

BYLAWS OF THE BOARD OF TRUSTEES

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10/17/74

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PREFACE

The Board of Trustees of The Junior College District of Metropolitan Kansas City, Missouri, elected by its citizens of the District and sensitive to their hopes, ambitions, and needs, shall have the legislative responsibility of formulating broad public policy for community college education in the said District. As the policy making body of the said District, the Board shall be charged with its oversight and control. The Board shall govern through the administration in accordance with state law, avoiding actions and situations detrimental to it, and promoting educational opportunity for the benefit of the entire community. The institution shall operate with integrity in its financial, academic, human resources and auxiliary functions.

The Bylaws of the Board are written by the Board for the purposes of internal management of the Board, the Board Office and all Board activities. Any policy, regulation or procedure in these Bylaws found in conflict with applicable state or federal law or regulation shall be null and void to the extent of the conflict.

MISSION

The Board of Trustees has empowered the Chancellor, as executive officer, to develop the mission for the Board to review and adopt. The Chancellor, with the other officers of the District, will provide leadership in the implementation of the mission and goals of the District.

1.00000 BYLAWS OF THE BOARD OF TRUSTEES

1.05000 LEGAL STATUS

1.105010 Legal Name of the District

The official name of the District, established under and by virtue of the law of the State of Missouri, shall be "The Junior College District of Metropolitan Kansas City, Missouri" (herein sometimes referred to as the "District").

1.105020 Public Name

The public name of the community college system shall be the "Metropolitan Community College, MCC or MCCKC". A public name shall be used in all instances except where the statutory name of the District is legally required, e.g., in publication of legal notices and in the execution of contracts and other legal documents.

1.105020 Board Name

The Board of Trustees shall be known as the "Board of Trustees of The Junior College District of Metropolitan Kansas City, Missouri" (herein sometimes referred to as the "Board").

1.105040 District Seal

The District shall have a seal, the form and design of which shall be adopted by the board and the custody of which shall be with the Secretary to the Board.

1.1000 ORGANIZATION

1.10010 Composition

The Board consists of six members elected in accordance with the laws of the State of Missouri.

1.10020 Authority

The Board is a political subdivision of the state and derives its authority from the General Assembly of the State of Missouri. Every act of the Board shall conform to the constitution, statutes, and court decisions of the state and federal governments and the regulations issued pursuant thereto.

The Board is charged by the state with the responsibility of providing community college instruction for students, according to the standards prescribed by the District; with establishment and operation of the campus(es) within the District; and with the custody of and responsibility for the property of the District and with the general management and control of said District, as prescribed by law.

1.10030 Elections

Qualified voters within the District shall vote only in the subdistricts in which they reside. Elections within subdistricts shall be held on the first Tuesday in April every even numbered year, unless lawfully extended or rescheduled, for example, by the Governor's emergency order. Voters in affected subdistricts will be notified of the opening and closing dates for candidates desiring to run for office. The first elections in said subdistricts were held as follows:

<u>Subdistrict</u>	<u>First Election</u>
1	1976
2	1978
3	1974
4	1976
5	1978
6	1974

Subsequent elections shall be held every six years after the prior election.

1.10040 Qualification of Candidates

Candidates for the office of Trustee shall be citizens of the United States, at least twenty-one years of age, who have been voters of the District and subdistrict at least one full year next preceding the election. Candidates shall file their declarations of candidacy as required by Sections 115.127 and 178.840, RSMo and shall make such other filings required by law. Elected Trustees shall serve for terms of six years each and shall be subject to such continuing qualifications and conditions as required by law.

1.10050 Oath of Office

Newly elected members of the Board shall qualify by taking the oath of office, or affirmation, prescribed by Article VII, Section II, of the Constitution of Missouri.

1.10055 Absences from Meetings

Any member of the Board failing to attend the meetings of the Board for three (3) consecutive regular meetings, unless excused by the Board President for reasons satisfactory to him or her, shall be deemed to have vacated the seat, and the Secretary of the Board shall certify that fact to the Board. The vacancy shall be filled as other vacancies occurring in the Board.

1.10060 Vacancies

Any vacancy occurring on the Board by death, resignation or from any other cause, shall be filled by appointment by the remaining members of the Board by majority vote, and the Trustee so appointed shall hold office until the next election held by the District when a Trustee shall be elected for the unexpired term.

1.10070 Authority of Members

Individual members of the Board shall have power and authority only when acting formally as members of the Board in session or when entrusted by the Board with specific and definite assignments.

If a Trustee is contacted by the media, the Trustee is encouraged to refrain from comment and to notify the Board President as soon as possible.

Board members shall not purport to speak for or commit the Board, or the Board President, or the Chancellor, and shall make it clear, if s/he determines to speak, that s/he is speaking solely in a personal capacity, not in a representative capacity.

Bylaw 1.20050(12) is incorporated herein by this reference, and states that the Chancellor shall serve as the official channel for all contacts between employees and the Board.

Trustees are fiduciaries and shall discharge their legal and fiduciary duties autonomously for the exclusive best interest of the District. Recognizing the significance of serving on the Board, each Trustee shall adhere to the following:

A. General Responsibilities

1. Trustees shall become familiar with, committed to, and abide by the Board's responsibilities and policies, as set forth in the bylaws and policies adopted by the Board and the applicable laws of the State of Missouri. This shall include compliance with MCC policies pertaining to governance and ethics and conflict of interest, including timely filing of all required public disclosures under the current policy 2.25010BP and any replacement(s) or amendment(s).
2. The Board shall preserve its independence from undue influence on the part of donors, elected officials, special interests or other external parties.

B. Training

The Board recognizes its responsibility to be actively and continuously engaged in developing individual trustee knowledge by keeping abreast of new developments in higher education. The Board will be trained and knowledgeable so as to make informed decisions with respect to the District's financial and academic policies and practices. Therefore, the Board shall engage in the appropriate training as noted below:

1. Orientation. Each newly elected or appointed Trustee shall participate in an Orientation Training program conducted by the Chancellor, Board Counsel and other independent professionals as needed. The training will be in accordance with Missouri law and cover topics, including but not limited to roles, responsibilities and duties of the Board; governance; open government; ethics and conflicts of interests; and privacy laws. Trustees who do not complete the training shall be ineligible to serve as Board President or Vice President until the training is completed.
2. Additional Training. The Board may detail and approve by appropriate Board action any other training it sees fit, including without limitation, budget workshops, learning sessions on particular topics related to Trustees' roles, and regional, state or national

conventions, conferences and/or workshops, subject to Board policies on expense reimbursement.

1.10080 Appeal Board

Pursuant to District policy and procedure, there may be instances where the Board may hear appeals. The Board shall not consider a request for appeal of a decision by the Chancellor unless the applicant has demonstrated evidence of having exhausted all relevant processes available within the governance system and/or defined in policies, regulations, or procedures.

1.10090 Duties and Responsibilities of the Board

The Board's role and responsibility in carrying out its control and management powers shall include but not be limited to, the following:

The formulation and adoption of written policies shall constitute the basic method by which the Board exercises its leadership in the operation of the District.

Without limiting the powers granted to the Board by the State, and subject to lawful and applicable rules and regulations, Board duties and responsibilities include without limitation the following.

- (1) To select and appoint the Chancellor of the District who shall be the executive officer of the District, through whom the Board ordinarily exercises its control of the District and to whom all other administrators, employees, agents, and professional consultants of the District shall be responsible, except as otherwise herein provided.
- (2) To annually assess the Chancellor in her or his performance based on mutually agreed-upon goals and other criteria, performance objectives and other criteria provided in the Chancellor's contract with the District.
- (3) To adopt and periodically review the District's Mission and purpose.
- (4) To establish Bylaws including the basic rules for functioning and governance of the Board, and broad general policies for the governance of the District and hold the Chancellor accountable for administering them.
- (5) To consider and take appropriate action on recommendations of the Chancellor in matters of uniform policy relating to the welfare of the District, including but not limited to admission and retention of students, student conduct, academic freedom and responsibility, academic standards, academic calendar, governance, tuition and fees,

financial management, salary schedules and general personnel policies, due process, and confidentiality of records.

- (6) To appoint, upon nomination of the Chancellor, other administrative officers of the District and all administrators, faculty and employees, and take appropriate actions concerning defining and assigning their powers and duties, fixing their compensation and their retention or dismissal upon recommendation of the Chancellor, and in accordance with policies adopted by the Board.
- (7) To employ, retain or contract for a general or Board counsel, external District auditor, and other agents or representatives as required, and fix their qualifications and compensation.
- (8) To approve an annual budget and tuition and fees to finance the operation of the District in accordance with the statutes of Missouri and lawful and applicable regulations.
- (9) To approve District expenditures and contracts in accordance with District policies and procedures.
- (10) To provide required personnel, physical facilities, and means of financial support to carry out the goals and objectives of the District.
- (11) To establish District campuses, centers and sites in accordance with law and appropriate accreditation bodies including review and action on matters relating to site selection and physical plant development.
- (12) To consider communications and requests from citizens and organizations of the external community on matters of policy, administration, and other items of public concern affecting the District.
- (13) To approve new programs and the closure of programs upon recommendation of the Chancellor consistent with the District's Mission and financial resources.
- (14) Refer all matters concerning the District directly to the Chancellor for study and recommendation before such matters are considered by the Board.
- (15) To inform the public concerning the progress and needs of the District, its educational programs, and financial status, and accurately provide accounts to the public for receipts and expenditures.
- (16) To fill any vacancy occurring on the Board by a majority vote of the remaining members of the Board (see Section 1.10060).

- (17) To take, acquire and hold real and personal property in the name of the District and sell and convey, or dispose of the same in accord with applicable law.
- (18) To authorize the District to sue.
- (19) To perform such other duties as may be prescribed by law and act directly in matters not covered by specific law or policy.

1.15000 OFFICERS

1.15010 Titles

The officers of the Board shall be a President and a Vice President who shall be Trustees, and a Secretary and Treasurer, who may be, but need not be, Trustees.

Whenever the Board shall elect a non-trustee as a Secretary or Treasurer, such officers shall report to the Board through the Chancellor as chief executive officer.

1.15020 Selection

The election of Board officers shall be held biennially at the organizational meeting of the board in the month following the election and swearing in of Trustees.

1.15030 Terms of Office

The President and Vice President of the Board shall be elected to such offices by the Board for a term of two years and assume office immediately upon election and shall hold office until their respective successors shall be elected and shall have qualified.

The Secretary and the Treasurer shall serve at the pleasure of the Board. In case of a vacancy in either of these offices, such vacancy shall be filled as soon as practicable by the Board in consultation with the Chancellor.

1.20000 DUTIES AND RESPONSIBILITIES OF OFFICERS

1.20010 President shall:

- (1) Preside at all meetings and decide on questions of order as well as the right to vote.
- (2) Appoint members and designate chairpersons of all special committees approved by the Board, including to designate another Trustee to serve as ex-officio member of the MCC Foundation

Board in the event the Vice President is unable to serve in that capacity.

- (3) Execute all contracts approved by the Board and other official documents legally requiring the signature of the President of the Board or designee, such as warrants, general obligation and revenue bonds, and public notices of elections in accordance with adopted signature authority guidelines.
- (4) Call special meetings of the Board as required.
- (5) Represent or identify a Board representative to meetings of Trustee organizations to which the District belongs.
- (6) Perform any other duty formally assigned by the Board, or by legislative enactment.

1.20020 Vice President shall:

- (1) Perform all duties of the President of the Board in the absence or disability of the President.
- (2) Discharge such other functions as the President of the Board may grant from time to time.
- (3) Serve as an ex-officio member of the MCC Foundation Board.

1.20030 Secretary shall:

- (1) Provide written notification to all concerned of regular and special meetings of the Board, post notice of all meetings at the appropriate location and distribute, as required by law, copies to those persons and entities who have requested notice, including media outlets.
- (2) Transmit the Board agenda and a copy of the minutes of the previous meeting to the Board and such other persons as the Board may designate and post at the administrative center prior to an ensuing meeting as set forth in 1.35010 below.
- (3) Record, prepare, and distribute a copy of the minutes of the previous meeting and of all regular and special meetings to the Board and to such other persons as the Board may designate.
- (4) Retain custody of the official Seal of the District, affix it to official documents, and attest the same by signature.
- (5) Prepare and maintain for the Board an indexed compilation of all bylaws and amendments thereto; and a copy of all policies of the Board

and all amendments thereto, the whole of which shall be known as the board policies of The Metropolitan Community College.

- (6) Advise the Board of any communications which require consideration and action by the Board.
- (7) Receive declarations of candidacy from candidates for the office of Trustee.
- (8) Give such public notices of Board actions as may be required by statutes, bylaws or resolutions of the Board.
- (9) Secure the results of District elections from the appropriate officials and properly record and report same to the Board.
- (10) Perform such other duties as may be assigned by the Chancellor and the Board, or required by law.

1.20040 Treasurer shall:

- (1) Cause to be kept current, complete, accurate, and legal records of all District money collected and expended.
- (2) Disburse District funds only upon the proper order and authorization from the Board.
- (3) Notify the Chancellor promptly of all funds received, the source and nature of such funds, and arrange for the deposit of such funds to the appropriate accounts of the District.
- (4) Account for all money received and for all money paid out when so requested by the Board or required by law.
- (5) Invest the District's surplus funds, if any, in lawful investments.
- (6) Cause to be published annually a statement of revenue, expenditures, and fund balances as of the end of the fiscal year.
- (7) Prepare such other reports and perform such duties as the Chancellor or Board may from time to time direct.

1.20050 Chancellor

The Chancellor shall be the chief executive officer of the District through which the Board carries out its programs and exercises its policies, and be directly responsible to the Board for the day-to-day operation of the District. The Chancellor may delegate to subordinate officers of the District such powers as he/she may deem desirable to be exercised under her/his supervision and direction.

Within the framework of policies adopted by the Board, the Chancellor shall exercise discretionary authority in carrying out responsibilities of the position and shall perform the following functions:

- (1) Keep the Board informed of actions taken under authority of the Board and respond promptly, fully and accurately to Board inquiries.
- (2) Perform, or designate appropriate others to perform and have ultimate responsibility for, executive functions of the Board, such as:
 - (a) prepare the agenda for Board meetings in collaboration with the Board President;
 - (b) conduct official correspondence of the Board;
 - (c) issue its orders;
 - (d) prepare contracts and other documents;
 - (e) provide for the custody of all records, proceedings, and documents of the Board and assume responsibility for making them available for public inspection; and
 - (f) ensure funds are adequately bonded at District expense to protect the District from loss sustained through fraudulent or dishonest acts or any act of omission performed in the line of official duty.
- (3) Advise the Board in all areas of policy and make recommendations on all matters that affect the District before action is taken by the Board.
- (4) Make recommendations to the Board for the appointment, retention, or dismissal of employees pursuant to policy of the District.
- (5) Manage and supervise all employees pursuant to policy of the District.
- (6) Prepare and submit to the Board an annual budget and administer the Board approved budget.
- (7) Provide for the formulation of all reports as may be required by the Board and by local, state and national agencies.
- (8) Formulate and promulgate regulations and procedures designed to implement Board policies.
- (9) Represent the District to the community by interpreting the District's programs to the public, the media, and community organizations.
- (10) Execute all documents pursuant to authority granted to the Chancellor by the Board.
- (11) Prepare and submit to the Board an annual report of the operation of the District, including recommendations for its immediate and long-range development.
- (12) Serve as the official channel for all contacts between employees and the Board.

- (13) Act as the educational leader of the District, responsible for the organizational structure of the District and for all executive and administrative duties in connection with the operation of the District.
- (14) Propose District programs, and recommend to the Board such changes in programs and services as he/she deems desirable to fulfill the stated Mission and goals of the District.
- (15) Establish District objectives consistent with the Board approved Mission and goals, and provide for evaluation of all personnel and programs in accordance with the stated objectives.
- (16) Ensure community college instruction according to the standards prescribed by the District.
- (17) Recommend to the Board site location and site utilization, and direct the development of the District building program.
- (18) Participate in community college programs at the local, state, and national level by representing the District at meetings of all organizations to which the District belongs and other related organizations.
- (19) Review legislation impacting the District and report the substance thereof to the Board.
- (20) Attend all Board meetings, except when the terms of the Chancellor's employment are under consideration, or the Board requests otherwise.
- (21) Designate, subject to Board approval, an administrative officer of the District to serve as Administrator in Charge in her or his place and stead during absences.
- (22) Perform such other duties as may be assigned or granted by the Board or required by law.

1.20060 Other Board Appointees

External Auditors. Upon a majority vote by the Board, the Board shall select and appoint an independent auditing firm to serve as the District's External Auditor. The Board shall determine the qualifications for the External Auditor and set compensation. The External Auditor shall be approved by the Board and shall report directly to the Board with access to the Chancellor. The Board will periodically evaluate the performance of the External Auditor and may dismiss or assign a new External Auditor at any time with or without cause. All engagement letters with the External Auditor shall be executed by the Board President.

1. The External Auditor shall evaluate all financial operations of the District and prepare reports to the Board. The External Auditor shall conduct an annual financial statement audit.
2. The Board may also request additional specific audit services from the External Auditor. The Board is not precluded from obtaining the services of other auditing firms for specific audit services.

Legal Counsel.

Upon a majority vote of the Board, the Board shall select external counsel to provide legal advice and serve as Board Counsel. The Board shall determine the qualifications for Board Counsel and set compensation. Board Counsel shall report directly to the Board with access to the Chancellor, Trustees and District personnel as necessary or advisable. The Board will periodically evaluate the performance of Board Counsel and may dismiss or assign a new lawyer or law firm to serve as Board Counsel at any time with or without cause. All engagement letters with Board Counsel shall be executed by the Board President. The Board may employ other external counsel to address legal matters for any reason at any time. Board Counsel responsibilities are to:

1. Provide advice and counsel to the Board of Trustees regarding Board and District matters.
2. Attend all Board Meetings and manage parliamentary authority of the Board at each meeting.
3. Take Board closed meeting minutes.
4. Render legal services related to Board meetings, Board elections, and Board campaign filings and as otherwise required.
5. Provide training to the Board on fiduciary duties and Board member responsibilities, as the Board President may request.
6. Render legal services and handle assigned legal matters for or on behalf of the District as requested by the Board President or the Chancellor.

1.20070 BOARD OPERATIONS

Indemnification. Indemnification will be afforded pursuant to applicable law, Board policy and any attendant regulations or procedures in effect at the relevant time.

Other Rights. The provisions of these Bylaws shall not exclude or limit any rights or benefits to which any person so indemnified is or may be entitled: (a) as a matter of law or statute; (b) by any agreement(s); (c) by the vote of the Board; or (d) through insurance purchased or maintained by the District, provided however that nothing in these bylaws shall waive, impair or be in derogation of any immunity,

including without limitation sovereign immunity, afforded to MCC, its Trustees, officers, agents or employees under law.

Prohibited Acts. A Trustee shall refrain from taking any action of any nature whatsoever prohibited by Missouri law or prohibited by the Bylaws or by District policy enacted by the Board. A Trustee shall refrain from any acts which would cause a forfeiture of a Trustee's office, to include without limitation actions prohibited under Chapter 105, RSMo, actions which would result in a forfeiture of office under Article VII, Sec. 6 of the Missouri Constitution of 1945, or any other action which under law would justify removal of a Trustee from the Board.

Access to Information. Should any member of the Board request access to any information maintained by the District, such member shall be entitled to the information requested, except information or records that are protected by confidentiality or from disclosure by federal or state law or Board policy, or that information is specifically excluded by a majority vote of all of the members of the Board. Such request shall be directed to the Chancellor.

Disclosure or Misuse of Confidential Information. No member of the Board shall use in any manner, except for the intended District purpose, or disclose to others confidential information obtained in connection with duties and responsibilities as a member of the Board for any reason, including for financial or personal gain of the member or his family.

Political Considerations. The Board is not a political forum. Trustees shall comply with law and with all Board policies on this subject. A Trustee shall avoid any action in connection with District affairs which might reasonably be perceived as an attempt to advance or enhance any political party, political cause, or political aspirations of any person. If any conflict exists between a statute and these Bylaws, or policy resolutions of the Board, the statute shall be controlling.

Contracts. The Board may authorize any officer or officers, or designated agent or agents, to enter into any contract or execute or deliver any instrument in the name and on behalf of the District, and such authority may be general or confined to specific instances.

Checks, Drafts and Orders of Payment. All checks, drafts, or other orders of payment of money, issued in the name of the District, shall be signed by such officer or officers, agent or agents of the District and in such manner as shall from time to time be authorized by resolution of the Board of Trustees.

Self-Assessment of the Board. The Board shall assess its own performance and shall establish goals annually. The self-assessment of the Board shall include but is not limited to seeking ways to strengthen its effectiveness as a governing body.

Board Complaints.

A Trustee who has a complaint against a fellow Board member or other member of the MCC community, shall undertake the following steps to resolve the complaint:

1. Submit a written complaint to the Board President, or to the Vice President if the President is the subject of the complaint, within 30 days of the date the Trustee becomes aware of the complaint or the date of the incident giving rise to the complaint.

2. The Board shall be advised when any complaint is submitted. The President or Vice President, where appropriate, will attempt to resolve the complaint informally.

3. If the President or Vice-President are unable to resolve the complaint or the complaint is of deemed to be of great significance, the President or Vice President, where appropriate, may initiate an independent investigation upon Board action. The President or Vice President, where appropriate, shall consult with Board Counsel and name an independent third party to investigate the complaint within the guidelines set by the Board. The President or Vice President, where appropriate, shall provide regular updates to the Board. The President or Vice President, where appropriate, shall issue a written statement regarding his or her findings and the appropriate resolution. The decision of the President or Vice President is final.

Removal. The decision of the President or Vice President in relation to a Trustee complaint may include removal of a Trustee. In addition to removal for action in contravention of the prohibitions set forth hereinabove and with regard to unexcused absences, Trustees may also forfeit their office as Trustee and/or may be removed from the Board in the manner and for any other reasons as may be appropriate under law, including without limitation, MO Const. Art. 7, §6 and RSMo §561.021.

Reimbursement. Trustees shall be reimbursed for actual reasonable expenses occasioned by the performance of District business, to the extent permitted by the statutes or duly promulgated regulations of the State of Missouri, and in accordance with Board policy and any attendant District regulation or procedure in effect at the relevant time, or as may be approved by the Board.

Requests for Legal Advice.

A Trustee may request legal advice from Board Counsel only for matters pertaining to Board business or the individual's role or responsibilities as a Trustee. The request shall be submitted to the Board President who will determine if the request is reasonably related to Board business. If the Board President does not find the request relevant, he/she shall instruct the Trustee to obtain independent legal advice at the Board Member's expense.

1.25000 COMMITTEES

1.25010 Standing and Special Committees

The Board President may appoint standing or special committees of the Board from time to time and delegate such authority as the Board may deem appropriate to carry out the objectives of such committees. The President of the Board and the Chancellor shall be ex officio (non-voting) members of all committees. Committee meetings shall comply with applicable Missouri sunshine laws.

Trustees shall have the right to participate without vote at any committee meeting, and shall upon request be given the same notices and information as the committee members. All committees shall keep records of their actions and submit the same as a recommendation for consideration and action by the Board at a regular meeting.

1.30000 KINDS OF MEETINGS

1.30010 Organizational Meeting

The organizational meeting of the Board shall be held biennially in connection with the first regular meeting in the month following the election of Trustees. The specific business before this meeting shall be the swearing in of Trustees, the election of officers and the determination of the regular meeting schedule of the Board.

1.30020 Regular Meetings

Regular meetings of the Board shall be held once each month, on a day and hour to be determined at the organizational meeting. A regular meeting may, however, be set for another date and time or waived by a majority of the Board. Board meetings shall be held in the Board Room, 3200 Broadway, Kansas City, Missouri, or at such other places within the District as the Board shall determine and as is or in future may otherwise be permitted by law.\

1.30030 Special Meetings

Special meetings shall be called by the President of the Board, or upon written request by three (3) Trustees, or by the Chancellor when approved by the President of the Board. Such written request must be received by the Secretary at least forty-eight (48) hours in advance of any such requested meeting unless Board action is required sooner, in which case the President of the Board may waive this notice requirement. Notice of the time and place of each such meeting shall be given by letter, facsimile transmission, email or telegram mailed or sent to each Trustee at his/her address on file with the Secretary at least 24 hours in advance of the meeting or as may be allowed by law. Such notice to a particular Trustee may be waived by the Trustee in writing and shall be deemed waived by the Trustee by attendance at the special meeting.

Matters to be considered at any special meeting shall be confined to those stated in the notice of such special meeting and for which purposes such special meeting has been called, except by unanimous consent of the entire Board, and consistent with applicable law.

1.30040 Executive Sessions

Executive sessions (closed meetings) shall pertain to legal actions, causes of action, or litigation involving the District; leasing, purchase or sale of real estate; hiring, firing, disciplining or promoting a particular employee when personal information about the employee is discussed or recorded; welfare cases of identifiable individuals; software codes for electronic data processing; individually identifiable personnel records; and such other matters, records and votes as are or may by law be taken up in closed session and/or that are protected from disclosure by law, including without limitation RSMo §610.021.

Social Gatherings. The term “public meeting” shall not include an informal gathering of members of the Board of Trustees for ministerial or social purposes where there is no intent to avoid the purposes of sunshine laws.

1.35000 PREPARATION FOR MEETINGS

1.35010 Notice of Meetings

Trustees, representatives of the news media (including newspapers, radio, and television stations), and such other persons as the Board may designate, shall be notified in writing by the Secretary of the time, place and purposes of all regular and special meetings, and the agenda shall be posted at the administrative center offices not less

than seventy-two (72) hours in advance of the regular meetings and twenty-four (24) hours in advance of special meetings or as otherwise allowed or provided for either by applicable law.

1.35020 Agenda

- (1) The agenda shall be drafted by the Chancellor and its contents presented by her/him to Board President for review and approval. The full Board will review the agenda at each meeting. Items that are not on the agenda may be considered unless objected to by any Trustee present.
- (2) Items of a routine nature placed on the agenda will be marked with an asterisk (*) located immediately before the item on the agenda. These items will constitute the consent agenda. Upon request of any Trustee, any such item shall be removed as a consent item. All items so marked and not requested to be removed shall, upon a single motion of any Trustee, seconded by any other Trustee, and unanimously adopted, be deemed to have been duly adopted with the same validity as if each action were separately moved, seconded, and duly adopted.
- (3) A Trustee or Trustees may request for an item to be added to the agenda by submitting a written request to the Board President, with a copy to the Chancellor and Board Secretary, at least (7) business days prior to the Board meeting. The request shall be accompanied by a written summary of the subject matter of the proposed agenda topic describing the relevance of the topic, as well as providing any supporting documentation which the Trustee(s) making the request believes is pertinent to and will assist the Board in its deliberations concerning the request. The Board President shall determine whether the item shall be placed on the agenda, is not proper or first should be referred to the administration for study and recommendation pursuant to Bylaw 1.10090(14). If the item is not placed on the agenda, the Board Secretary shall notify the requesting Trustee(s) of the disposition of the request before the next regularly scheduled Board meeting.

1.35030 Appearances Before the Board

The order of business of any regular meeting shall include an opportunity for external constituents to appear and address the board on any item of business which is included on the agenda for Board consideration of the reasonable and relevant interests of the District's external constituencies.

The applicant for such an appearance and address shall file with the Chancellor and Board Secretary a written request, together with the question or topic of the presentation, at least forty-eight (48) hours prior to a regular meeting of the Board.

The threshold issues of timeliness and relevance are to be determined by the President at her/his sole discretion, and whether the request to be heard is granted. If granted, it is within the sole discretion of the Board President to determine the number of individual speakers and the amount of time to be allotted for each. A majority of the Trustees present at the meeting may determine otherwise by appropriate Board action. Each speaker shall be required to give his/her name and affiliation prior to speaking to the issue.

District employees or District groups shall utilize shared governance and collaborate with Administration to address District business and express, for Board review, the reasonable and relevant interests of the District's internal constituencies.

Except in emergencies, the Board shall not attempt to decide upon any question before examining and evaluating any information an internal or external constituent requests the Board to consider. The Chancellor shall be given an opportunity to examine and evaluate and advise the Board on all such information.

1.40000 CONDUCT OF MEETINGS

1.40010 Open Meetings

Regular and special board meetings are typically open to the public provided, however, that upon majority vote of Trustees present, and as otherwise provided by law, certain matters may be taken up and/or meetings called, noticed, held and votes taken in executive session at which members of the public shall not be present.

Public votes and public records shall be open to the public for inspection and duplication and votes, minutes and records of closed meetings shall not be open and shall be disclosed only as provided by law.

1.40020 Order of Business

1. General Functions
 - 1.1 Call to Order
 - 1.2 Roll Call
 - 1.3 Welcome of Guests and Staff Members
 - 1.4 Communications

- Request to Address Board of Trustees
- 1.5 Board of Trustee Business
- 2. Board of Trustees Business
 - 2.1 Consent Agenda
 - 2.2 Approval of Minutes
 - 2.3 Work Session Approval
 - 2.4 Reports
- 3. Administration
- 4. Personnel
- 5. Business and Finance
- 6. Physical Facilities
- 7. Curriculum and Instruction
- 8. Student Personnel
- 9. Community Service
- 10. Unfinished Business
- 11. New Business
- 12. Public Hearing
- 13. Adjournment
- 14. New Category

Executive (closed) session may occur at any time within the order of business in any meeting, regular, special or work session, upon motion, second and majority roll call vote of the Board.

1.40030 Minutes of Meetings

The Secretary shall keep the minutes of the open meetings of the Board in which shall be recorded the vote on all motions or resolutions coming before the Board. The minutes of regular and special meetings shall record the name of the Trustee making a motion, the name of the Trustee seconding it, and the vote, attributing each "yea" and "nay" vote, or abstinence if not voting, to the individual Trustee. A Trustee may also have the reasons for her/his vote recorded in the minutes if he/she so requests at the time of voting. Except as provided by law, these minutes are public records.

Except as provided by law, a permanent record of all District Board action shall be open to inspection by any citizen of the District and shall be kept on file at the administrative center offices as a permanent official record of all transactions of the Board. Similarly, minutes of closed meetings shall be kept and recorded, but shall be disclosed only as required by law.

1.40040 Quorum

A majority of the Board shall constitute a quorum for the transaction of business at all meetings. A smaller number may call the roll, record the names of absentees, and adjourn to meet at a specified future time.

1.40050 Voting Requirements

An affirmative vote of a majority of all Trustees present at regular and special meetings shall be required for the passage of any motion, except (1) in accordance with the statutes no contract shall be let, teacher employed or dismissed, or bill approved unless a majority of the whole board shall vote therefor; and (2) where otherwise provided by these bylaws.

The voting shall be voice except that a roll call may be required for resolutions and all other questions whenever requested by a Trustee or as required by law.

The President of the Board, or other presiding officer, shall have a vote upon all questions and may engage in general discussion.

A Trustee abstaining from voting shall be regarded as voting on the prevailing side unless he/she shall request that it be entered in the minutes that he/she abstained from voting.

1.40060 Action by Resolution

Any exercise of the general powers of the Board of Trustees and as delineated in the statute which include the following shall be by resolution:

- (1) Fixing and determining educational policy.
- (2) Appointing and fixing the compensation and term of office of the Chancellor and other officers of the District.
- (3) Adopting terms and conditions of employment of all District personnel and fixing compensation specifically or under general schedules.
- (4) Granting power to appoint and employ other officers, agents, and employees, and fixing general terms and conditions of such employment.
- (5) Fixing and determining tuition rates and other fees.
- (6) Entering into contracts and agreements.
- (7) Any proceedings for eminent domain.
- (8) Establishment of policy.
- (9) Appointment of special committees.

- (10) Appointment of Trustee to fill vacancy on board. (See Section 1.10060.)

1.40070 Action by Motion

Generally, all other action taken by the Board and not falling in the categories listed in Section 1.40060 will be by motion of the Board and passed by majority vote at a regular or special meeting. This would include the following:

- (1) Appointing members of the administrative and academic teaching staffs in accordance with general schedules fixing compensation and terms of employment.
- (2) Acting upon routine approvals of the Board at a regular or special meeting. This would include the following:
 - (a) Maintaining continuous oversight of the District.
 - (b) Adopting rules of order.

1.40080 Lodging and Adoption of Policy

No matter of policy shall be submitted to the Board for approval or placed on a regular or special meeting agenda for action by the Board unless it has been presented in writing at a previous regular meeting of the Board. This rule may be waived only by the unanimous consent of those Trustees present and voting at the meeting when any such proposed action is contemplated.

The adoption of policy requires the affirmative vote of a majority of the Board.

1.40090 Revision of Board Policies

Editorial changes or revisions of existing approved Board policies necessitated by subsequent Board action shall become effective immediately and shall be appropriately identified and distributed.

1.45000 PARLIAMENTARY AUTHORITY

1.45010 Parliamentary Authority

Except as they may be in conflict with the bylaws heretofore set forth, Robert's Rules of Order, Newly Revised Edition shall constitute the parliamentary authority of the Board.

1.50000 AMENDMENTS TO BYLAWS

1.50010 Amendments of Bylaws

These bylaws, or any part or parts thereof, may be revised, rescinded or added to by an affirmative vote of two-thirds (2/3) of the Board at any regular meeting of the board duly convened, provided, however, that the proposed amendment shall have been presented in writing at a previous regular meeting of the Board.

They shall become effective immediately upon approval.

All former bylaws of the Board are hereby repealed.