Chapter: Executive Leadership Modification No. 015

Subject: **Board of Trustees Bylaws**

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I. Board Structure and Operations

These Bylaws are hereby adopted pursuant to the powers vested in the Board of Trustees of Montgomery College under Title 16 of the Education Article of the Annotated Code of Maryland (the "Education Article").; In the event of any conflict between these Bylaws and the Education Article, the Education Article prevails.

1. Name of the College

The name of the College shall be "Montgomery Community College", authorized to do business as "Montgomery College" (and may hereafter be referred to as the "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.

A. Establishment

The Board is established pursuant to Sections 16-101 and 16-411 of the Education Article.

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.

Trustees serve without compensation but shall be entitled to reimbursement for their expenses that have been authorized by the Chair.

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.

A Trustee may be reappointed.

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 Operate

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, 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 staff 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 authority to accept service of process on behalf of the College, the President and the Board of Trustees, is hereby delegated to the Office of 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 law") 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 law, the Ethics law 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

At or before the last regular meeting of the Board in each fiscal year, 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. Special Election of Officers

In the event of a vacancy prior to the regular election, the Board shall conduct a special election for the vacant position of Chair, First Vice Chair, or Second Vice Chair.

3. Term of Office

Except for the Secretary/Treasurer, the officers are elected for a term of one year. The Chair and First Vice Chair positions shall be eligible for re-election for one additional consecutive term. The Second Vice Chair position shall not be eligible for re-election for a consecutive term in that position, but shall be eligible to be elected as First Vice Chair or Chair. A member who fills a partial term may fill that term either immediately before or after a full one-year term.

4. Qualifying Service Requirement

To qualify for service as a board officer, a Trustee should demonstrate leadership ability, exemplary governance philosophy and judgment, stellar past performance as a Trustee, and must have the availability of time and willingness to serve and commit the required time.

To qualify for service as Chair or First Vice Chair of the Board, a member shall have served a minimum of two years on the Board. To qualify for service as Second Vice Chair of the Board, a member shall have served a minimum of one year on the Board.

5. Duties of Officers

a. 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

The vice chairs consist of the First Vice Chair and Second Vice Chair. 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.

c. Maryland Open Meetings Act Training

Upon election, any officer who has not previously completed the Maryland Open Meetings Act training provided by the Maryland Attorney General's Office shall complete such training prior to the first Board meeting of the subsequent fiscal year. Certificates of completion shall be submitted to and maintained by the Secretary/Treasurer.

d. 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, an administrator 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. 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.

2. Ad Hoc Committees

Ad hoc or special committees or subcommittees of two, three, or four Trustees may be formed by the Board Chair as necessary to consider and to report or recommend to the Board as a whole on particular areas of interest or concern.

H. Board Webpage

The College shall maintain on its website a webpage dedicated to the Board that will include a repository of information regarding the Board, including meeting notices, agendas and minutes as required by State law.

I. Meetings

Meetings of the Board of Trustees shall be held in accordance with the provisions in Title 3 of the General Provisions Article of the Annotated Code of Maryland (the "Open Meetings Act"). In the event of any conflict between these Bylaws and the Open Meetings Act, the Open Meetings Act prevails.

1. Regular Meetings

Regular monthly meetings of the Board are held at such time and date as the Board may determine. The Board does not normally hold regular meetings during July or August.

2. Notice of Meetings

The Board shall give written notice of the date, time, and place of any meetings by posting notice on the Board website or by any other reasonable method. If appropriate, such notice should include a statement that a part or all of a meeting may be conducted in closed session. A copy of any notice provided under this section shall be maintained for at least three years after the date of the meeting.

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. Special Meetings

The Board may hold additional meetings, called "special meetings," which provide an opportunity for the Board to discuss and/or take 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.

5. 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.

6. Closed Sessions

The Board may convene in closed sessions for the specified purposes and in accordance with the procedures set forth in State law.

Closed sessions are attended only by the Trustees, the President, and other persons invited to attend. Closed 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 closed session as required by State law.

Before the Board meets in closed session, the Board Chair or presiding officer shall conduct a recorded vote on closing the session and make a written statement of the reason for closing the session, including a citation of the authority for closing, and a listing of the topics to be discussed. A copy of the written statement shall be maintained for at least three years after the date of the closed session. To the extent practicable, a copy of the written statement shall be posted on the Board webpage.

Board members and any others invited to attend a closed session shall maintain the confidentiality of any matters discussed at a closed session.

7. Records of Meetings

The Board shall keep minutes of its proceedings. The minutes of open session meeting shall reflect each item considered by the Board, any action that the Board took on each item, and each vote that was recorded. When the Board meets in closed session, the minutes for its next open session shall include a statement of the time, place, and purpose of the closed session, a record of the vote of each member as to closing the session, a citation to the statutory authority for closing the session, and a listing of the topics of discussion, the persons present, and any action taken during the session. Minutes of public session meetings will be posted to the Board's webpage after approval by the Board, and shall be open to public inspection during ordinary business hours, except that the minutes of a closed session meeting shall be sealed and not open to public inspection in accordance with State law. The minutes are maintained by the Secretary/Treasurer for at least five (5) years after the date of the meeting.

8. 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.

9. 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.*

J. 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 and observe open meetings of the Board. Except in instances where the public is invited by the Chair or presiding officer to provide testimony or other forms of participation, no member of the public attending an open meeting may participate in such meeting.

1. Written Testimony

Any member of the public may submit written testimony for consideration by the Board by submitting such testimony via email to trustees@montgomerycollege.edu.

2. 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.

K. Agendas

1. Preparation of Agendas

The Secretary/Treasurer is responsible for preparation of the agenda.

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. Agenda

The regular agenda for each Board meeting shall include known items of business or topics for discussion and action at the portion of the meeting that is open, and indicate whether the Board expects to close any portion of the meeting in accordance with applicable State law.

New policy or significant policy modifications are normally first listed on an agenda as a discussion item and at a successive regular meeting for action. Policy modifications may be included on the consent agenda.

3. 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.

4. 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.

L. Remote Meetings

The Board may conduct business remotely using audioconference or videoconference platforms. 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 Remote Meetings

a. A "complete remote meeting" is one in which all Trustees participate and members of the public observe through an audioconference or videoconference platform.

b. A "hybrid remote meeting" is one in which one or more Trustees participate or members of the public observe through an audioconference or videoconference platform, while others convene in a meeting room.

4. Device and Communication Service

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

5. Method of Trustee Connection

   a. Audioconference

      The Secretary/Treasurer will designate a phone number or audioconference bridge for audioconference participants and, in the case of a hybrid remote meeting, will provide 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, for videoconference participants and, in the case of a hybrid remote meeting, a projection system to be placed in the meeting room in such a way that Trustees there can see the videoconferencing participant(s) and have simultaneous aural communication.

6. Notification

   a. Trustee notification

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

   b. Public notification

      When an open meeting is planned as a complete or hybrid remote meeting, the Secretary/Treasurer will announce it as such and provide a uniform resource locator (URL) web link for members of the public to observe the meeting.

7. Participation

   a. Trustees

      The Board chair shall provide full participation rights to Trustees participating by remote means.

   b. Public observers

      When the Board holds open meetings in a complete or hybrid remote format, public observers will be provided simultaneous aural communication.

8. Technical Malfunctions

   a. Technical Support

The Secretary/Treasurer will provide for technical support during remote 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 a Trustee participating remotely from hearing or being heard, at the discretion of the Chair, the meeting may be paused or suspended until the malfunction is corrected. If a remote 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 remote participants who have simultaneous aural communication.

c. Malfunctions Affecting Public Observers

During the conduct of a complete remote meeting open to the public, the Secretary/Treasurer will provide a means to monitor the conferencing platform. 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 aural communication is restored.

M. Email Communications

1. Communications for Board Business

a. The College will provide each Trustee with a College email address for the duration of the Trustee's term. This will be the preferred account for email 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 email. Board members should not use email 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 email communications.

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

a. The Board will provide an email 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 email communications directly with College employees or students. If a Trustee receives a communication on his/her College-provided email address from the public, employees, and/or students, the Trustee will not respond or participate in a discussion, but report the communication to the Board Chair.

N. 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.

O. 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 current member of the 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. presentation of the recognition at a public board meeting,

b. a framed copy of the board resolution for the recognition,

c. a medallion to commemorate the recognition, and

d. listing of the recognition in the College Catalog and other publications.

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.

4. Delegation of Authority to the President

The Board hereby delegates to the President the authority to execute all legal documents related to the administration and operation of the College. The Board also delegates to the President to authority to take personnel actions, including

the authority to accept resignations of College employees, without prior Board approval, consistent with polices authorized by the Board. The President will provide a written report of all hirings and separations to the Board at each regularly scheduled meeting.

III. Amendment, Severability and Effective Date

A. Amendment to the Bylaws

These Bylaws may be amended at any regular meeting of the Board by the affirmative 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 seven days before the meeting, such notice to be given by the Secretary/Treasurer of the Board.

B. Bylaws Severability

If any provision of these Bylaws should be found contrary to law, the other provisions shall continue in full force and effect.

C. Effective Date and Repeal of Inconsistent Provisions

These Bylaws shall become effective July 1, 2022, and shall repeal, supersede, and replace any bylaws adopted prior to that date.

Effective Date: October 15, 1984
Modification Date(s): 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; September 9, 2021; June 22, 2022; April 15, 2024; May 18, 2026.
Last Review Date: May 18, 2026.