

WORCESTER STATE UNIVERSITY
BOARD OF TRUSTEES
BY-LAWS

Amended - 1/19/2021

PREAMBLE: Worcester State University is a public university in the system of public institutions of higher education in Massachusetts. The University is governed by an eleven-member Board of Trustees. These By-Laws shall govern the proceedings and acts of the Board of Trustees of Worcester State University.

ARTICLE I. 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, its committees, or subcommittees, shall be as provided and authorized by the laws General Laws of the Commonwealth as in effect, and by 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 institutions of higher education, or any part thereof.

SECTION 2. OFFICERS OF THE BOARD. The officers shall consist of a Chair, two Vice-Chairs, a Secretary and an Assistant Secretary, all of whom shall be elected at the annual meeting of the Board.

The Chair and Vice-Chairs of the Board shall be Trustees.

The Officers shall serve until their successors have been elected and sworn to the duties of their respective offices.

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.
- (b) To call special meetings of the Board of Trustees.
- (c) To serve ex officio, with voting power, as a member of all standing committees of the Board of Trustees.
- (d) To appoint standing committees, a nominating committee, and other special committees or task forces of the Board of Trustees and Chair thereof.
- (e) To appoint successor members and chairs of standing committees, other than the Executive Committee, in the event that for any reason a vacancy occurs in any such office. A successor so appointed shall serve until the next annual meeting of the Board of Trustees.

- (f) To appoint substitute members and chairs of standing committees, other than the Executive Committee, in the event that any such member or chair thereof declares an inability to serve for any period. A substitute so appointed shall serve during such inability.
- (g) To designate a minimum of two Trustees as members of standing committees, other than the Executive Committee. In the event of an increase in the number of Trustees appointed to the Board, the number of members of such committees shall be enlarged by such appointment. A member so appointed shall serve until the next annual meeting of the Board of Trustees.

SECTION 4. THE VICE CHAIRS OF THE BOARD OF TRUSTEES. The Vice-Chairs of the Board of Trustees shall have the following powers and duties:

- (a) To perform the duties of the Chair of the Board of Trustees at the Chair's request or in the case of absence or incapacity of the Chair. In the absence of the Chair and the Vice-Chair, the Board of Trustees shall elect a Chair Pro Tempore.

SECTION 5. THE SECRETARY. The secretary shall have the following duties:

- (a) To give written notice of all regular and special meetings of the Board of Trustees and of standing and special committees thereof. And to compile and distribute agendas therefor.
- (b) To record the proceedings and to prepare minutes of the meetings of the Board of Trustees, and of standing and special committees thereof.
- (c) To preserve all documents, papers, and records of the Board of Trustees determined by the Board to be a part of its official records or necessary to the performance of its duties.
- (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 or by the Board of Trustees as prescribed from time to time by the Chair of the Board of Trustees.
- (f) To serve as Parliamentarian of the Board of Trustees.

SECTION 6. THE ASSISTANT SECRETARY. The Assistant Secretary shall perform the duties of the Secretary in the event of his absence or illness and assist in the preparation and conduct of general Trustee business under the direction of the Secretary.

ARTICLE II. ROLE OF THE BOARD. The Board shall be responsible to execute all of its duties and functions as mandated by Chapter 15A of the General Laws of the Commonwealth, any other provision of applicable law, and by its own bylaws. The key responsibilities of the Board shall include:

- (a) To appoint, support, and assess the performance of the President;
- (b) To provide guidance, direction, feedback, approve and assess the overall mission and strategic direction of the University in the long-range;

- (c) To provide guidance, direction, feedback to major initiatives of the University and to approve new academic programs;
- (d) To ensure adequate financial resources and financial management of the University;
- (e) To preserve the institutional autonomy, represent the University to the community and the community to the University;
- (f) To periodically review and provide guidance to the president on major issues facing the University.
- (g) To develop and submit to the Secretary and the Council a mission statement for the University. *(Secretary would be Commissioner and Council refers to the former Higher Education Coordinating Council which is now the Department of Higher Education.)*

The Board places responsibility on the President, as its Chief Executive Officer, to act with administrative authority on all matters pertaining to the conduct of the University business.

For the purpose of executing its fiduciary and statutory responsibilities, as mandated through its bylaws, BHE policies, and procedure guidelines, the full Board may delegate to the appropriate committee(s) the responsibility and authority to deliberate an action agenda as presented to it by the President. The appropriate Vice President shall serve as a resource person to Committee Chairs in providing detailed data and information on agenda items under consideration. Positive or negative recommendations of committees shall be forwarded to the full Board.

ARTICLE III. MEETINGS OF THE BOARD

SECTION 1. ANNUAL MEETING: Annual Meetings of the Board of Trustees shall be held at the last scheduled Board Meeting during which the Board will elect officers, adopt its organizational issues, establish standing committees and meeting schedules.

REGULAR MEETINGS: The Board shall conduct its regular meetings through bi-monthly sessions and meet at least five times a year or more as necessary.

SECTION 2. 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 of the Board of Trustees or the President of the University or by three Trustees in writing given to the 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 Trustees, except for those called by three or more Trustees, who shall have the right to fix the time and place of said meeting. Written notice of such meetings shall be sent to each Trustee by mail at least three days prior to the date fixed for said meeting, which notices shall state the time, place, and the 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 before or after the meeting. Each such waiver shall be filed with the records of the meeting.

SECTION 3. NOTICE OF REGULAR MEETING; WAIVER. Written notice of each regular meeting of the Board of Trustees shall be sent to each trustee by mail at least seven days prior to the date fixed for said meeting, which notices shall state the time and place thereof; provided, that no notice need be given to any trustee who waives the same by a written waiver executed before or after the meeting. Each such waiver shall be filed with the records of the 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 by mail at least five 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 (a) recommendation of a standing or other committees of the Board of Trustees, (b) the Chair of the Board of Trustees, or (c) the President of the University, and any Trustee upon the majority vote of said Board shall be entitled to present matters to the Board of Trustees for its consideration without prior reference to a committee.

The focus of the Board should be on a format structured around issues and operating results rather than a series of individual reports. The structured areas to be considered on a regular basis include:

- Review and discussion of major policies or issues and formal adoption of such programs.
- Review and status of previously implemented policies and initiatives.
- An operational report concerning the current status of the programs and the finance of the University.
- Review of administrative matters requiring Board approval.
- Review and discuss the furtherance of diversity, equity, and inclusion.

At least one meeting a year would be devoted to a strategic review which can be used as the benchmark for discussions for the remainder of the year.

SECTION 5. QUORUM. The number of Trustees necessary to constitute a quorum for the transaction of business shall be a majority of members (Trustees) then in office, but a lesser number may adjourn any meeting from time to time, and such meetings may be held as adjourned without further notice. 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 Bylaws. By a vote of a majority of a quorum of Trustees present, any meeting may be recessed.

ARTICLE IV. COMMITTEES OF THE BOARD OF TRUSTEES

SECTION 1. STANDING COMMITTEES. There shall be five standing committees of the Board as follows: (a) Executive Committee; (B) Committee on Finance and Facilities; (c) Committee on Academic and Student Development; (d) Committee on Human Resources; (e) Committee on Planning and Development.

SECTION 2. NOMINATING AND SPECIAL COMMITTEES OR TASK FORCES. Nominating and Special Committees or task forces for any purpose may be appointed by the Chair.

SECTION 3: MEMBERS OF STANDING COMMITTEES. The Chair of the Board of Trustees at the annual meeting shall fix the number and appoint the Chair and the members of each standing committee other than the Executive Committee provided that each standing shall have no fewer than two members. The Chair of the Board of Trustees, with voting power, and the President of the University, without voting power, shall be members ex officio of each standing committee.

SECTION 4. COMMITTEE MEETINGS. Committee meetings may be held at any time and place when called but the Chair of the committee, the Chair of the Board of Trustees, the President of the University, or a majority of members of the committee. The Secretary shall send a written notice of the time and place of the meeting by mail to each member and any special member of such committee at least five days prior to such meeting. Notice need not be given to any member or special member who waives such notice in writing before or after the meeting, or who attends the meeting. Should any matter be an appropriate subject for consideration by more than one committee, the Chair after consultation with the respective chairs of said committees shall determine to which committee or committees the matter shall be referred, and whether a joint committee meeting shall be held.

As a principle, the quorum for a meeting shall be determined by the presence of a majority of members on a standing committee. The chair of the committee may, from time to time, invite students, faculty, administrators, alumni, and others to participate in committee meetings in seeking their advice.

Any member of the Board other than those as bonafide members of the committee may attend and participate in committee discussions but without voting power.

SECTION 5. AGENDA OF COMMITTEES OF THE BOARD. A written agenda of matters to be considered at each meeting of a committee of the Board of Trustees shall be sent to each committee member as early as possible in advance of the meeting. Copies of committee agendas will be sent to all trustees for their information as will minutes of committee meetings. Items to be included on committee agendas shall be submitted to the Secretary in writing by:

- (a) The President of the University, or
- (b) Any Trustee.

SECTION 6. THE EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the Chair and Vice-Chairs of the Board of Trustees, the President of the University, and one additional Board member elected to this committee by the Trustees at the annual meeting. The Trustees will also elect an alternate to serve in the event that the elected Board member is unable to serve or be present at a meeting of the committee. This Committee shall have the following powers and duties:

- (a) The Executive Committee of the Board will meet, upon due notification by the Chair and the President, to transact business between regular board meetings and to act with the full power and authority of the Board.
- (b) To consider and act upon proposals by the President for action which the Board may have generally or specifically authorized the President to take with the concurrence of the Executive Committee.
- (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 for said Board.
- (e) To consider, propose, and recommend to the Board of Trustees the adoption, amendment, or revisions of rules and regulations for the governance of the Board of Trustees and the University, its administration, faculty, staff, students, and activities.
- (f) 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.
- (g) 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.
- (h) 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.
- (i) 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.
- (j) To consider the furtherance of diversity, equity, and inclusion and make recommendations to the Board of Trustees with respect thereto.

SECTION 7. THE COMMITTEE ON ACADEMIC AND STUDENT DEVELOPMENT.

The committee on Academic and Student Involvement shall have the following powers and duties:

- (a) To consider all matters related to academic affairs.
- (b) To consider policies regarding the quality, character, and extent of instruction and research at the university, including policies governing admission requirements, programs of instruction, curriculum, academic personnel, new degree programs and changes to existing degree programs, public service activities and research, and to make recommendations to the Board of Trustees with respect thereto.
- (c) To consider policies related to the educational purposes and responsibilities of the university and evaluate the same on a long-range basis, and to make recommendations to the Board of Trustees with respect thereto.
- (d) To consider all matters related to Student Development.

- (e) To consider policy matters pertaining to student life and activity, student government, and other recognized student organizations and groups, and to make recommendations to the Board of Trustees with respect thereto.
- (f) To consider policies relating to the health and well-being of the student body, including advisement and counseling, and to make recommendations to the Board of Trustees with respect thereto.
- (g) To advise the President on any matter within the scope of the committee's duties.
- (h) To consider the furtherance of diversity, equity, and inclusion and make recommendations to the Board of Trustees with respect thereto.

SECTION 8. THE COMMITTEE ON FINANCE AND FACILITIES. The committee on Finance and Facilities shall have the following powers and duties:

- (a) To consider all matters related to administration and finance.
- (b) To consider and act upon operating budget requests and capital outlay budget requests submitted by the University and to make recommendations to the Board of Trustees with respect thereto.
- (c) To review proposals for the transfer of funds between subsidiary accounts, and to make recommendations to the Board of Trustees with respect thereto.
- (d) To consider policies and other matters pertaining to the investment of endowment funds and other funds of the University that may from time to time be invested and reinvested, and to make recommendations to the Board of Trustees with respect thereto.
- (e) To review the financial records and controls of the University; to review and develop policies respecting the receipt, management, and disbursement of funds of the University from whatever source received, the purchase of services, supplies and materials and internal controls over the same; to review proposals for fees, rents, and charges; to consider policies and other matters pertaining to the leasing of private property by the University, to review audits of financial activities of the University and to report thereon, and to make recommendations with respect thereto to the Board of Trustees.
- (f) To consider the fidelity and performance bonding of the University personnel and to report thereon, and to make recommendations to the Board of Trustees with respect thereto.
- (g) To consider policies and other matters pertaining to the physical properties of the University, including all buildings, land acquisition, and transfer, landscape plans, and developments and construction thereon, and to make recommendations to the Board of Trustees with respect thereto.
- (h) To consider plans and policies governing campus master planning and capital outlay budgets, and to make recommendations to the Board of Trustees with respect thereto.
- (i) To consider and make recommendations to the Board of Trustees with respect to design plans, bid taking, and other building project matters, contracts, and combinations for architects and engineers on all buildings, structures and facilities to be built on University property, prior to any final action thereon by the Board of Trustees.

- (j) To inspect University lands and buildings as required; to consider the acceptance of completed construction, and to make recommendations to the Board of Trustees with respect thereto.
- (k) To consider plans for lots, roads, streets, paths, and ways, and regulations for pedestrian and vehicular use thereof on the property of the University, and to make recommendations to the Board of Trustees with respect thereto.
- (l) To consider names for buildings, streets, ways, and other properties of the University and to make recommendations to the Board of Trustees with respect thereto.
- (m) To consider the furtherance of diversity, equity, and inclusion and make recommendations to the Board of Trustees with respect thereto.

SECTION 9. THE COMMITTEE ON HUMAN RESOURCES. The committee on Human Resources shall have the following powers and duties:

- (a) To consider all matters related to personnel.
- (b) To consider general policies relating to the formulation of budgets and appropriate compensation policies for the University and to make recommendations to the Board of Trustees with respect thereto.
- (c) To consider policies on personnel staffing patterns and to make recommendations to the Board of Trustees with respect thereto.
- (d) To consider recommendations from the President on the appointment, change in status, or termination of University personnel and to make recommendations to the Board of Trustees with respect thereto.
- (e) To consider the furtherance of diversity, equity, and inclusion and make recommendations to the Board of Trustees with respect thereto.

SECTION 10. THE COMMITTEE ON PLANNING AND DEVELOPMENT. The Committee shall consist of the following members: The two trustees elected by the Board to serve on the board of the Worcester State Foundation and one other trustee named by the Chair of the Board. The Committee on Planning and Development shall have the following powers and duties:

- (a) Consider matters relating to long-range development quality enhancement and growth of the University.
- (b) Consider strategic plans to achieve key mission initiatives including but not limited to:
 - (i) Academic programs
 - (ii) Student life development
 - (iii) Support services
 - (iv) Financial, human, physical, and capital resource development
 - (v) External community relations
 - (vi) Alumni relations
 - (vii) Governmental relations

- (c) Consider such joint projects which may be appropriate with the Worcester State Foundation.
- (d) To review programs to raise private funds for the University through special gifts, endowment bequests, and other means, and to make recommendations to the Board of Trustees with respect thereto.
- (e) To consider the furtherance of diversity, equity, and inclusion and make recommendations to the Board of Trustees with respect thereto.

ARTICLE 11 MISCELLANEOUS

SECTION 1. THE SEAL OF THE UNIVERSITY. The Common Seal of Worcester State University and of the Board of Trustees shall consist of a circle in which the latitudinal and longitudinal lines of the Earth are inscribed over which the outline of the Commonwealth of Massachusetts is superimposed. An open book and a twig with three leaves is within the outline. Two rings circle the representation of the earth. The words “Worcester State University 1874” are formed around the outer ring and another ring circles outside these words. The border of the seal is formed by a twelve pointed scallop that encloses it.

The Earth is used as a background to show the universality of education.

The Commonwealth of Massachusetts is superimposed on the Earth to show its relationships and contributions to the word of which it is a part.

The book, representing knowledge, is placed on the Commonwealth of Massachusetts where the City of Worcester would be located, and thereby indicates the placement of the University within the city and the state.

The leaves symbolize the living, growing nature of the university and the process of education of which it is a part.

SECTION 12. AMENDMENT, REVISION OR REPEAL OF BYLAWS. These Bylaws may be amended, revised, or repealed by vote of a two-thirds majority of the entire number of Trustees at any meeting of the Board of Trustees; provided, however, that the text of any amendment, revision, or repeal as originally proposed shall be sent to the Trustees at least thirty days before the meeting.

SECTION 13. PARLIAMENTARY PROCEDURE. Roberts Rules of Order shall be a guide in conducting the meeting of the Board of Trustees unless otherwise provided by the Board.

