

Roxbury Community College
Board of Trustees
By-Laws
Updated 12/3/13, 2/18/2020

Article I. COMPOSITION AND FUNCTION OF THE BOARD

The composition term of office, functions, duties, powers and responsibilities of the Board of Trustees of Roxbury Community College (hereinafter, referred to as the “Board”), its Committees and Sub-Committees shall be as provided and authorized by the laws and regulations of the Commonwealth of Massachusetts in effect and as amended from time to time.

Article II. ORGANIZATION OF THE BOARD

Officers of the Board

Governor of the Commonwealth appoints the Chair of Board of Trustee. The Board shall elect a Vice-Chairperson, a Secretary and a Treasurer, all of whom shall be Trustees. Each officer shall perform the legal duties of Office and such other functions as are designated by the Board. The term of each officer shall be for a period of one year

Election of officers shall take place annually at the last meeting of the academic year (May) meeting of the Board and the newly elected officers shall assume office at the (first scheduled meeting of the academic year. (September Board meeting). In the event of a lack of quorum or postponement of the May meeting, the election shall take place at the next scheduled meeting of the Board.

Duties of Officers

The Chairperson shall chair Board meetings, call special meetings, sign all legal documents as authorized by the Board, appoint all committees and subcommittees of the Board, unless otherwise voted upon by the Board, and perform other such other duties as needed.

The Vice-Chairperson shall perform all the duties of the Chairperson in the absence of the Chairperson and perform such other duties as may be assigned by the Board.

The Trustee Secretary shall (work with the President’s Office) to keep records of all meetings, post all legal notices and perform such other duties as may be assigned by the Board.

The Treasurer shall function as resource person to the President and Board on special or extraordinary fiscal and budgetary policy matters including the relationship between Roxbury Community College and the Roxbury Community College Foundation.

Removal of Officers

An officer of the Board may be removed from office by a majority vote of the members of the Board.

Student Trustee

The student trustee shall be elected by the student body no later than May 15 of each year. The term of office of the student will commence on July 1 of each year and will continue until June 30 of the following year. The student member shall be eligible for re-election for as long as said student remains a full-time undergraduate student and maintains satisfactory academic progress as determined by the policy of the College. If at any time during the elected term of office, said student member ceases to be a full-time undergraduate student or fails to maintain satisfactory academic progress, the student trustee be terminated and the office of the elected student member shall be deemed vacant.

If the elected student trustee vacates his/her position prior to June 30, the elected successor may assume the position of the student member on the Board effective from the departure date of the predecessor. The statutory time limit of one year of the successor trustee shall commence to run on July 1 notwithstanding any taking of office prior to the commencement of next term of office.

Voluntary resignation of Members of the Board

In the event of a voluntary resignation of any member of the Board, other than the student trustee, the Chairperson shall request that the Governor appoint another Trustee. A vacancy in the position of an elected alumnus member prior to the expiration of a term shall be filled for the remainder of the term in the same manner as elections to full terms. A vacancy in the office of the elected student member prior to expiration of a term shall be filled for the remainder of the term in the same manner as student elections to full terms.

Meetings of the Board

Regular meetings of the Board shall be held (no less than five (5) times a year at regularly scheduled time frames). In between such meetings, at which time special meetings of the Board may be called by the Chairperson or by request from the majority of the Board. Meetings of the Board will be held on the College campus, unless otherwise agreed and posted for public viewing.

Special meetings of the Board may be called by the Chairperson of the Board or by request from the majority of the Board members, given in writing to the Chairperson of the Board or by request from a majority of the Board given in writing to the Chairperson with a copy to the Trustee Secretary, specifying the date, time, place and purpose of the meeting.

The agenda for each regular meeting of the Board shall be delivered to each Trustee prior to the date of 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 majority of the Board seats is a quorum. No Board action is valid unless voted upon by a majority vote of the Board at the meeting at which a quorum of the Board is present. A meeting with less than a quorum may be adjourned to a later date.

Any meeting of the Board may be adjourned to a specific time and place. Only agenda items of the adjourned meeting may be acted upon at the re-scheduled meeting held at the specified time and place.

By a majority vote of the Board present at any meeting, the Board may enter into Executive Session, closed to the public, as provided in the General Laws of Massachusetts, Chapter 30, & 11A and & 11A½ .

Minutes of Board Meeting

Minutes of the proceedings of the Board of the previous meeting(s) shall be prepared by the President's Office's secretary for the Board and delivered to the members with the agenda for the next scheduled meeting prior to the date of the meeting.

The minutes of the preceding meeting(s) shall be approved by the Board and signed by the Chairperson, Vice-Chairperson and/or the Secretary.

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

The official Board Meeting minutes shall be kept in the Office of the President. Copies of the official minutes will be made available to the public upon request

Board of Trustees members who are absent for four (4) regular Board meetings during an academic year (September through June) shall be considered terminated and removed from the Board membership in accordance with Massachusetts General Laws, Chapter 15A, & 21.

Committees of the Board

There shall be standing committees of the Board. Each standing committee shall have such number of members as are appointed by the Chairperson. The Chairperson shall also designate one such member of each standing committee as its chairperson.

The Chairperson of the Board shall be a voting member of the Committees.

The President shall be a non-voting member of the Committees.

Each Trustee shall be a member of at least one Committee.

The President may invite administrative, academic, or other personnel as deemed necessary or advisable to assist during committee meetings; however, such persons shall not be deemed members of the Committee.

Meetings of standing Committees may be held at any time and at any place when called by the Chairperson of the Committee or the Chairperson of the Board in accordance with Massachusetts General Laws, Chapter 30A, & 11A ½ , the Open Meeting Law.

Finance and Audit

It shall be the duty of the Finance and Audit Committee to oversee all fiscal affairs of the College through regular consultation and/or meetings with the President and/or the President's designee(s). The Committee shall consider and make recommendations for the actions to the Board relating to fiscal and budgetary requirements of the College.

Institutional Effectiveness

It shall be the duty of the Institutional Effectiveness Committee to oversee the implementation of the strategic plan for the College through regular consultations with the President and/or President's designee(s). The Committee shall review all institutional and program accreditations and approval by external state and local agencies. The committee will review all academic and student affairs activities and make recommendations for action to the Board relating to the academic and student matters of the College.

Ad Hoc

The Board will create ad hoc committees to address issues as needed.

A. Appointments of Committee

The Chairperson will appoint committee members at the September Board meeting with terms effective at the September meeting, except as otherwise agreed upon by a majority of the Board of Trustees.

B. Compensation and Expenses

No member of the Board of Trustees shall receive any compensation for any service rendered to the College. Expenses of Board members will be reimbursed when the expenses are authorized by the Board of Trustees. The College shall not provide said members with any services other than those associated with the discharge of the Board's normal duties.

Article III: Amendments

These By-Laws may be amended at any regular or special meeting. The notice of such amendment shall be given in the call to the meeting in accordance with these By-Laws. There must be a $\frac{3}{4}$ majority of all Board members to constitute a quorum for considering a By-Law change and that in order to adopt a By-Law change, $\frac{3}{4}$ of the quorum has to vote in the affirmative.

Article IV: Faculty, Administration and Public Accessibility to the Board

Meetings of the Board of Trustees shall be open to the Roxbury Community College faculty, administration, staff, students or the public. Citizens who wish to present any matter of concern to the Board shall give written notice to the President of the College or the Chairperson of the Board of Trustees in accordance with the Public Comment Policy of the Board.

Article V: Executive Committee

The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Treasurer and the Secretary. The Executive Committee shall have power to transact all regular business of the Board of Trustees between meetings of the Board of Trustees, provided that any action taken shall not conflict with the policies and prior guidelines of the Board of Trustees, and that it shall refer to the Board of Trustees all matters of major importance.

Article VI: Executive Sessions

By vote of a majority of the Trustees present at any meeting, the Board may enter into executive session, closed to the public. The vote shall be taken by roll call and the purpose of the session and the reasons why it is confidential shall be announced in advance of the vote. The presiding officer shall state before the executive session if the Board will reconvene after the executive session. The Board shall maintain accurate records of its executive sessions, setting forth the date, time, place, members present and actions taken at each executive session. The records of any executive session may remain secret as long as publication may defeat the lawful purposes of the executive session, but no longer. All votes taken in executive session shall be recorded votes and shall become part of the record of said executive session. Upon request of any member of the Board, any vote taken in its executive session shall be verified by a roll call. Executive Session may be held only for the purposes set forth in Massachusetts General Laws, Chapter 30A, & 11A ½