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NORTHERN ESSEX COMMUNITY COLLEGE

BOARD OF TRUSTEES

BY-LAWS

ARTICLE I. ORGANIZATION AND OFFICERS OF THE BOARD

Section 1. Composition and Functions of the Board.

The composition, duties, functions, powers and the responsibilities of the Board of Trustees (hereinafter the “Board”) shall be as provided and authorized by the General Laws and Acts of the General Court as in effect from time to time. The Board is legally responsible, consistent with Chapter 15A, Massachusetts General Laws, and in collaboration with the Board of Higher Education as required, for assuring that the College fulfills the distinctive purposes for which it was established.

Section 2. Officers of the Board.

The officers shall consist of a Chair, a Vice Chair and a Secretary. The Chair of the Board shall be appointed by the Governor. The remaining officers shall be elected by the Trustees at the annual meeting of the Board held in April of each calendar year with the new term effective the following July 1st. All elections shall be conducted in compliance with the Commonwealth’s Open Meeting Law.

Section 3. The Chair of the Board of Trustees shall have the following duties:

- a. To preside at all meetings of the Board of Trustees.
- b. To call special meetings of the Board of Trustees.
- c. To appoint members and chairs of Board committees of the Board of Trustees.
- d. To review and approve agendas of regular and special meetings.
- e. To serve as a voting member of all committees of the Board.
- f. To sign all documents as authorized by the Board.

Section 4. The Vice Chair shall have the following duties:

- a. To perform the duties of the Chair of the Board at his/her request or in the case of his/her absence or incapacity.

Section 5. The Secretary of the Board of Trustees shall have the following duties:

- a. To record the minutes of all meetings of the Board of Trustees .
- b. To oversee the maintenance of records of the meetings of the Board of Trustees.
- c. Preside at meetings of the Board in the absence of the Chairperson and the Vice Chairperson.

Section 6. Vacancies.

Other than the Chair, when an officer position becomes vacant prior to the annual meeting, the position shall be filled at the next regular meeting of the Board of Trustees in an election.

Section 7. Travel and Expenses

The members of the Board serve without compensation. Expenses of Board members will be reimbursed when the expenses are reasonably incurred in the performance of their duties and are authorized by the Board of Trustees.

When a Trustee plans to travel on college business, each Trustee SHALL provide a credit card number and/or a personal check to prepay for such expense. All reasonable, documented expenses incurred on the trip by a Trustee SHALL be reimbursed by the college. This obligation may be waived by the Chairman of the Board for good cause shown.

ARTICLE II. MEETINGS OF THE BOARD

Section 1. Annual and Regular Meetings.

The annual meeting of the Board of Trustees shall be held in April of each calendar year. Regular meetings shall be held the first Wednesday of each calendar month, except January, July and August unless the Board of Trustees shall otherwise determine. If the Chairperson is absent at a meeting, a quorum being present, the meeting may proceed under the direction of the Vice Chairperson, or in his/her absence, the Secretary.

Section 2. Special Meetings.

Special meetings of the Board may be held at any time and at any place when called: (1) by the Chair of the Board of Trustees, or (2) by petition of any five Trustees given in writing to the Chair or the President of the College specifying the time, place and purpose of the meeting.

Section 3. Notice of Meetings.

Written notice of each regular and special meeting of the Board of Trustees shall be delivered to each Trustee at least five days prior to the date fixed for the meeting including agenda and written materials to be discussed. The notice shall state the time and place of the meeting and, as to special meetings, the purpose for which it has been called. Revisions to the agenda may be placed prior to 12:00 noon two days before the meeting, excluding weekends and legal holidays. All meetings shall be conducted in compliance with the Commonwealth's Open Meeting Law.

Section 4. Transaction of Business

A majority of the Trustees in office shall be necessary to constitute a quorum for transaction of business at any meeting of the Board of Trustees.

ARTICLE III. COMMITTEES OF THE BOARD

Section 1. Standing Committees.

The Board of Trustees shall have the following standing committees which shall consist of (3) voting members appointed by the Chairman of the Board. In addition, the Chairman of the Board shall also serve as a non-voting member of each standing committee. As an ex officio member of each standing committee, the Chairperson shall not be counted when determining the number required for a quorum or in determining whether or not a quorum is present.

- a. A budget committee which will review financial matters, including spending and capital budgets, and special fund budgets prior to recommending action to the full Board. The Committees will review all reports from auditors, whether state or federal auditors or independent auditors hired by the college. The trust fund reports and spending plan status reports, both quarterly and annually, are to be reviewed by this committee.
- b. A Personnel Committee which will review major personnel reorganizations planned by the President and be available to the President for consultation as needed.

Section 2. Special Committees.

The Chair of the Board of Trustees shall authorize such special committees as are deemed necessary. A special committee shall report recommendations to the Board for appropriate action. A special committee shall be dissolved when its report is accepted by the Board.

ARTICLE IV. ORDER OF BUSINESS

- a. Call to order.
- b. Approval of minutes and secretary's report.
- c. Correspondence.
- d. Unfinished business.
- e. Educational report.
- f. Report of Administration.
- g. Report of Board Committees.
- h. New Business.
- i. Other Business.
- j. Adjournment.

ARTICLE V. CITIZEN PARTICIPATION

The Board of Trustees shall solicit the advice and counsel of citizens in planning and operating of the College. Meetings of the Board of Trustees shall be open to the public. All citizen communications to the Board of Trustees shall be addressed to the Board of Trustees. Citizens who wish to present any matter of concern to the College shall make written request to the Secretary of the Board of Trustees at least 24 hours prior to the meeting. This shall come under other business. The Board may, in case of emergency, by a majority vote, give visitors who have not presented a written request an opportunity to present matters of concern to the Board. The Chair shall allot a visitor an appropriate amount of time.

ARTICLE VI. AMENDMENTS AND POLICIES

These By-Laws may be amended, revised or repealed by vote a majority of the entire number of Trustees provided, however, that the amendment is presented at one meeting and voted on at the next regular meeting.

Policies provided at one meeting will be voted upon at the next meeting, except in those circumstances deemed to be an emergency when so voted by three-fourths of the members in attendance.

The rules contained in ROBERT'S RULES OF ORDER, revised, shall govern the proceeding of this Board, except in such cases as are covered by these By-Laws.

ARTICLE VII. OPEN MEETING LAW GUIDELINES

Section 1. Open Meeting Law

As a public body, the Board is obligated to conduct all meetings in compliance with the Commonwealth's Open Meeting Law. A meeting constitutes deliberation of a public body with respect to any matter within the body'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. Under limited circumstances the Board may deliberate in executive session. All meetings of the Board shall be posted in compliance with the Open Meeting Law and minutes shall be maintained in compliance thereto.

Section 2. Executive Session

An executive session may be held if a quorum of the Board has first met in open session, due notice given, and a majority of the members have so voted. Each Trustee's vote is recorded on roll call and entered into the minutes. The presiding officer must cite the purpose for the executive session and state if the Trustees will re-convene after the session. Executive sessions may be conducted in accordance with Chapter 30A, Sections 18-25.

Section 3. Quorum

The number of Trustees necessary to constitute a quorum for deliberation shall be six (6). When a quorum is present at any meeting, a majority of the Trustees present may take action on behalf of the Trustees, unless a larger number is required by other provisions of these By-Laws. By vote of a majority of a quorum of Trustees present, any meeting may be recessed.

Section 4. Remote Participation

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 members of the Board is allowed provided that:

1. The chair, or in the chair's absence his/her designee (and insofar as possible), be notified in advance of a member's need to participate remotely and one or more of the following factors make the member's physical attendance unreasonably difficult:
 - a. Personal illness;
 - b. Personal disability;
 - c. Emergency;
 - d. Military service ; or
 - e. Geographic distance.
2. Members who participate remotely may vote and shall not be deemed absent.

3. A quorum of the body, including the chair or, in the chair's absence, the person appointed to chair the meeting, shall be physically present at the meeting location.
4. At the start of the meeting the chair shall announce the name of any members who will be participating remotely and the reason for his or her remote participation. This information shall be recorded in the meeting minutes.
5. The following media are acceptable for remote participation:
 - a. Telephone, internet or satellite including audio 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 at which the disconnect occurred shall be noted in the meeting minutes.
7. All votes taken during any meeting in which a member 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 presence of that person is approved by a simple majority of the public body.

ARTICLE VII – RESIGNATION AND TRUSTEE DISCIPLINE

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 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.

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.