

### **III. BOARD AUTHORITY AND OPERATIONS**

#### **A. AUTHORITY**

Subject to general control by the Texas Higher Education Coordinating Board (herein sometimes referred to as “Coordinating Board”) and the Texas College and University System, the Legislature of the State of Texas has delegated, in broad terms, the power and authority to administer the Southmost Union Junior College District to its Board of Trustees, a body corporate. Sections 130.040, 130.084, 130.002, 61.003 and 23.26, Texas Education Code.

1. The function of the Board of Trustees shall be defined by legislative statutes, controlling court decisions, opinions of the attorney general, directives and regulations from both state and federal agencies, and approved Board bylaws and policies.
2. The Board shall constitute a body corporate and shall have the exclusive power to manage and govern the College. The Board shall have the sole right to adopt policies.
3. Accordingly, the Board shall have the exclusive power to govern the District and the powers of the Board shall include, but not be limited to, the following:
  - a. The establishment, governance and control of the District according to law;
  - b. The acquisition, sale and retention of real and personal property in the name of the District;
  - c. The right to sue and be sued;
  - d. The approval and receipt of all fees, tuition, charges, income deposits, bequests, gifts and donations or other moneys coming legally to the District;
  - e. Approval and execution of contracts, leases, or other agreements which attempt to bind the District in any manner;
  - f. Upon recommendation of the UTB/TSC President, the employment or appointment of the Assistant Vice President for Administration and Partnership Affairs (Assistant VPAPA), financial advisor, legal counsel, auditor and architects;
  - g. Levy taxes;
  - h. Upon the recommendation of the UTB/TSC President, the employment of other District employees;
  - i. The adoption of rules and regulations for the operation of the District;
  - j. The control of expenditures of money by the District; no expenditures out of funds under the control of the Board of Trustees shall be made and no debt or obligation shall be incurred and no promise shall be made in the name of the Southmost Union Junior College District or of its Board of Trustees by any officer, agent or employee except:
    - i. In accordance with general or special budgetary apportionments authorized in advance by the Board;
    - ii. In accordance with authority to act for the Board when it is not in session, specifically vested in some District officer by special action of the Board;
  - k. There shall be no sale or purchase from the Southmost Union Junior College District unless the same has been duly authorized by the Board and the details relating thereto have been entered in its minutes;

- l. The admission of students and the adoption of curricula, subject to the laws of the state and the regulations of the Coordinating Board, Texas College and University System; and
- m. The issuance of certificates, diplomas and degrees to qualified students on the recommendation of the Partnership faculty.

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## **B. BOARD TITLE**

The name of the governing Board of the Southmost Union Junior College District shall be “Board of Trustees” (herein sometimes referred to as “Board”).

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## **C. ORGANIZATION OF THE BOARD**

### **1. Composition of the Board of Trustees**

The Board of Trustees shall consist of seven (7) members who shall be elected at large from the District.

### **2. Terms of Office**

The basic term of office of a member of the Board shall be six (6) years. Two members shall be elected in two consecutive even-numbered years and three members shall be elected in the succeeding even-numbered years. The members of the Board, and all subsequent members of the Board, shall remain in office until the expiration of the term for which they were elected or appointed, and until their successors shall have been elected and qualified.

### **3. Election**

- a. Members of the Board shall be elected at large from the District at regular elections to be called and held by the Board for such purpose, at the expense of the District on the date specified in the Texas Election Code in each even-numbered year. Such elections shall be held in accordance with the Texas Election Code, and all applicable state and federal laws. All resident, qualified electors of the District shall be permitted to vote.

Each election shall be given by publishing an appropriate notice in a newspaper of general circulation in the District, as determined by state law, setting forth the date of the election, the polling place or places, the number of positions to be filled, and the candidates for each position.

- b. For the purpose of election, the Board shall designate a number for the position held by each member of the Board, from one upward, in consecutive numerical order. Candidates shall be voted upon and be elected to separate positions on the Board; and the name of each candidate shall be placed on the official ballot according to the number of the position for which he/she is running.

- c. A candidate receiving a majority of the votes cast for all candidates for a single position shall be declared elected. If no candidate receives such a majority, the two candidates receiving the highest number of votes shall run against each other for the position. When necessary, the run-off election for all positions shall be held as determined by state law and shall be ordered, notice thereof given, and held, as provided herein for regular elections.
- d. Any resident, qualified elector of the District may have his/her name placed as a candidate on the official ballot for any position to be filled at each regular election by filing with the Secretary of the Board a written application signed by the applicant, as determined by state law.  
Such application must state the number of the position for which he/she is a candidate, or the name of the incumbent member of the Board holding the position for which he/she desires to run and other information as required by state law.  
A candidate shall be eligible to run for only one position at each election.
- e. The location on the ballot of the names of candidates for each position shall be chosen by lot by the Board.
- f. Election procedures shall be conducted as determined by state law.

#### **4. Qualification**

Each member of the Board of Trustees shall be a resident, qualified voter of the District and shall take the oath of office prescribed by Article 16, Section 1, of the Texas Constitution and serve without compensation.

#### **5. Remunerations**

Members of the Board shall not receive any remunerations or emolument of office, but they shall be entitled to reimbursement for their actual expenses incurred in performing their duties, to the extent authorized by the Board.

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### **D. OFFICERS OF THE BOARD**

The Board shall elect one of its members as Chairperson of the Board and one as Vice-Chairperson of the Board. The Board shall elect a Secretary to the Board who may or may not be a member of the Board. These positions shall constitute all the officers of the Board.

#### **1. Election of Officers**

Officers of the Board shall be elected at the first regular meeting of the Board following the regular election of members of the Board in even-numbered years, or at any time thereafter in order to fill a vacancy.

#### **2. Chairperson of the Board**

The duties and responsibilities of the Chairperson of the Board shall be:

- a. To preside at all meetings of the Board;
- b. To call special meetings of the Board as hereinafter provided;
- c. To appoint Board members to Partnership and special committees of the Board;
- d. With Board approval, to execute all contracts and other legal documents of the District; and

- e. To represent the Board at meetings of trustee organizations to which the District belongs

**3. Vice Chairperson of the Board**

The duties and responsibilities of the Vice Chairperson of the Board shall be to perform the duties of the Chairperson in case of his/her absence, death, resignation, disability, removal or disqualification until the Chairperson resumes his/her office or his/her successor shall have been elected.

**4. Secretary to the Board**

The duties and functions of the Secretary shall include the following:

a. Meetings

The Secretary, or designee, shall make preparations for all meetings of the Board and shall give proper written or other notification to the Board and the public of all meetings;

b. Agenda

The Secretary, or designee, shall prepare and distribute the agenda and the materials supporting the agenda for all meetings of the Board and its committees;

c. Minutes

The Secretary, or designee, shall record and prepare the official minutes of the Board, and shall distribute copies thereof, including the annual budgets, to members of the Board and other authorized persons. The minutes of the Board shall be kept in a bound book and shall be the official record of the proceedings of the Board of Trustees. It shall include a certification of notice of meeting to Trustees, notice of meeting to the public, the date, time and place of the meeting, attendance of Trustees at meetings, votes of Trustees on orders and resolutions passed by the Board, and whether the minutes were subsequently approved by the Board. All orders and resolutions of the Board shall be filed with the minutes. The official copy of the minutes shall be kept in the District Office.

d. Documents

The Secretary shall keep on file in the District Office all official documents, correspondence, and proceedings of the Board;

e. Seal

The custody of the official seal of the Southmost Union Junior College District shall be with the Secretary. The Secretary shall affix the official seal to, and attest, all documents executed in the name of the Board of Trustees and requiring attestation;

f. Rules and Regulations

The Secretary shall be charged with the responsibility of keeping current the official copies of the Board's Policies and By-Laws, and furnishing to the members of the Board and other approved persons any changes or additions as soon as possible after the meeting at which they are finally adopted;

g. Reports

The Secretary, or designee, shall prepare and distribute such reports and communications as are directed by the Board of Trustees;

h. Notices

All notices of the District required by law or by these rules and regulations are to be published by the Secretary. A record of the time and method of publications shall be maintained and certified by the Secretary;

i. Elections

The Secretary shall receive all declarations of candidacy for Trustee and shall see that all elections called by the Board are properly conducted and canvassed; and

j. Other Duties

In addition, the Secretary shall carry out all other duties and responsibilities as may be assigned by the Board and/or those functions which are usual and customary to the position of the Board in the discharge of their official duties.

**5. Vacancy**

Any vacancy occurring on the Board through death, resignation, or otherwise, shall may be filled by appointment by resolution or order of the Board. If the vacancy occurs on a Board whose members are elected in at-large elections, the person appointed to fill the unexpired term shall serve until the next regular election of members to the Board, at which time the positions shall be filled by election for a term appropriately shortened to conform with what regularly would have been the length of the term for that position.

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**E. PROCEDURES OF THE BOARD**

**1. Organizational Meeting**

The organizational meeting of the Board shall be held biennially in connection with the first regular meeting following the election of Board members. This meeting shall include: the appointment of Partnership Committee delegates and one (1) additional Partnership Advisory Committee member, two members being the Chair and Vice-Chair of the Board, and the determination of the regular meeting schedule of the Board.

**2. Regular meeting**

Regular meetings of the Board shall be held once each month on a day and hour to be determined at the organizational meeting. A regular meeting may, however, be set for another date and time or waived by action of the board at any previous meeting.

Board meetings shall be held in the Board Room at Gorgas Hall, or at such other place within the District as the Board shall determine and announce to the public in advance in accordance with state law. Such notice shall be posted at a place convenient to the public, at the administrative offices of the College and a copy furnished to the Cameron County Clerk. The notice shall include the date, hour and place of the meeting and shall specifically set out any special or unusual matters to be considered or any matters in which the public has a particular interest, as well as general statements concerning routine matters.

Public notice of emergency meetings shall be posted no later than two (2) hours in advance of such meeting and shall conform to the requirements for notice of regular and special meetings.

**3. Rules of Order**

Robert's Rules of Order, when not in conflict with any of the provisions of these bylaws, shall be the rules of parliamentary procedure when the Board is in session.

**4. Agenda**

An agenda shall be prepared for each meeting of the Board by the UTB/TSC President. Items for the agenda may be submitted by the UTB/TSC President and/or any Trustee. The public notice of each meeting shall be prepared from this agenda, and no item not publicly posted may be acted upon.

**5. Orders of the Board**

The Board shall act and proceed in the exercise of its authority and general powers by mandates which shall be known as Orders of the Board.

Such orders shall be numbered, reduced to writing, and signed by the UTB/TSC President and attested to by the Secretary to the Board by his/her signature and the seal of the District.

An affirmative roll call vote of a majority of all members of the Board shall be required to adopt or pass an order of the Board. The Secretary to the Board shall cause the vote to be recorded and shall relay the results of each vote to the Chairperson of the Board who shall declare whether such order is passed and adopted or failed.

All members of the Board shall have a vote on every motion for an order brought before the Board and may exercise such vote by voting in the following manner:

Aye

Nay

Abstain

**6. Resolutions of the Board**

The Board, as a body corporate, may express an opinion as to some given matter, give a vote of thanks or invoke its censure by an act known as a Resolution of the Board. The vote on a Resolution of the Board shall have the same requirements and shall be taken and recorded in the same manner as a vote on an order of the Board.

**7. Non-Waiver of Board Policy**

The Board of Trustees shall not waive its policy or by-laws. The policy and by-laws shall be amended only by the process set out in the policy and by-laws.

**8. Communications to the Board**

The members of the Board of Trustees shall have free and unencumbered access to any information that they may deem necessary in the performance of their duties as Trustees. Nothing herein shall be construed to prevent members of the Board of Trustees from informing themselves in such manner as they may deem proper.

The normal channel of official communication from members of the Board to faculty, staff, and administration is through the UTB/TSC President who shall convey the communication without delay or modification.

The normal channel of official communication to the Board from faculty, staff, and administration is through the UTB/TSC President who shall convey the communication on or before the next regular meeting of the Board or at any special meeting called for that purpose.

Such communication shall be conveyed to the Secretary without delay or modification.

## **9. Appearances Before the Board**

Appearance before the Board may be granted to any individual who submits a request for appearance to the Secretary to be included on the agenda for the next regular meeting of the Board. Such request must be submitted before the agenda is to be posted and should specify the topics to be presented. The Secretary shall inform the Chairperson of the Board upon the receipt of such request. If the agenda includes such appearance as an item for public discussion, any person may address the Board during the time allotted to the purpose.

The length of such presentation may be prescribed by the Chairperson.

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## **F. COMMITTEES OF THE BOARD**

### **1. Partnership Committees**

These committees are joint committees with The University of Texas at Brownsville.

- a. Business Affairs
- b. Academic Affairs
- c. Student Affairs
- d. Institutional Effectiveness

### **2. Partnership Committee By-Laws**

#### **ARTICLE I: DESCRIPTION**

The Board Partnership Committees are joint standing committees of The University of Texas at Brownsville and the Board of Trustees of Texas Southmost College.

#### **ARTICLE II: SANCTION**

Board Partnership Committees are established by the Board of Trustees of Texas Southmost College and the President of UTB/TSC. Committee recommendations are made to the respective establishing authority.

#### **ARTICLE III: PURPOSE**

Partnership Committees are established to collect information, determine if a consensus exists on a matter, and to make recommendations.

#### **ARTICLE IV: MEMBERSHIP**

##### **A. Classification**

Members will be representative of students, staff, faculty, TSC Board of Trustees, UTB/TSC administration and the community. No alternates for any class of membership are allowed.

##### **B. Composition and Selection**

The membership of each committee is as follows:

- One student member designated by Student Government body
- One faculty member designated by Faculty Government body
- One staff member designated by Staff Government body
- One community member designated by TSC Trustee Co-Chair
- One community member designated by UTB/TSC President
- Two TSC Trustee members designated by TSC Board Chair
- One UTB/TSC Vice President designated by UTB/TSC President
- President of UTB/TSC as Ex-Officio
- TSC Board Chair as Ex-Officio

C. Terms

1. The term of office for the student, staff and faculty members will coincide with the terms set forth in their respective governing constitutions.
2. The term for the TSC Trustee members and community members is two years and coincides with the organizational meeting of the TSC Board of Trustees.
3. The UTB/TSC administrator serves at the pleasure of the UTB/TSC President.

D. Vacancies

Recommendations for vacancies will be submitted in writing by the respective designating body to the Co-Chair of the Committee. The Co-Chair receives the recommendation from the respective designating body and officially affirms the appointment to fill the vacancy at the subsequent Committee meeting.

E. SPECIAL CONDITIONS

1. All Partnership Committee meetings shall be open to the public.
2. All appointed Committee and Ex-Officio members can vote.
3. Quorum is established when a majority of the members are present.
4. The UTB/TSC administrator for each Committee is responsible for taking and maintaining minutes of all meetings and posting the agenda at Gorgas Hall no less than seventy-two (72) hours before each meeting is to begin. Such posting shall include the date, time, place and agenda.
5. Any member of the Committee may request an item be placed on the agenda through the UTB/TSC President, or the UTB/TSC Co-Chair, at least three (3) working days before the notice of the meeting is posted.
6. Clerical support for Committee meetings will be provided by the office of the UTB/TSC administrator serving as Co-Chair.

ARTICLE V: OFFICERS

All Partnership Committees shall each have two (2) Co-Chairs; one appointed by the UTB/TSC President and one appointed by the Chair of the TSC Board of Trustees. The Co-Chairs will alternate annually.

ARTICLE VI: MEETINGS

Meetings shall be held at least quarterly. Meetings may be called by either Co-Chair with five working days notice to the other Co-Chair. Committee meetings shall be conducted according to Robert's Rules of Order.

## ARTICLE VII: DUTIES AND POWERS

Board Partnership Committees serve in an advisory capacity to the UTB/TSC President and to the TSC Board of Trustees.

### **3. Special Committees**

The Board may request that the Chairperson establish special committees from time to time to deal with specific needs. Where practicable, the Chairperson shall appoint special committee members from each of these groups: administration, faculty, staff, students and the community.

### **4. Ex-Officio Members**

The Chairperson of the Board and the President of The University of Texas at Brownsville/Texas Southmost College are Ex-Officio members of all Committees. Any Trustee shall have the right to participate as a non-voting member of any Committee.

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## **G. MISCELLANEOUS BY-LAWS OF THE BOARD**

### **1. Adoption and Amendment of Policy**

Any policy may be adopted by an affirmative majority vote of the Board at any regular meeting of the Board duly convened, provided however, that the proposed policy shall have been presented in writing for a first reading at a previous regular meeting of the Board. Such policy shall become effective immediately upon approval. A policy may be approved upon the first reading only by a unanimous vote of the full Board.

Authority: Texas Education Code 130.040, 130.044, 130.081 & 130.082 [formerly 51.027(g) 51.074(e)]  
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