

Delta College District  
Board of Trustees  
*Special Meeting*  
*Bylaws Subcommittee*  
October 1, 2012  
President's Conference Room  
2:30 p.m.

**Board Members Present:** R. Emrich, J. MacKenzie, R. Stafford

**Others Present:** T. Brown, E. Crane, J. Goodnow, A. Ursuy

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**Call to Order:** Bylaws Subcommittee Chair, R. Stafford, called the meeting to order at 2:43 p.m.

R. Stafford called for the approval of the agenda. Hearing none, the agenda was approved.

R. Stafford called for public comments. Hearing none, the meeting proceeded.

R. Stafford indicated that E. Crane had done a lot of the work already in reviewing the bylaws. E. Crane noted that the vacancy section was the first to be reviewed after several questions arose from board members after Kim Higgs resignation. She also reviewed the Community College Act for any legislative updates that would impact Delta College's governance and found none.

E. Crane, in addition to changing the time allowance for filling a vacancy, suggested the following changes:

ARTICLE II - GOVERNING BODY

Section 5. Vacancy

Whenever a vacancy in the Board of Trustees occurs, the remaining members of the Board by majority vote shall fill the vacancy ~~immediately~~ with a qualified elector of the Delta College district no later than 30 days after the date the vacancy occurs. Any person so appointed shall serve until a successor is elected and qualified. ~~hold the office until the next~~

If a vacancy occurs in the Board of Trustees more than 90 days before a regular community college election held for the election of members of the Board of Trustees in the community college district, an election shall be held at the regular community college election at which time the electors of the community college district shall to fill the office for the remainder of the office's unexpired portion of the term, if any.

If a vacancy occurs in the Board of Trustees less than 90 days before a regular community college election held for the election of members of the Board of Trustees in the community college district and the vacancy occurs in the final year of the office's unexpired term, the appointed person shall fill that office for the remainder of the office's unexpired term. If a successor is not elected and qualified

in that regular community college election, the office will be considered vacant at the beginning of the office's new term and the procedures outlined herein shall be used to fill the vacancy.

Within 3 days after an appointment is made to fill a vacancy, the secretary of the Board of Trustees shall notify the community college election coordinator, in writing, of the name, address, and office of the person who vacated the office as well as the person filling the office.

R. Emrich made a motion to accept the changes to the bylaws made by legal counsel in regards to Article II – Governing Body, Section 5. Vacancy. J. MacKenzie seconded the motion. The motion passed unanimously.

There was a discussion about the lapse of time between December 31, when a trustees term ends and the oath of office not being administered for new members until the first meeting in January. They also discussed the idea of swearing in new board members at the December meeting making it effective on January 1, of the following year.

R. Emrich asked about adding a provision that would allow the Board to suspend the bylaws temporarily by a super majority. Dr. Goodnow referenced Article XVI. Board Operating Standards and Procedures. She felt that the statement “The Board may adopt from time to time such operating standards and procedures as a majority of the members elect may determine are necessary and proper.” to allow for some flexibility. R. Emrich noted that most of the groups that he has worked with have a provision in their bylaws giving them the ability to temporarily suspend their bylaws by a super majority. He also suggested that it would take a 2/3 vote so that it could not be done easily. Dr. Goodnow asked for an example of when this would be used. E. Crane noted that if a law changed, under our current process for changing the bylaws, we would be in violation for 28 days. However, if we suspended the bylaws the Board could operate under the new law.

E. Crane indicated that in Article IV – Officers of the Board, Section 2. Officers states, the secretary of the Board will be the college's General Counsel. Since the word ordinarily is used we are not in violation but it is something that should be reviewed.

R. Emrich made a motion to make the following changes to Article IV, Section 2.

Article IV – Officers of the Board

Section 2. Officers

Ordinarily, the treasurer shall be the Vice President of Finance and the secretary will be ~~the General Counsel of the College elected by the Board~~. In addition, ~~the~~ on the recommendation of the President, the Board may shall designate elect an assistant secretary to assist the secretary in the performance of his/her duties.

J. MacKenzie seconded the motion. The motion passed unanimously.

R. Emrich asked about Section 7, of Article VI in regards to participation by conference telephone or similar communications during closed meetings. He recalled a situation when a trustee wanted to discuss an item in closed session by conference telephone. At the time R. Emrich made the ruling that a closed

meeting is a closed meeting. There is no way to ensure that another individual is not listening in or that the meeting is being recorded via a conference call.

R. Emrich made a motion to add a paragraph at the end of Article VI, Section 7. to not allow conference telephone during closed meetings.

ARTICLE VI – MEETINGS

Section 7. Members’ Participation by Conference Telephone or Similar Communications Equipment

The provisions for members’ participation by conference telephone or similar communications equipment shall not be available for all closed meeting of the Board of Trustees.

J. MacKenzie seconded the motion. The motion passed unanimously.

J. MacKenzie made a motion to add a Section 3. Temporary Suspension of the Bylaws to Article XII – Bylaws.

Article XII – Bylaws

Section 3. Temporary Suspension of the Bylaws

Should extenuating circumstances, as determined by the Board arise, the Board may, by a majority of 2/3 of the entire membership of the board, suspend the Bylaws.

R. Emrich seconded the motion. The motion passed unanimously.

The committee then discussed the operating parameters.

Under XI. Membership and Board Development Activities J. MacKenzie made a motion to make the following change.

Trustees are encouraged to engage in Board development activities. These activities may include, but are not limited to, events sponsored by ~~the American Association of Community Colleges (AACC)~~, the Association of Community College Trustees (ACCT), the League for Innovation in the Community College, and the Michigan Community College Association (MCCA).

R. Emrich seconded the motion. The motion passed unanimously.

Under XII. Board Travel and Reimbursement Guidelines R. Emrich made a motion to remove the following from the categories of mileage and meals.

**Mileage:**

- The College reimburses mileage at the standard IRS rate\* for approved college business using a personal vehicle.
- Mileage reimbursement is based on number of miles between the College and the destination.

~~\*2009 IRS rate is .55/mile.~~

**Meals:**

- In compliance with IRS regulations, meal reimbursements are determined using the standard IRS per diem meal allowance method.
- College meal expenses are reimbursable only if the travel is overnight or long enough that the Board Member would need to stop for rest to properly perform their duties. No meals are reimbursed for single day travel.
- Under the per diem meal allowance method, Delta will reimburse at the IRS\* approved per diem rates (including tips).

~~\* 2009 IRS Per Diem Meal Rates~~

~~Daily Rate: \$36 per day (\$44 in high cost cities)~~

~~Per Meal Rate: \$ 7 Breakfast~~

~~\$11 Lunch~~

~~\$18 Dinner (\$26 in high cost cities)~~

~~\$36~~

J. MacKenzie seconded the motion. The motion passed unanimously.

The committee will meet again to finish reviewing the operating parameters.

**Meeting adjourned at: 4:27 p.m.**

Respectfully submitted,

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Talisa Brown, Board Assistant Secretary

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Andrea Ursuy, Board Secretary