

## **By-Laws of the Public Higher Education Network of Massachusetts Amended 6-5-10**

### **Article I. Purpose.**

PHENOM is organized exclusively for charitable and educational purposes pursuant to Section 501(c)3 of the Internal Revenue Code. The purpose of PHENOM is to engage in the following activities:

- a. To promote well funded, affordable, accessible, well staffed and democratically governed public higher education in Massachusetts;
- b. To research issues related to public higher education in Massachusetts, and to disseminate such research;
- c. To draw together student organizations, union locals, alumni organizations, community groups, and others in an effort to organize such groups around higher education issues;
- d. To educate and provide training and technical assistance to such groups and others concerned with creating a more equitable and better funded system of public higher education in Massachusetts;
- e. To engage in any lawful act or activity in furtherance of the corporation's charitable and educational purposes.

### **Article II. General Membership.**

Membership in PHENOM is open to any person who is a resident of Massachusetts or is affiliated with a public college or university in Massachusetts, and who supports the purpose of PHENOM. The initial Members are those individuals who were Members of PHENOM prior to adoption of these By-laws.

All Members shall pay the annual dues set by the Membership.

### **Article III. The Delegate Assembly.**

- a. The Delegate Assembly shall be responsible for directing the operation of the organization.
- b. The Delegate Assembly shall consist of up to eighty (80) persons, constituted as follows:.

The initial members of the Delegate Assembly are those individuals who were Board members of PHENOM prior to adoption of these by-laws. When such a seat becomes vacant it shall not be filled.

An additional Delegate Assembly member may be drawn from and elected by each PHENOM Campus Council certified by the Delegate Assembly. A second Delegate Assembly member may be drawn from and elected by each PHENOM Campus Council so long as one of the two Delegate Assembly members from that Campus Council is a currently enrolled student in good academic standing at that campus at the time of election.

Up to ten (10) additional Delegate Assembly members may be elected by the Delegate Assembly to represent those under-represented constituencies that have an interest in the purpose of PHENOM as stated in Article I.

c. Meetings of the Delegate Assembly shall take place at least four (4) times per year. Successive meetings of the Delegate Assembly will take place in the eastern, the central, and the western parts of Massachusetts.

d. A quorum of the Delegate Assembly for the purpose of conducting business shall consist of twenty-five per cent (25%) of the Delegate Assembly in good standing present and voting on announced agenda items.

e. A Delegate Assembly Member who is unable to attend a Delegate Assembly Meeting may send a designee in her/his place, so long as the Clerk is notified in writing by the Delegate Assembly member before the meeting.

#### **Article IV. The Board**

a. The Board shall be responsible for directing the operation of the organization and for implementing its policies in between Delegate Assembly meetings. It shall consist of sixteen (16) Members elected by the General Membership in accordance with the procedure contained in Section b. below, and up to five (5) Members elected by the Delegate Assembly in accordance with the procedure contained in Section d. below. The Board shall include a President, Vice President, Clerk, Treasurer, and Directors elected in accordance with the procedure outlined in section IV. c. below.

b. All elections shall be conducted by ballot, and seats on the Board shall be filled as follows:

1. The state shall be divided into regions, with each region including the geographic area that includes the listed schools, and having the number of Board seats indicated.

Western Region – 4 seats

Berkshire Community College, Greenfield Community College, Holyoke Community College, Massachusetts College of Liberal Arts, Springfield Tech Community College, Westfield State College, and UMass Amherst (7 campuses)

Central Region – 3 seats

Mount Wachusett Community College, Quinsigamond Community College, Fitchburg State College, Worcester State College, Framingham State College, and UMass Medical (6 campuses).

Greater Boston Region – 3 seats

Bunker Hill Community College, Mass Bay Community College, Roxbury Community College, Mass Art, and UMass Boston (5 campuses).

Northeast Region – 3 seats

Middlesex Community College, North Shore Community College, Northern Essex Community College, Salem State College, and UMass Lowell (5 campuses).

Southeast Region – 3 seats

Bristol Community College, Cape Cod Community College, Massasoit Community College, Bridgewater State College, Mass Maritime, and UMass Dartmouth (6 campuses).

2. The student from each region receiving the highest number of votes will be elected. The other people from each region receiving the highest number of votes will be elected provided that:

- a) no more than 2 (3 for the West) seats in a region will be filled by a student.
- b) If there are 2 non-students elected in a region (or 3 in the West), they must come from at least two different constituencies (i.e. faculty and staff, staff and community, etc.) .
- c) No more than two seats in a region can be filled with people from the same campus.

3. Elections of the Board shall take place at the Annual Meeting in the spring. If a seat cannot be filled in the election, then such seat shall remain vacant and may be filled consistent with section IV.e. below.

c. A full term of office for members of the Board shall be one year. The Board will appoint a President, Vice President, Treasurer and Clerk from within its ranks. Those members of the Board not appointed as Officers shall be Directors. The new Officers and Directors will take office on July 1 following the election.

d. The elected Board shall have the option of appointing up to five (5) additional Board members, to be confirmed by the Delegate Assembly at its next meeting. The Board will

explain each appointment in writing using criteria such as inclusion of underrepresented constituencies or inclusion of people with specific desired qualities. If the Delegate Assembly rejects any of the recommendations, those seats will remain vacant.

e. Should a seat on the Board be vacant or become vacant through resignation, the Board shall either (1) choose a replacement from among the members in the region containing the vacancy, in which case such replacement must be confirmed by the Delegate Assembly at its next meeting or (2) allow the seat to remain empty until the next general election.

f. A quorum for the purpose of conducting business shall consist of a simple majority of the Board. A Member of the Board who misses three meetings in the course of a semester may be removed by majority vote of the Board.

#### **Article V. President, Vice President, Clerk, Treasurer**

a. The Officers shall serve for a period of one year.

b. The President shall be responsible for presiding at meetings of the Board, Delegate Assembly and Membership, and for preparing the agenda for all meetings. The duties of the President also include (but are not limited to) executing all contracts, signing checks and vouchers along with the Treasurer, for expenditures authorized by the Delegate Assembly or Membership, and generally supervising the work of PHENOM.

c. The Vice President may be delegated by the President to perform any executive function. In the absence of the President, the Vice President is empowered to discharge the functions of the President

d. The Clerk shall prepare, keep, and present the minutes of the previous meeting to the Membership, Delegate Assembly and Board, and keep a file of the current list of the names and addresses of all Delegate Assembly members.

e. The Treasurer shall have custody of all of the funds belonging to the Organization and deposit them in the name of PHENOM in a banking institution and/or credit union chartered to do business in Massachusetts. The funds of PHENOM shall be expended only on matters consistent with the objectives of PHENOM. The Treasurer shall also be responsible for the collection of dues and keep records of all payment of dues and financial records, sign all vouchers and checks along with the President, disperse monies, as authorized, by the Board, Delegate Assembly and the Membership, present an annual budget to the Membership at the Annual Meeting, present a semi annual budget to the Delegate Assembly, and be responsible for contacting an Auditor for an independent audit as necessary.

## **Article VI. Recall of Elected Representatives**

a. An elected Officer or any member of the Board may be recalled for malfeasance before his or her term of office expires. A petition for recall must be signed by at least twenty-five percent (25%) of the Members. Upon receipt of the petition, the Board shall, within ten days, schedule a special election. A mail-in ballot will be distributed to the Membership along with an explanation, which must be provided by the petitioners, of why the individual should be removed from office. The person who is the object of the recall petition will be given equal space to reply to the petitioners' statement. A simple majority of those voting is required for removal.

b. In the event that the recall petition succeeds, the Board shall, at its sole discretion, either (1) choose a replacement from among the student, faculty, or staff Delegate Assembly members (depending on who was recalled) or (2) allow the seat to remain empty until the next general election.

## **Article VII. Annual Meeting of the General Membership**

a. All Members may attend the Annual Meeting and vote on all matters which come before that body. At the Annual Meeting policy will be established, the annual budget shall be approved, and dues and other assessments may be levied. An Annual Meeting of the Members will take place in the spring upon two (2) weeks written notice to all Members.

Additional meetings of the Membership shall be called by the Board when there are matters which must be brought before the entire Membership

b. Special Meetings of the Membership may be called by the Board or the Delegate Assembly, or shall be called by the Clerk, or in case of death, absence, incapacity or refusal of the Clerk, by any other Officer, upon written application of twenty-five percent (25%) of the Members. A minimum of five working days' notice must be given. Agendas of all meetings shall be circulated to all Members.

c. A quorum for the purposes of conducting business at the Membership Meetings shall consist of the lesser of fifty Members or ten per cent (10%) of the Membership in good standing present and voting on announced agenda items.

## **Article VIII. Ratification and Amendment**

a. These By-laws shall be submitted for ratification to the entire Membership. A simple majority of those voting in the affirmative suffices for passage of these By-laws and all its provisions

b. Amendments to these By-laws may be presented at a properly called meeting upon recommendation of the Delegate Assembly or upon presentation of a petition signed by twenty (20) percent of the Membership. Ratification of amendments to the By-laws shall require the approval of two-thirds of those Members present and voting. This is the only procedure for amending these by-laws.

c. Notice of proposed amendments shall be distributed to all Members at least ten (10) calendar days before the meeting. Unless otherwise provided for, all amendments shall become effective immediately upon ratification.

#### **Article IX. Other Provisions**

a. Meetings of the Membership and the Delegate Assembly will be governed by the latest edition of Roberts Rules of Order.

b. The fiscal year of PHENOM will extend from July 1 to June 30.

c. The principle of affirmative action and non-discrimination shall be honored in all aspects.

d. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purpose. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for Public Office. Notwithstanding any other provision of these by-laws, PHENOM shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of PHENOM.

e. Upon the dissolution of PHENOM, its assets shall be distributed to one or more exempt purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government or to a State or Local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.