Vermont State Colleges By-Laws[1]

ARTICLE I - BOARD OF TRUSTEES

Section 1. Board of Trustees - The Board of Trustees is the governing body of the Corporation of the Vermont State Colleges and has complete and full authority over administration and operation, financial affairs, selection and appointment of officers and employees as set forth in No. 247 (H.422) of the Acts of 1961 and as amended from time to time.[2]

Section 2. Appointment and Election of Trustees; Terms - Pursuant to statute, the Board shall consist of the following 15 trustees: the Governor shall serve as a trustee while in office; five trustees shall be appointed by the Governor to serve four-year terms expiring on March 1; one trustee shall be a student trustee, elected by the Vermont State Colleges Student Association to serve a one-year term expiring on June 1; four trustees shall be members of the General Assembly, elected by a joint session of the Legislature to serve four-year terms expiring on March 1; and four trustees shall be elected by the Board to serve four-year terms expiring on March 1. Ideally, the board's composition will reflect Vermont's rich geographic diversity.

Section 3. Board-Elected Trustees - The Board shall generally elect trustees at the last regular meeting of the calendar year for a term to begin at the next regular meeting of the Board, or March 1, whichever is earlier. Vacancies for any cause shall be filled by the Board, and the term of the person so appointed shall expire on the next following March 1.

Section 4. Resignation and Vacancy - A trustee may resign his or her appointment at any time by delivering written notice of the resignation to the Chair of the Board or to the Chancellor. Unless the notice of resignation specifies a later effective date, the resignation shall take effect immediately. Vacancies for any cause shall be filled as soon as practicable by the appointing authority, pursuant to statute and these By-Laws.

Section 5. Diversity, Equity, and Inclusion – The Board is committed to the values of diversity, equity, and inclusion in the governance and operations of the Corporation and its institutions.

ARTICLE II - MEETINGS

Section 1. Meetings - The Board of Trustees shall hold a minimum of four regularly scheduled meetings during the course of each fiscal year. The annual meeting of the Board shall be the last

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[1] Revised 2/11/65; 1/27/67; 2/24/67; 6/23/67; 2/9/68; 1/25/74; 1/24/75; 2/21-22/75; 12/17/77; 6/21/79; 11/17/82; 1/13/92, 9/8/06, 9/30/09; 4/3/13, 2/20/14, 9/23/15, 9/28/17, 01/15/21, 05/16/22

[2] Vermont Statutes Annotated Tit. 16, ch. 72 (§§ 2171-2186).

regular meeting of the fiscal year. At or following each annual meeting, the Chair of the Board shall propose a planned schedule of regular meetings for the fiscal year and the first two meetings of the following fiscal year. At its first regular meeting of the new fiscal year, the Board shall adopt a schedule of its regular meetings for the remainder of the fiscal year and for the first two regular meetings in the following fiscal year. Changes in the scheduled meetings of the Board may be made and special meetings of the Board may be called for other times by the Chair or by any four members of the Board.

Section 2. Notice - Notice of all meetings of the Board shall be transmitted to each trustee at least five days before a meeting, except special meetings, which require at least 24-hours notice.

Section 3. Quorum - A majority of the trustees shall constitute a quorum, but a lesser number may adjourn a meeting.

Section 4. Open Meeting - All meetings shall comply with the provisions of the open meeting law, 1 V.S.A. 310, et seq., as applicable., including the keeping of minutes.

ARTICLE III - OFFICERS AND STAFF

Section 1. Officers - The officers of the Board shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. The same person may not serve as Chair and Secretary.

Section 2. Election - The Chair of the Board shall be elected biennially at the annual meeting from among the members of the Board. Officers of the Board shall be elected annually at the annual meeting from among members of the Board. Officers shall hold office for one year and until their successors are elected and qualified. In the event of a vacancy in an office, the Board shall elect, in the same manner the office was originally filled, a replacement to serve out the remainder of the term vacated.

Section 3. Staff - The Board shall appoint a Chancellor to serve at the pleasure of the Board unless the terms of service are otherwise designated by the Board.

ARTICLE IV - DUTIES OF OFFICERS AND STAFF

Section 1. Chair - The Chair of the Board shall preside at all meetings of the Board and may call special meetings of the Board when he or she deems it necessary. The Chair shall appoint members to committees unless otherwise specified and is an *ex officio*, non-voting member of all Committees, unless otherwise specified.

Section 2. Vice-Chair - The Vice-Chair shall perform the duties of the Chair in the Chair's

absence.

Section 3. Secretary - The Secretary of the Board shall have charge of the Seal of the Corporation, shall be the certifying officer with respect to its records, contracts, and other transactions, and shall keep a record of the proceedings of the Corporation.

Section 4. Treasurer - The Treasurer of the Corporation shall have general supervision of the finances and business transactions of the Corporation. The Treasurer shall be responsible to ensure that there is adequate bond coverage for all officers and employees of the Corporation who may handle money. The Treasurer shall sign in the name of the Corporation such documents and instruments as the Board may direct.

Section 5. Chancellor - The Chancellor of the Corporation shall be the chief administrative officer and shall have all the duties, responsibilities and authority that commonly pertain to that position. The Chancellor shall be the agent of the Board in implementing its decisions and policies and shall have general supervision of the academic, financial and business affairs of the Corporation and all other powers accorded the Chancellor under these By-Laws and the Personnel Handbook.

Section 6. Chief Financial Officer - Under the direction of the Chancellor, the Chief Financial Officer shall supervise and direct the financial and business affairs of the Corporation. The Chief Financial Officer shall have general responsibilities for keeping of books of account; preparation of budgets; receiving, depositing, withdrawing of monies; investing of funds; and making payments on contracts. The Chief Financial Officer is appointed by, and shall perform such other duties as may be required by the Chancellor.

ARTICLE V - CHIEF EXECUTIVE OFFICERS

Section 1. Institutional President - The President is the chief executive and administrative officer of a member institution. The responsibility for selection of institutional presidents lies with the Board of Trustees after consultation with the Chancellor and representatives of the affected institution, including faculty, staff and students. The President is directly responsible to the Chancellor for the effective operation of the institution within system-wide policies and objectives as approved by the Board of Trustees. The Chancellor exercises direct supervision of the President. The Chancellor shall also make recommendations to the Board, as appropriate, on the compensation, reappointment, non-reappointment, and discharge of the President. After considering the Chancellor’s recommendations and its own assessment of the President’s performance, final authority in these matters shall rest with the Board. In cases of potential discharge of the President during his/her contract period, the Chancellor has the authority to suspend a President with pay pending Board of Trustees consideration of the matter.

Section 2. Workforce Executive Director – The Executive Director is the chief executive and administrative officer of the Workforce Development Division. The responsibility for selection of the Executive Director lies with the Board of Trustees after consultation with the Chancellor and relevant constituencies. The Executive Director is directly responsible to the Chancellor for the effective operation of the division within system-wide policies and objectives as approved by the Board of Trustees. The Chancellor exercises direct supervision of the Executive Director. The Chancellor shall also make recommendations to the Board, as appropriate, on the compensation, reappointment, non-reappointment, and discharge of the Executive Director. After considering the Chancellor's recommendations and its own assessment of the Executive Director's performance, final authority in these matters shall rest with the Board. In cases of potential discharge of the Executive Director during the contract period, the Chancellor has the authority to suspend an Executive Director with pay pending Board of Trustees consideration of the matter.

ARTICLE VI – COMMITTEES

Section 1. Establishment of Committees - Committees may be established by resolution of the Board of Trustees, from time to time, as the Board may determine at any regular or special Board meeting.

Section 2. Powers - Each Committee shall have those powers set forth in the resolution establishing the Committee.

Section 3. Membership - No Committee shall have fewer than three (3) or more than seven (7) members, excluding the Chair of the Board of Trustees. Each Committee member shall be a voting member of the Board of Trustees; provided however, that the Board by resolution may permit others to serve as *ex officio*, non-voting Committee members.

Each Committee established by the Board shall have a Chair, who shall be a voting member of the Board of Trustees. The Chair and all other Committee members shall be elected or appointed in the manner set forth in the resolution creating the Committee. In the event of a vacancy of a committee chair or a committee member, the vacancy shall be filled for the remainder of the term vacated in the same manner as the original appointment or election.

Section 4. Quorum - A majority of voting members is required for the conduct of Committee business, but a lesser number may adjourn a meeting. The Chair of the Board shall not be counted in the number required to determine a quorum.

Section 5. Meetings - All Committee meetings shall comply with the provisions of the open meeting law, 1 V.S.A. 310, et seq., as applicable.

Section 6. Minutes - Minutes shall be kept of all Committee meetings, consistent with the open meeting law.

Section 7. Subcommittees - Unless prohibited by the resolution establishing the Committee, any Committee may establish one or more subcommittees by majority vote of voting Committee members.

ARTICLE VII - POLICIES AND PROCEDURES MANUAL

Section 1. Policies and Procedures Manual - The Chancellor shall publish and distribute, after approval of the Board, a Policies and Procedures Manual which shall set forth the official policies of the Board and procedures adopted by the Chancellor where not inconsistent with the By-Laws.

Section 2. Approval - A Policy may be approved at any meeting of the Board.

ARTICLE VIII – AMENDMENTS

Section 1. Amendments - The By-Laws may be amended at any meeting by a majority vote of the Board provided notice is given as to the substance of the proposal in the call.

Revised 05-16-22