

ARTICLE I: Name and Purpose

1. Name

The name of this committee is the Muddy Charles Board of Governors (hereinafter referred to as “the Board”).

2. Purpose

The mission of the Board is to guide the Muddy Charles Pub (hereinafter referred to as “The Pub”) to be a pleasant place for all MIT community members to gather. The Board is charged with overseeing all functions of the Pub in order to foster the enjoyable atmosphere of the Pub. The Board will pursue the unique perspectives of different demographics, which include but are not limited to current patrons of the Pub, graduate students, Pub Staff, MIT Faculty and Staff, the Postdoctoral Association, and other groups within the MIT Graduate Student Council (hereinafter referred to as “GSC”).

ARTICLE II: Status under the GSC Constitution and Bylaws

1. GSC Constitution and Bylaws

The Board is a standing committee under Article II of the GSC Bylaws. All powers of the Board are ultimately derived from the GSC Constitution and Bylaws; therefore, the Board Rules and Operating Procedures (hereinafter “ROP”) may not conflict with any portion of the GSC Constitution or Bylaws.

2. Review by the GSC General Council

The GSC General Council has ultimate review of all functions of the Board and may assume any and all powers of the Board if legislature leading to suspension of the Board is duly passed pursuant to the GSC Bylaws.

ARTICLE III: Board Membership

1. Membership Eligibility

All Board members must be at least 21 years of age. Board members must be MIT graduate students, faculty, staff, or alumni. Employees of pubs (including other student-run pubs on campus), such as bartenders or bar managers, cannot be voting members of the Board.

2. MIT Student Status Determination

Student status shall be valid until the date of degree conferral. After this date, their term on the Board ends and the graduating student member shall immediately become a Board Associate.

3. Types of Membership

- i. The Board shall consist of voting and non-voting members. The Board, through appropriate action, may designate types of non-voting membership and appoint non-voting members as specified in the ROP.
- ii. Voting members are considered full members of the Board and their rights and responsibilities shall be specified in the ROP. All Officers are voting members.
- iii. Non-voting members serve at the pleasure of the Board. Non-voting members cannot make motions or bring business before the Board. With permission of the Chair, they may participate in debates. Non-voting members shall not count towards the Board's membership quota as specified by the ROP or the GSC's Bylaws. The extent of their participation in the Board's subcommittees will be determined by each subcommittee's chairperson.

4. Composition of the Board's Membership

- i. The composition of the Board's Membership shall follow all membership requirements outlined in the GSC Bylaws and Constitution for the Board. This may include, but is not limited to, the percentage of the number of student members and the minimum and maximum size of the Board's membership. Unless otherwise specified in the GSC's Constitution or Bylaws, all membership requirements imposed by the GSC shall pertain to voting members only.
- ii. The GSC General Council may appoint *ex officio* members to the Board according to the GSC Bylaws. Unless otherwise specified in the GSC Constitution or Bylaws, *ex officio* members shall have the full privileges of a voting member and count towards any composition requirement of the Board's membership.
- iii. At least one-half of the voting membership of the Board must be comprised of current graduate students according to GSC Bylaws.
- iv. The Board should strive to have at least one MIT Faculty member as a voting member or a Board Advisor.
- v. The Chair shall ensure compliance of all requirements on the Board's membership. In the event the Board's membership does not meet composition requirements, then no new members shall be added unless doing so would move the Board's membership closer to compliance. In case of non-compliance with the Board's membership requirements, the Chair shall notify the GSC Executive Committee of the situation at hand. Until the Board meets the requirements, only essential business shall be conducted.
- vi. The Board may set additional restrictions on the Board's membership through modifications to the ROP.

5. Rights of Voting Members

- i. A voting member has one, non-transferable vote towards all Board business.
- ii. A voting member may bring business and make motions before the Board.
- iii. A voting member may serve on all Board subcommittees.
- iv. A voting member may attend all meetings, open and closed.

6. Non-Voting Membership

A. General Rights of Non-Voting Members

All non-voting members cannot vote on Board business. They cannot bring business or make motions before the Board. With permission of the Chair, they may participate in discussions. Non-voting members may serve on subcommittees if outlined in the subcommittee charge.

B. Types of Non-Voting Membership

i. Friends of the Board

Board Friends do not own special privileges or powers with regards to the Board and are open to anyone. However, the Board shall make an effort to keep Board Friends informed about the Board's and the Pub's activities on an annual basis.

ii. Board Associates

Once a Board member's term of office has ended, they automatically become a Board Associate. Board Associates receive an annual one-page executive summary of the Board's activities.

iii. Board Advisors

Board Advisors complement and support the Board through expertise and knowledge that cannot be found among Board members.

a. Addition

To initiate the election of a new Board Advisor, a voting Board member ('proposee') must propose the new candidate by introducing them to the Board including a short biography and previous relationship with the proposee, Board, and Institute. Subsequently the Board shall discuss and evaluate the suitability of the candidate, including considerations of both availability and overall value to the Board. If a simple majority vote of the full Board to proceed with pursuing the candidate succeeds, the Chair or the proposee is authorized to approach the candidate, let them know about the Board's interests, and schedule an interview. The Board shall select at least 3 Board members to be present during the interview and will provide a set of questions for the candidate ahead of time. After the interview, the interviewers shall report back to the full Board, upon which the Board shall vote with a majority vote whether to add the candidate as a Board Advisor.

b. Review Process

During the annual April Board meeting, the Board shall review and evaluate the current set of Board Advisors. To continue as a Board Advisor, each Board Advisor needs to be annually confirmed by a majority vote of the Board. Subsequently, the Chair shall reach out to each Board Advisor to confirm the continuing interest of said advisor.

c. Rights and Duties

Board Advisors may obtain the power to act on behalf of the Board. In order to do so, the Board needs to prepare and vote on a document that specifies the audience, timeline, and subject for which the Board Advisor may act on behalf of the Board. Board Advisors are expected to (remotely) meet with the Board Officers on a bi-annual basis and are encouraged to join full Board and subcommittee meetings. Furthermore, Board Advisors have access to the full Board meeting minutes.

iv. Subcommittee Associate Members

Subcommittees may add Associate Members if their membership guidelines allow. Subcommittee Associate Members have full voting privileges in their respective subcommittees. Bartenders of the Pub may serve as Subcommittee Associate Members.

v. Members on Leave

A Member on Leave is an inactive Board member who is placed on temporary non-voting Board member status. A Member on Leave cannot vote on Board business. A Member on Leave does not count towards the quorum requirement or determining the total number of active voting Board members (for example, when a vote requires a percentage of the full Board of voting members). A voting Board member may be placed within this non-voting membership category only through procedures specified within the ROP. The ROP shall also specify when a Member on Leave may return and the procedure to do so. The Board may choose to add new voting Board members during their absence, although the ROP shall specify a pathway for the Member on Leave to return to the Board when appropriate.

7. Resignation

A member may resign by notifying the Chair of their resignation, including the effective date of resignation, in writing. Should the Chair wish to resign, he or she will submit his/her resignation to the Vice Chair.

8. Addition of New Members

A. Preliminary Membership

Members of the MIT community who are interested in becoming a member of the Board are invited to attend open meetings of the Board and any open Board subcommittees. They have the same general rights as non-voting members of the Board as stated in Article III Section 6.A.

B. Elevation to Voting Membership

All prospective Board members must attend at least three general meetings of the Board within any period of six months. After the second meeting, the prospective Board member must declare their intention to become a voting Board member to the Chair. The prospective Board member is expected to have read the ROP and the “Key Documents”, provided to them by the Vice Chair, before their third meeting. In the third meeting attended by the prospective member, the Board shall enter closed deliberation without the prospective member present. Upon a majority vote by the Board in this closed deliberation, the prospective member shall become a voting Board member upon adjournment of the meeting.

C. Closed Deliberation Procedure

In a closed deliberation, the Board may discuss the merits of the candidate(s) for any amount of time. Once deliberations have concluded, a vote is taken and certified by the Secretary. The closed deliberation vote follows all parliamentary guidelines that apply to main motions (Article VI.9), including tabling of the motion if the number of abstentions warrants such action.

D. Training of New Members

All new voting Board members shall receive a thorough introduction to the Board’s history, functions, and general operating procedure by the Vice Chair. The Vice Chair shall further ensure that new voting Board members are properly introduced to important external parties such as the Pub manager and MIT Dining. The Vice Chair shall re-introduce each new voting Board member to the ROP and all “Key Documents” of the Board.

E. Reactivation of former Board members

In the event that a former Board member wishes to rejoin the Board as an active member, they are immediately eligible provided that there is a vacancy on the Board and the time gap between leaving and rejoining the Board is less than 12 months. Upon a majority vote by the Board in a closed deliberation without the prospective member present, the former Board member shall immediately become a voting Board member. In

case the time gap is larger than 12 months, the former Board member may rejoin the Board over the same pathway as specified for new members.

9. Extended Absence from the Board due to Medical Leave

A. Definition of a Member on Medical Leave

A Member on Medical Leave is a type of Member on Leave, a non-voting Board membership defined in Article III.6. Only a voting Board member shall be able to be placed as a Member on

Medical Leave.

B. Eligibility for Medical Leave

i. An MIT faculty, staff, or student voting Board member who takes medical leave from MIT, following the procedures set by MIT, shall be considered a Member on Medical Leave.

ii. A voting Board member may take temporary medical leave from the Board by notifying the Chair. This member shall be considered a Member on Medical Leave upon receipt of the notice.

iii. In the event that a voting Board member will be or is away from the Board for an extended period of time due to a medical condition (or a loved one's medical condition) and if said member cannot fulfill their duties and responsibilities to the Board during that time, then the Board may designate the voting Board member as a Member on Medical Leave by a majority vote.

C. Reinstating a Member on Medical Leave

i. Determination of the "Completion of Medical Leave"

a. In the event that the Member was placed on MIT medical leave, then their "completion" of medical leave is their return from MIT medical leave.

b. In the event that a Board member was on voluntary medical leave, then their "completion" of the medical leave occurs when said member notifies the Chair of their return.

c. In the event that the Board voted to place a Member on Medical Leave, then the medical leave is "completed" when the Board deems that said member is fit to return to the Board by a majority vote.

ii. Returning to Voting Board Member Status

- a. Upon determination that a Member on Medical Leave has “completed” medical leave as designated in Article III.9.C.i, then the procedure in Article III.10 shall be followed to return the Member on Medical Leave to a voting Board member.

D. Annual Review of Members on Medical Leave

For each year a Member on Medical Leave still has not returned to the Board from the date of leave, the Board shall review the status of the Member on Medical Leave at the next Board meeting. The Chair shall contact the member on leave to inquire about their status. The Chair shall then report to the Board about the reply from the Member on Medical Leave or report if the Member of Medical Leave never replied. The Board may vote to remove the Member on Medical Leave by the majority vote of the full Board. If this passes, the Member on Medical Leave is considered to have resigned from the Board.

10. Returning a Member on Leave to a Voting Board Member

A. MIT graduate student members

Upon completion of the leave from the Board, the Chair shall immediately reinstate the Member on Leave as a voting Board member provided that the Board is not currently at its set maximum number of voting Board members in the intervening time. In the event that the Board is at its maximum number of voting Board members, then the Member on Leave will become a Board Associate until a voting membership position on the Board becomes available. At that time, the Chair will immediately reinstate the member in question as a voting Board member. No other person may be voted in as a voting Board member while an MIT graduate student member that has returned from leave is awaiting reinstatement.

B. Non-student members

Upon completion of leave from the Board, the Chair will immediately reinstate the Member on Leave as a voting Board member provided that doing so will not cause the Board to violate the ROP. More specifically, in the event that the Board is already at its maximum membership, the non-student Member on Leave becomes a Board Associate until a voting membership on the Board becomes available. Once a position becomes available, the Chair will immediately reinstate said member unless doing so would cause the percentage of MIT

graduate students on the Board to fall below 50%. In that case, the Board can only add MIT graduate student members to fill the open position(s) until the first available non-student Board position, which must be granted to the non-student member that has returned from leave. The same process is followed in the event that the Board is not at maximum membership but that adding back said member on leave would cause the Board to fall below 50% MIT graduate student membership.

C. In the event that the Member on Leave chooses to leave or graduate from MIT before returning to the Board, then the member on leave shall become a Board Associate as detailed in Article III.6.B.ii.

11. Key Documents

The Executive Subcommittee may designate a set of “Key Documents” that are required reading for all voting Board members in addition to the ROP. The “Key Documents” shall be voted in or removed by a simple majority vote of the Executive Subcommittee. The Secretary must maintain these documents on a file server in a clearly visible location for easy access by all voting Board members. The Executive Subcommittee will review the list of Key Documents at least Annually.

Article IV. Officers

1. Officer Positions

A. Chair

The Chair shall be a graduate student. The Chair shall set the agenda for Board meetings, preside over Board meetings, serve on the Executive Subcommittee of the GSC, report changes to the GSC Bylaws and Constitution to the Board, and represent the Pub in dealings with the rest of the MIT community. The Chair shall serve as the primary point of contact between the Board and the holder of the Pub’s liquor license, the MIT Institute, and any external entities. The Chair shall not vote in any business matter before the Board except when their vote can change the outcome of the voting or in the event that quorum can be met only if the Chair casts a vote.

B. Vice Chair

The Vice Chair shall assist the Chair as needed. The Vice Chair shall function as Acting Chair in the event of the absence of the Chair. The Vice Chair shall also

be responsible for assembling and submitting a one-page executive summary of the Pub's events and operations to the Board Associates and Board Advisors each year following the April Board meeting. The Board shall approve this summary prior to its submission. The Vice Chair shall periodically review subcommittee progress with subcommittee chairs. The Vice Chair shall be the point of contact for all membership recruitment and training efforts of the Board as discussed in Article III.8.D.

C. Secretary

The Secretary shall keep the minutes of the meetings, certify the election of officers, and keep a current list of contact information for all Board members. The Secretary shall keep track of attendance and shall notify the Chair of all violations of the attendance policies. The Secretary shall maintain all voting records. The Secretary shall operate or delegate operation of the archives and the website of the Board.

D. Treasurer

The Treasurer shall monitor all Pub accounts, monitor and report on the finances of the Pub, and periodically review financial statements of the Pub. The Treasurer shall function as Chair of the Finance Subcommittee and is in charge of all relations between the Board and the holder(s) of all Board financial accounts. The Treasurer shall meet quarterly at a minimum with administrators of the financial accounts of the Pub. At the end of the fiscal year the Treasurer shall provide an extensive report of the Pub's financial situation to the Board as described in Article VII.5.

2. Duties in the Event of Vacancies

A. Order of Officers

For any process involving permanent vacancy or temporary absence of any Board officer position, the order of precedence of officers is as follows: Chair, Vice Chair, Secretary, Treasurer.

B. Chair

In the event that the office of Chair becomes vacant or the Chair is absent from an official Board function, the next officer in the order of precedence shall become the Acting Chair and shall assume all duties of the Chair. The Acting Chair shall be relieved of these duties upon election of a new Chair or upon return of the current Chair.

C. Vice Chair, Secretary, Treasurer

In the event that any non-Chair office becomes vacant or the officer is absent from an official Board function, the Chair or Acting Chair shall assume or delegate all duties of the officer. The Chair or Acting Chair shall be relieved of these duties upon election of a new Officer or upon return of the current Officer.

D. Election of new Officers in case of vacancies

In case one of the four Officer positions becomes vacant, nominations for the open positions shall be opened during the following full Board meeting after the position has become vacant. The new Officer shall be voted into position in the subsequent Board meeting. The same processes shall be applied in case the Board fails to elect Officers at the standard time.

3. Election of Officers

A. Election Timeline

Elections shall take place during the Board meeting in the same month as the elections of the GSC Officers and GSC Executive Subcommittee positions.

B. Nominations

Nominations shall open at the Board meeting one month prior to the elections and shall remain open until the elections commence. All nominees must be voting members of the Board. A nomination must be brought forward to the Chair by a voting member and seconded by another voting member of the Board. A nominee for a particular Officer position must be able to satisfy all requirements of the Officer position listed within the ROP.

C. Installation of New Officers

Newly elected officers shall take office on a schedule aligned with the date of the leadership transition of the GSC. Outgoing officers are expected to train and transfer knowledge concerning their respective office to the newly elected officer team.

D. Order of Filling Officer Positions

A sliding ballot will be maintained throughout the elections, which will be carried out in the order specified in Article IV.2.A. Any nominated candidate that is not voted into an Officer position may run for any of the following open positions without needing to be re-nominated, provided they satisfy all requirements for the following Officer position.

E. Election Procedure

The voting procedure shall be the same as for election of GSC officers as described in the GSC Bylaws.

4. Officer Terms

A. Length of Officer Terms

Terms of officer positions shall be one year and begin and end in alignment with the leadership transition of the GSC. Any officer of the Pub may be removed by a two-thirds vote of the entire Board or a majority vote of the GSC.

B. Officer Term Limits

There is no limit to the number of terms an Officer may serve. If a current Officer wishes to continue serving as an Officer of the Board, that Officer must be nominated and elected in the same process as described in this Article.

Article V. Discipline and Removal from Board

1. Guidance from GSC Bylaws

Any procedure to discipline a voting Board member or Officer written in the GSC Constitution or Bylaws that conflicts with the procedure described in this Article shall always take precedence. Disciplinary procedures for non-voting Board members, unless otherwise specified, shall be found solely within the ROP.

2. Grounds for Disciplinary Action

In the event that any Board member acts in such a way to (a) undermine the mission of the Board, (b) to harm the Pub, (c) to disregard the Governing Documents of the GSC and/or the Board, or (d) grossly misconducts themselves, they may be censured, suspended, or expelled.

3. Disciplinary Petition

A. In the event that a Board member commits an action (or actions) that meets any of the criteria specified in Article V.2, then that Board member may have a disciplinary petition filed against them.

B. A disciplinary petition charges the offending Board member and lists each action that violated any of the criteria in Article V.2. A disciplinary petition will be considered valid if the following criteria are met:

- i. it was presented to the designated Officer, as defined in Article V.3.C within six months from the time the Board was first alerted to the earliest of the listed offending actions

- ii. it does not contain erroneous claims

- iii. it is signed by at least two voting Board members, at least one of which is not a Board Officer

- iv. it is not signed by either the Chair or the Vice Chair

C. After the disciplinary petition is signed, it is presented to the first Board Officer in the order of Board Officers listed in Article IV.2.A not currently charged in the petition or in any outstanding petition (hereafter referred to as “designated Officer”). The designated Officer must determine the petition’s validity within one week. If the designated Officer determines the petition is valid, then it must be immediately sent out to the Board. If the disciplinary petition is determined to be invalid, then the designated Officer shall return the petition citing the invalidating problems. An invalid disciplinary petition may be resubmitted to the designated Officer after modification as long as it meets the criteria in Article V.3.B or it may be presented to the Board as described in Article V.3.D. After the designated Officer accepts a valid disciplinary petition, no further modifications may be made to the disciplinary petition. Disciplinary proceedings shall be scheduled as listed in Article V.4. If the designated Officer does not reply within a week, then the disciplinary petition may be presented to the Board as described in Article V.3.D.

D. If the designated Officer decides the petition is invalid or does not respond within one week of receiving the petition, the disciplinary petition may be presented to the Board at the next

Board meeting by those Board members who signed it. Once the disciplinary petition is presented to the Board, it may no longer be modified. The full Board must vote on whether the disciplinary petition is valid, and the disciplinary petition will be considered valid if it has at least one-quarter of the full Board voting in support. If the meeting where the disciplinary petition is presented loses quorum, then it will be tabled and must be voted on as the first agenda item of the next Board meeting. If a disciplinary petition is voted to be valid by the Board, then disciplinary proceedings shall be scheduled as listed in Article V.4.

E. Once a valid disciplinary petition has been accepted for disciplinary proceedings by the designated Officer or the Board, then no further disciplinary petition can be filed against that Board member for the actions listed within the petition. In the event that other actions of the accused member become apparent but are not included in the current petition, then a new petition can be created for these other actions. Additionally, if the disciplinary petition is found invalid by the designated Officer (or Board pending implementation of Article V.3.D), no further disciplinary petitions can be filed against that Board member for the actions listed within the petition.

4. Disciplinary Proceedings

A. After a valid disciplinary petition has been accepted by the designated Officer or the Board, disciplinary proceedings must commence no earlier than one week and no later than one month after date of acceptance. These proceedings must occur within a Board meeting, and a special Board meeting may be scheduled to carry out the disciplinary proceedings. These proceedings may never be held during a MIT holiday. The meeting must try to be scheduled around the charged Board member's schedule so the charged Board member may present their defense; otherwise, the charged Board member may be tried *in absentia*. All non-voting Board members may be tried *in absentia or through a web-based meeting* if the non-voting Board member does not live within the greater Boston area. A charged Board member may waive their right to appear before the Board in which case they will be tried *in absentia*. A charged Board member tried *in absentia* is allowed to submit a written statement that must be presented in full at the beginning of the disciplinary proceedings.

B. The designated Officer shall announce the date of the Board meeting to hold the disciplinary proceedings.

C. If the Chair is charged in valid disciplinary proceedings, then the designated Officer shall become Acting Chair until the disciplinary proceedings are resolved.

D. If requested by the charged Board member, a neutral GSC representative appointed by the GSC Executive Committee shall preside over the disciplinary proceedings. Otherwise, the designated Officer shall preside.

E. At the disciplinary proceedings, both sides shall be allotted at least 10 minutes to present their cases. The time allotted must be equal for both sides. Afterwards, the Board may have a question and answer session. Upon the conclusion of this question and answer session, the Board may have a closed session for discussion without the charged Board member present. After this session, the Board then must vote in an open session on each of the actions listed within the disciplinary petition on whether they met any of the criteria laid out in Article V.2. All the listed actions must be voted on individually. A majority vote of the full Board on any charge shall determine the charged Board member was in violation of Article V.2 for those actions, and then punishment will be determined as described in Article V.5. If none of the listed actions are determined to meet any of the criteria in Article V.2 then the proceedings will end without any punishment.

F. A major failure to follow the procedure outlined in Article V shall require the designated Officer to end the disciplinary proceedings and declare the charged Board member free of all charges within the petition.

5. Determining a Punishment

A. Upon the determination by the Board that one or more actions within a disciplinary petition met any of the criteria listed in Article V.2, a Board member may be censured, suspended, or expelled. A censure is a formal, written notice by the designated Officer indicating that the Board member's action was contrary to the mission of the Board and the Pub and including the charges as determined by the Board. A suspension is a temporary period of time of no more than one calendar year effective from the date of suspension. A suspended voting Board member is automatically placed as a Member on Leave as defined in Article III.6.B. Upon completion of the suspension for a voting Board member, the suspended member shall be returned from leave according to the procedure in Article III.10. A non-voting Board member that is suspended shall not be able to participate as a non-voting Board member or be able to become a voting Board member during the suspension, which the designated Officer shall enforce. An expulsion is the immediate removal of a Board member. For both suspension and expulsions, the disciplined Board member shall receive a formal, written notice from the designated Officer and a copy of the offending charges as determined by the Board.

B. The determination of the punishment will commence immediately after the disciplinary proceedings. If needed, the Board, excluding the charged Board member, may postpone voting on the decision until a separate Board meeting that is held no more than one week later. The charged Board member is not required to attend but is allowed to submit a written statement that must be read at the subsequent meeting prior to any discussion or voting.

C. The Board may vote on a punishment for each individual charge or the collective of charges within the disciplinary petition that were determined to meet any of the criteria outlined in Article V.2. All voting thresholds require punishments to pass a full Board vote as specified in Article VI.9.B. To censure the charged Board member, a majority of Board members must approve. To suspend the charged Board member (where the duration is specified prior to the vote), three-fifths of Board members must approve. To expel the charged Board member, two-thirds of Board members must approve. No vote on a particular punishment may be taken more than once per charge. If no agreement on punishment can be reached for a particular charge, no punishment is given for that charge.

D. If the guilty Board member is a Board Officer but not expelled, the Board may vote to strip that individual of their Board Officer position. Replacing that Board Officer position shall be carried out as described in the ROP.

E. The designated Officer shall record the outcome of all disciplinary proceedings in a separate record.

6. Restrictions on Future Membership

Expelled voting Board members shall not become Board Associates upon removal from office. All removed Board members and Officers may not initiate the process to become a new member for five years from the date of removal. The Secretary shall keep a record of all expelled Board members, including the time and reason for removal from the Board.

ARTICLE VI: Board Meeting Procedures

1. Calling a Meeting

A. Determination of the Date and Time of the Next Meeting

If not decided at the adjournment of the last meeting, the Chair shall decide and announce the date and time of the next meeting within one week after adjournment.

B. Meeting Announcement and Documents

All meetings of the Board must be announced to all voting and non-voting Board members, the Pub staff, and the GSC General Council at least one week in advance of the meeting. All subcommittee meetings must be announced to the Board members and the Pub staff at least five days in advance of the meeting. Tentative agendas and other documents regarding agenda items to be voted on, for Board meetings and

subcommittee meetings must be released to the Board members and the Pub staff at least two days in advance of the meeting. Provisional meeting minutes for Board meetings and subcommittee meetings must be released to the full Board and all other meeting attendees at most one week after the meeting.

C. Ad Hoc Meetings

- i. An Ad Hoc Meeting of the Board or a subcommittee may be convened upon request by one-half of voting members of the Board or subcommittee to the respective chair. The Ad Hoc Meeting cannot take place less than 48 hours after initial request and maximal efforts shall be taken to allow physically non-present Board members to remotely participate. The requesting voting members must propose an agenda that cannot be modified in the meeting and will not contain "Open Floor".
- ii. Ad Hoc Meetings are not bound by the advance announcement timeline listed in Article VI.1.B.
- iii. Quorum is still required for all voting procedures in an Ad Hoc Meeting, as specified in the ROP.

2. Quorum

At least one half of voting Board members must be present at a meeting in order to conduct business. In the event that quorum is not met or is lost during a meeting, the Board may only meet in an informational capacity until quorum is regained.

3. General Conduct in Meetings

It is the responsibility of every Board member to help maintain a collaborative and convivial atmosphere in all Board meetings and activities. The meetings shall be directed by the first Board Officer in the order of Board Officers listed in Article IV.2.A present (hereafter referred to as "presiding Officer"). The presiding Officer shall direct discussion at their discretion such that order is maintained and appropriate parties such as bartenders, the Pub manager, or MIT administration are invited to speak on pertinent topics. The presiding Officer shall ensure that the meeting remains on-topic and prevent any dilatory behavior.

4. Setting the Meeting Agenda and Bringing Motions before the Board

The Chair, in collaboration with the Board, shall set the preliminary meeting agenda, which is to be sent out according to the provisions of Article VI.1. All meetings shall include a period of "Open Floor", except Ad Hoc Meetings. The Board may modify and approve the preliminary meeting agenda through a majority vote, but no business requiring a vote by the Board may be added to the preliminary agenda unless this requirement is waived by a two-thirds vote of the Board. No business or motion previously rejected by the Board may be brought before the Board within three months of the vote without sufficient amendments. The presiding Officer shall rule whether any business or motion sufficiently differs from previously considered motions, subject to appeal by a voting member.

5.. Meeting Procedure

For any case in which rules or procedures are not specified in the GSC Governing Documents or the Board ROP, the meeting will be overseen by the presiding Officer and follow an orderly procedure as set by the Agenda. The presiding officer may choose to invoke the use of Robert's Rules of Order should formality be required to maintain order. If the presiding officer chooses to not invoke Robert's Rules of Order, then the Board, through a simple majority vote of members present, can choose to invoke Robert's Rules of Order.

6. Attendance

A. Expectations

Board members are expected to attend as many Board meetings as possible. Board members shall strive to arrive on time to meetings in order to maximize productivity of the Board. In the event that a Board member accumulates more than 3 unexcused absences in a rolling 12 month period, they may be removed from the board by a simple majority vote of the Executive Subcommittee. The Secretary shall keep a public record of the number of unexcused absences of all members, and shall notify any member that has accumulated two (2) unexcused absences and the Chair within 7 academic days of the meeting at which the second absence occurred. A member removed in this fashion by the Executive Subcommittee may petition the board to overturn the decision. The decision may be overturned by a simple majority vote of the full board (not including the petitioning member).

B. Electronic Presence

In the event that a Board member cannot attend a meeting, they may coordinate with the Chair to attend the meeting remotely and they shall be considered as fully present at the meeting. If unexpected technical difficulties preclude a Board member from successfully joining the meeting, they shall be counted as neither present nor absent for the meeting. In the case that the board cannot meet in person, fully remote, online meetings will be used and organized by the Chair. The approval of this shift to online meetings will be verified by an electronic vote *by noon* the day of the meeting. These meetings will follow the same procedures specified in the ROP for in person meetings and all business is to be considered as it would for an in-person meeting.

C. Excused Absence

An excused absence is defined as an absence by a Board member from a full Board meeting in which the Chair has been notified in writing at least one hour in advance by the absent member. Email, Slack message, and text message all constitute written notification. In extraordinary and immediate circumstances leading to absence, the Chair may designate *post facto* the absence of a member as excused.

D. Unexcused Absence

An unexcused absence is defined as a failure to meet all requirements for an excused absence. It is the duty of the Chair to promote regular attendance of all members and to follow up with absent members in the event of an unexcused absence. A member may petition the board for an Unexcused Absence to be changed to an excused absence at the next meeting for which he or she is present. An absence may be changed from unexcused to excused by a simple majority vote.

8. Meeting Minutes and Open Records

A. Board Meeting Minutes

All meetings of the Board should have minutes recorded by the presiding Officer, Secretary, or a member designated by the presiding Officer. If minutes are not recorded, the presiding Officer must submit a summary of the meeting's proceedings. Board meeting minutes may be amended by unanimous consent or majority affirmative vote in the following full Board meeting.

B. Subcommittee Meeting Minutes

All subcommittee meetings should have minutes recorded by the subcommittee chair or a subcommittee member designated by the chair. If minutes are not recorded, the subcommittee chair must write up a summary of the meeting's proceedings.

C. Availability of Records

All Board meeting minutes pertaining to open deliberations must be approved by the Board and must subsequently be made available to all members of the MIT community. Deliberations are open unless specified as closed deliberations elsewhere in the ROP. All minutes pertaining to closed deliberations may only be amended in a separate closed deliberation. All minutes pertaining to closed deliberations may be approved in open (without presentation) or in closed deliberation. Closed minutes shall not be released beyond the availability of voting Board members and any special designees decided upon passage of the closed minutes.

C. Failure to Meet Open Records Standards

Failure to comply with the Board open records standards is a violation of the expectations of Board membership. Deliberate noncompliance or obfuscation/destruction of Board records is a serious violation of the expectations of Board membership and is grounds for discipline.

7. Debating a Motion

A. Informal Debate

Initially main motions are discussed informally. All conduct guidelines within Article VI must be followed, and the presiding Officer may act accordingly in order to maintain order. After sufficient time has passed, the presiding Officer may suggest to either consider the previous question or table the motion.

B. Formal Debate

As a privileged parliamentary motion, any voting Board member may move to enter a period of Formal Debate on the topic at hand.

C. Rules of Formal Debate

Upon a majority vote to enter Formal Debate, both (a) the duration of the debate and (b) the maximum time allowed for each speaker must be determined by a majority of the Board. The Board may also set time and speaker limits on debatable secondary motions (e.g., motion to amend) separate from the limits set on debating the main motion. Once the time of Formal Debate has elapsed, debate may be extended by a subsidiary motion affirmed by a majority of the Board.

D. Speaker List

To ensure order during a Formal Debate, the presiding Officer shall maintain a speaker list. To be added to the list, a member must raise their hand until the presiding Officer recognizes the member and adds their name to the list. The presiding Officer shall call on speakers in the order of the list until the list is exhausted or debate ends.

E. Resolution of Debate

Immediately after the period of Formal Debate, the following actions must be taken by the Board: (a) extension of debate; (b) consider the Previous Question, if applicable; (c) invite a motion from the Board for action on the topic at hand if none exists; (d) move to the next agenda item.

9. Voting Procedures

A. Announcement of a Vote

The presiding Officer shall announce when a vote is occurring, including the method of voting. All non-procedural votes shall be open for absentee voting as described in Article VI.9.D.

B. Voting Thresholds

i. Specification of Voting Threshold

Article VI.9.B shall specify the uniform language to be used within the ROP and any related Board documents for determining the voting threshold. The Board shall work to ensure this uniform language is used to reduce confusion and enhance communication. Unless otherwise specified within the ROP, for each voting threshold, quorum is assumed to be established and the threshold is determined from only those voting Board members present and not abstaining from the vote.

ii. Types of Voting Thresholds

- a. "Majority Vote" – requires at least one more than half of available votes in favor to pass
- b. "1/4th vote" – requires at least one-fourth of available votes in favor to pass
- c. "3/5th vote" – requires at least three-fifths of available votes in favor to pass

d. “2/3rd vote” – requires at least two-thirds of available votes in favor to pass

iii. Full Board Voting Specification

For any defined voting threshold, it may be associated with the phrase “by the full Board” to increase the voting threshold. This modifier shall now require that the threshold for the vote to pass to be determined from the total number of voting Board members at the time of the vote, even if the number of voting Board members present is less than this total number. Quorum is still required to hold the vote.

C. Approving Main Motions

For main motions, the vote must consider the number of non-abstaining voting members. The motion shall only carry if it meets the required voting threshold and the number of non-abstaining votes would sustain quorum. If quorum is not sustained at the conclusion of a vote, the motion shall be tabled.

D. Absentee Voting

Absentee voting shall only be permitted for Board members with an excused absence that have expressed their desire to vote despite absence to the Chair at least one hour prior to the meeting in question. The presiding Officer is required to provide absentee voters with the respective meeting materials (minutes, quotes and other supplementary information) within 24 hours of the Board meeting, while not informing them about the current state of the vote. In return, absentee voters are required to send in their vote in writing at least 48 hours after they have received and carefully reviewed said materials, with any outstanding absentee votes counted as an abstention. In the case that the sum of absentee votes cannot change the outcome of a vote, the vote shall carry immediately without opening it to absentee voting.

E. Email Voting

Voting members shall have the option of introducing a motion via electronic mail. A document outlining the motion to be voted on shall be sent to all voting Board members at the same time with a subject line containing the phrase ‘[MOTION]’. Quorum is assumed to be met and any Voting Threshold as defined under Article VI.9.B is understood to carry the Full Board Voting Specification. The motion shall pass if the Voting Threshold is met by statements of agreement as replies through electronic mail to all voting board members. The motion shall expire after 72 hours. The Board member who introduced the motion or the Chair shall announce the final vote tally to all voting Board members after conclusion of the vote.

ARTICLE VII: Account and Finances of the Pub

1. Definitions

A. Asset

Any item owned by the Board, including but not limited to items purchased by the Board or its employees, gifts to the Pub, or items given to the Board by MIT.

B. Value of an Asset

Either the cost of the asset if purchased or a reasonable estimate of the cost if the asset was a gift.

C. Depreciable Asset

An asset that the Board plans to replace after the asset's usable lifespan has ceased.

D. Total Cost of Depreciable Assets

The sum of each depreciable asset's value.

E. Fully Funded Balance

The amount of money needed to be stored in a reserve account(s) in order to fund the timely replacement of depreciable assets. This amount is relative to the amount of depreciation that has accrued for each of these assets.

F. Reserve Target Range

The range of money that should be held in the reserve account(s) and, when present, indicates the Board may make financial decisions without any restrictions. The range is 110% Fully Funded Balance to the sum of 100% Fully Funded Balance and 40% Total Cost of Depreciable Assets.

2. Managing Accounts

- A. The Board may allocate and distribute funds from its operational, reserve, and gift accounts by a majority vote of the Board.
- B. The Board must hold in cash within its reserve account(s) an amount considered the Board's Reserve. If the amount is below the Reserve Target Range (Article VII.1.F) the Board should make financial decisions expected to increase the amount with one exception: any in-progress quasi-endowment funding plan must be completed as planned regardless of the deficit. If the amount is above the Reserve Target Range the Board should make financial decisions expected to reduce the amount e.g. investment in the quasi-endowment. The Treasurer shall alert the Board if the Board's Reserve falls below or exceeds the Reserve Target Range.

3. Managing Depreciation of Assets

- A. The Treasurer shall keep a table of depreciable assets. Each new fiscal year, the Treasurer shall update this table to keep track of depreciation.
- B. The Board chooses which assets to manage as depreciable assets. The Board may add or remove depreciable assets by a majority vote. The Finance Subcommittee shall review the list of assets at least once each fiscal year and report back to the Board whether any assets should or should not be made into depreciable assets.

4. Endowment Accounts

- A. The Board shall maintain its (quasi-)endowment accounts with MIT for the sole purpose of improving the Pub and ensuring its long-term success.
- B. Interest for the current fiscal year from the (quasi-)endowment accounts is automatically deposited into the reserve account usually by September.
- C. The Board may invest the interest described in Article VII.4.B and other funds in the quasi-endowment through five year funding plans that are governed by the Memorandum on the Long-Term Funding Plan for the Muddy Charles Quasi-Endowed Account.

5. Annual Review

The Treasurer shall provide an annual review of all of the Board's accounts at the beginning of each new fiscal year that includes:

- (1) revenues, profits, and losses, including data on sponsored programming and external events hosted by the Pub
- (2) amount of money in each account,
- (3) money transferred between accounts,

(4) current Reserve Target Range and Reserve Target Range for the upcoming fiscal year,

(5) depreciation schedules.

ARTICLE VIII: Subcommittees

1. General Guidelines

A. Subcommittee Formation

The Chair shall ensure all subcommittees approved in the ROP and by the Board are active, pursuant the GSC Constitution and Bylaws.

B. Subcommittee Membership

Each subcommittee shall have specific requirements with respect to membership eligibility and the number of members. All Board members are encouraged to join at least one subcommittee. While subcommittee membership is not required, service to subcommittees shall be considered in all disciplinary hearings and officer elections.

C. Power and Review of Subcommittee Actions

The Board shall oversee all subcommittees. Subcommittees may conduct business and exercise any powers provided in the ROP or their charge through appropriate action. All exercises of subcommittee powers must be reported to the Chair, who shall in turn report to the Board. The Board may reverse or nullify any action by a subcommittee by a majority vote.

D. Dissolution of Subcommittees

Subcommittees listed in Article VIII may only be dissolved by amending the ROP such that the committee no longer exists in Article VIII. Ad-hoc subcommittees may be dissolved upon (a) completion of a predetermined task or time limit, or (b) a majority vote of the Board.

2. Executive Subcommittee

A. Charge

The Executive Subcommittee shall operate such that any powers or duties of any Board officer may be shared among the committee and not exceed the sum of the power of the

Officers. A meeting of the Executive Subcommittee shall be convened upon the request of any Board Officer. Meetings shall be open to all Board members and notification of meetings shall be given at least 24 hours in advance. The Executive Subcommittee shall meet at least annually to review the list of Key Documents.

B. Membership

The Executive Subcommittee shall consist of the four Board Officers: the Chair, the Vice Chair, the Treasurer, the Secretary. The Chair shall serve as chair of the Executive Subcommittee.

3. Finance Subcommittee

A. Charge

The Finance Subcommittee monitors the Pub's books and financial records as described in Article VII. The subcommittee may commission financial audits as needed. The subcommittee can advise the Board on price changes, pay rates, and on the general financial condition of the Pub and the Board. The Finance Subcommittee shall work with the Board to plan for large capital expenditures.

B. Membership

The subcommittee chair shall be the Board Treasurer. The subcommittee must always have at least two active members. All members of the Finance Subcommittee must be voting Board members; non-Board members may join the Finance Subcommittee upon approval by a majority of the full Board.

4. Activities Subcommittee

A. Charge

The Activities Subcommittee monitors the programmatic experience in the Pub. The subcommittee shall organize, manage, support, monitor, and evaluate activities and events taking place in the Pub or that it is charged with by the Board. The subcommittee shall handle all advertising, marketing and promotion of any activities charged with by the Board. The Subcommittee shall manage the application, allocation and expenditure of external funding sources and money allocated to the subcommittee by the Board. The subcommittee shall further identify new segments of campus for possible patronage.

B. Membership

The subcommittee shall be chaired by a voting Board member, with a term length of one year. The Chair of the subcommittee shall be elected in alignment with the election of new Board Officers. There is no limit on how often a Board member can be re-elected as subcommittee Chair. Non-voting Board Members and Pub staff are encouraged to join the subcommittee.

5. Long Term Planning Subcommittee

A. Charge

The Long Term Planning Subcommittee creates a framework and vision for the Pub in any space in which the Pub exists to ensure that the purpose and operations of the Pub can be maintained for future generations of MIT community members. The subcommittee shall investigate and propose plans to improve the Pub, which include updates to the Pub layout, infrastructure and furniture, and expansion of the Pub. The subcommittee may investigate alternative venues on campus for temporary or permanent relocation to prepare for possible renovations to the current location in Walker Memorial building. The subcommittee shall facilitate interactions between Board Members and Pub staff to maintain a positive working relationship and create a shared vision for the future of the Pub. The subcommittee shall manage the application, allocation and expenditure of external funding sources and money allocated to the subcommittee by the Board.

B. Membership

The subcommittee shall be chaired by a voting Board member, with a term length of one year. The Chair of the subcommittee shall be elected in alignment with the election of new Board Officers. There is no limit on how often a Board member can be re-elected as subcommittee Chair. Non-voting Board Members and Pub staff are encouraged to join the subcommittee.

6. Sustainability Subcommittee

A. Charge

The Sustainability Committee shall have the goal to ensure that the Pub is run in a financially sustainable fashion in coordination with the finance subcommittee. It shall aim to accelerate the Pub's progress towards being able to afford maintaining operations out

of its own assets. This includes all matters related to raising external funds and communicating with funding sources, as well as donors.

B. Membership

The subcommittee shall be chaired by a voting Board member, with a term length of one year. The Chair of the subcommittee shall be elected in alignment with the election of new Board Officers. There is no limit on how often a Board member can be re-elected as subcommittee Chair. Non-voting Board Members and Pub staff are encouraged to join the subcommittee.

7. Governing Documents Subcommittee

A. Charge

The Subcommittee will review the ROP and *Robert's Rules of Order*. The Subcommittee will Investigate the current

MCPBG ROP and determine if anything requires updating/changing. It will solicit, from members of the Board, areas/procedures in which the Bylaws must be updated/clarified. It will discuss each suggestion amongst the subcommittee and make a determination of whether any subsequent changes/updates to the MCPBG ROP are required. If changes/updates are required, it will draft appropriate governing documents languages for said changes. If a particular suggestion should not occur, it will draft language describing the subcommittee's reasoning for not recommending the implementation of said change/update. For each of the developed policies recommended by this subcommittee, it will determine, on an individual policy basis, whether each policy update should occur within the MCPBG ROP or within a separate Key Document of the Board. It will develop a rationale/explanation for every proposed item that was approved by this subcommittee.

The subcommittee must first submit their official policy recommendations in a governing documents format to the Muddy Executive Committee. The subcommittee must also submit a separate document that provides the rationale/explanation for the proposed policies. After the Muddy Executive Committee approves that both documents are ready to send to the Board (in reference to clarity, formatting, etc. of the documents), the subcommittee must send the documents to the Board for review and discussion. As the Board votes on changes to the recommendations from the subcommittee, the subcommittee must update the corresponding documents until all policies are ratified by the Board.

In order for the subcommittee to recommend an update/change to the MCPBG ROP, they must receive at least 50% vote in favor of recommending that change. When the subcommittee has completed their investigation, they must submit three documents to the Muddy Executive Committee: (1) The policies that are officially recommended by receiving at least 50% vote (in a governing documents format), (2) The policies that were voted down by the subcommittee, and (3) The vote counts on each policy and rationale for the decision of each of the policies that were voted on. After the Muddy Executive Committee approves that the documents are ready to send to the Board (in reference to clarity, formatting, etc. of the documents), the subcommittee must send the documents to the Board for review and discussion at least one week before the Board Meeting that it will be discussed at.

For a period of six months after approving any changes to the operating documents, the Governing Documents Subcommittee must organize a list of any items that they recommend to be further amended. They must then submit a recommendations report to the full Board to be followed up with the next Governing Documents Subcommittee the next time it becomes active. If no amendments to the ROP were passed, the six-month wait period is not applied.

B. Membership

The subcommittee will be chaired by a graduate student nominated and confirmed by the Muddy Board. The subcommittee will include one Muddy Board Officer nominated and confirmed by the Muddy Board. There will be at most 3 other members of this committee and these three members will be newly elected each time the subcommittee becomes active. The remaining members of the subcommittee must be nominated and confirmed by the Board. Other board members, including other officers, are eligible for these slots. If a subcommittee member resigns from the subcommittee, their position is refilled using the same policy in which they were elected, as described within the Membership section of this document.

C. Timeline

The members of the subcommittee will be nominated in August and voted on during the September Board meeting of every even-numbered year. Once voted in, the committee will initially convene before October 1st of that year. The Subcommittee will issue its recommendations to the Officers of the Board prior to the November Board meeting. Following review, these amendments are scheduled to be introduced to the Board by the subsequent December Board Meeting. The Officers can extend this timeline if it is necessary for the Subcommittee to address the elements listed within this charge. After the six-month wait period (as detailed in Article VIII.7.A) or the Board does not amend the ROP, the Subcommittee will become inactive until the September Board meeting of the next even-numbered year.

8. Social Media Subcommittee

A. Charge

The Social Media Subcommittee may be called at any time by the SMM to support content creation. The chair of this subcommittee will be referred to as the Social Media Manager (SMM). The SMM shall be a graduate student. The SMM shall coordinate all public relations of the Board and the Pub, including coordinating the management of the Pub's website, the appearance on the GSC website and other social media presences. The SMM will determine the frequency with which the Social Media Subcommittee meets and delegate content creation as he or she may see fit.

B. Membership

At least one member of the Social Media Subcommittee shall be a member of the Activities Subcommittee. Non-voting board members may serve on the Social Media Subcommittee, but may not post to pub accounts without the approval of the SMM.

8. New Subcommittees

A. Charge

Additional subcommittees may be formed as needed by a majority vote of the Board and creation of a document outlining the duties and charge of the subcommittee. Subcommittees shall terminate with the completion of the task at hand as described in the subcommittee charge or by a majority vote by the Board.

B. Membership

Subcommittees should strive to have at least one Board officer as a member. The charge that forms the subcommittee shall name the chair and, if necessary, the secretary of the subcommittee. Both chair and secretary of the respective subcommittee must be voting Board members. The charge must designate whether members must be voting Board members or if non-voting members and others are encouraged to join the subcommittee.

ARTICLE IX: Amendments

1. Amendments by the Board

The ROP Procedures may be amended by a two-thirds vote of the Board.

2. Amendments by the GSC

During any time of active suspension of the Board pursuant to the GSC Bylaws, the ROP may be amended by an act of legislation duly passed by the GSC General Council.

ARTICLE X: Regular Review of the ROP

1. The Board shall formally review the ROP via the Governing Documents Subcommittee as described in Article VIII.7.. During the review, the Board shall propose and discuss amendments as necessary.

ARTICLE XI: Ratification

1. Approval by the Board

This set of ROP shall be enacted if two-thirds of the Board votes to approve this document. The Governing Documents Subcommittee shall prepare a list of proposed changes, and may group individual changes into list items as they see fit. The board shall vote on each list item.

2. Final Authority of Ratified Rules and Operating Procedures

When ratified, this ROP document shall take effect immediately and shall supersede all previous Board ROP whether based on written documentation or informal Board precedent.

3. Extent of Board Powers

When in force, these ROP shall not define the extent of all powers of the Board except insofar as the Board acts as a standing subcommittee of the Graduate Student Council.

As amended May 08 2023