

BYLAWS  
BOARD OF TRUSTEES  
OF  
SPRINGFIELD TECHNICAL COMMUNITY COLLEGE  
ARTICLE I  
ORGANIZATION AND OFFICERS OF THE BOARD OF TRUSTEES

Section 1.      Composition and Functions of the Board.

The composition, duties, functions, powers and responsibilities of the Board of Trustees shall be as provided and authorized by the Massachusetts Board of Higher Education, the Massachusetts General Laws, and the Acts of the General Court as in effect from time to time.

Section 2.      Officers of the Board

The Officers shall consist of a Chair, Vice Chair, and a Secretary. The Board may also appoint a Clerk who may be a person other than a Trustee.

Except for the Chair, who is appointed by the Governor, each officer shall be elected by vote of the members of the Board for a one year term. Each officer may stand for re-election for no more than four successive terms.

Each officer shall perform the legal duties of the office and such other functions as are designated by the Board of Trustees.

The officers shall serve until their successors have been elected.

Section 3.      The Chair of the Board of Trustees shall have the following powers which include, but are not limited to:

- a. Presiding at all meetings of the Board of Trustees, including the Executive Committee.
- b. Calling special meeting of the Board of Trustees
- c. Appointing all committees of the Board.
- d. Performing other duties as may be determined by the Board.

Section 4. The Vice Chair of the Board of Trustees shall have the following duties:

- a. Perform the duties of the Chair of the Board of Trustees at the Chair's request or in the case of the Chair's absence or incapacity.

Section 5. The Secretary of the Board of Trustees shall have the following duties:

- a. Oversee the maintenance of records of the meetings of the Board of Trustees and the committees thereof.
- b. Perform the duties of the Chair of the Board of Trustees in the absence of both the Chair and the Vice Chair.

Section 6. The Clerk of the Board of Trustees shall have the following duties:

- a. To give written notice of regular and special meetings of the Board of Trustees and the committees thereof.
- b. To record the proceedings of the Board of Trustees and of each special committee thereof in a book or books to be kept thereof.
- c. To preserve all documents, papers and records determined by the Board of Trustees to be a part of the official records.

- d. To initiate correspondence as directed by the Chair of the Board and to certify official documents and proceedings.
- e. To perform duties, not inconsistent with those prescribed by the Bylaws or by the Board of Trustees, or as prescribed from time to time by the Chair of the Board or by the President of the College.

Section 7.     Delegation of Authority

Per MOTION 2016-17 “Approval of Amendment to the Policy on Delegating Personnel Authority to the College President,” the Board of Trustees delegates its powers and authorities to appoint, promote, transfer, and dismiss all personnel, as established and enumerated under Chapter 15A, Section 22 (c), without limitation, to the president of Springfield Technical Community College. The STCC president shall, at regularly scheduled Board of Trustees meetings, report on any appointments.

**ARTICLE II**

**MEETINGS OF THE BOARD**

Section 1.     Annual and Regular Meetings

The annual meeting of the Board of Trustees also known as the Board of Trustee Retreat shall be held in the spring of each calendar year. Regular meetings will be held with the exception of July, August, and December. There will be no fewer than nine regular meetings per academic year, unless the Board of Trustees determines otherwise. The time and place of such meetings shall be fixed by the Chair of the Board. In the absence of the Chair, the Vice Chair and the Secretary of the Board of Trustees, the

Trustees at that meeting may appoint, by vote, a Chair Pro Tempore of the Board for the conduct of that meeting.

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 petition of any four Trustees given in writing to the Clerk specifying the time, place and purpose of the meeting.

Section 3. Notice of Meetings

Written notice of each regular and special meeting of the Board of Trustees shall be given to each Trustee by mail at least seven days prior to the date fixed for the meeting, which notice shall state the time and place of the meeting and, as to special meetings, the purpose for which it has been called.

Complying with the Massachusetts Open Meeting Law requirements, a public Notice of Open Meeting shall be sent, via email, to the Campus Community, 48 hours in advance, excluding Saturdays, Sundays, and legal Holidays. (Commonwealth of MA, Office of Attorney General, January, 2018) The Notice will include a link to access the meeting agenda, including the date, time, and location of the meeting.

Quorum:

The number of Trustees to constitute a quorum for the transaction of business shall be a majority (one more than one-half) of the members of the Board of Trustees or such other number as is fixed by law, but a less number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. In the

absence of a quorum, no legal business may be transacted. Agenda items may be discussed; however, no official record of the discussion should be maintained. All items requiring action should be referred to the Executive Committee for their consideration; any action taken by the Executive Committee must be reported to the Board of Trustees at their next meeting.

Section 5.     Executive Session

The Board may go into Executive Session, by roll call vote, for reasons prescribed by the Open Meeting law.

**ARTICLE III**

**COMMITTEES OF THE BOARD OF TRUSTEES**

Section 1.     Executive Committee

The Board of Trustees shall have an Executive Committee composed of the Chair, the Vice Chair, and the Secretary. The Executive Committee shall have the authority to act on behalf of the Board of Trustees when action is required prior to the next scheduled meeting or in the absence of a quorum as cited in Article II, Section 4.

Section 2.     Standing Committees

The Board may establish Standing Committees, which include, but are not limited to: Committee on Internal and External Relations, Committee on Ways and Means, and Committee on Facilities & Capital Improvements. Each standing committee shall have no less than three (3) and no more than five (5) Trustees appointed by the Board Chair; the Board Chair shall be an ex-officio member of all standing committees, and unless for

purposes of establishing a quorum, will not otherwise vote. A majority vote of the full committee shall be necessary to carry all motions. If a quorum is not present, all matters before the committee shall be brought before the full Board of Trustees.

The Committee on Internal and External Relations will meet at least four (4) times a year; the Committee on Ways and Means will meet at least six (6) times a year; the Committee on Facilities and Capital Improvements will meet at least two (2) times a year.

The Board may establish Sub-Committees. The Ways and Means Committee has two sub-committees: Audit Sub-Committee, and Investment Sub-Committee. The Audit and Investment Sub-Committees shall have at least one Trustee of the Ways and Means Committee appointed by the Ways and Means Committee Chair.

#### Section 2.1    Ways and Means Committee

The primary role of the Ways & Means Committee is to provide fiscal oversight of the College by reviewing and making recommendations to the full Board regarding the college's spending plan and budget. The Ways & Means Committee's responsibilities also include, but are not limited to, recommending student fees, oversight of Quarterly Trust Fund Reports, acceptance of audited financial statements (via the Audit Sub-Committee), and accepting reports and recommendations from the Investment Sub-Committee.

## Section 2.2 Investment Sub-Committee of Ways & Means

The primary role of the Investment Sub-Committee is to provide fiduciary oversight for the College's investment portfolio, which includes but is not limited to, recommendation of an investment manager, reviewing investment performance and statements, and making recommendations to the Ways & Means Committee regarding policy on the management of invested funds. The Investment Sub-Committee will meet at least four (4) times a year.

## Section 2.3 Audit Sub-Committee of Ways & Means

The primary role of the Audit Sub-Committee is to reviews the audited financial statements annually, and recommends acceptance of the audit to the Ways & Means Committee. The Audit Committee meets one (1) time a year in the fall.

## Section 2.4 Internal and External Affairs Committee

The primary role of the Internal and External Committee is to focus on programmatic and personnel considerations. Oversight by the committee includes but is not limited to: tenure recommendations, enrollment management and academic considerations (programs and delivery), strategic planning and implementation, college operations, community needs assessment, accreditation, details of grant awards, governance, and all advancement activities including engagement with the STCC Foundation.

### Section 2.5    Facilities and Capital Improvement Committee

The primary role of the Facilities and Capital Improvements Committee is to provide policy oversight related to facilities, as well as significant capital planning and improvements to the College. The Facilities and Capital Improvements Committee's responsibilities also include, but are not limited to, review of the campus master plan, Information Technology capital and annual plans, reviewing annual facilities and information technology plans and budgets, reviewing Facility Condition Assessment (FCA) for the understanding of campus-wide facilities status, and submitting recommendations to the Board of Trustees.

### Section 3.    Special Committees

The Board of Trustees shall authorize such special committees as are deemed necessary. A special committee shall report recommendations to the Board for appropriate action. A special committee shall be dissolved when its report is accepted by the Board.

## **ARTICLE IV**

### **MINUTES OF PROCEEDINGS**

Section 1.    Minutes of the proceeding of the Board of the previous meeting shall be prepared by the Clerk and mailed, or delivered, to the members at least 48 hours before the time of the next regular meeting.

Section 2.    The minutes of the proceeding meeting(s) shall be approved by the Board and signed by the Chair and the Secretary.



Section 3. All motions shall be carefully recorded, and the names of those who make motions shall be noted and the yeas, nays, and abstentions, duly recorded.

Section 4. The official minutes shall be bound and kept in the administrative offices of the College, as well as made available on the STCC website.

## **ARTICLE V**

### **RECORDS AVAILABLE**

Section 1. All public records of the Board of Trustees shall be available to citizens for inspection at the offices of the college during regular office hours.

## **ARTICLE VI**

### **BASIS FOR DETERMINING A VOTING RESULT**

Section 1. A majority of the Board of Trustees is a quorum: no act is valid unless voted at a meeting of the Board by a majority of the members of the Board present with the exception as stated in Article III, Section 1. Less than a quorum results in adjournment to a future date.

## **ARTICLE VII**

### **COMPENSATION AND EXPENSES**

Section 1. No member of the Board of Trustees may receive any compensation for any services. Expenses of the Board members will be reimbursed when the expenses are authorized by the Board of Trustees.

**ARTICLE VIII**

**TRANSACTION OF BUSINESS**

Section 1. The Board of Trustees shall transact all business at a legal meeting of the Board. No member of the Board of Trustees shall have power to act in the name of the Board outside of the Board meetings.

**ARTICLE IX**

**ORDER OF BUSINESS**

- Section 1.
- a. Call to Order
  - b. Roll Call
  - c. Approval of Minutes
  - d. Trustee Committee Reports
  - e. Unfinished Business
  - f. New Business
  - g. Other Business
  - h. President's Report
  - i. Adjournment

**ARTICLE X**

**AMENDMENTS**

Section 1. The Bylaws may be amended by vote at a meeting of the Board.

**ARTICLE XI**

**RULES OF ORDER**

Section 1. The latest edition of Robert’s Rules of Order shall govern the Board in its deliberations, except where it is inconsistent with these Bylaws or any applicable law. All members of the Board may vote on matters to be decided by the Board unless excused by law.

**ARTICLE XII**

**CITIZEN PARTICIPATION**

Section 1. The Board of Trustees shall solicit the advice and counsel of citizens in planning and operating the College. Meetings of the Board of Trustees shall be open to the public. All citizens’ communications to the Board of Trustees shall be addressed to the Board of Trustees. Citizens who wish to present any matter of concern to the College shall make a written request to the Chair of the Board of Trustees at least four days prior to the meeting. This shall come under “Other Business.” In case of emergency, the Board may, by vote, give visitors who have not presented a written request an opportunity to present matters of concern to the Board. The Chair shall allot a visitor, at the appropriate time, not more than five minutes unless the time is increased or decreased by vote of the Board.

Adopted May 13, 1981

Amended June 17, 1981

Amended September 8, 1982

Amended February 16, 1983

Amended April 27, 1983

Amended April 30, 1986

Amended June 27, 1986

Amended January 29, 1992

Amended October 21, 2002

Amended October 28, 2006

Amended October 29, 2007

Amended January 28, 2008

Amended February 25, 2008

Amended March 25, 2013

Amended January 30, 2023