(A) Name. The name of this organization shall be the Owens State Community College Board of Trustees, hereinafter referred to as “the board.”

(B) Objectives.

(1) Assist in promoting the concept of Owens State Community College as an institution responsible for post-secondary adult and technical education in the assigned service area.

(2) Promote elimination of all existing and potential barriers with regard to race, creed, and sex which may hinder development of the college philosophy

(3) Encourage the development of activities for the collection and dissemination of information especially useful to policy making and governing by the board.

(4) Develop practice that will greatly increase the expertise of individual trustees in the performance of their public service role, through, but not limited to, conferences, seminars, publications, research activities, newsletters, and personal visits to the college.

(5) Unify trustees in order to give continuous direction to Owens College through the orderly development of resolutions, identifying beliefs and policies.

(6) Develop liaison with other area and regional organizations concerned with the two-year college movement in general and the community college in particular.

(7) Promote conferences for the mutual benefit of college trustees, administrators, faculty, and students.

(8) Encourage, guide, and lend assistance in development of local associations of two-year college trustees.
(9) Extend leadership in developing dependable and appropriate credit-transfer agreements of two-year college technical and academic subjects among all institutions of higher education.

(10) Provide the various local, state, and federal governments and governmental agencies with a reservoir of human experts who can render advice on matters pertaining to two-year college legislation.

(11) Promote creativity, relevancy, and innovation in college and post-secondary curriculum development and change to meet changing needs of the service area.

(12) Promote the concept of accountability in the administration, the faculty, the staff, and the student body, as well as in the trustee membership of the college.

(13) Assist in the promotion of the development of a positive image of pride and dignity in any work that is well done and in the concept of career education as provided for by post-secondary adult and two-year college programs.

(14) Work for the adequate and equitable financial support of post-secondary education with specific attention to adequate and financial support for post-secondary adult and technical education on the community college campuses and off-campus centers.

(15) Promote and encourage credit-hour/contact-hour and/or program production cost and cost analysis activities in order to properly plan the financial budget for viable and necessary programs or operations and the elimination of obsolete and/or unnecessary programs or operations.

(16) Promote public understanding of the emerging role of the two-year community college and protect the community college from intrusions and duplication by other local state agencies.

(17) Do such other things as may be deemed appropriate for the accomplishment of these and other objectives which tend to
assure and improve post-secondary adult and two-year community college education opportunities for the entire service area.

(C) Ownership of the college. The ownership of the college, created and established pursuant to the Ohio Revised Code, including all right, title, and interest in and to all property, both real and personal, pertaining thereto, shall be vested in the board. The board may acquire by appropriation any land, rights, rights-of-way, franchises, easements, or other property necessary or proper for the construction of the efficient operation of any facility of the college.

(D) Official plan. The board has prepared an official plan for the community college. The board has filed a copy thereof with the Ohio Board of Regents, which certified a copy of its action to the board and issued a charter creating the technical college. This official plan is appended to and has become part of such charter, and such charter shall not thereafter be changed except by charter amendment with the approval of the Ohio Board of Regents. A proposal for a charter amendment shall be filed with the Ohio Board of Regents and with local boards of education of the college district.

(E) Members. There shall be nine trustees appointed in accordance with the Ohio Revised Code.

(F) Meetings. Official acts of the board are those taken at a legal session or as a result of action taken at a legal session of the board. The authority of the membership, unless otherwise provided for, resides within the limits of the meeting of the board.

(1) The board may adopt rules and regulations governing its own proceedings.

(2) The board shall hold at least six meetings annually and special meetings on reasonable notice, upon call of the chair or by majority of the board at such places as the chair or board may designate. The board may hold monthly meetings or regular calendar dates. All meetings shall conform to the provisions of the Ohio Revised Code.

(3) The board shall adhere to its official policy on procedures for adequate notification of all meetings.
(4) The agenda for meetings of the board shall be prepared by the president of the college and his/her staff with the counsel of the chair of the board. Copies of the agenda shall be mailed or delivered to each board member’s residence at least five days before the date of any regularly scheduled meeting.

(5) A majority of the board shall constitute a quorum, and the board may act on the matter by majority vote or its whole membership. A majority of voting members present at a quorum may act on the college president’s recommendations concerning administrative decisions related to procedures defined in handbooks or operation previously approved by the board. A majority vote of the board membership shall be required to:

(a) Employ any administrative officer, staff employee, or member of the faculty.

(b) Establish or modify salaries, wages or benefits.

(c) Adopt or revise the annual budget.

(d) Acquire or dispose of lands or property and buildings.

(e) Adopt, amend or repeal any article of this constitution or bylaws of the board.

(f) Terminate a personnel contract.

(6) Each member of the board shall have a duty to reveal to the board any interest, whether economic or otherwise, that he has in a matter that comes before the board. Members who have such an interest shall not participate in the matter nor shall they be counted for purposes of determining a quorum.

(G) Structure of the board.

(1) Officers of the board.

(a) Titles. The officers of the board shall be a chair and vice chair. A secretary and treasurer may be appointed. The secretary will keep minutes and assist the president of the college in carrying out the
board’s communications. The treasurer will be responsible for funds and for contracts involving expenditures of money.

(b) Election, qualification, and term of office. Regular elections of officers take place at the first regular meeting at the beginning of each calendar year. Officers are elected by existing members of the board in a manner supported by five or more members. The regular term of an officer shall be for one year. The qualification as an officer is board membership.

(c) Vacancies. If, for any reason, a vacancy occurs in the office of the chair during his/her term of office, the vice chair shall succeed to the office of chair immediately and shall have all powers and perform all duties of the office during the period of vacancy. If there is a continuing vacancy of the position of vice chair, the board shall elect a successor at the next regular meeting of the board following the declaration of such vacancy by the chair and the support of five or more members of the board.

(2) Committees. Generally the board will meet as a committee-of-the-whole. The chairman shall appoint standing and ad hoc committees as necessary and as the chair deems advisable. Standing committees will be chartered annually through a motion by the Board Chair and approval by a majority of the Board. Ad hoc committees will be appointed to address more specific, short term issues and their charters will expire at the conclusion of their charges.

(a) Standing Committees:

(i) A standing committee is one charged with a broad mandate for ongoing oversight over a defined area related to the college.

(ii) Each such committee will be comprised of not less than three (3) Trustees. A committee, at its discretion, may invite members of the public and/or college to also serve as non-voting advisory member of the committee.

(iii) Such a committee will meet not less than twice per calendar year or at the call of the committee Chair. A committee Chair will report on the committee’s
deliberations to full Board of Trustees at its first regular meeting subsequent to a committee meeting.

(iv) A committee Chair may include in committee deliberations appropriate members of the President’s Council and/or other college administrators. All such committee meetings and the nature of the committee’s agenda shall be open to the public unless otherwise provided by law.

(v) A committee will designate a secretary, who may be a committee member or college employee, who will be responsible for arranging all committee meetings, notifying committee members, the media and public of committee meetings, record minutes of committee sessions and otherwise provide support to the committee.

(vi) Such a committee will make policy recommendations to the full Board of Trustees consistent with its charge and suggestions to the Administration for corresponding procedures.

(vii) A committee on its own authority may expend up to five thousand dollars ($5,000.00) per calendar year for professional services consistent with the committee’s charge with the Board of Trustee’s approval. The committee Chair shall account to the full Board of Trustees for any such expenditures.

(b) Ad Hoc Committees:

(i) An ad hoc committee is one created to address a specific, short-term and non-recurring issue related to the college.

(ii) Each such committee will be comprised of not less than three (3) Trustees. A committee, at its discretion, may invite members of the public and/or college to also serve as non-voting advisory members of the committee.
(iii) Such a committee will meet at the call of the committee Chair. A committee Chair will report on the committee’s deliberations to the full Board of Trustees at its first regular meeting subsequent to a committee meeting.

(iv) A committee Chair may include in committee deliberations appropriate members of the President’s Council and/or other college administrators.

(v) All such committee meetings and the nature of the committee’s agenda shall be open to the public unless otherwise provided by law.

(vi) A committee will designate a secretary, who may be a committee member or college employee, who will be responsible for arranging all committee meetings, notifying committee members, the media and public of committee meetings, record minutes of committee sessions and otherwise provide support to the committee.

(vii) Such a committee will make policy recommendations to the full Board of Trustees consistent with its charge and suggestions to the Administration for corresponding procedures.

(3) Duties and responsibilities of officers.

(a) Chair. It shall be the duty of the chair to call the meeting to order, to preside at all meetings of the board, to rule on the order and discussions of motion, to maintain proper decorum within the meeting place, to expedite the use of time during the meetings, to allocate the time for discussions and to perform all duties incident to the office of the chair and such other duties as may be prescribed from time to time by the board.

(b) Vice chair. It shall be the duty of the vice chair to perform the duties of the chair in his/her absence, or in the event of the chair’s inability or refusal to act. The vice chair, when thus acting, shall
have the powers of and be subject to all restrictions placed upon the chair. A vice chair shall perform such other duties as from time to time may be assigned to him/her by the chair of the board.

(c) Secretary. The secretary shall keep the minutes of the meetings of the board; shall see that all notices of meetings are duly given in accordance with the provisions of this constitution and bylaws, or as required by law; and in general, shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the chair of the board.

(d) Treasurer. The treasurer serves as the chief fiscal officer and is responsible for the disbursement of funds and contracts involving expenditures of money. The accounts of the board shall be kept in the manner prescribed by the Bureau of Inspection and Supervision of Public Offices. The treasurer shall perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned by the chair of the board.

(II) Administrative officers. The officers of the college shall be outlined in an administrative organizational chart which has been approved by the board. The following outlines the general position responsibilities of the chief executive officer and the chief fiscal officer.

(1) President. The president is the chief executive officer and professional advisor of the board. He/she interprets and implements the board’s policies and regulations in their application to the various operations and personnel matters of the college. He/she has responsibility and authority necessary to provide professional leadership and administrative direction for the various operations and for various personnel groups as outlined in the approved administrative flowchart. He/she may delegate authority to others but retains the final responsibility for the results of such delegation. He/she is responsible to the board for recommending the employment, assignment, promotion, and termination of various individual college personnel. He/she may change varying personnel assignments to carry out his/her responsibilities to the board for the overall leadership of the college. The president is the single officer reporting directly to the board.
(2) Vice president for business affairs.

(a) The vice president for business affairs is responsible for the control of expenditures and initiation and enforcement of the measures for maintaining the financial affairs of the college within the policies approved by the board and administered by the college president with maximum safety, efficiency, and economy. He/she shall maintain adequate records of all assets, liabilities, transactions and of all authorized appropriations, and shall determine that all sums extended pursuant thereto are properly accounted for.

(b) As the vice president for business affairs for the college, he/she shall provide for the president and the board detailed written monthly reports of the finances of the college. He/she shall also render such supplementary reports from time to time as may be necessary for an adequate understanding by the college personnel of the current financial condition of the various budgetary accounts of the college. He/she shall be responsible for the preparation of the annual financial statement which shall constitute one permanent financial record of the college. In anticipation of the formulation and revisions of the annual budget report by the president, the vice president for business affairs shall prepare by March first of each year for the president written estimates of the income of the college from all sources for the next fiscal year, together with written statements of the anticipated and existing balances for the current fiscal year and such other data as may be necessary or useful to the president of the college and the board.

(c) The vice president for business affairs shall maintain a complete and accurate up-to-date inventory of all equipment and real estate property, maintain sound key and campus security control, and other duties as assigned by the president.

(d) Any of the duties set forth in this section may be assigned to the Vice President for Administration, at the President’s sole discretion.

(I) Amendments. The constitution of the board may be amended. All proposals must be in writing and initiated by a motion of resolution by a member of the board. Approval of a proposed resolution of amendment of the constitution requires a positive majority vote by the nine members of the board, which is five or more.
(J) Rules of parliamentary procedures. The latest published and released edition of “Roberts Rules of Order” shall be the official parliamentary guide for all business sessions when they are not in conflict with this constitution and bylaws, the rules adopted by the board, the Ohio Revised Code, or the federal laws of the land.

(K) Fiscal and legal procedures.

1. Board authority. The board may receive by devise, bequest, donation, or otherwise either real or personal property, or both, and hold the same absolutely or in trust, and invest, reinvest, and manage the same, and apply said property and the income arising therefrom to the purposes of the college. The board shall also have power to allocate funds for carrying out the purposes of the college. The board establishes and maintains the Owens State Community College Foundation to handle donations, gifts, awards, and other actions by benefactors to the college within legal restrictions.

2. Annual budget. The president shall recommend a budget to the board for each fiscal year. Action on the president’s recommendations shall take place before August first of each year. Reconciliation of the budget by the board action may take place at any meeting of the board by majority vote of the membership of the board.

3. Non-compensation. No member of the board acting in his/her capacity as an officer or trustee shall receive compensation for services rendered. Travel expenses incurred by board members involved in approved conferences or in attending to the approved business or meetings of the board, may be paid from the college resources, in accordance with rules and procedures adopted by the board.


(a) Except as otherwise provided in this constitution and bylaws, the board at an approved meeting may authorize for specific purposes any officer or officers, members or groups of members to
investigate and/or to enter into contracts and to execute and/or draw any instruments on behalf of the college

(b) When the board has by resolution determined to let by contract the work of capital improvements pursuant to the official plan of such district, contracts in amounts exceeding ten thousand dollars, unless provided for by law for reasons of emergency, shall be advertised after notice calling for bids has been published once a week for three consecutive weeks in at least one newspaper of general circulation within the college district. The board may let such contract to the lowest and best bidder who shall give a good and approved performance bond, conditioned on the carrying out of the contract and payment for all labor and material. Such contract shall be approved by the board and signed by the president of the college as the board-authorized representative and by the contractor.

(5) Loan. No loan shall be contracted on behalf of the college and no negotiable paper other than checks shall be issued in its name unless and except as authorized by the board.

(6) Deposits.

(a) All funds of the college shall be deposited in the credit of the college in such depositories as the board may select, or as may be selected by an officer or officers, or agent or agents, delegated by the board.

(b) All funds of the college, except for investment accounts, shall be in depositories covered by the Federal Deposit Insurance Corporation and shall be withdrawn according to procedures specified by the board.

(7) Income. All income, donations, gifts, and other benefits for the college shall be collected and accounted for by such officer or officers, agent or agents, as the board may designate for that purpose. The vice president for business affairs for the college shall receive all gifts, collections, donation, fees, subsidies, and grants to the college or to the name of the college and shall account for the same, including student scholarships, awards, alumni, and auxiliary funds.
(8) Checks, drafts. All bills, drafts, acceptances, checks, endorsements or other evidences of indebtedness shall be signed by such officer or officers, agent or agents, or the college as the board may provide.

(9) Investments. Funds of the college may be invested and reinvested in such manner and for such purposes as may be lawful and authorized by resolution of the board.

(10) Disposition of surplus funds. Any surplus in excess of normal operating requirements, and in excess of a reasonable reserve to be determined by the board, shall be used to further the purposes of the college. Recommendations for specific allocation of such funds shall be made to the board by the president.

(11) Annual financial report. The vice president for business affairs shall provide to the president and the board annually on or before July tenth the written final report of all receipts and disbursements of the college funds for the preceding fiscal year. The approved annual financial report shall subsequently be published by the board.

(12) Incurring indebtedness. No board member, employee of the college or officer shall incur any indebtedness in the name of the college unless authorized to do so by action of the board. Specific provisions for personnel contracts, for purchase orders, and for service contracts are outlined in the operating manuals approved by the board.

(13) Surety bond. The vice president for business affairs and other officers or agents for the college as may be determined by the board shall give and file with the college a surety bond for the faithful performance of their duties in sums as may be fixed by the board with the cost of said bonds paid by the college under the board’s policy for payment or bills.

(14) Legal counsel. The board at any approved meeting may appoint legal counsel to act as general legal consultant and/or advise the board and the president in legal affairs of the college. Legal fees for such services may be paid by the college under the board policy for payment of bills.
(15) Audit. The board may appoint an independent certified public accountant to audit the financial records and performances of the college and submit an audit report.

(L) Appointment and compensation of faculty and staff. The board shall appoint and fix the contract of the president of the college and his/her annual benefits and salary increments. The board shall act on the president’s recommendations for the appointment of the faculty and such other employees as necessary and proper for the college and also for their individual compensations and benefits.

(M) Establishment of fee and tuition schedule. The board shall establish schedules of fees and tuition for: students who are residents of Ohio, students who are non-residents of Ohio, and for international students. The establishment of the fees and tuition schedules shall be subject to approval of the Ohio Board of Regents. Students who are non-residents of Ohio shall be required to pay higher rates of fees and tuition that the rates required of students who are residents of Ohio.

(N) Granting of degrees. Upon the recommendation of the president of the college, the board is empowered to grant the associate degree in applied science, the associate degree in applied business, and the associate degree of technical studies.

(O) Intergovernmental relations.

(1) The board is empowered to authorized, approve, ratify or confirm, with the approval of the Ohio Board of Regents, and agreement with the United States government, acting through any agency designated to aid in the financing of community college projects, or with any person, organization or agency offering grants-in-aid for community college facilities or operation; to receive assistance for the cost of equipment and for the operation of such community colleges from moneys appropriated for technical education or for matching of Title VIII of the “National Defense Education Act.”

(2) The board and its agents shall cooperate with boards of county commissioners of the county or counties comprising the district, with boards of education in the district, and with other public agencies
representing the people of the district, in providing for educational, social, civic, and recreational activities, in building and upon grounds under control of the board, provided that such cooperation shall not interfere with the principal purposes of such district which is to provide technical educational services beyond the high schools for the people of such district. The board shall prescribe such rules and regulations for occupancy of buildings and grounds as will secure fair, reasonable, and impartial use.

(P) Limitations of liability.

(1) Limitations of liability. Nothing herein shall constitute members of the board as partners for any purpose. No member during a session of the board, or officer, director, agent or employee of the college shall be liable for the acts of failure to act on the part of any other member, officer, director, agent or employee of the college nor shall any member during a session of the board, or officer, director, agent or employee be liable for his/her act or failure to act under this constitution and bylaws excepting the acts of omissions to act arising from his/her willful misfeasance.

(2) Indemnification. The college shall indemnify and hold harmless each officer, director, agent or employee from and against all claims and liability, whether the same are settled or proceed to judgment to which such person shall have become subject by reason of his/her having acted in the capacity or capacities heretofore or hereafter taken or omitted by him/her in such capacity and shall reimburse (to the extent not otherwise reimbursed) each such person for all legal and other expenses, including the cost of settlement, reasonable incurred by him/her in connection with any such claim or liability or threat or prospect thereof (except those based upon or arising out of his/her own willful misconduct) in performance of his/her duty. The rights accruing to any person under the provision of this paragraph shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein contained, restrict the right of the college to indemnify or reimburse such person in any case even through not specifically herein provided for.

(Q) Miscellaneous.

(1) Seal. The board may provide a corporate seal.
(2) Interpretation of constitution and bylaws. The board shall be the final authority on the interpretation of the board constitution and board bylaws.

(3) Waiver of notice. Whenever any notice whatever is required to be given under the provisions of the General Not for Profit Corporation Act of the state of Ohio, or under the provisions of the article of incorporation of the constitution and bylaws of the board, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

(4) Inurement of income. No part of the net earnings and resources of the college shall inure to the benefit of or be distributed to its trustees, officers of other person except that the college shall be authorized and empowered to pay reasonable compensation for service rendered and for reimbursement of approved expenses incurred in the performance of board duties.

(5) Maintenance of law and order on campus.

(a) The board shall regulate the use of the grounds, buildings, equipment, and facilities of the college and the conduct of the students, staff, faculty, and visitors to the campus so that law and order are maintained and the college may pursue its educational objectives and programs in an orderly manner.

(b) The board shall adopt regulations for the conduct of the students, faculty, visitors, staff, and other employees and may provide for the ejection from college property and for suspension or expulsion of a person who violated such regulations. Regulations pertinent to this paragraph shall be published in a manner reasonably designed to come to the attention of, and be available to, all faculty, staff, visitors, and students.

(c) The board shall provide for the administration of its polices and enforcement of its regulations. The board may authorize the use of special policemen to assist in enforcing the regulations and the law on the campus of the college and for security. The board or appropriate officials of the college, when the authority to do so has
been delegated by the board, may seek the assistance of other appropriate law enforcement offices to provide security, to enforce the regulations, and to enforce laws and procedures for the preservation of good order on the campus and to prevent the disruption or obstruction of the educational functions of the college.

(6) Use of college facilities for speaking purposes.

(a) The board, which receives state funds in support of its operations, shall have full power and authority on all matters relative to the administration of the college. Such power shall include but not be limited to the authority to withhold use of the facilities of the college from persons who advocate or persons who hold membership in or support organizations which advocate the overthrow of the government of the United States and its free institutions by force or violence, from persons whose presence is not conducive to high ethical and moral standards, or from persons whose presence is not related to educational purposes and the orderly conduct of the functions of the college.

(b) The board may delegate any administrative authority mentioned in this paragraph, including but not limited to the enforcement of rules or regulations with respect to the use of the college facilities for speaking purposes, to the president of the college or such other administrative personnel as may be duly designated or appointed thereof.

(7) Duplication of keys. No employee, student, staff member or other person shall knowingly make or cause to be made any key for any building, laboratory, facility or room of the college without the expressed written approval of the president or his/her designee. The written approval shall remain on file in the office of the president and the office of the vice president for business affairs or the president’s board-approved custodian of keys and key security.

(8) Legislative or political activities. No substantial part of the activities of the college shall be for the carrying on of propaganda or for attempting to influence legislation other than legislation related to the financial support and administration of the college. The college shall not participate in or intervene in (including the publishing or
distribution of statements) any political campaign on behalf of any candidate for public office whether or not on an equal time basis.

(9) Operational limitations. Notwithstanding any other provisions of this rule, the college shall not carry on any other activities not permitted to be carried on as follows: by an entity or a corporation exempt from federal income tax under Section 501(c) or the Internal Revenue Code of 1954 (or by corresponding provisions of any future United States internal revenue law) or by an entity or a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law).

(10) Dissolution clause. Upon the dissolution of the college the board shall, after paying or making provisions for the payment of all of the liabilities of the college, return all of the remaining assets and properties of the college exclusively to the state of Ohio through the Ohio Board of Regents or other state agencies legally determined by the state to be appropriate.

(11) Affirmative action. All promotional and hiring actions performed by the board through the office of the president of the college and the college staff will adhere to the board approved affirmative action plan for use by the college.

(12) Rules and regulations, other. The board is empowered to prescribe rules and regulations for the effective operation of a community college and exercise such other powers as are necessary for the efficient management of the college.

Effective date: March 26, 2004

Daniel R. Hauenstein
Certification

February 19, 2002
Date

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