

**BYLAWS FOR THE GOVERNMENT OF THE
BLUEFIELD COLLEGE BOARD OF TRUSTEES**

EFFECTIVE JULY 30, 2012

Revised April 15, 2016

**ARTICLE I
Powers and Duties of Trustees**

1.1 The Board of Trustees shall have and exercise the corporate powers prescribed by law. Its primary functions shall be policy making and responsibility for sound resource management of the Corporation. The Board of Trustees shall further determine the general, educational, and financial policies, and shall have the power to carry out any other functions which are permitted by the Bylaws or the Certificate of Incorporation, except as limited by law. These powers shall include but shall not be limited to the following:

- 1.1.1 Determine and periodically review the purposes, mission, and Bylaws of the College.
- 1.1.2 Elect members and officers of the Board in accordance with provisions of these Bylaws.
- 1.1.3 Review and approve proposed changes in the educational programs of the College, consistent with its mission.
- 1.1.4 Approve procedures regarding appointment, promotion, and dismissal of faculty members and staff, including terms and conditions of employment.
- 1.1.5 Appoint the President, who shall be the Chief Executive Officer of the College, prepare and provide the President with a written job description and conduct an annual review of the President's performance. Approve the selection of other Officers of the College, as set forth in Article V, and approve the removal of them for just cause. May conduct exit interviews upon resignation of said Officers of the College.
- 1.1.6 Approve annually the terms and conditions of employment, salary policies, and schedules for all staff, faculty, administrators, and other employees of the College.
- 1.1.7 Approve and authorize all earned degrees upon recommendation of the faculty, approve all honorary degrees upon the recommendation of the faculty, administration and/or trustees.
- 1.1.8 Oversee and approve the annual Operating Budget and Capital Expenditure Budget of the College, and establish policy guidelines for the Endowment and for all investments and major fund-raising programs.
- 1.1.9 Authorize the purchase, rental, management, and sale of all land, buildings, major equipment, and systems for use of the College. Authorize the construction of new buildings and major renovations of existing buildings.

- 1.1.10 Authorize the incurring of debts by the College and securing thereof by mortgage and pledge of real and personal property, tangible and intangible.
- 1.1.11 Authorize any changes in tuition, room and board, and fees.
- 1.1.12 Authorize officers or agents of the College to accept gifts or bequests on behalf of the College.
- 1.1.13 Maintain good relations with denominational, alumni, and community constituencies.

ARTICLE II

Membership

2.1. The Trustees of Bluefield College shall be elected in accordance with the Certificate of Incorporation of the College and the procedures adopted by the Board of Trustees, with Trustees to be elected at any meeting of the Board. The effective date of service of the new Trustees will begin the day following their election.

2.2. The number of Trustees shall be no less than twenty and no more than thirty. Each Trustee shall serve for a four-year term, and may be eligible for consideration for re-election to one additional four-year term. Board members who have served for two consecutive four-year terms shall be ineligible for re-election to a third four-year term until they have been off the Board for one year. Board members who have served for three or more years of the four-year term vacated by a previous member shall be considered as having served the complete four-year term. Upon a two-thirds vote by the Trustees the term of any member may be extended for an additional two-year term.

2.3. Vacancies on the Board of Trustees shall be filled by the Board. No member's death, resignation, or other change in the status shall affect the legal standing of the Board to conduct business under the Certificate of Incorporation.

2.4. A member of the Board of Trustees may be removed from the Board for cause by a two-thirds majority vote of the Board of Trustees then in office.

2.4.1. A Trustee whose removal is sought from the Board of Trustees will originate with the Board Chair.

2.4.2. The Board Chair will refer the matter to the Committee on Trustees for review and recommendation to the full Board.

2.4.3. The Board Chair will notify the affected Trustee of the inquiry, who will be provided an opportunity to meet with the Committee on Trustees if the Trustee so chooses, neither side with counsel or advisor for the Committee hearing.

- 2.4.4. The Chair of the Committee on Trustees shall be the presiding officer at all meetings and hearings held by the Committee, and shall decide upon all questions regarding procedural matters and the admissibility of evidence.
- 2.4.5. The hearing before the Committee will be held within ten (10) days from the date on which the Trustee is notified of his or her potential removal from the Board of Trustees. The Committee, by majority vote, will render its written decision within five (5) working days following the conclusion of the hearing and will deliver its written decision to the Board Chair and the Trustee whose removal is being sought.
- 2.4.6. Should the Committee recommend removal, the Board Chair will call a special Board meeting pursuant to these bylaws for the purpose of voting on the Committee's recommendation. If the Committee's decision is that the Trustee's removal is not supported by a preponderance of the evidence, then the Trustee shall serve the remaining term of his or her position as a Trustee, subject to these bylaws.

2.5 The term "for cause" as used in 2.4 shall mean any individual or group of facts and circumstances which the Executive Committee decides, by a majority vote of all the members thereof, renders a particular Trustee unfit to continue in that position. The term "for cause" includes the following: (1) the Trustee being convicted of, or pleading guilty, to a felony under federal or state law for which the removal shall be immediate, non-reviewable and final; (2) immoral or indecent conduct, as defined by the Faculty Handbook under the Termination of Contract section, by the Trustee which renders him or her unsuitable as a Trustee of the College by the Executive Committee by a majority vote of all of the members thereof. A Trustee's disagreement over the management of the College, provided such disagreement does not conflict with any SACSCOC core requirements or comprehensive standards, does not constitute "cause" for removal.

ARTICLE III **Trustees Emeriti**

- 3.1 A Trustee who has served with distinction a minimum of two terms making meritorious contributions may, upon recommendation of the Committee on Trustees, be elected by a majority of the Board of Trustees as a Trustee Emeritus, and shall be entitled to:
 - 3.1.1 Receive notices of all meetings of the Board;
 - 3.1.2 To attend and speak at meetings;
 - 3.1.3 To receive minutes of meetings of the Board and the Executive Committee; and

- 3.1.4 To be a member of any committee, except the Executive Committee, and shall have the power to vote in meetings of any committee on which they may serve.
- 3.2 A trustee Emeritus shall not have voting powers in meetings of the Board of Trustees.
- 3.3 A Trustee Emeritus shall not be counted as a member of the Board of Trustees for any purpose.

ARTICLE IV **Officers of the Board**

- 4.1 The Officers of the Board of Trustees shall be a Chair, Vice-Chair, and Secretary. They shall hold office for one year, effective the day following their election. The three officers of the Board of Trustees so elected may not serve more than four successive years in the same elective office.
- 4.2 The Chair shall preside at the meetings of the Board, preserve order, state all motions, control discussion, and decide all questions according to the most current edition of Roberts Rules of Order. He or she shall execute, in conjunction with the Secretary, all necessary legal documents pertaining to the operation of the College and the preservation of its property.
- 4.3 The Vice-Chair, in the absence or incapacity of the Chair, will perform the duties of the Chair. The Vice-Chair shall be a member of the Executive Committee.
- 4.4 The Secretary shall have custody of the seal of the College and shall attest and affix said seal to such documents as required in the business of the College, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts of resolutions, certificates, minutes, and Bylaws issued pursuant to the authority of the College. The Secretary shall give proper notice of all meetings of the Board of Trustees and shall keep and distribute a record of the minutes of all meetings of the Board of Trustees and each of its committees. Any of the duties or powers of the Secretary may be delegated to an Assistant Secretary, who shall be appointed by the Secretary or by the Chair and shall be responsible to and report to the Secretary. The Assistant Secretary may be a member of the College Administration.
- 4.5 The Immediate Past Chair shall serve on the Executive Committee and be a resource to the Chair and other officers to ensure continuity in leadership and Board processes.

ARTICLE V
Officers of the College

5.1 The President of the College shall be the Chief Executive Officer of the College and the official adviser to and executive agent of the Board of Trustees and its Executive Committee. The President shall, as educational and administrative head of the College, exercise a general superintendence over all the affairs of the institution, including development of financial support, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibilities. This shall also include the issuance of quarterly reports to the Board advising on the status of operating budget, capital projects, enrollment, staff changes, development activities, student and campus life, the school calendar, and such other matters deemed timely to the welfare of the College. The President shall have power, on behalf of the Trustees, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee, and, except as otherwise provided in these Bylaws, shall be an ex officio member of all committees of the Board without power to vote.

5.2 The President shall nominate other officers of the College, to be approved by the Board.

5.3 The Vice-Presidents shall have such powers and shall perform such duties as may be assigned by the President, with approval of the Board of Trustees.

5.4 The Chief Financial Officer/Treasurer, who serves as Treasurer/Business Manager of the College, shall receive all monies due the College, give his or her receipt thereof, pay all bills upon the presentation of proper vouchers, and keep a correct account of all financial transactions made on behalf of the Board of Trustees. He or she shall be the legal custodian of all monies, securities, or other properties of the Board, shall maintain all fiscal records pertaining to the Board and the College, and shall submit financial reports to the Board through the Chair of the Board and Chair of the Finance Committee on a timely basis (not less than quarterly) as will permit the Committee to exercise its oversight responsibility.

5.5 In case of the absence or disability of the President, the duties of that office shall be performed by the Chair of the Board of Trustees or by any Vice-President designated by the Board of Trustees.

ARTICLE VI
Meetings

6.1 Semi-annual meetings of the Board of Trustees shall be held on the third Friday of October and the third Friday of April on the campus of Bluefield College, or at such other time and place as may be designated by the Chair who shall give at least thirty (30) days written or electronic notice.

- 6.2 Special meetings. (a) Meetings of the Board of Trustees may be called by the Chair of the Board of Trustees, or upon written or electronic request of seven members of the Board, provided at least ten (10) days written or electronic notice to the whole Board concerning purpose, time, date, and place is given. (b) Meetings may be conducted by mail, e-mail, conference call or in any other way the Trustees shall decide. However, a written or electronic consent setting forth the action so taken and approved by the Board or of a Committee, as the case may be, must be filed with the minutes of the proceedings of the Board or the Committee and distributed to the Trustees.
- 6.3 A majority of the total number of Trustees shall constitute a legal quorum for the transaction of any business which may properly come before the Board. By majority vote of the Trustees present, the Board may permit electronic or conference call voting.
- 6.4 The Chair may appoint a Parliamentarian to assure the proper order and conduct of the meetings of the Board.
- 6.5 Trustees, upon request, shall be reimbursed their actual expenses when attending the semi-annual or any called meeting of the Board or committees of the Board. Any Trustee who chooses to decline said reimbursement shall receive credit for an in-kind donation for any documented in-kind donation.
- 6.6 An agenda and other informational material relative to an announced Board meeting shall be distributed to each Trustee ten (10) days prior to the meeting. The ten (10) day notice may be waived by the Board at said meeting by a majority vote.

ARTICLE VII

Committees

- 7.1 The Chair, together with the Vice-Chair and Secretary of the Board of Trustees, shall appoint members of the Committees, Committee Chairs and Vice-Chairs. The effective date of the new appointments will be the day following the appointment.
- 7.2 The Chair of each Committee shall convene meetings not less than twice a year in order to become informed of Bluefield College's performance in the area of assigned responsibility, to discuss problems and needs, to make a status report, and recommendations, if any, to the Board of Trustees. A Committee Secretary shall keep records noting items discussed and decisions taken in Committee, and prepare a written statement of any motion to be brought to the full Board for consideration, including an assessment of related changes in cost or manpower required. Copies of minutes shall be filed with the Secretary of the Board.

- 7.3 The Executive Committee of the Board of Trustees shall be composed of the Chairs of the standing Committees noted below, elected officers of the Board of Trustees, and immediate past Chair of the Board. The President of the College shall serve as a non-voting advisor to the Executive Committee. The Executive Committee shall be empowered to carry out Trustee business in the periods between meetings of the Board of Trustees, such actions to be consistent with Bylaws and established policies of the Board. Chairs of the standing committees may be represented by Vice-Chairs. The Committee shall review all business on the announced agenda of the Board.
- 7.4 The Faculty and Curriculum Committee shall have the responsibility for recommendations concerning the academic program of the College. The Vice-President for Academic Affairs shall serve as a non-voting advisor to this Committee.
- 7.5 The Finance Committee shall have the responsibility for monitoring the financial condition of the College, for review and approval of proposed budgets, for review and approval of the annual audit, for risk assessment and insurance, and for supervision and recommendations concerning all the fiscal aspects of the College's programs. This Committee shall be responsible for investment and the use of endowment funds and shall designate an Investment Sub-Committee of at least three Trustees to report and make recommendations to the Finance Committee on placement of investible funds. Its recommendations shall be processed in keeping with instructions from the Board. The Chief Financial Officer of the College shall serve as a non-voting advisor to this Committee. The Finance Committee shall have the books of the College duly audited by a licensed Certified Public Accountant immediately following the close of the Fiscal Year.
- 7.6 The Facilities Committee shall have the responsibility for recommendations concerning the physical plant of the College, as well as buildings, grounds, equipment, furnishings, and utility systems, including communication and computer equipment and systems. The Chief Financial Officer of the College shall serve as a non-voting advisor to this Committee.
- 7.7 The Committee on Institutional Advancement shall have responsibility for leading the Trustees in the generation of funds for specific institutional projects and the accumulation of a general endowment. The Committee shall give attention to the vital areas of Denominational, Alumni, Community, and other general areas of public or constituent support, and shall make recommendations concerning policies for the development of good public relations for the College. The Senior Officer for Institutional Advancement of the College shall serve as a non-voting advisor to this Committee.
- 7.8 The Student Services Committee shall have responsibility for review and recommendations concerning policies related to non-academic, on-campus

student life activities and conditions. The Senior Officer for Student Development of the College shall serve as a non-voting advisor to this Committee.

- 7.9 The Enrollment Management Committee shall have the responsibility for review and recommendations concerning policies related to admissions and recruitment of students at Bluefield College. This Committee shall also have the responsibility for review and recommendations concerning policies related to retention of students. The Senior Officer for Enrollment Management of the College shall serve as a non-voting advisor to this Committee.
- 7.10 The Committee on Trustees shall be responsible for nominating prospective members of the Board of Trustees and Officers of the Board. The Committee shall be composed of five members. The senior member of the Committee shall rotate off each year. The Chair, Vice Chair, and Secretary of the Board of Trustees shall appoint one member each year who shall replace the senior member of the Committee. The Chair, Vice Chair, and Secretary of the Board shall appoint one member of the Committee each year to serve as Chair. The effective date of service will be the day following appointment. After serving five years, or any part thereof, on this Committee, a person shall be eligible for reappointment only after having been off the Committee for at least one year.
- 7.11 The Chair, Vice Chair, and Secretary of the Board will make such appointments as necessary to fill vacancies on the Committee as may occur from time to time. Appointments made to fill a vacancy on the Committee shall become effective immediately.
- 7.12 The Officers may appoint non-trustees to serve as non-voting members on a committee.

ARTICLE VIII **Indemnification**

8.1 Each Trustee and Officer of the College shall be indemnified by the College against all expenses actually and necessarily incurred by such Trustee or Officer in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being or having been such Trustee or Officer, except in relation to matters to which such Trustee or Officer shall be adjudicated in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty.

ARTICLE IX **Conflict of Interest**

9.1 A Trustee shall disclose to the Board at the earliest practicable time any possible conflict of interest, existing or potential, which may impair, or reasonably

appear to impair, such member's independent unbiased judgment in the discharge of responsibilities to the College due to family, financial, or other such consideration.

9.2 A Trustee shall not vote at Board or Committee meetings on any matter under consideration in which such a conflict exists, and the Minutes shall record any consequent declarations and abstention from voting.

9.3 Questions of uncertainty about the nature of conflict may be resolved by vote of the Board.

ARTICLE X **Discrimination Prohibited**

10.1 In administering its affairs, the College shall not discriminate against any person on the basis of race, creed, color, national or ethnic origin, sex, age, or physical disability.

ARTICLE XI **Limitations**

11.1 Actions of the Board of Trustees shall in no way be contrary to the governing documents of the College as filed with civil authorities of the State of Virginia.

ARTICLE XII **Amendments**

12.1 These Bylaws may be amended at any regular meeting by a two-thirds vote of those present. Proposed amendments must be submitted in writing to the Executive Committee for review at least fourteen (14) days prior to being considered by the Board. Such proposed amendment(s) shall be mailed or sent electronically to members of the Board at least ten (10) days before being considered for adoption.