

NORTH SHORE COMMUNITY COLLEGE

BYLAWS

ADOPTED BY THE BOARD OF TRUSTEES

JUNE 19, 1981

Amended

March 15, 2016

November 17, 2015

May 14, 2014

November 14, 2018

Preamble: Philosophy of the Board

1. The College is an integral part of the North Shore area it serves and has a responsibility to provide leadership in educational and cultural matters.
2. All individuals are given an opportunity to equip themselves for a fulfilling life and responsible citizenship in a world characterized by change.
3. All individuals have equal opportunity to acquire skills, knowledge and insight.
4. All individuals are given the opportunity to discover and develop their special aptitudes and interests.
5. All individuals are viewed as unique persons of worth who are entitled to be treated with dignity and respect.
6. The College functions best when the entire institution is interacting to maximize openness and trust among faculty, administrators, students, the Board of Trustees and the community at large.

ARTICLE I

ORGANIZATION OF THE BOARD

Section I - 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 II - 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 III - COMPENSATION

The Trustees shall serve without compensation but shall be reimbursed, subject to the Chair's approval, for all expenses reasonably incurred in the performance of their duties.

Section IV - COMPOSITION

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

Section V - ORGANIZATION

According to Massachusetts General Laws Chapter 15A, Section 21 (2013):. The governor shall appoint the Chair of each community college board of trustees, who shall reside within the geographic region of the community college, either from among the current members of each board or from outside the current members if a vacancy exists on that board. The existing term of a trustee who is newly designated to be Chair shall not be affected by this appointment.

At a spring meeting each year, the Board shall elect a Vice-Chair. The office of Clerk may be held by a person who is not a Trustee and the Clerk will be appointed by the Chair. Terms of office shall commence immediately following the College's Commencement ceremony or July 1st, whichever is earlier.

The Vice-Chair shall be elected annually by the Trustees to a one-year term by a majority vote from nominations made at a spring meeting. Nominations may come from an appointed Nominating Committee or from the floor. Should the Chair be unable to complete the term of office and a vacancy occurs, the Vice-Chair shall immediately assume the responsibilities and office of Chair of the Board until the Governor appoints a new Chair.

A. Chair: The duties of the Chair shall be:

1. To preside at all meetings of the Board of Trustees except as otherwise provided for in these Bylaws.
2. To appoint a Clerk or Acting Clerk as needed.
3. To appoint or establish a process for the selection of the members of Board committees.

4. To call special meetings as required.
5. To perform such other duties as may be prescribed by law, authority, or by action of the Board.

B. Vice-Chair: The duties of the Vice-Chair shall be:

1. To preside over Board meetings in the absence of the Chair.
2. To perform such other duties as may be prescribed by law, authority, or by action of the Board.

D. Clerk: The duties of the Clerk (and any Acting Clerk) shall be:

1. To provide written public notice of all regular and special meetings of the Board and its committees pursuant to state law.
2. To record, prepare and keep minutes of the proceedings of the Board and of each special committee thereof.
3. To preserve all documents, papers and records determined by the Board to be a part of the official records.
4. To initiate correspondence as directed by the Chair and to certify official records and proceedings.
5. To perform duties, not inconsistent with those prescribed by these Bylaws or by the Board, or as prescribed from time to time by the Chair of the Board or by the President of the College

The Board shall normally function as a committee of the whole. The Chair, in collaboration with the Board, may also form permanent standing committees. From time to time, as needs arise, the Board may establish ad hoc committees to perform specific tasks. Any such ad hoc committee shall be dissolved upon acceptance of its final report by the Board.

Section VI – RESIGNATION AND 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 and including censure or suspension, for serious misconduct by such Trustee in his/ her/their capacity as a Board member or upon indictment or conviction of such Trustee of a felony. Discipline may be imposed following a majority vote of those Trustees present at a special meeting or a regularly scheduled meeting of the Board at which a quorum is present. In the case of serious misconduct or upon indictment or conviction of a Trustee of a felony, the Board may also vote to recommend to the Governor the Trustee's removal from the Board.

Discipline and/or recommendation of removal of a Trustee under this Section shall be based upon a good faith determination by the Board that such Trustee has engaged in serious misconduct in his/her/their capacity as a Trustee or has been indicted or convicted by a court of competent jurisdiction of a felony. If it appears that there exists grounds for discipline or a recommendation of removal, the procedure set forth below shall be followed.

A Trustee shall be given at least fifteen (15) days prior written notice of a meeting of the Board at which his/her/their serious misconduct or indictment or conviction of a felony will be addressed. Such written notice shall include a statement setting forth the allegations of serious misconduct or events which lead to indictment or conviction. At the meeting, the Trustee shall be given an opportunity to address the allegations presented and provide an explanation for his/her/their conduct. The Trustee is permitted to have a representative who may be an attorney accompany him/her/them during the meeting, although the representative may not actively participate in the meeting other than to advise the Trustee. The Board shall at the conclusion of such meeting and by majority vote, decide whether or not discipline and/or a recommendation for removal is warranted and, if so, the nature of same. The decision of the Board shall be final to the extent permitted by applicable law.

ARTICLE II

MEETINGS OF THE BOARD

Section I - REGULAR MEETINGS

Regular meetings of the Board will be conducted in compliance with the Commonwealth of Massachusetts' Open Meeting Law (Ch. 30A, Sec. 11A and 11A. At a spring board meeting, the Trustees shall set the next fiscal year's meeting calendar for the months of September, October, November, December, February, March, April and June at a location designated by the Chair. The date or place or time of a regular meeting may be changed by action of the Board at any previous meeting, provided that every member is notified either by letter or digital communication or by distribution of the minutes carrying a record of the change; or at any other time by the Chair or Clerk after timely written notice of no less than ten (10) days to all Trustees and with the consent of a

majority of Trustees. If the date or place or time of any regular meeting is changed, the public shall be notified in accordance with MGL Ch. 30A, Sec. 11A and 11A ½.

Section II - SPECIAL AND/OR EMERGENCY MEETINGS

Special and/or emergency meetings of the Board will be conducted in compliance with the Commonwealth of Massachusetts' Open meeting Law (Ch. 30A, Sec 11A and 11A ½). Special and/or emergency meetings of the Board may be held at any time or place within the Commonwealth when called by the Chair or the President of the College or by three (3) Trustees, in writing, given to the Clerk specifying the purpose(s) of said meeting. Written notice of such meeting shall be sent to each Trustee by mail or digital communication at least seven (7) days prior to the date fixed for said meeting, which notice shall state the time, place, and purpose(s) for which it has been called; provided, that no notice need be given to any Trustee who waives the same by a written waiver executed by the Trustee before, at, or after the meeting. Each such waiver shall be filed with the records of the meeting.

Section III - ADJOURNED MEETINGS

Adjourned meetings may be held as the business of the Board requires. Public notification of the time, date and place of the continuation of the meeting shall be made pursuant to MGL Ch. 30A, Sec. 11A & 11A ½ unless the circumstances require the adjourned meeting to be an emergency meeting. Only items on the agenda of the meeting adjourned may be acted upon at the adjourned meeting.

Section IV - EXECUTIVE SESSIONS

Executive sessions of the Board will be conducted in compliance with the Commonwealth of Massachusetts' Open Meeting Law (Ch. 30A, Sec. 11A and 11A ½). Executive sessions of the Board are those meetings which are closed to the public. Executive sessions will be held as permitted and shall be conducted in all respects in accordance with MGL Ch. 30A, Sec. 11A and 11A ½.

Section V –PUBLIC PARTICIPATION PROCEDURE

In order that the business of the College may be conducted in an orderly and deliberative fashion, the Board sets forth the following procedures for individuals desiring to appear before the Board. The Board reserves the right to amend and/or waive any or all these procedures by majority vote of Trustees present.

Individuals desiring to be heard by the Board should make their intention known by completing a visitor's card and presenting it to the Clerk, prior to the beginning of the meeting.

- A. Individuals who have notified the Clerk of their desire to address the Board on an agenda item will be recognized before the Chair calls for a vote on the item.

Speakers must limit their remarks to the agenda item.

- B. Individuals who have notified the Clerk of their desire to address the Board on non-agenda items may be recognized at the discretion of the Chair at an appropriate time. In the case where several individuals of the same point of view wish to speak on a particular issue, the Board may require the designation of a spokesperson. Each non-agenda speaker coming before the Board is limited to only one appearance per meeting.
- C. The Chair may limit the time of appearance before the Board of any person.
- D. Only individuals officially recognized by the Chair will be allowed to speak.
- E. The Chair reserves the right to terminate an individual's comment period if he/she/they engages in conduct that is disruptive and/or interferes with the normal operation of the Board.

Section VI - WRITTEN COMMUNICATION

All written communications to the Board which bear the signature(s) and address(es) of the person(s) originating the communication shall be transmitted to the Board as a report from the President of the College. Unless otherwise directed by the Chair, the President shall acknowledge receipt of the written communication and inform the writer(s) regarding the disposition of the communication.

Section VII - MEETINGS; PROCEDURE(S)

- A. Prerequisites to Transact Business: In order to conduct official business which is binding on the College, the Board must meet in official session, keep minutes and have a quorum. A quorum shall consist of a simple majority of Trustees. Remote participation is permitted under criteria outlined in MGL Chapter 30A, Section 20. The quorum minimum must be met by those Trustees physically present at the meeting. All motions, duly seconded, require a majority of affirmative votes of Trustees for passage, unless otherwise required by the Bylaws, by applicable parliamentary procedure or by applicable law.
- B. Agenda: The agenda of the meeting shall be prepared and presented by the President of the College in consultation with the Chair and distributed to each Trustee at least seven (7) days prior to a meeting. Items which have been adequately noticed shall be voted upon. An item which has not been adequately noticed may be considered upon a vote by a majority of Trustees.
- C. If neither the Chair nor the Vice-Chair is present, any member of the Board may call the meeting to order, and the Board will immediately elect a Chair pro-tem to preside during that session. Such office is terminated by the entrance of the Chair or Vice-Chair or by the

election of another Chair pro-tem.

- D. Rules of Procedure: Unless otherwise determined by the Board or herein specified, all meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, Revised.
- E. Minutes: A record of all transactions of the Board will be set forth in a minute book maintained by the Clerk which shall be kept in the President's office as a permanent record of Board activity and will be open to inspection by the public pursuant to the Commonwealth of Massachusetts' Public Records Laws (Ch. 66 and Ch. 4, Section 7(26)). Executive Session minutes shall remain confidential until such time as public disclosure is required pursuant to MGL Ch. 30A, Sec. 11A and 11A ½ and Ch. 66 and Ch. 4, Section 7(26). The minutes will record the name of the Trustee making the motion, the name of the Trustee seconding it, and the vote. Voting shall be by voice vote, except that a roll call vote may be required or requested by a Trustee. A Trustee voting against a motion may state the reasons and may elect to have them recorded in the minutes, at the time of the voting. Although minutes shall include official actions of the Board, the Board may request inclusion of statements or data which they deem necessary to provide adequate understanding of the minutes.

Section VIII - LEGAL OPINIONS-BOARD REQUESTS

All questions or inquires of a Trustee involving the law and/or procedural matters pertaining to the College shall be reduced to writing by such Trustee and transmitted to the President of the College. Upon receipt of such questions or inquires by the President, the President shall submit the same to legal counsel for an appropriate answer, which shall be made in writing and transmitted through the President to the Board.

ARTICLE III

OFFICERS OF THE COLLEGE

- A. Number: The officers of the College shall be a President and such other executive and managerial officers as the President deems necessary.
- B. Selection, Term and Removal of President: The President shall be elected by vote of the Board and the approval of the Board of Higher Education. Said vote shall be a majority of the Trustees, and the President shall serve until a successor shall have been elected, or until death, resignation or removal. The President may be removed from office, unless otherwise provided by law, by affirmative vote of two thirds of the Trustees and the approval of the Board of Higher Education. Any such removal shall not prejudice the contract rights, if any, of the person so removed.

- C. Delegation of Authorities and Duties to the President: The President shall be the Chief Executive Officer of the College. The President shall administer rules and policies for the governance of the College as promulgated by the Board. The President shall have general power to manage and direct the affairs of the College and to perform such duties as are incident to the office or shall otherwise be required of the President by the Board.

Also, the President shall have authority to sign and execute, in the name of the College, all legal documents and contracts, and other instruments authorized by the Board and to affix the seal of the College to any instrument requiring the same.

The President shall have the authority to appoint executive and managerial officers and members of the professional and classified staff of the College. Unless otherwise provided by law, the President may remove with or without cause and accept resignations from any officer or employee of the College.

The President shall report to the Board information concerning the affairs of the College and recommend for the Board's consideration such measures as the President shall judge necessary or desirable.

- D. Duties of Executive and Managerial Officers: Executive and managerial officers of the College shall exercise such authority and perform such duties as may be delegated to them by the President of the College.
- E. Delegation of Authority and Duties: In case of extended absence or incapacity of the President of the College, the Board may delegate the powers and duties of the President during the period of such absence or incapacity to any other officer or any other person whom the Board may select.

ARTICLE IV

INDEMNIFICATION

To the extent permitted under Massachusetts law, the Commonwealth shall indemnify a Trustee against all losses, costs, judgments, damages, liabilities, and expenses (including, without limitation, reasonable legal fees) incurred or sustained by such Trustee arising out of or in connection with such Trustee's service on the Board or on account of any decision, action, omission or conduct of such Trustee performed within the scope of such Trustee's appointment (collectively hereinafter referred to as a "Claim"); provided, however to be entitled to such indemnification, such Trustee shall have acted in good faith in the belief that his/her/their conduct was lawful in connection with the circumstances giving rise to such Claim and such Trustee shall give notice to the President of the College of such Claim within a reasonable period of time after such Trustee becomes aware of such Claim and shall permit the defense of such Claim to be handled, and/or the settlement of such Claim to be made, by the Community College's

General Counsel or by the Attorney General of the Commonwealth. Nothing contained in this Article IV shall be construed to limit or restrict any other right to indemnification of a Trustee by the Commonwealth under applicable law or any other remedy which a Trustee may have under applicable law in the event of a Claim.

ARTICLE V

CHANGES, REVISIONS, ALTERATIONS OR BYLAWS

Section I - BYLAWS CHANGES; AMENDMENT, REVISION OR REPEAL

These Bylaws may be amended, revised or repealed by a vote of a majority of the Trustees at any meeting of the Board; provided, however, that the text of any amendment, revision or repeal as originally proposed shall be sent to the Trustees at least thirty (30) days before the meeting at which such amendment, revision or repeal will be considered.