

BUNKER HILL COMMUNITY COLLEGE BOARD OF TRUSTEES BYLAWS
Revised: October 18, 2021

PREAMBLE

The Board of Trustees of Bunker Hill Community College serves as the governing body responsible for setting policy to achieve the mission and goals of Bunker Hill Community College. Members will exemplify a standard of leadership that is ethical, values diversity, and promotes student success. The Board will work in partnership with the President to effect policies for the overall benefit of the College. The Board shall delegate power to the President as educational and administrative head of the College.

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

ARTICLE I. ORGANIZATION AND OFFICERS OF THE BOARD

A. COMPOSITION OF THE BOARD OF TRUSTEES

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 shall consist of eleven (11) members
 - a. Board Chair (1): Appointed by the Governor
 - b. Board Members (7): Appointed by the Governor
 - c. Alumni Member (1): Appointed by the Governor
 - d. Elected Alumni Member (1): Elected by the Alumni Association
 - e. Student Trustee (1): Undergraduate Elected by the Student Body
3. Trustees appointed by the Governor shall typically serve for five-year terms, and shall be staggered in their appointment. Trustees may be appointed for two consecutive terms.
4. 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.
5. Definitions
 - a. **Current Board Member:** an individual either appointed by the Governor, or whose election by the appropriate body or organization is confirmed by the Governor via appointment, and is currently in good standing in attendance.
 - b. **Quorum:** A simple majority of the number of Board seats established by statute. A quorum is required to conduct Board business and to vote on an action item.
 - c. **Approval of the Board:** The approval of an action item by a simple majority of the quorum present at an official Board meeting.

- d. **Majority of the Full Board Membership:** 50% plus one member of the current members of the Board
- e. **Approval of the Majority of the Full Board Membership:** This approval is required when the Board votes to recommend the appointment or removal of the College President
- f. **Roll Call:** A Roll Call is required in the following circumstances:
 - i. The Board votes to enter Executive Session
 - ii. The Board votes on decisions during Executive Session
 - iii. The Board votes when any member is participating remotely
 - iv. The Board votes to recommend the appointment of or removal of the College President

B. DUTIES AND RESPONSIBILITIES OF THE BOARD

1. The Board shall conduct an annual self-evaluation to assess and improve Board effectiveness.
2. Adopt and annually review the College Mission Statement and five (5) year master 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.
3. Consult with the President to formulate policies on matters related to short and long-range planning for the College.
4. Consult with the President on policies relating to the organizational structure of the College.
5. Consult with the President and take action on academic and programmatic initiatives.
6. Receive and approve all monthly/quarterly fiscal reports and engage in an annual audit of the finances of the College.
7. Prepare and submit to the Board of Higher Education estimates of maintenance, capital outlay budgets and proposed real property acquisition.
8. Upon recommendation of the President and the 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.
9. Upon recommendation of the President and approval of the Board, establish all fees and Continuing Education tuition at the College.
10. 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.
11. 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, the College's Mission Statement, and five (5) year Master 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.

C. OFFICERS OF THE BOARD

1. The Board shall have the following officers: Chairperson, Vice Chairperson, and Secretary. Each officer shall perform the duties of the office and such other functions as designated by the Board pursuant to these By-Laws.
2. The Chairperson shall be appointed by the Governor. The Vice Chairperson and the Secretary shall be elected, as prescribed by these By-Laws, by the Trustees at their annual meeting in May. The Vice Chairperson and the Secretary shall be elected by a majority of the members of the Board. Board members may self-nominate and may vote for themselves in the election process. The term of the Vice Chairperson and the Secretary shall be for a period of one year (September 1st to August 31st). The Vice Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson.
3. The President or his or her designee shall serve as assistant to the Secretary of the Board, staff the Board meetings, keep records, post all legal notices and perform such other duties as shall be prescribed.
4. Other than the Chairperson, officers of the Board may be removed from office by a majority vote of the members of the Board.
5. Other than the Chairperson, when an officer position becomes vacant prior to the annual meeting, the position shall be filled at the next regular Board meeting as prescribed by these By-Laws.
6. The three officers of the Board, and one additional trustee as appointed by the Chairperson, shall constitute the Executive Committee.

D. DUTIES OF OFFICERS

1. The Chairperson's duties shall be:
 - a. To appoint or establish a process for the selection of the members of the Board's committees, which may include but are not limited to the following: the Finance and Audit Committee, the Real Estate Committee, the Presidential Evaluation Committee, and, from time to time, ad hoc committees to address timely topics.
 - b. To preside at all meetings of the Board of Trustees except as otherwise provided in these Bylaws.
 - 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.
 - f. To perform such other duties as may be prescribed by law, authority, or by action of the Board.
2. The Vice Chairperson's duties shall be:
 - a. To preside over Board meetings in the absence of the Chairperson and as otherwise indicated in accordance with these Bylaws.
 - b. To perform such other duties as may be prescribed by law, authority, or by action of the Board.

3. The Secretary's duties shall be:
 - a. To notify members of the Board of all meetings and prepare and distribute meeting materials and agendas. To provide written public notice of all regular, subcommittee and special meetings of the Board in compliance with state law, including posting all such meetings as required by the Open Meeting law.
 - b. To record, prepare and keep minutes of the proceedings of the Board and its committees pursuant to state law.
 - c. To preserve all documents, papers, and records, as determined by the Board, and as required by state law, to be part of the Board's official records. Said official records shall be maintained by the Office of the President, and available to the public via the meeting management software platform linked to the College Website. Official records created prior to the use of the electronic meeting management are available to the public by written request to the Office of the President.
 - d. To initiate correspondence as directed by the Chairperson and to certify official records and proceedings.
 - e. To perform duties, not inconsistent with those prescribed by these Bylaws or by the Board, or as prescribed from time to time by the Chairperson.
 - f. The Secretary shall be assisted by staff in the Office of the President.

E. 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 Chairperson of the Board.

ARTICLE II. MEETINGS OF THE BOARD

A. CONDUCT OF BOARD MEETINGS

1. **Transaction of Business:** The Board shall transact all business within its jurisdiction at official meetings of the Board.
2. **Open Meeting Law:** All Board meetings and subcommittee meetings shall be conducted in conformity with the Commonwealth of Massachusetts' Open Meeting Law. A meeting is defined as deliberation by the Board with respect to any matter within the Board'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.
3. **Quorum:** A simple majority of the number of Board seats established by statute. 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 quorum of Board members present.
4. **Regular Meetings:** Regular meetings of the Board will be held according to a schedule and at a location established by the Chairperson at the annual meeting in consultation with Board members and the President. Typically, the Board meets monthly with the exception of February, May, July, August, and December. According to state law, if a Trustee is absent from four (4) regularly scheduled meetings in any academic year, that person's membership

on the Board shall terminate and a vacancy shall be deemed to exist. The Chairperson shall forthwith notify the Governor when any vacancy (other than the Student Trustee) occurs.

5. **Annual Meeting:** The Board shall conduct an annual meeting no later than the end of June.
6. **Special or Emergency Meetings:** Such meetings may be held at any time or place within the Commonwealth when called by the Chairperson or the President or by three (3) Trustees, in writing, given to the Secretary specifying the purpose(s) of said meeting. Written notice to Board members of such meetings shall state the time, place and purpose(s) for which it has been called. Public notice must be posted for all Special Meetings.
7. **Adjourned Meetings:** Regular meetings may be adjourned to a future date and time to address unfinished business. Adjourned meetings may be held, as the business of the Board requires. Public notice of the continuation of an adjourned meeting must be posted unless circumstances require the subsequent meeting to be held as an emergency meeting. Only items on the agenda of the meeting adjourned may be deliberated and acted upon when the adjourned meeting is resumed.
8. **Executive Sessions:** Those meetings which are closed to the public in accordance with state law. An executive session may be held if a quorum of the Board has first met in open session and a majority of the members have so voted based on a recorded, roll-call vote. The Chairperson must state the purpose for the executive session and whether the Board intends to re-convene in open session following the executive session. Minutes shall be maintained in an executive session and shall include all votes taken. State law specifies ten (10) purposes for which an executive session may be held. Brief descriptions of these purposes are listed below; details of each provision is available via this link:
<https://www.mass.gov/files/documents/2017/09/25/2017%20Guide%20only.pdf>
 - a. To discuss the reputation, character, physical condition or mental health, rather than professional competence, of an individual, or to discuss the discipline or dismissal of, or complaints or charges brought against, a public officer, employee, staff member or individual. The individual to be discussed in such executive session shall be notified in writing by the public body at least 48 hours prior to the proposed executive session; provided, however, that notification may be waived upon written agreement of the parties.
 - b. To conduct strategy sessions in preparation for negotiations with nonunion personnel or to conduct collective bargaining sessions or contract negotiations with nonunion personnel. *Collective Bargaining Sessions:* These include not only the bargaining sessions, but also include grievance hearings that are required by a collective bargaining agreement.
 - c. To discuss strategy with respect to collective bargaining or litigation if an open meeting may have a detrimental effect on the bargaining or litigating position of the public body and the chair so declares
 - d. To discuss the deployment of security personnel or devices, or strategies with respect thereto;
 - e. To investigate charges of criminal misconduct or to consider the filing of criminal complaints;

- f. To consider the purchase, exchange, lease or value of real property if the chair declares that an open meeting may have a detrimental effect on the negotiating position of the public body;
 - g. To comply with, or act under the authority of, any general or special law or federal grant-in-aid requirements;
 - h. To consider or interview applicants for employment or appointment by a preliminary screening committee if the chair declares that an open meeting will have a detrimental effect in obtaining qualified applicants; provided, however, that this clause shall not apply to any meeting, including meetings of a preliminary screening committee, to consider and interview applicants who have passed a prior preliminary screening;
 - i. To meet or confer with a mediator, as defined in section 23C of chapter 233 of MGL, with respect to any litigation or decision on any public business within its jurisdiction involving another party, group or entity, provided that:
 - i. any decision to participate in mediation shall be made in an open session and the parties, issues involved and purpose of the mediation shall be disclosed; and
 - ii. no action shall be taken by any public body with respect to those issues which are the subject of the mediation without deliberation and approval for such action at an open session.
 - j. To discuss trade secrets or confidential, competitively-sensitive or other proprietary information.
9. **Meeting Agenda:** The agenda for each regular meeting of the Board shall be provided to each Trustee at least seven (7) days prior to the date fixed for the meetings. A Trustee wishing to add an item to the agenda must notify the Secretary and the Board Chair at least ten (10) days in advance of the meeting. 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 committee of the Board to consider the item and report back to the Board.

B. REMOTE PARTICIPATION IN BOARD MEETINGS (940 Code of Mass Regulations 29.10)

By a simple majority vote, the Board may permit remote participation in Board meetings and committee meetings. The Board may revoke its decision to permit remote participation in the same manner. If remote participation has been adopted by the Board, a Trustee shall be permitted to participate remotely in a meeting in accordance with the following procedures.

A Trustee may participate in a meeting by “remote means” as those are described herein, if physical attendance by said Trustee would be unreasonably difficult, if there is a quorum physically present at the meeting, and if said Trustee satisfies the other requirements set forth in this Section H. A Trustee who participates remotely may vote and shall not be deemed absent from the meeting, but may not be counted when determining a quorum.

1. A Trustee who desires to participate remotely shall notify the Chairperson, or the person chairing the meeting, no later than seventy-two (72) hours before such meeting, of his or her desire to participate remotely, the means for doing so, and the reasons therefor. The

Chairperson, or person chairing the meeting, shall determine whether the reasons constitute unreasonable difficulty, it being understood that physical presence is the preferred course. The Chair has the discretion to set reasonable limits on the number of Trustees who may participate remotely in a meeting.

2. At the start of the meeting, the Chairperson, or the person chairing the meeting, shall announce the name of any Trustee who is participating remotely and the reason for his or her remote participation. This information shall be recorded in the meeting minutes.
3. A Trustee who participates remotely may also participate in an Executive Session, provided that he or she affirms at the start of such session that no other person is present or able to hear the discussion at the remote location.
4. All votes taken in any meeting in which a Trustee participates remotely shall be by roll call vote.
5. "Remote means" as set forth in this Section means to use a telephone or other technology in a manner to ensure that the remote participant and the physical quorum are clearly identifiable and audible to each other. If a remote participant is disconnected during the course of a meeting, that fact and the time of the disconnection shall be recorded in the minutes. The Chairperson, or the person chairing the meeting, may impose reasonable conditions on remote participation to ensure that it does not interfere with the orderly process of the meeting.
6. Any expense associated with remote participation may be charged to the Trustee seeking such participation.
7. In the same manner as those Trustees physically present at a meeting, a Trustee participating remotely shall be provided with copies of all documents or exhibits that the Chairperson, or the person chairing the meeting, reasonably anticipates will be used during the meeting.

C. REMOTE PARTICIPATION IN BOARD MEETINGS DURING THE COVID PANDEMIC

On March 12, 2020, Governor Charlie Baker issued an emergency order, modifying the Commonwealth's Open Meeting Law, MGL Chapter 30A, Sections 18-25. The order permits the Board of Trustees to meet remotely so long as they provide the general public with adequate, alternative means for accessing the meeting. Other than the modifications provided for in the emergency order, all other provisions of the law and its regulations remain unchanged, including posting meetings, establishing a quorum, and maintaining minutes.

The emergency order is effective immediately and shall remain in effect until rescinded or until the State of Emergency is terminated, whichever happens first. Upon the expiration of this emergency order, Section B Remote Participation in Board Meetings During the COVID Pandemic, shall be reinstated.

According to the emergency order, the Open Meeting Law is modified, in pertinent part, as follows:

1. Section One
 - a. The Board is relieved of the requirement that it conduct its meetings in a public place that is open and physically accessible to the public.
 - b. The Board must make provisions to ensure public access to the deliberations of the Board for interested members of the public through “adequate, alternative means.”
 - c. Adequate, alternative means may include, without limitation, providing public access through telephone, internet, or satellite enabled audio or video conferencing or any other technology that enables the public to clearly follow the proceedings of the Board while those activities are occurring.
 - d. The adequate, alternative means selected shall be available without charge to the public.
2. Section Two
 - a. The requirement that a quorum of the Board and the Board Chair be physically present at a specified meeting location is suspended.
 - b. All members of the Board are permitted to participate in any meeting remotely.
 - c. A quorum (although not physically present) is still required in order to conduct the business of the Board.

D. CITIZEN PARTICIPATION

Meetings of the Board of Trustees shall be open to the public and provide the opportunities for citizens to address communications to the Board of Trustees. The Board reserves the right to limit or restrict such participation at its discretion.

Citizens who wish to present any matter of concern to the College shall make a written request to the Chairperson of the Board of Trustees at least three (3) business days prior to the meeting. The Board may, in case of emergency, by a majority vote, give citizens who have not presented a written request an opportunity to present matters of concern to the Board. The Chairperson shall, at the appropriate time, allot a citizen not more than five (5) minutes unless the time is increased or decreased by a majority vote of the Board.

E. RULES OF ORDER

Unless otherwise specified, the latest edition of Robert’s Rules of Order shall govern the Board insofar as the rules are compatible with these By-Laws and the laws of the Commonwealth of Massachusetts.

F. MEETING MINUTES

1. The Board, through the role of the Secretary, shall create and maintain accurate minutes of all meetings, including executive sessions. Minutes shall include the meeting’s date, time and place, the members present or absent, a summary of the discussions on each subject, a list of documents and other exhibits used at the meeting, the decisions made and the actions taken at each meeting, including a record of all votes. As a part of the Board’s official records, minutes shall be available in the manner described in *D.2.c. Secretary’s Duties*.
2. The minutes of a Board meeting, whether approved or in draft form, shall be disclosed to any person upon request in accordance with state law. Documents and other exhibits, such

- as photographs, recordings or maps, utilized by the Board during a meeting shall, along with the minutes, be part of the official record of the meeting. Minutes shall be maintained in an executive session, but may be withheld from disclosure to the public in their entirety as long as publication may defeat the lawful purposes of the executive session, but no longer.
3. The Board's previous meeting minutes shall be prepared by the Secretary and delivered to Board members at least forty-eight (48) hours before the next regular meeting. The minutes of the preceding meeting shall be approved by the Board and signed by the Chairperson and the Secretary.
 4. Minutes of all Board meetings shall be maintained by the President's Office as described in *D.2.c. Secretary's Duties*.

ARTICLE III. COMMITTEES OF THE BOARD

In general, the practice of the Board of Trustees shall be to act upon matters after due consideration and recommendation by a committee of the Board of Trustees or the President of the College. However, any Trustee may present matters to the Board for consideration without prior reference to a committee.

1. ***Standing Committees:*** The Board may establish Standing Committees, which may include, but are not limited to: Executive Committee, Finance/Budget Committee, and the Real Estate Committee.
2. ***Membership of a Standing Committee:*** Each Standing Committee shall have no less than three (3) members appointed by the Chairperson. The Chair of a Standing Committee shall be elected by committee members and confirmed by the Board ~~Chair~~[Chairperson](#). The Chairperson of the Board and the President of the College shall be members of each Standing Committee, ex officio.
3. ***Duties and Responsibilities:*** The duties and responsibilities of each Standing Committee shall be established by the members of the Board of Trustees.
4. ***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 Chairperson 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 ex officio members) is required in order for the Committee to transact Board business.
5. ***Nominating Committee:*** At the March meeting each year, a Nominating Committee shall be formed to identify candidates for Vice-Chairperson and/or Secretary. Trustees interested in serving in either of these positions should notify the Nominating Committee in writing. Trustees serving on the Nominating Committee shall be ineligible for nomination as Vice Chairperson or Secretary. The Nominating Committee shall establish its Committee guidelines and rules and shall present a slate of candidates to the Board at the Board's April meeting. At its May meeting each year, the Board shall elect a Vice-Chairperson and Secretary.

6. **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. An Ad Hoc Committee, unless extended by the Board Chair, shall be dissolved when its report is received by the Board.

ARTICLE IV. 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 Chairperson of the Board of Trustees.

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 by 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 of a trustee, the Board may, by a majority vote, 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. (In the event of an emergency as determined by the Board Chairperson, such notice may be shortened.) 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 an advisor accompany him/her during the meeting, although the advisor 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.

ARTICLE V. AMENDMENTS

These Bylaws may be amended at any regular meeting by a majority vote of the members of the Board, provided that the amendment has been submitted in writing at the previous regular Board meeting.

(Adopted at the _____ Board of Trustees Meeting)

