Board, shall be conducted under the New York State Public Officers Law.

- B.** Regular meetings of the Board of Trustees shall be held on the fourth Tuesday of every month at the later of 5:00 pm or the conclusion of any committee meeting, presentation, or public hearing held prior to a regular meeting, unless a different date, time or place is announced by the Chair of the Board at a regular meeting and approved by the Board of Trustees.
 - 1.** There shall be no meeting in July.
 - 2.** The September meeting shall be held immediately following the annual meeting.
 - 3.** Meetings shall be held on the main campus, in the Board of Trustees' Conference Room located in the Guenther Enrollment Services Center, Room 148, except as otherwise announced.
 - 4.** All meetings shall be open to the public, apart from the Board being called into an executive session.
 - 5.** Prior notice of the date, time, and place of Board and Committee meetings shall be posted in accordance with Article 7 of the Public Officers Law of New York State governing open meetings.
 - 6.** Committee Meetings shall be conducted on the Monday or Tuesday of the second week of the month, as per the Annual Meeting Calendar, distributed at the August Board of Trustee meeting by the Assistant Secretary of the Board of Trustees.
 - 7.** Minutes of meetings shall be taken by the Assistant Secretary of the Board of Trustees or a Board designee and sent to the Assistant Secretary of the Board of Trustees by Friday of that week.

- C.** Special meetings of the Board may be called at any time by the Chair of the Board or upon the written request of three (3) Board members. Trustees shall be given at least five (5) days' notice of a special meeting by telephone, regular mail or email.

- D.** Emergency meetings of the Board shall be called upon with reasonable notice given the circumstance involved. This notice may be waived by any Trustee by filing a written waiver with the Secretary or Assistant Secretary of

the Board or stating such waiver on consent on the record at the subject meeting.

- E.** The presence of six (6) Trustees at any regular, special, or emergency meeting of the Board shall constitute a quorum for the transaction of business; the affirmative vote of six (6) voting members of the Board shall decide any issue. Trustees may attend meetings and vote by videoconferencing, per the prior adopted Resolution of the Board of Trustees.
- F.** The President of the College, or his/her designee, shall attend all meetings of the Board of Trustees.
- G.** It is expected that all Trustees will attend all regular meetings of the Board. A Trustee who cannot attend a meeting shall notify the Secretary or Assistant Secretary of the Board.
- H.** The business of the Board and the conduct of its meetings shall be in accordance with Article 7 of New York State Public Officers Law governing open meetings. All meeting agendas, resolutions and supporting documents are to be posted at least 24 hours, if possible, before each meeting. All meeting minutes are to be posted within two (2) weeks of the conclusion of each meeting.
- I. Executive Sessions**
 - 1.** Upon a majority vote of the total voting membership, taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, the Board or Board Committee may conduct an executive session, not open to the public. Attendance at an executive session of the Board or Board Committee shall be permitted to every member of the Board and to any other person(s) authorized by the Board. Executive Sessions may only be held for discussion of certain matters, namely:
 - a.** Matters which will imperil public safety if disclosed.
 - b.** Any matter which may disclose the identity of a law enforcement agent or informer.
 - c.** Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed.
 - d.** Discussions regarding proposed, pending or current litigation.

- e. Collective negotiations pursuant to Article 14 of the Civil Service Law, or discussions of non-union contract negotiations.
 - f. The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal, retrenchment or removal of a particular person or corporation.
 - g. The preparation, grading or administration of examinations; and
 - h. The proposed acquisition, sale or lease of real property or the proposed acquisition of securities; or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.
2. Executive Session minutes must record Board topics addressed during the executive session, but not the discussions themselves regarding such matters. Those matters discussed in executive session that are deemed confidential pursuant to State or Federal statute shall be confidential in all respects to those members in attendance in such executive session. No actions or motions can be approved in executive sessions.
 3. Nothing herein shall prohibit the Board from entering a private meeting should the advice of counsel be required regardless of the subject matter of those discussions.
- J.** All meetings shall be conducted using Roberts Rules of Order, newly revised, unless otherwise noted in these Bylaws.
- K.** Individuals and delegations are welcome to attend any regular, special, or emergency Board of Trustees meeting. Individuals who wish to address the Board should inform the Chair or Secretary in writing (email acceptable), a minimum of seven (7) days prior to the meeting along with the subject to be addressed.
1. The Chair may confer with legal counsel on whether to allow the presentation.
 2. In general, three (3) – five (5) minutes will be the time an individual or delegation is granted the floor by the Chair.
 3. The Chair, at his/her discretion, may terminate the presentation.
 4. Management requesting items to be placed on the formal monthly agenda must notify and submit all written materials to the Assistant Secretary to the Board of Trustees at least fourteen (14) days prior to the scheduled meeting unless an exception is granted by the Chair.

L. The President of the College, in consultation with the Chair of the Board, shall prepare an agenda with necessary supporting reports and documents for each meeting of the Board of Trustees. The agenda, along with committee meeting minutes with supporting materials, shall be made available to each member of the Board by the Assistant Secretary of the Board of Trustees, either by mail, email or in electronic form, five (5) days prior to the day of a meeting, and posted at least twenty-four hours before the meeting, and posted on the HVCC website for public information prior to the start of the opening of the Board of Trustee monthly meeting. The agenda may be modified by a majority vote of the Trustees in attendance.

M. The order of business at regular meetings of the Board shall be:

1. Call to Order
2. Consideration and approval of the Minutes
3. Reports of Special Committees
4. Reports of Standing and Ad Hoc Committees
5. Report of the Chair of the Board
6. Report of the President
7. Other Business
8. Unfinished Business
9. Communications
10. New Business
11. Announcement of time and place of next meeting; and
12. Adjournment

SECTION 4: DUTIES

A. The duties of the Board of Trustees in accordance with Part 604 of the Education Law Responsibilities and Duties of the Board of Trustees shall be as follows:

1. To appoint a President of the College, subject to approval by the State University of New York Board of Trustees, and to execute an employment contract with the President.
2. Approve the mission, goals and objectives of the College.
3. Confirmation of Presidential Appointments:
 - a. After receiving the notice of appointments of the President, all/any newly established member of the President's Executive Team, to

- include executive Vice Presidents, Vice Presidents, the Chief Diversity Officer and Executive Director of Communications and Marketing, to include Executive Deans and Deans, plus any interims to such positions, shall be brought forward to the Board of Trustees for confirmation.
- b.** After receiving the proposed notice of appointment from the President, the appointee shall be brought forward at the next scheduled Personnel Committee during the executive session (open to all Board members) in person or via zoom, to address the Board.
 - c.** Upon confirmation by the Personnel Committee, the appointment shall be brought forward to the Board of Trustees by resolution and confirmed at the next scheduled meeting.
 - d.** All interim positions that relate to Article 3 shall follow the same procedures.
- 4.** To retain Special and/or Outside Legal Counsel: All Special and/or Outside Legal Counsel shall be retained by resolution of the Board of Trustees, with all invoices for services by such Legal Counsel to be carefully reviewed by the Board of Trustees prior to payment.
 - 5.** To approve the annual operating budget, after the office of the budget presentation to the finance and audit committee, the Board of Trustees and the recommendation of the President. Submission will then be sent for final approval by the Rensselaer County Legislature and the State University of New York Board of Trustees.
 - 6.** To approve any/all amendments to the constitutions, bylaws or charters of all subsidiaries, affiliated, auxiliary, or supporting organizations.
 - 7.** To approve the educational program of the College.
 - 8.** To approve the policies which guide the operations of the College.
 - 9.** To assess the overall performance of the College.
 - 10.** To keep separate records and minutes, and adopt reasonable rules, regulations, or bylaws to carry out the duties of the Board.
 - 11.** To exercise the power to purchase, lease, sell, or otherwise acquire any property it considers necessary for the operation of the College, subject to the laws of New York State.
 - 12.** To sell, lease or otherwise dispose of college assets or property, subject to the laws of New York State.
 - 13.** To approve a service banking bid list and an investment banking bid list.
 - 14.** To confer, within their discretion, acknowledgements of recognition which include, but are not limited to: Emeritus status, certificates, and plaques, subject to the laws of New York State.
 - 15.** To approve the acceptance of gifts, in-kind contributions, property, and bequests donated to the College Foundation.
 - 16.** To annually set tuition and fees.

17. To designate the names of facilities.
18. To approve the alteration in or changes to college facilities which markedly change the appearance or the basic function of the facility.
19. To complete and file with the Board Secretary an annual self-assessment of the Board members in April of each year in a form approved by the Trustees.

SECTION 5: OFFICERS

- A. The Officers of the Board of Trustees shall consist of a Chair, Vice Chair, and Secretary. The Secretary need not be a member of the Board of Trustees.
- B. The Assistant Secretary to the Board of Trustees, who is not to be a Member of the Board of Trustees, shall be appointed annually by the Chair of the Board of Trustees. The Assistant Secretary shall be a CONFIDENTIAL paid position, responsible for drafting clear and timely information for communication for all Board and committee meetings. The assistant secretary works closely with the Chair and Secretary to ensure clear and transparent channels of communication to the office of the President and members of the campus community.
- C. The Chair of the Board of Trustees shall be elected from the members of the Board in accordance with Section 6306, Subdivision 1, of New York State Education Law.
- D. On a biennial "odd year" basis, the Officers of the Board shall be nominated by the Nominations Committee and elected by the Board of Trustees at the annual meeting.
- E. The Officers of the Board of Trustees shall be elected to serve for a term of two (2) years and may be re-elected to serve indefinite successive terms in the same office. The terms of the office of the elected Officers of the Board shall commence on the first day of the month following the annual meeting at which their election took place. In the event of a vacancy, the Nominations Committee shall meet within thirty (30) days of said vacancy and, at the next regularly scheduled meeting of the Board, propose a name or names upon which the Board shall act to fill the vacancy.
- F. As the Secretary and/or Assistant Secretary are not necessarily members of the Board of Trustees, the Secretary shall serve as an elected Secretary for

a two (2) year term, and the Assistant Secretary shall be appointed on an annual basis and/or at the discretion of the Chair of the Board. The appointed Assistant Secretary shall be an individual whom at no time is within the direct supervision of the Office of the President.

SECTION 6: DUTIES OF OFFICERS

A. The Chair of the Board of Trustees shall:

1. Preside at all meetings of the Board and shall be an ex-officio member of all standing and ad hoc committees, other than the Nominations Committee.
2. Appoint all standing and ad hoc committees.
3. Preside at all official functions of the College appropriate to such office such as commencement and other special events.
4. Participate in the conferring of degrees/certificates upon those students who have been so recommended by the faculty and approved by the Board of Trustees.
5. With the President of the College, meet with the Rensselaer County Legislature and/or committees thereof when action or resolution is necessary for the operation of the College. Generally, this shall include budget actions and capital construction resolutions.

B. The Vice Chair shall assist the Chair in the performance of his/her duties and shall assume the duties of the Chair in his/her absence. In addition, the Vice Chair, in the absence of the Chair, shall be an ex-officio member of committees. In the event of the absence of both the Chair and the Vice Chair, a Chair Pro Tem shall be designated in accordance with Robert's Rules of Order.

C. The Secretary or his/her designee, or the Assistant Secretary of the Board, shall keep minutes of all Board meetings and perform all the usual duties connected with the Secretary's office, including the transmitting of meeting notices to members of the Board, and, where necessary, providing copies of minutes to the State University of New York and appropriate government agencies. The Secretary shall be granted a secure on campus office/space as custodial to all meeting minutes, records, books and legal documents of the Board of Trustees. The Assistant Secretary shall have access to the office to prepare and maintain his/her materials within a confidential environment. The Secretary of the Board shall be authorized to affix the Seal of the College to any instrument duly

authorized to be executed by the College requiring the Corporate Seal. The Secretary may delegate this duty to the Assistant Secretary of the Board at the Secretary's discretion. If the Secretary is not a Trustee, the Secretary shall receive compensation as an independent contractor at a rate to be set by the Board of Trustees.

SECTION 7: COMMITTEES

- A.** The Board of Trustees may have standing committees, or ad hoc committees, as announced by the Chair. Each Trustee shall be appointed to at least one standing committee or have at least one assignment on a College Committee. The Chairman of the Board of Trustees and the President shall be ex-officio members of all committees of the Board except the Nominations Committee and as such may attend all meetings and conferences of any committee in an advising capacity.
- 1.** Any Trustee shall have the right to be present at any Committee Meeting or activity if he/she indicates such preference, in which case, he/she shall be given the same notices and information as the Committee members. Such Trustee shall be non-voting for Committee actions, unless insufficient members are present to form a quorum, in which case the Chair can appoint such Trustee as a temporary voting member of such committee.
 - 2.** All Board committees are established solely for the purposes of conducting studies, making recommendations, reporting, informing, and advising the Board on matters pertaining to the operation of the College and other legal functions of the Board.
 - 3.** Except for the Executive Committee, no committee shall have any supervisory, administrative or executive functions and shall not interfere with and shall not usurp or duplicate function under the control or responsibility of the President, executive personnel, or the Board of Trustees.
 - 4.** The committee chairs shall seek the first-hand, detailed knowledge required by the Board in performing its functions and making its decisions, by having access to the President, who shall designate the appropriate personnel to the committee members, to obtain such information, as to communicate their findings to the Board, using a standardized form.
 - 5.** Meetings of Committees.
 - a.** When agenda items exist, regular meetings of the Committees of the Board of Trustees shall be held, however, if no agenda items exist, no meeting of the committees shall be necessary. The

Committee Chairs, with assistance of staff, shall set committee agendas.

- b. An Annual Meeting Calendar of the Committees will be published and distributed at the August Board of Trustees Meeting of that calendar year.
- c. Meetings of all Committees shall be held on the main campus, in the Board of Trustees' Conference Room located in the Guenther Enrollment Service Center Room 148 except if by a majority consensus of its members, shall agree on a different date, time or place.
- d. All committees shall meet on the Monday or Tuesday of the second week of the month prior to the Board of Trustees meeting.
- e. There shall be no committee meetings in July, unless an emergency meeting is necessary.
- f. All meetings shall be open to the public.
- g. The Chair of any Committee may call such additional meetings as may be necessary to accomplish the work of the Committee. Committee members shall be given at least five (5) days' notice by telephone, regular mail or email, and the Chair, Secretary and/or the Assistant Secretary of the Board shall also be given such notice.
- h. Committees shall submit such reports and recommendations as are appropriate to the full Board for full Board action, including on all applicable agenda items.
- i. Except as specified, each Standing Committee shall have full power to prescribe its own approach and procedures for resolving Committee action and fulfilling its responsibility.
- j. The Committee Chair shall report on the findings and recommendations to the full Board.
- k. A majority of the members appointed to each committee shall constitute a quorum for the receipt and discussion of information at a committee meeting.
- l. Meetings of the committees shall be held in accordance with the provisions of Article 7 of New York State Public Officers Law governing open meetings.

B. The Standing Committees:

1. **Nominations Committee:** The Nominations Committee shall consist of three (3) Trustees. It shall be the duty of this committee to propose, on a biennial basis, the names of persons to be the officers of the Board; persons so nominated will be voted on by the members of the Board in

attendance at the annual meeting in September.

- 2. Executive Committee:** The Executive Committee shall be comprised of six (6) members; and shall have and may exercise all powers of the Board in the interim between meetings of the Board whenever the committee shall consider this action necessary for the welfare of the College.
 - a.** Executive Committee actions must be approved by six (6) affirmative votes.
 - b.** The areas of responsibility for the Executive Committee include:
 - 1.** Actions as authorized by the Board.
 - 2.** General institutional matters.
 - 3.** Organization and operation of the Board including the professional development of the Board, Board-President relations, new Trustees, and advising or directing the President.
 - 4.** Community relations
 - 5.** Resource development.
 - c.** The Executive Committee will assist and guide the Board in matters of long- and short-range institutional planning and goals; review recommended changes in Board Bylaws from the Bylaws & Policy Manual Ad Hoc Committee, general Board policies, and the organization and operation of the Board.
 - d.** The Executive Committee will keep the Board informed on major institutional matters; and attend to such other matters as approved by the Board.

- 3. Audit and Finance Committee:** The Audit and Finance Committee shall consist of six (6) members of the Board of Trustees. The committee shall study and make recommendations on all matters of financial policy and compare, analyze, and interpret data and audit reports relating to the financial policy and accounts of the college and its auxiliary services. The Audit and Finance Committee shall:
 - a.** Make recommendations to the Board regarding fiscal policies of the College, including their implementation.
 - b.** Receive, review, and recommend to the Board the operating and capital outlay budgets, and revisions in same, as recommended by the President.
 - c.** Recommend to the Board policies and decisions regarding investment of any surplus or restricted monies.
 - d.** Recommend to the Board policies and decisions regarding the receipt and disposition of any monetary bequests, gifts, grants and

donations, the care of all College securities, and regarding contracts for instructional or research services or other purposes with private or governmental firms, persons, or agencies.

- e.** Recommend to the Board policies to govern the receipt, security, depositing, accounting, and expending of all funds pertaining to the College, in accordance with law and relevant regulations of the State University of New York Board of Trustees and the local sponsor.
- f.** Recommend to the Board policies related to student financial aid, scholarships and loans and policies related to the solicitation, management, investment and expenditures of scholarships, loans, and Foundation funds of the college.
- g.** Recommend to the Board the selection and retention of the independent public accountants for the College.
- h.** Recommend to the Board that the independent public accountants engage in specific studies and reports regarding auditing matters, accounting procedures, and other matters.
- i.** Review the annual financial statements, including any adjustments recommended by the independent public accountants and any significant issues that arise in connection with the preparation of those statements, including the inclusion of financial disclosures.
- j.** Review internal controls and procedures and management responses to comments relating to those policies and procedures and investigate potential improprieties in consultation with appropriate legal authorities.
- k.** Obtain from management and external advisors reports relating to accounting, tax regulation, governance, investment, and other business matters.
- l.** Meet at least twice annually with the College's independent public accountants to discuss issues arising from its responsibilities, including significant findings and status of prior year management recommendations, difficulties encountered in the audit and restrictions on scope or access, significant revisions to the work plan, the auditors judgments about the appropriateness of the accounting principles and the clarity of financial disclosures, other matters relating to audit standards, including the changes in standards and procedures and the independence of the accountants.
- m.** The committee shall consider rotation of auditing firms and the rotation of the audit partner at intervals that it considers appropriate.

- n. In performing the above duties, the committee may call upon the services of the staff of the College. The Vice President for Administration shall be an ex-officio member of this Committee and as such shall be available to this Committee for consultation and advice. They shall attend meetings of this Committee whenever requested to do so by the Committee Chair.

6. Building and Grounds Committee: The Buildings and Grounds Committee is responsible for the oversight, planning, maintenance and improvement of the College's physical facilities and property. The committee shall ensure that campus buildings, grounds and infrastructure are developed, maintained, and utilized in a manner that supports the institutions mission, facilities master plan and long-term sustainability. The Buildings and Grounds Committee shall:

- a. Be apprised of maintenance, operation and construction on the College campus.
- b. Make appropriate recommendations to the Board concerning the acquisition, development or alteration of land, buildings, fixtures or major items of equipment and construction of new buildings.
- c. Carry out, or require to be carried out, studies relating to use of available facilities or institutional services, buildings, and grounds.
- d. Review the program of immediate and short-range building and facility needs of the College as prepared by the President, including cost estimates.
- e. Recommend, after consultation with the President, the architectural and/or engineering plans for all alterations, bids and awarding of contracts.
- f. Review plans and programs of maintenance of buildings and grounds.
- g. Review recommendations of the President regarding insurance coverage of buildings, contents, facilities, public liability and such other exposures as in the opinion of the President or as required by law, are proper subjects for insurance coverage.
- h. Review and confirm Facility Master Plan for Board of Trustee Approval.
- i. Review and report to the Board on matters concerning vehicles, police/security, traffic, parking, civil defense, emergency and safety.
- j. In performing the above duties, the committee may call upon the services of the staff of the College. The Vice President for Administration shall be an ex-officio member of this committee and

as such shall be available to this committee for consultation and advice. They shall attend meetings of this committee whenever requested to do so by the Committee Chair.

- 7. Personnel Committee:** The Personnel Committee of the Board of Trustees serves as the standing committee responsible for reviewing and making recommendations to the Board, which include but are not limited to matters relating to personnel policies, appointments, evaluations, compensation, benefits, classifications, and professional development.
- a. The committee shall be responsible for the administrative organization of the college as per New York State Education Law, Article 12.
 - b. The committee shall make recommendation to the Board of Trustees on the confirmation of Executive Vice Presidents, Vice Presidents, Executive Deans, Deans, and/or members of the President's Senior Staff.
 - c. The committee ensures that employment practices are consistent with the mission of the college, the policies of the State University of New York, and the provisions of applicable collective bargaining agreements and laws.
 - d. The committee shall ensure that personnel actions and policies reflect fair and equitable treatment of all employees and are consistent with State University of New York policies, New York State Educational Law and Board approved procedures.
 - e. The committee shall receive updates from the Ad Hoc Negotiating Committee on labor relation matters, including contract negotiations, grievances, arbitration, outcomes and the process for annual evaluation of the President and recommend contract renewal, salary adjustment or other contract actions to the board.
- 8. The Curriculum and Student Life Committee** is responsible for providing oversight, guidance and policy review related to the college's academic programs, student services, and overall educational experience. The committee ensures that the institution's curriculum and student life initiatives align with the college's mission, accreditation standards, and strategic goals.

- a. The Curriculum and Student Life Committee shall review and make recommendations to the Board on matters referred to the Board by the President.
- b. The President will consider recommendations by the Academic Senate of Hudson Valley Community College or the Student Senate and either the Vice President for Academic Affairs or the Vice President for Student Affairs, as appropriate, in such matters as policies, rules and regulations.
- c. Areas concerning academic standards, admissions, access to curricula, advising, testing, probation, dismissal, and termination.
- d. The curriculum relating to the adoption, revision and review of academic programs, individual courses, and curricular policies, articulation agreements, grant/contract funded programs, new academic program courses and changes to existing academic programs and courses.
- e. Matters relating to student life such as policies and procedures necessary to establish an environment conducive to learning including student discipline, student advisement and counseling, the registration process, and extracurricular activities.

9. The Honors and Awards Committee: The Honors and Awards Committee shall make appropriate recommendations to the Board concerning honors and awards to be bestowed by the Board to include emeritus status, years of service, professional and academic excellence.

10. College Foundation and Auxiliary Enterprises Committee: The Committee on College Foundation and Auxiliary Enterprises shall act as the liaison between the Board and the College's affiliated entities including the Hudson Valley Community College Foundation, Inc. and the Faculty-Student Association of Hudson Valley Community College, Inc.

- a. It shall recommend to the Board matters concerning the contractual relationship between the College and such entities, including, where applicable, program, policies, procedures, budgets, audits, bylaw changes, leadership, the naming of rooms, buildings, and areas of the College, and the acceptance of gifts.
- b. It shall confirm and bring to the Board of Trustees for approval, the annual budget, audited financials, and the filing of the 990 for the Foundation and Faculty Student Association.
- c. It shall recommend to the Board actions be taken by the Board in its role as the sole member, where applicable.

- 11. Ad Hoc Committees:** Established by the Chair of the Board of Trustees as temporary committees to address specific issues, tasks or projects that fall outside the regular scope of the present standing committees. Once a committee completes its assigned work and submits its recommendation or report to the Board it is dissolved.
- a.** In addition to the Standing Committees, the Chair of the Board may create ad hoc committees as the need arises.
 - b.** The Bylaws & Policy Manual Ad Hoc Committee shall meet annually to fully review and recommend revisions and updates to the Bylaws, Policy Manual and Code of Ethics of the Board of Trustees.

SECTION 8: LEGAL RESPONSIBILITIES/INDEMNIFICATION

- A.** The Trustees of Hudson Valley Community College accept all legal responsibilities and regulations concerning Trustees of community colleges as set forth in Article 126, Section 6306 of New York State Education Law and other pertinent sections of this Article.
- B.** Attorneys, such as contracted for collective bargaining purposes, among others, may be engaged for specific purposes by the Board of Trustees.
- C.** Trustees and Officers of the Board of Trustees shall be defended and indemnified in their official acts on behalf of the College as per Article 126, Section 6308, of New York State Education Law.

SECTION 9: SERVICES

- A.** Members of the Board of Trustees shall receive no compensation for services performed on behalf of the College.
- B.** Members of the Board of Trustees with prior approval as related to the budgeted allocation for the Board of Trustees shall be reimbursed for expenses actually and necessarily incurred by them in the performance of their duties to the College.

SECTION 10: CODE OF ETHICS

- A.** Members of the Board of Trustees and Officers of the Board shall abide by the same standards expressed in the statutes governing ethics and conduct and the rules for conflict of interest set forth in General Municipal Law §801 and the Code of Ethics adopted by the Board of Trustees as it may be amended from time to time.

ARTICLE II: ADMINISTRATION

SECTION 1: OFFICE OF THE PRESIDENT

- A.** The President shall be the Chief Executive Officer of the College and shall be directly responsible to the Board for the administration of all affairs of the College in accordance with Board policy. The President, with the approval of the Board of Trustees, shall have the authority to negotiate and execute contracts or agreements, excluding Collective Bargaining Agreements and those contracts associated with Capital Projects, which are within the parameters of the operating budget of the College, once that budget has been approved by the College's Board of Trustees, the County of Rensselaer, and the State University of New York Board of Trustees.
- B.** The President serves at the pleasure of the Board of Trustees and according to the terms of contract with the Board.
- C.** The President shall attend all meetings of the Board, except those involving his/her personal position as President.
- D.** The President shall be responsible for the conduct and operation of the College and for the administration and supervision of all departments.
- E.** The President shall prepare the annual budget of the College.
- F.** The President shall be responsible for the safety, proper care and use of all College property.
- G.** The President shall keep the Board of Trustees informed on the status of the College budget and the administration of any College funds and exercise necessary control to assure that expenditures are in accordance with College policy.
- H.** The President may delegate authority and responsibility for directing special areas of operation of the College to other employees; however, the President alone is responsible to the Board.
- I.** In the absence of the President on campus for any extended time, the Vice President of Administration shall serve as his/her delegation of authority; timely and proper notification shall be communicated with the

Board of Trustees and the campus community.

- J.** The President shall organize the College for effective operation, providing for continuous improvement planning, periodic reviews, critical evaluation, and establishing procedures and responsibilities for staff participation in College affairs.
- K.** The President shall be responsible for the appointment, promotion, termination, and retrenchment of college personnel, except as otherwise provided herein.
 - 1.** The Board of Trustees shall confirm, after receiving the Notice of Appointment of the President, all/any newly established member of the President's Executive Team, to include Executive Vice Presidents, Vice Presidents and Deans of the College, Chief Diversity Officer and Executive Director of Communications and all interims to such positions. The duties and/or salaries of the above personnel shall not be modified without the prior approval of the Board of Trustees, nor shall they be dismissed or terminated until after consultation of the Personnel Committee, the Chair of the Board and its Trustees.
 - 2.** It is the responsibility of the President to assure the Board of Trustees that all necessary human resource policies and procedures are followed as stated in the applicable employment contract and/or personnel policy. The foregoing shall not apply in situations where imminent risk to the campus community, public safety or property exists.
 - 3.** No new titles of college personnel shall be created or modified without the prior approval of the Board of Trustees.
 - 4.** Interim Appointments shall be for six months, subject to extension as deemed appropriate by the Board of Trustees. None of the individuals in the positions listed in this paragraph shall be dismissed or terminated until after consultation with the Board of Trustees.
- L.** The President shall, on advice, counsel and consent of the Chair of the Board, be responsible for developing an agenda for Regular Monthly Board meetings.
- M.** The President shall present an annual report on the programs and operations of the College.

- N. The President shall ensure provision of adequate insurance coverage for the College.
- O. The President, in addition to the Board of Trustees, may confer acknowledgements of recognition to worthy individuals for services to the College and so inform the Board of such actions.

SECTION 2: BOARD – PRESIDENT RELATIONS

- A. The President shall be the official through whom the Board carries out its program and exercises its control.
- B. The President shall be the official channel of communication between the College staff and the Board of Trustees. Members of the Board of Trustees may communicate to college staff in the course of performing their official duties as Members of Committees to the Board. Any formal requests for information shall follow the procedure within the Board of Trustee policy, Section 7 Committees A-4.
- C. The President shall keep the Board informed concerning trends in higher education that may affect the College and make appropriate recommendations accordingly.
- D. The President shall inform the Board of Trustees, in a timely manner, of any significant event occurring on campus that could be determined to be a risk to the campus community, i.e.: Violent student protest, fire, and/or life threatening situations toward students, faculty or staff.

ARTICLE III: AMENDMENTS

SECTION 1: AMENDMENT

- A. The Bylaws of the Hudson Valley Community College Board of Trustees may be amended by a vote of **six (6)** Trustees present at a meeting of the Board of Trustees provided prior notice of said meeting and the proposed amendment shall have been mailed, emailed or posted electronically to all members of the Board at least one (1) month prior to said meeting, unless otherwise waived by the Trustees. Such prior

notice may be waived if all members of the Board of Trustees consent thereto at, or prior to, such meeting; and said, written, or recorded waiver shall be appended to, or recited in, the minutes of said meeting.