

**MASSACHUSETTS BAY COMMUNITY COLLEGE
BOARD OF TRUSTEES'
BY-LAWS (January 2020)**

A. COMPOSITION OF THE BOARD OF TRUSTEES

1. The composition, functions, duties, responsibilities and authority of the Board of Trustees, hereinafter referred to as the Board, shall be provided and authorized by the laws of the Commonwealth of Massachusetts as are in effect from time to time.
2. The Board of Trustees shall consist of ELEVEN (11) members, ten (10) of whom shall be appointed by the Governor of the Commonwealth of Massachusetts, including one (1) of whom shall be an alumnus of the College; and one (1) of whom shall be elected thereto by the Alumni Association. One member of the Board shall be a full-time undergraduate student. The student member shall be elected by the student body annually no later than May 15.
3. Trustees appointed by the Governor shall normally serve for five year terms, and shall be staggered in their appointment. Trustees may be appointed for two consecutive terms.
4. A Student Trustee's term commences on July 1 following their election and terminates on June 30 of the following year.
5. The Board of Trustees shall include a non-voting member representing the vocational-technical school(s) in the region.

B. DUTIES AND RESPONSIBILITIES OF THE BOARD

1. To adopt and periodically review a College Mission Statement, in collaboration with the Board of Higher Education, which clarifies the basic educational beliefs and responsibilities of the College to the community it serves.
2. To consult with the President and to formulate policies on matters relating to long-range planning for the College.
3. To consult with the President on policies relating to organizational structure.
4. To delegate authority to the President, as the education and administrative head of the College, to exercise general supervision over all the affairs of the institution, and to bring such matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its policy-making responsibilities.
5. To consult with the President, and to consider and take action on program recommendations for inclusion in the educational program of the College.

6. To receive and approve all monthly financial reports and engage an annual audit of the finances of the College.
7. To cause to be prepared and submitted to the Board of Higher Education estimates of maintenance and capital outlay budgets.
8. Upon recommendation of the President, to transfer funds within the various College Trust Funds, and among subsidiary accounts allocated to the College by the Board of Higher Education.
9. Upon recommendation of the President, to approve all fees and establish Continuing Education tuition at the College.
10. To annually evaluate the performance of the President and to make appropriate recommendations regarding the reappointment and compensation of the President to the Board of Higher Education.
11. Conduct a presidential search, including contracting with a search firm if the search is to be managed by a contractor.

C. ORGANIZATION OF THE BOARD

1. Officers of the Board: The Board shall have the following officers: Chairperson, Vice Chairperson and Secretary. Each officer shall perform the duties of the office and such other functions as designated by the Board pursuant to these By-Laws.
2. The Chairperson shall be appointed by the Governor.
3. The Vice Chairperson shall be elected, as prescribed by these By-Laws, by the Trustees at their annual meeting in May. The Vice Chairperson shall be elected by a majority of the members of the Board. The Vice Chairperson's term shall be for a period of one year (September 1 – August 31).
4. The President shall serve as Secretary of the Board.

D. DUTIES OF OFFICERS

1. The Chairperson of the Board shall preside at all meetings of the Board, calling special meetings as needed, and serving as ex officio member of any committees established by the Board. The Chairperson shall sign all legal documents as authorized the Board.
2. The Vice-Chairperson of the Board shall perform the duties of the Chairperson in the absence of the Chairperson. He/she shall also serve as Chairperson of the

Finance, Compliance, Personnel and Audit Committee and perform other functions as designated by the Board.

3. The Secretary of the Board shall notify members of the Board of all meetings, prepare agendas, arrange for the recording and distribution of minutes, and maintain appropriate records and files of Board documents and proceedings.

E. REMOVAL OF OFFICERS

Other than the Chairperson, officers of the Board may be removed from office by a majority vote of the members of the Board.

F. REIMBURSEMENTS

No member of the Board shall receive compensation for any services rendered. Appropriate expenses of Trustees incurred in the performance of their duties and responsibilities will be reimbursed when the expenses are properly documented and approved by the Chairperson of the Board.

G. MEETINGS OF THE BOARD

1. All Board meetings and subcommittee meetings shall be conducted in conformity with the Commonwealth of Massachusetts' Open Meeting Law. A meeting is defined as deliberation of a public body with respect to any matter within the body's jurisdiction. Deliberation occurs when there is either oral or written communication between or among a quorum of the Board on any public business within its jurisdiction. Under limited circumstances, and as governed by Section G(9) of these bylaws, the Board may deliberate in executive session.
2. Regular meeting dates of the Board shall be established at the May meeting by the Board of Trustees. Insofar as possible, the regular meetings of the Board shall be held on a Tuesday of each month.
3. Special meetings of the Board may be called by the Chairperson or by a request from a majority of the Trustees given in writing to the Chairperson, with a copy to the Secretary, specifying the purpose of the meetings.
4. The agenda for each regular meeting of the Board shall be given to each Trustee at least seven (7) days prior to the date fixed for the meetings. Suggested items from the Trustees to be included in the agenda for regular meetings shall be submitted to the Chairperson at least ten (10) days in advance of the meeting.
5. Items brought to the Board by others shall be referred to the appropriate Board Committee before Board consideration.

6. Quorum: In order to deliberate at a Board meeting, a quorum of the Board must be physically present. The number of Trustees necessary to constitute a quorum for deliberation is six (6). No action is valid unless voted at a meeting of the Board, having constituted a quorum, by a majority vote of the members of the Board present at such a meeting. A meeting with less than a quorum may be adjourned to a future date.
7. Adjourned Meetings: Any meetings of the Board may be adjourned to a specific future time and place. Only items on the agenda of the meeting adjourned may be deliberated and acted upon at a subsequently scheduled meeting unless new Agenda items are identified in the posting of the meeting in accordance with the Board By-Laws.
8. Executive Session: An executive session may be held if a quorum of the Board has first met in open session and a majority of the members have so voted. Each Trustee's vote shall be recorded on roll call and entered into the minutes. The Chairperson must state the purpose of the executive session and whether the Board intends to re-convene in open session following the executive session.
9. Transactions of Business: The Board shall transact all business at official meetings of the Board. No member shall have power to act in the name of the Board outside meetings. The Board may authorize the Chairperson to act for the Board by majority vote at a regular scheduled meeting.
10. Rules of Order: Unless otherwise specified, the latest edition of Robert's Rules of Order shall govern the Board insofar as the rules are compatible with these By-Laws and the laws of the Commonwealth of Massachusetts.
11. If a member is absent from four regular meetings in any academic year, exclusive of July and August, that person's membership on the Board shall terminate and a vacancy shall be deemed to exist. The Chairperson shall forthwith notify the Governor when any vacancy exists.

H. REMOTE PARTICIPATION

In accordance with the Open Meeting Law and its regulations, the Board may permit remote participation by Trustees in Board meetings and committee meetings by a simple majority vote.

The Board may revoke its decision to permit remote participation in the same manner. If remote participation has been permitted by the Board, a Trustee shall be permitted to participate remotely in a meeting in accordance with the following procedures.

A Trustee may participate in a meeting by “remote means,” as those are described herein, if physical attendance by said Trustee would be unreasonably difficult, if there is a quorum physically present at the meeting, and if said Trustee satisfies the other requirements set forth in this Section H. A Trustee who participates remotely may vote and shall not be deemed absent from the meeting, but may not be counted when determining a quorum.

1. A Trustee who desires to participate remotely shall notify the Chairperson, or the person chairing the meeting, with reasonable notice before such meeting, of his or her desire to participate remotely, the means for doing so, and the reasons therefor. The Chairperson, or the person chairing the meeting, shall determine whether the reasons constitute unreasonable difficulty, it being understood that physical presence is the preferred course. The Chairperson, or the person chairing the meeting, has the discretion to set reasonable limits on the number of Trustees who may participate remotely in a meeting.
2. At the start of the meeting, the Chairperson, or the person chairing the meeting, shall announce the name of any Trustee who is participating remotely and the reason for his or her remote participation. This information shall be recorded in the meeting minutes.
3. A Trustee who participates remotely may also participate in an Executive Session, provided that he or she affirms at the start of such session that no other person is present or able to hear the discussion at the remote location.
4. All votes taken in any meeting in which a Trustee participates remotely shall be by roll call vote.
5. “Remote means” as set forth in this Section means to use a telephone or other technology in a manner to insure that the remote participant and the physical quorum are clearly identifiable and audible to each other. If a remote participant is disconnected during the course of a meeting, that fact and the time of the disconnection shall be recorded in the minutes. The Chairperson, or the person chairing the meeting, may impose reasonable conditions on remote participation to insure that it does not interfere with the orderly process of the meeting.

6. Any expense associated with remote participation may be charged to the Trustee seeking such participation.
7. In the same manner as those Trustees physically present at a meeting, a Trustee participating remotely shall be provided with copies of all documents or exhibits that the Chairperson, or the person chairing the meeting, reasonably anticipates will be used during the meeting.

I. MEETING MINUTES

1. Meeting Minutes of the Board's previous meeting shall be prepared by the Secretary and mailed, or delivered, to the members at least 48 hours before the time of the next regular meeting.
2. The minutes of the preceding meeting shall be approved by the Board and signed by the Chairperson and the Secretary.
3. All motions shall be duly recorded. The names of those who make motions and the vote shall also be recorded.
4. The official minutes shall be kept in the President's office at the College.
5. The official minutes of the Board shall be available to the public in accordance with the laws of the Commonwealth of Massachusetts.

J. COMMITTEES OF THE BOARD

1. Standing Committees: There shall be three (3) Standing Committees established by the Board. The Chairperson will serve in an ex officio capacity on each committee.
 - a. Finance, Compliance, Personnel and Audit Committee: This Committee will be chaired by the Vice-Chairperson of the Board. All budgetary matters, including budget transfers, spending and capital and state maintenance budgets, and special fund budgets will be submitted to this Committee for their review prior to action by the full Board. This Committee will also review any personnel actions recommended to the Board, as well as any major personnel reorganizations planned by the President.
 - b. Student Success and Academic Affairs Committee. The committee will review and consult on all academic plans, initiatives and instructional programs that affect student admissions, retention, development and success. This includes but is not limited to accreditation, the addition or

deactivation of academic programs, changes in physical facilities that affect academic excellence or student success, and other academic affairs or student success actions that may require action by the Board of Trustees or for which Massachusetts Department of Higher Education funding or approval may be required.

- c. By-Laws Committee: This Committee will periodically review the By-Laws as directed by the Chairperson. The Committee will bring any recommendations to the Board for approval.
2. Ad Hoc Committees: The Board shall authorize such ad hoc committees as it deems necessary. An ad hoc committee shall report recommendations to the Board for appropriate action and shall be dissolved when its report is received by the Board.
3. Membership of Committees: Membership on standing and ad hoc committees shall be by appointment of the Chairperson. Subsequent appointments may be made by the Chairperson as necessary.

K. BOARD WORKSHOPS

At the discretion of the Chairperson of the Board of Trustees and President, appropriate orientation/seminar(s) may be established for both new and existing Trustees. Such programs shall be planned in collaboration with the Department of Higher Education's Office of Trustee Relations.

L. PRESIDENT OF THE COLLEGE

1. As the Chief Executive Officer of the College, the President has the authority to administer policies and procedures for the governance of the College operation as promulgated by the Trustees, to manage and direct the affairs of the College, and to perform such duties as are incident to that authority to include the following: approval and signature by the President, or his/her designee of all official correspondence and documents related to the operation of the College, including, but not limited to, payrolls, warrants, personnel action forms, invoices, batch transmittals, purchase orders, out-of-state travel requests and returns of advances, transfers among subsidiary accounts, allotments, contracts, leases, trust funds, payments to and agreements with consultants, certifications, bank authorizations, employee annuity agreements, and any and all forms or other legal documents required by a federal, state, or municipal agency.
2. Personnel Actions: In accordance with a delegation of authority from the Board, the President is authorized to take all personnel actions with respect to all employees at the College. Personnel actions taken by the President at the level of

director or above will be reported to the Board of Trustees at its next regular meeting. Other personnel actions will be reported to the Board at the President's discretion.

3. Annual Report: The President shall prepare an Annual Report for the Board of Trustees which discusses the various activities that have been completed and/or are currently in progress at the College. This report shall be available to the Board of Trustees by the second meeting of each year, following the year reviewed. To the extent permitted under the laws of the Commonwealth of Massachusetts, this report will be of a confidential nature for exclusive use by the Board of Trustees.

M. RESIGNATION AND TRUSTEE DISCIPLINE

Any Trustee may resign from the Board by delivering a written letter of resignation to the Governor of the Commonwealth and the President of the College. A Trustee may be disciplined by the Board, up to and including censure, for misconduct by such Trustee in his or her capacity as a Board member. Discipline may be imposed upon a majority vote of those Trustees present at a regularly scheduled meeting or special meeting of the Board at which a quorum is present. In the case of serious misconduct or upon indictment or conviction of a felony, the Board may also vote to recommend to the Governor the suspension or removal of the Trustee from the Board.

In those cases where the Board is contemplating discipline of a Trustee or a recommendation for his/her suspension or removal, the Board shall comply with the following procedures. A Trustee shall be given at least fifteen (15) days prior written notice of a meeting of the Board at which discipline or a recommendation for suspension or removal will be discussed. The written notice shall include a statement setting forth the allegations of misconduct. At the meeting, the Trustee shall be given an opportunity to address the allegations presented and provide an explanation for his/her conduct. The Trustee is permitted to have a representative accompany him/her during the meeting, although the representative may not actively participate in the meeting other than to advise the Trustee. At the conclusion of the meeting, the Board shall, by majority vote, decide whether to discipline and/or recommend the suspension or removal of the Trustee. The decision of the Board shall be final to the extent permitted by applicable law.

N. INDEMNIFICATION OF BOARD MEMBERS

The Commonwealth shall indemnify a Trustee against loss by reason of the liability to pay damages to a party for any claim arising out of any official judgment, decision, or conduct of said Trustee in accordance with M. G. L. c. 15A, Section 22.

O. AMENDMENTS

These By-Laws may be amended at any regular meeting by a majority vote of the Members of the Board, provided that the amendment has been submitted in writing at the previous regular Board meeting.