BYLAWS

FITCHBURG STATE UNIVERSITY BOARD OF TRUSTEES

Approved As Revised, April 2, 2026

ARTICLE I. ORGANIZATION 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, its committees, or subcommittees, shall be as provided and authorized by the laws of the Commonwealth as in effect from time to time, subject to such rules, regulations, policies , or guidelines as the Department of Higher Education may, from time to time, adopt, or repeal for the management, control, administration, or regulation of the system of public higher education, or any part thereof. In recognition of the Department of Higher Education's Equity Agenda, the Board of Trustees shall strive to consider the furtherance of diversity, equity and inclusion in the exercise of its powers and responsibilities.

Section 2. Officers of the Board

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

Such officers shall be elected by the Board of Trustees at its annual meeting upon nomination by the Nominating Committee as provided in Article III, section 5, or otherwise, and they shall hold office until the next annual meeting or until their respective successors are elected.

Section 3. Duties of the Officers

A. The *Chair* of the Board of Trustees shall have the following duties:

1. To preside at all meetings of the Board of Trustees.
2. To call special meetings of the Board of Trustees.
3. To serve ex-officio, with voting power, as a member of all standing committees of the Board of Trustees.
4. To appoint all standing committees, a Nominating Committee and other special committees of the Board of Trustees and to appoint the chairs thereof.

B. The *Vice Chair* of the Board of Trustees shall have the following duties:

To perform the duties of the Chair of the Board of Trustees at their request or in case of their absence or incapacity.

C. The *Secretary* of the Board of Trustees shall have the following duties:

1. Record the proceedings of the Board of Trustees and of each standing and special committee thereof in a book or books to be kept therefore.

2. Preserve all documents, papers, and records determined by the Board of Trustees to be a part of the official records of the University.

3. 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.

Section 4. The President of the University

The President of the University shall serve as the Chief Executive and Administrative Officer of the University and shall:

Be the professional advisor to the Board of Trustees on all matters involving the educational programming and governance of the University.

Be responsible for the management of the educational and fiscal affairs of the

University. Serve as ex-officio to the Board and on all of its committees.

Section 5. Assistant Secretary of the Board

The Assistant Secretary of the Board of Trustees shall:

Assist the Secretary in the recording of the proceedings of the Board of Trustees.

Perform the duties of the Secretary in the event of the absence or illness of the Secretary upon request of the Chairman of the Board of Trustees or the President of the University.

ARTICLE II. MEETINGS OF THE BOARD

Section 1. Regular and Annual Meetings

There shall be a minimum of four meetings a year of the Board of Trustees of Fitchburg State University in the months of October, January, April and May. The May meeting shall also be the Annual Meeting unless otherwise determined by the Board. Ordinarily, the Board shall set the date and time of each meeting at least one month in advance.

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 the President of the University, or

3. By petition of any five Trustees given in writing to the Secretary.

Section 3. Notice of Meetings

Written notice of each regular meeting of the Board of Trustees shall be given to each Trustee at least five (5) business days prior to the date fixed for the meeting. Notice of special meetings shall be given to each Trustee at least three (3) business days prior to the meeting day. Notices shall state the time and place of the meeting and, as to special meetings the purposes for which it has been called.

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 at least five (5) business days prior to the date fixed for said meeting.

Items to be included in the agenda for a regular meeting shall be submitted in writing by:

1. Recommendation of a standing or other committee of the Board of Trustees.
2. The Chair of the Board of Trustees.
3. The President of the University.

No item shall be included in the agenda for a regular meeting except upon recommendation by a standing or other committee of the Board of Trustees, the Chair of the Board of Trustees or the President of the University

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

I. Call to Order
II. Public Comment
III. Consideration of Minutes of Prior Meeting
IV. Reports of Standing Committees

V. Reports of Special Committees including Nominating Committee

VI. Presidents Report

a. Updates and Pending Actions

b. Comments by University Staff at Invitation of President

VII. Student Trustee Report
VIII. Other Business
IX. Adjourn Meeting

Section 5. Quorum

The number of Trustees necessary to constitute a quorum for the transaction of business shall be a majority of the voting members but a lesser number may adjourn any meeting from time to time, and such meetings may be held as adjourned without further notice.
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 Bylaws. By vote of a majority of Trustees present any meeting may be recessed.

Section 6. Open Meeting Law/Executive Sessions

All meetings of the Board of Trustees shall comply with the State's Open Meeting Law (OML), and any applicable Attorney General's Regulations, including but not limited to remote participation and any Executive Sessions held by the Board. Unless the Board shall otherwise direct, Executive Sessions of the Board shall include the Trustees, the President, and any other person the Board deems necessary or appropriate to provide the Board with information or advice. The Board may meet in Executive Session only for the purposes enumerated in the OML, and to consider the award of honorary degrees.

ARTICLE III. COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Standing Committees

There shall be six (6) standing committees of the Board of Trustees:

1. Standard Committee on Academic Affairs
2. Standing committee on Student Experience
3. Standing Committee on Finance
4. Standing Committee on Operations and Safety
5. Standing Committee on Enrollment Management and Student Success
6. The Executive Committee

1. **Standing Committee on Academic Affairs**

The Standing Committee on Academic Affairs shall have the following powers and duties:

a. Review academic program health and innovation, with attention to enrollment trends, accreditation, and program demand.

b. Monitor faculty recruitment, retention, and development efforts, and their alignment with institutional goals for equity and access.

c. Discuss the role of research, sponsored programs, and graduate/online education in advancing Fitchburg State's mission.

d. Identify opportunities for Board advocacy and support around new academic initiatives.

2. **Standing Committee on Student Experience**

The Standing Committee on Student Experience shall have the following powers and duties:

a. Review the overall student experience, including residential life, athletics, co-curricular learning, and student leadership.

b. Discuss recent initiatives to strengthen student belonging, engagement, and well-being.

c. Evaluate opportunities to expand partnerships with community organizations (private, non-profit, city and regional partnerships).

d. Identify priorities for enhancing campus climate and student-centered services.

3. **Standing Committee on Finance**

The Standing Committee on Finance shall have the following powers and Duties:

a. Inquire into all fiscal affairs of the University.
b. Make recommendations to the Board of Trustees on all matters relating to the financial soundness of the University including budget, internal controls and investment oversight.
c. Receive and recommend Board action on all proposed capital projects, financing and debt management, land acquisition and disposition and review budget performance.
d. Discuss strategies for financial equilibrium.
e. Evaluate capital planning needs, including residence halls and auxiliary properties.
f. Consider new revenue opportunities, philanthropy, grants, and review progress towards fundraising and enrollment goals.

4. **Standing Committee on Operations and Safety**

The Standing Committee on Operations and Safety shall have the following powers and duties:

a. Review campus facilities, operations, and safety priorities, including deferred maintenance, residence halls, and infrastructure projects.

b. Discuss the university's emergency preparedness and public safety strategies.

c. Monitor sustainability and energy initiatives aligned with the campus master plan.

d. Identify opportunities to enhance safety, accessibility, and modernization across campus.

5. **The Standing Committees on Enrollment Management and Student Success**

The Standing Committee on Enrollment Management and Student Success shall have the following powers and duties:

a. Review enrollment performance for early indicators for fall and spring.

b. Consider strategies to improve first-to-second year retention.

c. Examine recruitment initiatives with attention to first-generation students, adult learners, transfer pipelines, and the Fitchburg Public Schools.

d. Discuss the alignment of student support services with our goals for access, equity, and student success.

6. **The Executive Committee**

The Executive Committee shall be composed of the Chair, the President, the Vice Chair, and the Secretary and it shall have the following powers and duties:

a. To act upon matters referred to it by the President of the University when prompt action is necessary.
b. To consider and act upon proposals referred by the Board of Trustees.
c. Facilitate the evaluation of the University President.

Section 2. Members of the Standing Committee

Each standing committee shall have such number of members, not fewer than three (3) as shall be appointed by the Chair of the Board at the close of the annual meeting and the Chair of each standing committee shall be appointed by the Board Chair at that time. The Chair of the Board of Trustees and the President of the University shall also be members of each standing committee.
Each trustee must be a member of at least one subcommittee.

Section 3. Meetings of the Standing Committees

Meetings of standing committees may be held at any time and at any place when called by the Chair of the Standing Committee, the Chair of the Board of Trustees, or a majority of the voting members of the Standing Committee. Written notice of each committee meeting shall be given to each Trustee at least five (5) business days prior to the meeting date. Notices shall state the time, place and purpose of the meeting.

Section 4. Agenda of Committee of the Board

A written agenda of matters to be considered at each Standing Committees of the Board of Trustees shall be sent to each Standing Committee member at least five (5) business days prior to the date of the meeting. Items to be included on Standing Committee agendas may be submitted in writing by

1. The President of the University or
2. Any Trustee

Section 5. Nominating and Other Special Committees

There shall be a Nominating Committee of the Board of Trustees appointed each year serving until the next meeting. The Nominating Committee shall present at the annual meeting nominees for the posts of Chair, Vice Chair, and Secretary.

The Board of Trustees may establish other special committees from time to time to have such duties as it may determine.

ARTICLE IV. MISCELLANEOUS

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by a two-thirds vote of the members present, due notice of such amendment having been given in the call to the meeting.

These Bylaws shall be reviewed no less than every five years by the Board of Trustees. The Chair may nominate a committee to perform this review and report its recommendations to the full board.