

BY-LAWS OF THE BOARD OF TRUSTEES  
MOUNT WACHUSETT COMMUNITY COLLEGE

APPROVED \_\_\_\_\_ EFFECTIVE \_\_\_\_\_

**ARTICLE I**

Object

**Responsibility and Membership**

**Section 1 - Jurisdiction**

The Board of Trustees (hereinafter referred to as the Board) is legally responsible, consistent with Chapter 15A, Massachusetts General Laws, and in collaboration with the Board of Higher Education, for assuring that the College fulfills the distinctive purposes for which it was established. It ensures that the proper educational program is offered to its students and that the highest quality standards are maintained. In discharging its responsibility, the Board generally will act upon matters recommended to it by the President of the College. The formulation and adoption of written policies shall constitute the basic method by which the Board exercises its leadership in the operation of the College.

**Section 2 – Duties and Responsibilities**

- A. To formulate, adopt and periodically review the College mission statement which clarifies the basic educational beliefs and responsibilities of the College to its community.
- B. To review, approve and comment on matters relating to long-range planning for the College.
- C. To delegate authority to the President, as educational and administrative head of the College, so that he/she will exercise general supervision over all the affairs of the institution and bring such matters to the attention of the Board as are appropriate to keep the Board informed to meet its policy-making responsibilities.
- D. To consider and approve programs and curriculum changes as submitted by the President.
- E. To receive and approve all monthly fiscal and audit reports, and to engage an annual audit of the finances of the College.
- F. Upon recommendation of the President, to approve all fees at the College.
- G. 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.

**Section 3 – Membership**

The Board of Trustees shall consist of eleven (11) members, 10 of which 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 such Board shall be a full-time undergraduate student. The student member shall be elected by the study body no later than May 15<sup>th</sup>. Membership is normally for a term(s) of five (5) years except for the member elected by the student body, whose term shall be one (1) year. Board membership ceases if a member ceases to be qualified for appointment.

## **ARTICLE II**

### **Officers and Their Duties**

#### **Section 1 – Election and Term of Officers**

- A. The officers of the Board shall be a Chairperson (as appointed by the Governor), Vice Chairperson, and Secretary. The Vice Chairperson and Secretary of the Board shall be elected by the Board at its Annual Meeting and they shall hold office until the next Annual Meeting or until their successors is elected. If the Chairperson is absent at a meeting, a quorum being present, the meeting may proceed under the direction of the Vice Chairperson, or in his/her absence, the Secretary.
- B. The Chairperson of the Board shall have the following powers and duties:
  - a. To preside at all meetings of the Board.
  - b. To call special meetings of the Board as needed.
  - c. To appoint ad hoc committees and to serve as ex-officio member of all named committees.
  - d. To sign all documents as authorized by the Board.
- C. The Vice Chairperson of the Board shall preside at meetings of the Board in the absence of the Chairperson.
- D. The Secretary shall have the following duties:
  - a. To notify the members of the Board of all meetings.
  - b. To prepare agendas.
  - c. To arrange for the recording and distribution of the minutes.
  - d. To maintain appropriate records and files of the Board documents and proceedings.
  - e. Preside at meetings of the Board in the absence of the Chairperson and the Vice Chairperson.

## **ARTICLE III**

### **Committees**

- A. The Board shall establish a Finance and Audit Committee at the Annual Meeting. This committee shall elect its own Chairperson. All budgetary matters including spending, capital, state maintenance budgets, and trust fund budgets, will be submitted to this committee for review prior to action by the Board. This Committee shall also review and approve the annual audit of the funds of the College.
- B. The Chairperson of the Board shall appoint a Nominating Committee consisting of three (3) members, no later than the March Board meeting. The recommended slate of officers will be

mailed to the Trustees thirty (30) days before the Annual Meeting. The Nominating Committee will present the slate of officers to the Board for approval at the Annual Meeting in May.

C. Ad hoc committees may be established as needed from time to time.

## ARTICLE IV

### **Meetings of the Board**

#### **Section 1 - Regular Meeting**

Insofar as possible, the regular meetings of the Board shall be held on the second Thursday of the month. 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. A meeting shall be held in August of each year.

#### **Section 2 - Special Meetings**

Special meetings of the Board may be called by the Chairperson of the Board, or the President of the College, or upon written request of four (4) members of the Board. The purpose of the meeting shall be stated in the call. At least five (5) days' notice shall be given except in emergencies as declared by the Chairperson.

#### **Section 3 - Agenda**

The agenda for each regular meeting shall be given to each Trustee at least seven (7) days prior to the date fixed for the meeting. Suggested items, from Trustees, to be included in the agenda for the regular meeting shall be submitted to the Chairperson. Items to be included in the agenda for a regular meeting shall be submitted to the President by the Chairperson of the Board ten (10) days in advance of the meeting. At any regular meeting the Chairperson, the President and any Trustee, upon majority vote of the Board, shall be entitled to present matters to the Board for consideration.

#### **Section 4 - Order of Business**

Unless otherwise determined by the Chairperson, the following shall be the order of business at meetings of the Board:

- a. Call to order.
- b. Consideration of prior minutes.
- c. Chairperson's Report.
- d. President's Report
- e. Orders of the Day
  - i. Academic Affairs

- ii. Administrative Affairs
- iii. Continuing Education Affairs
- iv. Student Affairs
  
- f. Old Business
- g. New Business.
- h. Adjournment.

## **ARTICLE V**

### **Section 1 - Public Participation**

In accordance with the Commonwealth's Open Meeting Law, the public is permitted 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. In special circumstances, and by majority vote of the Board, an individual may be invited to address the Board.

## **ARTICLE VI**

### **Section 1 – Open Meeting Law**

**As a public body, the Board is obligated to conduct all meetings in compliance with the Commonwealth's Open Meeting Law. A meeting constitutes 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 the Board may deliberate in executive session. All meetings of the Board shall be posted in compliance with the Open Meeting Law and minutes shall be maintained in compliance thereto.**

### **Section 2 - Executive Session**

An executive session may be held if a quorum of the Board has first met in open session, due notice given, and a majority of the members have so voted. Each Trustee's vote is recorded on roll call and entered into the minutes. The presiding officer must cite the purpose for the executive session and state if the Trustees will re-convene after the session. Executive sessions may be conducted in accordance with Chapter 30A, Section 18-25.

### **Section 2 - Quorum**

A quorum is a simple majority of the members of the Board. When a quorum is present at any meeting, a majority of the Trustees present may take action on behalf of the Trustees, unless a larger number is required by other provisions of these By-Laws. By vote of a majority of a quorum of Trustees present, any meeting may be recessed.

### **Section 3 – Remote Participation**

Remote Participation requires a simple majority vote by the Board with that vote applying to all subsequent meetings of the Board and its committees. Remote Participation by members of the Board is allowed provided that:

1. The chair, or in the chair's absence (and insofar as possible) be notified in advance of a member's need to participate remotely and one or more of the following factors make the members physical attendance unrealistically difficult.
  - a. Personal illness
  - b. Personal disability
  - c. Emergency
  - d. Military service ; or
  - e. Geographic distance
2. Members who participate remotely may vote and shall not be deemed absent
3. A quorum of the body, including the chair or, in the chair's absence, the person appointed to chair the meeting, shall be physically present at the meeting location.
4. At the start of the meeting the chair shall announce the name of any members who will be participating remotely and the reason for his or her remote participation. This information shall be recorded in the meeting minutes
5. The following media are acceptable for remote participation
  - a. Telephone, internet or satellite including audio or video conferencing
6. If technical difficulties result in a remote participant being disconnected for the meeting, that fact and the time at which the disconnect occurred shall be noted in the meeting minutes
7. All votes taken during any meeting in which a member participates remotely shall be by roll call vote
8. A member participating remotely may participate in an executive session, but shall state at the start of any such session that no other person is present and/or able to hear the discussion at the remote location, unless presence of that person's approved by a simple majority of the public body.

#### **Section 4 - Rules of Order**

The rules contained in the current edition of Robert's Rules of Order shall govern the Board in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws and any special rules of order the Board may adopt.

### **ARTICLE VII**

#### **Section 1 – Resignation & 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 an including censure or suspension, for serious misconduct by such Trustee in his or her capacity as a Board

member of upon indictment or conviction of a felony. 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 of the Trustee's removal from the Board.

In those cases where the Board is contemplating discipline of a Trustee or a recommendation for his/her 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 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 of 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 removal of the Trustee. The decision of the Board shall be final to the extent permitted by applicable law.

## **ARTICLE VIII**

### **Section 1 - Amendments to the By-Laws**

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

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5.27.93

Adopted	1/15/81
Revised	6/04/83
Revision 2	1/17/90
Revision 3	5/27/93

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Revision 4	2/2/13
Revision 5	2/19/13
Revision 6	3/11/13
Revision 7	3/25/13
Revision 8	3/28/13