

**BYLAWS OF THE COMMUNITY COLLEGE OF ERIE COUNTY**  
*d/b/a ERIE COUNTY COMMUNITY COLLEGE OF PENNSYLVANIA and*  
**ERIE COUNTY COMMUNITY COLLEGE**

**ARTICLE I**  
**OBJECTIVE**

The objective of the Community College of Erie County, d/b/a Erie County Community College of Pennsylvania and Erie County Community College (“College”), is to prepare Erie County residents to succeed by providing affordable, high quality degrees, certificates, and transfer opportunities in a diverse, supportive, and innovative learning environment.

**ARTICLE II**  
**BOARD OF TRUSTEES**

**A. Authority, Powers, and Governing Law.**

- (1) The Board of Trustees (“Board” or “Trustees”) shall be the legal governing body of the College. The Board derives its legal authority from the Community College Act of 1963 (24 P.S. §19-1901A, et seq.), as amended, including by Act 31 of 1985 (“Act”); by the Erie County Community College Plan approved by the State Board of Education on July 8, 2020; Resolution No. 38, 2020 of Erie County Council, adopted on August 25, 2020 on behalf of Erie County as the College’s local sponsor (“Sponsor”); and by the policies, standards, rules and regulations adopted from time to time by the State Board of Education. The Board shall have all of the powers and authority described in the foregoing.
- (2) The Board and its activities shall be governed by Act 93 of 1998, P.L.729, commonly known as the “Sunshine Act.”
- (3) The Board will approve policies, provide fiduciary oversight, establish accountability measures, and delegate the administration and day-to-day operations of the College to the President. The Board will conduct an annual evaluation of the President.

**B. Composition.**

- (1) Number. Resolution No. 38, 2020 adopted by Erie County Council on behalf of the Sponsor, provided for the creation of a Board consisting of nine (9) persons in accordance with the Erie County Community College Plan. The Board of Trustees shall, pursuant to the Act, consist at all times of not less than seven (7) nor more than fifteen (15) persons.
- (2) Participation of President. The President of the College shall have the right to attend all meetings of the Board and to be heard on all matters before the Board (except portions of executive sessions of the Board during which matters relating

to the performance or compensation of the President are discussed), but shall have no right to vote on any matter.

- (3) **Student Trustee.** The Board may, in its discretion, appoint one (1) student recommended by the President to serve as a non-voting member of the Board, not counting against the number set forth in subsection B(1), for a one (1)-year term. The student must be registered and remain in good standing throughout the term.

C. **Terms and Vacancies.** Excepting any student trustee described in Section A(3) above and those Trustees who were selected for terms of two (2) and four (4) years at the initial seating of the Board, each person appointed to the Board of Trustees shall serve a term of six (6) years. In the event that a vacancy on the Board of Trustees shall occur by reason of the resignation, death or removal of a Trustee, the Board shall promptly notify the Sponsor. The Sponsor shall thereafter fill the vacancy for the unexpired term in accordance with the Community College Act and Erie County Resolution No. 38, 2020.

D. **Expenses.** Trustees shall serve without compensation, except that they may be reimbursed, in accordance with guidelines and procedures adopted from time to time by the Board, for pre-approved actual and necessary expenses incurred in the performance of their duties.

E. **No Personal Liability.** Trustees shall not be personally liable for monetary damages for any action taken or any failure to take action, except to the extent that such action or failure to take action violates a criminal statute or constitutes self-dealing, willful misconduct, or recklessness. Any repeal or modification of this Section E shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Trustee that exists at the time of such repeal or modification.

F. **Code of Ethics.** The Board will adopt and abide by a code of ethics and conduct.

### ARTICLE III MEETINGS OF THE BOARD OF TRUSTEES

A. **Annual Meeting.** The annual meeting of the Board shall be held during the month of September in each year, or on such other date as shall be fixed by the Board. At the annual meeting, the Board shall elect its officers and transact such other business as may properly be brought before the meeting.

B. **Regular Meetings.** Regular meetings shall be held at least six (6) times per year, on such dates and at such times and locations as are directed by the Board.

C. **Special Meetings.** Special meetings of the Board may be called by the Chairperson in the Chairperson's discretion. The Chairperson shall also call a special meeting upon the written request of three (3) members of the Board, to be held within ten (10) days of the delivery of the written request to the Chairperson. If the Chairperson fails to call the special meeting within the time prescribed, the same three (3) members of the Board may direct the Secretary to call the special meeting.

D. Quorum. A majority of the voting Trustees shall constitute a quorum for the transaction of business, and the acts of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the acts of the Board of Trustees, except as may be otherwise provided in these Bylaws.

E. Participation in Meetings. Trustees and other persons may participate in a meeting of the Board by means of conference telephone, videoconference platform, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section E shall constitute presence in person by a Trustee.

F. Procedures at Meetings.

(1) General Rules of Procedure. The rules contained in the then-current edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of meetings in all cases, except where a rule contained therein is inconsistent with these Bylaws or with any procedural rule adopted by the Board of Trustees for the duration of a particular meeting or otherwise. The Chairperson or other presiding officer shall decide all questions of order, subject to appeal by any member of the Board and the determination of the Board at the meeting.

(2) Voting. The roll of members for voting purposes shall be called alphabetically, except that the Chairperson shall be called last. There shall be no secret balloting on any items.

G. Public Comment. Individuals or groups may make public comment at board meetings only in accordance with guidelines and procedures adopted from time to time by the Board.

#### ARTICLE IV OFFICERS

A. Officers.

The elected officers of the Board shall be a Chairperson, Vice-Chairperson, and Secretary, all of whom shall be Trustees. The President and Treasurer, who shall not be Trustees, shall serve as officers of the College concurrently with their employment by the College in those positions.

B. Election of Officers.

(1) The Board shall, at its annual meeting, elect the Chairperson, Vice-Chairperson, and Secretary from among the Trustees. In the event of a vacancy in any of the offices named in subsection B(1), the vacancy shall be filled by the Board for the remainder of the term at its next meeting.

(2) Officers of the Board will serve one (1) year terms commencing at the annual meeting and concluding at the next annual meeting, or until their successors are duly elected. All officers are eligible for election for up to two (2) consecutive

terms in the same office. Trustees who have previously served in an office is eligible to serve again in the same office provided they have not served in such office for an interval of two (2) consecutive years.

C. Duties of Officers.

- (1) The Chairperson of the Board shall:
  - a. Preside at all meetings of the Board, serve as a member ex-officio of all committees, and be entitled to vote at all meetings of the Board and its committees.
  - b. Appoint all committees and designate the chairperson(s) of such committees, unless otherwise determined by the Board.
- (2) The Vice-Chairperson of the Board shall perform the duties of the Chairperson in the Chairperson's absence and such other duties as the Board may assign from time to time.
- (3) The Secretary of the Board shall:
  - a. Review minutes of Board meetings prepared by the President's designee and present them to the Board for approval.
  - b. Authenticate and attest official board documents when legally required.
  - c. Perform other duties as the Board may assign from time to time.
- (4) The President of the College shall:
  - a. Be the chief executive and administrative officer of the College.
  - b. Execute contracts and other documents on behalf of the College.
  - c. Perform all other duties which the Board may prescribe.
- (5) The Treasurer of the College shall:
  - a. Under the direction of the President, submit annual budgets, subject to approval by the Trustees, for operations and capital expenditures, and develop a long-range financial plan.
  - b. Be responsible for full and accurate accounts of all receipts and disbursements.
  - c. In accordance with the Act, give a proper bond in such amount and with such corporate surety as are approved by the Board of Trustees, which shall be filed with the Board.

ARTICLE V  
COMMITTEES

A. Committees of the Board; General Provisions.

The standing committees identified in this Section A (“Standing Committees”) shall be subject to the policies of the Board and these Bylaws. In addition, the Board may create ad hoc committee by resolution. Only the Standing Committees shall constitute committees authorized to take official action or render advice on matters of College business for purposes of the Sunshine Act, unless the resolution establishing an ad hoc committee expressly provides otherwise. The Chairperson of the Board shall appoint the chairperson of each committee, and, unless otherwise determined by the Board, the members of each committee. Committee member eligibility shall be limited to Trustees.

(1) Executive Committee.

The Board Executive Committee shall consist of the officers of the Board and the chairperson of the Finance Committee.

All actions by the Executive Committee shall be subject to ratification by the Board and shall be submitted to the Board for such purpose at its next meeting.

The Executive Committee shall:

- a. convene at the call of the President or Chairperson of the Board in response to emergency situations which may arise, and make necessary recommendations to the Board at its next meeting; and.
- b. carry out any additional responsibilities as are assigned by the Board.

(2) Academic Committee.

Working in cooperation with the President and administrative staff assigned by the President, the Academic Committee shall make recommendations to the Board with respect to policies and general oversight of the College’s:

- a. student and academic affairs programs;
- b. workforce initiatives to enhance the economic progress of the region with responsive, solution-driven programs; and
- c. admission initiatives.

(3) Finance Committee.

Working in cooperation with the President and Treasurer and other administrative staff assigned by them, the Finance Committee shall:

- a. make recommendations to the Board with respect to policies and general oversight of the financial affairs of the College, including the incurrence of debt and the submission of the annual budgets to be approved by the Board for operations and capital expenditures; and
- b. recommend to the Board a certified public accountant to perform the College's annual external audit, monitor the audit process, provide any necessary updates to the Board regarding the progress of the audit, and present the audit to the Board.

(4) Personnel Committee.

Working in cooperation with the President and administrative staff assigned by the President, make recommendations to the Board with respect to policies and general oversight of the College's:

- a. compensation and benefit programs;
- b. diversity and inclusion initiatives; and
- c. recruitment and evaluation procedures for the College.

B. Advisory Groups.

The Board of Trustees may, in consultation with the President, create advisory groups, which may include non-Trustee members, to serve without compensation to assist the Board and/or President on focused subjects. Such groups shall not be authorized to take official action or render advice on matters of College business for purposes of the Sunshine Act.

ARTICLE VI.  
INDEMNIFICATION

A. Actions Involving Trustees, Officers and Employees. The College shall indemnify any person who was or is a party (other than a party plaintiff suing on their own behalf), or who is threatened to be made such a party, to any threatened, pending or completed action, suit or proceeding, whether civil, administrative, or investigative, by reason of the fact that they are or were a Trustee, officer, or employee of the College, or are or were serving at the request of the College as a director, trustee, officer, or employee of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding; provided, however, that no such person shall be indemnified (a) unless, and to the extent that, the aggregate of losses to be indemnified under the provisions of this Article exceeds the amount of such losses for which the Trustee, officer, or employee is insured pursuant to any directors and officers liability insurance policy maintained by the College; (b) in respect to remuneration paid to such person if it shall be finally adjudged that such remuneration was in violation of law; (c) on account of such person's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest, or to have

constituted willful misconduct or recklessness; or (d) if it shall be finally adjudged that such indemnification is not lawful.

B. Actions Involving Other Agents. The College may indemnify any other person who was or is a party (other than a party plaintiff suing on their own behalf or in the right of the College), or who is threatened to be made such a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, administrative, or investigative, by reason of the fact that they are or were an agent of the College, or are or were serving at the request of the College as an agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding; provided, however, that no such person shall be indemnified (a) unless, and to the extent that, the aggregate of losses to be indemnified under the provisions of this Article exceeds the amount of such losses for which the agent is insured pursuant to any directors and officers liability insurance policy maintained by the College; (b) in respect to remuneration paid to such person if it shall be finally adjudged that such remuneration was in violation of law; (c) on account of such person's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest, or to have constituted willful misconduct or recklessness; or (d) if it shall be finally adjudged that such indemnification is not lawful.

C. Determination of Right to Indemnification in Certain Instances.

- (1) Any indemnification under Section A of this Article (unless ordered by a court) shall be made by the College unless a determination is reasonably and promptly made that indemnification of the Trustee, officer, or employee is not proper in the circumstances because they have not satisfied the conditions set forth in such Section A. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if a quorum is obtainable, but a majority vote of disinterested Trustees so directs, by independent legal counsel in a written opinion.
- (2) Any indemnification under Section B of this Article (unless ordered by a court) shall be made by the College only as authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because they have met the applicable standard of conduct set forth in such Section B. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (ii) if such quorum is not obtainable, or, even if obtainable, if a majority vote of disinterested Trustees so directs, by independent legal counsel in a written opinion.

D. Advanced Payment of Expenses. Expenses incurred by defending a civil action, suit or proceeding may be paid by the College in advance of the final disposition of such action, suit, or proceeding upon receipt of any undertaking by or on behalf of the Trustee, officer, employee, or agent to repay such amount if it shall ultimately be determined that they are not entitled to be indemnified by the College as authorized in this Article.

E. Successful Defense. Notwithstanding any other provisions of this Article, to the extent that a Trustee, officer, employee, or agent of the College has been successful on the merits or otherwise (including the dismissal of an action without prejudice or the settlement of an action without admission of liability) in defense of any action, suit, or proceeding referred to in Section A or B of this Article, or in defense of any claim, issue, or matter therein, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by them in connection therewith.

F. Not Exclusive Right. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office. Without limiting the generality of the foregoing, in the event of a conflict between the provisions of this Article and the provisions of any written agreement between the College on the one hand, and any Trustee, officer, employee, or agent of the College on the other, providing for indemnification, the terms of such written agreement shall prevail. Any indemnification, whether required under this Article or permitted by statute or otherwise, shall continue as to a person who has ceased to be a Trustee, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such person.

G. Insurance. The Board of the College shall have the power to cause the College to purchase and maintain on behalf of any person who is or was a Trustee, officer, employee, or agent of the College, or is or was serving at the request of the College as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against them and incurred by them in any such capacity, arising out of their status as such, whether or not the College would have the power to indemnify them against such liability under the provisions of this Article. Upon approval by the Board of the College, any Trustee, officer, employee, or agent of the College may be reimbursed for the cost of insurance premiums incurred by such individual to procure insurance coverage of the nature described above on an individual basis.

## ARTICLE VI MISCELLANEOUS

A. Fiscal Year. The fiscal year of the College shall commence on July 1 and conclude on June 30.

B. Audit. The financial statements of the College shall be audited annually by a certified public accountant approved by the Board of Trustees.

C. Amendments. The Bylaws may be amended by the Board at any regular or special meeting by a two-thirds (2/3) vote of the entire Board; provided, however, that at least ten (10) days' written notice of the proposed amendment is provided to the Board in advance of an initial reading at a regular or special meeting, and a final vote is taken after a second reading of the proposed amendment, which may incorporate modifications to the initial proposal, at a subsequent regular or special meeting of the Board.



I hereby certify that the foregoing Bylaws were duly adopted by the Board of Trustees of the College on \_\_\_\_\_, 2021.

---

Secretary

# 2222107.v4