

# Bylaws

## Board of Trustees of Harford Community College

**Issued: May 2004**

**Revised: July 22, 2009**

**Revised: February 20, 2018**

**With amendments through October 9, 2018**

## **I. Identification**

- A. The name of the College shall be Harford Community College. The Board of Trustees of Harford Community College hereinafter is referred to as the Board, and Harford Community College as the College.

## **II. Authority**

- A. Establishment

The Board of Trustees of Harford Community College is established pursuant to Sections 16-101 and 16-408 of the Education Article of the Annotated Code of Maryland. The Board derives its authority from Title 16 of the Education Article of the Annotated Code of Maryland. The Board is responsible to the people of the county and state for developing the policies governing the general conduct and affairs of the College in accordance with state law.

## **III. The Board of Trustees**

- A. Composition of the Board

1. The Board shall consist of nine members.
2. Pursuant to Education Article 16-408, each of the members shall be:
  - (a.) A resident of Harford County; and
  - (b.) Appointed by the governor for terms of 5 years.
  - (c.) Of the nine members:
    - (i) Six shall be appointed with one from each of the six councilmanic districts; and
    - (ii) Three shall be appointed from the county at large.
  - (d.) No member may be a member of the Harford County Board of Education while serving as a member of the College's Board.
  - (e.) A Board member shall remain a resident of Harford County during his/her term or forfeit the office.

B. Term of Appointment

Members of the Board are appointed to serve overlapping five-year terms, as defined from the first day in July next succeeding their appointment. They shall hold office until their successors qualify. No person shall be eligible to serve more than two consecutive five-year terms. (Education Article 16-408)

C. Authority and General Powers

1. The Board:

- (a) Shall exercise such powers and privileges granted to or vested in the Board pursuant to Title 16 of the Annotated Code of Maryland and other applicable and binding statutes;
- (b) Shall maintain and exercise general control over the College including, in collaboration with the President, establishing the vision and strategic direction of the College;
- (c) Shall keep separate records and minutes;
- (d) Shall adopt reasonable policies and rules, bylaws, or regulations to effectuate and carry out the provisions of its authority;
- (e) May adopt a corporate seal;
- (f) May sue and be sued;
- (g) May purchase, lease, condemn, or otherwise acquire real or personal property it deems necessary for the operation of the College;
- (h) May sell, lease, or in any other manner dispose of the College's assets, real or personal, at public or private sale;
- (i) (1) With approval of the Board of Education of Harford County, may utilize any land, buildings, personal assets, or other facilities of the Board of Education;  
  
(2) With approval of the Maryland Higher Education Commission, may permit use of any land, buildings, or other facilities of the College by the Harford County Board of Education;
- (j) May receive local, state, and federal funds to defray the cost of the College program authorized by law and accept conditional or unconditional gifts or grants from any person or organization;

- (k) May determine entrance requirements, approve curricula, and award degrees and certificates, subject to minimum standards fixed by applicable state laws and/or governing agencies;
- (l) May charge reasonable tuition and fees to students with a view to making a college education available at low cost to all qualified persons;
- (m) Shall adopt the annual operating and capital budgets of the College, and approve funds necessary for the expansion and improvement of the College's physical plant, all upon recommendation of the President;
- (n) May enter into agreements or contracts with any person, firm, or corporation, or with any county, state, federal, or governmental agencies that are deemed by the Board to be necessary or advisable to the establishment, maintenance, and operation of the College;
- (o) Shall appoint the President of the College and fix the salary and tenure of the President;
- (p) May fix the salaries and tenure of the faculty, staff, and all other employees;
- (q) Shall evaluate the President periodically;
- (r) Shall determine, with the advice of the President of the College, the educational policies and academic programs of the College, subject to Title 16: the policies, rules and regulations, and bylaws of The Maryland Higher Education Commission. Such policies shall be codified and made available to the public. The Board shall, to the best of its ability, cause the rules, regulations, and bylaws of The Maryland Higher Education Commission to be carried into effect;
- (s) May retain legal services to represent the College in legal matters affecting the Board. Funds for such fees shall be placed in the annual budget;
- (t) Shall meet with the President, the Harford County Board of Education, and the superintendent of the school system at least twice yearly to discuss issues of mutual concern; and
- (u) Shall adopt the College calendar upon recommendation of the President.

#### E. Expenses

1. Members of the Board receive no salary; each member shall receive the sum of \$500.00 annually on the basis of a signed voucher for traveling and other expenses incidental to attending official Board meetings and transacting the regular business of the Board.

2. The Board may adopt rules regarding reimbursement of its expenses, subject to submission of appropriate receipts and approval of the President.

F. Conflict of Interest

Members of the Board are subject to the provisions of the Maryland Public Ethics Law as codified in Title 5 of the General Provisions Article of the Annotated Code of Maryland, and the regulations of the State Ethics Commission.

G. College Counsel

The Board of Trustees contracts for primary counsel, upon recommendation of the President. Counsel serves the College, through the President's office, in all legal matters. Counsel may engage additional legal services, as necessary, with the approval of the President.

## **IV. Election and Duties of Officers**

A. Officers

1. The officers of the Board shall be chair, vice-chair, and secretary-treasurer.
2. The President of the College shall serve as secretary-treasurer to the Board.
3. The chief executive officer shall be the President of the College.

B. Election of Officers

1. The Board annually elects at its first meeting following June 1 a chair and vice-chair. At this meeting, the secretary-treasurer presides until a chair has been elected. Nominations shall be made and properly seconded. A majority of the whole Board (five votes) shall be necessary for election. If no nominee receives the necessary five votes, then the President states that no election has occurred. If no election has occurred, the President may: 1) repeat the nomination process, or 2) declare that no further nominations will be received at that meeting, and that a special meeting will be called by the President for the purpose of continuing the election. The President (secretary-treasurer) may call a special meeting. The voting shall be by written, secret ballot.
2. On election, the chair presides. The chair is elected for a one-year term of office.
3. The election of a vice-chair proceeds in the same manner as that of the chair. The vice-chair is elected for a one-year term of office.
4. In the event the chair and/or the vice-chair die, resign, be removed from office, or otherwise become ineligible to serve, a new election is held in the manner above mentioned, at the next official meeting of the Board after the vacancy has occurred.

## C. Duties of Officers

### 1. The chair of the Board:

- (a) Presides at meetings of the Board;
- (b) Appoints committees;
- (c) Confers with the President and vice chair prior to each Board meeting regarding the agenda;
- (d) Decides all questions of order;
- (e) Signs and executes all necessary legal instruments approved by the Board;
- (f) Signs all documents required to be filed by law or by the state;
- (g) Calls any special meetings of the Board;
- (h) Performs other duties common to the office or as may be assigned from time to time by the Board or by law; and
- (i) Is the designated official spokesperson for the Board.

### 2. The vice-chair of the Board:

- (a) Performs the duties of the chair in the absence of the chair;
- (b) Performs other duties that are common to the office or as may be assigned from time to time by the Board, its chair, or by law;
- (c) Confers with the chair and President prior to each Board meeting regarding the agenda;
- (d) Serves as chair of the Finance and Audit Committee;
- (e) Facilitates the President's periodic evaluation by the Board, including a discussion with the Board and the President, and the collection of data; and
- (f) Serves as parliamentarian.

### 3. The secretary-treasurer of the Board:

- (a) Prepares the agenda and any reports as required by the Board;

- (b) In the absence of the chair and the vice-chair, the secretary-treasurer calls the meeting to order and presides until a temporary chair is elected; and
- (c) Acts as presiding officer during the election of a chair of the Board.

## **V. Other Relationships**

### **A. Board Professional Code of Conduct**

This Board expects its members to be consistent with the American Association for College Trustees guidelines for trustees in conducting business, including matters of authority, limits, and censure, as well as related behaviors.

### **B. The President**

The President is the chief executive officer through which the Board carries out its programs and exercises its policies. The President is responsible not only for the conduct and operation of the College, but also for the administration and supervision of all its areas of activity, the structure of all units and divisions, and the assignment of duties and responsibilities for all personnel.

The President sits with the Board and participates in its deliberations but does not vote. The President attends all meetings except those related to his/her personal position as President (i.e., annual evaluation and/or contract negotiations).

1. Pursuant to Section 16-104 of the Education Article of the Annotated Code of Maryland, the President:
  - (a) Reports directly to the Board;
  - (b) Has general control over all phases of the operation of Harford Community College including but not limited to the authority to take personnel actions on behalf of the Board as authorized by the Board;
  - (c) May delegate responsibilities to other College employees, subject to later review by the President, including a proper request for review under College rules and procedures;
  - (d) Accepts the written resignation of employees and reports such actions to the Board;
  - (e) Is responsible for the conduct of the College, including the adoption of reasonable rules and regulations, development of procedures, and establishment of all practices to implement and to interpret Board of Trustees' policies and for

the administration and supervision of its divisions and units, as well as the design and organizational structure of the College units, administration, groups, governance, hours/days of operation, and assignment of work responsibilities;

- (f) Recommends policies, a calendar, schedule of tuition and fees, and an annual budget to the Board; and
- (g) After conferring with the chair and vice chair, prepares the agenda for the meetings of the Board.
- (h) The President and other college personnel, as designated by the state, are subject to the provisions of the Maryland Public Ethics Law as codified in Title 5 of the General Provisions Article of the Annotated Code of Maryland, and the regulations of the State Ethics Commission.

### C. President-Board Relationship

1. The relationship is one of open and direct communication between the President and each trustee, based upon respect for the role to be performed by each other and a dedication to the greater goals of the College. The President works directly with the chair of the Board to effect the agenda, all actions of the Board, and all correspondence.
  - (a) The President serves as the official channel for all communications between the Board of Trustees and the College students, faculty, and staff, as well as government and community agencies, businesses, organizations, and College counsel.
  - (b) The President sits with the Board and participates in its deliberations but does not vote. The President attends all meetings except those related to his/her personal position as President (i.e., annual evaluation and/or contract negotiations).
  - (c) The President prepares and submits to the Board periodic reports on the progress of the College.
  - (c) The President as secretary-treasurer is responsible for preparing an agenda with appropriate materials for all Board meetings.
  - (d) The President develops personnel procedures and practices for personnel matters as well as for programs, services, activities and regulations, with the College staff, in order to keep the Board free to make broad policy decisions.

## VI. Board Meetings

### A. Regular Meetings

The chair shall propose a meeting schedule and the Board shall adopt a schedule of meetings for each fiscal year. Unless the chair designates otherwise, the Board will meet on the campus of the College at the agreed upon hour. Such meetings shall be open to the public except when the Board elects to meet in closed session pursuant to the Maryland Open Meetings Law.

### B. Special Meetings

Special meetings or closed sessions may be called by the chair or by the secretary-treasurer at the discretion of the chair. Whenever possible, at least 24 hours' notice of special meetings and their purpose shall be given to the trustees.

1. The Board is permitted to meet in closed session under Section 3-305 of the General Provisions Article of the Annotated Code of Maryland only to:
  - (a) Discuss the appointment, employment, assignment, promotion, discipline, demotion, compensation, removal, resignation, or performance evaluation of an appointee, employee, or officials over whom it has jurisdiction; or any other personnel matter that affects one or more specific individuals;
  - (b) Protect the privacy or reputation of an individual with respect to a matter that is not related to public business;
  - (c) Consider the acquisition of real property for a public purpose and matters directly related to the acquisition;
  - (d) Consider a matter that concerns the proposal for a business or industrial organization to locate, expand, or remain in the State;
  - (e) Consider the investment of public funds;
  - (f) Consider the marketing of public securities;
  - (g) Consult with counsel to obtain legal advice;
  - (h) Consult with staff, consultants, or other individuals about pending or potential litigation;
  - (i) Conduct collective bargaining negotiations or consider matters that relate to the negotiations;
  - (j) Discuss public security if the public body determines that public discussion would constitute a risk to the public or public security, including
    - (i) The deployment of fire and police services and staff; and
    - (ii) The development and implementation of emergency plans;
  - (k) Prepare, administer, or grade a scholastic, licensing, or qualifying examination;
  - (l) Conduct or discuss an investigative proceeding on actual or possible criminal conduct;
  - (m) Comply with a specific constitutional, statutory, or judicially-imposed requirement that prevents public disclosures about a particular proceeding or matter;

- (n) Discuss, before a contract is awarded or bids are opened, a matter directly related to a negotiating strategy or the contents of a bid or proposal, if public discussion or disclosure would adversely impact the ability of the public body to participate in the competitive bidding or proposal process; or
- (o) Discuss cybersecurity, if the Board determines that public discussion would constitute a risk to:
  - (i) security assessments or deployments relating to information resources technology;
  - (ii) network security information, including information that is:
    - (1) related to passwords, personal identification numbers, access codes, encryption, or other components of the security system of a governmental entity;
    - (2) collected, assembled, or maintained by or for a governmental entity to prevent, detect, or investigate criminal activity; or
    - (3) related to an assessment, made by or for a governmental entity or maintained by a governmental entity, of the vulnerability of a network to criminal activity; or
  - (iii) deployments or implementation of security personnel, critical infrastructure, or security devices.

#### C. Quorum

A majority of the nine-member Board shall constitute a quorum.

#### D. Voting Procedures for Full Board

1. On items requiring action on policy or contracts, the Board uses a voice vote and/or a written ballot requested by any one trustee.
2. On items requiring direction to the President for procedures or practices only, the Board can use majority consensus or unanimous consensus.
  - (a) The affirmative votes of a majority of a quorum shall be required to carry a motion.
  - (b) All members of the Board, including the chair, shall have the right to record their votes on any motion or resolution.
  - (c) The President of the College has the right to advise on any and all questions under consideration, but has no vote.

E. Actions of Board

1. Except as provided below, only actions by the Board in formal session, a quorum being present, shall constitute an act of the Board. Nothing contained herein shall limit the authority of the President, nor his/her staff, wherein Title 16 grants or permits such authority.
2. All final actions of the Board shall be taken at a public meeting, the minutes of which shall likewise be provided to the public. However, with respect to deliberations on land and site acquisitions, personnel, labor/employee relations, and related areas, the Board shall have the authority to meet and deliberate in closed session.

F. Procedures at Meetings

1. All questions before the Board shall be determined and decided by vote of a majority of a quorum unless otherwise required by law, rules, and regulations by the state, county, or these bylaws.
2. The rules contained in American Bar Association's *The Modern Rules of Order*, current edition, shall govern the conduct of meetings unless inconsistent with these bylaws or the public laws of Maryland.

G. Agenda

1. The President shall prepare the agenda for each regularly-scheduled Board meeting in cooperation with the Board chair and vice-chair and have it in the possession of each trustee seven calendar days before the meeting.
2. The agenda for a special meeting shall be sent as soon as possible prior to the meeting.
3. Individuals or groups wishing to present any matter of concern pertaining to the College shall make written request to the president of the College at least 10 working days prior to the regularly scheduled public meeting in order that the matter be taken under advisement and review. Upon recommendation by the president and approval of the Board chair, it may be included on the agenda for the meeting. Said individuals or groups shall provide accurate representation or copies of any testimony, evidence, resolutions, or printed material intended for presentation to the Board at least 10 working days prior so that it may be duly considered and/or distributed. On the President's recommendation, and with approval of the Board chair and vice-chair, the 10 working day requirement may be waived.
4. Under approval of the agenda, items may be deleted or added by motion agreed to by a majority vote of the Board at the meeting.

5. Individuals, news media, or organizations may request copies of the agenda of any public meeting. Agendas will be made available to the College community and to the public prior to and at all such meetings.

#### H. Participation at Meetings

1. The President of the College, in advance of the meeting, with the concurrence of the chair, may extend speaking privileges to others regarding the agenda or other matters she/he deems appropriate.
2. Time is set aside for “public comment” as part of the regular agenda in accord with the following procedures:
  - a. Citizens who wish to address the Board may do so by filling out a “Request to Appear Before the Board” form, which will be available prior to the start of the Board meeting from the Director for Communications. Information provided on the form shall include the date, name, address, whether the speaker is employed by the College, and the topic to be addressed.
  - b. Each citizen or group shall be given up to three minutes to speak, unless the Presiding Officer decides to extend the time limit. Topics for discussion must relate to college concerns. Comments which involve personal attacks, employment or employee-related matters, real estate acquisitions, or which contain unprofessional or inappropriate language or content shall not be allowed.
  - c. Any person wishing to circulate written materials to the Board for use during his/her comment shall submit such materials to the President’s office at least 10 days in advance of the Board meeting.
  - d. Trustees, the President, and staff members may wish to ask questions of the speaker or make comments in response to the speaker’s remarks. Board members shall ask to be recognized by the Presiding Officer for the purpose of questioning or commenting in accord with the rules of procedure.

## VII. Committees

#### A. Board Committees

1. Committees
  - (a) Committees may be appointed by the chair to address specific areas of interest or concern. Such committees may include members not from the Board, if specifically agreed to by a majority vote of the Board.
  - (b) The chair shall charge committees with specific duties, procedures, and timelines.
2. Finance and Audit Committee

- (a) The role and function of the Finance and Audit Committee is to establish long-term fiscal policy guidelines for the operation of the College, review the annual financial statements of the College with the external auditors, advise the full Board of the activity, and at any time serve as a screening committee to assist in the selection process for appointing an external audit firm. The Board of Trustees may make other charges to the Finance and Audit Committee at any time.
  - (b) The vice-chair of the Board serves as the chair of the Finance and Audit Committee with at least three members of the Board of Trustees appointed annually by the chair of the Board. Additionally, the chief financial officer of the College or the President's designee serves on the committee as a non-voting member.
- 3. In addition, the Board authorizes the President to create such curriculum advisory committees as may be deemed necessary and to create standing and *ad hoc* administrative, staff, faculty, or community group committees for the purpose of addressing College business and education matters.

## **VIII. Board Records and Reports**

### **A. General**

The President shall comply with all requirements for records and reports as specified in Title 16 of the Education Article and in the bylaws, rules, and regulations of the state, the Maryland Higher Education Commission, the Maryland Association of Community Colleges, and the State Board of Education.

### **B. Minutes**

The secretary-treasurer of the Board shall designate a person to take accurate minutes of Board meetings. Minutes shall be drafted, reviewed by the secretary-treasurer, recorded, and sent to Board members. Following approval of the minutes by the Board, an official copy shall be made and inserted in the official minute book. The President and the Presiding Officer of the meeting shall sign minutes for the official files where approval of the minutes occurs. Official minute files shall be available to the public.

### **C. College Report (Biennial)**

The President of the College shall prepare, publish, and distribute to interested citizens a biennial report of the condition, current accomplishments, and needs for improvement of the College, as well as statements of the business and financial status of the College.

### **D. Resolutions**

The Board shall maintain a record of its policies and resolutions within the minute files.

E. Audit

The annual financial audit shall be made within six months after the close of the fiscal year in accordance with standards and regulations prescribed by the state of Maryland, and the results of such examination shall be a public record and shall be reported to the Maryland Higher Education Commission or other duly designated state agency, the county executive, and the County Council of Harford County on such form or forms and in such manner as the Maryland Higher Education Commission or other duly-designated state agency may prescribe.

F. Report of Rules, Regulations, Etc.

The president of the College shall forward to the Maryland Higher Education Commission or other duly designated state agency, within ten calendar days of the passage thereof, a copy of any policy, regulation, bylaw, or other order passed by the Board, as well as a copy of the minutes of any meeting at which any such action is taken.

G. Staff Reports to the Board

Staff reports to the Board on students/enrollment, personnel, construction, maintenance, administration, finance, instruction, or related College business may be requested by the Board or scheduled by the President of the College.

H. Public Information

Recognizing that Harford Community College is supported by people for the common good, the Board of Trustees believes that the public should be kept informed of events and programs taking place in the College. The Board authorizes its chair and its secretary-treasurer, or their designee, to issue information on all official activity of the Board for public knowledge.

## **IX. Bylaw Amendment Procedure**

- A. These bylaws may be amended through a motion that provides substitute wording or refers to a specific deletion and is agreed to by a two-thirds vote of the total membership at any regular or special meeting following ten days' advance notice in writing of the proposed change.

## **X. Bylaw Severability**

- A. If any provision of these bylaws or any application of them shall be found to be contrary to law, then such provision or application shall not be deemed valid and subsisting except to the extent permitted by law; but all other provisions or applications shall continue in full force and effect.

## **Delegation of Authority**

The Board of Trustees of Harford Community College (“Board”) delegates authority to the President of Harford Community College (“HCC”) to take personnel actions on behalf of the Board.

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### **1. DELEGATION OF AUTHORITY TO TAKE PERSONNEL ACTIONS ON BEHALF OF THE BOARD.**

- A. The Board expressly delegates to the President the authority to take personnel actions without prior approval of the Board. HCC’s procedures for grievances and appeals of such personnel actions shall be followed, as applicable, to ensure due process and the existence of good cause for discharge when required by law or express contract.
  - B. This delegation includes the authority to appoint, hire, continue, terminate, suspend with or without pay, reassign, discipline, or demote all HCC employees.
  - C. This delegation includes the authority of the President to determine the start dates of HCC employees for whom the President has hiring authority.
  - D. This delegation includes the authority to accept resignations of HCC employees, including the positions of administrators and tenured faculty members.
  - E. This delegation excludes powers related to decisions regarding approval or denial of faculty tenure.
  - F. This delegation excludes powers related to the position of President.
  - G. The President shall provide the Board written notice of all employees hired, terminated, or discharged at each regularly scheduled meeting of the Board or upon the request of the chair.
2. The Board of Trustees Manual shall be revised to reflect the changes contained in this Delegation of Authority.

Effective July 1, 2016

Approved by the Board of Trustees: May 10, 2016