

MASSASOIT COMMUNITY COLLEGE

Brockton, Massachusetts
Canton, Massachusetts
Middleborough, Massachusetts

BOARD OF TRUSTEES

BY-LAWS: Amended September 17, 2025

ARTICLE I

ORIGINATION AND OFFICERS OF THE BOARD OF TRUSTEES

SECTION 1. COMPOSITION AND FUNCTIONS OF THE BOARD

The composition functions, duties, powers and responsibilities of the Board of Trustees and its committees shall be as provided and authorized by the laws of the Commonwealth as in effect from time to time, including M.G.L. Chapter 15(A), subject to such rules, regulations, policies or guidelines as the Board of Higher Education may, from time to time, adopt, amend or repeal for the management, control, administration, or regulation of the system of public higher education, or any part thereof.

SECTION 2. OFFICER OF THE BOARD

The elected officers of the Board of Trustees shall be Chair, Vice-Chair, and Secretary. Each officer shall have the duties, functions, powers, and responsibilities of his/her office as prescribed by the laws of the Commonwealth; these By-Laws and parliamentary custom defined as Robert's Rules of Order Newly Revised 9th ed. 1990. (edited by Henry M. Robert and William J. Evans)

Such officers shall be elected by the Board of Trustees at its annual meeting, which is held in April (or as close to that month as possible) immediately prior to the regularly scheduled meeting, and they shall hold office until the next annual meeting or until their respective successors are elected. Each elected officer of the Board of Trustees shall be a Trustee.

Election of the Chair and other officers of the committee will be in accordance with the following procedures:

1. The President or his/her designee will preside at the annual meeting as Acting Chair until a new Chair is elected; upon election of a Chair, the newly elected Chair shall conduct the remainder of the election process. The Acting Chair does not have the right to vote.
2. A majority of Board of Trustees present shall be needed for election.
3. Nominations will not require a second.
4. The Chair will ask for nominations from the Board of Trustees for Vice Chair; once the Board of Trustees has announced its slate of officers, the Chair will open the floor to additional nominations for Vice Chair.
5. After a reasonable period of time, the Chair shall request a motion that nominations for Vice Chair be closed. This motion shall be seconded and voted by roll call vote.

6. Voice vote for Vice Chair by roll call of the members shall then be taken moving from left to right of the Chair.
7. If a nominee does not receive a majority, the roll call vote process shall be repeated until a nominee does receive a majority and is elected. If there are more than two candidates, the candidate receiving the least number of votes will be eliminated from consideration on the next ballot.
8. The remaining officers shall be elected in the following order, using the same format as above:
 - Secretary
9. All votes shall be public and not by secret ballot in accordance with the Open Meeting Law of the Commonwealth of Massachusetts (M.G.L. Chapter 30A, Section 11A and 11A ½)

SECTION 3. THE CHAIR OF THE BOARD OF TRUSTEES

The Chair of the Board of Trustees shall have the following powers and duties:

- a. To preside at all meetings of the Board of Trustees at which he/she is present. In the Chair's absence, the Vice-Chair shall preside and in the Vice-Chair's absence, the Board of Trustees shall elect a Chair pro tempore.
- b. To call all meetings (annual, regular and special), of the Board of Trustees.
- c. The Chair is not prohibited from appointing himself or herself as a voting member of a committee.
- d. To review and act upon, in consultation with the President, all trustee(s)' information requests in compliance with the Board of Trustees' Rules of Order.

SECTION 4. THE VICE-CHAIR OF THE BOARD OF TRUSTEES

The Vice-Chair of the Board of Trustees shall perform the duties of the Chair in the event of his/her absence.

SECTION 5. THE SECRETARY

The Secretary shall have the following duties:

- a. To give written notice of all regular and special meetings of the Board of Trustees and of standing committees thereof and distribute agenda thereof.
- b. To be responsible for having the minutes prepared of the meetings of the Board of Trustees, and of standing committees, thereof. The Secretary, in consultation with the President and Chair, may designate a staff member to transcribe the meeting minutes and to send meeting minutes and agenda on his or her behalf.
- c. To be responsible for preserving all documents, papers and records of the Board of Trustees determined by the Secretary to be a part of its official records or necessary to the performance of its duties.

- d. To perform duties not inconsistent with those prescribed by these by-laws or by the Board of Trustees, as prescribed from time to time by the Chair of the Board of Trustees or the President of the College.

ARTICLE II MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1. ANNUAL AND REGULAR MEETINGS

The annual meeting of the Board of Trustees shall be held in April (or as close to that month as possible) immediately prior to the regularly scheduled meeting. Regular meetings shall be scheduled at least ten (10) times per year (with at least two (2) of those meetings held on the Canton Campus). The time and place of such meetings shall be fixed by the Chair of the Board of Trustees in consultation with the President. All meetings shall be held in the Commonwealth.

SECTION 2. NOTICE OF REGULAR MEETINGS AND WAIVERS

Written notice of each regular meeting of the Board of Trustees shall be sent to each Trustee by email at least five (5) calendar days prior to the date fixed for said meeting.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board of Trustees may be held at any time and place within the Commonwealth when called by the Chair of the Board of Trustees, or the President of the College, or by three (3) Trustees in writing given to the Chair specifying the purpose(s) of said meeting. The time and place of such meeting shall be fixed by the Chair of the Board of Trustees.

Written notice of such meeting shall be sent to each Trustee by email at least five (5) calendar days prior to the date fixed for said meeting.

SECTION 4. AGENDA OF REGULAR BOARD MEETINGS

An agenda of matter to be considered at each regular meeting of the Board of Trustees shall be sent to each Trustee by email at least five (5) calendar days prior to the date fixed for said meetings.

Items to be included in the agenda for a regular meeting shall be submitted to the Chair or his/her designee in writing by (a) a recommendation of a Trustee or (b) the President of the College. If the Chair deems it appropriate, the Chair will assign the item to a standing committee. The item will not become part of a regular meeting agenda until it has been reported back from the standing committee.

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

- I. Call to Order
- II. Approval of Minutes
- III. Chairman's Report
- IV. President's Report
- V. Report of Standing Committees
- VI. Requests for Board Action

VII. Other Business (including announcements, special recognitions and review of trustee(s)' information requests)

VIII. Adjournment

SECTION 5. QUORUM

The number of Trustees necessary to constitute a quorum for the transaction of business shall be a majority (one more than one-half) of the members of the Board of Trustees or such other number as is fixed by law, but a less number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

SECTION 6. OPEN MEETING LAWS

The Board of Trustees shall conduct all meetings in compliance with the State's Open Meeting Law (M.G.L. Chapter 30A, Section 11A and 11A ½) which requires governmental bodies to follow specified procedures regarding notice of meetings, public access to meetings, executive sessions, and record keeping requirements.

In compliance with the Open Meeting Law, notices of all meetings will be posted on the Massasoit Community College website, and notification will be sent to the Secretary of State and Secretary of Administration and Finance.

SECTION 7. RULES OF ORDER

1. Only items which appear under "Requests for Action" may be voted on (unless with 2/3 approval).
2. In the event that new items are raised at Board meetings, they will be referred to a committee by the Chair (no motion required).
3. Members of the Massasoit Community may place items on the Board meeting's agenda under "other business" if these items are submitted in writing to the Chair at least ten (10) days before the meeting. The Chair may first submit the matter to a Committee for consideration.
 - a. Any Trustee making a request for information must submit the request in writing to the Chair of the Board of Trustees.
 - b. The Chair of the Board of Trustees, in consultation with the President, will review all trustee(s)' requests for college information.
 - c. Any disagreement concerning fulfilling such information requests shall be resolved by the Board of Trustees at a regularly scheduled meeting as determined by the Chair of the Board of Trustees.
4. Public Comment at Board Meetings

- a. The College's Board of Trustees reserves the right to place on the meeting agenda a period for public comment.
- b. The length of the public comment period shall be established at the discretion of the Board.
- c. Any member of the public who wishes to appear before the Board during the public comment period shall do as follows:
 - i. Submit a written request to the Board's Chair or President with a copy to the Board Liaison at least 72 hours prior to the scheduled Board meeting (not including Saturdays, Sundays, legal holidays, or any day the College would be closed).
 - ii. The written request shall include the identity of the person seeking to speak before the Board and an outline of the subject matter to be discussed. If a prepared statement is to be read before the Board, the statement shall be submitted to the Board along with the request to speak.
 - iii. No written materials may be disseminated to the Board unless prior approval to do so is obtained from the Board's Chair or President.
 - iv. The Board retains the discretion to deny a request to provide public comment before the Board for any reason.

SECTION 8. REMOTE PARTICIPATION

Remote participation by Trustees is allowed provided that:

- a. The Chairperson is notified in writing reasonably in advance of a Trustee's need to participate remotely and one (1) or more of the following factors makes the member's physical attendance unreasonably difficult:
 - i. Personal or family illness;
 - ii. Personal disability;
 - iii. Emergency;
 - iv. Military service; or
 - v. Geographical distance.
- b. A Trustee who participates remotely may vote and shall not be deemed absent.
- c. A quorum of the body shall be physically present at the meeting location and a Trustee participating remotely shall not be counted toward the quorum.
- d. At the start of the meeting the Chairperson of the Board or Committee shall announce the name of the Trustee who will be participating remotely. This information shall be recorded in the meeting minutes.

- e. The following media are acceptable for remote participation: telephone, internet or satellite, including audio or video conferencing, so long as the remote participant and all persons present at the meeting are clearly audible to each other.
- f. 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.
- g. All votes taken during any meeting in which a Trustee participates remotely shall be by roll call vote.
- h. A Trustee participating remotely may participate in an executive session, but shall state at the start of any such session that no 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 of the body.

ARTICLE III

COMMITTEES OF THE BOARD OF TRUSTEES

SECTION 1. STANDING COMMITTEES

There may be three (3) standing committees of the Board of Trustees: (a) Audit & Finance Committee (b) the Academic and Student Affairs Committee; and (c) the Nominating Committee.

SECTION 2. COMMITTEE MEETINGS

Committee meetings may be held at any time and place when called by the Chair of the Committee, the Chair of the Board of Trustees, or the President of the College. The Chair of the Committee or his/her designee shall send a written notice of the time and place of the meeting by mail to each member of the Board of Trustees at least five (5) calendar days prior to such meeting, or by email at least four (4) calendar days prior to the date fixed for said meeting. Notice need not be given to any Committee member who waives such notice in writing or orally before or after the meeting, or who attends the meeting.

SECTION 3. AGENDA OF COMMITTEE

A written agenda of matters to be considered at each meeting of a committee of the Board of Trustees shall be sent to each Committee member as early as possible in advance of the meeting. All items to be included on the committee agendas shall be submitted to the Chair of the Committee or his/her designee in writing.

SECTION 4. POWERS AND DUTIES OF STANDING COMMITTEES

The Standing Committees shall have the following powers and duties:

a. Audit & Finance Committee

To consider, report, and make recommendations to the Board on matters relative to the administrative policy of the College, including but not limited to: annual spending plan; audited financial statements; annual investment report; mid-year financial report; yearend budget to actual reports; budget development; buildings/facilities planning and financing; tuition, fees and financial aid.

b. Academic and Student Affairs Committee (currently not active)

To consider, report, and make recommendations to the Board on matters relative to academic and student affairs, including but not limited to: new academic program review, fostering segmental relationships, e.g. community college transfer K-12/higher education cooperation, multi-campus cooperation; college mission statement; completion and graduation; workforce development and continuing education; and strategic plan review.

c. Nominating Committee

To consider, report and make recommendations to the Board at its annual meeting relative to the slate of officers for the following year, to serve as the Nominating Committee for offices that may become vacant during term.

The President or his/her designee shall serve as a non-voting, *ex officio* member of each standing committee. The Vice President of Administration/CFO shall serve as a non-voting, *ex officio* member of the Audit & Finance Committee. The Vice President of Academic Affairs and the Vice President of Student Services and Enrollment Management shall serve as non-voting, *ex officio* members of the Academic and Student Affairs Committee.

ARTICLE IV MISCELLANEOUS

SECTION 1. THE SEAL OF THE COLLEGE

The Common Seal of the College and the Board of Trustees shall consist of the name of the College, founding date (1966), and the phrase “Endurance and Faith.”

SECTION 2. AMENDMENT, REVISION OR REPEAL OF BY-LAWS

These by-laws may be amended, revised or repealed by vote of a majority of the entire number of Trustees at any meeting of the Board of Trustees; provided, however, that the text of any amendment, revision or repeal as originally proposed shall be emailed or delivered to the Trustees at least thirty (30) calendar days before the meeting. These by-laws shall be reviewed every 5 years by the Board Chair or his or her designee.

SECTION 3. CODE OF ETHICS FOR TRUSTEES

A Trustee shall always uphold the standard of ethics demanded by Massasoit Community College as outlined below and also comply with M.G.L. Chapter 268A, the State Conflict of Interest Law.

- a. A Trustee shall not act as an individual, but only in concert with the Board as a whole.
- b. A Trustee shall always act in the best interest of Massasoit Community College.
- c. A Trustee shall always avoid any semblance of conflict.
- d. A Trustee, while engaging in his/her duties, shall communicate only with the Board, or the President, or his/her designee.
- e. A Trustee, when approached by the staff or faculty member concerning College business, shall always refer him/her to proper chain of command.
- f. A Trustee shall not approach a College vendor and, when approached by an organization or outside vendor, shall refer him/her to the President or his designee.
- g. A Trustee shall not utilize for personal enhancement any equipment, material, or personnel under the aegis of Massasoit Community College.
- h. Any allegation of a violation of these ethics shall be reviewed by the Board of Trustees and placed on the agenda of Board of Trustees meeting by the Chair of the Board of Trustees or the President. The Board of Trustees will review the allegation(s) and make a determination as to whether a violation occurred. The Board of Trustees may take action including but not limited to verbal warning; written reprimand; censure; notification to the Governor; and/or State Ethics Commission.