

3354:1-10-04 Board of trustee meetings: organization and conduct.

- (A) Meeting Schedule. The first meeting of the Board after June 30 of each year, whether such meeting is a regular meeting or a special meeting, shall be the organizational meeting of the Board.
- (1) Regular meetings of the Board of trustees shall generally be held at 1:30 p.m., in the months of January, March, May, June, September, October, and December on the fourth Thursday at the principal place of business of the district.
- (a) The Board may declare a different time or location within Cuyahoga county for a regular meeting.
- (b) No notice of any regular meeting need be given to the trustees when the regular meeting is held at 1:30 p.m. at the principal place of business of the district.
- (c) The time and place of a regular meeting may be changed only after delivering written notice to each trustee of the time and place via email or to the trustee's home or business address as it appears in the records of the College (or to the trustee, personally), not less than twenty-four hours prior to such meeting, provided, however, that such notice shall be deemed to have been waived by the trustees who attend such a meeting.
- (2) Special meetings of the Board may be held at any time and place within Cuyahoga County. Special meetings may be called for either emergency or non-emergency reasons. Special meetings may be called by the Chair of the Board or by any two trustees.

- (a) A non-emergency special meeting may be held only after delivering notice to the trustees of the time, place and purpose of the special meeting to each trustee personally, via email or by delivering the same in writing to the trustee's home or business address as it appears in the records of the College, not less than twenty-four hours prior to such meeting; provided that such notice shall be deemed to have been waived by the trustees who attend such a meeting.
- (b) An emergency special meeting may be held only after giving notice to the trustees of the time, place and purpose of the special meeting to the trustee personally, via email or by delivering notice in writing to the trustee's home or business address as it appears in the records of the College; provided that such notice shall be deemed to have been waived by the trustees who attend such a meeting. Such notice must be given at least twenty-four hours in advance, if at the emergency special meeting it is proposed to:
 - (i) Amend these bylaws,
 - (ii) Approve or amend the official plan of the College,
 - (iii) Take action relating to the issuance of bonds or the levying of taxes in accordance with the provisions of section 3354.11 and section 3354.12 of the Revised Code,
 - (iv) Approve contracts in amounts exceeding two hundred thousand dollars, or
 - (v) Elect or remove officers of the Board or the College.

- (B) Quorum. A majority of the nine member Board of trustees shall at all times constitute a quorum, provided that any regular meeting and any special meeting duly called, whether a quorum is present or not, may, by vote of a majority of trustees present, adjourn from time to time and place to place within Cuyahoga county, without notice other than by announcement at the meeting. At any meeting of the Board at which a quorum is present, all questions and business relating to matters of an administrative nature, as defined below, shall be resolved or transacted upon the affirmative vote of not less than a majority of the trustees present. All other questions and business shall be resolved or transacted upon the affirmative vote of not less than a majority of all the trustees in office at the time.
- (C) Administrative Nature. The term “matters of an administrative nature” shall include all business of the College of whatever nature that may be considered and acted upon by the Board except the following:
- (1) Amendments to the bylaws,
 - (2) Approve or amend the official plan of the College,
 - (3) Action taken relating to the issuance of bonds or the levying of taxes in accordance with the provisions of section 3354.11 and section 3354.12 of the Revised Code,
 - (4) Approval of contracts in amounts exceeding two hundred thousand dollars (\$200,000),
 - (5) The election and removal of officers of the Board or of the College, and
 - (6) The selection and removal of the President of the College.
- (D) Public Meetings. The Board encourages the public to attend its meetings. An opportunity will be provided at each meeting for members of the public to address the Board.
- (1) The Board reserves the right to limit such presentations when necessary to permit the transaction of the business of the Board.

- (2) Individuals or groups (other than employees) wishing to have an item placed on the agenda for the next Board meeting must submit a written request to the Secretary of the College for consideration no less than two weeks prior to the meeting in question.
 - (3) In accordance with division (F) of section 121.22 of the Ohio Revised Code, the Board of trustees must:
 - (a) Establish a reasonable method whereby any person may determine the time and place of all regular scheduled meetings and the time, place and purpose of all special meetings.
 - (b) Make provisions for giving at least twenty-four (24) hours advance notice of special meetings to the new media that have requested notification (except in the event of emergency requiring immediate official action, immediate notice shall be given), and
 - (c) Make provisions for persons, upon request and for payment of a reasonable fee, to obtain reasonable advance notification of all meetings at which any specific type of public business is to be discussed.
- (E) Meeting Agenda. The Secretary, in collaboration with the Chair, shall prepare a meeting agenda for each Board meeting. Each meeting agenda shall consist of a consent items agenda (if any), and an action items agenda (if any). The Board will carry out its meetings in a consent agenda format to help streamline meeting timelines and to provide time for presentations or discussions at the meetings as appropriate.
- (1) Matters part of a “consent agenda” or “consent items agenda” will be subject to a collective voice vote.
 - (2) Matters part of an “action items agenda” will be subject to a roll call vote except when the bylaws explicitly state otherwise, and may be combined in a single roll call vote if authorized elsewhere in the bylaws.

- (3) At meetings of the Board, the consent agenda will be moved by the Chair of the appropriate committee, or, in the Chair's absence, by a trustee designated by the committee Chair.
- (4) The consent agenda may include (but is not limited to):
 - (a) All employee-related matters not delegated by the Board to College administrative officers, and
 - (b) Regular academic matters, including without limitation curriculum changes, grants, contracts, gifts, and memberships.
- (F) Items that are not part of the consent agenda will be action items, including without limitation the following items:
 - (1) Items that represent contracts for works of improvement or goods and services, which will be brought forward to action as outlined in College policies and procedures.
 - (2) Items approving, rescinding or modifying College policy.
 - (3) Items related to approving agreements or other relationships with external groups or organizations will be individual action items, but need not be roll call votes unless any dollar amounts involved require roll call votes.
 - (4) Items related to placing a levy on the ballot will be an individual action item.
- (G) All action items not specifically designated in this rule as an "individual" action item will, unless otherwise required by law, be combined with similar or related items into a single roll call vote. Such combined vote shall have the same effect as if each action item in the combined vote had been separately called and voted upon. A trustee may, by request, require that any one or more action items be called and voted upon separately. Any such request should, in the interest of efficiency, be made to the Board Chair or appropriate committee Chair prior to the meeting at which the item is to be considered.

- (H) Agendas and support materials will be forwarded to the trustees for review at least one week prior to the scheduled regular meetings. Any trustee who has a question regarding an agenda item should contact the appropriate Board committee Chair or the Board Chair. If additional discussion of the matter is needed to resolve questions or provide more information, the item may be placed on a future agenda or the action item agenda for voting purposes.

Effective date: June 29, 2017

Prior Effective dates: July 31, 2012; June 25, 2015.