

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, authority, 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, authority, and responsibilities of their 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 II., Section 1., 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. In the event that a new Chair is not elected, the Chair may overstay their term upon the approval of the Board until such time that a successor is elected but not to exceed a 12-month period. The Chair and Vice Chair of the Board shall be regularly appointed 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, authority, 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 duties and responsibilities:

- a) Preside at all meetings of the Board of Trustees at which they are present. In the Chair's 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) Call regular and special meetings of the Board of Trustees.
- c) Serve as Chair of the Executive Committee.
- d) Serve as an ex officio member of all committees and task forces of the Board of Trustees.
- e) Appoint and remove, subject to the approval of the Trustees, committees, and task forces of the Board of Trustees.
- f) Charge each of the standing committees annually to include matters addressing antiracism and diversity equity and inclusion practices at the University.
- g) Include current matters evidencing FSU students and faculty involvement in community engagement as part of their agendas.
- h) Appoint one member of the Board to the Executive Committee with their concurrent

role on the Board of Trustees.

- i) 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.
- j) Notify the Governor through the President or the Department of Higher Education, when a vacancy exists on the Board of Trustees.
- k) 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 duties and responsibilities:

- a) Perform all duties of the Chair of the Board of Trustees at the Chair's request or in case of the Chair's absence or incapacity.
- b) Serve as a member of the Executive Committee.

SECTION 5. THE PRESIDENT OF THE UNIVERSITY

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

- 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 programming and governance of the University.
- c) Be responsible through their 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) Serve as a member of the Executive Committee.
- f) Serve as Executive Secretary of the Board of Trustees or appoint an appropriate designee to such role.

SECTION 6. THE EXECUTIVE SECRETARY OF THE BOARD OF TRUSTEES

The Executive Secretary shall have the following duties and responsibilities.

- a) 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 in compliance with the Massachusetts Open Meeting Laws.
- b) Record the proceedings and to prepare minutes of the meetings of the Board of Trustees and all committees and task forces thereof.
- c) 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) Produce correspondence on behalf of the Board of Trustees and to certify official documents and proceedings.
- e) Perform duties, consistent 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 shall, at their discretion appoint up to three full participating, 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 shall serve for one academic year with opportunity for annual renewal consideration. Board of Trustees' members may be considered for Trustee Emeritus appointment no earlier than three months after completion of their Board of Trustees' appointed or elected term(s), and must have served at least one full term as a trustee. Trustee Emeritus/Emerita 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 scheduled in September, November, January, March, and May at a time while the University is in session. The annual meeting of the Board of Trustees shall be held 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 scheduled 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 MEETING

A special meeting 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 call for agenda items to be included in the agenda for a regular meeting shall be made by the Executive Secretary to the Board members and submitted to the President and the Chairperson in writing in advance of the meeting. 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. Standing agenda items will include report and recommendations of:

- A) Committees or task forces of the Board of Trustees;
- B) The Chairperson
- C) The President

The Trustees may reserve time on the agenda of their regular meetings for public participation. If

public participation is placed on the agenda, the Chair will ask if there are any individuals who would like to make public comment. In consideration of the length of the meeting, each individual will be given no more than 5 minutes to speak.

SECTION 5. QUORUM

The number of Trustees necessary to constitute a quorum for the transaction of business. will be determined by a simple majority of currently appointed Trustees. When a quorum is present at any meeting, a majority of the Trustees in attendance 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) Finance, Administration and Operations Committee; (4) Academic Affairs and Enrollment Management Committee; (5) Compliance, Audit and Risk Management Committee; and (6) The Student Experience Committee.

The Board of Trustees may from time to time constitute additional standing or ad hoc committees and charge each of them with such responsibilities as it deems necessary.

SECTION 2. 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 appointment, and the President of the University. The Executive Committee shall have the following duties and responsibilities:

- a) Consider and act upon proposals by the President which the Board may have generally or specifically authorized the President to take under consideration of the Executive Committee;
- b) Review, at the request of the President, and to recommend to the Board of Trustees, general personnel policies, and procedures;
- c) Recommend honorary degree candidates for approval by the Board of Trustees;
- d) 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;
- e) 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;
- f) 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;
- g) Oversee actions made by the President and the administration during the summer delegation of authority to the President;

- h) Act upon other matters, when prompt action is necessary, subject to review by the Board of Trustees.

SECTION 3. 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 charge of the committee shall be to:

- a) Nominate to the full Board candidates for the offices of Chair and Vice Chair of the Board of Trustees. Any Trustee may submit 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 needs of the Board as they consider future board members nominations;
- c) Review these By-Laws annually and recommend to the full Board any appropriate changes;
- d) 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, including but not limited to the establishment of a meeting schedule, selection of special meeting dates (i.e. retreats and trainings) and any specific rules of conduct for the meeting;
- e) 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;
- f) Bring forward recommendations to the full Board for consideration and final approval following this committee's convening.

SECTION 4. FINANCE, ADMINISTRATION AND OPERATIONS 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 Finance, Administration and Operations Committee. The charge of the committee shall be to:

- a) Stay current with the overall understanding of the financial soundness of the University including budget development, internal controls, and investments oversight.;
- b) Receive, recommend, and approve actions on all proposed major University capital projects and financing and debt management.
- c) Consistent with the Board's fiduciary responsibilities, review and make recommendations to the full Board of Trustees, on an annual basis, on the University's operating budget including all University-designated trust funds, for a given fiscal year;
- d) 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 rent rate (as set by the Massachusetts State College Building Authority);
- e) Review and make recommendations to the Board of Trustees, as necessary, for approval of any property acquisitions;
- f) 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;
- g) Review the annual independent audit of financial statements in collaboration with the Compliance, Audit and Risk Management Committee and recommend for submission to

the required state entity;

- h) 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;
- i) Review and or approve relevant personnel policies proposed at the University;
- j) Receive periodic updates on operations of the University including but not limited to University Police, Human Resources, Facilities, and The Warren Conference Center;
- k) Bring forward recommendations to the full Board for consideration and final approval following this committee's convening.

SECTION 5. THE ACADEMIC AFFAIRS & ENROLLMENT MANAGEMENT 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 an Academic Affairs & Enrollment Management Committee. The charge of the committee shall be to:

- a) Oversee the scope and quality of the academic experiences and the alignment with the university's mission and the academic programs and offerings;
- b) Review policies and practices related to teaching, learning and evaluation;
- c) Receive updates regarding faculty development, training and evaluation, assessment of student learning, outcomes, and related responses;
- d) Support institutional and programmatic accreditation activities;
- e) Approve new or expanded programs for advancement to the appropriate governing bodies, in accordance with Department of Higher Education policies;
- f) Review information pertaining to research conducted by the University and its faculty and staff;
- g) Receive updated reports reflecting current and projected enrollment including student retention and graduation data to aid the committee in its deliberations and understanding of institutional strategy;
- h) Provide feedback on marketing and other promotional activities related to academic and enrollment initiatives;
- i) Inquire as to the adequacy of financial resources allocated to support a high-quality educational experience and determine the connections between academic programs and financial sustainability;
- j) Bring forward recommendations to the full Board for consideration and final approval following this committee's convening.

SECTION 6. THE COMPLIANCE, AUDIT AND RISK MANAGEMENT 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 Compliance, Audit and Risk Management Committee.

The charge of the committee shall be to:

- a) Reviews, considers and, as necessary, makes recommendations to the Board of Trustees on matters concerning the University's internal and external audit activities, and compliance and risk assessments;
- b) Review and make recommendations, as needed, regarding the selection of the University's independent auditing firm;
- c) Review and make recommendations in collaboration with the Finance, Administration and Operations Committee, on an annual basis, regarding the acceptance, approval, and

- submission of the University's independent audit;
- d) 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;
- e) Receive, review, and make recommendations, as necessary, regarding any internal audit/assessment reports undertaken by a designated quality assurance staff member at the request of the President and/or this Committee;
- f) Meet on an annual basis, or more often, as necessary with the University's independent auditors and quality assurance staff member;
- g) Receive, review, and make recommendations to the Board of Trustees, as needed, regarding any reports on University compliance with applicable laws and regulations;
- h) Receive, review, and make recommendations to the Board of Trustees, as needed, regarding reports on University risk assessment and risk management;
- i) Receive periodic updates regarding information technology risk management practices;
- j) Review information from the University's Counsel regarding compliance matters and pending litigation;
- k) Bring forward recommendations to the full Board for consideration and final approval following this committee's convening.

SECTION 7. STUDENT EXPERIENCE 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 Student Experience Committee. The charge of the committee shall be to:

Consider information regarding the living environment of students including residential life programs, commuter programs and off-campus housing matters:

- a) Receive updates on student health and wellness activities and concerns including behavioral and physical health;
- b) Receive information on University sponsored athletic programs;
- c) Approve as needed, policies related to student development and co-curricular programs;
- d) Understand and support the University's efforts to connect student learning experiences to career and employment opportunities;
- e) Review student support programs designed to address specific needs of students including but not limited to community standards, first year and family programs, and veterans services;
- f) Inquire as to the adequacy of financial resources allocated to support a high-quality student experience and determine the connections between student development programs and financial sustainability;
- g) Bring forward recommendations to the full Board for consideration and final approval following this committee's convening.

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 or their designee shall send notice of the time and place of the meeting to each Trustee at least two days prior to such meeting and in compliance with Massachusetts Public

Meeting Laws.

Any Trustee may attend committee or task force meetings.

ARTICLE IV. MISCELLANEOUS

SECTION 1. THE SEAL OF THE UNIVERSITY

The Seal of the University and the Board of Trustees shall contain at a minimum the following elements: the inscription Framingham State University, and the year of the University's founding 1839; the inscription Live to the Truth and the inscription The First State Normal School in America. Alterations to the University seal shall be subject to approval of the Board of Trustees.

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
November 28, 2018
March 23, 2022
October 17, 2022
May 10, 2023