

BYLAWS

FITCHBURG STATE UNIVERSITY BOARD OF TRUSTEES

Approved As Revised, February 7, 2023

ARTICLE I. ORGANIZATION AND OFFICERS OF THE BOARD OF TRUSTEE

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. Associate of the Board

Serving the Board as an Associate shall be an **Assistant Secretary**. The Assistant Secretary of the Board of Trustees shall:

Assist the Secretary in the recording of the proceedings of the Board of Trustees and 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 September, November, March and May, with the first being the organizational meeting. The May meeting shall also be the Annual Meeting unless otherwise determined by the Board. Ordinarily, the meetings will be held on the first Tuesday of each of these months. The Board shall, however, 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. Consideration of Minutes of Prior Meeting
- III. Reports of Standing Committees

IV. Reports of Special Committees including Nominating Committee

V. Presidential Agenda

1. President's Comments
2. Comments by University Staff at Invitation of President

VI. Status of Pending Actions

VII. Other Business

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 be held in compliance 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 five standing committees of the Board of Trustees:

- A. Academic Affairs
- B. Student Life
- C. Budget Finance and Facilities
- D. Personnel and Human Resources
- E. Executive Committee

A. Committee on Academic Affairs

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

1. To consider policies regarding the quality, character, and extent of instruction and research at the University, including policies governing admission requirements, programs of instruction, curriculum, degrees, public service activities, and research, and to make recommendations to the Board of Trustees with respect thereto.
2. To consider policies related to the educational purposes and responsibilities of the University and evaluate the same on a long-range basis, and to make recommendations to the Board of Trustees with respect thereto.
3. To advise the President on any matter within the scope of the Committee's duties.

B. Committee on Student Life

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

1. To consult with the President and to consider and recommend to the Board of Trustees for action matters pertaining to student life and activity, student services, student government, and the health and wellbeing of the student body.

C. Committee on Budget, Finance and Facilities

The Committee on Budget, Finance and Facilities shall inquire into all fiscal affairs of the University and 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. In addition, this committee shall receive and recommend Board action on all proposed capital projects, financing and debt management, land acquisition and disposition and shall have the following powers and duties:

1. To review and make recommendations to the Board annually or as necessary on the University's operating budget including University trust funds.
2. To review and make recommendations to the Board annually or as necessary on any changes to student fees.
3. To review and make recommendations to the Board, as necessary, for the approval of any debt financing.
4. To review and make recommendations to the Board annually or as necessary on investments including but not limited to the allocation of class parameters, fund manager allocations, and/or any related investment designations or selections.
5. To review and make recommendations to the Board on the annual independent audit of financial statements.

6. To review and make recommendations to the Board, as necessary, on the development and update of plans and policies, including but not limited to capital/master plan, cash management and investment policies, debt policies, and compliance and risk policies.

D. Committee on Personnel and Human Resources

The Committee on Personnel and Human Resources shall have the following powers and duties:

1. To consider matters relative to the personnel needs of the University in consultation with the President and make recommendations to the Board as necessary.
2. To consider actions to be taken that are required by the terms of any collective bargaining agreements, policies on staffing patterns, changes in status, and related matters when applicable as recommended by the President and make recommendations to the Board with respect to such matters for Board action.
3. To review when recommended by the President policies related to Human Resources and make recommendations to the Board with respect to such policies for Board action when applicable.

E. 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:

1. To act upon matters referred to it by the President of the University when prompt action is necessary.
2. To consider and act upon proposals referred by the Board of Trustees.

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 committee.

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 Committee, the Chair of the Board of Trustees, or a majority of the voting members of the 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 meeting of a committee of the Board of Trustees shall be sent to each committee member at least five (5) business days prior to the date of the meeting. Items to be included on 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 in March of 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.