

**BAY de NOC COMMUNITY COLLEGE**

**IRON MOUNTAIN CAMPUS**

**ADVISORY BOARD BY-LAWS**

**ARTICLE I – ORGANIZATION AND PURPOSE**

**1.1 College as the Legal Corporate Entity**

- (a) The Bay de Noc Community College district was established in accordance with provisions of Act 188, Michigan Public Acts, 1955, and by vote of the electorate of the [County of Delta] in November 1962. In accordance with law, the distinctive and legal name of the district for all purposes is Bay de Noc Community College (hereafter the "College").
- (b) In accordance with law, the buildings and facilities, and the Programs and Services (hereafter defined), comprising the Bay College Iron Mountain Campus (collectively the "Bay College Iron Mountain") of the College in Dickinson County (the "County") are a corporate part of the College, which is governed and directed by the Bay de Noc Community College Board of Trustees ("Board of Trustees").
- (c) Bay College Iron Mountain has no separate legal status, and no legal powers may be exercised by Bay College Iron Mountain Campus or in the name of Bay College Iron Mountain Campus.

**1.2 Establishment and Purpose of the Advisory Board**

In accordance with law, and its agreements with the State of Michigan Department of Management and Budget-Office of Facilities and/or the Michigan State Building Authority, and the County of Dickinson, the College Board of Trustees has established the Bay College Iron Mountain Campus

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Advisory Board (the “Advisory Board”). The purpose of the Advisory Board is to ensure that Bay College Iron Mountain Campus meets the needs of the community it serves, and provides Programs and Services (the “Programs”) in accordance with the College’s agreements with the State of Michigan, and its Programs and Services Contract with the County of Dickinson, and the millage proposition approved by the electors of the County of Dickinson, and the millage proposition approved by the electors of the County of Dickinson on May 3, 2005. The Advisory Board shall have no separate legal or corporate status and shall exercise no legal powers in its own name or in the name of Bay College Iron Mountain Campus. Legally binding transactions, expenditures and obligations necessary for the conduct of Bay College Iron Mountain Campus, and for and on behalf of Bay College Iron Mountain Campus, may only be entered into by the College as authorized by its Board of Trustees.

## **ARTICLE II - DUTIES AND RESPONSIBILITIES OF THE ADVISORY BOARD**

### **2.1 Duties and Responsibilities**

The Advisory Board shall have responsibility for the guidance, review and recommendations as to Programs and Services, and related College activities at Bay College Iron Mountain Campus. The Advisory Board’s responsibilities shall include, but are not limited to, the following:

- a) To review and make recommendations as to the curricula, programs and services to be provided at Bay College Iron Mountain Campus, and the establishment, continuance or discontinuance thereof.
- b) To review and make recommendations as to the costs and cost effectiveness of the Programs and Services.
- c) To participate in the development of a strategic plan for Bay College Iron Mountain Campus.

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- d) To participate in job specifications preparation, recruitment, and selection of the Bay College Iron Mountain Campus administrator in charge.
- e) To undertake such other responsibilities as may be provided by these by-laws or assigned to the Advisory Board by the College Board of Trustees.

## **ARTICLE III – MEMBERSHIP**

### **3.1 Number and Representation**

The Advisory Board shall be comprised of nine (9) members representing the following areas of business, education, and government: (4) business and industry; (3) community; (1) Dickinson County School District; and (1) Dickinson County Board of Commissioners. Representatives from the Dickinson County school districts, and the Dickinson County Board of Commissioners, shall be appointed by the Dickinson-Iron Intermediate School District and the Dickinson County Board of Commissioners, respectively, and forwarded to the College Board of Trustees for approval. Representatives from business and industry, and the community, shall be identified by the College Board of Trustees with input from the Advisory Board. One College Trustee shall be appointed by the Board of Trustees to serve as liaisons between the Advisory Board and the Board of Trustees. The administrator in charge of Bay College Iron Mountain Campus shall be an ex-officio member without vote on the Advisory Board.

### **3.2 Terms**

Each member shall be appointed for a term of two (2) years. Appointments for a regular term shall be made prior to July 1 in a timely manner to allow for Board of Trustees approval for term of office to

begin on July 1, and shall end on the second June 30 thereafter. Appointments for the initial Advisory Board, and thereafter for the filling of any vacancies, shall begin as of the date of Board of Trustees approval and shall end on the second June 30 thereafter, except for the initial Advisory Board, where the terms of four business and industry representatives shall end on the first June 30 thereafter. The Dickinson County Board of Commissioners representative term shall expire in conjunction with that commissioner's term of office on the County Board.

### **3.3 Vacancy**

Whenever a vacancy in the Advisory Board occurs, a replacement shall be identified and appointed immediately in accordance with Sections 3.1 and 3.2.

### **3.4 Expulsion for Absences**

In the event that any member is absent for three consecutive meetings, without prior notification of such absence to the chairperson or administrator in charge of Bay College Iron Mountain Campus, that absent member may be expelled from membership by the Advisory Board and the chairperson shall provide that member with written notification of the Advisory Board's expulsion of that member.

### **3.5 Authority of Members**

a) Advisory Board members have the authority only when acting as the Advisory Board during meetings. No member of the Advisory Board shall have the authority to act in the name of the Advisory Board outside of board meetings unless expressly in writing authorized to do so by the Advisory Board.

b) An Advisory Board member may place an item on the agenda by presenting it in writing to the chairperson a week prior to the meeting at which it is to be discussed. By unanimous consent of the members, items may be added to the agenda at the onset of a meeting.

### **3.6 Compensation: Expenses**

No duly appointed member or officer of the Advisory Board shall receive any compensation for any service rendered in performance of her/his duties as a member. Expenses of the members that pertain to Bay College Iron Mountain Campus business or member development may be reimbursed when the expenses are authorized by the President of the College or his/her designee.

## **ARTICLE IV – OFFICERS OF THE ADVISORY BOARD**

### **4.1 Officers**

The Advisory Board shall elect a chairperson and vice-chairperson who must be members of the Advisory Board.

### **4.2 The Chairperson**

The chairperson of the Advisory Board shall be responsible for the following:

- a) To preside at all meetings of the Advisory Board.
- b) To call special and emergency meetings when required.
- c) To approve the agenda for all Advisory Board meetings.
- d) To be an ex-officio member of all Advisory Board committees.

#### **4.3 The Vice-Chairperson**

The vice-chairperson of the Advisory Board shall be responsible for the following:

- a) To perform the duties of the chairperson in her/his absence.
- b) To perform other functions as requested by the Advisory Board.

#### **4.4 Official Recorder of the Advisory Board**

The administrator in charge of the Bay College Iron Mountain Campus shall designate an official recorder who shall be the official custodian of the Advisory Board records and shall perform all duties provided in these by-laws, or requested by the Advisory Board with respect thereto, as follows:

- a) To record, or cause to be recorded, all meetings of the Advisory Board.
- b) To prepare and serve, or cause to be prepared and served on members in due time notices of all regular or special meetings of the Advisory Board.
- c) To assure that records of the Advisory Board are available for public inspection.
- d) To provide for the posting of all legal notices.
- e) To ensure that each member of the Advisory Board and Dickinson County Board of Commissioners is provided copies of the minutes of the previous meeting.
- f) To ensure an agenda for the next scheduled meeting is provided at least five (5) days prior to the next Advisory Board meeting date.
- g) To be the custodian of the official records of Bay College Iron Mountain Campus.

#### **4.5 Election of Officers**

Officers of the Advisory Board shall be elected at the organizational meeting of the Advisory Board, in July of each odd numbered year. In case of a vacancy in any office, each vacancy shall be filled as soon as it is possible by electing a successor to the unexpired term of office.

#### **4.6 Term of Office**

Each elected officer of the Advisory Board shall be elected for a term of two (2) years, shall assume office immediately upon election, and shall hold this office until a successor shall be elected and qualified.

### **ARTICLE V – MEETINGS**

#### **5.1 Organizational Meeting**

The Advisory Board shall hold an annual organizational meeting during a summer month of each year. The agenda will include, but not be limited: recognition of new members, election of officers (in odd numbered years), establishment of time and place of meetings for the next year, and any recommendation items as requested by the College Board of Trustees.

#### **5.2 Regular Meetings**

The Advisory Board shall hold regular meetings at times and places determined by the Advisory Board at its annual organizational meeting unless a regular meeting is canceled in advance by unanimous consent of the Advisory Board. Written notice of regular meetings shall be given members of the Advisory Board at least five (5) days in advance of the meeting.

### **5.3 Special Meetings**

Special meetings of the Advisory Board may be called by the chairperson or any three members thereof by serving on the other members a written notice of the day, time, and place of such special meeting at least 48 hours in advance, of the meeting.

### **5.4 Notices and Waiver**

Notices of meetings shall be posted by the official recorder of the Advisory Board according to the provisions of the Open Meetings Act 267 of 1976.

### **5.5 Quorum**

At all meetings of the Advisory Board, whether regular or special, a majority of the entire membership of the Advisory Board shall constitute a quorum to conduct a meeting. A majority of the Advisory Board is a quorum to take valid action, and no act is valid unless voted at a meeting of the Advisory Board by a simple majority of the quorum present, and a proper record made of the action and vote.

### **5.6 Minutes of Meetings**

- a) Minutes shall be kept of each meeting. These minutes shall contain at least the following information: date, time, place, members present, members absent, and decisions made at the meeting.
- b) The minutes of Advisory Board meetings are public records open to public inspection and shall be available at the Office of the President and the College website. Copies of the minutes shall be available to the public at the reasonable copying cost.

c) Proposed minutes shall be available for public inspection within eight (8) business days after the meeting to which the minutes refer. Approved minutes shall be available for public inspection within five (5) business days after the meeting at which the minutes are approved by the Advisory Board.

## **5.7 Meetings Open to the Public**

Though the Advisory Board is not legally bound by the terms and conditions set forth in the Open Meetings Act 267 of 1976, the Advisory Board shall comply with the intent of the Open Meetings Act with respect to the following:

- a) Public posting of meeting notices;
- b) Meetings scheduled in a public place and open to the general public;
- c) Closed sessions for permissible purposes;
- d) Minutes generated from each meeting.

## **ARTICLE VI – BY-LAWS**

### **6.1 By-Laws**

These by-laws may be altered, amended, or repealed and new by-laws adopted by a two-thirds vote of the Advisory Board; provided that any such change shall be presented for action at any meeting only after the proposed change has been presented as an agenda item at a prior meeting of the Advisory Board or the proposed change has been distributed to all members of the Advisory Board at least thirty (30) days in advance of voting on the by-law(s) under discussion, and provided that any such by-law(s) change must be ratified by action of the College Board of Trustees before such change may take effect.

## **ARTICLE VII – RULES OF ORDER**

### **7.1 Rules of Order**

All business of the Advisory Board shall be conducted in accordance with Robert's Rules of Order, newly revised, as modified by the rules and regulations of the Advisory Board.

## **ARTICLE VIII - COMMITTEES**

### **8.1 Committees**

The Advisory Board may establish advisory committees composed of Advisory Board members and/or other persons to study and make reports as needed.

## **ARTICLE IX – INSURANCE AND INDEMNIFICATION**

### **9.1 Insurance and Indemnification**

- a) Each Advisory Board member shall be indemnified and held harmless by the College for acts or omissions attributable to her or him when acting in her or his official capacity in connection with the operation of Bay College Iron Mountain Campus, or otherwise pursuant to Board of Trustees policy and these by-laws.
- b) The College shall maintain general and professional liability, umbrella and property insurance policies protecting against claims and liabilities arising out of the negligent acts or omissions of Advisory Board members when acting in their official capacity in connection with the operation of Bay College Iron Mountain Campus, or otherwise pursuant to College Board of Trustees policy or these by-laws.

## **9.2 Uninsured Liabilities**

In the event of liabilities which are not indemnified or insured pursuant to Section 9.1 each member shall have sole responsibility for acts or omissions attributable to her or him, and shall indemnify, to the extent permitted by law, other Advisory Board members and the College from claims or judgments resulting from such acts or omissions, including their reasonable costs of defense. This indemnification obligation shall expire at such time that these by-laws are no longer in effect, but such expiration shall have no effect on the validity of any claims during the term of these by-laws.

## **CERTIFICATE OF ADOPTION**

I certify that the foregoing by-laws were duly adopted by the Advisory Board of the Bay College Iron Mountain Campus on February 2, 2006.

Jon L. Pryor, Chairperson  
Jon L. Pryor  
Dated: 2-10-06

## **CERTIFICATE OF RATIFICATION**

I certify that the foregoing by-laws were ratified by the Bay de Noc Community College Board of Trustees on February 15, 2006, and are now in full force and effect, and that by ratifying these by-laws the Board of Trustees, on behalf of itself and the College, has agreed to, accepted and undertaken all obligations of the Board of Trustees and College, respectively, set forth in the by-laws.

*Sargent Worcester*  
Chair, Board of Trustees  
Dated: 2-15-06