



TOMPKINS CORTLAND COMMUNITY COLLEGE
BYLAWS OF THE BOARD OF TRUSTEES

Last Update June 6, 2025

**BYLAWS
Of The
BOARD OF TRUSTEES OF THE COMMUNITY COLLEGE OF TOMPKINS AND
CORTLAND COUNTIES OF THE STATE OF NEW YORK
KNOWN AS TOMPKINS CORTLAND COMMUNITY COLLEGE**

PREAMBLE

WHEREAS, on September 16, 1966, the Cortland County Board of Supervisors adopted a resolution approving joint establishment and operation of a community College by the Counties of Tompkins and Cortland; and

WHEREAS, on September 26, 1966, the Tompkins County Board of Supervisors adopted a concurring resolution; and

WHEREAS, the State University of New York approved the establishment of the College on November 10, 1966; and

WHEREAS, a curriculum of liberal arts and business courses were offered and classes began in September 1968; and

WHEREAS, in June 1972, construction began on a new campus site on 220 acres of land in Dryden, New York; and

WHEREAS, in September 1974, classes began at the new site;

NOW, THEREFORE, Tompkins Cortland Community College exists to meet the needs of the residents of its sponsoring communities for comprehensive, continuing post-secondary education.

Table of Contents

ARTICLE I: THE COLLEGE	1
Section 1. Name	1
Section 2. Offices	1
ARTICLE II: THE BOARD OF TRUSTEES.....	1
Section 1. Authority	1
Section 2. Number of Trustees	2
Section 3. Terms of Trustees	3
Section 4. Student Trustee	3
Section 5. Liaisons to the Board of Trustees	3
Section 6. Place of Meetings	3
Section 7. Videoconferencing	3
Section 8. Regular Meetings.....	4
Section 9. Annual Meetings	4
Section 10.. Special Meetings	4
Section 11. Quorum.....	4
Section 12. Attendance at Meetings	4
Section 13. Agenda and Order of Business	4
Section 14. Rules of Order	5
Section 15. Conflict of Interest.....	5
Article III: OFFICERS OF THE BOARD AND COLLEGE	5
Section 1. Officers of the Board.....	5
Section 2. Election of Officers of the Board	5

Section 3. Officers of the College	5
Section 4. Appointment of The President of the College.....	6
Section 5. Term of Office and Removal	6
Section 6. Resignations of Officers.....	6
Section 7. Resignations of Trustees	6
Section 8. Filling of Office Vacancies.....	6
Section 9. Chair of the Board.....	6
Section 10. Vice-Chair of the Board.....	7
Section 11. Board Treasurer.....	7
Section 12. Assistant Board Treasurer	7
Section 13. Clerk of the Board.....	7
Section 14. Deputy Clerk of the Board.....	8
ARTICLE IV: COMMITTEES OF THE BOARD.....	8
Section 1. Authority of Committees.....	8
Section 2. Standing and Special Committees	8
Section 3. Executive Committee	8
Section 4. Finance and Audit Committee	9
Section 5. Special Committees of the Board.....	9
ARTICLE V: PRESIDENT OF THE COLLEGE.....	10
Section 1. Appointment.....	9
Section 2. Duties to the President.....	10
ARTICLE VI: MISCELLANEOUS PROVISIONS	111
Section 1. Financing the College	11
Section 2. Bank Depository	11

Section 3. Books and Records of the College	11
Section 4. Compensation to Trustees	11
Section 5. Bylaw Limitation	11
Section 6. Amendments of Bylaws	12
Board Roles and Responsibilities	13

ARTICLE I: THE COLLEGE

Section 1. Name

The name of the Community College of Tompkins and Cortland Counties shall be "TOMPKINS CORTLAND COMMUNITY COLLEGE" hereinafter referred to as the "College." The Board of Trustees of the College shall be referred to hereinafter as the "Board."

Section 2. Offices

The principal office of the College shall be located at 170 North Street, Dryden, New York 13053. The College may also have offices at such places within the boundaries of Tompkins and Cortland Counties as the Board of Trustees may designate.

ARTICLE II: THE BOARD OF TRUSTEES

Section 1. Authority

All the affairs, property, business, and policies of the College shall be under the charge, control, and direction of the Board of Trustees. The Board of Trustees shall concentrate on establishing policies governing the College, and delegate responsibility for the administration and execution of those policies to the President.

The College Trustees, subject to the approval of State University Trustees, shall appoint the President (whether permanent, acting or interim), establish the conditions of their employment (including compensation and benefits), and assess the performance of the office.

The Trustees shall:

- (a) approve curricula, approve budgets, establish tuition and fees within legal limits, approve site and temporary and permanent facilities; and
- (b) provide for the awarding of certificates and diplomas, and the conferring of appropriate degrees on the recommendation of the President and the faculty; and
- (c) upon the recommendation of the President appoint personnel, adopt salary schedules, and approve the organizational pattern of the College; and
- (d) be responsible for the development and maintenance of institutional long and short range planning processes which shall include, in addition to the Board and other internal constituencies, representatives from the total community; and

- (e) from time to time establish agencies as authorized by law which would assist the institution in carrying out its purposes, such as the Faculty Student Association and the TC3 Foundation, Inc.; and
- (f) establish policies which shall govern all operations of the College and include, but not be limited to:
 1. personnel matters concerning all employees except those policies specifically provided for in negotiated contracts. This would include policies pertaining to appointment, professional development, promotion, and termination of all employees; and
 2. organization and staffing of the College, including position descriptions which define the responsibilities; and
 3. assurance of opportunities for student achievement and growth; and
 4. appropriate on-campus behavior for all members of the College community; and
 5. authorization and supervision of travel for the purposes of the College; and
 6. use of College facilities for outside organizations; and
 7. admission and retention of students; and
 8. preparation and administration of operational, capital equipment, and construction budgets; and
 9. establishment and dissemination of all College policies and regulations for the convenience and information of members of the College constituency; and
 10. fiscal operations of the institution including but not limited to contractual arrangements, budgeting, purchasing, audits, insurance coverage, and accounting; and
 11. possess and exercise such other and further powers and responsibilities as may be prescribed by law, rule, or regulation with respect to such position.

Section 2. Number of Trustees

The Board is composed of ten voting members: four Trustees appointed by the New York State Governor (two residents of the respective sponsoring counties); two Trustees appointed by the Cortland County Legislature; three Trustees appointed by the Tompkins County Legislature; and one Student Trustee elected by the student body pursuant to New York State Education Law and regulations.

Section 3. Terms of Trustees

The nine appointed Trustees shall be appointed for terms of seven years in annual rotation. The terms of office of all members of the Board of Trustees shall terminate on the thirtieth day of June of the calendar year within which such terms expire. Vacancies shall be filled for unexpired terms in the same manner as original selections by the authority responsible for the original selection. Trustees may serve until their successors have been appointed and qualified.

Section 4. Student Trustee

A student representative shall be elected to the Board of Trustees prior to July 1 of each year. Each student member shall serve for one year. The term of office for the Student Trustee shall be from July 1 to June 30. The Student Trustee shall be elected pursuant to such rules and guidelines promulgated by the State University of New York. Such Student Trustee shall have all the privileges provided by law and receive all materials distributed to the Board.

Section 5. Liaisons to the Board of Trustees

From time to time, the Board of Trustees may request a representative from another agency or group to serve as a liaison to the Board of Trustees. Such a liaison would be invited by the Chair of the Board to attend all public meetings of the Board of Trustees and to participate in discussions and to present materials, upon request. Such a liaison, however, does not have a vote on the Board of Trustees.

Section 6. Place of Meetings

All meetings of the Board shall be held at the principal office or such other place within the boundaries of Tompkins and Cortland Counties as designated by resolution of the Board and as shall be stated in the Notice of Meeting.

Section 7. Videoconferencing

The Board may use videoconferencing to conduct its meetings provided that six members, necessary to fulfill the quorum requirement, are present in the same physical location or locations accessible by the public. In the case of extraordinary circumstances such as disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event, which precludes the member's physical attendance at such meeting, the member may be considered present for purposes of fulfilling the quorum requirements. Board members participating by videoconferencing must be heard, seen and identified while the meeting is being conducted.

Section 8. Regular Meetings

Regular meetings of the Board shall be held at least 10 months throughout the fiscal year. A written notice specifying the time and place shall be distributed to all members of the Board prior to each regular meeting. The day of the month for each regular meeting shall be determined by resolution of the Board at each Annual Meeting.

Section 9. Annual Meeting

The Annual Meeting for the election of officers of the Board shall be held immediately prior to the regular monthly meeting in July of each year. Notice of the Annual Meeting shall be written and distributed to all Board members at least ten (10) days prior to the meeting.

Section 10. Special Meetings

Special Meetings of the Board may be called by the Board or by the Chair with at least one day's notice to each Trustee, delivered either personally, by email, by postal mail, or by telephone. Special meetings shall be called by the Chair, on the written request of two Trustees. The Chair, in calling a special meeting, shall give due consideration to the request of any Trustee as to the time and place of any such meeting.

Section 11. Quorum

At all meetings of the Board, the presence of at least six (6) members shall constitute a quorum sufficient for the transaction of business. An act of the Trustees at a meeting at which there is a quorum shall require six (6) affirmative votes in order to be an act of the Board of Trustees. If a quorum is not present at any meeting of the Board, the Trustees may adjourn the meeting from time to time without notice, other than announcement at the meeting, until a quorum is present.

Section 12. Attendance at Meetings

Trustees are expected to attend all scheduled Board meetings. Those who are unable to attend any meetings are required to inform the Clerk three days in advance, though exceptions for unavoidable emergencies may occur. The Chair may cancel and reschedule any meeting where it is indicated that a quorum will be lacking. Notice of any such cancelled or rescheduled meeting shall be communicated to each Trustee in any way the Chair may elect, but with at least two (2) days' notice.

Section 13. Agenda and Order of Business

The President, in consultation with the Chair, shall prepare and transmit to the members of the Board, an agenda for the meeting, one week prior to each regular meeting. No

items shall be considered that are not on the agenda except on the recommendation of the Chair and by majority approval.

Section 14. Rules of Order

Conduct of business at meetings shall be governed by parliamentary procedure, for which Robert's Rules of Order, as revised, shall serve as authority, except where inconsistent with provisions of these bylaws or applicable New York law and regulations.

Section 15. Conflict of Interest

No member of the Board of Trustees shall be a party to or receive financial gain in any contract or agreement with the College. No member of the Board of Trustees shall enter into deliberations or vote upon any matter in which they have a direct or indirect interest or in which a direct or indirect interest may be implied, other than the interest of the Community College. Trustees shall be subject to all generally applicable Trustee fiduciary obligations and related procedures, including, without limitation, the requirement of recusal from all Board and committee proceedings (including Board Executive Sessions) in matters involving conflicts of interest, and personnel, compensation and other matters where such recusal is appropriate. Each Trustee is required to complete a Conflict of Interest statement annually and provide to the Clerk who will maintain such statements.

No member of the College Trustees or of the local sponsoring governing bodies shall, while serving in that capacity, be eligible for employment by the College.

ARTICLE III: OFFICERS OF THE BOARD AND COLLEGE

Section 1. Officers of the Board

The officers of the Board shall be a Chair, Vice-Chair, and the Board Treasurer, and such other officers as the Board shall determine.

Section 2. Election of Officers of the Board

The Trustees at each annual meeting shall elect from their number a Chair, a Vice-Chair, and a Board Treasurer. The Board may elect an Assistant Board Treasurer and such other officers as it may determine. Service in the same office is limited to a maximum of five consecutive years.

Section 3. Officers of the College

The officers of the College shall be the President, who serves at the pleasure of the Board, and such other officers as the Board shall determine.

Section 4. Appointment of the President of the College

The President of the College shall be appointed by the Board, as provided by law and regulations of the State University of New York, and these Bylaws. In the absence, disqualification or inability of the President to perform the functions and duties of the office, the Board may appoint an Acting President, Administrator in Charge or other title appropriate to the role to function as the President.

Section 5. Term of Office and Removal

The officers of the Board shall hold office until the next annual election. Any officer of the Board and of the College elected or appointed by the Board may be removed from their position as an officer at any time by a two-thirds (2/3) vote of all Trustees then in office.

Section 6. Resignations of Officers

Any officer may resign from an office at any time by giving a written notice to the Board, or to the Chair. Any such resignation of an officer shall take effect at the date of the receipt of such notice or at any later time specified therein; and shall have the effect of relieving such officer of further duties and responsibilities of the office.

Section 7. Resignations of Trustees

A Trustee may resign at any time by giving written notice to the appointing entity and the Chair of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the appointing entity and the Chair of the Board, and the acceptance of the resignation shall not be necessary to make it effective.

Section 8. Filling of Office Vacancies

If any office becomes vacant for any reason, that vacancy shall be filled by the Board in the same manner as the original appointment. A vacancy in the office of President of the College, shall be filled only as provided by law and regulations of the State University of New York, and these Bylaws.

Section 9. Chair of the Board

The Chair of the Board shall preside at all meetings of the Board; execute all documents on behalf of the Board; transact such other business as required, arising under these Bylaws or other regulations affecting the College; and shall appoint members to all standing committees, if any, provided in these bylaws within one month following the Annual Meeting of the Board. The Chair shall also appoint any special committees that may be authorized from time to time by the Board. The Chair shall serve as an ex officio

member of all committees with the exception of the Nominating Committee. The Chair shall be entitled to vote on all questions before the Board.

Section 10.Vice-Chair of the Board

The Vice-Chair shall act as Chair of the Board in the absence, disqualification, or inability of the Chair to act or carry on the functions of that office.

Section 11.The Board Treasurer

The Board Treasurer shall serve as the Chair of the Finance and Audit Committee, and shall work with the Chief Fiscal Officer of the College to perform all duties delegated by the Board or required by pursuant to law. The Board authorizes the Board Treasurer to supervise the annual audit performed by the external audit firm and to perform such other related duties and functions as directed by the Board.

The Chief Fiscal Officer shall have custody of all funds of the College appropriated for its use and paid over to it or to the Board by the appropriating body and of all other funds received by or for the account of the College. The Chief Fiscal Officer shall keep itemized records of all receipts and disbursements of the College and shall make periodic reports thereof at the meetings of the Finance and Audit Committee and of the Board and upon request of the Board.

Section 12.Assistant Board Treasurer

The Assistant Board Treasurer, if appointed by the Board, shall perform all the duties of the Board Treasurer, in the absence disqualification, or inability of the Board Treasurer to act or perform the functions of that office, and when so acting, the Assistant Board Treasurer shall have the powers of, and be subject to all the restrictions upon, the Board Treasurer. The Assistant Board Treasurer shall perform such other duties as from time to time may be assigned by the Board or the Board Treasurer.

Section 13.Clerk of the Board

The Chair of the Board of Trustees shall appoint a Clerk of the Board. The Clerk shall provide due notice for all regular and special meetings of the Board as provided in these Bylaws. The Clerk shall cause a record of the proceedings of each meeting to be kept and shall provide each Trustee with a written copy of such minutes prior to the next regular meeting for their consideration and approval. The Clerk shall be custodian of all records, books, and papers belonging to the Board.

Section 14. Deputy Clerk of the Board

The Chair of the Board of Trustees shall appoint a Deputy Clerk of the Board. In the absence of the Clerk of the Board, the Deputy Clerk shall provide due notice for all regular and special meetings of the Board as provided in these Bylaws; shall cause a record of the proceedings of each meeting to be kept and shall provide each Trustee with a written copy of such minutes prior to the next regular meeting for their consideration and approval; shall be custodian of all records, books, and papers belonging to the Board.

ARTICLE IV: COMMITTEES OF THE BOARD

Section 1. Authority of Committees

All Board Committees, unless specifically provided otherwise by the Board, are established for the purpose of making recommendations, reporting, informing or advising the Board on matters pertaining to the operation of the College and other functions of the Board. No Committee shall have supervisory, administrative or executive functions. Ordinarily a Committee shall seek detailed knowledge required by the Board in performing its functions and making its decisions, and then communicate that knowledge and the Committee's findings to the Board. No Committee may act in the name of the Board of Trustees unless specific authority for such action has been authorized by the Board.

One member of each Committee shall be designated as Committee Chair by the Chair of the Board. In addition, the Chair of the Board will be an ex-officio member of each committee with the exception of the Nominating Committee.

All Board members may attend any meeting of a Committee of the Board. Membership on an individual committee is limited to a maximum of five consecutive years.

Section 2. Standing and Special Committees

Committees of the Board may consist of the Executive Committee, Finance and Audit Committee, and Special Committees. The membership of each Committee shall be appointed by the Chair of the Board. Vacancies shall be filled in the same manner.

Section 3. Executive Committee

a. Areas of Responsibility

The areas of responsibility for the Executive Committee include action as authorized by the Board and general institutional matters

b. Functions

The Executive Committee shall have authority to act on behalf of the Board, whenever so authorized by the Board. In an emergency, the Executive Committee may act and exercise the authority of the Board between meetings of the Board, subject to the ratification of such action at the next regular Board Meeting.

c. Membership

The Committee shall be composed of the Chair and Vice-Chair, Treasurer of the Board, and one other Board member.

d. Meetings

The Committee shall be convened upon at least twenty-four (24) hours' notice whenever practicable, when called by the direction of the Chair or at the request of two members of the Committee. A quorum will be three (3) members. All actions will be subject to the majority vote rule.

Section 4: Finance & Audit Committee

a. Areas of Responsibility

The Board Finance and Audit Committee is a standing committee to advise the Board on the state of the College's financial operations, budgetary allocations, and student fees, including the College's annual operating budget, monthly, quarterly and year-end financial conditions, and the finances of its affiliate operations that impact the overall College.

b. Functions:

Assists the Board of Trustees in fulfilling its fiduciary responsibilities relating to the College's financial statements, financial reporting processes, systems of risk management, internal controls, compliance, and the audit processes.

c. Membership

The Committee shall be composed of three members nominated and elected by the Board, with one member elected as Committee Chair.

d. Meetings

The Committee shall meet at least quarterly and will establish its meeting calendar at the Annual Meeting.

Section 5. Special Committees of the Board

There may be, as needed, special committees of the Board appointed by the Chair of the Board of Trustees. Such committees include, but are not limited to, Nominating, Bylaws, and Event Planning, and would be for institutional and quasi-standing purposes. Such

Committees shall be composed of three (3) members, no two of which shall sit together on another special committee. Such committees will meet as needed when directed by the Chair.

ARTICLE V: PRESIDENT OF THE COLLEGE

Section 1. Appointment

The Board of Trustees shall appoint and employ a qualified President of the College upon a two-thirds (2/3) affirmative vote of the Trustees then in office, and pursuant to New York law and regulations and subject to approval by the Trustees of the State University of New York. The President of the College shall serve at the pleasure of the College's Board of Trustees, and their services may be terminated by a two-thirds (2/3) vote of the Trustees then in office.

The President of the College, as chief executive officer responsible to the Board of Trustees, is responsible for providing general educational effectiveness of the institution in all its aspects.

Section 2. Duties of the President

The President shall perform the following duties and provide the leadership and direction to:

- (a) Implement, execute, and administer all policies of the College Trustees and the State University Trustees;
- (b) Formulate and present to the Board of Trustees with recommendations for action on:
 - Curriculum
 - Budgets
 - Salary and employee benefits schedules for all professional and non-professional employees
 - Organizational structure
 - Planning and management of facilities
 - Granting of degrees or certificates
- (c) Give direction to collective negotiations, agreements and personnel policies; and
- (d) Submit an annual report on the operation of the College to the College Trustees, and prepare such other reports as the Trustees or State University of New York may require; and
- (e) Assure the preparation of a faculty handbook in which the role of the faculty in the administration and advancement of the College is described; and

- (f) Assure the preparation of documents needed for orientation and guidance of students attending the College; and
- (g) Establish and cultivate a governance system for the College which shall recognize the role of members of the College community in the administration and advancement of the College; and
- (h) Consummate all contracts related to College operations as authorized by the Board of Trustees.

ARTICLE VI: MISCELLANEOUS PROVISIONS

Section 1. Financing the College

Subject to approval of the county sponsors, financing of the College will conform to the pertinent requirements of Section 6304 of the New York State Education Law.

Section 2. Bank Depository

All funds of the College shall be deposited from time to time to the credit of the College at such banks, trust companies or other depositories as the Board may approve or designate.

Section 3. Books and Records of the College

All books and records of the Board proceedings and other official College documents shall be kept at the principal office of the College, unless otherwise specified in these Bylaws or by the Board of Trustees and maintained therein by the Clerk of the Board of Trustees.

Section 4. Compensation to Trustees

Trustees shall receive no compensation for their services but shall be reimbursed, as the Board may direct, for their expenses actually and necessarily incurred in the performance of their duties.

Section 5. Bylaw Limitation

Nothing in these Bylaws shall violate or be construed to violate any law of the State of New York or of the Counties of Tompkins or Cortland, or any applicable regulation of the State University of New York.

Section 6. Amendments of the Bylaws

The Bylaws may be amended by an act of the Board by six (6) affirmative votes, providing notice of the proposed amendment shall have been submitted at the prior regularly scheduled meeting of the Board of Trustees.

By: _____

Chair, Board of Trustees

By: _____

Clerk, Board of Trustees

Board Roles and Responsibilities

- **Act as a unit.** The strength of a Board is that it is composed of multiple people who bring different insights and opinions, and who factor those insights into their decisions. At the same time, while being made up of individuals, a Board is designed to function as a single unit. A particular challenge of serving on a Board is that all Board members are required to support the decision made by the full Board even when an individual Board member may not personally agree with that opinion. This is the only way by which the Board can effectively lead the College and support, direct, and hold the College CEO accountable.
- **Represent the common good.** Board members are elected or appointed to represent the interests of their communities. For this reason, every member of every Board should be involved with their community so that they can understand their needs, interests, and values, and represent them during Board operations.
- **Set the College's strategic direction.** The Board is charged with setting the direction of the College because the Board represents the common good. While the College CEO is a vital partner in this process as the visionary individual who works full-time with all levels of College operations, the Board must bring additional insights, ask thoughtful questions, guide, and ultimately support the CEO in realizing the vision and goals set collaboratively by the Board and the CEO.
- **Employ, evaluate, and support the CEO.** The College CEO, whether referred to as President, President/CEO or chancellor, has a tremendous level of responsibility and authority. One of the greatest responsibilities of the College Board is to identify the best person to lead their respective College. The executive-search process must be taken seriously and regarded as a primary responsibility of the Board. Once the College CEO is employed, it is the Board's responsibility to support that CEO so that they are empowered to successfully carry out the mission, vision, values, and goals set by the College Board. Doing this requires transparency, open communication, specific goal setting, guidance without interference, evaluation, and appropriate compensation.
- **Define standards for College operations.** Successful Boards establish policies that set standards for quality, ethics, and prudence in College operations, including educational programs, personnel, and fiscal operations.
- **Monitor institutional performance.**
- **Support and be advocates for the College.**
- **Lead as a thoughtful, educated team.**
- **Uphold all statutory responsibilities.**

Adapted from: Cindra Smith and David Rutledge from the second chapter of *Trusteeship in Community College: A Guide for Effective Governance*, Association of Community College Trustees, [Trustee Roles and Responsibilities | ACCT](#).