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FINGER LAKES COMMUNITY COLLEGE

BOARD OF TRUSTEES

BYLAWS

Last revised & approved by the Board of Trustees:

August 6, 2025

FLCC Board of Trustees Resolution #56-2025

ARTICLE I: NAME

The name of the governing body of the Finger Lakes Community College shall be Board of Trustees, hereinafter referred to in these Bylaws as Board of Trustees, Board, college trustees or the Board.

ARTICLE II: PURPOSE OF THE COLLEGE

The purpose of the College is to provide and make available to all residents of its service area and such others as may be accommodated, an education beyond high school and on a level equivalent to that of the first and second year at a four-year institution of higher learning. Courses will be established in such a manner as to provide the individual with an Associate Degree or Certificate upon the proper and successful completion of the required number of credit hours. In addition to regular college credit courses, programs shall be developed to meet the cultural and vocational needs of the citizens of the region.

Additionally, the College shall offer developmental studies to meet the needs of students coming to the College through its acceptance of New York State's Full Opportunity Program.

ARTICLE III: DEGREES AND CERTIFICATES

Consistent with New York State Education Law, Article 126, the College shall grant the degrees of Associate in Arts, Associate in Science and Associate in Applied Science and Certificates of Completion to persons completing the required programs of study for those awards.

ARTICLE IV: APPOINTMENT OF THE COLLEGE PRESIDENT

The President shall be appointed by the Board of Trustees in accordance with the policies and procedures of the State University of New York. He/she shall be appointed or removed only on the affirmative vote of a majority of the members of the Board. He/she shall be the Chief Executive Officer of the College, administering and enforcing policies and programs established by the Board.

ARTICLE V: RESPONSIBILITIES AND DUTIES OF THE COLLEGE PRESIDENT

Consistent with Part 604: Administration of the College, §604.3 Responsibilities and duties of the president (Statutory authority: Education Law, §355(1)(e)):

The president of the college, as the chief executive officer responsible to the college trustees, is responsible for providing general educational leadership and for promoting the educational effectiveness of the institution in all its aspects. In this regard, the president will perform the following duties:

- (a) Implement, execute, and administer all policies of the college trustees and the State University trustees
- (b) Formulate and present to the college trustees, for their action, recommendations on:
 - 1) curriculum
 - 2) budgets
 - 3) salary and employee benefits schedules for all professional and non-professional employees
 - 4) personnel appointments, promotions, tenure, retention and retrenchment; unless this authority has been delegated to the president
 - 5) organizational structure
 - 6) planning and management of facilities
 - 7) granting of degrees or certificates
- (c) Administration of collective bargaining agreements
- (d) Submit an annual report on the operation of the college to the college trustees, and prepare such other reports as the college trustees or State University of New York may require

(e) Assure the preparation of a faculty handbook in which the role of the faculty in the administration and advancement of the college is described (see also section 605.1 of this Subchapter)

(f) Assure the preparation of documents needed for orientation and guidance of students attending the college

ARTICLE VI: THE BOARD OF TRUSTEES

Section 1 - Membership

Consistent with New York State Education Law, Article 126 Section 6306 - Administration of Community Colleges - Boards of Trustees:

- a) Finger Lakes Community College shall be administered by a ten-member Board of Trustees
- b) Five members shall be appointed by the local sponsor to seven-year terms
- c) Four members from among persons residing in the sponsoring community shall be appointed by the governor to seven-year terms
- d) One member elected by and from among the students of the college shall serve for a one-year term

Section 2 - Responsibilities and Duties of the Board of Trustees

Consistent with Part 604: Administration of the College, §604.2 Responsibilities and duties of the college trustees (Statutory authority: Education Law, §355(1)(e)), the college trustees, subject to the approval of the State University trustees, shall:

Under the time-honored practice of American colleges, trustees of colleges, as legal official bodies corporate, concentrate on establishing policies governing the college, and delegate authority for the administration and execution of those policies to their employed professional administrators. The college trustees, subject to the approval of the State University trustees, shall:

- 1) Appoint a president (whether permanent, acting, or interim)
- 2) Approve curricula
- 3) Prepare, approve and implement budgets
- 4) Establish tuition and fees (within legal limits)
- 5) Approve sites and temporary and permanent facilities

Approval or disapproval of the appointment of a president by the State University trustees shall be made in accordance with the State University trustees' guidelines for the selection and approval of such appointments. The guidelines shall include a procedure for the State University trustees to receive the recommendation of the Chancellor concerning such appointment. The college trustees shall provide for the awarding of certificates and diplomas, and the conferring of appropriate degrees on the recommendation of the president and the faculty. In addition, the college trustees upon the recommendation of the president shall appoint personnel, determine and implement salary and employee benefits schedules, and approve the organizational pattern of the college.

(a) The college trustees shall formulate and record the policies and procedures of appointment and conditions of employment of the president and other professional administrative personnel.

(b) The college trustees shall establish policies and delegate to the president or designee responsibility for implementation of the following:

- (1) Personnel policies, including the following:
 - (i) Appointments, promotions, tenure and dismissals of faculty and staff members;
 - (ii) Conditions of employment, leaves of absence and sabbatical leave;

- (iii) Rules and regulations to which faculty and staff are expected to adhere;
 - (iv) Statements regarding academic freedom; and
 - (v) Subject to the local and State civil service regulations, the working conditions for non-academic personnel and fixed rates of compensation;
- (2) Creations of divisions, departments, and appropriate administrative and academic positions and definition of duties to carry out the objectives of the college;
- (3) Regulations governing the behavior and conduct of students and guiding the co-curricular program of the college;
- (4) Authorization and supervision of travel for the purposes of the college;
- (5) Care, custody, control and management of land, grounds, buildings, equipment and supplies used for the purposes of the college for carrying out its objectives;
- (6) Use of college facilities for outside organizations;
- (7) Admission of students;
- (8) Preparation of a budget for operation of the college for submission to and approval by the local sponsor and the State University trustees;
- (9) Preparation of capital equipment and capital construction budgets;
- (10) Use of college facilities for research, consultation or other contractual services pursuant to the educational purposes of the college, in accordance with regulations of the college trustees and upon reimbursement to the college on a fair and equitable basis for the use of facilities or equipment; and
- (11) Make available for inspection all college policies and procedures at the college for the convenience and information of members of the college constituency.

Additional responsibilities may include:

- 1) Engage in positive public relations for the College
- 2) Oversee agreements with the Sponsor that define College-County roles and responsibilities
- 3) Keep the Sponsor, appropriate State officials and citizens in its service area informed on College programs and needs
- 4) Preserve institutional independence from encroachment of the independence from whatever source it might come
- 5) Engage on a regular basis, in Board self-evaluation
- 6) Establish criteria for Board of Trustees performance and conduct
- 7) Establish criteria for Board Chair performance

Section 3

[Note – In 2019, it was noticed that Article VI of the By-Laws was missing a Section 3. A review of previous versions shows that this error has existed and has been consistent back to May 2014 when the By-Laws were revised and reformatted. The omission of Section 3 appears to be a clerical numbering error in the document and not an omission of data. Rather than correcting this error by renumbering the By-Laws, this note serves to document the numbering inconsistency in order to ensure subsequent board actions/resolutions regarding By-Laws reference the correct articles and sub-sections.]

Section 4 - Orientation

Trusteeship requires thorough and regular orientation and professional development. Each new trustee will participate in an orientation session facilitated by the Board Chair in collaboration with the College President. Specific materials for orientation are on file with the President. New trustees are strongly encouraged to attend the annual NYCCT-sponsored "Institute on Trusteeship" during their first or second year as a Board member.

Section 5 - Officers

The officers of the Board of Trustees shall be the Chair, Vice Chair, and Secretary.

Section 6 - Election of Officers

Officers of the Board of Trustees shall be elected annually, from among the Board's voting membership at the Board's annual meeting held in June. A Nominating Committee of three (3) voting members of the Board of Trustees, excluding the current Chair, shall be appointed by the Board Chair at the regular April meeting. Candidates shall be announced by the Nominating Committee at the May meeting and additional candidates may be proposed by any Board member at that meeting. Election for each office shall be by voice vote by voting members at the annual meeting in June.

Section 7 - Vacancies

If the position of the Chair becomes vacant, the Vice Chair becomes Chair. At the same time the Secretary becomes Vice Chair and a new Secretary is elected. If the position of Vice Chair becomes vacant, the Secretary becomes Vice Chair and a new Secretary is elected. If the position of Secretary becomes vacant, a new Secretary is elected. All serve for the duration of the terms of their predecessors.

Section 8 - Terms of Office: Officers

The term of office for all officers (Chair, Vice Chair & Secretary) is two years. Voting members of the Board shall be eligible for election to any one office consecutively for no more than two terms. Officers shall be elected annually at the Board of Trustees annual meeting held in June.

Section 9 - Duties of the Chair

The Chair shall preside at all meetings of the Board and shall be an ex officio member of all committees, except the Nominating Committee. The Chair shall appoint all standing and special committees, naming the Chair of each. The Chair shall provide each committee chair with a list of the duties and responsibilities of the committee, such list being subject to revision or amendment at any time by the Board Chair.

Section 10 - Duties of the Vice Chair

The Vice Chair shall perform the duties of the Chair in his/her absence, and such other duties as the Chair may designate.

Section 11 - Duties of the Secretary

The Secretary shall be responsible for the minutes of all regular and special meetings of the Board and shall prepare and distribute the minutes to each member of the Board prior to the next regular meeting. The Secretary shall be responsible for the custody of the official minutes book and all official documents and files of the Board. In addition, the Secretary shall be responsible for conducting the voting procedures as defined in these Bylaws.

Section 12 - Duties of the Assistant Secretary

The Board shall appoint annually an Assistant Secretary who shall not be among the Trustees and shall be an employee of the institution. The Assistant Secretary assists the Secretary in maintaining minutes of all meetings and functions as a clerk to the Board of Trustees in providing information and records to the Board.

Section 13 - Liaison Role to College-Affiliated Organizations

The FLCC Board of Trustees shall designate a trustee to serve as its liaison to college-affiliated organizations, including:
FLCC Foundation

Liaisons serve at the pleasure of the FLCC Board of Trustees and in support of the College's mission and strategic plan. Their voting status and responsibilities are outlined in the bylaws of the affiliated organizations. Liaisons to college-affiliated organizations are responsible for updating the full Board of Trustees at regular meetings of all matters that may be of interest to the Board.

ARTICLE VII: BOARD COMMITTEES

Section 1 - Standing Committees

The Standing Committees shall be:

Education & Planning

Provides oversight for all academic, enrollment management, and student affairs

Finance & Facilities

Reviews and recommends to the full board the College's annual operating budget and provides ongoing oversight for College financial planning and other fiscal matters, and all matters pertaining to real property, construction, maintenance, acquisition and disposal

Audit & Enterprise Risk Management

Provides oversight for financial reporting, audit, internal controls, process for monitoring compliance with laws and regulations and the code of conduct, assessment of the College's risk environment and supervision of the enterprise risk management activities

Board Development Committee

Reviews and recommends to the full Board policies and procedures for the operation of the Board of Trustees, and provides professional development opportunities to the Board based on best practices.

Personnel Committee

Provides oversight for all matters pertaining to collective bargaining, administration of collective bargaining agreements, personnel policies, the employment status and history of particular persons, and appointments, promotions, tenure and dismissals of faculty and staff members.

Additional standing committees may be created by the Board. A majority of the members of any committee shall constitute a quorum.

Section 2 - Ad hoc Committees

Ad hoc committees may be appointed from time to time, as deemed necessary, to conduct the business of the Board. All ad hoc committees shall submit a report to the Board of Trustees and such committees shall be considered disbanded on acceptance of the report by the Board, or when discharged by the Chair of the Board.

ARTICLE VIII: MEETINGS

Section 1 - Regular Meetings

The Board of Trustees shall meet on a day and time agreed to at the annual meeting and at a place designated by the Chair.

Section 2 - Quorum

A quorum shall consist of six (6) members of the Board. A motion is not carried unless it is supported by six (6) members of the Board. A smaller number may call the roll, record the names of absentees, set the date, time and place of the next meeting, and adjourn.

Section 3 - Agenda

An agenda of items of business to come before the Board shall be prepared by the Chair and furnished to Trustees with the notice of the meeting. Items not on the agenda may be considered at any meeting only upon the consent of all members present.

Section 4 - Polling Board Members

All members of the Board may be polled at the direction of the Chair on matters of an emergency nature. Any action taken on such a poll must be affirmed at the next public meeting of the Board.

Section 5 - Parliamentary Procedures

The most current edition of **The Modern Rules of Order** shall govern parliamentary procedures.

Section 6 - Voting Procedure

Every Board member present shall vote “aye”, “nay”, or state “abstention.” Should any Trustee abstain from a Board vote, that fact shall be recorded in the minutes. In the event that an abstention creates a tie vote, the abstention shall be counted as a “nay” vote.

Section 7 - Trustee Comments

Each Trustee shall have the privilege of requesting that his or her remarks or opinions be recorded in the minutes.

Section 8 - Privilege of the Floor

The Board shall maintain and periodically review and update, if necessary, its procedure for considering citizens' comments at Board meetings.

Section 9 - Committee Meetings

Regular committee meetings may be held on the same day as regular monthly Board of Trustee meetings, and if so, may be prior to the Board of Trustee meeting. Additional committee work sessions will be held on a quarterly or as-needed basis, determined by the chair of each committee. A schedule of regular monthly Board meetings will be approved each year at the Board of Trustee's annual meeting. Committee work session dates will be posted as work session dates are determined, in accordance with applicable open meeting law requirements.

Section 10 - Annual Meeting

The annual meeting shall be held immediately preceding the regular June Board of Trustees meeting. The business of the annual meeting shall be the election of board officers, approval of the annual meeting calendar and such other business as legally required.

Section 11 - Special Meetings

Special meetings of the Board shall be held on the call of the Chair, or on the call of three (3) Board members. Written or oral notice of such meetings shall be given to each trustee not less than 24 hours in advance, and shall state the subject or subjects to be considered. No other matter shall be considered at such meetings.

Section 12 - Attendance

Any Board member unable to attend any meeting should so inform the Chair as soon as possible. The Chair shall request a written explanation from any Board member absent from three (3) consecutive meetings who has not provided official notification.

Section 13 - Executive Session

Executive sessions of the Board may be held for such purposes as personnel matters, contract negotiations, pending or current litigation, and other matters consistent with the law. However, no official action should be taken during such executive session.

Discussions held in executive session are confidential and shall not be disclosed.

All meetings of the Board shall be open to the public.

ARTICLE IX: GENERAL

Section 1 - Bylaws Limitation

Nothing in these bylaws shall violate or be construed to violate any law of the State of New York.

Section 2 - Books & Records

All books and records of the Finger Lakes Community College Board of Trustees shall be kept at the principal office of the College in the custody of the President and shall be available during normal working hours for inspection by any member of the Board.

Section 3 - Trustee Emeritus

In recognition of significant contributions to Finger Lakes Community College through distinguished service as a member of the Board of Trustees, Trustee Emeritus status may be granted by a two-thirds vote of all sitting Board members to a former trustee who has demonstrated significant contributions to the college and the community as a trustee.

The Board of Trustees will make decisions on conferring the designation of Trustee Emeritus on an individual basis. A nomination for Trustee Emeritus designation may be submitted to the Board Chair by any Board member or by the college president. The designation of Trustee Emeritus will be announced following a motion and vote of approval by the Board of Trustees.

Any former trustee may be awarded the distinction of Trustee Emeritus by action of the Board, and may attend and participate in public Board and committee meetings, but are not vested with authority and may not vote or be counted in determining a quorum. Trustee Emeriti are welcome and encouraged to continue to participate in college activities and will be provided invitations to special college activities and events. Trustee Emeriti may be appointed by the Board Chair to serve as ex officio members of Board standing and ad hoc committees when, in the judgment of the Board Chair, the trustee emeritus can contribute special expertise to the work of the committee.

Section 4 - Amendments of the Bylaws

Amendments may be presented for consideration at any regular or special meeting of the Board, but may not be acted upon prior to the next regular Board meeting. An affirmative vote of a majority of the members of the Trustees is required for the approval of any amendment.

Section 5 - Trustee Conflict of Interest

Trustees must avoid situations leading to a conflict of interest. A Trustee shall submit his/her resignation to the appointing authority prior to applying for any position at the College.

ARTICLE X: CODE OF CONDUCT AND CODE OF ETHICS

FLCC Board of Trustees Code of Conduct

A community college trustee is a member of a board empowered to hold the real and personal assets of the community college for the benefit of the students and other citizens of the community and state.

As a member of the FLCC Board of Trustees and keeper of the public trust, board members pledge:

1. To fulfill the roles and responsibilities as specified for individual trustees
2. To function as a policy-maker and not an administrator of the institution
3. To cooperate with fellow board members and respect differences of opinion
4. To support the president as the chief administrative officer of the institution

5. To understand and abide by the Open Meetings Law
6. To vote on all issues based on facts and concern for all persons affected rather than on personal bias
7. To support all policy votes of the board regardless of personal positions
8. To steer complaints or criticisms specific to the College President or the accomplishment of chief administrative officer functions from students, employees or members of the community to the Chairman of the Board of Trustees, for investigation and action leading to resolution
9. To steer complaints or criticisms about the college received from students, employees or members of the community to the College President, for investigation and action leading to resolution
10. To recognize and accept that as individuals, trustees have no legal authority outside of the meetings of the Board of Trustees, and should conduct any relationships with the college staff, the local citizenry and news media on the basis of this fact
11. To recognize and accept that the Chairperson of the Board of Trustees is the official spokesperson for the Board; therefore, individual Board of Trustees members will not represent themselves as speaking for the Board of Trustees
12. To focus at all times on taking actions that are in the best interest of the College and its mission
13. Discussions held in executive session are confidential and shall not be disclosed

FLCC Board of Trustees Code of Ethics

1. To avoid using the position of trustee for personal gain
2. To avoid situations leading to even a perception of conflict of interest
3. To be forthright and honest in all college trustee deliberations and peer communications

I understand that these are the conduct and ethical standards expected of all members of the FLCC Board of Trustees: *signed by all trustees at the September 3, 2014 Board meeting*

ARTICLE XI: CONFIDENTIALITY

Matters of a confidential nature arise frequently at Trustee meetings and in the Board's relations with College Administration. It is the responsibility of the individual Board members to maintain a high level of confidentiality regarding all discussions and documents received by the Trustees when such discussions and documents are of a privileged nature or when such discussions and documents are exempted from the Freedom of Information Law. Discussions held in executive session are confidential and shall not be disclosed.

ARTICLE XII: VIDEOCONFERENCE PARTICIPATION

Board members are expected to attend Board and/or Committee meetings on a regular basis. Should members not be able to attend in person, any one or more of the Board members may participate in the meeting of the Board or any Committee thereof by means of videoconferencing, allowing all persons participating in the meeting to see and hear each other at the same time. Participating by such means shall constitute presence in person at the Board or Committee meeting, and such trustee participating via videoconferencing may be counted as present in constituting a quorum of the Board or Committee and may vote on any and all business undertaken at the meeting.

ARTICLE XIII: DEFENSE, INDEMNIFICATION AND REIMBURSEMENT

Defense and indemnification and reimbursement of defense costs of Trustees of Finger Lakes Community College shall be provided as set forth in Section 6308 and Section 6309 of the New York State Education Law, as may be amended from time to time.

Revised:

February 2008

December 2008

June 2010

June 2013

May 2014

September 2014

May 2015

December 2017

June 2018 - *FLCC Board of Trustees Resolution #35-18*

July 2020 – *clerical note added to Article VI, Section 3*