
Chapter: Board of Trustees

Modification No. 055

Subject: **Board of Trustees Bylaws**

Table of Contents

<u>Topic</u>	<u>Page No.</u>
I. Board Structure	1-13
A. Establishment	1
1. Authority for Establishment	1
2. Name	1
3. "Montgomery College"	1
B. Composition and Appointment	1-2
1. Composition	1-2
2. Appointment	2
C. Term of Office and Vacancies	2-3
1. Term of Office	2
2. Vacancies	2-3
D. Officers	3-5
1. Officers of the Board	3
2. Term of Office	3
3. Qualifying Service Requirement	3
4. Duties of Officers	3
a. Chair:	3
b. Vice Chairs:	3-4
c. Secretary/Treasurer:	4-5
E. Committees	5-6
1. Board Executive Committee	5
2. Board Orientation Committee	5
3. Budget Review Process Committee	5
4. Special Study Committee	5
5. President/Board Evaluation Committee	5
6. Technical Occupational Programs	5
7. The Community-Business Campus	5
8. Audit Committee	5-6
F. Meetings	6-8
1. Annual Meetings	6
2. Notice of Meetings	6
3. Location of Meetings	6
4. Regular Meetings	6
5. Special Meetings	6
6. Conference Sessions	6-7

Table of Contents (cont'd)

<u>Topic</u>	<u>Page No.</u>	
7. Executive (Closed) Sessions	7	
8. Records of Meetings	7	
9. Quorum and Adoption of Motions and Resolutions	7	
10. Conduct of Meetings	8	
11. Public and College Personnel Participation in Meetings	8	
G. Agendas	8-9	
1. Preparation of Agendas	8	
2. Regular Agenda	8	8-9
3. Reading Agendas	9	
4. Distribution of Agendas	9	
H. Powers and Duties	9-12	
1. General Statement of Powers and Duties	9	
2. Authority to Establish and Operate	9-10	
3. Salaries and Tenure	10	
4. Acquisition of Property	10	
5. Disposition of Property	10	
6. Cooperative Use of Facilities	10-11	
7. Gifts and Grants	11	
8. Student Entrance Requirements	11	
9. Curriculum	11	
10. Tuition and Fees	11	
11. Agreements	11	
12. Appointment of President	12	
13. Budgetary Approval and Submission	12	
14. Suits	12	
15. Seal	12	
I. Comprehensive Liability Insurance and Defense of Sovereign Immunity	12-13	
II. Responsibilities and Obligations of the Board, Individual Trustees and the President	13-18	
A. Board and Individual Trustees	13-15	
1. Board Responsibilities and Obligations	13-14	
2. Individual Trustee Responsibilities and Obligations	14-15	
B. The President	15-18	
1. General Responsibilities and Obligations	15-16	15-16
2. Administrative Structure; Advice	16	
3. Roles and Duties	17-18	
III. Suspension of the Bylaws; Amendment to the Bylaws	18-19	
A. Suspension of the Bylaws	18	
B. Amendment to the Bylaws	19	

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I. Board Structure

This section is excerpted from and based on the Education Article of the Annotated Code of Maryland.

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 and the trustees emeriti of Montgomery College shall be known as the Board of Trustees of Montgomery College.

2. Name

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").

3. The College may operate 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 Community College;
- c. shall have a minimum cumulative GPA of 2.5 at the time of application to the Board;
- d. shall have 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 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. 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. These officers also constitute the Board executive committee.

2. Term of Office

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 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.

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.

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, the Executive 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, in 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, and;
- (9) performs other duties as assigned.

E. Committees

Although the Board will operate as a committee of the whole, committees of two, three or four Board members may be established from time to time to consider and report to the committee of the whole on particular issues. Examples of committees may include:

1. Board Executive Committee
2. Board Orientation Committee
3. Budget Review Process Committee
4. Special Study Committee
5. President/Board Evaluation Committee
6. Technical Occupational Programs
7. The Community-Business Campus
8. Audit Committee

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.

F. Meetings**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 Administrative Center in Rockville, 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 the third Monday of each month at 7:00 p.m. 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 to discuss with a limited number of people 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.

7. Executive (Closed) Sessions

The Board may hold closed executive sessions as permitted by State law. The purpose of an executive (closed) session is to discuss items such as personnel matters, protection of privacy or reputation of individuals in matters not related to public business, consideration of real property acquisition, consultation with legal counsel, consultation with staff personnel, consultants, attorneys, or other persons in connection with pending or potential litigation and collective bargaining negotiations or related issues, public security and other matters as permitted by law.

Executive sessions are attended only by the Trustees, the President/Secretary/Treasurer, 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 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 at least five Board members. Motions or resolutions of the Board are adopted by a majority vote of those present and voting.

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 *Robert's Rules of Order, Revised*.

11. Public and College Personnel Participation in Meetings

Regular and special meetings are open to the public as provided by law. The Board seeks the advice and assistance of interested individuals and groups in the discharge of its educational and financial responsibilities for the College. Members of the staff, faculty, student body, and community are invited and encouraged to attend open meetings of the Board. A procedure has been established for scheduling comments by Montgomery College personnel and the general public during the regular and special meetings of the Board. A person representing an organization will be allowed five (5) minutes and each person speaking as an individual will be allowed three (3) minutes. A total of sixteen minutes will be made available for comments at the beginning of each meeting or immediately prior to discussion on agenda items falling into certain categories. Additional time for comments may be made available upon the request of the Board Chair and with the agreement of two-thirds of the Trustees present and voting.

G. Agendas

1. Preparation of Agendas

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

Normally, a "regular agenda" is prepared each month and a "reading agenda" is prepared as necessary throughout the year.

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 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.

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

The public agenda for regular and special meetings is distributed to the press, posted on faculty bulletin boards on each campus, distributed to all administrators of the College, chairpersons of the College, campus advisory groups, the president of each student government, the editors of the campus newspapers, and others as may be appropriate. These materials are also furnished to all interested persons and organizations upon request to the Secretary/Treasurer.

H. 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 Tenure

The Board shall fix the salaries and tenure of the President, faculty, and other 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 under an 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 a 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.

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.

I. 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.

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. 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;
- d. ensure that comprehensive and continuous short and long-range institutional planning occurs;
- e. ensure that the College is managed in a professional and business-like manner;
- f. engage in positive public relations for the College;

- g. preserve institutional independence from encroachment of that independence from whatever source it might come;
- h. evaluate periodically how well the institution is performing in relationship to the established role and mission of the College;
- i. maintain an atmosphere that encourages innovation and change;
- j. insist on being completely informed about all aspects of the the College;
- k. regularly engage in Board self-evaluation;
- l. establish policies for the conduct of the activities of the the College; and
- m. establish a communication policy 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 continuing education functions and education conferences held by various professional organizations;
- 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. refrain from engaging in any activity which is or could give the appearance of being a conflict of interest;
- g. 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;

- h. refrain from involving members of the College staff in Board, College or other activities without consultation with the College President and the Board Chair;
- i. refrain from interfering in the day-to-day administration of the College; and
- j. speak and act only in the best interests of the College.

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. 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. Serve as the Secretary/Treasurer to the Board, as required by State law;
- h. 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;
- i. 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;
- j. Provide for orientation of Board members relative to the nature and status of the College;
- k. 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;
- l. Provide for legal counsel to the Board in appropriate matters requiring Board consideration;
- m. Provide for the coordination of the College with appropriate requirements of the local, State, and Federal governments;
- n. Represent the College to and foster cooperation with the local, state, regional, and national communities and educational endeavors;
- o. Provide appropriate coordination and management of the negotiations and contract administration associated with collective bargaining agreements; and
- p. 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 majority of the total membership of the Board is present.

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 majority of the total membership of the Board is present; 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 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.