

POLICY: 2.1.4. (I.C.1.a) **State Board Bylaws**

Revised: September 25, 2017; June 6, 2013; September 1, 2011; October 1, 2009; May 2, 2022; October 3, 2001; July 23, 2001; and October 1, 1992.

Last Reviewed: April 10, 2023; September 6, 2022; September 9, 2020; September 3, 2019; September 4, 2018; and September 25, 2017.

Adopted: June 2, 1988.



POLICY:
ARTICLE I. NAME AND MEMBERSHIP

Section 1. Name. The name of this organization shall be the State Board of the Technical College System of Georgia.

Section 2. Membership. Board membership and terms of appointment shall be as follows: The Board shall consist of not less than one member from each congressional district and nine at-large members who shall be appointed by the Governor and confirmed by the Senate for five-year terms. Members shall represent business, industry, or economic development. In addition, the Board shall elect from its members a chairperson, vice chairperson, and such other officers as necessary, each to serve for two-year terms.

Members shall serve until their successors are appointed; however, in the event of a vacancy on the Board because of death, resignation, or removal for any reason other than expiration of a member's Term, the Governor shall fill such vacancy in the same manner as the original appointment and the person so appointed shall serve for the unexpired Term of office. (O.C.G.A. § 20-4-10 of the Official Code of Georgia Annotated)

Section 3. Removal of Board Members Should formal charges be filed against a Board member concerning violation of the code of ethics as outlined in Policy, and the Governor or his designated agent will conduct a hearing relative to the merits of such charges. The member so charged shall be given at least 30 days' notice before such a hearing. If such charges are found to be accurate, the Governor shall remove the member from the Board, and the vacancy shall be filled as provided by law. Such hearing shall be held per Chapter 13 of Title 50, the "Georgia Administrative Procedure Act," and judicial review of any such decision shall be per such chapter.
O.C.G.A. § 45-10-4.

ARTICLE II. OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers of the Board of the Technical College System of Georgia shall be the Chairperson and the Vice Chairperson. In addition, the Board may create other offices deemed necessary to fulfill its mission.

Section 2. Election and Terms of Office.

- 1. **Chairperson and Vice Chairperson:** The Chairperson and Vice

Chairperson shall be elected by the Board from its membership at its regular monthly meeting in November of each odd-numbered year. The Term of office of the Chairperson and Vice Chairperson shall be for two years or until a successor is elected and installed. The Chairperson and Vice Chairperson shall assume their respective positions on January 1 next election, and to end on December 31 of the odd-numbered year; no person shall hold more than one of these offices concurrently. Officers may be elected to succeed themselves.

2. **Commissioner:** The Commissioner, who shall be appointed by and serve at the pleasure of the Board, and who shall not be a member of the Board.
3. **Executive Secretary:** The Executive Secretary shall be elected by the Board upon the recommendation of the Commissioner to serve at the pleasure of the Board and shall not be a member thereof.

Section 3. Removal of Officers. Officers may be removed at any time by a majority vote of the members present at a regular or special meeting, providing a quorum.

Section 4. Vacancies. The Board shall fill vacancies in the offices as soon as practicable.

Section 5. Duties of Chairperson. The Chairperson shall be a member of the Board, preside at the Board's meetings with authority to vote, and appoint the members of any such committees as necessary for the Board to perform its assigned duties. He or she shall be an ex-officio member of all committees with authority to vote. The Chairperson of the Board, upon a vote of the Board authorizing same and, in its name, may execute all notes, bonds, deeds, contracts, and other documents.

Section 6. Duties of Vice Chairperson. The Vice Chairperson shall be a member of the Board and shall perform the duties and have the powers of the Chairperson during the absence or disability of the Chairperson.

Section 7. Duties of the Commissioner. The Commissioner is the Chief Executive Officer of the Technical College System of Georgia and shall exercise overall supervision and direction of the Department. He or she shall be responsible for the Department's day-to-day operations and for implementing the Board's policies. The Board may assign and delegate other responsibilities, powers, and duties to the Commissioner as it may deem proper and appropriate.

Section 8. Duties of the Executive Secretary. The Executive Secretary shall schedule and arrange for meetings of the Board and furnish meeting notices and materials, as needed, to members in advance of such meetings. In addition, he or she shall provide that an accurate record is kept of the proceedings of the meetings of the Board.

ARTICLE III. MEETINGS OF THE BOARD

Section 1. Place of Meetings. Meetings shall be held at such places as determined by the Board.

Section 2. Personal Attendance at all Meetings. Board members shall personally attend all meetings unless prevented from doing so by disability or other causes beyond their control. Members who cannot attend at least 75% of the regularly scheduled meetings during a fiscal year should consider resignation from the Board. No person, except a duly authorized deputy, may attend any meeting of the Board as a substitute for any Board member; and no person except a regular member of the Board shall be entitled to vote in determining the action of the Board at any time.

Section 3. Regular Meetings. The Board shall meet monthly and schedule one or more future meetings at such time and place as appropriate. Depending upon the press of business, the Board may suspend up to two meetings per year.

Section 4. Special Meetings. The Chairperson may call special meetings of the Board or at the request of three or more members. A notice of the special meeting must be made available to the public per Open and Public Meetings Law, O.C.G.A. § 50-14-1. Business transacted at a special meeting shall be confined to the purposes stated in the call for the meeting and shall, in all other ways, be conducted in conformance with the law. Members may participate in a telecommunications conference when deemed necessary by the Chairperson, provided the public has access to the said telephonic meeting.

Section 5. Committee Meetings. Committees shall meet at the direction of the Chairperson of the Board or on call of the committee chairperson.

Section 6. Quorum. At all meetings of the Board, a majority of the members appointed shall constitute a quorum for the transaction of business. The action of a majority of the members of the Board present at any meeting shall be the action of the Board, except as may be otherwise provided by these bylaws.

Section 7. Public Meetings and Executive Session. All meetings of the Board shall be open to the public, provided, however, on the direction of the Chairperson of the Board or of a majority of the members of the Board present at any meeting, the Board may hold executive sessions at any time. In addition, the Board may go into executive session as provided by O.C.G.A. § 50-14-4.

ARTICLE IV. OPERATION OF THE BOARD

Section 1. Rules. The rules contained in Roberts' Rules of Order (Revised) shall govern in all cases to which they apply and are not inconsistent with the bylaws of the Board.

Section 2. Agenda. The Executive Secretary shall send the prepared agenda with appropriate information to each member of the Board at least five days before any regular meeting of the Board. This agenda, as approved or amended at each meeting, shall govern the order of business for the meeting. Additions, deletions, or reordering of agenda items shall be by majority vote.

Section 3. Minutes. The Executive Secretary shall have prepared the minutes of the proceedings of the Board meetings. A copy of the minutes of each meeting of the Board shall be transmitted to each Board member for review prior to approval at the subsequent meeting. The minutes shall not be considered official unless and until approved by the

Board.

Section 4. Board Policies. The Board shall have a Policy Manual, which shall contain all policies adopted by the Board.

Section 5. Board Action. The business of the Board is conducted through referral to standing or ad hoc committees. Staff analyses or other assistance to board committees is provided by the Technical College System of Georgia staff. Generally, the Board considers agenda items and other recommendations as submitted by Board committees. In addition, the Board, from time to time, may authorize the Executive Committee to act on its behalf.

Section 6. Changes in Board Policy. Drafts of proposed new policies or changes in Board policy shall be distributed to each member of the Board at the regular meeting immediately preceding the meeting to allow time for study by the members of the Board, at which action is to be taken. Before formal action can be taken on such material, it must have lain on the table for one month or since the preceding regular meeting. Accepting a policy to lie on the table allows time for Board study and any public response to a draft policy. The draft policy, with any amendments, shall be considered for adoption at the next regularly scheduled meeting of the Board. A majority vote shall determine the decision to place such material on the table. Copies of drafts of proposed new policies or changes in Board policy shall be transmitted to those members who are not in attendance.

Section 7. Waivers of Board Policy. The Board may waive a policy by majority vote if the proposed waiver has lain on the table as described in Article IV, Section 6, or by a vote of two-thirds of the members at any meeting.

ARTICLE V. DEFENSE AND INDEMNIFICATION OF BOARD MEMBERS

Per O.C.G.A. § 45-9-1, members of the Board are entitled to defense and indemnification for acts committed within the scope of their duties as outlined in the Board's Policy on Defense and Indemnification.

ARTICLE VI. APPEARANCE BEFORE THE BOARD

Individuals or groups who wish to appear before the Board shall make their request in writing to the Chairperson at least ten days in advance of the next regular meeting and include a summary of the matter to be addressed. If the matter is applicable for consideration, the Chairperson, at his or her discretion, may approve the request and allow a reasonable time for the presentation. At any meeting, the Chairperson, without opposition, or the Board, by majority vote, may recognize unscheduled appearances before the Board by individuals or groups. The Chairperson shall limit presentations as necessary to maintain the timely conduct of business by the Board.

ARTICLE VI. METHOD OF AMENDING THE BYLAWS

Section 1. Method. These bylaws may be amended at any regular meeting of the Board by a two-thirds vote of the members present, a quorum being present, provided the amendment was submitted in writing at the previous regular meeting of the Board.

Section 2. Effective Date. Amendments shall go into effect immediately upon their adoption unless the motion to adopt specifies a time for the amendment to go into

effect or unless the Board has previously adopted a motion to that effect.

RELATED AUTHORITY:

O.C.G.A. § 20-4-11 – Powers of Board.

O.C.G.A. § 20-4-14 – TCSG Established; Powers and Duties.