

NORTH SHORE COMMUNITY COLLEGE

BYLAWS

ADOPTED BY THE BOARD OF TRUSTEES

JUNE 19, 1981

Amended
March 15, 2016
November 17, 2015
May 14, 2014
November 14, 2018

Preamble: Philosophy of the Board

1. The College is an integral part of the North Shore area it serves and has a responsibility to provide leadership in educational and cultural matters.
2. All individuals are given an opportunity to equip themselves for a fulfilling life and responsible citizenship in a world characterized by change.
3. All individuals have equal opportunity to acquire skills, knowledge and insight.
4. All individuals are given the opportunity to discover and develop their special aptitudes and interests.
5. All individuals are viewed as unique persons of worth who are entitled to be treated with dignity and respect.
6. The College functions best when the entire institution is interacting to maximize openness and trust among faculty, administrators, students, the Board of Trustees and the community at large.

ARTICLE I

ORGANIZATION OF THE BOARD

Section I - AUTHORITY

The Board of Trustees was created and derives its authority from Chapter 15A which was established by Section 112 of Chapter 329 of the Acts of 1980.

Section II - DUTIES AND RESPONSIBILITIES OF THE BOARD

The duties and responsibilities of the Board shall be in accordance with the provisions of Chapter 15A which was established by Section 112 of Chapter 329 of the Acts of 1980 of the Commonwealth of Massachusetts, now in effect and as amended.

Section III - COMPENSATION

4. To call special meetings as required.
5. To perform such other duties as may be prescribed by law, authority, or by action of the Board.

B. Vice-Chair: The duties of the Vice-Chair shall be:

1. To preside over Board meetings in the absence of the Chair.
2. To perform such other duties as may be prescribed by law, authority, or by action of the Board.

D. Clerk: The duties of the Clerk (and any Acting Clerk) shall be:

1. To provide written public notice of all regular and special meetings of the Board and its committees pursuant to state law.
2. To record, prepare and keep minutes of the proceedings of the Board and of each special committee thereof
3. To preserve all documents, papers and records determined by the Board to be a part of the official records.
4. To initiate correspondence as directed by the Chair and to certify official records and proceedings.
5. To perform duties, not inconsistent with those prescribed by these Bylaws or by the Board, or as prescribed from time to time by the Chair of the Board or by the President of the College

The Board shall normally function as a committee of the whole. The Chair, in collaboration with the Board, may also form permanent standing committees. From time to time, as needs arise, the Board may establish ad hoc committees to perform specific tasks. Any such ad hoc committee shall be dissolved upon acceptance of its final report by the Board.

Section VI – RESIGNATION AND TRUSTEE DISCIPLINE

Any Trustee may resign from the Board by delivering a written letter of resignation to the

majority of Trustees. If the date or place or time of any regular meeting is changed, the public shall be notified in accordance with MGL Ch. 30A, Sec. 11A and 11A ½.

Section II - SPECIAL AND/OR EMERGENCY MEETINGS

Special and/or emergency meetings of the Board will be conducted in compliance with the Commonwealth of Massachusetts' Open meeting Law (Ch. 30A, Sec 11A and 11A ½). Special and/or emergency meetings of the Board may be held at any time or place within the Commonwealth when called by the Chair or the President of the College or by three (3) Trustees, in writing, given to the Clerk specifying the purpose(s) of said meeting. Written notice of such meeting shall be sent to each Trustee by mail or digital communication at least seven (7) 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; provided, that no notice need be given to any Trustee who waives the same by a written waiver executed by the Trustee before, at, or after the meeting. Each such waiver shall be filed with the records of the meeting.

Section III - ADJOURNED MEETINGS

Adjourned meetings may be held as the business of the Board requires. Public notification of the time, date and place of the continuation of the meeting shall be made pursuant to MGL Ch. 30A, Sec. 11A & 11A ½ unless the circumstances require the adjourned meeting to be an emergency meeting. Only items on the agenda of the meeting adjourned may be acted upon at the adjourned meeting.

Section IV - EXECUTIVE SESSIONS

Executive sessions of the Board will be conducted in compliance with the Commonwealth of Massachusetts' Open Meeting Law (Ch. 30A, Sec. 11A and 11A ½). Executive sessions of the Board are those meetings which are closed to the public. Executive sessions will be held as permitted and shall be conducted in all respects in accordance with MGL Ch. 30A, Sec. 11A and 11A ½.

Section V –PUBLIC PARTICIPATION PROCEDURE

In order that the business of the College may be conducted in an orderly and deliberative fashion, the Board sets forth the following procedures for individuals desiring to appear before the Board. The Board reserves the right to amend and/or waive any or all these procedures by majority vote of Trustees present.

Individuals desiring to be heard by the Board should make their intention known by completing a visitor's card and presenting it to the Clerk, prior to the beginning of the meeting.

- A. Individuals who have notified the Clerk of their desire to address the Board on an agenda item will be recognized before the Chair calls for a vote on the item.

election of another Chair pro-tem.

- D. Rules of Procedure: Unless otherwise determined by the Board or herein specified, all meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, Revised.
- E. Minutes: A record of all transactions of the Board will be set forth in a minute book or other file as determined by the Board.

- C. Delegation of Authorities and Duties to the President: The President shall be the Chief Executive Officer of the College. The President shall administer rules and policies for the governance of the College as promulgated by the Board. The President 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 the President by the Board.

Also, the President shall have authority to sign and execute, in the name of the College, all legal documents and contracts, and other instruments authorized by the Board and to affix the seal of the College to any instrument requiring the same.

The President shall have the authority to appoint executive and managerial officers and members of the professional and clerical 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.

The President shall report to the Board information concerning the affairs of the College and recommend for the Board's consideration such measures as the President shall judge necessary or desirable.

- D. Duties of Executive and Managerial Officers: Executive and managerial officers of the College shall exercise such authority and perform such duties as may be delegated to them by the President of the College.
- E. Delegation of Authority and Duties: In case of extended absence or incapacity of the President of the College, the Board may delegate the powers and duties of the President during the period of such absence or incapacity to any other officer or any other person whom the Board may select.

ARTICLE IV

INDEMNIFICATION

To the extent permitted under Massachusetts law, the Commonwealth shall indemnify a Trustee against all losses, costs, judgments, damages, liabilities, and expenses (including, without limitation, reasonable legal fees) incurred or sustained by such Trustee arising out of or in connection with such Trustee's service on the Board or on account of any decision, action, omission or conduct of such Trustee performed within the scope of such Trustee's appointment (collectively hereinafter referred to as a "Claim"); provided, however to be entitled to such indemnification, such Trustee shall have acted in good faith in the belief that his/her/their conduct was lawful in connection with the circumstances giving rise to such Claim and such Trustee shall give notice to the President of the College of such Claim within a reasonable period of time after such Trustee becomes aware of such Claim and shall permit the defense of such Claim to be handled, and/or the settlement of such Claim to be made, by the Community College's

General Counsel or by the Attorney General of the Commonwealth. Nothing contained in