

By-Laws
QUINSIGAMOND COMMUNITY COLLEGE
BOARD OF TRUSTEES

ARTICLE I

COMPOSITION AND FUNCTIONS

Section 1. Preamble

The composition, functions, responsibilities, duties, powers and authorities of the Board of Trustees shall be as provided by the General Laws of Massachusetts and such Acts of the General Court of Massachusetts as are in effect.

Section 2. Officers

- a. The officers shall be the Chairperson of the Board and the Vice Chairperson of the Board.
- b. Each officer shall serve until his/her death, resignation or removal.
- c. A member of the college staff shall be appointed by the President of the College to act as Secretary to the Board.

Section 3. Duties of Officers

- a. The Chairperson of the Board of Trustees shall have the following powers and duties:
 - (1) To preside at all meetings of the Board of Trustees at which he/she is present.
 - (2) To call special meetings of the Board of Trustees.
 - (3) To serve as an ex officio member of all standing committees of the Board of Trustees.
 - (4) To appoint special committees of the Board of Trustees.
 - (5) To appoint successor members and chairpersons of standing committees in the event that for any reason a vacancy occurs in any such office.
 - (6) To appoint substitute members and chairpersons of standing committees in the event that any such member or chairperson thereof declares his/her inability to serve for any period. A substitute so appointed shall serve during such inability.
 - (7) To designate newly-appointed Trustees as members of standing committees. In the event of an appointment to a standing committee in which no vacancy exists, the number of members of such committee shall be enlarged by such appointment.

- (8) To certify official documents and proceedings as approved by the Board.
- (9) To perform such other duties as may be prescribed by law, by appropriate authority or by action of the Board.
- b. The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and such other functions as are designated by the Board.
- c. The Secretary shall have the following duties:
 - (1) To give written notice of all regular and special meetings of the Board of Trustees and of standing and special committees thereof, and to compile and distribute agendas therefor.
 - (2) To record the proceedings and to prepare minutes of the meetings of the Board of Trustees and of standing and special committees thereof.
 - (3) To preserve all documents, papers and records of the Board of Trustees determined by the Board of Trustees to be a part of its official records or necessary to the performance of its duties.
 - (4) To conduct correspondence on behalf of the Board of Trustees.
 - (5) To perform duties, not inconsistent with those prescribed by these By-Laws or by the Board of Trustees, as prescribed by the Chairperson of the Board of Trustees or the President of the College.

Section 4. Delegation of Authority

The Board of Trustees may delegate to the President of the College any of the powers and responsibilities necessary for the operation of the College.

Section 5. Removal of Officers

Any Officer of the Board of Trustees may be recommended to be removed for cause by resolution of two-thirds of the Board at a regular monthly meeting providing the item appears on the agenda for that meeting in accordance with Article II, Section 10. Notice of such recommendation shall then be forwarded to the Governor.

Section 6. Removal of Members

- a. Per Chapter 15A, General Laws of Massachusetts, Section 21, if a member is absent from four regularly scheduled meetings of the Board of Trustees 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.

- b. If any member ceases to be qualified for appointment, a recommendation for the member's removal may be initiated by the Chairperson of the Board and upon approval of the majority of the members present at a regular meeting of the Board, will be sent to the Governor.

Section 7. Resignation and Trustee Discipline

- a. 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.
- b. 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.
 - (1) 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.
 - (2) 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.
 - (3) 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.

ARTICLE II

MEETINGS OF THE BOARD

Section 1. Regular Meetings

Regular Meetings shall ordinarily be held in Room 107A on the campus of Quinsigamond Community College, 670 West Boylston Street, Worcester, Massachusetts at 5:00pm on select Wednesdays approved by the Board members at the end of the previous academic year. No less than five regular meetings will take place between September and June. The date or place of a regular meeting may be changed by majority vote of those present at any previous meeting, and notice of such change must be sent out within seventy-two (72) hours to all Board members.

Section 2. Special Meetings

Special meetings of the Board of Trustees may be held at any time or place within the Commonwealth when called by the Chairperson of the Board of Trustees or by two (2) Trustees by written notice specifying the purpose of such meeting and presented to the Secretary to the Board. The time and place of such meeting shall be fixed by the Chairperson of the Board of Trustees in consultation with the Secretary. Notice of such meetings should be either sent to each Trustee by mail at least five (5) days prior to the meeting, delivered to the Trustee's residence at least forty-eight (48) hours before the meeting, communicated by electronic mail no less than forty-eight (48) hours before the meeting, or communicated by telephone no less than forty-eight (48) hours before the meeting.

Section 3. Recessed Meetings

Recessed Meetings may be scheduled by the Chairperson of the Board for a specific time and place consistent with any legal meeting of the Board with the agenda to be limited to items on the agenda of the legal meeting being recessed.

Section 4. Conformity with Law

All meetings shall be called and conducted in accord with Chapter 30A, General Laws of Massachusetts.

Section 5. Remote Participation in Board Meetings

Chapter 30A, General Laws of Massachusetts, Section 20, states: "Remote participation in Board Meetings is permitted; however, the Attorney General strongly encourages members of public bodies to physically attend meetings whenever possible." The QCC Board of Trustees, at its meeting of March 27, 2013, in accordance with the requirements of 940 CMR 29.10, voted to allow remote participation, with that vote applying to all subsequent meetings of the Board and its committees.

- a. Minimum Requirements for Remote Participation include: (a) Members of a public body who participate remotely and all persons present at the meeting location shall be clearly audible to each other; (b) A quorum of the body, including the chair or, in the chair's absence, the person authorized to chair the meeting, shall be physically present at the meeting location, as required by M.G.L. c. 30A, sec 20(d); and (c) Members of public bodies who participate remotely may vote and shall not be deemed absent for the purposes of M.G.L. c. 39, sec. 23D.
- b. Permissible Reasons for Remote Participation: If remote participation has been adopted by a Board, a member shall be permitted to participate remotely in a meeting if the chair or his/her designee determines that one or more of the following factors makes the member's physical attendance unreasonably difficult: (a) Personal illness; (b) Personal disability; (c) Emergency; (d) Military service; or (e) Geographic distance.

- c. Procedures for Remote Participation: (a) Any member of a public body who wishes to participate remotely shall, as soon as reasonably possible prior to a meeting, notify the chair or his/her designee of his or her desire to do so and the reason for and facts supporting his or her request; (b) At the start of the meeting, the chair shall announce the name of any member who will be participating remotely and the reason for his or her remote participation. This information shall also be recorded in the meeting minutes; (c) All votes taken during any meeting in which a member participates remotely shall be by roll call vote; and (d) 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 is approved by a simple majority vote of the public body.

Section 6. Executive Session

In conformity to Chapter 30A, General Laws of Massachusetts, Executive Session shall be held only after the Board has first convened in a legal, open meeting.

Section 7. Quorum

A majority of the Board of Trustees is a quorum and no act is valid unless voted at any meeting of the Board by a majority of all members of the Board present. Fewer members than a quorum may adjourn to a future date.

Section 8. Minutes of Proceedings

- a. Minutes of the proceedings of the Board for the previous meeting shall be prepared by the Secretary and mailed to the members within ten (10) days following each meeting of the Board.
- b. The minutes of the proceedings shall be approved by the Board and signed by the Chairperson and the Secretary.
- c. The minutes shall be bound and kept in the Office of the President of the College.

Section 9. Records Available

All records and minutes of meetings of the Board of Trustees, as well as a codified summary of policies adopted by the Board of Trustees, shall be available to citizens of the Commonwealth for inspection in the office of the President of the College during regular office hours. Copies of minutes will be placed in other locations within the institution.

Section 10. Transaction of Business

- a. All business shall be transacted at a legal meeting.
- b. No member shall have the power to act in the name of the Board outside of Board meetings.
- c. All motions shall be presented by a Committee of the Board or by a Trustee in writing to the Secretary to the Board, at least five (5) days in advance of a regular meeting.

- d. Other business may be raised by any member of the Board and referred to the appropriate Committee by a majority vote of the members present for possible action at a subsequent meeting.
- e. Action may be taken, in emergency situations, on non-agenda items by unanimous vote of those members present.

Section II. Order of Business

- a. The Order of Business shall ordinarily be:
 - (1) Call to Order
 - (2) Roll Call
 - (3) Current Board Calendar of Meetings
 - (4) Approval of Minutes of Previous Meeting
 - (5) Standing Committee Reports
 - a. Audit and Oversight Committee
 - i. Trust Fund Report
 - b. Strategic Planning, Education, and Student Success Committee
 - c. Executive Committee
 - (6) Special Committee Reports
 - (7) Other Business
 - (8) Student Trustee Report
 - (9) President's Report
 - (10) Adjournment
- b. A written notice shall be prepared by the President of the College and the Chairperson of the Board and delivered to the residence or place of business of each Trustee at least seventy-two (72) hours before each meeting, or communicated by electronic mail no less than forty-eight (48) hours before the meeting, or communicated by telephone no less than forty-eight (48) hours before the meeting. Such notice should include an agenda of all matters, including all committee motions and supporting documentation.

ARTICLE III

COMMITTEES OF THE BOARD

Section I. Standing Committees

- a. Standing Committees shall be
 - (1) Audit and Oversight Committee
 - (2) Strategic Planning, Education, and Student Success Committee
 - (3) Executive Committee
- b. Members of Standing Committees shall be appointed by the Chairperson of the Board with the Committee Chairperson designated by the Chairperson of the Board.
- c. Membership on the Committees shall be composed of at least three members. Individual Trustees may serve on more than one committee.
- d. Standing Committees shall meet as determined by the Committee Chairperson upon at least seventy-two (72) hour notice to each Committee member.

- e. Membership on the Executive Committee shall consist of the Board Chair, the Board Vice Chair, the Chair of the Audit and Oversight Committee, and the Strategic Planning, Education, and Student Success Committee.

Section 2. Special Committees

Special Committees shall be appointed by the Chairperson of the Board as are deemed necessary and shall be dissolved when its report is accepted by the Board. Each Special Committee must have as its Chairperson, a Board member, but may include other members of the community, the Chairperson of the Board to appoint community members to the Special Committees subject to Board approval.

Section 4. Conformity with Law

All Committee meetings shall be called and conducted in accord with Chapter 30A of the General Laws of Massachusetts.

Section 5. Organization and Method of Operation

Each Committee, through its Chairperson, shall determine its organization and method of operation.

Section 6. Agenda

A written agenda of matters to be discussed for all Committee meetings will be sent to all members of the Board at least five (5) days prior to the date fixed for said meeting.

Section 7. Voting Privileges

All members of the Board of Trustees may participate in any Board Committee meetings, but shall have voting privileges only on those committees to which they have been duly appointed.

ARTICLE IV

AMENDMENTS

These By-Laws may be added to or amended by a majority vote of members of the Board present at two (2) consecutive regular meetings.

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PROCEDURE FOR SMALL BOARDS

In a board meeting where there are not more than about a dozen members present, some of the formality that is necessary in a large assembly would hinder business. The rules governing such meetings are different from the rules that hold in other assemblies, in the following respects:

- Members are not required to obtain the floor before making motions or speaking, which they can do while seated.
- Motions need not be seconded.
- There is no limit to the number of times a member can speak to a question, and motions to close or limit debate generally should not be entertained.
- Informal discussion of a subject is permitted while no motion is pending.
- Sometimes, when a proposal is perfectly clear to all present, a vote can be taken without a motion's having been introduced. Unless agreed to by general consent, however, all proposed actions of a board must be approved by vote under the same rules as in other assemblies, except that a vote can be taken initially by a show of hands, which is often a better method in such meetings.
- The chairperson need not rise while putting questions to vote.
- The chairperson can speak in discussion without rising or leaving the chair; and, subject to rule or custom within the particular board (which should be uniformly followed regardless of how many members are present), he/she usually can make motions and usually votes on all questions.

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Robert's Rules of Order Newly Revised, by Sarah Corbin Robert
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