I. MISSION OR PHILOSOPHY STATEMENT

To use our discretion, independence and statutory authority to provide leadership to the College in furtherance of the long term interests of the students and the community.

II. ORGANIZATION OF THE BOARD

Section 1 – Authority

The Board of Trustees was created and derives its authority from Chapter 15A which was established by Section 112 of Chapter 329 of the Acts of 1980.

Section 2 – Duties and Responsibilities of the Board

The duties and responsibilities of the Board shall be in accordance with the provisions of Chapter 15A which was established by Section 112 of Chapter 329 of the Acts of 1980 of the Commonwealth of Massachusetts, now in effect and as amended.

Section 3 – Compensation

The members of the Board shall serve without compensation but shall be reimbursed, subject to the Chairperson’s approval, for all expenses reasonably incurred in the performance of their duties.

Section 4 – Composition

The Board shall consist of the proposed number of members as prescribed by law and defined above under Section 1 – Authority.

Section 5 – Officers and Nominating

1. Officers of the Board: Officers shall be elected as prescribed by law. Each officer shall be elected by a majority of the members of the Board. The term of each officer shall be for a period of two years, commencing in July and ending two years later in June. The Board may elect a Chairperson, a First Vice-Chairperson, a Second Vice-Chairperson, and a Secretary. There shall be a non-voting, Executive Officer of the Board who shall be the President of the College. An Assistant Secretary may be elected to serve as a non-voting officer of the Board and may be an employee of the College. The Chairperson, First Vice-Chairperson, Second Vice-Chairperson and
Secretary of the Board shall be Trustees, but the Executive Officer and Assistant Secretary need not be Trustees. Each officer shall perform the legal duties of the office and such other functions as are designated by the Board of Trustees.

2. Prior to January in even years, beginning with 2006, the Chairperson of the Board shall appoint a member of the trustees to chair a Nominating Committee, and shall appoint at least two other trustees to serve on the committee. The Nominating Committee will meet in January in even years beginning with 2006 for the purpose of selecting a slate of officers to be presented to the full Board at the first meeting in even years held after March 1st. The Nominating Committee will make nominations where possible to provide continuity of leadership from term to term whereby the Chairperson in any given two year period will be expected to serve as Second Vice-Chairperson during the next two year term following his or her service as Chairperson.

3. Student Trustee: The student trustee will be elected no later than May 15. The term of office will commence July 1 following the student’s election, and will continue until June 30 of the following year. The student trustee will be allowed to assume the position in advance of July 1 if the predecessor student trustee has vacated the position because of graduation.

Section 6 – Duties of Officers

1. The Chairperson of the Board shall have the usual powers including to preside at Board meetings, to call special Board meetings. He or she shall appoint all committees unless otherwise ordered by the Board. The Chairperson may appoint as appropriate non-trustee, ex-officio non-voting members of standing or special committees. The Chairperson may serve as an ex-officio, non-voting member on all standing or special committees.

2. The First Vice-Chairperson shall perform the duties of the Chairperson in the absence or at the request of the Chairperson. The Second Vice-Chairperson shall perform the duties of the Chairperson in the absence or at the request of the Chairperson and First Vice-Chairperson. He or she shall perform other functions as designated by the Board.

3. The Secretary shall conduct correspondence as directed by the Board of Trustees and to certify official documents and proceedings. Further the Secretary shall perform duties not inconsistent with those prescribed by these bylaws which the Board of Trustees or the President of the College may, from time to time, direct.

4. The Assistant Secretary shall keep records of all meetings, post all legal notices, compile and distribute agenda for each meeting, prepare all legal documents, preserve all documents and records determined by the Board of Trustees to be a part of its official records or of the official records of the College and perform such other duties as may be assigned from time to time.
Section 7 – Removal of Officers

Any officer of the Board may be removed for cause by resolution of a majority of the Board at a regular monthly meeting and the item must appear on the agenda for that meeting.

Section 8 – Meetings of the Board

1. *Regular meetings* of the Board of Trustees and any subcommittee shall be held bimonthly, the day and time to be determined by the Board. Notice of meetings shall be posted on an official bulletin board at the College.

2. *Special meetings* of the Board of Trustees may be called by the Chairperson of the Board or by a request from three (3) or more Trustees given in writing to the Chairperson, with a copy to the Secretary, specifying the purpose(s) of the meeting.

3. The agenda for each regular meeting of the Board of Trustees shall be given to each Trustee by mail at least five (5) days prior to the date fixed for the meeting. Items to be included in the agenda for a regular meeting shall be submitted in writing to the Chairperson by the President. A Trustee may add an item to be included in New Business, provided it is received by the Chairperson, the President, and the Assistant Secretary at least seven (7) days prior to the meeting.

   No item shall be included in the agenda for a regular meeting except upon consideration and recommendation by a committee of the Board of Trustees, provided that at any regular meeting the Chairperson of the Board of Trustees and the President of the College, and any Trustee upon majority vote of said Board, shall be entitled to present matters to the Board of Trustees for consideration without prior reference to a committee.

4. *Quorum:* A majority of the Board of Trustees is a quorum. If less than a quorum, the meeting shall adjourn to a future date.

5. *Adjourned Meetings:* Any legal meetings of the Board may be adjourned to a specific time and place as fixed by the Chairperson in consultation with the Secretary.

   Executive Session: By a majority vote of the Trustees present at any meeting, the Board may enter into Executive Session, closed to the public, as provided in General Laws, Chapter 30A §11A and 11A-1/2.

Section 9 – Committees of the Board of Trustees

1. *Standing Committees:* The Board of Trustees may have standing committees including Finance, Personnel, Academic Affairs, Alumni Relations and Nominating Committees. Each standing committee shall have its charge approved by the whole Board and shall report recommendations to the Board for appropriate action.

2. *Special Committees:* The Board of Trustees shall authorize such special committees as are deemed necessary. A special committee shall report recommendations to the
Board for appropriate action. A special committee shall be dissolved when its report is accepted by the Board.

3. Each standing committee and each special committee shall have at least three members, where feasible, appointed by the Chairperson.

Section 10 – Minutes of the Proceedings

1. Minutes of the proceedings of the previous meeting of the Board shall be prepared by the Assistant Secretary and mailed to the members at least five (5) days before the time of the next regular meeting.

2. The minutes of the preceding meeting(s) shall be approved by the Board and signed by the Assistant Secretary.

3. A copy of all motions shall be carefully recorded. The names of those who make motions and the vote shall also be recorded.

4. The official minutes shall be bound and kept in the administrative offices of the College President.

Section 11 – Records Available

All the records of the Board of Trustees (except those of Executive Sessions) shall be available to citizens for inspection at the offices of the President during regular office hours.

Section 12 – Transaction of Business

The Board of Trustees shall transact all business at a legal meeting of the Board. No member of the Board of Trustees shall have power to act in the name of the Board outside of Board meetings.

Section 13 – Order of Business

1. Call to order
2. Approval of minutes
3. Communications
4. Reports of committees
5. Old business
6. New business
7. Report of Administration
8. Other business
9. Adjournment
Section 14 – Amendments, Revision or Repeal of Bylaws

These Bylaws may be amended, revised or repealed by vote of two-thirds (2/3) of the majority members present and voting, provided, however, that the text of any amendment, revision or repeal as originally proposed shall be sent to the Trustees at least thirty (30) before the meeting.

Section 15 – Rules of Order

The newly revised edition of Robert’s Rules of Order shall govern the Board insofar as the rules are compatible with the laws of the Commonwealth of Massachusetts.

Section 16 – Citizen Participation

Meetings of the Board of Trustees shall be open to the public whereby the public is invited to attend the Board’s meeting and witness the design of policy and hear reports given. The public however is not a Board member and does not participate in the deliberations. All citizens’ communications to the Board of Trustees shall be addressed to the Board of Trustees. Citizens who wish to present any matter of concern to the College shall make written request to the Chairperson of the Board of Trustees at least 24 hours prior to the meeting. In special circumstances, the Board may, by a majority vote, give visitors who have not presented an advance written request to the Chairperson an opportunity to present matters of concern to the Board. Whether by advance notice to the Chairperson or by majority vote in special circumstances, a member of the public may by majority vote of the Board or at the request of the Chairperson be invited to address the Board. In such circumstances, the Chairperson shall allot a visitor, at the appropriate time, not more than five (5) minutes unless the time is increased or decreased by a majority vote of the members present. (See GL 30A, §11A-1/2, p.4.) In the case where several citizens of the same persuasion wish to speak on a particular issue, the Chairperson may require the designation of a spokesperson.