

# Board of Trustees of the Nebraska State Colleges

## Governance and Administration

### By-Laws

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#### **A. PURPOSE**

To establish the by-laws that govern the Nebraska State College System.

#### **B. DEFINITIONS**

None

#### **C. BY-LAWS**

##### **1. Article I - Name**

The legal name of the Board is the Board of Trustees of the Nebraska State Colleges, herein after referred to as "Board." (85-301)

##### **2. Article II - Purpose**

The Board is a body corporate created by the State Constitution and empowered by statutory authority with the general government of the State Colleges as now existing, and such other State Colleges as may be established by law. (85-301)

##### **3. Article II – Membership**

###### **3.1. Board Members (85-301)**

- The Board consists of seven (7) members, six (6) of whom shall be appointed by the Governor, with the advice and consent of the Legislature, two (2) each for terms of two (2), four (4), and six (6) years, and two (2) each biennium thereafter for a term of six (6) years, and the Commissioner of Education shall be a member ex-officio.
- The duties and authorities of the Board shall be prescribed by law.

###### **3.2. Student Members of the Board**

- In order to expand opportunities for students to develop as leaders at the College and System level and participate in a deliberative, policy-making process, the Board creates three (3) student member positions on the Board. An undergraduate student enrolled full time shall be appointed from each of the Nebraska State Colleges to serve a one (1) year term.

- An ad hoc selection committee shall be established at each College by the respective Student Senate consistent with Policy 2100.
- The committee shall nominate at least two (2) candidates to the Student Senate for approval. After October 1, but before December 1, the Student Senate or similar body shall nominate no more than three (3) candidates, ranked in order of recommendation.
- The appointed representatives will serve one (1) year terms ending May 1. If, during the term of the appointment, the representative is no longer qualified to serve as a Student Trustee, the representative is subject to removal from the Board. The Chair has the authority to appoint another qualified representative for the balance of an appointment should a vacancy occur for any reason.
- Student Trustees are accorded full Board membership and participation except for certain personnel and legal matters, and that they are non-voting members.

#### **4. Article IV - Officers**

- 4.1. Board Officers shall consist of a Chair and Vice-Chair, and are elected from the appointed membership of the Board for a term of one (1) year. Term of office begins July 1, except that said two (2) officers shall hold office until their successors are elected and qualified. Any such officer may be removed from office by five (5) affirmative votes. A vote for removal of an officer must be at a regular or special meeting of the Board, preceded by the mailing of notice to each Board member and to such officer five (5) days prior to such meeting which notice shall set out the proposed action. (85-302)
- 4.2. The Chancellor will be appointed Secretary by the Board and hold office of indefinite tenure at the pleasure of the Board. The State Treasurer shall be Treasurer of the Board by virtue of their office. (85-303)
- 4.3. The Chair's principal duties shall be to provide leadership in planning the work of the Board; to aid the Chancellor in interpreting the educational needs of the Colleges and in devising effective ways to present them to the Board, to preside at meetings of the Board; to recommend to the Board the appointment of committees; to act for the Board, when such action is required by law, in signing contracts and other official documents; to represent the Board or to designate a representative upon occasions when such representation is deemed desirable; and to perform such other duties as may be prescribed by law or State regulation or assigned by the Board.
- 4.4. The Board Chair shall preside at its meetings with full power to vote on and discuss all matters, and shall submit information and recommendations, as that officer may consider proper, concerning the

business and interests of the Colleges. The Chancellor and/or President will sign all contracts approved by the Board.

- 4.5. A Vice-Chair shall be elected by the Board at an annual meeting and shall assume the duties in the Chair's absence or incapacity. In the event of the permanent disability or death of the Chair, the Vice-Chair shall become Chair for the remainder of that term and the Board shall elect a new Vice-Chair.
- 4.6. The election of officers for the next fiscal year will occur at an annual meeting. (85-305)

## **5. Article V - Meetings**

- 5.1. The Board shall hold regular meetings and such special meetings as may be found necessary. All meetings of the Board shall be scheduled and conducted in accordance with the Nebraska Open Meetings Act. (84-1407 to 84-1414)
- 5.2. All regular or special meetings of the Board shall be publicized as required by State law and provided in Board policy. (84-1411)
- 5.3. Board Business Meetings are open to the public. Committee meetings and closed sessions are not open to the public but must be held in accordance with the provisions of state law. One (1) current copy of the Open Meetings Act shall be posted in the business meeting room at a location accessible to members of the public. At the beginning of the meeting, the public shall be informed about the location of the posted information. (84-1412)
- 5.4. The Board may hold a work session preceding regular or special Board meetings upon request and/or concurrence of the Board. The purpose of a work session shall be to provide information concerning items of in-depth interest in education, briefing and background information items related to the Colleges' activities, items to be proposed for future consideration, and a review of items on the public agenda in order to assure adequate information has been provided to the Board. A work session agenda stating the time and place of the session shall be included with the agenda for the regular Board meeting. Work sessions shall be open to the public. No formal action shall be taken at a work session. (84-1410)

## **6. Article VI - Quorum**

Four (4) members of the Board in actual attendance of all meetings of the Board shall constitute a quorum. Action may be taken by a majority of a quorum on all matters not requiring a positive vote of a majority of the Board, as specified in these policies or by-laws or by statute.

## **7. Article VII – Meeting Agenda**

The Chancellor shall prepare an agenda to be furnished to each member of the Board and each President, describing briefly the nature of each item and

providing background information which will enable parties to weigh the subject in advance and research such facts as may be helpful in Board deliberation. (84-1411)

## **8. Article VIII – Order of Business**

At all regular meetings and special meetings, the order of business will be determined by the Chancellor and Chair.

## **9. Article IX – Closed Sessions**

9.1. The Board may hold a closed session by the affirmative vote of a majority of its voting members if a closed session is clearly necessary for the protection of the public interest or for the prevention of needless injury to the reputation of an individual and if such individual has not requested a public meeting. The subject matter and the reason necessitating the closed session shall be identified in the motion to close. The vote to hold a closed session shall be taken in open session. The entire motion, the vote of each member on the question of holding a closed session, the reason for the closed session, and the time of commencement and conclusion of the closed session shall be recorded in the minutes. If the motion to close passes, then the presiding officer immediately prior to the closed session shall restate on the record the limitation of the subject matter of the closed session. (84-1410)

9.2. The Board shall restrict its consideration of matters during the closed session to only those purposes set forth in the minutes' motion to close as the reason for the closed session. The meeting shall be reconvened in open session before any formal action may be taken. Any formal official action on any question or motion duly moved and seconded shall be taken only by roll call vote of the Board in open session convened, and the record shall show how each member voted. (84-1410)

9.3. Any Board member shall have the right to challenge the continuation of a closed session if the member determines that the session has exceeded the reason stated in the original motion to hold a closed session or if the member contends that the closed session is not necessary. Such challenge shall be overruled only by a majority vote of the Board members. Such challenge and disposition shall be recorded in the minutes. (84-1414)

## **10. Article X – Right of Public to Appear at Meetings (84-1412)**

10.1. The public shall have the right to attend meetings of the Board and to speak on matters related to Board business.

10.2. Any person may appear before and address the Board concerning any item on the agenda for that meeting without notice. Individual appearances before the Board will be limited to three (3) minutes.

10.3. Any person may appear before and address the Board on any matter concerning the Board or the Colleges not on the agenda, by notifying the

Chancellor at least twenty-four (24) hours in advance of the meeting at which the person desires to address the Board; provided, however, the Board will not hear or consider those matters listed in Section 10.7. Individual appearances before the Board will be limited to three (3) minutes.

- 10.4. Any person who desires to present written testimony must deliver the following information to the Chancellor by email, mail, facsimile, or hand delivery, no later than twenty-four (24) hours in advance of a Board meeting:
  - The name of the person submitting testimony;
  - the address of the person submitting testimony; and
  - the written testimony.
- 10.5. The name of the person submitting testimony and topic will be included in the minutes. Written testimony will not be read in absentia.
- 10.6. The Chair shall have the right to prohibit multiple appearances by persons presenting needlessly repetitious or redundant testimony.
- 10.7. The Board, by vote of a majority of the quorum present, reserves the right not to hear matters which are the subject of judicial or administrative proceedings to which the Board, any of its members, or any employee is a party.

## **11. Article XI – Committees**

- 11.1. All committees of the Board shall be appointed by the Chair. Committees shall serve one (1) year commencing July 1, and thereafter until the committees are reconstituted or discharged.
  - Academic and Personnel
  - Student Affairs, Marketing and Enrollment
  - Fiscal, Facilities and Audit
  - Executive Committee
- 11.2. Committees shall have no fewer than two (2) members and no more than three (3), and the Board Chair shall be an ex-officio member of all committees. Other regular committees may be created as the Board directs. The first named member of each committee shall act as Chair, call the meeting and direct the proceedings, but shall not otherwise have greater power or authority than other members.
- 11.3. Special committees may be created to take charge of subjects specifically referred to them. Such committees shall be appointed as ordered by the Board at the time they are created, and shall cease to exist when their work has been completed or when discharged by Board action.

- 11.4. The Executive Committee shall consist of the Board Chair, Vice Chair and one (1) additional member appointed by the Board Chair. The purpose of the Executive Committee shall be to meet with the Chancellor to develop, review and assess performance goals and objectives.

## **12. Article XII – Parliamentary Procedure**

- 12.1. Robert's Rules of Order (current) shall govern the consideration of all business and debate as far as applicable to this body and when not in conflict with Board policies or law.
- 12.2. A record of the Board's vote shall be preserved in the minutes on all propositions involving the creation of indebtedness; the sale, purchase, or leasing of any real estate; or on any contract for the construction, alteration, or repair of any building; or area which requires Board action; or on any amendment to the policies and by-laws of the Board; and also on any proposition submitted at the request of any members of the Board made before the announcement of a vote otherwise taken.

## **13. Article XIII – Amendment of By-Laws**

These by-laws may be altered, repealed, amended or added to by a majority vote of all members of the Board at any regular meeting of the Board or at any special meeting called for that purpose.

## **14. Article XIV – Formulation of Policies**

- 14.1. Board policies are formulated to provide guidance for the operations of the System and the Colleges.
- 14.2. When policies are found to be inadequate, contradictory or unclear, the appropriate committee of the Board or the Chancellor shall propose a policy for consideration by the Board for adoption to guide future related action. Such new policies, as adopted, shall be incorporated in the policy manual.
- 14.3. Policies may be adopted after consideration at a meeting of the Board by a majority vote. The Board can decide on the number of meetings required for adoption of the new policy based on the subject matter of the policy and the urgency of need for the new policy. Formal adoption of the policies shall be recorded and noted in the minutes of the Board.
- 14.4. A policy may be waived at any meeting, with a quorum of the Board, to permit a specific action.

## **15. Article XV – Revisor of Board By-Laws and Policies**

- 15.1. The Chancellor is hereby designated as the Revisor of Bylaws and Policies adopted by the Board. The Chancellor shall, from time to time as they shall deem necessary, prepare amendments, corrections or clarifications to Board bylaws and policies for publication and distribution. Publication and distribution is to be accomplished in such manner as the Chancellor determines to be most appropriate.

15.2. In preparing any amendment, correction or clarification for publication and distribution, the Chancellor shall not alter the sense, meaning or effect of any act of the Board, but may:

- Renumber sections and parts of sections.
- Rearrange sections.
- Change reference numbers to agree with renumbered sections or subsections.
- Change capitalization for the purpose of uniformity.
- Correct manifest clerical or typographical errors.
- Remove obsolete matter within any section.
- Remove within any section language that conflicts with any lawful and controlling statute or regulation of the State of Nebraska or of the United States, or that has been determined to be unlawful as a result of a controlling decision of a court of the State of Nebraska or of the United States, when the same can be accomplished without impairing the sense or legality of the remainder of the section.
- Omit any section or sections that conflict with any lawful and controlling statute or regulation of the State of Nebraska or of the United States, or that have been determined to be unlawful as a result of a controlling decision of a court of the State of Nebraska or of the United States.
- Correct faulty internal references.
- Harmonize provisions with former acts of the Board in these by-laws or former policies adopted by the Board.

15.3. In response to emergency situations, the Chancellor is authorized to temporarily grant exceptions to, and/or temporarily waive, Board Policy requirements as necessary at the Chancellor's discretion.

- Emergency actions by the Chancellor shall be approved, in advance, by the Committee on Academic and Personnel for all academic and personnel policies; Committee on Student Affairs, Marketing and Enrollment for all student affairs policies; and the Committee on Fiscal, Facilities and Audit for all budget, finance and facility related policies.
- Emergency action shall be reported to the full Board at the next scheduled meeting.

## **16. Article XVI – Board Member Conflict of Interest**

16.1. No member of the Board shall in any manner, directly or indirectly, participate in the deliberation upon or the determination of any question affecting their personal interests, or the interests of any corporation, partnership or association in which the Board member is directly or indirectly personally interested.

16.2. In addition, each member of the Board will file a disclosure statement as required by State law.

**17. Article XVII – Board Member Reimbursement and Renumeration**

17.1. Members of the Board, except student members, shall receive no compensation for the performance of their Board duties. (85-301)

17.2. Members of the Board, including student members, may be reimbursed for their actual expenses incurred on Board affairs, including telephone and FAX charges, postage, and travel expenses. (81-1174)

**FORMS/APPENDICES:**

None

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**SOURCE:**

**Legal Reference:** Article VII, Section 13 Constitution

Neb. Rev. Stat. 81-1174 Reimbursement for expenses; request; contents; automobile; airplane; statement required; receipts; limitation.

Neb. Rev. Stat. 84-1407 Open Meetings Act  
to  
Neb. Rev. Stat. 84-1414

Neb. Rev. Stat. 85-301 State colleges; official names; board of trustees; appointment; traveling expenses.

Neb. Rev. Stat. 85-302 Board of trustees; officers; body corporate; audit.

Neb. Rev. Stat. 85-305 Board of trustees; meetings.

**By-Laws Adopted:** January 1977

**By-Laws Revised:** June 1992, December 1998, September 2004, March 2006, September 2006, November 2008, March 2010, September 2011, June 2014, January 2018, June 2018, March 2019, June 2020, November 2021, September 2022, March 2023, May 2023