

BRIDGEWATER STATE UNIVERSITY

BOARD OF TRUSTEES

BYLAWS

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BRIDGEWATER STATE UNIVERSITY

BOARD OF TRUSTEES

BYLAWS

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 those that are established, authorized, prescribed and permitted by the laws of the Commonwealth of Massachusetts as in effect from time to time, subject to such rules, regulations and policies lawfully adopted thereunder and binding upon or of application to the Board of Trustees.

SECTION 2. DELEGATION OF AUTHORITY. The Board of Trustees delegates all discretionary duties, powers and responsibilities not explicitly retained by the Board through its Bylaws, or those limited by Article I, Section 1 of said Bylaws, to the President of the University and the Administration.

SECTION 3. BOARD MEMBERSHIP. The Board of Trustees shall consist of eleven members, nine of whom are appointed by the Governor of the Commonwealth of Massachusetts, one of whom is an alumnus of the University elected thereto by the Bridgewater Alumni Association, and one of whom is a full-time undergraduate student elected thereto by the student body annually. At least one of the nine members chosen by the Governor must be an alumnus of the University.

If a member is absent from four regular meetings of the Board 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 Chairperson shall forthwith notify the Governor when any vacancy exists.

The members appointed by the Governor or elected by the Bridgewater Alumni Association shall serve for a term of five years, but no member shall be appointed or elected for more than two consecutive terms. Succeeding appointments or elections shall be made for five-year terms and any vacancy on the Board shall be filled for the duration of the term, in the same manner as the prior appointment. The Chairperson and/or the President of the University shall notify the Governor or president of the Bridgewater Alumni Association when any vacancy exists.

The term of office for the elected student member shall be for one year. The student member shall be eligible for re-election for as long as said student remains a full-time undergraduate student in good standing. If at any time during the elected term of office said student member ceases to be a full-time undergraduate student in good standing, the membership

of said student on the Board shall be terminated and the office of the elected student member shall be deemed vacant. A vacancy in the office of the elected student member prior to the expiration of a term shall be filled for the remainder of the term in the same manner as student elections to full terms.

SECTION 4. OFFICERS OF THE BOARD. The elected officers of the Board of Trustees shall be a Chairperson, a Vice Chairperson and a Secretary. Each officer shall have the duties, functions, powers and responsibilities of his/her office as prescribed by the laws of the Commonwealth, these Bylaws, and parliamentary custom.

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 7, and they shall hold office until the next annual meeting or until their respective successors are elected and qualified. All officers of the Board shall also be Trustees.

SECTION 5. THE CHAIRPERSON OF THE BOARD OF TRUSTEES. The Chairperson of the Board of Trustees shall have the following powers and duties:

- (a) To preside at all meetings of the Board of Trustees at which he/she is present. In his/her absence, the Vice Chairperson of the Board shall preside. In the absence of both, a chairperson *pro tempore* shall be elected.
- (b) To call special meetings of the Board of Trustees.
- (c) To serve as an *ex officio* voting member of all standing committees of the Board of Trustees.
- (d) To appoint all committee members and chairpersons, who will serve until the next annual meeting of the Board of Trustees. All committee assignments shall be coterminous with the Chairperson of the Board.
- (e) To appoint an acting Secretary to perform the duties of the Secretary in the absence of the Secretary.
- (f) To appoint substitute members and chairpersons of standing committees in the event that any such member or chairperson thereof declares his/her inability to serve for any period. A substitute so appointed shall serve during such inability.
- (g) To designate newly-appointed Trustees as members of standing committees. In the event of an appointment to a standing committee in which no vacancy exists, the number of members of such committee shall be enlarged by such appointment. A member so appointed shall serve until the next annual meeting of the Board of Trustees.
- (h) Insofar as the articles of organization or other constituent documents of the Bridgewater State University Foundation require or permit the same, to serve as a

Trustee of the Foundation, unless inconsistent with any applicable law or regulation.

- (i) Serve as a member and chairperson of the Executive Committee.

SECTION 6. THE VICE CHAIRPERSON OF THE BOARD OF TRUSTEES.

The Vice Chairperson of the Board of Trustees shall have the following powers and duties:

- (a) To preside at all Board meetings and to perform all duties of the Chairperson of the Board of Trustees in the absence of the Chairperson.
- (b) To perform duties, not inconsistent with those prescribed by these Bylaws or by the Board of Trustees, as prescribed from time to time by the Chairperson of the Board of Trustees.
- (c) To serve as a member of the Executive Committee.

SECTION 7. THE SECRETARY OF THE BOARD OF TRUSTEES. The Secretary of the Board of Trustees shall have the following duties:

- (a) To give written and electronic notice of all regular and special meetings of the Board of Trustees and of standing and special committees thereof, and to distribute agendas therefor.
- (b) To record the proceedings and to prepare minutes of the meetings of the Board of Trustees and of standing and special committees thereof.
- (c) To preserve all documents, papers and records of the Board of Trustees determined by the Board to be a part of its official records or necessary to the performance of its duties.
- (d) To conduct correspondence on behalf of the Board of Trustees 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, as prescribed from time to time by the Chairperson of the Board of Trustees.
- (f) To forward immediately to his/her successor, all books, records, and property of the Trustees that may be in his/her possession.
- (g) To serve as a member of the Executive Committee.
- (h) The Secretary may direct an employee of Bridgewater State University who is appointed by the President of the University to assist with these functions.

ARTICLE II. MEETINGS OF THE BOARD.

SECTION 1. ANNUAL AND REGULAR MEETINGS. The annual meeting of the Board of Trustees shall be held in June. Including the annual meeting, regular meetings shall be held five (5) times per year. The number of meetings may increase as determined by the Board of Trustees. The schedule of regular meetings shall be determined by the Chairperson of the Board on an annual basis and approved by the Board of Trustees in consultation with the Executive Committee and the President. All meetings shall be held within the Commonwealth of Massachusetts.

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 Chairperson of the Board of Trustees or by three Trustees in writing or electronically given to the Secretary specifying the purpose(s) of said meeting. The time and place of such meeting shall be fixed by the Chairperson of the Board of Trustees in consultation with the Executive Committee and the President. Written notice of such meeting shall be sent to each Trustee by mail, including email and facsimile, as early as possible in advance of the meeting, which notice shall state the time, place and purpose(s) for which it has been called.

SECTION 3. NOTICE OF ANNUAL AND REGULAR MEETINGS. The Secretary shall give written or electronic notice of every meeting to each member of the Board of Trustees. Notice of every regular meeting of the Board of Trustees, including its annual meeting, shall be given, postmarked or sent electronically not less than seven (7) days prior to the date thereof and shall state the place, day and hour thereof. Notice of every special meeting of the members of the Board of Trustees shall be given, postmarked or sent electronically not less than three (3) days prior to the date thereof and shall state the place, day and hour thereof.

Notice of a meeting need not be given to any member of the Board of Trustees if a written waiver of notice, executed by him or her before the meeting, is filed with the records of the meeting.

Except in an emergency, a notice of meeting shall be posted in accordance with the current and applicable Open Meeting Law.

SECTION 4. AGENDA OF REGULAR BOARD MEETINGS. A draft meeting agenda for all regular Board meetings shall be prepared by the President or his/her designee. Items to be included in the agenda may be submitted by (a) recommendation of a standing or other committee of the Board of Trustees; (b) the Chairperson of the Board of Trustees; (c) the President of the University; or (d) three or more members of the Board of Trustees. The Executive Committee approves the final agenda for all regular Board meetings.

Unless otherwise determined by the Executive Committee 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. Chairperson's Report
- IV. President's Report
- V. Report of the Executive Committee
- VI. Report of Committees
- VII. Report of Special Committees
- VIII. Report of the Nominating Committee (at annual meeting)
- IX. Other Business

A copy of the agenda for the meeting shall be transmitted to the members of the Board of Trustees no later than the date on which notice of such meeting is given.

SECTION 5. QUORUM. The number of Trustees necessary to constitute a quorum for the transaction of business shall be a majority of the Trustees. When a quorum is present at any meeting, a majority of the Trustees present may take action on behalf of the Trustees, except that an affirmative vote of two-thirds of the entire voting membership of the Board is required for the appointment or removal of the President of the University.

SECTION 6. ROLL CALL VOTES. Whenever, prior to the taking of any vote by the Board, two or more members request the same, said vote shall be taken and recorded by a poll of each member individually.

SECTION 7. REMOTE PARTICIPATION. Members of the Board of Trustees may use technology to participate remotely in meetings under the following circumstances: (1) personal illness; (2) personal disability; (3) emergency; (4) military service; or (5) geographic distance. Any member of the Board who wishes to participate remotely shall, as soon as reasonably possible prior to a meeting, notify the Chairperson or, in the Chairperson's absence, the person chairing the meeting, of his or her desire to do so and the reason for and facts supporting his or her request. The Chairperson must first make a determination that one or more of these factors make the member's physical attendance unreasonably difficult.

The Chairperson or his replacement must be physically present at the meeting. At the start of the meeting, the Chairperson shall announce the name of any member who will be participating remotely and the reason for his or her remote participation. This information shall also be recorded in the meeting minutes.

The Board may use any technology that enables the remote participant and all persons present at the meeting location to be clearly audible to one another. If video technology is used, the remote participant must be clearly visible to all persons present at the meeting location. A quorum must also be present at the meeting location. If remote participation is utilized, all votes must be taken by roll call. A member participating remotely may participate in an executive session, but must first state at the start of the executive session that no other person is present and/or able to hear the discussion at the remote location, unless the presence of that person is approved by a simple majority vote of the Board or Committee of the Board.

ARTICLE III. COMMITTEES OF THE BOARD OF TRUSTEES.

SECTION 1. STANDING COMMITTEES. There shall be ten (10) standing committees of the Board of Trustees: (1) Executive Committee; (2) Nominating Committee; (3) Finance and Operations Committee; (4) Academic and Student Affairs Committee; (5) University Advancement Committee; (6) Audit Committee; (7) Honorary Degree Advisory Committee; (8) External Affairs Committee; (9) Student Success and Diversity Committee; and (10) Presidential Review and Compensation Committee.

The Board of Trustees may from time to time constitute any one or more additional standing committees and charge each of them with such responsibilities (other than responsibilities conferred on the Executive Committee and on the Nomination Committee) as it deems appropriate.

SECTION 2. SPECIAL AND AD HOC COMMITTEES. The Chairperson shall appoint special or ad hoc committees to review, consider, and, as necessary, make recommendations to the Board of Trustees on special, extraordinary or timely issues as he/she deems appropriate.

SECTION 3. MEMBERS OF COMMITTEES. Each committee, except the Executive Committee, shall have not fewer than three trustees appointed by the Chairperson of the Board by August 15th. The President shall be a member of each committee, *ex officio*, non-voting. Members may be appointed to committees, on a temporary basis, by the Chairperson, as may be required.

SECTION 4. COMMITTEE MEETINGS. With the exception of the Executive Committee, committee meetings may be held at any time and place when called by the Chairperson of the committee, the Chairperson of the Board of Trustees, the President of the University, or a majority of the members of the committee. The President of the University may choose one or more University liaisons for each committee. A University liaison is the area head or the individual with the greatest responsibility in said area. The Chairperson of the committee or his/her designee shall send notice of the time and place of the meeting by method prescribed by these Bylaws to each member and any special member of such committee at least five (5) days prior to such meeting.

Each committee shall take up all matters that fall within its purview as prescribed by these Bylaws or by any act of the Board of Trustees. Should any matter be an appropriate subject for consideration by more than one committee, the Chairperson of the Board of Trustees, after consultation with the chairpersons of such committees, shall determine to which committee or committees the matter shall be referred and whether a joint meeting of the committees shall be held. A majority of the members of a committee shall constitute a quorum for the transaction of business. Any Trustee may attend committee meetings.

SECTION 5. AGENDA OF COMMITTEE MEETINGS OF THE BOARD. The Chairperson of the committee or his/her designee shall send a written or electronic agenda of matters to be considered at each meeting of a committee of the Board of Trustees to all Trustees

as early as possible in advance of the meeting. Items to be included on committee agendas shall be submitted in writing or electronically to the President and relevant University liaisons.

SECTION 6. THE EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the Chairperson of the Board, the Vice Chairperson and the Secretary, and such other members of the Board as the Chairperson of the Board of Trustees may designate. The Committee shall approve the agendas of all regular meetings of the Board of Trustees. Furthermore, the Executive Committee may act on behalf of the Board of Trustees in emergency, unforeseen or exceptionally time-sensitive situations, provided that said Committee reports to the Board of Trustees all actions taken on its behalf at the next regular meeting of the Board. The Executive Committee retains the following duties, powers and responsibilities:

- (a) to review and make recommendations to the Board of Trustees, as necessary, the adoption, amendment or revision of bylaws, rules and regulations for the governance of the Board of Trustees;
- (b) to review and make recommendations to the Board of Trustees, as necessary, the mission, vision and strategic plan of the University, as the President may present such items to the Board from time to time;
- (c) to review and make recommendations to the Board of Trustees, on an annual basis, the institutional goals of the University and, on an annual basis, a summary of results;
- (d) to review and make recommendations to the Board of Trustees, as necessary, recommendations of the President regarding the names of buildings, streets, ways and other properties relating to the campus;
- (e) to review and make recommendations to the Board of Trustees, on an annual basis, any operating budgets germane to the President's personal expenditures and included as part of his/her compensation and/or necessary to the pursuit of the University's mission;
- (f) to review and make recommendations to the Board of Trustees, on an annual basis, the operating budget of the Board of Trustees;
- (g) to review and make recommendations to the Board of Trustees, on an annual basis, the schedule of regular Board meetings;
- (h) to review and make recommendations to the Board of Trustees, on an annual basis, the University's annual request for funding from the Bridgewater State University Foundation as recommended by the President;
- (i) to review and make recommendations to the Board of Trustees, as necessary, the creation and/or name change of any academic College of the University;

- (j) to review and make recommendations to the Board of Trustees, as necessary, any merit salary adjustments in excess of ten (10) percent proposed for excluded administrators by the President of the University;
- (k) to review and discuss, as necessary, legislative and public policy interests of the Board of Trustees of the University;
- (l) to review and discuss, as necessary, relationships between the University and the Bridgewater Alumni Association, the Bridgewater State University Foundation, the Town of Bridgewater, and local governmental or other groups having or desiring a special relationship with the University;
- (m) to review and make recommendations to the Board of Trustees, as necessary, any such matters as the Board of Trustees shall have referred to it;
- (n) to be informed, on an annual basis, of all merit salary adjustments made for excluded administrators by the President of the University.

SECTION 7. THE NOMINATING COMMITTEE. The Nominating Committee shall be composed of such Trustees as may be appointed by the Chairperson of the Board of Trustees and who shall serve until the next annual meeting. The Nominating Committee shall nominate candidates for election as officers of the Board of Trustees and shall submit its nominations in writing or electronically to the Secretary at least ten (10) days prior to the date of the annual meeting of the Board of Trustees.

SECTION 8. THE FINANCE AND OPERATIONS COMMITTEE. The Finance and Operations Committee reviews, considers and, as necessary, makes recommendations to the Board of Trustees on matters concerning the University's fiduciary responsibilities, financial well-being, and overall strategy for capital and infrastructure improvements. The Finance and Operations Committee retains the following duties, powers and responsibilities:

- (a) to review and make recommendations to the Board of Trustees, on an annual basis, the University's operating budget for a given fiscal year and any necessary continuation budgets;
- (b) to review and make recommendations to the Board of Trustees, on a quarterly basis and at the conclusion of each fiscal year, a summary accounting of revenues and expenditures germane to the University's operating budget;
- (c) to review and make recommendations to the Board of Trustees, on a quarterly basis and at the conclusion of each fiscal year, a summary accounting of revenues and expenditures germane to the University's designated trust funds;
- (d) to review and make recommendations to the Board of Trustees, on an annual basis or as necessary, any changes to the schedule of student fees;

- (e) to review and make recommendations to the Board of Trustees, as necessary, any individual contracts to be executed by the University valued in excess of \$500,000;
- (f) to review and make recommendations to the Board of Trustees, as necessary, all individual capital and infrastructure improvement projects valued in excess of \$2,000,000;
- (g) to review and make recommendations to the Board of Trustees, on an annual basis, any changes to the schedule of student meal plan rates;
- (h) to review and make recommendations to the Board of Trustees, on an annual basis, the write-off of any student accounts that are deemed to be uncollectable;
- (i) to review and make recommendations to the Board of Trustees, as necessary, the development and update of a capital master plan for the University;
- (j) to be informed, on a quarterly basis, of any individual contracts executed by the University valued between \$50,000 and \$500,000;
- (k) to be informed, on an annual basis, any changes to the schedule of residence hall rents as determined by the Massachusetts State College Building Authority.

SECTION 9. THE ACADEMIC AND STUDENT AFFAIRS COMMITTEE. The Academic and Student Affairs Committee reviews, considers and, as necessary, makes recommendations to the Board of Trustees on matters concerning the quality, character and extent of teaching and learning at the University. The Academic and Student Affairs Committee retains the following duties, powers and responsibilities:

- (a) to review and make recommendations to the Board of Trustees, on an annual basis or as needed, the awarding or denial of tenure to faculty and librarians consistent with the terms of all relevant collective bargaining agreements;
- (b) to review and make recommendations to the Board of Trustees, on an annual basis or as needed, the promotion of faculty to the rank of full professor, or the promotion of librarians to the rank of senior librarian, consistent with the terms of all relevant collective bargaining agreements;
- (c) to review and make recommendations to the Board of Trustees, on an annual basis, a summary of all grants and sponsored projects received and/or administered by the University;
- (d) to review and make recommendations to the Board of Trustees concerning proposals for major new programs and program changes;
- (e) to be informed, on a semi-annual basis, of the University's admissions and enrollment trends;

- (f) to be informed, on an annual basis, of the University's financial aid trends;
- (g) to be informed, on a semi-annual basis, of the University's residence hall occupancy rates;
- (h) to be informed, on an annual basis, of all faculty and librarian sabbaticals granted by the President;
- (i) to be informed, on an annual basis, of all new faculty and librarian hires.

SECTION 10. THE UNIVERSITY ADVANCEMENT COMMITTEE. The University Advancement Committee reviews, considers and, as necessary, makes recommendations to the Board of Trustees on matters concerning the University's overall program of private fundraising and alumni relations. The University Advancement Committee retains the following duties, powers and responsibilities:

- (a) to review and make recommendations to the Board of Trustees, on a quarterly basis, the acceptance of all gifts and gifts-in-kind made to the University;
- (b) to be informed, on a semi-annual basis, of the University's fundraising trends and overall status of the Bridgewater State University Foundation's endowment;
- (c) to be informed, on a semi-annual basis, of progress made in the advancement of any designated capital campaign(s).

SECTION 11. THE AUDIT COMMITTEE. The Audit Committee reviews, considers and, as necessary, makes recommendations to the Board of Trustees on matters concerning the University's internal and external audit controls. The Audit Committee retains the following duties, powers and responsibilities:

- (a) to review and make recommendations to the Board of Trustees, as needed, the selection of the University's independent commercial auditing firm;
- (b) to review and make recommendations to the Board of Trustees, on an annual basis, the acceptance of the University's independent commercial audit and any management responses contained therein;
- (c) to review and make recommendations to the Board of Trustees, as necessary, the acceptance of any single or special audits undertaken by the Auditor General of the Commonwealth of Massachusetts and any management responses contained therein;
- (d) to review and make recommendations to the Board of Trustees, as necessary, the acceptance of any internal audit reports undertaken by the Internal Auditor at the request of the President and/or the Audit Committee.

- (e) to review and make recommendations to the Board of Trustees the University's conflict of interest policy;
- (f) to meet, on an annual basis, with the University's independent commercial auditors.

SECTION 12. THE HONORARY DEGREE ADVISORY COMMITTEE. The Honorary Degree Advisory Committee reviews, considers and makes recommendations to the Board of Trustees on individuals nominated to receive Honorary Degrees from the University and/or the University's Distinguished Service Award.

SECTION 13. THE EXTERNAL AFFAIRS COMMITTEE. The External Affairs Committee reviews, considers and, as necessary, makes recommendations to the Board of Trustees on the University's overall strategy of educational, civic, economic, social and cultural engagements beyond the campus proper, including those engagements in the region, state, nation and world.

SECTION 14. THE STUDENT SUCCESS AND DIVERSITY COMMITTEE. The Student Success and Diversity Committee reviews, considers and, as necessary, makes recommendations to the Board of Trustees on the University's overall strategy of student success and diversity.

SECTION: 15. THE PRESIDENTIAL REVIEW AND COMPENSATION COMMITTEE. The Presidential Review and Compensation Committee evaluates the professional performance of the President and makes recommendations to the Board of Trustees on changes in presidential compensation consistent with guidelines articulated by the Massachusetts Department of Higher Education.

ARTICLE IV. MISCELLANEOUS.

SECTION 1. THE SEAL OF THE UNIVERSITY. The Common Seal of the University and of the Board of Trustees shall consist of: a circle bearing the inscription Bridgewater State University, and the year of its founding in 1840. There shall be an outer circle bearing the inscription "Not To Be Ministered Unto But To Minister" and a symbol of the Boyden Hall bell tower in the center.

SECTION 2. AMENDMENT, REVISION OR REPEAL OF BYLAWS. These Bylaws may be amended, revised or repealed by the affirmative vote of two-thirds of the members of Board of Trustees then in office.

SECTION 3. CONFLICT OF INTEREST. All members of the Board are state employees within the meaning of the state's ethics statute (Chapter 268A of the Massachusetts General Laws). Violations of the statute may give rise to both civil and criminal penalties. Each member of the Board is expected to be familiar with the requirements of the ethics statute and to comply with them.

All members of the Board are advised to disclose to the Board any possible conflict of interest at the earliest practical time and to take other such action that the law may require.

SECTION 4. All regular meetings, special meetings and committee meetings of the Board of Trustees shall be conducted according to Roberts Rules of Order when not inconsistent with these bylaws, and shall be convened and conducted in conformity with the State of Massachusetts Open Meeting Law.