

INDIANA VOCATIONAL TECHNICAL COLLEGE**CODE OF BY-LAWS
OF THE STATE TRUSTEES****TABLE OF CONTENTS**

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**CODE OF BY-LAWS OF THE STATE TRUSTEES
OF THE INDIANA VOCATIONAL TECHNICAL COLLEGE**

Adopted June 27, 1967

Amended August 18, 1972

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ARTICLE I

Definitions

SECTION 1. Act. The term "Act," as hereinafter used, shall mean "An Act to create and establish the Indiana Vocational Technical College", Indiana Code 20-12-61, as amended and supplemented from time to time by the General Assembly of the State of Indiana.

SECTION 2. Corporation. The word "Corporation," as hereinafter used, shall mean the body corporate and politic created by the General Assembly of Indiana under the name "The Trustees of the Indiana Vocational Technical College."

SECTION 3. Board. The word "Board," as hereinafter used, shall mean the State Board of Trustees of the Trustees of the Indiana Vocational Technical College, referred to in the Act as the "State Board."

SECTION 4. College. The word "College," as hereinafter used, shall mean the educational institution created by the Act, governed by the Board, referred to in the Act as "IVTC" and known as Indiana Vocational Technical College.

SECTION 5. Regional Institute. The words "Regional Institute," as hereinafter used, shall mean a regional institute established under Section 10 of the Act.

SECTION 6. Regional Board. The words "Regional Board," as hereinafter used, shall mean a Regional Board of Trustees established under Section 10 of the Act.

ARTICLE II

Meetings of the Board

SECTION 1. Regular Meetings. Regular meetings of the Board shall be held at least four (4) times a year, with one (1) of the regular meetings to be held in each calendar quarter of each year. Regular meetings of the Board shall be held at such time, date and place as may be specified by the Chairman of the Board at least ten (10) days prior to the date of the meeting. The regular meeting of the Board held in the third quarter shall be the annual meeting. Written notice of the time and place of all regular meetings shall be given by the Secretary or Assistant Secretary of the Board to each member of the Board at least ten (10) days prior to the date of the meeting.

SECTION 2. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board at any time. A special meeting of the Board shall be called by the Chairman upon the written request of three (3) or more members of the Board. Written notice of the time and place of a special meeting of the Board shall be given by the Secretary of the Board to each member of the Board at least ten (10) days prior to the date of the meeting.

SECTION 3. Form of Notice. Any written notice required to be given of any meeting of the Board shall be proper if given to each member of the Board either personally, by regular United States mail, by telegram, or by facsimile transmission.

SECTION 4. Waiver of Notice. Notice of any meeting may be waived in writing or by telegram before or after the meeting. Attendance at a meeting shall constitute a waiver of any notice thereof.

SECTION 5. Action at Regular and Special Meetings. At all regular and special meetings of the Board, it shall be valid for the Board to act on any subject within the power of the Board and the Corporation.

ARTICLE III

Procedure at Meetings

SECTION 1. Quorum: Voting. A majority of the Board shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present at the time and place set for the meeting may adjourn the meeting from time to time until a quorum shall be present. If a quorum is present the affirmative vote of a majority of the members present when the action is taken, shall be the action of the Board unless a greater number is required by law or by this Code of By-Laws.

SECTION 2. Order of Business. The business at each regular or special meeting of the Board shall be conducted in the following order unless changed by the Board:

- A. Roll call;
- B. Report of Secretary on giving notice of meetings;
- C. Approval of minutes of prior meetings of the Board;
- D. Report of officers;
- E. Reports of Board committees;
 - (1) Permanent committees,
 - (2) Special committees.
- F. Old business;
- G. New business.

ARTICLE IV

Officers of the Board

SECTION 1. Election. At the annual meeting of the Corporation in the third quarter of each year, the Board shall elect from among its members a Chairman and Vice-Chairman. In order to provide for appropriate rotation of the offices of Chairman and Vice-Chairman among the various interests represented by the Trustees, a Trustee shall not be elected Chairman for more than two (2) consecutive terms in any three year period, nor Vice-Chairman for more than two (2) consecutive terms in any three year period. The Board may elect from its members a Secretary and a Treasurer, or either such officers or the Board may appoint a Secretary or Treasurer or Assistant Secretaries or Treasurers who are not members of the Board. The offices of Secretary and Treasurer or Assistant Secretary or Assistant Treasurer of the College may be held by the same person. All officers shall serve for a term of one (1) year and until their successors have been duly chosen and qualified.

SECTION 2. Chairman of the Board. Except as herein otherwise provided, the Chairman of the Board shall call and preside at all meetings of the Board and shall have such other powers and duties as this Code of By-Laws or the Board may prescribe.

SECTION 3. Vice-Chairman. The Vice-Chairman of the Board shall have all the powers and perform all the duties incumbent upon the Chairman of the Board during his absence or disability and shall have such other powers and duties as this Code of By-Laws or the Board may prescribe.

SECTION 4. Secretary. The Secretary or an Assistant Secretary of the Board shall attend all meetings of the Board and keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board. The Secretary or an Assistant Secretary shall attest the execution by the Corporation of all deeds, leases, agreements and other official documents and shall, if necessary, affix the corporate seal thereto; shall attend to the giving and serving of all notices of the Corporation required by this Code of By-Laws or by law; shall have custody of the books (except books of account), records and corporate seal of the Corporation, and in general shall perform all duties pertaining to the office of Secretary of the Board and such other duties as this Code of By-Laws or the Board may prescribe.

SECTION 5. Treasurer. The Treasurer of the Board shall be the chief financial and business officer of the Corporation. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities, and other valuables which may from time to time come into the possession of the Corporation. The Treasurer shall deposit or invest, or cause to be deposited or invested, all funds of the Corporation. The Treasurer shall furnish at meetings of the Board, or whenever requested by the Chairman of the Board, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of treasurer of the Board and such other duties as this Code of By-Laws or the Board may prescribe.

SECTION 6. Bond of Treasurer. The Treasurer and Assistant Treasurer of the Board shall give a bond in a penalty and with surety to be approved by the Board, payable to the State, conditioned upon the faithful discharge of the Treasurer's duties. The Board's approval of the bond shall be recorded by the Secretary of the Board and shall be placed in the official records of the College.

SECTION 7. Assistant Officers. The Assistant Secretary and the Assistant Treasurer of the Board shall have such powers and duties as of the officers whom they are appointed to assist shall specify and delegate to them and such other powers and duties as this Code of By-Laws or the Board may prescribe. The Assistant Secretary of the Board may, in the absence or disability of the Secretary of the Board, arrest the execution of all documents in the name of the Corporation and affix the corporate seal thereto.

SECTION 8. Compensation of Members of Board. No member of the Board shall receive any monetary compensation for serving as such member, but each member of the Board or of any committee of the Board shall be reimbursed for necessary expenses incurred by the member in the conduct of business of the Board.

ARTICLE V

Officers, Faculty and Staff of the College

SECTION 1. President of the College. The President of the College shall be selected by the Board. The employment of the President shall be determined by the affirmative vote of a majority of the Trustees authorized by the Act provided two-thirds of the Trustees authorized by the Act are present at the meeting at which action is taken. The Board shall fix the length and term of his employment which may be indeterminate. The President of the College or a member of the President's staff whom the President nominates, shall attend all meetings of the Board and shall report upon the affairs of the College.

The President of the College shall be the chief executive officer of the College, and subject to the control of the Board, he shall manage, direct, and be responsible for the conduct of all affairs of the College, except those which by law or these By-Laws are made the specific responsibility of the Board, the Chairman of the Board, another officer of the Board, or other persons.

The President of the College shall have the power, in the name of the Corporation and/or the College, to make and execute all contracts and written instruments made in the ordinary course of the operations of the College except those which must be specifically approved and authorized by the Board or executed by the Chairman or Vice-Chairman of the Board as provided in Article VIII hereof. Should the President become incapacitated the Executive Committee shall elect a successor until the next following Board meeting. At the next following Board meeting the Board shall elect a successor for the time period in which the President is incapacitated.

SECTION 2. Other Officers of the College. The Board may appoint such other officers of the College as it desires and may prescribe their responsibilities and duties.

SECTION 3. Faculty and Administrative Staff. All appointments to the faculty or administrative staff of the College shall be made by the President, or his designee, subject to such rules and policies as may from time to time be established by the Board.

ARTICLE VI

Committees of the Board

SECTION 1. Permanent Committees of the Board.

A. **Executive Committee.** The Executive Committee of the Board shall consist of the Chairman, Vice Chairman and Secretary of the Board and two (2) additional members of the Board as nominated by the Chairman and approved by the Board from time to time. If, at any time between the regular meetings of the Board, immediate Board action is required to further or safeguard the best interests of the Corporation and/or the College, the Chairman of the Board shall cause each member of the Board to be given notice in person, by telephone, telegram, facsimile transmission or in writing of the action so required, and, if a special meeting of the Board cannot be called and held in time to take such action, the Executive Committee of the Board shall have and may exercise all the powers of the Board with respect to the matter necessitating such immediate action. All actions taken by the Executive Committee of the Board under this Section 1.A shall be reported to the Board at its next meeting and shall be entered in full upon the minutes of said meeting of the Board.

B. **Other Committees.** At any regular or special meeting thereof, the Board may designate such other permanent Committees of the Board as the Board may, from time to time, deem necessary or desirable, which committees shall have such members and functions as the Board may prescribe and shall operate under the general supervision of the Board.

SECTION 2. Special Committees of the Board. At any regular or special meeting thereof, the Board may designate such special committees of the Board as the Board may, from time to time, deem necessary or desirable, which committees shall have such members and functions and shall exist for such period of time as the Board may prescribe and shall operate under the general supervision of the Board.

ARTICLE VII

Rules and Regulations

The Board may cause to be prescribed and promulgated rules and regulations concerning the conduct and coordination of programs in carrying out the mission of the College, of post-high school and out of school technical and vocational education throughout the State of Indiana and the manner of conducting said programs by the College and by any Regional Institute.

ARTICLE VIII

Execution of Contracts and Other Documents

- A. Approval and Authorization of the Board. Except as otherwise expressly authorized by resolution of the Board or these By-Laws, all contracts and other written instruments relating to the acquisition or disposition of real estate or any interest therein (other than leases or licenses of two (2) years or less), all contracts for new capital plant improvements and additions or for major alterations, repairs and rehabilitation to property owned by the Corporation and all change orders increasing the amount of such contracts by ten percent (10%) or more, any certificate of incorporation issued to a Regional Institute, and all contracts imposing financial obligations on the part of the Corporation or the College in excess of One Hundred Thousand Dollars (\$100,000) unless the obligation was previously approved by the Board through the allocation of funds or otherwise, shall be specifically approved and authorized by the Board. Except as otherwise expressly authorized by resolution of the Board, all such contracts and written instruments shall be executed in the name of the Corporation by the Chairman or Vice Chairman of the Board and attested by the Secretary or Assistant Secretary.
- B. Other Instruments. All contracts and written instruments not requiring the specific approval and authorization of the Board shall be executed in the name of the Corporation and/or the College by the President of the College or a person duly authorized by the President of the College.

ARTICLE IX

Amendments

This Code of By-Laws may be changed or amended and additional by-laws may be adopted at any regular or special meeting of the Board by a vote of two-thirds (2/3) of all of the members of the Board present, provided that notice of intention to change, amend, or add to the Code of By-Laws, in whole or in part, and the exact text of such change, amendment, or addition, shall have been given in the notice of the meeting.