# BYLAWS
# OF
# BERKSHIRE COMMUNITY COLLEGE

## ARTICLE I

## GOVERNMENT AND OFFICE OF THE COLLEGE

The College shall be governed by a Board of Trustees. Its principal office shall be at the campus on West Street in the City of Pittsfield, County of Berkshire, Commonwealth of Massachusetts.

## ARTICLE II

## ORGANIZATION AND OPERATION OF THE BOARD OF TRUSTEES

### Section 1. Composition and Functions

The composition, functions, responsibilities, duties, powers, and authorities of the Board of Trustees shall be as provided by the General Laws of Massachusetts and such Acts of the General Court of Massachusetts as are 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.

The practice of the Board of Trustees shall in general be to act upon matters recommended by the President of the College.

### Section 2. Officers of the Board of Trustees

The Officers of the Board of Trustees shall be a Chairperson, Vice Chairperson, Secretary, and one or more Assistant Secretaries. These Officers shall be elected by the Trustees at the Annual Meeting and shall hold office until the next Annual Meeting and until their respective successors are elected and qualified. Also, there shall be an Executive Officer of the Board who

shall be the President of the College. The Chairperson, Vice Chairperson, and Secretary of the Board shall be Trustees, but the Executive Officer and any Assistant Secretaries need not be Trustees.

**A. Duties of Officers**

1. The Chairperson shall have the following duties:
    a. To preside at all meetings of the Board of Trustees.
    b. To call special meetings of the Board of Trustees.
    c. To serve as a member, ex officio, of all committees of the Board.
    d. To appoint members and chairpersons of committees of the Board.

   In the absence of both the Chairperson and the Vice Chairperson, a Chairperson pro tem shall be elected.
2. The Vice Chairperson shall act as Chairperson in the absence of and/or at the request of the Chairperson.
3. The Executive Officer shall have such functions, responsibilities, duties, powers, and authority as the Department of Higher Education may prescribe from time to time and which are not inconsistent with law.
4. The Secretary shall have the following duties which shall normally be delegated to the Executive Officer or an assistant secretary:
    a. To give notice of all regular and special meetings of the Board of Trustees and to compile and distribute agenda for each meeting; to give notice of all meetings of committees of the Board.
    b. To record the proceedings of the Board of Trustees at all regular and special meetings thereof.
    c. To preserve all documents and records determined by the Board of Trustees to be a part of its official records or of the official records of the College.
    d. To conduct correspondence as directed by the Board of Trustees and to certify official documents and proceedings.
    e. To perform duties, not inconsistent with those prescribed by these bylaws, which the Board of Trustees or the President of the College may, from time to time, direct.
5. The Assistant Secretaries shall have the following duties:
    a. To perform the duties of the Secretary in event of absence or incapacity of the Secretary or upon request of the Chairperson or the President of the College.

**B. Delegation of Powers of Officers of the Board**

In cases of absence or incapacity of any Officer of the Board and of any person hereby authorized to act in his/her place, the Board may from time to time delegate, during such period of absence or incapacity, the powers and duties of such Officer to any other Officer, Trustee, or other person whom it may appoint.

## ARTICLE III

## MEETINGS OF THE BOARD OF TRUSTEES

### Section 1. Annual Meeting

The Annual Meeting of the Board of Trustees shall normally be in April.

### Section 2. Regular Meetings

Regular meetings of the Board of Trustees shall be at such times as may be fixed from time to time by the Board. There shall normally be ten regular meetings per year, one each month, September through June. The time of the regular meetings shall be limited to approximately two hours.

### Section 3. Special Meetings

Special meetings of the Board of Trustees may be called by the Chairperson, or the President of the College, and may be called by the Secretary or the President upon written request of any three trustees.

### Section 4. Notice of Meetings of the Board of Trustees

**A.** Notice of the Annual Meeting and each Regular Meeting of the Board of Trustees shall be given in a writing mailed to each Trustee at least five days prior to the date fixed thereof, which shall set forth the time and place of the meeting.

**B.** Notice of Special Meetings shall be given to each Trustee and may be given orally, in writing, or by e-mail, provided that the notice shall be transmitted so that it shall be received at least three days prior to the date of the meeting and shall contain the time and place of the meeting and the purpose for which it has been called.

### Section 5. Waiver of Notice

Notwithstanding any provisions hereof to the contrary, no notice of any meeting need be given to any Trustee who waives the same by written waiver executed before or after the meeting. Waivers so executed shall be filed with the records of the meeting.

**Section 6. Agenda**

A written agenda of matters to be considered at each Regular Meeting of the Board of Trustees shall be mailed to each Trustee at least five days prior to the date fixed for the meeting.

Items to be included in the agenda for a Regular Meeting shall be submitted to the President of the College or the Secretary at least seven days prior to the date fixed for the meeting:

A. By committees of the Board by their reports
B. By any Trustee in a writing given to the President of the College or the Secretary and containing a title or description of the agenda items
C. By the President of the College.

**Section 7. Quorum**

A majority of the Trustees in office shall be necessary to constitute a quorum for transaction of business at any meeting of the Board of Trustees.

**Section 8. Conduct of Business**

Robert's Rules of Order, Revised shall govern the order and conduct of business at all meetings of the Board of Trustees unless otherwise provided by these bylaws.

**Section 9. Agenda**

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

1. Call to order
2. Roll call
3. Approval of minutes
4. President's report
5. Reports of committees
6. Recommended administrative actions
7. Old business
8. New business

9. Adjournment

**Section 10. Citizen Participation**

Meetings of the Board of Trustees shall be open to members of the public, except when the Board is in executive session according to law.

Citizens who wish to present any matter of concern to the College shall make written request to the Chairperson of the Board of Trustees or the President of the College at least seven working days before the scheduled meeting. The Board of Trustees may, in case of emergency, by a majority vote give a visitor who has not presented a written request an opportunity to address the Board.

The Chairperson shall normally allot a visitor not more than five (5) minutes unless the time is increased or decreased by a majority of the Board.

## ARTICLE IV

## COMMITTEES OF THE BOARD OF TRUSTEES

**Section 1. Practice of the Board of Trustees**

The practice of the Board of Trustees, in general, shall be to act upon matters only after 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.

**Section 2. Standing Committees**

There shall be four standing committees of the Board of Trustees:
(1) Finance; (2) Human Resources; (3) Academic Planning; and (4) Nominating.

**Section 3. Members of Standing Committees**

Each standing committee shall have no less than three (3) members appointed by the Chairperson. The Chairperson of the Board and the President of the College shall also be members of each standing committee, ex officio.

**Section 4. Meetings of Standing Committees**

Meetings of standing committees may be held at any time and at any place when called by the Chairperson of the Committee, the Chairperson of the Board of Trustees, the President of the College, or two or more members of the committee. Such a call shall be made in writing and shall specify the time, place, and purposes of the meeting. Notice need not be given to any member of a committee who waives such notice in writing before or after the meeting or who attends the meeting. The members present at any meeting of a standing committee shall constitute a quorum for the transaction of business thereat.

## ARTICLE V

## OFFICERS OF THE COLLEGE

### Section 1. Number

The Officers of the College shall be a President and such other subordinate Officers as the Trustees may from time to time, by vote, deem appropriate, subject to the rules and regulations of the Commonwealth and of the Department of Higher Education.

### Section 2. Selection, Term and Removal of President

The President shall be elected by vote of the Board of Trustees and shall serve until his successor shall have been elected, or until his/her death, resignation, or removal. The President may be removed from office, unless otherwise provided by law, at any time, with or without cause, by affirmative vote of two-thirds of the Trustees then in office. Any such removal shall not prejudice the contract rights, if any, of the person so removed.

### Section 3. Duties of the President

The President shall be the Chief Executive Officer of the College. S/he shall administer rules and policies for the governance of the College as promulgated by the Trustees from time to time. S/he shall have general power to manage and direct the affairs of the College and to perform such duties as are incident to the office or shall otherwise be required of him/her by the Trustees.

Also, s/he shall have power to sign and execute, in the name of the College, all deeds and contracts, or other instruments authorized by the Trustees, and to affix the seal of the College to any instrument requiring the same.

The President shall have the sole power to nominate for election and/or appointment by the Trustees, subordinate Officers and members of the professional staff of the College. Unless otherwise provided by law, the President may remove with or without cause and accept resignations from any Officer or employee of the College.

S/he shall, from time to time, report to the Trustees information concerning the affairs of the College and recommend for their consideration such measures as s/he shall judge necessary or desirable.

**Section 4. Duties of Subordinate Officers**

Subordinate Officers of the College shall exercise such powers and perform such duties as may be delegated to them by the Trustees or the President of the College.

## ARTICLE VI

## AMENDMENTS

The Trustees shall have the power to amend, alter, or repeal these bylaws and to adopt new bylaws from time to time by affirmative vote of a majority of the whole Board as then constituted, provided that notice of the proposal to make, alter, amend, or repeal the bylaws was included in the notice of the meeting of the Trustees in which such action takes place.

**VOTED, March 17, 1981**
**AMENDED, April 26, 1983**
**AMENDED, April 22, 2008**