

BY-LAWS OF THE BOARD OF TRUSTEES
MASSACHUSETTS COLLEGE OF ART AND DESIGN

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 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 Chairperson and a Vice-Chairperson. Each officer shall have the duties, functions, powers and responsibilities of the office as prescribed by the laws of the Commonwealth, these by-laws and parliamentary custom.

Upon recommendation of the Executive Committee, such officers shall be elected by the Board of Trustees at its annual meeting. They shall hold office commencing July 1 and ending June 30 or until their respective successors are elected and qualified. The Chairperson and Vice-Chairperson of the Board of Trustees shall be Trustees.

The President of the College shall also 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.

The Board of Trustees shall also appoint a Secretary, upon recommendation of the President of the College, from the staff of the College. The Secretary is not a member of the Board of Trustees and shall have no voting powers. The President of the College may also appoint an Acting Secretary to perform the duties of the Secretary in the event of absence or illness.

SECTION 3. THE CHAIRPERSON OF THE BOARD OF TRUSTEES. The Chairperson 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 the Chairperson is present.
- b) To call special meetings of the Board of Trustees.
- c) To serve as an ex-officio member of any standing committee(s) of the Board of Trustees.
- d) To appoint special committees of the Board of Trustees as prescribed in Article III, Section 2.
- e) To appoint successor members and chairpersons of any 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 chairpersons of any standing committees, other than the Executive Committee, in the event that any such member or chairperson thereof

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

g) To designate newly appointed Trustees as members of standing committees, other than the Executive Committee. In the event of an appointment to a standing committee in which no vacancy exists, the number of members of such committee 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-CHAIRPERSON. The Vice-Chairperson of the Board of Trustees shall have the following duties:

a) To perform the duties of the Chairperson of the Board of Trustees at the request of the Chairperson or in the case of the Chairperson's absence or incapacity. In the absence of both the Chairperson and Vice-Chairperson, the Board of Trustees shall elect a Chairperson 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 all standing and special committees, thereof, and to compile and distribute agendas thereof.

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 Secretary to be a part of its official records or necessary to the performance of the 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 from time to time by the Chairperson of the Board of Trustees or the President of the College.

ARTICLE II. MEETINGS OF THE BOARD

SECTION 1. ANNUAL AND REGULAR MEETINGS. The annual meeting of the Board of Trustees shall be held in June. One regular meeting shall be held at least in each quarter of the year, unless otherwise determined by the Board of Trustees. The time and place of such meetings shall be fixed by the Chairperson of the Board of trustees in consultation with the Secretary. 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 Chairperson of the Board of Trustees or the President of the College or by three (3) 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 Chairperson of the Board of Trustees in consultation with the Secretary. Written notice of such

meeting shall be sent to each Trustee by email at least three (3) days prior to the date fixed for said meeting, which notice shall state the time place and purpose(s) for which it has been called, provided that no notice need be given to any Trustee who waived the same by a written waiver executed by them before or after the meeting. Each such waiver shall be filed with the records of the meeting.

SECTION 3. NOTICE OR REGULAR MEETINGS: WAIVER. Written notice of each regular meeting of the Board of Trustees shall be sent to each Trustee by email at least seven (7) days prior to the date fixed for said meeting, which notice 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 by them 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 the matters to be considered at each regular meeting of the Board of Trustees shall be sent to each Trustee by email at least five (5) 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 committee of the Board of Trustees, (b) the Chairperson of the Board of Trustees, or (c) the President of the College.

No such item shall be included in 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 Chairperson of the Board of Trustees and the President of the College, 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. Unless otherwise determined by the Chairperson of the Board of Trustees, the following shall be the order of business at meetings of the Board of Trustees:

- I. Call to order
- II. Adoption of the Agenda
- III. Consideration of Minutes of Prior Meeting
- IV. Report of the President
- V. Reports of the Standing Committees
- VI. Reports of the Special Committees
- VII. Personnel Actions
- VIII. Status of Pending Actions
- IX. Other business

SECTION 5. QUORUM. The number of Trustees necessary to constitute a quorum for the transaction of business shall be a majority 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, the 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. By vote of a majority of Trustees present, any meeting may be recessed.

ARTICLE III. COMMITTEES OF THE BOARD OF TRUSTEES.

SECTION 1. STANDING COMMITTEES. The Executive Committee shall be a standing committee of the Board of Trustees, as shall be the Committee on Administration and Finance, the Committee of Academic and Student Affairs, the Committee on Development and the Committee on External Affairs. Other standing committees may be established only by formal modification of the by-laws.

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 Chairperson of the Board of Trustees.

SECTION 3. MEMBERS OF STANDING COMMITTEES. The Board of Trustees, upon recommendation of the Chairperson, at its annual meeting, shall fix the number and elect the members of each standing committee other than the Executive Committee, provided that each standing committee shall have no fewer than two (2) members. The Board of Trustees, upon recommendation of the Chairperson, at its annual meeting shall appoint one (1) member of each standing committee as Chairperson. Chairpersons shall hold office commencing July 1 and ending June 30 or until their respective successors are elected and qualified. The Chairperson of the Board of Trustees and the President of the College shall be members of the ex-officio of each standing committee.

SECTION 4. AD HOC SPECIAL MEMBERS. The Chairperson of each committee may, from time to time, designate ad-hoc special members, in a non-voting capacity, students, faculty members, administrators, alumni and others whose advice the committee may wish to seek. Such special members may be entitled to participate in discussion, but not to vote, at meetings of such committees.

To the extent that such ad-hoc members are designated from among the students, faculty, administrators and alumnae, such designation shall be made with the concurrence of the President of the College.

In addition to the foregoing, any ex-officio member of each committee may invite such administrative, academic, or other personnel, as deemed necessary or advisable to assist them.

SECTION 5. COMMITTEE MEETINGS. Committee meetings may be held at any time and place when called by the Chairperson of the committee, the Chairperson of the Board of Trustees, the President of the College, or a majority of the members of the committee. The Secretary shall send written notice of the time and place of the meeting by email to each member and any special member of such committee at least five (5) days prior to such meeting. All such meetings will be posted according to the laws of the Commonwealth.

Should any matter be an appropriate subject for consideration by more than one committee, the Chairperson of the Board of Trustees after consultation with the respective Chairpersons of said committees, shall determine to which committee or committees the matter shall be referred, and whether a joint committee meeting shall be held.

The members and special members present at any meeting of a standing committee may constitute a quorum for the transaction of business. In the case of the Executive Committee, a

majority of the members, excluding special members and ex-officio members, shall constitute a quorum.

SECTION 6. 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. Items to be included on committee agendas shall be submitted to the Secretary in writing by:

- a) The President of the College
- b) Any Trustee

SECTION 7. THE EXECUTIVE COMMITTEE. The executive committee shall be composed of the Chairperson of the Board of Trustees, the vice-Chairperson, the Chairpersons of standing committees, the immediate past chairperson of the Board of Trustees, and the President of the College, ex-officio. This committee shall have the following powers and duties:

- a) To consider and act upon proposals from 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 of the College, and to recommend to the Board of Trustees, general policies and procedures governing the College staff.
- c) To assign to an officer of the College, with the concurrence of the President of the College, 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.
- d) To consider, propose and recommend to the Board of Trustees the adoption, amendment or revision of rules and regulations for the governance of the Board of Trustees and the College, its administration, faculty, staff, students and activities.
- e) To report to the Board of Trustees all actions taken or concurred on by said committee at the next regular meeting of the Board of Trustees or as soon thereafter as possible.
- f) To consider the furtherance of governance, legislative, and public relation policy interests of the Board of Trustees and of the College to make recommendation to the Board of Trustees with respect thereto.
- g) To consider recommendation of the President of the College with respect to Programs concerning the various constituencies of the College, and to make recommendations to the Board of Trustees with respect thereto.
- h) To conduct an evaluation of the President.
- i) To make recommendations to the Board of Trustees for candidates' election as officers of the Board of Trustees.

j) To develop a pool of potential candidates to serve as Trustees and to provide an orientation for all new Trustees.

k) To assist the President in identifying the mission, goals and strategic plans for the College.

l) To assist and advise the President in all matters related to enrollment planning.

SECTION 8. COMMITTEE ON ADMINISTRATION AND FINANCE. It shall be the duty of the Committee on Administration and Finance, in consultation with the President of the College, to study the budgetary and fiscal affairs of the College and to consider for action, policies relative to the general administrative functions of the various divisions and departments, and to the fiscal and budgetary requirements in the evolving operations of the College. Also, the Committee will oversee the management of all property, will report on audit activities and make recommendations regarding student charges (fees) and any action, plans/policies related to security of the campus. The Committee on Administration and Finance will also review and recommend a course of action on entrepreneurial activities that may be beneficial to the College and consistent with its mission. All considerations, proposals, and recommendations of the Committee will be reported to the Board of Trustees for action. The Committee on Administration and Finance will be staffed by the Vice President of Administration and finance.

SECTION 9. COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS. It shall be the duty of the Committee on academic and Student Affairs to consult with the President of the College on matters pertaining to faculty and academic affairs of the College. It shall also be the duty of the Committee to consult with the President of the College on matters relative to technology, student life, and other matters of interest to the student body, the College's Exhibition program and Education Partnership opportunities. This Committee will make recommendations regarding honorary degree candidates. All considerations, proposals, and recommendations of the Committee will be reported to the board of Trustees for action. The Committee on Academic and Student Affairs will be staffed by the senior Vice President for Academic Affairs and the Dean of Students.

SECTION 10. ADVANCEMENT COMMITTEE. The Advancement Committee will, in consultation with the President of the College, advise and make recommendations to the Board of Trustees on matters pertaining to development, alumni relations, naming policies and opportunities, marketing and communication, and governmental relations and will present to the Board of Trustees plans to engage trustees, foundations, faculty, staff, alumni, parents and other supporters in fundraising and other advancement activities. These activities will include identifying new sources of philanthropic support and reviewing progress toward achieving fundraising goals, as well as providing support for special events, marketing and governmental relations initiatives, and deepening partnerships with the MassArt Foundation Board, including identifying a Board of Trustee liaison to the Foundation Board.

The Committee will review the annual Marketing and Communication plan set forth by the President and review progress toward reaching agreed-upon milestones.

All recommendations, upon agreement with the President of the College, will be presented to the Board of Trustees for action.

ARTICLE IV. MISCELLANEOUS.

SECTION 1. THE SEAL OF THE BOARD OF TRUSTEES. The seal of the Board of Trustees shall be the seal of the Massachusetts College of Art and Design.

SECTION 2. AMENDMENT, REVISION, OR REPEAL OF BY-LAWS. These by-laws may be amended, revised or repealed at any regular or special meeting of the Board of Trustees by a two-thirds vote of members present and voting, due notice of such amendment having been given in the call to the meeting.

ARTICLE V. PARLIAMENTARY PROCEDURES. Robert's Rules of Order shall govern the parliamentary procedures of the Board of Trustees insofar as these Rules are compatible with the laws of the Commonwealth of Massachusetts.

March 14, 1988

Revised by Board Vote: October 17, 1994

Revised by Board Vote: June 9, 1997

Revised by Board Vote: September 22, 2003

Revised by Board Vote: April 4, 2023