

*Policy No.: 2010
Board Approved: October 7, 1971
Last Amended: February 21, 2023*

**Hagerstown Community
College
Hagerstown, Maryland**

**BOARD OF
TRUSTEES
BY-LAWS**

**Hagerstown Community College
Hagerstown, Maryland**

I. IDENTIFICATION

- A. The name of the College shall be *Hagerstown Community College*.
- B. The Board of Trustees of Hagerstown Community College hereafter is referred to as “Board”, Hagerstown Community College as “College”, and the President of the College as “President”.
- C. The State of Maryland hereafter is referred to as “State”, and Washington County as “County”.
- D. The Maryland Higher Education Commission hereafter is referred to as “MHEC”.
- E. Unless otherwise noted, all Section (§) references are from the Annotated Code of Maryland, Education Article, Division III – Higher Education, Title 16 – Community Colleges.

II. AUTHORITY

- A. The Board derives its authority from the Annotated Code of Maryland, Education Article, Division III- HIGHER EDUCATION, Title 16 - Community Colleges, Subtitle 1- Organization and Government of Community Colleges.
- B. The Board is responsible to the people of Washington County and to the people of the State of Maryland for developing the policies governing the general conduct of the affairs of the College in accordance with Education Article, Division III-Higher Education, Title 16 – Community Colleges, which provides the legal basis for the control and administration of Maryland’s community colleges.
- C. Service on the Board is a public trust of the highest order. Responsibility for the extension, improvement, and lasting success of democracy rests heavily on public education and, consequently, on the stewardship of the Board members. The educational welfare of the youth and adults of this County shall be the primary objective underlying all decisions of the Board of

Trustees.

- D. The Board, as the final institutional authority, has the responsibility to guarantee the integrity of the College, to develop and periodically to evaluate policies and procedures for the College, and to entrust the administration of those policies to the President.
- E. All business by the Board shall be transacted at an official meeting of the Board. Individual members of the Board have no power to act for the Board in any matter except as specifically authorized by official action of the Board as recorded in its minutes. The members of the Board have legal authority only when the Board is in formal session and when a quorum is present.

III. MEMBERSHIP

- A. The Trustees of the College shall be those individuals appointed by the Governor pursuant to §16-101. Consistent with these provisions are the following:
 - 1. The Board is comprised of seven (7) members appointed by the Governor, with the advice and consent of the Senate.
 - 2. Each member 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 qualifies. The terms are staggered.
 - 3. A member appointed to fill a vacancy serves only for the remainder of that term and until a successor is appointed and qualifies.
 - 4. A member may be reappointed.
- B. In accordance with Title 8, §8-501 of the Annotated Code of Maryland a member is expected to attend at least 50% of the regularly scheduled meetings of the Board.
- C. Members serve without compensation and shall be entitled to reimbursement for their college-associated and professional development expenses as approved by the Chairperson consistent with the Board's budget.

IV. ELECTION OF OFFICERS

- A. The Board shall elect one of its members as its Chairperson. (§16-102). At the last regular meeting of the Board in each fiscal year, the President, serving as the Secretary of the Board, will conduct an election of Board members for the office of Chairperson. The Board shall hear first from the chair of the Nominating Committee and then nominations will be taken from the floor. The election of the Board Chairperson shall follow the close of nominations.
- B. At the same meeting, the President, serving as the Secretary of the Board, will conduct an election of Board members for the office of Vice-Chairperson. The Board shall hear first from the chair of the Nominating Committee and then nominations will be taken from the floor. The election of the Board Vice-Chairperson shall follow the close of nominations.
- C. The President shall be Secretary/Treasurer of the Board, (§16-102).

D. Term of Office:

1. The term of office for each elected position shall be from July 1 until June 30 of the following year, or until a successor is named, whichever occurs later.
2. An elected officer may be removed from office by an affirmative vote of at least five (5) members of the Board.
3. Vacancies in any office shall be filled by the Board under the election procedures of this Section IV.

V. DUTIES OF THE BOARD OFFICERS

A. Duties of the Chairperson

1. Preside at all meetings of the Board
2. Provide advice on the Board agendas
3. Appoint all standing and special committees of the Board including any committee chairperson and vice-chairperson
4. Appoint liaisons to the Hagerstown Community College Foundation Board as may be permitted by the bylaws of the Foundation.
5. Decide all questions of order subject to an appeal to the Board
6. Sign and execute all the necessary legal instruments approved by the Board, or delegate such authority to the President
7. Sign reports as may be required by law
8. Call special meetings of the Board
9. Perform other duties common to this office, or as may be assigned to him/her from time to time by the Board

B. Duties of the Vice-Chairperson

1. In the absence of the Chairperson, have all executive powers of the Chairperson
2. Execute such powers as may be delegated to him/her by the Chairperson

C. Duties of the Secretary/Treasurer

1. Prepare the agenda for meetings of the Board
2. Send out notices and correspondence of the Board
3. Maintain an accurate record of Board meetings
4. Sign the checks according to the policy established by the Board
5. Prepare any reports required by the Board, and perform such other duties as may be assigned by the Board

VI. COMMITTEES

- A. The Audit Committee shall have oversight responsibility for the annual financial audit of the College and perform such functions as may be defined in Board policy for the Committee.

- B. The Nominating Committee shall be responsible for preparing a slate of officers to present to the Board at the last regular meeting of each fiscal year and for making recommendations to the Board when a vacancy occurs in any elected office.
- C. Special committees may be formed by the Chairperson or the Board as necessary.

VII. MEETINGS OF THE BOARD

- A. The Board shall meet at least six times a year. In addition, the Chairperson shall call special meetings at the request of three or more members of the Board, or whenever it is deemed necessary.
- B. A simple majority of members shall constitute a quorum for any meeting and for conducting business. A simple majority of the members voting on any motion shall determine the outcome thereof except for a) amending these Bylaws and b) approving a contract for the President, both of which shall require an affirmative vote of at least four (4) members of the Board, and c) removing an elected officer of the Board from elected office which shall require an affirmative vote of at least five (5) members of the Board.
- C. When attendance at Board meetings is not possible in person, Trustees may connect to a meeting by phone, computer or other electronic means deemed appropriate by the Board.
- D. All meetings shall be open to the public except when the Board is in closed session in compliance with the Maryland Open Meetings Act when applicable. All formal and final actions of the Board shall be taken during an open meeting.
- E. A closed session may be scheduled by the Chairperson at the request of any member or the President. A majority vote of Board members present at a duly authorized Board meeting is required to go into closed session. Closed sessions are attended only by the Trustees, the President, and other persons invited by the President or the Chairperson.
- F. Meetings of the Board shall be conducted in accordance with the parliamentary procedure prescribed in the latest edition of Robert's Rules of Order. The Chairperson shall have a vote in all matters of the Board.

- ~~G. Individuals or groups wishing to present any matter of concern pertaining to the College shall make written requests to the Chairperson through the President at least ten days prior to a regularly scheduled meeting, in order that the matter may be considered as an agenda item for the meeting, and said individuals or groups shall provide a copy of their testimony, evidence, or resolutions at least ten days in advance, so that it may be duly considered.~~

The President shall prepare an agenda for each meeting in consultation with the Board Chairperson to include matters relating to the business and operations of the College as well as concerns or topics of interests. Individuals or groups wishing to present a topic pertaining to the College may make written requests to the Chairperson through the President at least 10 days prior to the regularly scheduled meetings, in order that the matter may be considered as an agenda item for the meeting, and said individuals or groups shall provide a copy of their testimony, evidence, or resolutions at least ten days in advance, so that it may be duly considered. In addition, at the Board's discretion and based on available time, the Board may offer an opportunity for public comment on the Business Meeting Agenda.

- H. All meetings of the Board shall be attended by the President, except those involving his/her personal position as President. (§16-104)
- I. The Chairperson of the Faculty Assembly will be invited to attend regular meetings of the

Board. This representative, elected by the faculty, will be given the opportunity to report on faculty matters.

- J. The President of the Student Government Association or an alternate representative appointed by that organization will be invited to attend the regular meetings of the Board. This individual

will be given the opportunity to report on student matters.

VIII. POWERS AND RESPONSIBILITIES OF THE BOARD

A. General

1. The Board shall exercise general control over the College, keep separate records and minutes, establish policy governing the College and adopt reasonable rules, regulations or bylaws to carry out the provisions of the State law. (§16-103)
2. The Board shall review the philosophy, mission, and objectives of the College at appropriate intervals and assist the staff in making desired changes.
3. The Board shall ensure that comprehensive and continuous short and long-range institutional assessment and planning occurs.
4. The Board shall review on appropriate intervals the outcomes evaluations of all the College's major programs and services.

B. Student Admissions, Curriculum, and Graduation

1. The Board shall approve standards for student admission to the College and will consider policy recommendations in the areas of general entry assessment (§16-103), as well as policy provisions governing admission to oversubscribed programs that have restrictive admissions components, consistent with Maryland law and the provisions of MHEC.
2. The Board shall approve all new college degrees as permitted by Maryland law and the provisions of MHEC. (§16-103)
3. The Board shall approve all new credit bearing degree and certificate programs and shall approve the discontinuance of such programs, consistent with Maryland law and the provisions of MHEC. (§16-103)
4. The Board shall approve all non-program specific graduation requirements, such as general education requirements, consistent with Maryland law and the provisions of MHEC. (§16-103)
5. The Board shall approve candidates for degrees and credit certificates who have satisfied all the requirements for the award of the specific certificates and degrees as determined by the faculty and the administration.
6. The Board shall approve the awarding of any honorary degrees.

C. Fiscal Matters

1. Each year, the Board and the President shall prepare and approve an operating budget and a capital budget.(§16-301)
2. The Board may enter into contracts and agreements with the State or any of its political subdivisions; the federal government; any public body, department or agency in the State or the United States; or an individual firm or corporation when such agreements are deemed

by the Board to be necessary or advisable to the maintenance and operation of the College.

3. The Board may receive and expend local, State, and federal funds to operate the College programs and may accept and disburse conditional and unconditional gifts from private individuals and may determine the depository of such funds.
4. The Board shall establish annually a schedule of tuition and fees. (§16-103)
5. The Board shall approve the transfer of funds between and among major function areas of the operating budget. The Board shall also approve the transfer of funds between fund balance and approved projects.
6. The Board shall determine that all funds are managed under an adequate accounting system. A certified public accounting firm licensed in Maryland shall be recommended by the Audit Committee and approved by the Board to conduct an audit of all College accounts and all College Foundation accounts after the close of each fiscal year.

D. Property

1. The Board may purchase, lease, condemn or otherwise acquire any property it considers necessary for the operation of the College. (§16-103)
2. The Board may sell, lease or otherwise dispose of College assets or property. The President and the Chairperson may execute a conveyance or other legal document under an appropriate resolution of the Board.(§16-103)
3. The Board may approve the use of College facilities by other institutions in partnership with those institutions provided any necessary State approvals are obtained. (§16-103)

E. Legal Matters

1. The Board will carry appropriate comprehensive liability insurance to protect the Board, its agents and employees. (§16-107)
2. The Board may appoint a practicing attorney admitted to the Maryland Bar to furnish professional legal advice and services for it and the President. Requests for legal services are channeled through the President unless otherwise decided by the Board.
3. The Board may sue or be sued. (§16-103)

F. Presidential Appointment

1. The President is appointed by the Board and is the executive officer through whom the Board carries out its programs and exercises its policies. He/she is responsible for the conduct of the College and for the administration and supervision of its departments. (§16-104)
2. The President may sign grant proposals and accept grant awards and shall provide the Board with a grants report at least one time a year.
3. The President shall be the official channel of communication between the College staff and

the Trustees.

4. The President shall report directly to the Board and recommend the appointment of qualified faculty and other personnel necessary for the efficient and effective administration of the College. (§16-104)
5. The President's term of appointment will be determined by a contract between the Board and the President, which shall require an affirmative vote of at least four (4) members of the Board.
6. The President shall be evaluated by the Board on a fiscal year basis. The Board's evaluation of the President shall be presented to the President by the person who served as Chairperson at the close of the evaluation period and either the Chairperson of the upcoming fiscal period or the Vice-Chairperson if there is no change in the office of Chairperson.

G. Personnel

1. The Board will review and approve the salary schedules, fringe benefits, and standards for promotion for all members of the staff. (§16-103)
2. The Board will review and approve the tenure for members of the faculty as recommended by the President. (§16-103)
3. The Board will consider any recommendation by the President for dismissal of any member of the staff who fails to fulfill contract requirements or to comply with the personnel policies of the College, provided the dismissal is consistent with the personnel policies of the College. (§16-104)
4. The Board may approve exceptions to College personnel policies as recommended by the President.

H. Other

Among its other responsibilities, the Board will consider and approve the following:

1. College policies incorporated in the Board of Trustees Policy Manual
2. The College academic calendar and personnel work calendar
3. The appointment of members to the major institutional advisory committees of the College, excepting academic program committee appointments, which shall be conducted at the discretion of the President

IX. SHARED GOVERNANCE

The College shall operate under a shared governance model that includes faculty, students and administration in the formulation, modification, and adoption of Board policies

X. AMENDMENT

These By-Laws may be amended by an affirmative vote of at least four (4) members of the Board. A proposed amendment must be submitted in writing to the Board at least two weeks in advance of the date of the meeting during which the amendment will be considered.

*The bylaws were also amended on March 24, 1983; September 27, 1994;
September 17, 2002; September 21, 2010; May 24, 2016; and May 23, 2017*