



BOARD OF TRUSTEES
MONTGOMERY COLLEGE

RECORD OF RESOLUTIONS

Central Services Building • Room CT S109 • 9221 Corporate Blvd, Rockville, MD 20850

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September 9, 2021 9:30 a.m.

**Resolution
Number**

22-09-008

Modification of Policy 11001–Board of Trustees Bylaws

Pages

2-23

**BOARD OF TRUSTEES
MONTGOMERY COLLEGE**
Rockville, Maryland

September 9, 2021

MODIFICATION OF COLLEGE POLICY 11001–BOARD OF TRUSTEES BYLAWS

BACKGROUND

The bylaws of the Board of Trustees provide the official framework for its scope of authority and responsibilities, legal obligations, and rules of meeting order. From time to time, the Board reviews its bylaws to ensure they are up-to-date and aligned with new practices or standards. The bylaws are contained as the first element in the College's Policies and Procedures Manual as item 11001.

The proposed revisions are changes made in the practice of receiving comments from the public at Board meetings. Modifications appear in part I, section I (Public and College Personnel Participation in Meetings), paragraph 1.

RECOMMENDATION

The Executive Committee of the Board recommends that the full Board adopt the revised bylaws as contained in the attachment.

BACKUP INFORMATION

Policy 11001–Board of Trustees Bylaws (revised version)

RESPONSIBLE SENIOR ADMINISTRATOR

Dr. Scott

**BOARD OF TRUSTEES
MONTGOMERY COLLEGE**
Rockville, Maryland

Resolution Number: 22-09-008
Adopted on: 9/9/2021

September 9, 2021

Subject: Modification of College Policy 11001–Board of Trustees Bylaws

WHEREAS, The bylaws of the Board of Trustees provide the official framework for its scope of authority and responsibilities, legal obligations, and rules of meeting order; and

WHEREAS, The Board reviews its bylaws from time to time to ensure they are up-to-date and aligned with new practices, standards, laws, and regulations; and

WHEREAS, Revisions proposed for the bylaws are made in the practice of receiving comments from the public at Board meetings; and

WHEREAS, Modifications appear in part I, section I (Public and College Personnel Participation in Meetings), paragraph 1; and

WHEREAS, Other editorial changes for accuracy and clarity have been made; now therefore be it

Resolved, That the Board of Trustees adopts the revisions to its bylaws.

Attachment

Chapter: Board of Trustees

Modification No. 010

Subject: **Board of Trustees Bylaws**

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 A. Suspension of the Bylaws 19

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I. Board Structure and Operations

The Education Article of the Annotated Code of Maryland (the “Education Code”) establishes the Board of Trustees of Montgomery College and authorizes the operation of Montgomery College. Subsections A, B, C, and D of Section I are excerpted from and based on the Education Article of the Annotated Code of Maryland; in the event of any conflict between these Bylaws and the Education Code, the Education Code prevails.

A. Establishment

1. Authority for Establishment

There is a board of community college trustees in each county that has one or more community colleges. Collectively, the trustees of Montgomery College shall be known as the Board of Trustees of Montgomery College.

2. Name of the Board

The Board of Trustees shall be styled as “The Board of Trustees of Montgomery Community College” (and may hereafter be referred to as “The Board”) or as may be required by land recordation requirements.

3. Name of the College

The College may operate and execute legally binding documents as “Montgomery College.”

B. Composition and Appointment

1. Composition

The Board consists of 10 members.

One of the Trustees shall be an enrolled student in good standing at Montgomery Community College. The student Trustee:

- a. shall be a resident of Montgomery County;
- b. may not be employed by Montgomery College;
- c. serves for a term of one year, beginning July 1 and ending on June 30;
- d. shall have cumulative GPA and a current semester GPA of at least 2.0 during the entire term of office;
- e. shall have successfully completed at least 18 credit hours at Montgomery College; and
- f. at the time of appointment and during the term of office (the fall and spring semesters), shall be enrolled in at least six (6) credit hours at Montgomery College.

2. Appointment

All Trustees are appointed or reappointed by the governor from

nominees submitted by the nominating committee.

Except for the student Trustee, the Trustees are appointed with the advice and consent of the State Senate.

C. Term of Office and Vacancies

1. Term of Office

Except for the student Trustee and any Trustee completing an unexpired term, each Trustee serves for a term of six (6) years, from July 1 of the year the appointment is made and until a successor is appointed and qualified.

The student Trustee serves a one-year term, beginning July 1 and ending June 30.

2. Vacancies

A member appointed to fill a vacancy in an unexpired term serves for the remainder of that term and until a successor is appointed and qualifies and may be reappointed.

D. Powers and Duties

1. General Statement of Powers and Duties

In addition to the other powers granted and duties imposed by State law, and subject to the authority of the Maryland Higher Education Commission, the Board has the powers and duties set forth in this section. The following list of powers and duties is not intended to be comprehensive and the failure to include a power or duty shall not affect the existence or exercise of that power or duty.

2. Authority to Establish and Operate

With the approval of the Maryland Higher Education Commission, the Board may establish and operate one or more community colleges. The Board shall exercise general control over the College, keep separate records and minutes, and adopt reasonable rules, regulations, or Bylaws to carry out the provisions of Title 16 of the Education Article of the Annotated Code of Maryland. The Board of Trustees determines how the statutory mandate and goals of the College are to be carried out, including but not limited to the functions and programs of the College, its overall budget, and its organizational structure.

3. Salaries and Terms of Employment

The Board shall fix the salaries and terms of employment of the President, faculty, and all employees of the College.

4. Acquisition of Property

The Board has the authority under state law to purchase, lease, condemn, or otherwise acquire any property it considers necessary for the operation of the College.

5. Disposition of Property

The Board may sell, lease, or otherwise dispose of College assets or property.

The President of Montgomery College and the Chair of the Board of Trustees may execute a conveyance or other legal document pursuant to appropriate resolution of the Board.

6. Cooperative Use of Facilities

The Board may:

- a. with the approval of the Maryland Higher Education Commission permit the County Board of Education to use the lands, buildings, or other facilities of the College; and
- b. with the approval of the County Board of Education, use any land, buildings, assets, or other facilities of the County Board of Education.

7. Gifts and Grants

The Board may apply for and accept any gift or grant from the Federal government or any other appropriate source.

8. Student Entrance Requirements

Subject to the minimum standards of the Maryland Higher Education Commission, the Board may determine student entrance requirements.

9. Curriculum

Subject to the minimum standards of the Maryland Higher Education Commission, the Board may approve offerings that consist of:

- a. transfer programs offering the equivalent of the first two years of a bachelor's degree program;
- b. career programs offering technical, vocational, and semi-professional education; and
- c. continuing education programs.

10. Tuition and Fees

The Board may set student tuition and fees with a view to making college education available to all qualified individuals at a reasonable cost.

11. Agreements

The Board may make agreements with the Federal government or any other appropriate source if the Board considers the agreement in the best interest or for the best operation of the College.

12. Appointment of President

The Board shall appoint the President of the College.

13. Budgetary Approval and Submission

Each year the Board and the President of the College shall direct the preparation, review, and submit to the county governing body:

- a. an operating budget;
- b. a capital budget; and
- c. if required by local law, charter, or regulation, a long-term capital improvement program.

14. Suits

The Board may sue and be sued. In instances of legal action, the Chair and the Secretary/Treasurer accept service of process on behalf of the College and the Board of Trustees, which authority may be delegated to the General Counsel of the College.

15. Seal

The Board may adopt a corporate seal from time to time and the Secretary/Treasurer shall have custody of the seal and shall have authority to affix the seal to all instruments where its use is required or appropriate.

E. Ethical Standards and Requirements

The ethics laws provisions of the Annotated Code of Maryland (the “Ethics Code”) are hereby adopted and made applicable to Montgomery College by the Board of Trustees of Montgomery College, including provisions for conflicts of interest and financial disclosure. This section is intended to be consistent with the Ethics Code requirements and address specific situations encountered in Montgomery College operations; in the event of any conflict between these Bylaws and the Ethics Code, the Ethics Code prevails.

1. Conduct

- a. The Board of Trustees maintains high ethical standards for its members, for the President, and for the members of the College community.
- b. Board members will not use their position to seek employment at Montgomery College or its associated foundations for themselves, family members, or close associates.
- c. Members of the Board will submit financial disclosure statements to the Maryland State Ethics Commission as required by State law.

2. Conflict of Interest

- a. Members of the Board shall refrain from engaging in any activity that is or could give the appearance of being a conflict of interest; this includes

resigning from or refraining from accepting any leadership position of an organization or group within the College community that represents the interests of faculty, staff, or students.

- b. In cases where the Board of Trustees is not involved in awarding a contract, the College staff will follow the standard Board policy on bidding and purchasing. In cases where the Board makes an award, if a Board member has a possible conflict of interest, he/she will so declare and will abstain from voting or participating in discussion of the matter. The Board minutes will reflect this abstention as well as the reason, if given.
- c. A member of the Board of Trustees shall not participate in any Board proceedings if the result of which proceedings could accrue, to the best of his/her knowledge, to the direct or indirect benefit of the Board member or the members of his/her immediate family. This bylaw shall not act to disqualify the student member of the Board of Trustees for activities arising out of his or her status as a student at Montgomery College. Furthermore, this procedure shall not act to disqualify non-student members of the Board of Trustees in their capacity as occasional students of the College.
- d. In any instance when an individual Board member has a personal or legal status that may be in conflict with the interests of the College, the Board member shall exclude himself/herself from attending any executive session at which the matter is discussed or voted on; he/she may attend public sessions on the matter, but may not participate in discussions or votes.

F. Officers

1. Officers of the Board

The Board shall elect the officers of the Board except for the Secretary/Treasurer. The elected officers of the Board are the Chair, a First Vice Chair and a Second Vice Chair. The College President serves as the Secretary/Treasurer of the Board, in accordance with State law. These officers also constitute the Board executive committee.

2. Term of Office

Except for the Secretary/Treasurer, the officers are elected for a term of one year and they may be elected for no more than one successive one-year term. A member who fills a partial term may fill that term either immediately before or after a full one-year term.

3. Qualifying Service Requirement

Prior to election as Chair of the Board, a member shall have served a minimum of two years on the Board. Prior to election as a Vice Chair of the Board, a member shall have served a minimum of one year on the Board.

4. Duties of Officersa. Chair

The Board Chair presides at all meetings, signs authorized or approved contracts and other documents on behalf of the Board when required, has the right to vote on all questions, and performs such other duties as are prescribed by law or by the Board. The Chair ordinarily serves as the public spokesperson for the Board.

b. Vice Chairs

In the absence of the Chair, the First Vice Chair performs the duties of the Chair and in the absence of the First Vice Chair, the Chair shall designate the Second Vice Chair to perform the duties of the Chair in his/her absence including the signing of various documents on behalf of the Chair. The Vice Chairs shall also serve as trustee liaisons to boards of the foundations or other support organizations associated with the College.

c. Secretary/Treasurer

The Secretary/Treasurer:

- (1) attends meetings of the Board. The President may not attend a meeting of the Board as Secretary/Treasurer when the meeting involves the personal position of the President. In the absence of the President, a Senior Vice President, designated by the President attends as Secretary/Treasurer;
- (2) maintains a record of the proceedings of each meeting of the Board and of all actions taken and is the official custodian of this record;
- (3) in consultation with the Board Officers, prepares an agenda for each meeting and distributes it in advance to each Trustee of the Board;
- (4) is general and official custodian of Board funds, signs checks as appropriate, and periodically reports to the Board on the financial standing of the College;
- (5) submits to the Board, for its consideration and approval, by the late spring of each year, a calendar of meeting dates and major items of business for the ensuing College year to serve as a framework for planning Board agendas throughout the year. Other matters are scheduled during the year when monthly agendas are prepared;
- (6) uses a signature facsimile stamp of the signature of the Chair of the Board on professional employment contract documents, diplomas, certificates of appreciation, and the official copy of the Board minutes when the President of the College countersigns each of the aforementioned documents with an original signature of his/her own. Also uses this stamp for the

acknowledgment of such correspondence from the general public and for other specific purposes, as the Chair may direct and authorize;

- (7) provides staff assistance for official Board business;
- (8) acts as the official custodian of the Seal of the College and applies the Seal as authorized;
- (9) certifies documents, resolutions, and actions of the Board as may be required for certain transactions; and
- (10) performs other duties as assigned.

G. Committees

1. Ad Hoc Committees

Although the Board will operate as a committee of the whole, ad hoc committees or subcommittees of two, three or four Board members may be established by the Board Chair from time to time to consider and report to the committee of the whole on particular issues. The conduct of ad hoc committees shall conform to State law.

2. Audit Committee

a. Committee Structure

The Board shall constitute itself as a committee of the whole to perform the duties of the audit committee, which shall be a standing committee of the Board and be chaired by the First Vice Chair. The audit committee shall meet at least twice per year with the external auditors, once at the commencement of the annual audit, and once at the conclusion of said audit. The purpose of the meetings is:

- (1) to review the scope of work for the independent audit; and
- (2) to review the annual financial report and the results of the audit.

b. Committee Role

The Audit Committee will review the audit process, the financial reporting process, the system of internal control and management risks, and the process for monitoring compliance with laws and regulations. In performing its duties, the committee will maintain effective working and communications relationships with management and the internal and external auditors.

On or before September 30, or within three months after the close of the College's fiscal year, subject to certain extensions, the auditors shall submit the audited financial statement to the Board of Trustees.

H. Meetings

The governmental procedures provisions of the Annotated Code of Maryland (the “Open Meetings Act”) are applicable to Montgomery College by the Board of Trustees of Montgomery College. This section and sections I and J are intended to be consistent with the Open Meetings Act requirements and address specific situations encountered in Montgomery College operations; in the event of any conflict between these Bylaws and the Open Meetings Act, the Open Meetings Act prevails.

1. Annual Meetings

The annual meeting of the Board is normally held in June at which time Officers are elected for the year beginning on July 1.

2. Notice of Meetings

The Board shall give notice of meetings as required by State law.

3. Location of Meetings

The Board normally holds its regularly scheduled monthly meetings in the Board Room of the College’s Central Services Building located at 9221 Corporate Boulevard in Rockville, Maryland, but it may from time to time hold meetings on the campuses or at a designated site off campus.

4. Regular Meetings

The regularly scheduled meetings of the Board are normally held on Mondays. When the time or date of such meetings is changed, the Secretary/Treasurer informs all Board members.

5. Special Meetings

The Board may hold additional meetings, called “special meetings”, which provide an opportunity for the Board to take the required action on unanticipated, important items. The need for special meetings is determined by the Board or by the Board Chair. Whenever possible, at least 24 hours public notice of a special meeting will be given.

6. Conference Sessions

A conference session is a meeting held to discuss general background information of interest to the Board. No official action is taken by the Board during these sessions. Conference sessions shall be called by the Board Chair at the request of any member or of the President of the College. The conduct of conference sessions shall conform to State law.

7. Executive (Closed) Sessions

The Board may hold closed executive sessions as permitted by State law.

Executive sessions are attended only by the Trustees, the President, and other persons invited to attend. Executive sessions shall be called by the Board Chair at the request of any Trustee or of the President of the College. Notice must be given of the executive session as required by State law.

8. Records of Meetings

The Board shall keep accurate minutes of its proceedings. When requested by any member of the Board, the recorded resolutions in the minutes will reflect the name of the Board member and his/her vote on a proposal. The minutes are maintained by the Secretary/Treasurer for at least five (5) years after the date of the meeting and are considered a public record of the Board's actions, except the minutes of a closed session may be maintained as confidential by the Board as permitted by State law.

9. Quorum and Adoption of Motions and Resolutions

A quorum shall consist of the number of trustees equal to half the number of duly appointed and serving members (and then rounded down if the calculation results in a fraction) plus one. Motions or resolutions of the Board are adopted by a majority vote of those present and voting after the establishment of a quorum.

10. Conduct of Meetings

Except as otherwise specifically provided by statute or by resolution of the Board, meetings of the Board, generally, shall be conducted in accordance with the most recently published edition of *Robert's Rules of Order*.

I. Public and College Personnel Attendance at Meetings

Regular and special meetings are open to the public as provided by law. Members of the staff, faculty, student body, and community are invited and encouraged to attend open meetings of the Board.

1. Recording of Meetings

A member of the public, including any representative of the news media, may record, photograph, videotape, broadcast, televise, or webcast the proceedings of the Board at an open session by means of any type of recorder or camera, if these devices:

- a. are operated without bright light that disturbs the Board or other persons attending the session; and
- b. do not create excessive noise that disrupts the Board or other persons attending the session.

The presiding officer may restrict the movement of a person who is using a recording device, camera, broadcasting, televising, or webcasting equipment if it is necessary to maintain the orderly conduct of the session.

3. Meeting Decorum

If, in the judgment of the presiding officer, a person's behavior is disruptive to the meeting, that person may be asked to leave. If that person does not leave as requested, the person may be removed.

J. Agendas

1. Preparation of Agendas

The Secretary/Treasurer is responsible for preparation of the agenda. Normally, a “regular agenda” is prepared for each meeting and a “reading agenda” is prepared as necessary throughout the year.

The agenda may include a “consent agenda,” which may contain routine actions, such as approval of Board meeting minutes, and other noncontroversial items that will be grouped together and decided by the Board under one motion without discussion or debate. Any board member can request that an item be removed from the consent agenda. No reason is required for such a request and no vote on the request shall be taken. Once removed, the item becomes a standard standalone agenda item.

2. Regular Agenda

The regular agenda for each Board meeting includes items for discussion and action and material related thereto. Normally, the President of the College develops recommendations for the regular agenda by consulting with appropriate persons at the College.

Normally, any new or significant policy change shall first be listed on an agenda as a discussion item and not listed for action until the next successive regular meeting. Policy modifications may be included on the consent agenda.

3. Reading Agendas

The reading agenda includes background information and information or reports on topics on which no action or discussion will be required by the Board. It may also include information and reports that may require action at a later date.

4. Distribution of Agendas to Trustees

Agendas and meeting materials shall be distributed to Board members on the Board’s electronic portal. Distribution will normally occur one week, or as soon as practically possible, before the scheduled meeting.

5. Posting of Agendas

In accordance with State law, the agenda for regular and special public meetings shall be posted on the Board’s website as soon as practicable after the agenda has been determined, but no later than 24 hours before the meeting.

K. Electronic Meetings

The Board may conduct business by means of a complete, majority, or partial electronic meeting in audioconference and/or videoconference methods. Such a meeting shall be conducted in accordance with State law. Participating Trustees must have simultaneous aural communication with one another and with the public, if required by law, by means of telephonic or Internet connection.

1. Quorum

Trustees participating in a meeting by audioconference or videoconference shall be considered present for purposes of determining a quorum.

2. Minutes

Meeting minutes shall indicate how Trustees, who were not in the meeting room, participated in the meeting.

3. Types of Electronic Meetings

a. A “complete electronic meeting” is one in which all Trustees participate by electronic means.

b. A “majority electronic meeting” is one in which a majority of Trustees participate by electronic means. The remaining Trustees convene in a meeting room.

c. A “partial electronic meeting” is one in which some Trustees participate by electronic means. The remaining Trustees convene in a meeting room.

4. Device and Communication Service

Trustees participating in meetings electronically will normally provide the device and communication service subscription necessary to connect to the meeting.

5. Method of Trustee Connection

a. Audio conference

The Secretary/Treasurer will designate a phone number or audio conference bridge for audio conference participants and, in the case of a majority or partial electronic meeting, a speaker phone to be placed in the meeting room in such a way that Trustees there have simultaneous aural communication.

b. Videoconference

The Secretary/Treasurer will designate a system, typically a service operating on the Internet (e.g., a commercial service such as Skype, FaceTime, etc.), for videoconference participants and, in the case of a majority or partial electronic meeting, a projection system to be placed in the meeting room in such a way that Trustees there can see the videoconference participant(s) and have simultaneous aural communication.

6. Public notification

a. Trustee notification

When electronic methods are an option, Trustees intending to participate electronically should notify the Secretary/Treasurer before the announcement is posted.

b. Announcement

In the event Trustee(s) intend to participate in a meeting electronically, meeting announcements shall indicate whether the meeting will be a complete, majority, or partial electronic meeting.

7. Participation

a. Trustees

The Board chair shall provide full participation rights to Trustees participating by electronic means. Audio conference and/or videoconference participants may speak when recognized by the chair. The chair will verify the votes cast by electronic participants before announcing the vote result.

b. Public observers

When the Board holds open meetings as electronic meetings, public observers will be provided simultaneous aural communication.

(1) Complete electronic meetings

When an open meeting is announced as a complete electronic meeting, the Secretary/Treasurer will announce and provide a meeting room with speakers that broadcast Trustees' voices.

During open sessions of complete electronic meetings, members of the public wishing to speak during the public comments period shall be provided by the Secretary/Treasurer with an electronic means to have simultaneous aural communication with the Board and public observers who are present in the meeting room.

(2) Majority and partial electronic meetings

The Secretary/Treasurer will provide speakers that broadcast electronically participating Trustees' voices in the meeting room where the other Trustees are assembled in a majority or partial electronic meeting.

During majority and partial electronic meetings, members of the public wishing to speak during the public comments period shall do so in the meeting room.

8. Technical Malfunctions

a. Technical Support

The Secretary/Treasurer will provide for technical support during electronic meetings for the portion of the communication system within the College's control.

b. Malfunctions Affecting Trustee Participants

In the event of a technical malfunction that prevents an electronic Trustee participant from hearing or being heard, at the discretion of the Chair, the meeting may be paused or suspended until the malfunction is corrected. If an electronic participant's connection cannot be restored in a reasonable period, the chair can proceed if a quorum is otherwise established by Board members remaining in the meeting room plus other electronic participants who have simultaneous aural communication.

c. Malfunctions Affecting Public Observers

During the conduct of a complete electronic meeting open to the public, the Secretary/Treasurer will provide a means to monitor the speakers broadcasting in the meeting room. In the event of a malfunction preventing the public observers from hearing the proceedings, the Secretary/Treasurer will notify the Chair as soon as practically possible. The Chair must suspend the conduct of the meeting until the broadcast in the meeting room is restored.

L. E-mail Communications

1. Communications for Board Business

- a. The College will provide each Trustee with a College e-mail address for the duration of the Trustee's term. This will be the preferred account for e-mail communications, though a Trustee may choose to use a forwarding configuration to a personal account.
- b. Upon completion of a Trustee's term, the account and its contents will be deactivated.
- c. All communications with and among Trustees shall be conducted in accordance with the Maryland Open Meetings Act. Trustees will refrain from engaging in discussions of substantive matters by e-mail. Board members should not use e-mail to interactively communicate among themselves concerning Board business, and should avoid using the forward and reply-to-all functions.
- d. Official communications with Trustees regarding Board business will be managed by the president or designee.
- e. The Chair may set additional expectations or standards regarding e-mail communications.

2. Communications with the Public, College Employees, and Students

- a. The Board will provide an e-mail address on its website for public comment. This is the official method for the public, employees, and students to communicate with the Board. The account will be monitored by the chief of staff or designee. These communications will be reported to the Board Chair on a regular basis, who will direct distribution to the board.
- b. Trustees will not ordinarily conduct e-mail communications directly with College employees or students. If a Trustee receives on College-

provided e-mail address from the public, employees, and/or students, the Trustee will not respond or participate in the discussion, but report the communication to the Board Chair.

M. Comprehensive Liability Insurance and Defense of Sovereign Immunity

The Board may carry comprehensive liability insurance to protect the Board, its agents and employees, and the agents and employees of any community college under its jurisdiction. The purchase of the insurance is for an educational purpose and is a valid educational expense. The Maryland Higher Education Commission may adopt standards for the policies, including a minimum liability coverage which may not be less than \$100,000 per occurrence. Any policy purchased after the adoption of these standards shall conform to them.

The Board complies with this section if it is self-insured, for at least such amounts per occurrence as may be required by applicable State law and the rules and regulations of the State insurance commissioner.

This section does not prevent the Board, on its own behalf, from raising the defense of sovereign immunity in a proper case and to any amount of a claim in excess of the limits of an insurance policy or in excess of \$100,000 in the case of self-insurance.

N. Trustee Emeritus/Emerita Recognition

1. Eligibility

- a. Trustees completing at least one full six-year term of service are eligible for Trustee Emeritus/Emerita status at the time of their retirement from the Board. Granting of Trustee Emeritus/Emerita status will be determined by a majority affirmative vote of the current Trustees.
- b. Trustees who do not complete a full six-year term may be nominated at the time of their departure from the Board for Trustee Emeritus/Emerita status by a member of the current Board of Trustees. A nominee may be designated as Trustee Emeritus/Emerita by a majority affirmative vote of the current Trustees.

2. Recognition

The recognition attending this title includes:

- a. Posting on a suitable plaque in the Board Conference Room.
- b. Listing in the College Catalog and other publications.
- c. Receiving Montgomery College *President's Report to the Board* and other appropriate publications.
- d. Receiving invitations to various College activities and activities of associated foundations and other support organizations.
- e. Representing the Board as an ex-officio member on special committees or at special events when so requested by the current Board Chair.

II. Responsibilities and Obligations of the Board, Individual Trustees and the President

A. Board and Individual Trustees

There are a number of responsibilities and obligations of the Board which are the foundation of trusteeship. Some of these responsibilities and obligations must be observed by Board members from the standpoint of the Board as a whole and others must be observed from the standpoint of Board Trustees as individuals.

1. Board Responsibilities and Obligations

The Board shall:

- a. define the role and mission of the College and establish institutional objectives;
- b. be responsible for selecting, evaluating, and, if necessary, terminating the President;
- c. demonstrate and ensure fiduciary responsibility and appropriate stewardship of College financial, physical, and human resources;
- d. monitor the instructional programs including academic policy and the evaluation of current curricular offerings and consider recommendations for the addition of new programs and termination or major modification of existing programs;
- e. ensure that comprehensive and continuous short and long-range institutional planning occurs;
- f. maintain appropriate relationships with the associated foundations and other support organizations of the College;
- g. ratify the conferral of degrees and certificates by the faculty;
- h. approve all honorary degree recipients;
- i. ensure that the College is managed in a professional and business-like manner;
- j. engage in positive public relations for the College;
- k. preserve institutional independence from encroachment of that independence from whatever source it might come;
- l. evaluate periodically how well the institution is performing in relationship to the established role and mission of the College;
- m. maintain an atmosphere that encourages innovation and change;
- n. insist on being completely informed about all aspects of the College;
- o. regularly engage in Board self-evaluation;

- p. establish policies for the conduct of the activities of the College; and
- q. establish and follow a communication protocol that ensures appropriate channels of communication between the Board and the faculty, students, staff and the surrounding community.

2. Individual Trustee Responsibilities and Obligations

Each Trustee shall:

- a. prepare for Board meetings by reviewing materials furnished in advance of the meeting;
- b. communicate recommended Board agenda items to the Board Chair in advance;
- c. maintain confidentiality on all matters discussed at closed meetings of the Board;
- d. participate in board development and continuing education functions and education conferences held by various professional organizations or as required by law;
- e. attend at least fifty percent (50%) of the meetings of the Board during any consecutive 12-month period to appropriately perform the responsibilities of a trustee and to avoid the resignation provisions of Section 8-501, State Government Article.
- f. request Board approval (through the Board Chair) before engaging in any individual activity (other than local travel) that will result in expenditure of College funds;
- g. refrain from involving members of the College staff in Board, College or other activities without consultation with the College President and the Board Chair;
- h. refrain from interfering in the day-to-day administration or activities of the College; and
- i. speak and act only in the best interests of the College and in harmony with the Board chair.

B. The President

1. General Responsibilities and Obligations

There are a number of responsibilities and obligations of the President, not only to the Board, but also to the College as an institution and to the constituent parts of the College and the community. The President shall serve as the chief administrator of the College and the Secretary/Treasurer to the Board. In all of these capacities, the President shall seek to maintain and develop the College as an educational institution of superior quality instruction; as a community institution of higher education whose educational programs and services are responsive to the community; and as an effective and efficient institution within

the role and scope of a community college in Maryland. The President shall seek to provide an environment of continuing renewal for the College so that its orientation is consciously to the future as well as the present. These responsibilities and obligations include the following:

- a. oversight over the day-to-day operations of the College as the chief administrative officer of the institution. This includes responsibility for the conduct of the College and for the administration and supervision of its various components;
- b. implementation of the policies of the Board through development and efficient, effective execution of procedures and processes;
- c. leadership and vision to inspire and motivate positive, creative, student-centric results by faculty and staff for the benefit of students and the community; and
- d. effective exercise of all executive and administrative authority and duties associated with the role and purposes of the College, as guided by its mission statement, by direct personal action or through delegation to those the President may designate from time to time.

2. Administrative Structure; Advice

- a. The President shall develop and implement an appropriate organizational structure for the College and shall provide for the creation, maintenance, and when necessary, the abolishment of such College administrative offices as may be needed from time to time for the effective and efficient provision of academic, administrative, and student services for the campuses of the College, for the Workforce Development & Continuing Education operations of the College, and for the general functioning of the College as a community college under the laws of the State of Maryland.
- b. The President, in developing recommendations for consideration of the Board, shall seek advice as appropriate from administrators and from such other persons as the President believes appropriate for the particular education or administrative matter under consideration. Such advice is intended to assist the President in making sound and wise decisions and recommendations relative to the College and its responsibilities.

3. Roles and Duties

The roles and duties of the President shall include the following:

- a. To be concerned foremost with the overall functioning, development, and leadership of the College in its educational service to the community, within the role and scope of the College as defined by the Board and the appropriate State agencies;
- b. Provide for the ongoing evaluation of the effectiveness of the College and the institutional responsiveness of the College to the community and to the requirements of appropriate groups and agencies;

- c. To be responsible for planning and implementing administrative action supportive of and consistent with the policy determinations of the Board and for appropriate planning and servicing for the official conduct of the responsibilities of the Board, the legal governing board of the institution;
- d. Provide direction and recommendations for the educational development of students and for the appropriate increased public awareness of and interest in the College;
- e. Review the overall effectiveness and conformance of various College operations, programs and services, campus and community services administration, and central office functioning;
- f. Provide for the general allocation, assignment, and reassignment of the resources of the College to attempt to achieve maximum utilization of institutional resources to serve the community, in response to changing conditions, within the fiscal limits of the Board's approved budgets;
- g. Provide administrative assistance to the Board when the Board, as a corporate body, initiates or responds on behalf of the College to various governmental and policy regulating groups and organizations;
- h. Recommend to the Board from time to time appropriate policies and modifications to policies that will provide for the effective and efficient operation of the College as a community higher educational institution;
- i. Provide for orientation and ongoing development of Board members and officers relative to the nature and status of the College, trusteeship, and board leadership;
- j. Recommend to the Board appropriate operating and capital budgets and long range plans, in conformance with the policies of the Board and the requirements of the law;
- k. Provide for legal counsel to the Board in appropriate matters requiring Board consideration;
- l. Provide for the coordination of the College with appropriate requirements of the local, State, and Federal governments;
- m. Represent the College to and foster cooperation with the local, state, regional, and national communities and educational endeavors;
- n. Provide appropriate coordination and management of the negotiations and contract administration associated with collective bargaining agreements; and
- o. Perform such other duties as may be established or agreed upon.

III. Suspension of the Bylaws; Amendment to the Bylaws

A. Suspension of the Bylaws

These Bylaws may be suspended at any regular meeting of the Board by the affirmative vote of three-fourths of the members present, provided a quorum is established.

B. Amendment to the Bylaws

These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of three-fourths of the members present, provided a quorum is established; or in the alternative these Bylaws may be amended by the vote of the majority of the members present, provided a majority of the membership is present, and provided further that notice of the proposed change has been given at least 30 days before the meeting, such notice to be given by the Secretary/Treasurer of the Board.

Board Approval: October 15, 1984; June 17, 1985; June 16, 1986; November 15, 1993; June 19, 2000; September 18, 2000; July 9, 2001; May 16, 2005; February 28, 2011; June 10, 2013; May 15, 2017.