

REGULAR ITEM (RESOLUTION 24-05-27)

May 9, 2024

Tab 6

Consideration of the Revisions to the State Board Bylaws

Brief Description

At the October 2023 State Board meeting, the board approved [Resolution 23-10-42](#) establishing the Bylaws Review Committee. The committee was charged with reviewing current State Board Bylaws and proposing amendments for discussion at the March 2024 meeting for final consideration at the May 2024 meeting.

How does this item link to the State Board's Strategic Plan?

The State Board for Community and Technical Colleges carries out its statutory responsibilities and duties within the confines of the authority, power, and discretion granted ([RCW 28B.50](#)). State Board Bylaws were established to provide guidelines governing the practical details of its administration, as well as providing additional details regarding its purpose.

Background information and analysis

Over the past five months the Bylaws Review Committee has met to review the current board bylaws, identify areas of clarification, and discuss possible amendments.

A summary of key bylaw changes recommended by the Bylaw Review Committee was presented for discussion at the March 2024 meeting. Refer to Attachment A for specific amendment recommendations. Attachment B is the proposed final formatted version.

The Bylaw Review Committee's recommended amendments to the board bylaws reflect the objective to:

- Clarify the process of establishing board committees.
- More accurately reflect the process of board appointments.
- Clarify the board's intent to limit officer appointments to not more than two consecutive years in either officer position.
- Add the Evaluation Committee into the bylaws, including the process to nominate members and the primary function of the committee.
- Specify that the board will prioritize equity and accessibility when setting the location and structure of meetings.
- Explicitly encourage board members, when possible, to attend meetings in person.
- Remove language allowing for board member proxies and secret ballots.
- Clarify that the executive director will consult with the executive committee in finalizing board agendas.

- Broaden the requirement that the minutes be mailed to allow for other forms to distribution.
- Allow the board to use Robert's Rules of Order as a guide rather than requiring that they be strictly adhered to.
- Modify the formatting of the bylaws to be clearer to read.

Recommendation/preferred result

The Bylaws Review Committee recommends approval of Resolution 24-05-27, amending the State Board Bylaws as outlined in Attachment A.

Policy Manual Change Yes No

Prepared by: Chelsea Mason-Placek, chair

STATE OF WASHINGTON

STATE BOARD FOR COMMUNITY AND TECHNICAL COLLEGES

RESOLUTION 24-05-27

A resolution relating to amending the State Board Bylaws.

WHEREAS, the Bylaws Review Committee was established in October 2023, through [Resolution 23-10-42](#), to review the bylaws and make recommended changes; and

WHEREAS, over the past five months the committee met to review the current board bylaws, identify areas of clarification, and discuss possible amendments; and

WHEREAS, at the March 2024 State Board meeting, a summary of key bylaw changes recommended by the committee was presented for discussion. The amendments reflect the objective to:

- Clarify the process of establishing board committees.
- More accurately reflect the process of board appointments.
- Clarify the board's intent to limit officer appointments to not more than two consecutive years in either officer position.
- Add the Evaluation Committee into the bylaws, including the process to nominate members and the primary function of the committee.
- Specify that the board will prioritize equity and accessibility when setting the location and structure of meetings.
- Explicitly encourage board members, when possible, to attend meetings in person.
- Remove language allowing for board member proxies and secret ballots.
- Clarify that the executive director will consult with the executive committee in finalizing board agendas.
- Broaden the requirement that the minutes be mailed to allow for other forms to distribution.
- Allow the board to use Robert's Rules of Order as a guide rather than requiring that they be strictly adhered to.
- Modify the formatting of the bylaws to be clearer to read.

THEREFORE BE IT RESOLVED, that the State Board for Community and Technical Colleges approves the recommended amendments as outlined in Tab 6, Attachment A.

BE IT FURTHER RESOLVED, that the Bylaws Review Committee will sunset June 30, 2024.

APPROVED AND ADOPTED on May 9, 2024

Attest

Paul Francis, secretary

Chelsea Mason-Placek, chair

**BYLAWS OF THE
STATE BOARD FOR COMMUNITY AND TECHNICAL COLLEGES**

Name

The name of this organization shall be the State Board for Community and Technical Colleges.

Legal Basis

The legal basis for education in the community and technical college system is vested in the will of the people as expressed in the constitution of the State and the statutes pertaining to community and technical college education.

Authority

The State Board for Community and Technical Colleges shall act as the agent of the State in exercising general supervision and control over the state system of community and technical colleges. It shall be responsible for carrying out the responsibilities and duties imposed upon it within the confines of the authority, power, and discretion granted to it by law (see [RCW 28B.50](#)).

The Board shall appoint and fix the salary of a director who, under its supervision, shall administer the provisions of law and the rules and regulations established thereunder (see [RCW 28B.50.060](#)).

The Board shall authorize, by resolution, such special or standing committees as are deemed necessary. The role, responsibility, and/or authority of each committee shall be set out by the Board in the resolution. Special committees may be formed at the discretion of the chair, pending approval by the Board at the next business meeting. Special committees shall report recommendations to the Board for appropriate action. A special committee shall serve at the discretion of the Board.

No member of the Board shall have power to independently act in behalf of or bind the Board except the chair when directed and authorized by the Board to execute contracts entered into by the Board (RCW 28B.50.060).

Commented [C1]: This paragraph was moved, unedited, from the "Meetings" section.

Membership

Nine members shall be appointed by the Governor, ~~by and~~ with the ~~advice and~~ consent of the Senate (see [RCW 28B.50.050](#)).

All members shall be citizens and residents of the state.

The term of office of members of the State Board for Community and Technical Colleges shall be four years and members shall continue to serve until the appointment and qualification of their respective successors. Each appointee to the Board shall have full authority to act following appointment, pending ~~the confirmation or rejection~~ consent of the Senate.

Whenever there shall be a vacancy, the Governor shall fill such vacancy by appointment and the person appointed shall remain in the office only for the remainder of the unexpired term.

Members may be removed by the Governor for inefficiency, neglect of duty, or malfeasance in office.

Officers

At its annual March meeting the Board shall appoint a nominating committee to submit from among its members a chair and vice chair for nomination at its annual June meeting. The chair and vice chair serve as the elected officers of the Board.

At its annual June meeting the Board shall elect from among its members a chair and a vice-chair who, following the June meeting, shall serve for one year until successors are elected (see [RCW 28B.50.070](#)). No Board member may serve more than two successive terms in an officer position, regardless of the position held. Officers may be elected not more than twice in succession.

The chair shall preside at all meetings of the Board and, shall sign all legal and official documents ~~recording actions that require signature on behalf of the Board, and together with the director, execute contracts entered into by the Board.~~ While presiding, the chair shall have full right of discussion and vote.

In the absence of the chair, the duties of the chair will be assumed by the vice chair who shall act as chair pro tempore. The vice chair may serve as the successor to the chair.

The chair, vice chair, and the immediate past chair shall serve as an ~~“Executive cCommittee”~~ to assist the director with planning Board agendas and activities between Board meetings. No ~~formal-final~~ actions shall be taken by the Executive Committee on behalf of the Board.

~~The director shall be the executive officer and secretary of the Board and shall attend all meetings of the Board but shall not be entitled to vote in its proceedings. The director shall keep records of proceedings of all meetings and, be responsible for the distribution of minutes of the meetings and other official actions of the Board. The director shall also post all legal notices and perform such other duties as are prescribed by the Board and by law (see [RCW 28B.50.060](#)).~~

Director

The director shall be the executive officer and secretary of the Board and shall attend all meetings of the Board but shall not be entitled to vote in its proceedings. The director shall keep records of proceedings of all meetings and be responsible for the distribution of minutes of the meetings and other official actions of the Board. The director shall also post all legal notices and perform such other duties as are prescribed by the Board and by law (see [RCW 28B.50.060](#)).

At its first regular meeting of the calendar year, the Board shall appoint an Evaluation Committee. The primary responsibility of the Evaluation Committee is to recommend the process for evaluating the performance of the director in that year, and administer any process adopted by the Board.

Meetings

Regular meetings, of which there shall be a minimum of one per quarter, shall be held at the Board's established offices in Olympia or wherever the convenience of the public or of the community and technical colleges may be promoted, or delay or expense may be prevented. The annual meeting of the Board shall be held in the month of June (see [RCW 28B.50.070](#)).

Equity and accessibility are Board priorities in setting the location and structuring of Board meetings. Board members are highly encouraged to attend regular meetings in-person, if given the option and to the extent they are able.- The annual meeting of the Board shall be held in the month of June (see [RCW 28B.50.070](#)).

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Commented [C2]: This paragraph is unchanged from the 2013 bylaws. It's just moved into a new section with the addition of an Evaluation Committee.

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Five members shall constitute a quorum, and no meeting shall be held with less than quorum present. The concurrence of at least five members is necessary to authorize any official board action. All members present at a public meeting must either cast a vote or indicate a desire to abstain from voting upon any question or motion properly before the Board ~~and no member shall vote by proxy, or by secret ballot, except in the case of elections for chair.~~

~~No member of the Board shall have power to independently act in behalf of or bind the Board except the chair when directed and authorized by the Board to execute contracts entered into by the Board (RCW 28B.50.060).~~

~~All press releases and answers to official and public requests regarding Board activities shall be provided by or in conjunction with the State Board office.~~

Members of the State Board for Community and Technical Colleges shall receive compensation not to exceed \$50 and per diem in the sum provided by law for each day attending meetings of the Board and also for each day spent fulfilling duties as a Board Member. Members shall also receive mileage and other travel reimbursed as authorized under Office of Financial Management travel regulations (RCW 28B.50.050).

All State Board meetings will be held in compliance with the Open Public Meetings Act and the Administrative Procedures Act, to the extent the acts govern.

Agenda

After consultation with the executive committee, an agenda for each regular meeting shall be prepared by the director and ~~mailed-distributed~~ to Board members no later than four days prior to the meeting. The agenda shall be amended at the time of the meeting upon the request of either the chair or director.

Minutes

Minutes of the proceedings of the Board of the previous meeting shall be prepared by the Secretary and ~~mailed-distributed~~ to the members with the next meeting's agenda.

A copy of all motions shall be recorded in full in the minutes. The names of those who make and second motions and those who vote aye, nay or abstain shall be recorded. The official minutes shall be bound and kept in the office of the director.

Communications Regarding Board Activity

All press releases and answers to official and public requests regarding Board activities shall be provided by or in conjunction with the State Board office.

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Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised, shall govern-guide the Board in all cases to which they are applicable, and in which they are not inconsistent with the bylaws of this Board or the laws of the state.

Amendments

These bylaws may be amended by a majority of the entire Board provided the amendment was submitted at the previous meeting.

Fiscal Year of the State Board

The fiscal year of the State Board for Community and Technical Colleges shall conform to the fiscal year of the State of Washington and shall be from July 1 - June 30, inclusive.

Member Attendance Policy

Each member of the Board is expected to attend regular meetings of the Board and to be an active member of at least one committee established by the Board.

In the event a member is unable to attend a Board or committee meeting, the State Board office should be notified as soon as possible.

Each new member of the State Board shall, upon appointment, be furnished with a copy of this policy.

In March of each year, a report of the attendance record shall be sent to the Governor.

NOTE: Bylaws initially adopted June 22, 1967; Amended July 9, 1970, September 11, 1970, November 4, 1971, June 28, 1973, September 10, 1975, December 1, 1977, June 27, 1979, August 21, 1980, February 23, 1984, March 12, 1992, May 1996, October 21, 2004, and September 12, 2013. Draft as of March 12, 2024

BYLAWS OF THE STATE BOARD FOR COMMUNITY AND TECHNICAL COLLEGES

Name

The name of this organization shall be the State Board for Community and Technical Colleges.

Legal Basis

The legal basis for education in the community and technical college system is vested in the will of the people as expressed in the constitution of the State and the statutes pertaining to community and technical college education.

Authority

The State Board for Community and Technical Colleges shall act as the agent of the State in exercising general supervision and control over the state system of community and technical colleges. It shall be responsible for carrying out the responsibilities and duties imposed upon it within the confines of the authority, power, and discretion granted to it by law (see [RCW 28B.50](#)).

The Board shall appoint and fix the salary of a director who, under its supervision, shall administer the provisions of law and the rules and regulations established thereunder (see [RCW 28B.50.060](#)).

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Membership

Nine members shall be appointed by the Governor with the consent of the Senate (see [RCW 28B.50.050](#)).

All members shall be citizens and residents of the state.

The term of office of members of the State Board for Community and Technical Colleges shall be four years and members shall continue to serve until the appointment and qualification of their respective successors. Each appointee to the Board shall have full authority to act following appointment, pending consent of the Senate.

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