

BYLAWS  
BOARD OF TRUSTEES  
OF  
SPRINGFIELD TECHNICAL COMMUNITY COLLEGE

ARTICLE 1

ORGANIZATION AND OFFICERS OF THE BOARD OF TRUSTEES

Section 1.     Composition and Functions of the Board.

The composition, duties, functions, powers and responsibilities of the Board of Trustees shall be as provided and authorized by the Massachusetts Board of Higher Education, the Massachusetts General Laws, and the Acts of the General Court as in effect from time to time.

Section 2.     Officers of the Board

The Officers shall consist of a Chair, a Vice Chair, and a Secretary.

The Board may also appoint a Clerk who may be a person other than a Trustee; and the Clerk when so appointed, shall be sworn to discharge the duties of the office.

*Except for the Chair who is appointed by the Governor, each officer shall be elected by vote of the members of the Board for a one year term. Each officer may stand for re-election for no more than four successive terms.*

Each officer shall perform the legal duties of the office and such other functions as are designated by the Board of Trustees.

The officers shall serve until their successors have been elected.

Section 3.     The Chair of the Board of Trustees shall have the usual powers of

the Chair including but not limited to:

- a. Presiding at all meetings of the Board of Trustees, including the Executive Committee and serving as Co-Chair of the Committee on Ways & Means and Co-Chair of the Committee on Internal & External Relations.
- b. Calling special meeting of the Board of Trustees.
- c. Appointing all committees of the Board.
- d. Performing other duties as may be determined by the Board.

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

- a. Perform the duties of the Chair of the Board of Trustees at the Chair's request or in the case of the Chair's absence or incapacity.

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

- a. Oversee the maintenance of records of the meetings of the Board of Trustees and the committees thereof.
- b. Perform the duties of the Chair of the Board of Trustees in the absence of both the Chair and the Vice Chair.

Section 6. The Clerk of the Board of Trustees shall have the following duties:

- a. To give written notice of all regular and special meetings of the Board of Trustees and the committees thereof.
- b. To record the proceedings of the Board of Trustees and of each special committee thereof in a book or books to be kept therefor.

- c. To preserve all documents, papers and records determined by the Board of Trustees to be a part of the official records.
- d. To initiate correspondence as directed by the Chair of the Board and to certify official documents and proceedings.
- e. To perform duties, not inconsistent with those prescribed by these Bylaws or by the Board of Trustees, or as prescribed from time to time by the Chair of the Board or by the President of the College.

## ARTICLE II

### MEETINGS OF THE BOARD

#### Section 1. Annual and Regular Meetings

The annual meeting of the Board of Trustees shall be held in March of each calendar year. Regular meetings, shall be held at least once in each calendar month with exception of July unless the Board of Trustees shall otherwise determine. The time and place of such meetings shall be fixed by the Chair of the Board. In the absence of the Chair, the Vice Chair and the Secretary of the Board of Trustees at any meeting, the Trustees at that meeting may appoint, by vote, a Chair pro tempore of the Board for the conduct of that meeting.

#### 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 four Trustees given in writing to the Clerk 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 given to each Trustee by mail at least seven days prior to the date fixed for the meeting, which notice shall state the time and place of the meeting and, as to special meetings, the purpose for which it has been called.

Section 4.     Quorum

The number of Trustees 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.

In the absence of a quorum, no legal business may be transacted. Agenda items may be discussed; however, no official record of the discussion should be maintained. All items requiring action should be referred to the Executive Committee for their consideration; any action taken by the Executive Committee must be reported to the Board of Trustees at their next meeting.

Section 5.     Executive Session

The Board may go into Executive Session, by roll call vote, for reasons prescribed by law.

ARTICLE III

COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Executive Committee

The Board of Trustees shall have an Executive Committee composed of the Chair, the Vice Chair, the Secretary and the Co-Chairs of the Committee on Ways & Means and Internal & External Relations. The Executive Committee shall have the authority to act on behalf of the Board of Trustees when action is required prior to the next scheduled meeting or in the absence of a quorum as cited in Article II, Section 4.

Section 2. Standing Committees

*The Board of Trustees shall have the following two standing committees: Committee on Internal & External & External Relations and Committee on Ways & Means. Each committee shall consist of five Trustees appointed by the Chair. The Chair shall be an ex-officio member of all standing committees.*

*A quorum shall consist of a majority of the members of the committee. A majority vote of the full committee shall be necessary to carry all motions. If a quorum is not present, all matters before the committee shall be brought before the full Board of Trustees for action.*

Section 3. Audit Committee

The Board shall have a permanent audit committee consisting of at least two

Trustees and other individuals all of whom shall be appointed by the Chairman of the Board. At least one member shall be a certified public accountant. The audit committee shall advise the Committee on Ways & Means and the Board of Trustees on all matters pertaining to College audits and financial statements.

Section 4. Special Committees

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

MINUTES OF PROCEEDINGS

Section 1. Minutes of the proceedings of the Board of the previous meeting shall be prepared by the Clerk and mailed, or delivered, to the members as least 48 hours before the time of the next regular meeting.

Section 2. The minutes of the preceding meeting(s) shall be approved by the Board and signed by the Chair and the Secretary.

Section 3. All motions shall be carefully recorded, and the names of those who make motions shall be noted and the yeas and nays recorded.

Section 4. The official minutes shall be bound and kept in the administrative offices of the College.

ARTICLE V

RECORDS AVAILABLE

Section 1. All public records of the Board of Trustees shall be available to citizens for inspection at the offices of the college during regular office hours.

ARTICLE VI

BASIS FOR DETERMINING A VOTING RESULT

Section 1. A majority of the Board of Trustees is a quorum, but no act is valid unless voted at a meeting of the Board by a majority vote of the members of the Board present with the exception as stated in Article III Section 1. Less than a quorum may adjourn to a future date.

ARTICLE VII

COMPENSATION AND EXPENSES

Section 1. No member of the Board of Trustees may receive any compensation for any services. Expenses of the Board members will be reimbursed when the expenses are authorized by the Board of Trustees.

ARTICLE VIII

TRANSACTION OF BUSINESS

Section 1. The Board of Trustees shall transact all business at a legal meeting of the Board. No member of the Board of Trustees shall have power to act in the name of the Board outside of the Board meetings.

ARTICLE IX

ORDER OF BUSINESS

- Section 1.
- a. Call to Order
  - b. Roll Call
  - c. Approval of Minutes
  - d. Trustee Committee Reports
  - e. Unfinished Business
  - f. New Business
  - g. Other Business
  - h. President's Report
  - i. Adjournment



ARTICLE X  
AMENDMENTS

Section 1. These Bylaws may be amended by vote at a meeting of the Board.

ARTICLE XI  
RULES OF ORDER

Section 1. The latest edition of Robert's Rules of Order shall govern the Board in its deliberations, except where it is inconsistent with these Bylaws or any applicable law. All members of the Board may vote on matters to be decided by the Board unless excused by law.

ARTICLE XII  
CITIZEN PARTICIPATION

Section 1. The Board of Trustees shall solicit the advice and counsel of citizens in planning and operating the College. Meetings of the Board of Trustees shall be open to the public. All citizens' 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 Chair of the Board of Trustees at least four days prior to the meeting. This shall come under "Other Business." In case of emergency, the Board may, by 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, at the appropriate time, not more than five minutes unless the time is increased or decreased by vote of the Board.

Adopted May 13, 1981

Amended June 17, 1981

Amended September 8, 1982

Amended February 16, 1983

Amended April 27, 1983

Amended April 30, 1986

Amended June 27, 1986

Amended January 29, 1992

Amended October 21, 2002

Amended October 28, 2006

Amended October 29, 2007

Amended January 28, 2008

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