



Mission, Goals, & Board Operations

Board of Trustees Policy

SUBJECT: Board of Trustees Bylaws	NUMBER: 1.5
	DATE: November 17, 2025 Resolution # 25-127
	SUPERSEDES: March 21, 2016, March 21, 2022

ARTICLE I

The powers, organization, and governance of the Board of Trustees is derived from the authority of the New York State Education Law (“Educ. Law”) §§ 6301-6311 . Nothing in these bylaws shall be interpreted to be in violation of these statutes or any other law of the State of New York.

ARTICLE II: NAME, LOCATION AND SPONSORSHIP

1. Name: The official name of the College shall be SUNY Schenectady County Community College.
2. Location: The College shall be located in Schenectady County.
3. Sponsorship: The College is sponsored by Schenectady County (the “County”).

ARTICLE III: BOARD OF TRUSTEES

1. Composition:

The SUNY Schenectady Board of Trustees (the “Board of Trustees” or the “Board”) consists of ten members who are appointed or elected pursuant to Educ. Law § 6306(1).

2. Responsibilities and Duties:

- a. The duties and responsibilities of the Board are set forth in Educ. Law § 6306(2 through 11) and 8 NYCRR § 604.2.

b. Attendance at Board meetings is a responsibility of all Board members.

3. Conflicts of Interest:

The Board of Trustees shall comply with all applicable state and local laws dealing with conflicts of interest, including, but not limited to, General Municipal Law §§ 800, et. seq., and the County Code of Ethics. The Board of Trustees shall comply with all policies and procedures as adopted by the Board relevant to conflicts of interest.

4. Indemnification:

Indemnification is provided to Board members pursuant to Educ. Law § 6308.

ARTICLE IV: OFFICERS

1. Designation of Officers:

- a. The Board of Trustees shall designate, from among its voting membership, officers who shall serve as Chair, Vice Chair and Secretary.
- b. The Chair, Vice Chair and Secretary shall be elected, by ballot, at the meeting of the Board of Trustees in June of each year, or when vacancies occur, and shall take office immediately upon the adjournment of the meeting at which such election was conducted. Such office shall be held until elected successors take office. A majority vote of the total membership of the Board shall be necessary for election, and vacancies in any office shall be filled by the Board.

2. Chair Duties:

The Chair shall:

- a. Preside at all meetings of the Board;
- b. Decide all questions of order, subject to appeal to the members present;
- c. Be an ex-officio member of all committees;
- d. Be entitled to vote at all meetings of the Board, including committees where the Chair serves as an ex-officio member;
- e. Appoint the membership of all standing and special committees and designate the chair thereof; unless, by majority vote of the total membership of the Board of Trustees, a chair of a special committee is designated by the full Board of Trustees; and
- f. Be entitled to appoint, on ad hoc basis, from the membership of the Board, substitute members for standing and special committees when, in the Chair's judgment, such substitution is necessary for the timely consideration of resolutions and other items of business by the committees and the Board.

3. Vice Chair Duties:

The Vice Chair shall perform the duties of the Chair in the Chair's absence and such other duties as the Chair may delegate to the Vice Chair from time to time or as otherwise provided by these Bylaws.

4. Secretary Duties:

- a. The Secretary, or designee, shall review attendance and declare the presence of a quorum at all Board meetings. The Secretary, or designee, shall be responsible for the minutes of the Board meetings and shall prepare and submit same to each member of the Board prior to the next regular meeting of the Board.
- b. The Secretary, or designee, shall give notice, pursuant to the notice provisions of the New York State Open Meetings Law, Public Officers Law § 104, of all meetings of the Board; have charge of all official records and papers belonging to the Board; and shall perform such duties as may be assigned from time to time by the Chair or the Board of Trustees.
- c. In keeping the minutes of each regular meeting and special meetings, the Secretary, or designee, shall do so in accordance with applicable provisions of the Open Meetings Law, Public Officers Law § 106. Minutes taken during an executive session of the Board shall reflect the final determination and the vote.
- d. In the absence of the Chair or Vice Chair at a meeting of the Board, on the appearance of a quorum, the Secretary shall call the Board to order. A Chair pro tempore shall be elected by ballot, by a majority of the total membership of the Board present, who shall preside over the meeting until the arrival of the Chair or Vice Chair.

ARTICLE V: MEETINGS

1. Schedule:

- a. Regular meetings of the Board of Trustees shall be held on the third Monday of the month unless changed for good cause.
- b. Special meetings shall be held on the call of the Chair or upon written request of four members of the Board of Trustees. Written notice shall be given not less than two days in advance of said special meeting and shall state the matter or matters to be presented to the Board for its consideration at such meeting. No other matters shall be considered except upon the consent of a majority of the total membership of the Board.

2. Quorum:

Six members of the Board of Trustees shall constitute a quorum. No resolution or any other action requiring a vote may be taken without a quorum.

3. Agenda:

All resolutions and other items of business to be considered and acted upon by the Board at regular Board meetings shall be proposed by any member of the Board by submitting same to the Secretary of the Board, or designee. The Secretary, or designee, shall forward such items to the relevant committee or committees of the Board for consideration and the items may, after all backup information has been provided and considered, be submitted to the Board for action at a regular meeting of the Board upon recommendation of the Chair or chairs of said committees.

4. Notification:

- a. Notification of regular Board meetings shall comply with the provisions of Public Officers Law § 104.
- b. Mailings or email transmission for Board meetings shall include the meeting agenda, minutes from the previous meeting, all proposed resolutions, committee reports, and any other documentation to be considered by the Board at the meeting.
- c. One week before each regular meeting of the Board of Trustees, the Secretary of the Board, or, shall deliver a copy of the agenda or said regular meeting to the County Attorney and the Clerk of the County Legislature.
- d. Notice for all other meetings shall be provided pursuant to the provisions of Public Officers Law § 104. Notice shall be given no fewer than two days before the date of the meeting. These notification provisions also apply to Board Committee meetings.

5. Voting:

- a. Board members must be present in order to vote.
- b. Board members may not vote by phone, proxy, email, or mail.
- c. Videoconferencing may be used to conduct a meeting pursuant to Public Officers Law § 103-a. The meeting notice shall indicate all videoconferencing locations for the meeting.
- d. The public has the right to attend the meeting at any of the videoconferencing locations.

6. Executive Sessions:

Executive sessions of the Board may be called to discuss those matters as set forth in Public Officers Law § 105. The Board may vote during a properly convened executive session; however, any vote to appropriate public monies must be taken in public.

7. Parliamentary Procedure:

Except as otherwise provided in these Bylaws, the Board shall operate pursuant to the most recent edition of *Robert's Rules of Order, Newly Revised*.

ARTICLE VI: COMMITTEES

1. Standing Committees

- a. The Board of Trustees shall, by resolution, establish standing committees of the Board.
- b. The standing committees and the Board of Trustees shall exercise such responsibilities as authorized by the Board, including those powers reasonably incidental to the implementation of the powers so delegated.
- c. All standing committees shall be reconstituted by the Board from its membership at the annual meeting of the Board in September of each year. Members of standing committees shall be appointed by the Chair of the Board and for terms effective for the current fiscal year. A majority of the total membership of the committee shall constitute a quorum. Resolutions and any other items of business before the committee shall be approved only by a majority of the total membership of the committee. Vacancies in unexpired terms may be filled by the Chair at the next regular Board meeting.
- d. The Chair of the Board shall be an ex-officio member of all standing committees, with the right to vote.
- e. Each standing committee shall appoint a secretary who shall maintain minutes of each meeting.
- f. At the discretion of the Chair, standing committees may be required to file written reports with the Board at least annually, and such reports shall be circulated to Board members within seven business days after filing.
- g. At every regular meeting of the Board, the Chair shall provide the chair of each standing committee an opportunity to report as necessary.

2. Ad hoc or special committees may be established as necessary, by the Board Chair or the Board of Trustees.

ARTICLE VII: AMENDMENTS

1. Amendments to the Bylaws may be facilitated as set forth in the most recent edition of *Robert's Rule of Order*.
2. The Bylaws may be suspended for good cause at any meeting of the Board upon the affirmative vote of seven members.