

**BLUEFIELD STATE COLLEGE**  
**Board of Governors**  
**Bylaws**

As revised and approved June 25, 2019

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**Article 1. Institutional Governance.**

- 1.1 State Law. The organization shall be governed by the Bluefield State College Board of Governors ("the Board") pursuant to the laws of the State of West Virginia.
- 1.2 Scope. The Board of Governors and their successors in office are created by the people of West Virginia through the Code of West Virginia as a public body with the power of general supervision and control over the academic and business affairs of Bluefield State College ("the College").
- 1.3 Purpose. The sole purpose of these By-laws is to provide for the general organization and governance of the College through its board structure; the selection of the president and his or her duties and powers; and meeting requirements.
- 1.4 Policies. The Board shall govern the College, further, through the promulgation of policies; adoption of resolutions; and other actions consistent with the laws of the State of West Virginia.
- 1.5 Membership. The Board shall be constituted as provided by law.
- 1.6 Principal office. The principal offices of the Board of Governors shall be the Office of the President, 219 Rock Street, Bluefield, West Virginia. 24701.

**Article 2. Meetings of the Board.**

- 2.1 Required meetings. The Board shall conduct required meetings which includes the annual meeting as directed by law.
  - 2.1.1 At the annual meeting each year, the Board shall approve the dates and places for the required meetings for the following year.
  - 2.1.2 At his or her discretion, the Chair may postpone a required meeting; provided that the Chair set an alternative date and place as provided by law.

2.2 Special meetings. Special meetings of the Board may be called, as follows:

2.2.1 The Chair may call a special meeting at his or her discretion.

2.2.2 The President shall call a special meeting within ten days upon the written request of any six members of the Board, which meeting is limited to the agenda item(s) set forth in the request.

2.3 Quorum. The quorum for any meeting of the Board shall be as provided by law.

2.3.1 In the event there is not a quorum, the attending members may meet and adjourn until such time as a quorum can be obtained; provided, no action may be taken on any matter without the presence of a quorum.

2.3.2 A quorum may include members who may attend electronically.

### **Article 3. Conduct of Board Meetings.**

3.1 Agenda. The President shall prepare and the Chair shall approve the agenda for every meeting.

3.1.1 At any regular meeting, any member of the Board may present an item for discussion; provided, that no action shall be taken on such item.

3.1.2 At special meetings, the Board may only consider those items on the agenda.

3.2 Minutes. The Secretary of the Board shall record the minutes of every meeting and prepare and present such minutes to the Board for approval at the next regular meeting.

3.3 Executive Session. The Board may close a portion of the meeting and enter executive session as provided by law.

3.3.1 No minutes shall be taken during an executive session of the Board.

3.3.2 No person not a member of the Board shall be permitted to attend the executive session except upon a majority vote of the Board members.

- 3.4 Appearances Before the Board. Any Individual or group representing the faculty or staff who desires to appear before the Board of Governors as a part of the Board's regular agenda shall submit their request to the President prior to the scheduled meeting of the Board.
- 3.4.1 The President, in consultation with the Chair, may either place the requested item on the agenda or reject it, notifying the individual or group of the reasons for his or her decision.
- 3.4.2 The President may refer any such request to the Chair for referral to a committee of the Board.
- 3.5 Public Comment Period. At each regular meeting of the Board of Governors, the agenda shall include a public comment period.
- 3.5.1 Persons wishing to address the Board for a period not to exceed three minutes may register at the Board meeting room during the thirty-minute period prior to the commencement of the Board meeting.
- 3.5.2 Registrants will be called upon in the order of registration by the Chair, but public remarks will be limited to a total of thirty minutes at any one meeting.
- 3.5.3 Any person(s) who registered to speak at a meeting but who are not called upon due to the expiration of available time will be placed at the top of the registration list for the next regular meeting.
- 3.5.4 The Board Chair may limit the number of speakers on a given topic.
- 3.5.5 The Chair or a majority of the Board may waive these rules and hear any person on any subject.
- 3.6 Meeting Protocol. The meetings shall be conducted in compliance with Robert's Rules of Order where not superseded by these By-laws or the laws of the State of West Virginia. In addition:
- 3.6.1 The Chair may ask all those in attendance at meetings of the Board of Governors to identify themselves to the Chair or a designee upon entry to the meeting. Only members of the Board of Governors, the President, and those recognized by the Chair may address the Board.
- 3.6.2 If space is limited in the meeting room, those with business before the Board of Governors and the members of the press shall have priority over those who are visitors.

- 3.6.3 No flags, banners, signs, or similar displays by the public shall be permitted in meetings of the Board of Governors.
- 3.6.4 No person shall cause any disturbance, delay, or interference, or cause any threats thereof at any meeting of the Board of Governors or its committees.
- 3.6.5 No person shall intentionally or through coercion, force, or intimidation, deny or interfere with the right of another to free access or egress from any public meeting.
- 3.6.6 Visitors to meetings of the Board of Governors shall observe the reasonable requests of the Chair.

#### **Article 4. Board Action.**

- 4.1 Voice vote. All action by the Board shall be by voice vote; provided that a roll call vote may be taken upon a motion and second for a roll call vote.
- 4.2 Members attending electronically. Whenever any member participates in a meeting of the Board electronically, the Chair shall poll such member(s) individually as to his or her vote on each action.
- 4.3 Proxy votes prohibited. No member may vote by proxy.

#### **Article 5. Officers of the Board.**

- 5.1 Chair. The Board shall elect a Chair as prescribed by law.
  - 5.1.1 In the event of a vacancy in the office of Chair, the Vice Chair shall serve until the next meeting of the Board at which time the Board shall elect a Chair to serve the unexpired term.
  - 5.1.2 A person may not serve more than four consecutive terms as chair including an unexpired term in which the person served six months or more. An unexpired term of less than six months shall not be considered a "term" for the purposes of the limitation set forth in this section
- 5.2 Vice Chair. The Board shall elect a Vice Chair as prescribed by law.

## **Article 6. The President.**

- 6.1 Selection. The Board shall, as often as necessary, select a president of the College who shall serve at such terms as the Board may establish.
- 6.2 General Duties and Powers. The President shall be the sole administrative officer of the Board and, as such, shall perform the duties usually attached to the chief executive officer of the College and shall exercise such powers as are inherent in such position in promoting, supporting, or protecting the interests of the College and in managing and directing all of its affairs.
- 6.3 Specific Duties and Powers. As the chief executive officer of the College, the President's powers include, but are not limited to:
  - 6.3.1 Assisting the Chair in coordinating the meetings of the Board;
  - 6.3.2 Issuing directives and executive orders not in contravention of existing Board policies;
  - 6.3.3 Issuing all business policies as heretofore enacted or modified or hereafter established subject to the general policies established by the Board;
  - 6.3.4 Instructing the proper administrative officers to prepare an annual budget which upon approval, shall be recommended to the Board;
  - 6.3.5 Preparing the annual reports of the Board; and
  - 6.3.6 Exercising such other powers, duties, and responsibilities as are delegated or required by the Board of Governors.
- 6.4 Exercising Powers of the Board. Whenever any power or duty is assigned to the Board by law or regulation, the President is authorized to act on behalf of the Board, except to the extent restricted expressly by such law or regulation or by a Policy or resolution adopted by the Board.
- 6.5 Vacancy. In case of a vacancy in the office of the President, the Board at the time of the announcement that the President is leaving or has resigned, shall elect an Acting President who shall exercise the duties and powers of the President as stated in these Bylaws until such time as an Interim President or President is selected. For the purposes of this section:
  - 6.5.1 An Acting President shall be a person who currently holds a position within the College;
  - 6.5.2 An Interim President shall be a person who is elected by the Board and authorized to exercise the duties and powers of the President for a period not to exceed two years.
  - 6.5.3 The President shall be selected as prescribed by law.

**Article 7. Committees.**

- 7.1 Establishment and Appointment of Chairs. The Board Chair may appoint committees and committee chairs and prescribe their duties and functions.
- 7.2 Proceedings. All committees shall keep a record of their proceedings and shall report to the Board as may be required by the Board Chair. The delegation of any authority of the Board to any committee shall not operate to relieve the Board or any member thereof of any responsibility imposed by law.
- 7.3 Matters in Writing. All resolutions and all committee reports offered which involve matters for record in the minutes shall be made in writing.

**Article 8. Organization of the College.**

- 8.1 President's Authority. For purposes of administration, the President is authorized to determine the organizational structure of the College.
- 8.2 Consultation with the Board. Prior to any changes in the organizational structure of the College, as defined by the Board, the President shall consult with the Board in a manner determined by the Chair.

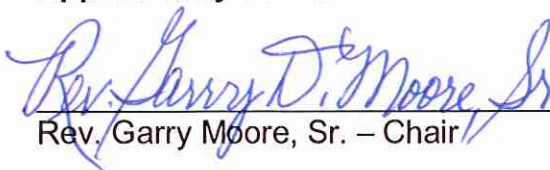
**Article 9. Collective Authority and Action.**

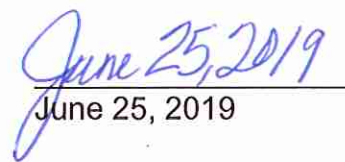
- 9.1 Board Action. The authority of the Governors is conferred upon them as a Board, and they can bind the Board and the College only by acting together as a Board.
- 9.2 Board Member Action. No individual member shall commit the Board to any policy, declaration, directive or action without prior approval of the Board.

**Article 10. Amendments**

- 10.1 Process. The Board may amend or repeal the Bylaws at any meeting of the Board by an affirmative vote of a majority of the Board members in attendance at the meeting; provided, that copies of such amendments or notices of repeal are submitted in writing to each member at least seven days in advance of such meeting.

**Approved by Board of Governors:**

  
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Rev. Garry Moore, Sr. – Chair

  
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June 25, 2019