



Southwestern Michigan College Board Policy - Bylaws – Article II Officers - Board of Trustees

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5/18/2020	5/18/2020	

SECTION 1. Qualification and Election

- A. The Trustees shall elect a Chairman, a Secretary, and a Treasurer as stated in the State Law. The Trustees may also choose to elect a Vice Chairman.
- B. The Officers shall be elected by the Board as prescribed by law. Each officer shall be elected by a majority of the Board. The term of each officer shall be for a period of two (2) years. Each officer shall perform the legal duties of the office and such other functions as designated by the Board of Trustees.

C. Vacancies

The Board of Trustees shall have the power to fill Board Officer vacancies and to appoint such other officers and agents as the Board may deem necessary for transaction of business of the Board.

SECTION 2. Responsibilities

A. Chairman of the Board

1. To preside at all meetings of the Board of Trustees.
2. To perform all duties prescribed by law and as directed by the Board of Trustees.
3. To call all special meetings in accordance with Article IV, Section 3.
4. To be an ex-officio member of all committees.
5. Shall have the general powers and duties of supervision and management usually vested in the office of Chairman of the Board of Trustees.
6. To sign documents as directed by the Board of Trustees.

B. Vice Chairman of the Board

1. The Vice Chairman of the Board of Trustees shall perform the duties of the Chairman and act in their behalf in the absence of the Chairman.
2. To sign documents as directed by the Board of Trustees.
3. To perform other functions as requested by the Board.

C. Secretary of the Board

The Secretary of the Board shall be responsible:

1. To keep records on all the meetings of the Board of Trustees.
2. To provide for the posting of all legal notices.

3. To sign documents as directed by the Board of Trustees.
4. To maintain all records of the Board.
5. To send each member of the Board prior to meetings, a copy of the minutes of the preceding Board meeting.
6. To notify Trustees of the Board of all meetings.
7. To perform all duties as prescribed by law including election procedures as outlined in 389.152.

D. Treasurer of the Board

The Treasurer of the Board shall be responsible:

1. To receive, safeguard, and make payment of funds as directed by the Board of Trustees.
2. To be responsible for financial records belonging to the Board and to maintain full and accurate accounts of all receipts and disbursements.
3. To report to the Board all transactions of funds as directed.
4. To sign other documents as directed by the Board of Trustees.

SECTION 3. Removal of Officers and Agents

Any officer may be removed from office for cause by vote of a majority of the members of the Board.

SECTION 4. Bonding of Officers and/or Agents

The Treasurer and such other officers or employees as shall handle money on behalf of the College shall first secure a suitable bond by a responsible bonding company. Such bonds or bond shall be paid for by the College.

SECTION 5. Indemnification

The College shall indemnify any Trustee or former Trustee of the College, against reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of any civil, criminal or administrative action, suit or proceeding in which he or she is made a party or with which he or she is threatened by reason of being or having been a Trustee or because of any act as Trustee, within the course of his or her duties, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of his or her duties. The College may also reimburse any present or former Trustee for the reasonable costs of settlement or judgment of any such action, suit or proceeding, if it shall be found by a majority of the Board of Trustees that it was in the interests of the College that such settlement be made and that such Trustee was not guilty of misconduct. The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian and conservator of any deceased or former Trustee who would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Trustee may be entitled.