

**HOLYOKE COMMUNITY COLLEGE
BOARD OF TRUSTEES BY-LAWS
Established 1946**

EDUCATE. INSPIRE. CONNECT.

President: Christina Royal, Ph.D.

ARTICLE I. ORGANIZATION AND OFFICERS OF THE BOARD

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 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 the Board shall be an undergraduate student in good standing as determined by the Student Senate.
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 shall be elected by the student body annually no later than May 15. The Student Trustee's term commences on July 1 and terminates on June 30 of the following year.
5. Chair may appoint up to two Trustees to serve on the Foundation Board per their By-laws.

B. DUTIES AND RESPONSIBILITIES OF THE BOARD

The duties and responsibilities of the Board of Trustees shall include, but not be limited to, the following:

1. Adopt and annually review the College Strategic Plan, in collaboration with the Board of Higher Education, which establishes the basic educational beliefs and responsibilities of the College with regard to the community it serves.
2. Consult with the President to formulate policies on matters related to short and long-range planning for the college.
3. Consult with the President relating to the organizational structure of the College.
4. Consult with the President and take action, if necessary, on academic and programmatic initiatives
5. Receive and approve all quarterly fiscal reports, and engage in an annual audit of the finances of the College.

6. Upon an annual recommendation of the President and approval of the Board, the President may expend funds within the various College Trust Funds, and transfer and expend funds among and within subsidiary accounts as allocated to the College through the budgetary appropriation process.
7. Upon recommendation of the President the Board shall review and approve the establishment of all fees at the College.
8. Upon recommendation of the President, appoint, transfer, dismiss, promote and award tenure to eligible faculty and staff of the College.
9. Provide oversight of affirmative action policies and programs.
10. Develop a mission statement for the institution consistent with identified missions of the system of public higher education as a whole.
11. Delegate to the President, as the education and administrative head of the College, the authority to exercise general supervision over all affairs of the College subject to and in accordance with the Board's delegation of authority and the College's Mission Statement and Strategic Plan. In order for the Board to meet its governance, policy-making and statutory responsibilities, the President shall keep the Board informed of relevant matters and reports to the Board at its monthly Board meetings.
12. Annually evaluate the performance of the President and make appropriate recommendations regarding the continued appointment and compensation of the President to the Board of Higher Education.
13. Engage in a Board of Trustees Self-Evaluation, and ongoing continuous assessment and improvement.
14. Complete professional development and training as required by the State.
15. All Board members are expected to be present, either in person or remotely, at a majority of Board of Trustees meetings, but in no event should a member be absent from four regular meetings in any academic year, exclusive of the July and August meetings.

C. OFFICERS OF THE BOARD

1. 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 June. 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 (July 1st to June 30th).
4. The Board of Trustees shall designate a Secretary of the Board.
5. Other than the Chairperson, officers of the Board may be removed from office by a majority vote of the members of the Board.
6. Other than the Chairperson, when an officer position becomes vacant prior to the annual meeting, the position shall be filled at the next regular Board meeting as prescribed by these By-Laws.

D. DUTIES OF OFFICERS

1. The Chairperson's duties shall be:
 - a. To set the agenda of and preside at all meetings of the Board of Trustees except as otherwise provided in these By-laws.
 - b. To appoint or establish a process for the selection of the members of the Board's committees, which may include but are not limited to the following: the Advocacy Committee, the Audit and Finance Committee, the By-laws and Governance Committee, the Equity Committee, the Nominating Committee, the Presidential Evaluation Committee, and the Strategic Plan Committee.
 - c. To call special meetings.
 - d. To sign all legal documents as authorized by the Board.
 - e. To serve as the Board's official spokesperson on individual matters of Board business subject to the approval of the Board by a majority vote.
 - f. To perform such other duties as may be prescribed by law, authority, or by action of the Board.

2. The Vice-Chairperson's duties shall be:
 - a. To preside over Board meetings in the absence of the Chairperson and as otherwise indicated in accordance with these By-laws.
 - b. To serve as the Chairperson of the Presidential Evaluation Committee.
 - c. To perform such other duties as may be prescribed by law, authority, or by action of the Board.

3. The Secretary's duties shall be:
 - a. To certify the Board's approval of meeting minutes.
 - b. In conjunction with the President's Liaison to ensure that the following duties are performed:
 - notify members of the Board of all meetings and prepare and distribute meeting materials and agendas. To provide written public notice of all regular, subcommittee and special meetings of the Board in compliance with state law, including posting all such meetings outside the door of the President's office and on the College's website and academic and activity calendar.
 - To record, prepare and keep minutes of the proceedings of the Board and its committees pursuant to state law.
 - To preserve all documents, papers, and records, as determined by the Board, and as required by state law, to be part of the Board's official records. Said official records shall be maintained in the College President's office and or the College library.

- To initiate correspondence as directed by the Chairperson and to certify official records and proceedings.
- c. To perform duties, not inconsistent with those prescribed by these By-laws or by the Board, or as prescribed from time to time by the Chairperson.

D. COMPENSATION

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/or approved by the Chairperson of the Board.

ARTICLE II. MEETINGS OF THE BOARD

A. CONDUCT OF BOARD MEETINGS

1. **Transaction of Business:** The Board shall transact all business within its jurisdiction at official meetings of the Board.
2. **Open Meeting Law:** 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 by the Board with respect to any matter within the Board'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. A quorum is a simple majority of the members of the Board. No action is valid unless voted on at a meeting of the Board, having constituted a quorum, by at least a majority vote of the members of the Board present at such a meeting.
3. **Regular Meetings:** Regular meetings of the Board will be held according to a schedule and at a location established by the Chairperson at the May meeting in consultation with Board members and the President. According to state law, if a Trustee is absent from four (4) 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 or designee when any vacancy (other than the Student Trustee) occurs.
4. **Special or Emergency Meetings:** Such meetings may be held at any time or place within the Commonwealth when called by the Chairperson or the President or by (3) Trustees, in writing, given to the Secretary specifying the purpose(s) of said meeting. Written notice to Board members of such meetings shall state the time, place and purpose(s) for which it has been called. Public notice must be posted for all Special Meetings in compliance with Open Meeting Law.
5. **Adjourned Meetings:** Adjourned meetings may be held, as the business of the Board requires. Public notice of the continuation of an adjourned meeting must be posted unless circumstances require the subsequent meeting to be held as an emergency meeting. Only items on the agenda of the meeting adjourned may be deliberated and acted upon when the adjourned meeting is resumed.

6. **Executive Sessions:** Executive sessions of the Board are those meetings which are closed to the public in accordance with state law. 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 based on a recorded, roll-call vote. The Chairperson must state the purpose for the executive session and whether the Board intends to re-convene in open session following the executive session. Minutes shall be maintained in an executive session and shall include all votes taken.
7. **Meeting Agenda:** The Chairperson in consultation with the President establishes the Agenda for Board Meetings. The agenda for each regular meeting of the Board shall be provided to each Trustee at least seven (7) days prior to the date fixed for the meetings. In order that the Board may conduct substantive business at each meeting, the agenda will be provided in the form of a consent agenda which will then be voted on at the Board meeting. A Trustee wishing to add an item to the agenda must notify the Chairperson and the President's designee at least ten (10) days in advance of the meeting. The Board may elect to deliberate over an agenda item at its next regularly scheduled meeting or, by a majority vote, reject the item for deliberation or direct a sub-committee of the Board to consider the item and report back to the Board. See Citizen Participation in Section C below.

B. REMOTE PARTICIPATION IN BOARD MEETINGS

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 Trustees is allowed provided that:

1. Once remote participation is adopted, any member of the Board may participate remotely if the Chair (or, in the Chair's absence, the person chairing the meeting) determines that the member's physical attendance is not possible.
2. A Trustee who participates remotely may vote and shall not be deemed absent.
3. A quorum of the body shall be physically present at the meeting and a Trustee participating remotely shall not be counted toward the Board's quorum, except as the rules allow and when suspended by the Governor.
4. At the start of the meeting the Chairperson shall announce the name of any Trustees who are participating remotely. This information shall be recorded in the meeting minutes.
5. The following media are acceptable for remote participation: Telephone, internet or video conferencing, so long as the remote participant and all persons present at the meeting location are clearly audible to each other.
6. If technical difficulties result in a remote participant being disconnected for the meeting, that fact and the time when the disconnection occurred shall be noted in the meeting minutes.

7. All votes taken during any meeting in which a Trustee 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 the presence of that person is approved by a simple majority of the public body.

C. CITIZEN PARTICIPATION

A member of the community wishing to add an item to the agenda must notify the Chairperson and the President's designee at least ten (10) days in advance of the meeting. The Board, within its discretion, may vote to permit citizen participation during a Board meeting. The Board reserves the right to limit or restrict such participation at its discretion.

D. RULES OF ORDER

Unless otherwise specified, 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.

E. MEETING MINUTES

1. The Board shall create and maintain accurate minutes of all meetings, including executive sessions. Minutes shall include the meeting's date, time and place, the members present or absent, a summary of the discussions on each subject, a list of documents and other exhibits used at the meeting, the decisions made and the actions taken at each meeting, including a record of all votes.
2. The minutes of a Board meeting, whether approved or in draft form, shall be disclosed to any person upon request in accordance with state law. Documents and other exhibits, such as photographs, recordings or maps, utilized by the Board during a meeting shall, along with the minutes, be part of the official record of the meeting. Minutes shall be maintained in an executive session, but may be withheld from disclosure to the public in their entirety as long as publication may defeat the lawful purposes of the executive session, but no longer.
3. The Board's previous meeting minutes shall be prepared by the President's designee and delivered to Board members at least seven (7) days before the next regular meeting. The minutes of the preceding meeting shall be submitted by the Secretary and once approved by the Board, are signed by the Chairperson and the Secretary.
4. Minutes of all Board meetings shall be maintained by the President's designee in the President's Office or in a designated location in the College's Library.

ARTICLE III. COMMITTEES OF THE BOARD

In general, the practice of the Board of Trustees shall be to act upon matters after due consideration and recommendation by a committee of the Board of Trustees or the President of the College. However, any Trustee may present matters to the Board for consideration without prior reference to a committee.

1. **Standing Committees:** The Board may establish Standing Committees, which may include, but are not limited to: Advocacy Committee, the Audit and Finance Committee, the By-laws and Governance Committee, the Equity Committee, the Nominating Committee, the Presidential Evaluation Committee, and the Strategic Plan Committee.
2. **Membership of a Standing Committee:** Each standing committee shall have no less than three (3) members appointed by the Chairperson. The Chair of a standing committee shall be appointed by the Chairperson. The Chairperson of the Board and the President of the College shall be members of each standing committee, ex officio.
3. **Duties and Responsibilities:** The duties and responsibilities of each Standing Committee shall be established by the members of the Board of Trustees, and a record of such duties shall be kept in writing and provided to existing and future Trustees.
4. **Meetings of Standing Committees:** Standing Committee meetings may be held at any time and at any place when called by the Chair of the Committee, the Chairperson of the Board of Trustees, the President of the College, or at least two members of the committee. Committee meetings shall be posted in accordance with state law and minutes shall be maintained. A quorum of committee members (excluding ex officio members) is required in order for the Committee to transact Board business.
5. **Nominating Committee:** At the March meeting each year, a nominating committee shall be formed to identify candidates for Vice-Chairperson and/or Secretary. Trustees interested in serving in either of these positions should notify the nominating committee in writing. Trustees serving on the nominating committee shall be ineligible for nomination as Vice Chairperson or Secretary. The nominating committee shall establish its committee guidelines and rules and shall present a slate of candidates to the Board at the Board's June meeting, and shall vote for the Vice-Chairperson and Secretary positions.
6. **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.

ARTICLE IV. 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 Chairperson of the Board of Trustees.

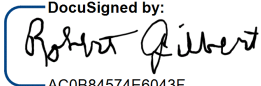
A Trustee may be disciplined by the Board, up to and including censure, for misconduct by such Trustee in his or her capacity as a Board member. Discipline may be imposed upon a majority vote of those Trustees present at a regularly scheduled meeting or special meeting of the Board at which a quorum 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.

ARTICLE V. AMENDMENTS

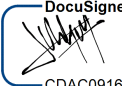
These By-Laws may be amended at any regular meeting by a majority vote of the members of the Board, provided that the amendment has been submitted in writing at the previous regular Board meeting. These By-Laws should be reviewed by the By-Laws and Governance Committee every five years or as circumstances may dictate.

Adopted on:

By:  _____
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Date: 7/8/2021

Robert W. Gilbert, Jr.
Chair, Board of Trustees

By:  _____
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Date: 7/8/2021

Ivonne Vidal
Secretary, Board of Trustees