

BYLAWS

BOARD OF TRUSTEES SALEM STATE UNIVERSITY

The Salem State University Board of Trustees is established and responsibilities defined by the General Laws of Massachusetts, as referenced at the end of this document.

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, its committees, or subcommittees, shall be as provided and authorized by the laws of the Commonwealth as in effect from time to time, subject to 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 higher education, or any part thereof.

SECTION 2: BOARD MEMBERSHIP. The Board of Trustees, in accordance with MGL c. 15A section 21, shall consist of eleven members, one of whom shall be an alumnus of Salem State University; one member to be elected thereto by the Alumni Association of Salem State University who shall serve a term of five years; and one full-time undergraduate student member to be elected by the student body annually.

The members appointed by the Governor shall serve for a term of five years, but no member shall be appointed for more than two consecutive terms. Succeeding appointments shall be made for five year terms and any vacancy on the Board shall be filled for the duration of the term, in the same manner as the prior appointment. The Chair shall notify the Governor when any vacancy exists.

The term of office for the elected student member shall be for one year beginning on July 1 following the election. The student member shall be eligible for re-election for as long as said student remains a full-time undergraduate student. If at any time during the elected term of office said student member ceases to be a full-time undergraduate student, the membership of said student on the Board shall be terminated and the office of the elected student member shall be deemed vacant. A vacancy in the office of the elected student member prior to the expiration of a term shall be filled for the remainder of the term in the same manner as student elections to full terms, except in the case of the trustee's graduation from the university. If a successor trustee has been selected by the student body at the time of the trustee's graduation from the institution, the successor may assume the seat of the student trustee upon the latter's graduation.

The members of the Board recognize and acknowledge that, by taking up their appointments as such, they have assumed an obligation, fiduciary in its nature, to conduct themselves, to exercise their authorities and to discharge their responsibilities for the benefit of the University and of those whom it serves and not for any other purpose. They also therefore recognize and

acknowledge that it is both necessary and appropriate for all members of the Board to be regular in their attendance at meetings of the Board and at meetings of the committees on which they serve, to assume an equitable share of the responsibilities that fall to members of the Board individually, to inform themselves concerning the University's mission and purpose and to commit themselves to promoting the University's success in its efforts to provide an excellent and accessible education to its students.

SECTION 3: 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 the office as prescribed by the laws of the Commonwealth, these Bylaws, and parliamentary custom.

Such officers shall be elected by the Board of Trustees at its annual meeting in June, upon nomination by the Governance Committee as provided in Article III, Section 10, or otherwise, and they shall hold office for a term of one year commencing on the first day of July, or until their respective successors are elected. The Chair and Vice Chair of the Board shall be Trustees.

The President of the University shall also be an officer of the Board of Trustees, ex officio, nonvoting 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.

SECTION 4: 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 unless absent. In the case of absence, the Vice Chair of the Board shall preside. In the absence of both, a chair pro tempore shall be elected.
- (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 voting member of all standing committees of the Board of Trustees.
- (e) To appoint standing committees, and other special committees of the Board of Trustees, and the Chair thereof. All committee assignments shall be coterminous with the Chair.
- (f) To appoint successor members and the 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 June 30th.
- (g) To appoint substitute members and chairs of standing committees, other than the Executive Committee, in the event that any such member or chairs thereof declares

an inability to serve for any period. A substitute so appointed shall serve during such inability.

SECTION 5: 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 as requested by the Chair of the Board of Trustees or in the Chair's absence or incapacity.
- (b) To serve as a member of the Executive Committee.

SECTION 6: THE SECRETARY. The Secretary shall have the following duties:

- (a) To give notice of all regular and special meetings of the Board of Trustees and of special committees thereof, and to compile and distribute agendas therefore.
- (b) To prepare minutes of the meetings of the Board of Trustees.
- (c) To preserve all documents, papers and records of the Board of Trustees determined by the 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 Bylaws or by the Board of Trustees, as prescribed from time to time by the Chair of the Board of Trustees or the President of the University.
- (f) The Secretary to the Board of Trustees shall be an employee of Salem State University who is appointed by the President of the University and approved by the Chair of the Board of Trustees.
- (g) An Assistant Secretary to the Board of Trustees shall also be appointed by the President of the University and approved by the Chair of the Board of Trustees. The Assistant Secretary shall be an employee of Salem State University whose responsibilities will be to assist the Secretary and to support the Board in the absence of the Secretary.

SECTION 7: TRUSTEE EMERITUS

This Board may include up to three fully participating, but non-voting Trustee Emeritus positions. Nominations for Trustee Emeritus must be approved unanimously by the Executive Committee and a majority of the full Board. Only those Trustees who have completed two (2) full five (5) year terms and one term as Board Chair are eligible for nomination. Nominations may be made by any current Trustee to the Board Chair no later than one year after completion

of the former Trustee's second term. Trustee Emeritus positions are for one (1) academic year with opportunity for annual renewal consideration, not to exceed three (3) years in total.

ARTICLE II: MEETINGS OF THE BOARD.

SECTION 1: ANNUAL AND REGULAR MEETINGS. Four regular meetings, including the annual meeting, shall be held unless otherwise determined by the Board of Trustees. The time and place of such meetings shall be fixed by the Chair of the Board of Trustees in consultation with the President with the exception of the annual meeting to be held in June of each year. All meetings shall be held within the Commonwealth.

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 via hard copy or electronic mail to the President 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 in consultation with the President. Notice of such meeting shall be sent to each Trustee as early as possible in advance of the meeting, which notice shall state the time, place, and purpose(s) for which it has been called.

SECTION 3: NOTICE OF REGULAR MEETINGS. Notice of each regular meeting of the Board of Trustees shall be sent to each Trustee by hard copy or electronic mail at least seven days prior to the date fixed for said meeting, which notice shall state the time and place.

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 hard copy or electronic mail at least five days prior to the date fixed for said meetings. Items to be included on the agenda for a regular meeting shall be submitted to the President in hard copy or electronic mail by (a) recommendation of a standing or other committee of the Board of Trustees, or (b) the Chair of the Board of Trustees. No item shall be included on the agenda for a regular meeting except upon consideration and recommendation by a standing or other committee of the Board of Trustees; provided, that at any regular meeting the Chair of the Board of Trustees and the President of the University, and any Trustee upon 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.

SECTION 5: QUORUM. The number of Trustees necessary to constitute a quorum for the transaction of business during a full Board meeting shall be half plus one of the number of seated trustees. When a quorum is present at any meeting, a majority of the Trustees present may take action on behalf of the Trustees, except that an affirmative vote of two-thirds of the entire voting membership of the Board is required for the appointment or removal of the President of the University.

SECTION 6: EXECUTIVE SESSIONS. Unless the Board shall otherwise direct at any time or from time to time, executive sessions of the Board will include the Trustees and the President and shall be convened and conducted in conformity with Massachusetts Open Meeting Law, MGL c. 30A sections 18-25. Other individuals may be invited to attend an executive session in order to give information or advice as deemed necessary or appropriate by the Board. The topics and purposes of executive sessions shall be limited to those matters permitted by Massachusetts Open Meeting law.

SECTION 7: REMOTE PARTICIPATION. Under the Massachusetts Open Meeting Law, MGL c. 30A sections 18-25 and executive orders, Trustees may participate in public meetings remotely. At the beginning of each academic year and in accordance with the law, the Secretary shall inform the Trustees of the circumstances under which remote participation is allowed and the process for remote participation. The Secretary shall update the Trustees if there are changes throughout the course of the year.

SECTION 8: RULES OF PROCEDURE. Business before the Board shall be conducted according to the latest edition of Standard Code of Parliamentary Procedure by the American Institute of Parliamentarians unless otherwise provided in these By-Laws or by the Board.

ARTICLE III: COMMITTEES OF THE BOARD OF TRUSTEES.

SECTION 1: STANDING COMMITTEES. There shall be six standing committees of the Board of Trustees: (1) Executive Committee, (2) Academic Affairs and Student Success, (3) Finance and Facilities, (4) Advancement (5) Risk Management and Audit and (6) Governance Committee.

SECTION 2: SPECIAL COMMITTEES. The Board of Trustees may establish special committees from time to time to have such duties as it may determine, the members of which shall be appointed by the Chair of the Board of Trustees.

SECTION 3: MEMBERS OF COMMITTEES. Each standing Committee, except the Executive Committee, shall have not fewer than three Trustees appointed by the Chair of the Board. The President shall be a member of each Committee, ex officio, non-voting. The Chair shall be a member of each committee, ex officio, voting. Committee members may include individuals who are not Trustees so long as the majority membership of the committee is comprised of Trustees. The Chair shall have the authority to appoint non-Trustee members advisory, non-voting to committees to serve until the next annual meeting. Members may be appointed to Committees, on a temporary basis, by the Chair, as may be required.

SECTION 4: COMMITTEE MEETINGS. Committee meetings may be held at any time and place when called by the Chair of the Committee, the Chair of the Board of Trustees, the President of the University, or a majority of the members of the committee. The President of the University chooses a University Liaison for each Committee. A University Liaison is the Area

Head or the individual with the greatest responsibility in said area.

Notice of each regular committee meeting shall be sent to each Trustee at least seven days prior to the date fixed for said meeting, which notice shall state the time and place. Notice for a special committee meeting shall be sent to each Trustee as early as possible in advance of the meeting, also stating the time and place as well as the purpose(s) for which it has been called.

The Chair of the Board of Trustees or the President of the University may call a meeting of the Executive Committee by declaring that a matter needing immediate attention and/or action exists. The Chair of the Board of Trustees or the President of the University shall fix the time and place of such emergency meeting. The Secretary of the Board of Trustees shall send a hard copy or email notice of the time and place of the Executive Committee Meeting to each member.

The members present at any meeting of a standing committee shall constitute a quorum for the transaction of business, provided that in the case of the Executive Committee, a majority of the members shall constitute a quorum.

SECTION 5: AGENDA OF COMMITTEES OF THE BOARD. A hard copy or electronic mail 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. Items to be included on committee agendas shall be submitted by hard copy or electronic mail to the President by the Committee Liaison or Chair of the Committee.

SECTION 6: THE EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the Chair and Vice Chair of the Board of Trustees, the President of the University, and three additional Board members elected to this committee by the Trustees at the annual meeting.

This Committee shall have the following powers and duties:

- (a) To act upon matters for the Board of Trustees, when immediate action is necessary.
- (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 conduct upon referral from the Board formal hearings as required by law for the Board of Trustees or any Committee of the Trustees and to make recommendations to the Board concerning any matter heard, provided that hearings required by law to be conducted as adjudicatory proceedings shall be governed by General Laws, Chapter 30A.
- (d) To review, update, and implement current affirmative action policies of the Board of Trustees and the Board of Higher Education, and to ensure compliance with State and Federal Laws.

- (e) To consider 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) To consider, propose and recommend to the Board of Trustees the adoption, amendment or revision of the Bylaws.
- (g) To review recommendations of the President and recommend to the Board of Trustees the naming of buildings, streets, ways, and other properties relating to the campus. Final approval regarding the adoption of said names rests with the Board of Trustees.
- (h) To recommend to the Board of Trustees for appointment four members of the Salem State University Assistance Corporation Board of Directors and the SSUAC Board Chair.

SECTION 7: THE COMMITTEE ON ACADEMIC AFFAIRS AND STUDENT SUCCESS.

The Committee on Academic Affairs and Student Success shall have the following powers and duties.

For those matters requiring Board approval, to review and recommend to the Board of Trustees:

- (a) Policies relating to the quality, character, and extent of academic programs, including admissions, instruction, curriculum, degrees, accreditation, public service, and research, in accordance with collective bargaining agreements and the Board of Higher Education's policies.
- (b) Proposals for major new programs and program changes.
- (c) The granting of emeritus status to retired faculty.
- (d) Procedures, policies, rules and regulations pertaining to student success.
- (e) Plans and policies concerning health and athletic programs.
- (f) To review recommendations of the President and to recommend all actions required to be taken by the Board of Trustees on faculty and librarians from appointment to termination in accordance with collective bargaining agreements, Board of Higher Education and Board policies.
- (g) To conduct such inquiries as may be necessary with respect to student matters not of a judicial or academic nature and to report their findings and recommendations to the Board.

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

To review and recommend to the Board of Trustees:

- (a) Student fees.
- (b) The operating budget for the University.
- (c) Policies relating to property, buildings, land acquisition, site development, and construction.
- (d) Policies and plans relating to facilities and long-range capital outlay budgets.

And

- (e) To oversee the development and continuing review of a master plan for the University.

SECTION 9: THE ADVANCEMENT COMMITTEE. The Committee on Advancement, shall have the following powers and duties:

To review and recommend to the Board of Trustees:

- (a) Recommendations with regard to policies and programs related to the advancement of the institution, including fundraising, marketing and communications and activities involving alumni, the community and other external bodies, in order to foster understanding of, and support for, the University and its mission.
- (b) Plans, proposals and the acceptance of major gifts to the foundation on behalf of the University, inclusive of all private funds, including special gifts, endowments, bequests, and other means.

SECTION 10: THE GOVERNANCE COMMITTEE. The Governance Committee shall:

Submit nominations by hard copy or email to the Secretary at least ten days prior to the date of the annual meeting of the Board of Trustees;

- (a) coordinate new Trustee orientation with the Secretary;
- (b) conduct an annual Board self-assessment;
- (c) ascertain membership needs.

SECTION 11: THE RISK MANAGEMENT AND AUDIT COMMITTEE. The Risk Management and Audit Committee shall have the following powers and duties:

To review and recommend to the Board of Trustees:

- (a) The selection of the independent accountants to perform the annual audit;
- (b) The University's financial statements, ensuring that the statements reflect the University's financial condition;
- (c) The University's internal controls, including those established for financial information systems;
- (d) Actions to address any regulatory compliance issues,
- (e) The University's anticipated or pending legal matters.
- (f) The University's conflict of interest policy,
- (g) The guidelines and policies that govern the processes by which the University assesses and manages its exposure to risk,
- (h) The University's major financial and other risk exposures and actions to monitor and control such exposures.

SECTION 12: COMMITTEE CHARTERS.

Each committee shall draft a charter which shall be reviewed annually at the first committee meeting of each academic year. Charters may be approved, amended, revised or repealed by vote of a majority of the committee; provided, however, that the text of any charter, amendment, revision or repeal as originally proposed shall be sent to the committee at least thirty days before the meeting.

ARTICLE IV: MISCELLANEOUS.

SECTION 1: THE SEAL OF THE UNIVERSITY. The Common Seal of the University and of the Board of Trustees shall consist of a flat faced circular die with the words Salem State University, Salem, Massachusetts, Progredi, the date 1854, and a symbol of a clipper ship engraved thereon.

SECTION 2: AMENDMENT, REVISION OR REPEAL OF THE BYLAWS. These Bylaws may be amended, revised or repealed by vote of a 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.

APPENDIX 1: LIST OF REFERENCES.

Conflict of Interest and Annual Disclosure

All members of the Board are state employees within the meaning of the state's conflict of interest law, MGL c. 268A. Violations of the statute may give rise to both civil and criminal penalties. Each member of the Board is therefore expected to be familiar with and in compliance with the statute.

All Trustees are advised to disclose to the Board any possible conflict of interest at the earliest practical time and to take such other action in that regard as the law may require. Further, each Trustee is advised to absent themselves from discussions and to abstain from voting on any matters under consideration by the Board of Trustees or its committees if to do otherwise would constitute a conflict of interest. The minutes of such meeting shall, as appropriate, reflect that a disclosure was made and that the Trustee having a conflict or possible conflict abstained from voting.

Indemnification

Trustees are subject to the reimbursement and indemnification language found in MGL c. 15A section 21 and 22, respectively.

APPENDIX 2: DEFINITION OF NOTICE.

Notice shall be defined as being either written in hard copy or by electronic mail and shall clearly state the date, place and time of the meeting(s).

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