

# BYLAWS

BRISTOL COMMUNITY COLLEGE

BOARD OF TRUSTEES

777 Elsbree Street  
Fall River, Massachusetts 02720



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**ARTICLE I****Organization and Operation of the Board of Trustees****Section 1: Composition and Functions**

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 of Bristol Community College does not discriminate on the basis of race, color, religious creed, national origin, sex, age, sexual orientation, genetic information, handicap, or ancestry of any individual in admission, access or treatment of its programs and activities.
3. 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 a full-time undergraduate student.
4. 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.
5. 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.

**Section 2: Duties and Responsibilities of the Board**

1. Adopt and annually review the College Mission Statement and 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 and to formulate policies on matters related to short- and long-range planning for the College.
3. Consult with the President on policies relating to the organizational structure of the College.
4. Consult with the President and take action on academic and programmatic initiatives.
5. Receive and approve all monthly/quarterly fiscal reports and engage in an annual audit of the finances of the College.
6. Prepare and submit to the Board of Higher Education estimates of maintenance, capital outlay budgets and proposed real property acquisition.
7. Upon 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.

8. Upon recommendation of the President and approval of the Board by a roll-call vote, establish all fees and Continuing Education tuition at the College.
9. 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.
10. 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 all relevant matters and prepare a monthly written report to be submitted to the Board at its monthly Board meetings.

### **Section 3. Officers of the Board of Trustees**

The Officers of the Board of Trustees shall be a Chair, Vice-Chair and Secretary. The Chair is appointed by the Governor of the Commonwealth of Massachusetts. The Vice-Chair and Secretary shall be elected by the Trustees at the Annual Meeting and shall hold office until the next Annual Meeting and until their respective successors are elected and qualified.

#### Duties of Officers:

1. The Chair shall have the following duties:
  - a. To preside at all meetings of the Board of Trustees except as otherwise provided in these Bylaws.
  - b. To appoint or establish a process for the selection of the members of the Board's committees.
  - 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-Chair shall have the following duties:

To perform the duties of the Chair of the Board at his/her request or in case of his/her absence or incapacity.
3. The Secretary shall have the following duties:
  - a. To give notice of all regular and special meetings of the Board of Trustees, and to compile and distribute agenda for each meeting; to give notice of all meetings of committees of the Board.

- b. To record the proceedings of the Board of Trustees at all regular and special meetings thereof.
- c. To preserve all documents and records determined by the Board of Trustees to be a part of its official records or of the official records of the College.
- d. To conduct correspondence as directed by the Board of Trustees and to certify official documents and proceedings.
- e. To perform duties, not inconsistent with those prescribed by these Bylaws, which the Board of Trustees or the President of the College may, from time-to-time, direct.

## ARTICLE II

### Meetings of the Board

#### Section 1: Annual and Regular Meetings

The Annual Meeting of the Board of Trustees shall be held in May or June. Regular meetings shall be held as scheduled and no less than a minimum of eight times per year, unless otherwise determined by the Board of Trustees. The time and place of such meetings shall be fixed by the Chair of the Board of Trustees in consultation with the Secretary. All meetings shall be held within the Commonwealth.

#### Section 2: 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 Trustees in writing given to the Secretary 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 in consultation with the Secretary. Written notice of such meeting shall be sent to each Trustee by mail or electronic form 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 him/her before or after the meeting. Each such waiver shall be filed with the records of the meetings.

#### Section 3: Notice of Regular Meetings; Waiver

Written notice of each regular meeting of the Board of Trustees shall be sent to each Trustee by mail or electronic form at least seven (7) days prior to the date fixed for said meeting, which notice shall state the time and place thereof; provided that no notice need be given to any Trustee who waives the same by a written waiver executed by him/her before or after the meeting. Each such waiver shall be filed with the records of the meeting.

**Section 4: Agenda of Regular Board Meetings**

A written agenda of matters to be considered at each regular meeting of the Board of Trustees shall be sent to each Trustee by mail or electronic form at least seven (7) days prior to the date fixed for said meetings. The Chair shall set the agenda for the meeting. A Trustee wishing to add an item to the agenda must notify the Secretary at least ten (10) days in advance of the meeting. If the Chair does not agree to add the item to the agenda, the Secretary shall notify the Trustee whom requested the item seven days prior to the meeting. If the Trustee receives the written consent of another Trustee, the item shall be discussed on the agenda under the New Business category. 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.

**Section 5: Quorum**

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. A majority of the members present and voting at a meeting may adjourn the meeting.

**Section 6: Order of Business**

Determined at the discretion of the Chair of the Board of Trustees, the following may be included in the order of business at meetings of the Board of Trustees:

- I. Call to Order
- II. Chair's Remarks
- III. Consent Agenda
  - Consideration of Minutes of Prior Meeting
  - Reports of Special Committees Not Requiring Action
  - Report of Personnel Actions
  - Report of Workforce and Community Education Contracts
- IV. President's Report
- V. Reports of Special Committees
- VI. Report of Nominating Committee (at Annual Meeting)
- VII. Report of Student Trustee
- VIII. Financial Update – Vice President for Administration and Finance
- IX. Old Business
- X. New Business
- XI. Adjournment

**Section 7: Conduct of Business**

The latest version of Robert's Rules of Order shall govern the order of business at all meetings of the Board of Trustees, unless otherwise provided by these Bylaws.

### **Public Comment at Board Meetings**

- The College's Board of Trustees reserves the right to place on a meeting agenda a period for public comment.
- The length of the public comment period shall be established at the discretion of the Board.
- Any member of the general public who wishes to appear before the Board during the public comment period shall do as follows:
  - Submit a written request to the Board's Secretary or Chair at least 72 hours prior to the scheduled Board meeting (not including Saturdays, Sundays, legal holidays, or any day the College would be closed).
  - 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.
  - No written materials may be disseminated to the Board unless prior approval to do so is obtained from the Board's Chair.
- The Board retains the discretion to reschedule a public comment period depending on the Board's agenda.
- The Board retains the discretion to deny a request to provide public comment before the Board for any reason.

### **Section 8: 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 Chair of the Board.

### **Section 9: Board Member Remote Participation**

Remote participation by Trustees is allowed provided that:

1. Any member of the Board may participate remotely if the Chair (or, in the Chair's absence, the person chairing the meeting) determines that one of the following factors makes the member's physical attendance unreasonably difficult:
  - a. Personal illness.
  - b. Personal disability.

- c. Emergency.
  - d. Military service.
  - e. Geographic distance.
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.
  4. At the start of the meeting the Chair 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 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 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 presence of that person is approved by a simple majority of the public body.

### ARTICLE III

#### Committees of the Board of Trustees

##### Section 1: Practice of the Board of Trustees

The Board may, at its discretion, refer any matter before the Board to an appropriate committee.

##### Section 2: Nominating and Governance and Other Committees

There shall be a Nominating and Governance Committee of the Board of Trustees which shall be appointed by the Chair; the number to be so appointed shall be three (3). Trustees serving on the Nominating and Governance Committee shall be ineligible for nomination as Vice-Chair or Secretary. The minutes of any and all



Nominating and Governance Committee meetings shall be provided to the Board of Trustees at least seven (7) days prior to the Annual Meeting. The Nominating and Governance Committee shall nominate all officers of the Board for election at each Annual Meeting.

The Standing Committees of the Board shall consist of:

- Awards
- Facilities
- Finance/Budget
- Foundation Relations
- Human Resources
- Instructional and Student Services
- Nominating and Governance
- Risk Management Committee

There shall be such other committees as the Board of Trustees may establish from time-to-time to have duties and tenure as the Board shall determine.

- Membership of a Standing Committee:  
Each standing committee shall have no less than three (3) members appointed by the Chair. The Chair of a standing committee shall be appointed by the Chair of the Board. The Chair of the Board shall be a voting member of each standing committee, ex officio; the President of the College shall be a non-voting member of each standing committee, ex officio.
- Duties and Responsibilities:  
The duties and responsibilities of each Standing Committee shall be established by the members of the Board of Trustees.
- 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 Chair 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 non-voting members) is required in order for the Committee to transact Board business.
- 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

### **Selection, Term and Removal of the 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.

## ARTICLE V

### **Naming of Facilities**

The naming of buildings, parts of buildings, or other physical plant facilities at Bristol Community College will be conducted as stated in the Policy on Naming of Facilities approved by the Board of Trustees in April 2007 or subsequently revised.

## ARTICLE VI

### **Seal of the College**

The common seal of the College and of the Trustees shall, subject to alteration by the Board of Trustees, consist of a flat-faced circular die with the words, "Bristol Community College, Fall River, Massachusetts," inscribed around the perimeter. There shall be depicted in the center a torch, a quill and two scrolls intersecting behind a shield.

## ARTICLE VII

### **Trustee Resignation, Discipline and Absence**

#### **Section 1: Resignation**

Any Trustee may resign from the Board by delivering a written letter of resignation to the Governor of the Commonwealth and the Chair of the Board of Trustees.

**Section 2: Discipline**

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.

**Section 3: Absence**

According to state law (General Law – Part I, Title II, Chapter 15A, Section 21), any vacancy on a board of trustees shall be filled for the duration of the term, in the same manner as the prior appointment. If a member is absent from four 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 chairman shall forthwith notify the governor when any vacancy exists.

**ARTICLE VIII****Amendments**

The Trustees shall have the power to amend, alter, or repeal these Bylaws, and to adopt new Bylaws, from time-to-time, by affirmative vote of a majority of the whole Board as then constituted, provided that notice of the proposal to make, alter, amend, or repeal the Bylaws was included in the notice of the meeting of the Trustees in which such action takes place.