

**Public Higher Education Network of Massachusetts**  
**BY-LAWS            Amended 6-14-15**

**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, who supports the purpose of PHENOM, and who is actively engaged in some aspect of PHENOM's work at either the chapter or statewide level.

Voting members are members who have attended at least two meetings of the General Assembly in the previous two years.

Members shall pay any annual dues if such are set by the Voting Membership.

**Article III.     PHENOM Chapters**

A group of six or more members who share a community of interest by being from the same campus or community may petition the General Assembly to be recognized as a PHENOM chapter.

To be certified as a Chapter, such a group of members must meet on a regular basis, vote to affiliate with PHENOM, vote to endorse PHENOM's principles, organize around issues consistent with those principles, and participate in General Assembly meetings.

#### **Article IV. The General Assembly**

- a. The General Assembly shall be responsible for directing the operation of the organization and certifying and decertifying chapters.
- b. General Assembly meetings are open to all members of PHENOM, but only Voting members may vote.
- c. Regular Meetings of the General Assembly shall take place (4) times per year (including the Annual Meeting described in Article VIII). At least one meeting each year will take place in the eastern, the central, and the western parts of Massachusetts. All members shall be notified of meetings at least 30 days in advance.
- d. Additional General Assembly meetings may be called by the Board or the General Assembly with at least 2 weeks notice when there are matters which must be brought before the entire Membership.
- e. A quorum for the purposes of conducting business at General Assembly meetings shall consist of 15 members present at the meeting.

#### **Article V. The Board**

- a. The Board shall be responsible for
  - monitoring and coordinating PHENOM's work
  - implementing PHENOM's policies in between General Assembly meetings
  - ensuring that members and committees have the information and resources needed to fulfill their roles, and
  - keeping PHENOM staff accountable to the membership
- b. The Board shall consist of eight (8) Members elected by the General Assembly. The Board shall include a President, Vice President, Clerk, Treasurer, and four Team Leaders whose roles shall be determined by the General Assembly. As of June 2013 Team Leaders shall be for Communications, Organizing and Training, Fundraising, and Legislative Work.
- c. All elections shall be conducted by secret ballot.
- d. Elections of the Board shall take place at the Annual Meeting in the spring with the exception in section e. below. If a seat cannot be filled in the election, then such seat shall remain vacant and may be filled consistent with section.f. below.
- e. The new Board will take office on July 1 following the election, with the exception that an interim Board will be elected at the 2013 Annual Meeting, to take office immediately and serve until a regular Board election can take place in the Fall of 2013 for

a term to end June 30, 2014. A full term of office for members of the Board shall be one year. Board members may serve more than one term.

f. 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 which case such replacement must be confirmed by the General Assembly at its next meeting or (2) allow the seat to remain empty until the next general election.

g. 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 VI. Board Member Duties**

a. The President shall be responsible for presiding at meetings of the Board and General Assembly, 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 General Assembly and generally supervising the work of PHENOM.

b. 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

c. The Clerk shall prepare, keep, and present the minutes of the meetings to the General Assembly and Board, and keep a file of the current list of the names and addresses of all Chapters and Voting Members.

d. 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 any 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 and General Assembly, present an annual budget to the Membership at the Annual Meeting, present a semi annual budget to the General Assembly, and be responsible for contacting an Auditor for an independent audit as necessary.

e. Team Leaders shall coordinate PHENOM's work in their respective areas.

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

a. An elected 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 Voting 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 Voting

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, a vacancy shall be declared and filled consistent with the provisions of Article 5.f.

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

a. An Annual Meeting of the Members will take place in the spring upon 30 days written notice to all Members.

b. All Members may attend the Annual Meeting and voting members may vote on all matters which come before that body. At the Annual Meeting, policy will be established, the annual budget shall be approved, dues and other assessments may be levied, and the Board shall be elected.

### **Article IX. 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 General Assembly or upon presentation of a petition signed by twenty (20) percent of the Voting Membership. Ratification of amendments to the By-laws shall require the approval of two-thirds of those Voting Members present and voting. This is the only procedure for amending these by-laws.

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

### **Article X. Other Provisions**

a. Meetings of the General 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.