



Pennsylvania Highlands Community College

Board of Trustees Bylaws

Amended October 21, 2025

ARTICLE I: LEGAL STATUS, OFFICES, AND FISCAL YEAR

Section 1. Legal Background and Sponsorship

The Pennsylvania Highlands Community College shall be operated and maintained under the provisions and principles established in the Pennsylvania Community College Act of 1963, as amended, with the County of Cambria, Pennsylvania, as its local sponsor.

Section 2. Registered Office

The main campus of Pennsylvania Highlands Community College is located at:

101 Community College Way
Johnstown, PA 15904

Section 3. Other Offices

The College may choose additional or alternate administrative and teaching locations as it deems appropriate.

Section 4. Fiscal Year

The fiscal year of the College shall begin on the first day of July in each year, and end on the last day of June in the subsequent year.

ARTICLE II: PURPOSE

The purpose of Pennsylvania Highlands Community College is to provide affordable, accessible, and quality educational opportunities to the residents of Cambria County and surrounding communities.

ARTICLE III: BOARD OF TRUSTEES

The College shall be governed by a Board of Trustees managed by a Chairperson.

Section 1. Powers and Duties

The affairs of the Pennsylvania Highlands Community College shall be administered and supervised by the Board of Trustees. Subject to any law and to any policies, standards, rules, and regulations adopted by the State Board of Education provided for community colleges, the Board shall, for the purpose of establishing, operating, and maintaining a community college, have the power and duty to:

- A. Adopt bylaws, articles of agreement, or policies to provide for the operation of the College.

- B. Approve the College's mission statement and strategic goals.
- C. Appoint, determine the salary and benefits of, and evaluate the College President by using Board determined goals and the President's job description.
- D. Approve the purchase or sale of land, buildings, or other property over a value determined by Board policy.
- E. Accept gifts of real and personal property and Federal, State, and local monies and grants.
- F. Review and approve any additions, deletions, or significant changes to any for-credit academic programs.
- G. Exercise academic program oversight to ensure academic quality and appropriate qualifications for graduation.
- H. Approve an annual budget for the operation of the College.
- I. Exercise fiscal oversight by reviewing monthly financial statements and annual financial audits conducted by third party experts.
- J. Approve annual tuition and fees of credit courses.
- K. Review and approve a long-term facilities master plan.
- L. Review and approve collective bargaining agreements that were negotiated by the President and the negotiation team.
- M. Exercise other powers and perform other duties that are necessary to carry out the Pennsylvania Community College Act.

Section 2. Standard of Care; Justifiable Reliance; Personal Liability of Trustees

- A. A Trustee shall stand in a fiduciary relation to the College and shall perform his or her duties as a Trustee, including duties as a member of any committee of the Board upon which the Trustee may serve, in good faith, in a manner the Trustee reasonably believes to be in the best interests of the College and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a Trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - (1) Employees of the College whom the Trustee reasonably believes to be reliable and competent in the matters presented.
 - (2) Counsel, public accountants, or other persons as to matters which the Trustee reasonably believes to be within the professional or expert competence of such person.
 - (3) A Committee of the Board upon which the Trustee does not serve.

A Trustee shall not be considered to be acting in good faith if the Trustee has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

- B. In discharging the duties of their respective positions, the Board, committees of the Board, and individual Trustees may, in considering the best interests of the College, consider the effects of any action upon employees, upon suppliers and customers of the College, and upon communities in which offices or other establishments of the College are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of Section A hereof.
- C. A Trustee shall not be personally liable, as such, for monetary damages of any action taken, or any failure to take any action unless:
 - (1) The Trustee has breached or failed to perform the duties of his or her office under this section; and
 - (2) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.
- D. Trustees shall serve without compensation except that they shall be reimbursed for their actual and necessary expenses incurred in the performance of their duties.

The College shall, in order to financially protect the private interests of the Trustees, hold Director and Officer Liability Insurance, at the cost of the College.

The provisions of this section shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute, or the liability of a Trustee for the payment of taxes pursuant to local, state, or federal law.

- E. A Trustee who is present at a meeting of the Board or of a committee of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the Trustee files a written dissent to the action with the Chairperson before the adjournment thereof or transmits the dissent in writing to the Chairperson immediately after the adjournment of the meeting. The right to dissent shall not apply to a Trustee who voted in favor of the action. Nothing in this section shall bar a Trustee from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the Trustee notifies the Chairperson in writing, of the asserted omission or inaccuracy.

Section 3. Qualifications and Selection of Trustees

Each Trustee shall be selected as the Commonwealth of Pennsylvania provides for in the Pennsylvania Community College Act and in accordance with the Plan for the Cambria County Area Community College dated June 21, 1993.

Section 4. Number and Terms of Trustees

- A. The Board of Trustees shall consist of twelve (12) persons from Cambria County, one Trustee from each additional county in which the College has a physical academic location, and one Student Trustee.

- B. The Cambria County Commissioners shall appoint twelve (12) Trustees from Cambria County to six-year terms. The Commissioners shall fill any vacancies on the Board for unexpired terms within two months of vacancy.
- C. The Board of Trustees will appoint the Trustees from the other counties in which the College has a physical academic location. These Trustees shall serve three-year terms and may be reappointed to that position by the Board of Trustees for additional terms. The Trustees shall fill any vacancies on the Board for unexpired terms within two months of vacancy.
- D. The President of the College's Student Senate shall serve as a voting member of the Board of Trustees as a Student Trustee. However, the Student Trustee will recuse himself/herself from executive sessions and will abstain from voting on any item discussed in executive session (e.g., contractual, litigation, and discipline). The Student Trustee's term shall begin each year after the student government elections and continue until a new Student Senate President is elected. The Student Trustee cannot serve as a Board officer and will serve on the Academic Affairs and Student Services Committee.
- E. No member of the Cambria County Board of Commissioners, their direct reports, or their immediate family members may serve as a Trustee of the College.

Section 5. Trustee Officer Positions

- A. The Board of Trustees shall have five officer positions: Chairperson, Vice-Chairperson, Secretary/Treasurer, Public Relations Officer, and one At-Large Officer.
- B. Election of Officers – Officers are elected every two years using the following process:
 - (1) At the second to last regularly scheduled Board of Trustees meeting of the calendar year (usually held in October), the Chairperson shall appoint a nominating committee made up of one or two Trustees who are not interested in running for an officer position. The Chairperson shall then open nominations to the entire Board of Trustees to identify candidates for officer positions for the next calendar year. Trustees must have served at least eleven months on the Board of Trustees in order to be nominated for an officer position. Trustees must have served a minimum of two years on the Board of Trustees in order to be nominated for Chairperson. Nominators should consider the time remaining in the term of any nominee before nominating them for an officer position that he/she may not be able to complete.
 - (2) This nominating committee shall gather nominations for officer positions from the Trustees and present the slate of candidates at the last regularly scheduled Executive Committee meeting of the calendar year (usually held in December).
 - (3) The Executive Committee shall create an action item to be included in the last regularly scheduled Board of Trustees meeting of the calendar year (usually held in December).
 - (4) At the last Board meeting of the calendar year (usually held in December), Trustees shall vote on the slate of officer candidates as described in the action

item. A majority vote of the Trustees, conducted by paper ballot, shall be required for election of Board officers. Trustees who cannot attend the meeting when the election is held are permitted to mail or e-mail their ballot to members of the nominating committee. Once all ballots are counted, a representative of the nominating committee shall declare the election results in the Board meeting for public record.

- (5) All elected officers shall take office, with full responsibilities, on the first of January of the following calendar year.
- (6) Officers shall serve a two-year term. All officers are eligible for election for up to four consecutive years of service in the same office.
- (7) Replacement of vacant officer positions, if they occur between elections shall require a majority vote of the Trustees.

Section 6. Duties of Officers

- A. The (Board) Chairperson shall preside at all Board meetings, shall act as Chairperson of the Executive Committee, and shall be deemed an ex-officio member of all other Board committees. The (Board) Chairperson shall have full voting power at all Board and committee meetings. The (Board) Chairperson shall appoint all Trustees to standing committees except the Chairperson of each committee. The (Board) Chairperson shall name the members and Chairperson of any special committee.
- B. The Vice-Chairperson shall act as Chairperson of the Academic Affairs and Student Services Committee and undertake the duties of the (Board) Chairperson whenever the (Board) Chairperson is absent.
- C. The Secretary/Treasurer shall act as the Chairperson of the Finance and Facilities Committee.
- D. The Public Relations Officer shall act as the Chairperson of the External Affairs Committee and shall serve, if invited, as a liaison to the Pennsylvania Highlands Community College Foundation Board of Directors.
- E. The At-Large Officer shall serve as the fifth Board representative on the Executive Committee, shall serve, if invited, as a liaison to the Pennsylvania Highlands Community College Foundation Board of Directors, and shall have designated responsibilities as assigned by the Chairperson.

Section 7. Committees of the Board

A. Standing Committees

- (1) Elected officers shall serve as the Chairpersons of each standing committee as defined in Article III, Section 6. The At-Large Officer will be assigned to a committee by the Chairperson.
- (2) The (Board) Chairperson shall appoint the remaining Trustees to one of the three standing committees at the first Board meeting of the calendar year. Committee

members will serve one year. The Student Trustee will serve on the Academic Affairs and Student Services Committee.

- (3) The (Board) Chairperson shall serve as ex-officio and voting member of all standing committees.
- (4) A majority of a standing committee membership shall constitute a quorum for the transaction of business.
- (5) Committee Chairpersons, or a designee, are responsible for reporting all actions and recommendations of their committee to the Executive Committee and to the full Board.

(6) Standing committee names and functions:

- a) Finance and Facilities Committee: This committee reviews and acts on recommendations made by the Finance and Facilities areas of the College. Typically, this Committee will review recommendations concerning:
 - o Additions, revisions, or deletions of any policies related to technology, safety, security, finance, and facilities areas of the College;
 - o Monthly financial statements;
 - o Any financial and facilities arrangements including leases, capital improvements, facilities master plans, and technology plans;
 - o Annual College budget including any changes to student tuition and fees for for-credit classes; and
 - o Annual financial audit of the College.

The President and the supervisor(s) of the Finance and Facilities areas will have a standing invitation to these committee meetings.

- b) Academic Affairs and Student Services Committee: This committee reviews and acts on recommendations made by the Academic Affairs and Student Services areas of the College. Typically, this Committee will review recommendations concerning:
 - o Additions, revisions, or deletions of any academic or student services related policies;
 - o Five-year program reviews;
 - o Additions, deletions, or significant changes to any for-credit academic program; and
 - o Academic program advisory committee membership

The President and the supervisor(s) of the Academic Affairs and Student Services areas will have a standing invitation to these committee meetings.

- c) External Affairs Committee: This committee reviews and acts on recommendations made by the External Affairs areas of the College. Typically, this Committee will review recommendations concerning:
- o Additions, revisions, or deletions of any external affairs related policies;
 - o Local, state, and federal advocacy;
 - o student recruitment strategies; and
 - o Public relations and marketing strategies.

College and/or Pennsylvania Highlands Community College Foundation representatives will report on planning and activities of the Foundation and alumni organization.

The College President and the supervisor(s) of the marketing, recruitment, Foundation, and government affairs areas will have a standing invitation to these committee meetings. The President of the Penn Highlands Foundation Board will be invited to attend all meetings.

- B. Special Committees – The (Board) Chairperson shall have the authority to appoint Trustees to serve as members of special committees. The (Board) Chairperson will serve as an ex-officio member of all special committees. Special committees shall have the same authority as that of a standing committee but shall be charged with completing a specific task (e.g., Presidential Search Committee) as defined by the (Board) Chairperson. All recommendations are reported to the Executive Committee and to the full Board.

C. Executive Committee

- (1) The Executive Committee shall be made up of the officers of the Board of Trustees.
- (2) A majority of the Executive Committee membership shall constitute a quorum for the transaction of business.
- (3) This committee reviews and acts on the recommendations made from standing or special committees and any additional recommendations related to:
 - a) Additions, revisions, or deletions of any policies not related to the purview of the other standing committees;
 - b) College personnel matters (e.g., contracts, collective bargaining agreements, grievances, performance related issues, and/or employee compensation);
 - c) Faculty applications for promotion and tenure;
 - d) The Board of Trustees' Bylaws;
 - e) College Strategic Planning; and

f) Appointment recommendations to the Board of Trustees.

(4) The Executive Committee will formulate all materials to be included in the final Board packet which will be delivered to the entire Board of Trustees for review and action at the next full Board meeting.

(5) The President and appropriate College employees shall be invited to attend these committee meetings.

Section 8. Place and Manner of Conduct of Meetings

A. Board meetings shall be scheduled at least six (6) times per year and at least one time in each quarter year. The meetings for all standing committees and the full Board shall take place at times, places, modality (in-person or virtually), and dates as determined by the Chairperson in consultation with the President. The Chairperson will establish the meeting calendar for each fiscal year by July 15 of the fiscal year.

B. The Chairperson shall preside at all meetings of the full Board. In the absence of the Chairperson, the Vice-Chairperson, Secretary/Treasurer, Public Relations Officer, or At-Large Officer, in that order, shall preside.

C. For each full Board meeting, the President shall, by directive and consultation of the Executive Committee, provide an agenda which will be distributed to the Board at least five calendar days before the full Board meeting.

D. The order of business at Board meetings shall be determined by the Board of Trustees but shall include, at a minimum, the following: call to order, roll call, approval of minutes, official business (action items), staff reports, Board member reports and comment period, public comment, executive session (if necessary) and adjournment.

E. A majority of the Trustees shall constitute a quorum for the transaction of business. The acts of the majority of the Board at a meeting shall be the acts of the Board.

F. Board meetings shall be operated according to Roberts Rules of Order. The vote on any given question shall be "yes", "no", or abstention, and the results shall be entered in the minutes of the Board. Each Trustee, including the Chairperson, shall record his/her vote on all matters submitted for action. Trustees should abstain on any vote where they have a conflict of interest.

G. The Board of Trustees shall abide by the Pennsylvania Sunshine Law.

(1) Notice of the regular, special or rescheduled meetings of the Board shall be advertised to the public according to the following schedule:

a) For regular meetings, public notice shall be given at least three (3) days before the meeting commences.

b) For special and rescheduled meetings, public notice shall be given at least twenty-four (24) hours before the meeting commences.

- c) For emergency meetings, there is no requirement for public notification if the purpose of Board meeting is to deal with a real or potential emergency.
 - d) Public notice is hereby defined as: (1) posting a notice of the place, date, and time of a meeting in the Richland Campus Board Room or at the public building in which the meeting is being held and (2) posting a notification in the local newspaper at least three (3) days before the scheduled meeting.
 - e) Notice of regular, special, and rescheduled meetings of the Board shall be given to each Trustee in person, by telephone, or in writing, at least three (3) days prior to the meeting.
- (2) All Board meetings shall be open to the public and recorded except where an exception is allowed in the Sunshine Law. At any committee or full Board meeting, the Board may call, by vote, for a private (closed) executive session where they may only discuss the employment, compensation, discipline, performance, or dismissal of specific employees of the College; collective bargaining; active or pending litigation; purchase or lease of property; information that is considered confidential under the law; matters of academic admission or standing; or public safety issues if disclosure of the information would reasonably jeopardize public safety or preparedness. The reason, in general, that executive session is being called must be declared and voted upon by the Board before entering into executive session and put into public record. Any official action must occur in the public session and recorded into the minutes of the meeting.
- (3) Trustees shall not meet, in groups that would constitute a quorum, outside of full Board meetings to discuss College business.
- (4) The Board shall abide by all other rules of the Pennsylvania Sunshine law.

Section 9. Attendance

- A. Board membership assumes understanding of the commitment necessary to the College's purpose and goals as reflected in active participation in Board activities. If a Trustee is no longer able to maintain participation, the Trustee is obligated to resign. Trustees are expected to attend all regular meetings of the Board and should notify the Chairperson and President in advance of any meeting they cannot attend.
- B. Trustees absent from three successive Committee or Board meetings in a calendar year (without prior contact to the Chairperson and President) are obligated to resign, except that under extenuating circumstances (such as extended illness) a Trustee may request a leave of absence for a designated period, to be granted in the sole discretion of the full Board by resolution.
- C. After three successive absences from Committee or Board meetings, the Chairperson will request a letter of resignation from the absent Trustee. Should the Trustee not submit a letter of resignation, then a resolution to the Cambria County Commissioners asking for the removal of the Trustee will be presented to the full Board for approval at the next available meeting.

Section 10. Special Board Meetings

Special meetings of the Board shall be held whenever called by the Chairperson or by five (5) or more Trustees. Calls for special meetings shall be made by email or by mail, shall be served by the Chairperson, and shall specify the purpose(s) of the special meeting.

Section 11. Conflict of Interest

Board autonomy is vital to exercising independent judgment in carrying out Board responsibilities of accountability, stewardship, and oversight and acting in the best interests of the College. Trustees must be sufficiently independent of any relationship that could interfere with the exercise of independent judgment. Trustees should have primary responsibility to the College and shall not allow political or other influence to interfere with governing Board duties. Trustees are subject to the Board's conflict of interest policy and should declare any conflict of interest when discussing College business.

Section 12. Removal of Trustee

The Board may declare vacant the office of a Trustee who has been judicially declared of unsound mind or who has been convicted of an offense punishable by imprisonment for a term of more than one (1) year or if, within sixty (60) days after notice of his or her selection, the Trustee does not accept the office either in writing or by attending a meeting of the Board or who has failed to attend meetings for reasons which are not acceptable to the Board in its sole discretion. The Chairperson shall promptly notify the President of any vacancies of the Board. Vacant Trustee positions will be replaced as noted in Article III Section 4.

Section 13. Resignation of Trustee

Any Trustee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein. If no time is specified, the resignation shall take effect from the time of its receipt by the Chairperson (or Vice-Chairperson if necessary) who shall accept such resignation, noting the day of its receipt. The accordant of a resignation shall not be necessary to make it elective. The Chairperson shall promptly notify the President of the resignation of any Trustee. Vacant Trustee positions will be replaced as noted in Article III Section 4.

Section 14. Self-Evaluation

To enhance its effectiveness in governance of the College, the Board of Trustees shall annually evaluate the performance of the Board of Trustees as a whole at the annual Board retreat or no later than July of each year. The Board shall agree on the procedures to be used in this evaluation.

Section 15. Expectations of Trustees

Individuals appointed to the Board of Trustees shall have a willingness to serve the College and the communities in which it serves. The expectations for Trustees include:

- A. Understanding and appreciating the mission and strategic goals of the College.
- B. Understanding and following the Board of Trustees' bylaws and policies.
- C. Supporting, mentoring, and advising the President who is the Chief Executive and Administrative Officer.
- D. Preparing for, attending, and conscientiously participating in Board meetings.
- E. Maintaining strict confidentiality about private College information.
- F. Recognizing potential conflicts of interest and recusing him/herself from discussions and official voting where a conflict of interest may occur.
- G. Ensuring financial oversight and management of the College.
- H. Providing oversight over academic and student services programming.
- I. Serving as an advocate and ambassador for the College.
- J. Attending College functions including commencement, fundraising, and advocacy events.

ARTICLE IV: Relationship Between the Board of Trustees and the President

- A. The Board of Trustees shall appoint and evaluate the President who shall be the Chief Executive and Administrative Officer of the College and shall perform all duties as prescribed by the Board of Trustees.
- B. The Board of Trustees will determine the compensation (salary and benefits) of the President.
- C. The President shall be invited to attend all meetings of the full Board and its committees and shall be heard on all matters before them unless otherwise exempted from private Board discussions. The President shall have no vote on any matter. The President shall appoint another member of his/her Cabinet to act on behalf of the President if the President is unable to attend meetings.
- D. Except as otherwise provided herein or by Board policy, the President shall sign all contracts, documents, or records in the name of the College.

ARTICLE V: Amendments to Bylaws

The bylaws may be amended or repealed at a regular or special meeting of the Board. Copies of any proposed amendments shall be mailed or emailed to each Trustee at least five (5) calendar days before it is voted upon, together with a statement of the name of the introducer and the meeting at which it is to be acted upon. Any proposed amendments must be adopted by a two thirds majority vote of the Board of Trustees.