

FRAMINGHAM STATE UNIVERSITY BOARD OF TRUSTEES

BY-LAWS

ARTICLE 1. 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 shall be as provided and authorized by the laws of the Commonwealth as in effect from time to time.

SECTION 2. OFFICERS OF THE BOARD

The elected Officers of the Board of Trustees shall be a Chair and a Vice Chair. Each officer shall have the duties, functions, powers and responsibilities of his/her office as prescribed by the laws of the Commonwealth, these By-Laws, and parliamentary custom.

Such officers shall be elected by the Board of Trustees at its annual meeting as provided in Article III., Section 2., and each shall hold office for the period commencing July 1 and ending June 30 or until their respective successors are elected and qualified. The Chair shall hold office for not more than four consecutive one year terms. The Chair and Vice Chair of the Board shall be Trustees.

The President of Framingham State University who shall be the Executive Secretary of the Board shall be an officer of the Board of Trustees, *ex officio*, and shall have such duties, functions, powers and responsibilities as the Board of Trustees may from time to time prescribe consistent with the laws of the Commonwealth and these By-Laws.

SECTION 3. THE CHAIR OF THE BOARD OF TRUSTEES

The Chair 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 Chair shall preside. If the Chair and Vice Chair are absent, the Trustees present may elect a Chair pro tempore to preside at the meeting.
- (b) To call regular and special meetings of the Board of Trustees.
- (c) To serve as Chair of the Executive Committee.
- (d) To serve as an ex officio member of all committees and task forces of the Board of Trustees.
- (e) To appoint a Governance Committee.

- (f) To appoint and remove, subject to the approval of the Trustees, committees and task forces of the Board of Trustees.
- (g) To appoint one member of the Executive Committee with the concurrence of the Board of Trustees.
- (h) To appoint substitute members and Chairs of task forces and committees in the event that any such member or Chair thereof declares his/her inability to serve for any period.
- (i) To notify the Governor when a vacancy exists on the Board of Trustees.
- (j) To perform such other duties as may be prescribed by law and as may be assigned by the Board.

SECTION 4. THE VICE CHAIR OF THE BOARD OF TRUSTEES

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

- (a) To perform all duties of the Chair of the Board of Trustees at his/her request or in case of his/her absence or incapacity.
- (b) To serve as a member of the Executive Committee.

SECTION 5. THE PRESIDENT OF THE UNIVERSITY

The President of the University shall have the following powers and duties:

- (a) Serve as the Chief Executive and Administrative Officer of the University.
- (b) Be the professional advisor to the Board on all matters involving the educational development and governance of the University.
- (c) Be responsible through his/her appointed University officers for the management of the educational and fiscal affairs of the University.
- (d) Be responsible for the implementation of the policies and decisions of the Board of Trustees.
- (e) To serve as a member of the Executive Committee.
- (f) To serve as Executive Secretary of the Board of Trustees.

SECTION 6. THE EXECUTIVE SECRETARY OF THE BOARD OF TRUSTEES

The Executive Secretary shall have the following powers and duties.

- (a) To give notice of all regular and special meetings of the Board of Trustees and all committees and task forces thereof, and to compile and distribute agendas therefore.
- (b) To record the proceedings and to prepare minutes of the meetings of the Board of Trustees and all committees and task forces thereof.

- (c) To preserve all documents, papers and records of the Board of Trustees determined by the Executive Secretary 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 By-Laws assigned by the Board of Trustees, or as prescribed from time to time by the Chair of the Board.

SECTION 7. TRUSTEE EMERITUS AND EMERITA

The Framingham State Board of Trustees approves the creation of up to three full participating, but non-voting, Trustee Emeritus positions. The President and the Board of Trustees will present all candidates for Trustee Emeritus positions to the full Board for consideration through the BOT Governance Committee with two-thirds majority vote of the full Board required for approval. Trustee Emeritus positions would be for one academic year with opportunity for annual renewal consideration. Board of Trustees' members may only be considered for Trustee Emeritus appointment no earlier than three months after completion of their Board of Trustees' terms, and must have served one full term as a trustee. Trustee Emeritus may also be appointed to Board of Trustees sub-committees as non-voting participants.

ARTICLE II. MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1. REGULAR MEETINGS

Regular meetings shall be held in September, November, January, March and May at a time while University is in session. The annual meeting of the Board of Trustees shall be held the week preceding Commencement in May. All meetings shall be held within the Commonwealth, with the time and place of such meetings to be fixed by the Chair in consultation with the President. No regular meetings shall be held during break periods or at a time when classes are not in session, with the exception of the annual meeting.

SECTION 2. NOTICE OF REGULAR MEETINGS

Notice of each regular meeting of the Board of Trustees shall be made to each Trustee at least seven days prior to the date fixed for said meeting, which notice shall state the time and place thereof.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Board of Trustees may be held at any time and place within the Commonwealth when called by the Chair, the President or by four Trustees in writing given to the Executive Secretary specifying the purpose(s) of said meeting. The time and

place of such meeting shall be fixed by the Chair in consultation with the President. Notice of such meeting shall be made to each Trustee prior to the date fixed for said meeting.

SECTION 4. AGENDA OF REGULAR BOARD MEETINGS

A written agenda of matters to be considered at each regular meeting of the Board of Trustees shall be sent to each Trustee at least seven 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 President in writing by:

- (a) Recommendation of a committee or task force of the Board of Trustees
- (b) The Chair
- (c) The President, or
- (d) A Trustee

The Trustees may reserve one-half hour at the end of the agenda of their regular meetings for public participation. Subject to the Chair's discretion in allowing public comment, the Chair will ask if there are any individuals who would like to make public comment. Each individual will be given no more than 5 minutes to speak, unless the Chair grants additional time.

SECTION 5. QUORUM

The number of Trustees necessary to constitute a quorum for the transaction of business shall be six. When a quorum is present at any meeting, a majority of the Trustees present may take action on behalf of the Trustees unless a larger number is required by other provisions of these By-Laws, provided that an affirmative vote of two-thirds of the entire voting membership of the Board shall be required for the appointment or removal of the President of the University.

ARTICLE III. COMMITTEES AND TASK FORCES OF THE BOARD OF TRUSTEES

SECTION I. STANDING COMMITTEES

There shall be six (6) standing committees of the Board of Trustees: (1) Executive Committee; (2) Governance Committee; (3) Budget, Finance and Facilities Committee; (4) Academic Affairs; (5) Compliance, Audit and Risk Committee; and (6) Enrollment and Student Development.

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 or the Governance Committee) as it deems appropriate.

SECTION 2. GOVERNANCE COMMITTEE

The Chair of the Board of Trustees, with the concurrence of the Board, shall appoint a Chair and two other Board members to serve as a Governance Committee. The committee shall be a standing committee with new members appointed in March of each year, as needed and/or nominated. The committee shall have the following powers and duties:

- (a) Nominate candidates for the offices of Chair and Vice Chair of the Board of Trustees (although any Trustee may submit additional nominations at the annual meeting and, if seconded, such nominee shall be placed before the Board for consideration).
- (b) Provide advice and counsel to the President of the traits and characteristics they wish to see in future board members.
- (c) To review these By-Laws annually and recommend to the full Board any appropriate changes.
- (d) To consider, propose and recommend to the full Board the adoption, amendment or revision of rules and regulations for the governance of the Board of Trustees and the University, its administration, faculty, staff, students and activities.
- (e) To consider the furtherance of governance, legislative and public relations policy interests of the Board of Trustees and of the University and to make recommendations to the Board of Trustees with respect thereto.

SECTION 3. EXECUTIVE COMMITTEE

There shall be an executive committee consisting of the Chair of the Board of Trustees, the Vice Chair of the Board of Trustees, one Trustee appointed by the Chair with the concurrence of the Board of Trustees, and the President of the University. The Executive Committee shall have the following powers and duties:

- (a) To consider and act upon proposals by the President which the Board may have generally or specifically authorized the President to take with the concurrence of the Executive Committee.
- (b) To review, at the request of the President, and to recommend to the Board of Trustees, general personnel policies and procedures.
- (c) To recommend honorary degree candidates for approval by the Board of Trustees.
- (d) To assign to an officer of the University any matter for which a hearing by the Board of Trustees or any committee thereof is deemed necessary by the Executive Committee, or is required under the laws of the Commonwealth or the rules and regulations of the Board of Trustees.
- (e) To report to the Board of Trustees all actions taken or concurred in by said Committee at the next regular meeting of the Board of Trustees or as soon thereafter as possible.

- (f) To consider recommendations regarding relationships between the University and its alumni bodies, and other groups having or desiring a special relationship to the University, and to make recommendations to the Board of Trustees with respect thereto.
- (g) To consider recommendations of the President of the University with respect to programs concerning the various constituencies of the University, and to make recommendations to the Board of Trustees with respect thereto.
- (h) To act upon matters, when prompt action is necessary, subject to review by the Board of Trustees.

SECTION 4. THE BUDGET, FINANCE AND FACILITIES COMMITTEE

The Budget, Finance and Facilities Committee is charged with the responsibility for the financial soundness of the University including budget, internal controls, and investments oversight. Further, this Committee receives and recommends action on all proposed major University capital projects and financing. Recommendations of the Finance Committee are brought to the full Board for consideration. The Budget, Finance and Facilities Committee retains the following duties, powers and responsibilities:

- (a) to review and make recommendations to the Board of Trustees, on an annual basis, on the University's operating budget including all University-designated trust funds, for a given fiscal year;
- (b) to review and make recommendations to the Board of Trustees, on an annual basis or as necessary, on any changes to the schedule of student fees including meal plans and residence hall rents (as set by the Massachusetts State College Building Authority);
- (c) to review and make recommendations to the Board of Trustees, as necessary, for approval of any debt financing and property acquisitions;
- (d) to review and make recommendations to the Board of Trustees, on an annual basis and as necessary, on investments allocation class parameters and fund manager allocations, quasi-endowment designations, and investment managers selection;
- (e) to review the annual independent audit of financial statements;
- (f) to review and make recommendations to the Board of Trustees, as necessary, on the development and update of a *Capital Master Plan* for the University, revisions to the *University's Cash Management and Investment Policy*, revisions to the *University's Debt Policy*, and other financially related policies.

SECTION 5. THE ACADEMIC AFFAIRS COMMITTEE

The Academic Affairs committee is chartered with the responsibility of assuring the quality of the educational experience and the fit between the university's mission and the academic programs offered. The committee's oversight involves reviewing policies and practices related to teaching, learning and evaluation; faculty development, training and evaluation; assessment of student learning, outcomes and related responses, accreditation at the program and institutional level, new or expanded programs, and results related to retention, graduation and the total educational experience. The committee is charged with examining the adequacy of financial resources allocated to support a high-quality educational experience and monitoring regularly the connections between academic programs and financial sustainability.

SECTION 6. THE COMPLIANCE, AUDIT AND RISK COMMITTEE

The Compliance, Audit and Risk Committee reviews, considers and, as necessary, makes recommendations to the Board of Trustees on matters concerning the University's internal and external audit controls, and compliance and risk assessments. The Compliance, Audit and Risk Committee retains the following duties, powers and responsibilities, as assigned by the full Board of Trustees:

- (a) to review and make recommendations , as needed, regarding the selection of the University's independent auditing firm;
- (b) to review and make recommendations, on an annual basis, regarding the acceptance and approval of the University's independent audit.
- (c) to review and make recommendations, as necessary, regarding the acceptance of any single or special audits undertaken by the Auditor General of the Commonwealth of Massachusetts or other external oversight or regulatory bodies.
- (d) to receive, review and make recommendations, as necessary, regarding any internal audit reports undertaken by a designated quality assurance staff member at the request of the President and/or this Committee.
- (e) to meet, on an annual basis, or more often as necessary with the University's independent auditors and quality assurance staff member.
- (f) to receive, review and make recommendations to the Board of Trustees, as needed, regarding any reports on University compliance with applicable laws and regulations;
- (g) to receive, review and make recommendations to the Board of Trustees, as needed, regarding reports on University risk assessment.

SECTION 7. ENROLLMENT AND STUDENT DEVELOPMENT

The Committee on Enrollment and Student Development reviews and considers policy matters and standards of practice pertaining to functions of the offices within Enrollment Management (i.e., Admissions, Financial Aid) and Student Affairs (i.e., Campus Ministry, Career Services, Community Standards, Counseling Center, Dean of Students Office, First-Year Programs, Health Center, Residence Life, Student Involvement, Veterans Services). The Committee is charged with examining the adequacy of resources allocated to support enrollment operations and the provision of high quality, student-centered, services within the Division. Such services include both curricular and co-curricular aspects of the student experience.

SECTION 8. COMMITTEE AND TASK FORCE MEETINGS

Meetings may be held at any time and place when called by the Chair of a committee or task force, Chair of the Board of Trustees, the President or a majority of a committee or task force. The President shall send notice of the time and place of the meeting to each Trustee at least two days prior to such meeting.

Any Trustee may attend committee or task force meetings.

ARTICLE IV. MISCELLANEOUS

SECTION 1. THE SEAL OF THE UNIVERSITY

The Common Seal of the University and the Board of Trustees shall consist of a circle bearing the inscription Framingham State University, and the year of its founding 1839. There shall be an inner circle bearing the inscription Live to the Truth. There shall be within the inner circle an oval within an oval. The outer oval shall bear the inscription The First State Normal School in America. The inner oval shall depict a shield bearing an Indian with bow and arrow with a star overhead.

SECTION 2. AMENDMENT, REVISION OR REPEAL OF BY-LAWS

These By-Laws may be amended, revised or repealed by vote of a majority of the entire membership of the Board of Trustees upon a recommendation by the Governance Committee; provided, however, that the text of any amendment, revision or repeal as originally proposed shall be sent to the Trustees at least fifteen days before the meeting.

By-Laws Amended: September 25, 1984
May 23, 1985
January 15, 1998
September 17, 1998
March 25, 2014

May 13, 2014
March 24, 2015
March 22, 2016
~~September 28, 2016~~

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