

**QUINCY COLLEGE
BOARD OF GOVERNORS**

**BY-LAWS
(Revised - 2020)**

ARTICLE I: ORGANIZATION AND OFFICERS OF THE BOARD OF GOVERNORS

Section 1. Composition and Functions of the Board

The composition, functions, duties, powers, responsibilities of the Board of Governors, 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 Board of Higher Education may, from time to time, adopt, amend or repeal for the management, control, administration, or regulation of the system of public higher education, or any part thereof.

Section 2. Officers of the Board

The elected officers of the Board of Governors shall be a Chair, Vice-Chair, Second Vice-Chair, and Secretary, who shall be the President. Each officer shall have the duties, functions, powers, and the responsibilities of his/her office as prescribed by the laws of the Commonwealth, these Bylaws, and parliamentary custom. **The Board of Governors may appoint by a vote of a majority of the entire number of Governors at any meeting of the Board of Governors an Executive Secretary.**

The terms of the Chair, Vice-Chair, and Second Vice-Chair shall be for two years. No member may serve as Chair for more than two consecutive full terms. However, any member elected to the office of Chair to fill an unexpired term, upon expiration of that term, shall be eligible for election to not more than two, consecutive full terms in that office.

In the event of a vacancy in any office prior to the expiration of its full term, the member elected to fill that vacancy shall serve only for the balance of that term unless, as set forth above, said member is elected to a new, full term in that office.

The Chair, Vice-Chair, and Second Vice Chair shall be elected by and from the Board of Governors at its annual meeting every other year, upon nomination by the Board Nominating Committee, and they shall hold office until the annual meeting two years hence or until their respective successors are elected and qualified.

The President of the College shall also be an officer of the Board of Governors, ex officio, and shall have such duties, functions, powers, and responsibilities as the Board of Governors from time to time prescribe consistent with the laws of the Commonwealth.

Section 3. The Chair of the Board of Governors

The Chair of the Board of Governors shall have the following powers and duties:

- a. To preside at all meetings of the Board of Governors at which he/she is present. In his/her absence, the Vice-Chair will preside, or in his/her absence, the Second Vice-Chair will preside, or any other member selected by motion and vote.
- b. To call special meetings of the Board of Governors.
- c. To establish special and standing committees, with the approval of the Board.
- d. To, from time to time, appoint members of the Board of Governors to the Board Nominating Committee and to special and standing committees of the Board of Governors.
- e. To serve, ex officio, on all committees of the Board of Governors, and as a voting member on any or all committees of the Board of Governors should the Chair elect to appoint him/herself as such.

Section 4. The **Executive** Secretary Shall Have the Following Duties

- a. The **Executive** Secretary shall sign all legal documents as authorized by the Board.
- b. The **Executive** Secretary shall keep record of all meetings, post all legal notices, and perform such other duties as may be prescribed.
- c. Not later than ninety (90) days prior to the expiration of the term of service of a member of the Board, the **Executive** Secretary shall notify the member and the Chair of the approaching expiration date.

ARTICLE II: MEETINGS OF THE BOARD

Section 1. Annual and Regular Meetings

The annual meeting of the Board of Governors shall be held on the fourth Wednesday in September. Regular meetings shall be held at such times as may be determined by the Board, but no less than four times annually. All meetings shall be held within the Commonwealth.

Section 2. Special Meetings

Such meetings of the Board of Governors may be held at any time and place within the Commonwealth when called by the Chair of the Board of Governors or by three Governors in writing given to the Secretary, or Assistant 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 Governors in consultation with the Secretary. Written notice of such meetings shall be sent to each Governor by mail, electronic mail, or in hand, at least five business 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, except in the case of a special meeting called to address an emergency as defined in General Laws, Chapter 30A, Section 18, in which case no minimum notice requirements shall apply.

Section 3. Notice of Regular Meetings

Written notice of each regular meeting of the Board of Governors shall be sent to each Governor by mail, electronic mail, or in hand, at least five business days prior to the date fixed for said meeting, which notice shall state the time and place thereof.

Section 4. Agenda of Regular Board Meetings

A written agenda of matters, including minutes of prior meetings, to be considered at each regular meeting of the Board of Governors shall be sent to each Governor by mail, electronic mail, or in hand, at least five business days prior to the date fixed for said meetings. Items to be included in the agenda for a regular meeting shall be submitted to the Secretary in writing by the Chair of the Board of Governors or by the President of the College.

Matters not on the agenda may be considered by the Board at any regular meeting upon a unanimous vote of those members present for such consideration.

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

- I. Open Forum
- II. Approval of Minutes
- III. President's Report
- IV. Old Business
- V. New Business
- VI. Additional Business
- VII. Communications
- VIII. Reports of Committees
- IX. Hearings
- X. Executive Session
- XI. Establishment of Next Meeting Date
- XII. Adjournment

Section 5. Quorum

A majority of the appointed members of the Board of Governors present at a meeting is a quorum, but no act is valid unless voted at a meeting of the Board of Governors by a majority vote of the members present of the Board. Less than a quorum may adjourn to a future date.

Section 6. Conduct of Meetings

Conduct of meetings of the Board of Governors shall be in accordance with the State Open Meeting Law (as governed by General Laws, Chapter 30A, Sections 18 through 25). By a majority vote of the Governors present, the Board may enter into Executive Session, as governed by said Chapter 30A, Section 21. (Unless otherwise specified, the latest edition of Robert's Rules of Order shall govern the Board insofar as the rules are compatible with the laws of the Commonwealth.)

Section 7. Citizen Participation

Citizens who wish to present any matter of concern to the College shall make written request, by mail, electronic mail, or in hand, to the Office of the President, as Secretary of the Board of Governors, at least 48 hours prior to the meeting. The Chair shall allot a visitor, during Open Forum, not more than five minutes unless the time is increased or decreased by a majority vote of the Board.

ARTICLE III: COMMITTEES OF THE BOARD OF GOVERNORS

Section 1. Nominating Committee

There shall be a Nominating Committee of the Board of Governors, whose members shall consist of such Governors as may be appointed by the Chair of the Board of Governors and who shall serve until the next annual meeting. The Nominating Committee shall nominate candidates for election as officers of the Board and shall submit its nominations in writing to the Secretary not later than the second Wednesday of September.

ARTICLE IV: MISCELLANEOUS PROVISIONS

Section 1. Amendment, Revision or Repeal of Bylaws

These Bylaws may be amended, revised or repealed by a vote of a majority of the entire number of Governors at any meeting of the Board of Governors; provided, however, that the text of any amendment, revision or repeal as originally proposed shall be sent to the Governors at least thirty days before the meeting.

The provisions of this article may be waived by a unanimous vote of the entire Board.

Section 2. Delegation of Authority

The Board of Governors may delegate, **from time to time, by a vote of a majority of the entire number of Governors at any meeting of the Board of Governors, from time to time**, to the President of the College, any of the powers and responsibilities of the Board of Governors necessary for the operation of the College.

Section 3. Chief Financial Officer

The Board of Governors may appoint by a vote of a majority of the entire number of Governors at any meeting of the Board of Governors a Chief Financial Officer.

Section 4. Evaluation of the President of the College

The Board of Governors may formally or informally evaluate the President of the College. Such evaluations shall be conducted anytime in each fiscal year with sixty (60) day notice to the President of the College but not less than once a year. These evaluations of the President of the College shall be conducted by an instrument and/or procedure to be determined by the Board of Governors.