

# BYLAWS OF APT COLLEGE

## ARTICLE I

### **Election and Oversight of the Governing Board**

**Section 1.1 Governing Board, General Oversight, Number, and Term of Office.** APT College (the “College”) oversight shall be exercised by or under the direction of a Governing Board of Trustees of no less than seven (7) members. The Governing Board members (“Board”) shall have and exercise oversight prescribed by law and shall have the authority to carry out all lawful functions that are permitted by these Bylaws. The Board shall exercise oversight as set forth in these Bylaws and in such other policy documents it deems to be appropriate. Except as limited by these Bylaws or by law, the Board may delegate to its committees, to one or more of its members, to the President or other officer or agent of the College, the authority to take all actions necessary or appropriate to implement any formal action of the Board. These Bylaws and other Board policy statements shall take precedence over all other institutional statements, documents, and policies.

- (a) With respect to an individual who is at the time serving as Chair of the Board, the four-year term limit shall not apply, and such person shall instead continue to serve as a Trustee for a period which extends beyond such term limits and which expires upon the date on which such person is no longer serving as Chair of the Board.

**Section 1.2 Board - Specific Powers.** Without limitation to its general oversight, the Board shall have and exercise the following specific powers:

- (a) To appoint and dismiss the President of the College, any member of the faculty, and any or all other officers of the College, and to define their compensation and terms of office and/or employment, all in accordance with and subject to the further provisions of these Bylaws.
- (b) To approve the annual budget of the College; authorize and direct all expenditures involved in the operation of the College; authorize any debt financing and approve the securitization of loans; authorize the purchase, sale and management of land, buildings and major equipment; authorize the construction of new buildings and major renovations of existing buildings; and establish policies affecting all institutional assets, including investments and the physical campus.
- (c) To provide oversight of the general curriculum to be pursued in the College, and to establish the necessary rules and regulations for the government and direction of the officers, faculty, employees and students of the College.
- (d) To approve College policies on faculty appointment and dismissal, as well as personnel policies for all categories of employees.

**Section 1.3**

**Other Board Status.**

- a) Chair-Elect. In the event that the Chair of the Board will not be seeking re-appointment at the end of his or her term, the Board may select a Chair-elect, by a majority vote, in the year previous to the end of the current Chair's term. The Chair-elect does not hold the authority or responsibility of the Board Chair.

**Section 1.4**

**Delegation in Emergency Situations.** Without limiting any other power of the Governing Board, the Board may, in an emergency situation, delegate to any person the Board's authority to exert jurisdiction over and take action with regard to any student or students of APT College. Such delegation may be made at the time of or in advance of an emergency situation. The conditions for the declaration of an emergency situation and the conditions for the exercise of the Board's authority may be established by the Board by regulations adopted for that purpose, or the power to make such determinations may be delegated by the Board to the person who has been granted the Board's authority under this section.

## ARTICLE II

### **Officers and their Duties**

#### **Section 2.1** Officers and Committees Governing Board.

- (a) The officers of the Governing Board are appointed at the annual meeting by affirmative vote of the majority of the Board then in office. A majority for all actions is fifty percent (50%) of the Trustees, plus one (1). The officers shall consist of a Chair; a Secretary and one or more Assistant Secretaries, each of whom are a member of the Board. Vacancies may be filled in the same manner at any meeting of the Board.
- (b) The term of office of the Chair of the Board shall be four years with eligibility for reappointment, or until such person ceases to be a Board member, whichever occurs first. The term of office of the other officers of the Board shall be one year with eligibility for reappointment.
- (c) All committees of the Governing Board are subordinate to the control of the Board. At least two members of the Board shall serve on each Board committee which exercises the oversight of the Board, and only Board members shall serve on those committees as voting members. The Chair of the Board shall be a voting member of committees to which they are specifically named and may attend any other committee meetings and participate therein as non-voting members.
- (d) **Standing Committees.** The standing committees of the Governing Board shall consist of:
  - Executive Committee;
  - Educational Quality Committee; and
  - Finance Committee;The Governing Board, by a vote of the majority of the members of the Board then in office, may establish additional standing committees.

The Chairs and members of all standing committees shall be nominated by the Chair of the Board, and elected at the annual meeting of the Board by affirmative vote of a majority of Board members then in office. The Chairs of all standing committees shall be Board members. The term of office of each Chair shall be three years with eligibility for reappointment, or until such person ceases to be a Board member, whichever occurs first. Except as otherwise provided by these Bylaws (or, where applicable, by the resolution establishing a standing committee), the other members of each standing committee shall be Board members and shall serve a term of one year with eligibility for reappointment. A vacancy on a standing committee may be filled in the same manner as an appointment to that committee, at any meeting of the Board, with the new committee member to serve the unexpired portion of the term.

- (e) **Special Committees.** The Board of Trustees, by a vote of the majority of the Trustees then in office, may from time to time establish special committees for the oversight of particular duties.

The Chairs and members of a special committee shall be nominated by the Chair of the Board, and elected at the annual meeting of the Board by affirmative vote of a majority of Board members then in office. The Chair of the special committee shall be Board members. The term of office of the Chair shall be three years with eligibility for reappointment, or until such person ceases to be a Board member, whichever occurs first. Except as otherwise provided by these Bylaws (or, where applicable, by the resolution establishing a special committee), the other members of the special committee shall be Board members and shall serve a term of one year with eligibility for reappointment. A vacancy on a special committee may be filled in the same manner as an appointment to that committee, at any meeting of the Board, with the new committee member to serve the unexpired portion of the term.

- (f) No committee of the Governing Board may have authority over any of the following matters:
  - (1) To elect or remove members of the Governing Board or to fill vacancies therein, or to appoint members of any committee which has the authority of the Board.
  - (2) To adopt, amend or repeal Bylaws.
  - (3) To establish new committees of the Board.
  - (4) To declare a state of financial exigency.
  - (5) To determine the general policies of the College.
  - (6) To appoint, replace, dismiss, or accept the resignation of the President of the College.
  - (7) To dispose of campus property.
  - (8) To appoint or promote faculty members to full professorship, or for an indefinite period.
- (g) To give final approval to the annual budget. There may be added to any committee of the Governing Board, members who are not Board members who shall have the same right to attend and to speak at committee meetings as Board members but, except as otherwise provided herein, who shall not have the right to vote. Such non--voting committee members shall not be included in determining the number of members of a committee or the number present for the purpose of a quorum. A quorum is a majority of voting members, plus one (1).

**Section 2.2** **Chair of the Board.** The Chair of the Board shall have the general oversight of the Board and shall perform such other duties as may be prescribed by the

Governing Board or the Executive Committee. The Chair of the Governing Board shall act as Chair at all meetings of the Board and its Executive Committee and vote at any such meeting at his/her discretion. He/she shall, together with the President of the College or other officer designated by the Board or the Executive Committee to act in the President's absence or inability to act, sign all diplomas and certificates of degree.

**Section 2.3** **Secretary.** The Secretary of the Governing Board shall ensure that these Bylaws, Board policy statements and other official records are properly maintained, and that minutes of meetings of the Board and its Executive Committee are accurate and distributed to all members of the Board prior to the next meeting of the Board. The Secretary shall transmit to each member of the Board the agenda of the meetings of the Board and of the Executive Committee if so directed by the Chair of the Board, together with copies of the reports to be presented.

**Section 2.4** **Executive Committee: Membership (at least 3 Governing Board members).** The Executive Committee of the Board of Trustees shall consist of the Chair of the Governing Board, and the Chairs of the Educational Quality Committee and the Financial Committee. The President of the College, the Vice President of Academic Affairs, and the Vice President of Administrative and Financial Affairs will serve as ex-officio members. The role of the executive committee is to establish the Board agendas and special committees as needed.

**Section 2.5** **Educational Quality Committee (3 Governing Board members).** The Educational Quality Committee of the Governing Board oversees the general instructional program of the College. The committee keeps itself informed regarding the educational work, academic organization, assessment and outcomes, and admission and financial aid policies of the College. The committee considers and makes recommendations to the Board on the appointment and promotion of members of the faculty.

The committee's actions and decisions shall be subject to review and action by the Executive Committee or the Governing Board, provided, however, that the Board may at any time direct that reports and actions of the committee be submitted directly to the Board for final action. The committee shall make such recommendations to the Board or the Executive Committee as it may deem advisable.

The committee shall have no less than three Board members. The committee shall also include one member of the faculty recommended by the President of the College, and, in each case, approved by the Chair of the committee. The faculty member shall be a voting member of the committee except in matters of personnel and compensation. The Vice President for Academic Affairs shall serve as some ex-officio, non-voting member. Two Board members shall constitute a quorum. Action shall require the affirmative votes of a majority of those members who are present and voting or, if greater, two votes.

**Section 2.6** **Finance Committee (3 Governing Board members).** The Finance Committee has oversight of all real estate or other property held by the College, or for specific use, aside from the property maintained as campus, buildings, or equipment. The committee considers proposals of the President of the College concerning the annual budget and establishes procedures for operation under the budget as reviewed by the Governing Board. The committee makes periodic reviews of the financial position of the College and makes its recommendations to the Board or the Executive Committee. Copies of any proposed budget shall be provided to each member of the Board before the meeting at which the budget is to be reviewed. The committee shall be consulted on any plan under consideration by any other committee that could have significant financial consequences for the College.

The committee shall have no less than three Board members. The Executive Vice President of Administrative and Financial Affairs of the College shall serve as some ex-officio, non-voting member. Two Board members shall constitute a quorum. Action shall require the affirmative votes of a majority of those members who are present and voting or, if greater, two votes.

**Section 2.7** **Minutes.** Minutes shall be taken of each committee meeting of the Governing Board. The minutes shall be distributed to all members of the Board prior to the next meeting of the Board.

**Section 2.8** **Indemnity of Board Members, Officers, Administrators, and Faculty.** The College shall, and hereby does, to the maximum extent permitted by law, indemnify each of its current and former Board members, officers, and members of any committee of the Board, and each current and former officer, administrator and faculty member of the College, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the College, and shall advance to such person expenses incurred in defending any such proceeding to the maximum extent permitted by law. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the College, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under law.

**Section 2.9** **Conflicts of Interest.** Any conflict of interest on the part of any Board member or officer (including by reason of a financial or other interest of a relative of the Board member or officer) shall be disclosed by the Board member or officer in writing to the Executive Committee of the Governing Board and the President of the College at least annually and made a matter of record. When any such interest becomes relevant to any subject requiring action by the Board, any of its duly constituted committees, or the administration, the Board member or officer having a conflict shall report it in writing to the Executive Committee of the Governing Board and the President of the College. The Board member or officer shall not be present for, and shall not participate in, the discussion of the subject or make any recommendations regarding the subject in which the Board

member or officer has a conflict of interest, shall not use personal influence, and shall not be counted in determining any quorum for any meeting for the purpose of voting on the subject. However, any Board member or officer who is excluded from participating or making recommendations because of such conflict of interest will briefly state the nature of the conflict and will be encouraged to answer pertinent questions of the President or other Board members when the Board member's or officer's knowledge of the subject will assist the Board, its committees or the administration. The minutes of any meeting attended by the interested Board member or officer at which the subject is discussed shall reflect that a disclosure was made, that the interested Board member or officer abstained from, and absented himself or herself during, discussion and voting except to the extent provided above, and that the Board member or officer was not counted in determining any necessary quorum for dealing with the subject on which the conflict exists.

## ARTICLE III

### Meetings of Trustees

- Section 3.1** **Place of Meeting.** All meetings of the Governing Board and of its Executive Committee shall be held at Carlsbad, California, or at such other place as the Board or the Executive Committee may determine.
- Section 3.2** **Regular Meetings.** The Governing Board shall hold not less than four regular meetings during each academic year at such times as the Board or its Executive Committee may determine.
- Section 3.3** **Annual Meeting.** The meeting held near the Spring of the College academic year or such other meeting as shall be annually directed by the Executive Committee or the Board shall be known as the annual meeting.
- Section 3.4** **Special Meetings.** The Chair of the Governing Board, or (in the event of the incapacity of the Chair) any five members of the Board may call a special meeting of said Board.
- Section 3.5** **Attendance.** Any officer, faculty member, or employee may be requested by the Governing Board or its committees to attend any meeting of the Board or its committees.
- Section 3.6** **Notices.** Notice of the time and place of meetings shall be given to each Governing Board member by one of the following methods:
- (a) By personal delivery of written notice;
  - (b) By first class mail, postage prepaid;
  - (c) By telephone communication, either directly to the Board member or to a person at the Board member's office who would reasonably be expected to communicate such notice promptly to the Board member;
  - (d) By telecopy; or
  - (e) By electronic mail.

All such notices shall be given or sent to the Board member's mailing address, telephone number, telecopy number or electronic mail address as shown on the records of appointment. Notices sent by first class mail shall be deposited into a United States mailbox at least six days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, telecopy or electronic mail shall be delivered at least forty-eight hours before the time set for the meeting.

Notices shall state the time and place for the meeting. A notice of the time and place at which an adjourned meeting will be continued need not be given unless the meeting is adjourned for more than twenty-four hours, in which case notice of the time and place shall be given prior to continuing with the adjourned meeting to all Board members not present at the time of adjournment.



**Section 3.7** **Quorum.** Majority Board members, plus one (1) shall constitute a quorum for the transaction of business.

**Section 3.8** **Action by the Board.** An act of a majority of the required quorum present and voting at a duly called meeting shall be an act of the Board except as may be provided by law or by these Bylaws. Any meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Board members, provided that any action taken is approved by at least the majority of the required quorum or so much greater number as may be required by law or these Bylaws. A majority of the voting Board members present, whether or not constituting a quorum, may adjourn any meeting to another time and place, provided that if the meeting is adjourned for more than twenty-four hours, notice of the time and place at which the meeting will be continued shall be given prior to continuing with the adjourned meeting to all Board members not present at the time of adjournment.

**Section 3.9** **Meeting by Telephone.** Meetings of the Governing Board may be conducted in whole or part by telephone or video conference so long as all Board members participating in the meeting can hear one another.

**Section 3.10** **Action Without Meeting.** Any action required or permitted to be taken by the Board may be taken without a formal meeting so long as a written consent setting forth the action so taken and signed by all members of the Board is filed with the minutes of the proceedings of the Board.

**Section 3.11** **Committee Activities.** The provisions of these Bylaws relating to meetings and actions of the Governing Board and of Section 5211 of the California Corporation Law shall apply to meetings and actions of any committee of the Governing Board to which any responsibility of the Board has been delegated or that is otherwise exercising any authority of the Board; by this shall be read by replacing "Board" or the "Governing Board" with "committee" and by replacing "Board member(s)" with "committee member(s)." Notwithstanding the foregoing, except when taking action in which a committee is carrying out any responsibility or otherwise exercising the authority of the Governing Board, a committee may conduct its activities, without a formal meeting, through communications among members by means such as telephone, letter, facsimile and electronic mail, as follows:

Without a formal meeting, a committee may take such actions that do not exercise the authority of the Board and do not bind the Board, such as making recommendations or nominations for consideration by the Board, so long as all members of the committee have received notice of the proposed action and the Chair of the committee has then received written consent to the action from no less than a majority of the voting members of the committee and the minimum number of members required to constitute a quorum of that committee. This written consent may be transmitted by letter, facsimile or electronic mail.

## ARTICLE IV

### **Officers of the College**

- Section 4.1** **Officers of the College.** The regular officers of the College shall consist of a President, Executive Vice President of Administrative and Financial Affairs, Executive Vice President of Student Services, and Vice President for Academic Affairs. Except for the President, one individual may hold any two of these offices. The Board may from time to time appoint certain other vice presidents, determine their term of office, and define their duties and responsibilities. All officers serve at the pleasure of the Board and may be dismissed by affirmative vote of the majority of the Governing Board.
- Section 4.2** **President of the College. Term of Office.** The President of the College shall be evaluated and elected by the Board and his/her term of office shall be determined by the Board. During the President's term of office, he/she shall hold full professorial rank in the faculty. The election of the President shall take place at any regular meeting of the Board, or special meeting called for that purpose, and an affirmative vote of the majority of the Board members then in office shall be necessary to elect the President.
- Section 4.3** **Duties of the President.** The President of the College shall have general oversight of the College instruction and discipline. The President shall ordinarily preside at the public and general meetings of the College. The President shall preside and vote at his/her discretion in the meetings of the faculty and shall nominate to the faculty the members of the various regular committees of the faculty, on each of which the President shall be an advisory member. The President shall have general oversight of all salaried officers of the College, including those employed in association with other institutions insofar as their service concerns APT College. He/she shall have general oversight of the physical property of the College. The President shall keep the Governing Board fully informed of the regulations adopted and of the entire development of the College. He/she shall also present to the Governing Board an annual report of the general condition of the College with such comments and suggestions as he/she deems to be in the College's interests. The President shall have the authority to sign all diplomas and certificates of degree and all corporate documents, contracts and reports, and such other authority as may be given to him/her in these Bylaws.
- Section 4.4** **Acting President.** In the prolonged absence of the President of the College or in the case of his/her inability to act, the Governing Board shall appoint an Acting President who shall perform during the absence or inability of the President, the duties of the President of the College as laid down in these Bylaws.
- Section 4.5** **Vice President for Academic Affairs.** The Vice President for Academic Affairs shall be appointed by the Board on the nomination of the President of the College, and next to the President shall be the ranking officer of the faculty. The VP for Academic Affairs shall hold full professorial rank in the faculty during his/her term of office. In the case of the absence or inability of the President,

he/she shall serve as Acting President unless an Acting President has been appointed by the Board. The VP for Academic Affairs shall be responsible to the President. He/she shall maintain general oversight of the curriculum of the College and coordinate the work of the faculty and its departments. There may be associate or assistant deans appointed by the President to assist the VP for Academic Affairs of the College. Such associate or assistant deans may be members of the faculty if their training and experience warrant.

**Section 4.6** **Vice President of Student Services.** The Executive Vice President of Student Services shall be appointed by the Board on the nomination of the President of the College. He/she shall be directly responsible to the President for the general oversight of student affairs. The Executive Vice President of Student Services shall be a voting member of the faculty during his/her term of office. There may be associate or assistant deans appointed by the President to assist the Dean of Students. Such associate or assistant deans shall have, under the direction of the President of the College and the Executive Vice President of Student Services, general supervision of the activities of all students and their relations to the institution. Such associate or assistant deans may be members of the faculty if their training and experience warrant.

**Section 4.7** **Vice President of Administration and Fiscal Affairs.** The Executive Vice President of Administration and Fiscal Affairs shall be appointed by the Board on the nomination of the President of the College. He/she shall be directly responsible to the President for the administrative and financial affairs of the College.

## ARTICLE V

### **Composition and Duties of the Faculty**

#### **Section 5.1 The Faculty.**

- (a) APT College faculty shall consist of two full time faculty members at minimum and of part time faculty members (Adjunct Faculty) with appropriate qualifications to teach college level courses. Faculty members are subject matter experts of the courses they teach and are involved into the development and review of instructional materials whenever it is deemed necessary.
- (b) Faculty members report to the Assistant Vice President for Academic Affairs, who in turn reports to the VP for Academic Affairs.
- (c) The faculty is responsible for planning, administering, and delivering course curriculum for any type of delivery in support of APT College's Associate of Applied Science degree programs and Professional Certificate programs and objectives and learning outcomes thereof.

#### **Section 5.3 Government.**

- (a) The Government and direction of the College shall be lodged in the Board who will work in concert with the administration of the College, and shall delegate to the President of the College and his/her administrative officers the authority to make and enforce all necessary regulations for the internal governance of the institution and shall direct and be responsible for the use of its equipment. The VP for Academic Affairs, under the direction of the President of the College, shall determine, subject to revision and approval by the Governing Board, the courses of study, the times and modes of examination and the general method of instruction and discipline. The faculty shall maintain such rules for its general procedures as shall not conflict with these Bylaws.
- (b) The faculty may hold meetings to consider and advise on all questions pertaining to the order and interests and instruction of the College. All members of the faculty are expected to attend these meetings. The President of the College or, in his/her absence, the VP for Academic Affairs, may call a special meeting at his/her discretion.
- (c) The President or, in his/her absence, the VP for Academic Affairs, shall preside at meetings of the faculty.
- (d) It shall be the duty of the faculty to keep a fair and accurate record of its proceedings and submit the same to the Governing Board when requested. No action of the faculty shall be deemed valid unless formally voted and recorded.

## ARTICLE VI

### Amendments

**Section 6.1** These Bylaws may be amended at any meeting of the Governing Board by a two-thirds vote of those present, notice of the proposal of an amendment having been given in the call for the meeting.

## ARTICLE VII

**Section 7.1** **Non-Discrimination Policy.** APT College complies with all applicable state and federal civil rights laws prohibiting discrimination in education and the workplace. This policy of non-discrimination covers admission, access, and service in APT College programs and activities, as well as hiring, promotion, compensation, benefits, and all other terms and conditions of employment at APT College.