



Board of Trustees

Bylaws

Bylaws modified and adopted November 17, 2022

CHESAPEAKE COLLEGE

BOARD OF TRUSTEES

BYLAWS

ARTICLE I

Founding and Purpose of the College

Chesapeake College was created on December 22, 1965, as a governmental corporation and a body politic of the State of Maryland and now operates under the authority established in the Education Article of the *Annotated Code of Maryland* (Title 16). Its official name was adopted on January 13, 1966.

The purpose of the College is to make available, primarily to the residents of Caroline, Dorchester, Kent, Queen Anne's, and Talbot counties, programs of instruction extending two years beyond the high school level, including but not limited to specialized or comprehensive curriculums, including transfer and career programs that lead to letters of recognition, certificates, and the associate degree. The College shall also make available programs of continuing education for such residents. (§16-103(i)).

Chesapeake College is a comprehensive public two-year regional community college serving the educational needs of the residents of Caroline, Dorchester, Kent, Queen Anne's and Talbot counties on Maryland's Upper Eastern Shore. The College's mission is to prepare students from diverse communities to excel in further education and employment in a global society.

ARTICLE II

Board of Trustees

Section 1. **Composition of the Board.** The Board of Trustees (hereinafter "the Board") shall consist of ten (10) members, appointed by the Governor and confirmed by the House of Delegates. Two (2) members shall reside in each of the counties of Caroline, Dorchester, Kent, Queen Anne's and Talbot. Each member of the Board shall serve for five (5) years or until a successor is appointed and qualified. (§16-406). Each member shall serve for no more than three five-year terms. (§16-406(b)(2)(i)).

Section 2. **Duties of the Board.** The duties of the Board are to:

- (a) establish policy governing the College and otherwise exercise general control over the College. (§16-103(c)).
- (b) approve the academic programs offered by the College. (§16-103(i)).
- (c) appoint the President of the College, evaluate the President annually, fix his or her salary and term, and delegate to him or her appropriate executive authority. (§16-103(d), §16-104(a)).
- (d) approve, upon recommendation of the President, the hiring, promotion, and termination of full-time faculty and administrators and the contracts under which their services are provided. (§16-103(d), §16-104(b)(2)).
- (e) approve, upon recommendation of the President, the non-renewal of contracts of full-time faculty and administrators.

- (f) review and approve the budget based on the recommendations of the President.
- (g) charge students reasonable tuition and fees. (§16-301(a)).
- (h) review and approve funds necessary to finance the operation of the College as determined by the budget, and make requests for such funds from the appropriate agencies.
- (i) purchase, lease, condemn or otherwise acquire real and personal property deemed necessary for the operation of the College.
- (j) may apply for or accept any gift or grant from the federal government or any other person. (§16-103(h)).
- (k) perform such other responsibilities as may be deemed necessary or be required by law.

Section 3. Officers of the Board. The officers of the Board shall be a Chairperson, a Vice Chairperson and a Secretary/Treasurer. The Chairperson and Vice Chairperson shall be elected by a majority vote of the Board, serve for a term of two years and shall take office immediately upon their election. The President of the College shall serve as Secretary/Treasurer in accordance with law. (§16-102(a)(2)). The Governance and Human Resources Committee shall draw up a slate of officers for presentation to the Board in April for election in June. Vacancies in offices shall be filled by majority vote of the Board.

Section 4. Duties of the Officers of the Board. The duties and powers of the officers of the Board are:

- (a) **Chairperson.** The Chairperson of the Board shall preside at all meetings, designate committees with the concurrence of the Board, appoint committee members, sign all legal instruments approved by the Board, call special meetings of the Board, and serve as an ex-officio member of all committees. The Chairperson is authorized to speak for the Board on official matters only when authorized to do so by Board action taken at an official meeting or when explicitly authorized to do so by every Board member, personally.
- (b) **Vice-Chairperson.** The Vice-Chairperson shall exercise such powers as may be delegated by the Chairperson. The Vice-Chairperson shall, in the absence of the Chairperson, have all the executive powers of the Chairperson.
- (c) **Secretary/Treasurer.** As Secretary of the Board, the President shall be responsible for the minutes of all Board meetings and shall prepare and submit them to each member of the Board. The Secretary shall have charge, under the direction of the Board, of all official records and papers belonging to the Board. The Secretary shall also perform such duties as may be assigned from time to time by the Board. These responsibilities may, with the approval of the Board, be delegated. As Treasurer of the Board, the President shall be responsible for the safekeeping of all monies paid to the College. These funds shall be kept in bank accounts in the name of the College. These responsibilities may, with the approval of the Board, be delegated.

Section 5. Compensation and Expenses. Board members shall serve without compensation, but they shall be paid their reasonable and necessary expenses while engaged in the discharge of their official duties.

Section 6. Meetings of the Board. The Board shall hold at least eight (8) regular monthly meetings on the call of the Chairperson. Trustees may participate by telephone, videophone or other electronic medium, and shall be counted present so long as all trustees can hear and be heard. All meetings shall be open, except when the Board is in executive or closed session. The presence of six (6) voting members shall constitute a quorum for any meeting of the Board.

Special meetings may be called by the Chairperson when necessary or shall be called when requested to do so by three (3) members of the Board. Whenever a special meeting is called, advance notice stating the purpose of such meeting shall be mailed, e-mailed, faxed or otherwise delivered to each member of the Board at least seven (7) days prior to the date of the special meeting. No other matters are to be considered at special meetings except with the consent of all the members of the Board present at such meeting.

Section 7. **Committees.** The Chairperson, with the concurrence of the Board, shall establish ad-hoc committees of the Board when deemed appropriate by the Board and the Chairperson shall appoint the Chairperson and the other members of the standing committees and the ad-hoc committees. The chairperson and other members of the standing committees shall serve for one year or until their successors are appointed. Standing committee members may be reappointed.

(a) Standing Committees

- 1) Finance and Facilities Committee. The Committee provides oversight and leadership on behalf of the Board in the exercise of its fiduciary responsibilities under statute, and regulation at the Federal, state, and local levels. These include:
 - provides operating and capital budget guidance; review of proposed operating and capital budgets and submission of recommendations to Board; monitoring of budget performance throughout the year and responsible for any recommendations on adjustment to budgets during fiscal year;
 - functions as the audit committee for the Board; responsible for solicitation of audit firms for approval by the Board; oversight of the audit process each year; reviews audit report and makes recommendations to the Board as required to address any items coming out of the annual audit;
 - reviews and recommends to the board on any proposal from the President for the purchase, lease, or condemnation of real and personal property;
 - assures necessary policy for proper safeguards and security for all funds;
 - reviews and recommends on contract proposals that exceed \$50,000; and
 - exercises oversight over the equipment, buildings and grounds of the College and is responsible for assuring an accurate inventory of these assets and their ongoing maintenance and replacement as necessary.

- 2) Governance and Human Resources Committee. The Committee provides oversight of the governance responsibilities of the Board of Trustees and makes recommendations as needed for Board consideration. These include:
 - exercises oversight of the hiring and evaluation of the President, including the presidential search;
 - functions as the nominating committee for the Board;
 - reviews and updates the Bylaws of the Board of Trustees;
 - reviews Board operations, including an annual self-evaluation process for the Board;
 - proposes annual goals for the Board;
 - evaluates and recommends professional development opportunities for the Trustees;
 - ensures an effective orientation process for new board members;
 - evaluates recommendations coming to the Board relating to the hiring and promotion of full-time faculty and administrators, or the non-renewal and termination of contracts for full-time faculty and administrators consistent with the provisions in the Bylaws; and

- reviews and makes recommendations to the Board on human resources policy, including salary schedules and salary policy.
- 3) **Planning, Programs, and Outreach Committee.** The Committee provides oversight for the Board for institutional planning, program development, and community outreach. This includes:
- provides Board leadership for strategic planning at the College and for developing a process for monitoring institutional effectiveness; recommends performance measures to the Board for the implementation of the Strategic Plan once it is adopted by the Board of Trustees;
 - reviews and recommends the approval of any new academic programs to the Board and subsequently to the Maryland Higher Education Commission (where necessary);
 - ensures institutional compliance with standards established by the Middle States Commission on Higher Education; provides Board oversight of the regional accreditation process; and
 - ensures that the College is responsive to the needs of the Mid-Shore community consistent with the College's mission and the Strategic Plan.

Section 8. Student Liaison to the Board. The President of the Chesapeake College Student Government Association shall be invited to serve as student liaison to the Board at regularly scheduled Board meetings, in open session. The Student Liaison should report to the Board on student activities and may take part in Board discussion. The Student Liaison is not a voting member of the Board.

Section 9. Confidentiality and Conflicts of Interest. The Board of Trustees shall establish, adopt and periodically update, a written corporate policy that establishes procedures for maintaining confidentiality and for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Board members, officers, employees, consultants and/or agents who provide services or furnish goods to the organization.

On any matter before the Board to approve, a Trustee shall abstain from voting if such Trustee knowingly has a personal and/or financial interest, whether direct or indirect. Such Trustee is obligated to reveal to the Board his/her conflict of interest prior to discussion of any proposal so affected. The Trustee may be counted as present for quorum purposes.

Section 10. Public Comments. Provision for public comment shall be made on the agenda of each regular public meeting. Requests for public comments to the Board must be made in writing to the Office of the President forty-eight (48) hours in advance of the regular monthly meeting of the Board. The Board may adopt such policies as it deems appropriate for the public comment portion of each regular public meeting.

ARTICLE III Administrative Organization

Section 1. Office of the President. The President is the chief executive officer of the College and shall be responsible for the conduct of the College and the administration and supervision of all departments. He or she shall report directly to the Board. (§16-104). In addition to his or her general executive authority, the President is delegated the specific authority to:

- (a) hire and promote all College employees on such terms as the Board from time to time shall approve; provided, however, that the President shall obtain approval from the Board before hiring or promoting full-time administrators and faculty members and the contracts under which their services are provided. In the event of exigent circumstances where delay could disadvantage the College, a majority of the Board, by paper or electronic communication, may approve such hiring between meetings of the Board. Such approval shall be confirmed at the next following meeting of the Board.
- (b) terminate or accept the resignation of any employee when the President believes it to be in the interest of the College to do so provided, however, that the President shall obtain approval from the Board before termination of full-time administrators or faculty members.
- (c) recommend the non-renewal of contracts of full-time faculty and administrators.
- (d) suspend any administrator or faculty member who is to be the subject of a recommendation for termination or discharge. The suspension shall continue until the recommendation is withdrawn or until the Board acts on the recommendation.
- (e) provide professional leadership to the faculty.
- (f) be responsible for the administration of the curricula, faculty and student services and to delegate such administrative duties as he or she may deem appropriate.
- (g) ensure that all necessary records and reports required for the efficient operation of the College are provided.
- (h) keep current the Board Policy Handbook.
- (i) be responsible for the acquisition, safety, proper care, effective utilization, and disposal of all College property under his or her jurisdiction.
- (j) attend and participate without vote in all meetings of the Board, except where his or her position as President is involved. (§16-104(5)).
- (k) authorize the procurement of all supplies, materials, equipment, and services authorized in the Board-approved annual budget, utilizing and complying with applicable methods prescribed under the existing law, provided however, that the President shall obtain approval from the Board before executing a contract for more than \$50,000, except as allowable under emergency procurement, or as otherwise required by law. In the event of exigent circumstances where delay could disadvantage the College, a majority of the Board by paper or electronic communication, may approve such contracts between meetings of the Board. Such approval shall be confirmed at the next meeting of the Board.
- (l) serve as the official channel for communications between all College employees and the Board.
- (m) assume responsibility for planning and formulating a proposed annual budget for the operation of the College.
- (n) keep the Board informed of the status of the College budget.
- (o) designate in writing, with approval of the Board, the person or persons who will exercise the routine, day to day authority of the President in the event of the President's absence or illness. The designation shall specify in general terms the extent of the authority to be delegated.
- (p) continually strive to develop, improve, and advance the best interests of the College.
- (q) keep the Board informed concerning acceptable modern college practices and make recommendations to the Board that will lead to the continuation of the progress of the College.

Section 2. The Role of the Faculty. The faculty as a body shall be the professional agency to which responsibility for developing and controlling the academic program is committed, under the leadership of the President and within the framework of the educational objectives established by the Board. The faculty shall prescribe, under the leadership of the President and subject to the approval by the Board,

requirements for admission to programs, curricula, conditions of graduation, and rules and methods for the conduct of the educational work of the College.

Section 3. **The Academic Program.** The Board shall review and take appropriate action on all academic programs after they have been approved by the faculty and recommended by the President.

ARTICLE IV Personnel Policies

Section 1. **Employment Contracts.** Full-time employment of the faculty of the College is contingent upon acceptance of the terms and conditions stated in the contract. All other employment with the College likewise is contingent upon acceptance of the terms and conditions stated in any employment contract or letter of employment.

Section 2. **Promotion.** Promotions in academic rank or in the administrative areas of the College shall be made by the Board upon recommendation of the President.

Section 3. **Salaries.**

- (a) The Board shall approve salary schedules for all employees of the College.
- (b) Earned increments in any position are not automatic, but are based on successful teaching and/or service as recommended by the President and approved by the Board in accordance with established College evaluation policies.

ARTICLE V Student Activities

Section 1. **Authority of the President.** The power and authority to regulate and supervise all student activities is vested in the President and in those to whom the President delegates this authority in writing.

Section 2. **Honor Societies. Fraternities and Sororities.**

- (a) The installation and operation of all honor societies shall be approved by and under the direction of the President.
- (b) No social fraternities or sororities shall be authorized by the College.

ARTICLE VI

Financial

Section 1. Budget.

- (a) The President shall prepare an annual budget and recommend it to the Board for approval. The annual budget will consist of an operating budget delineating appropriations by major function, a capital authorization budget, maintenance and repair authorization budget, and an auxiliary enterprise authorization budget delineating appropriations by sub-fund.
- (b) The President shall be responsible for receiving and depositing all monies received by the College.
- (c) Where circumstances dictate the necessity for operating budgetary revisions within the confines of the original budget, the President or his designee shall have the authority to approve budget transfers within a major function. Transfers between functions shall be submitted in writing to the Board and, after that approval, to the local county governing bodies for their appropriate action.
- (d) Where circumstances dictate the necessity for auxiliary budgetary revisions within the confines of the original budget, the President or his/her designee shall have the authority to approve budget transfers within a sub-fund. Transfers between sub-funds shall be submitted in writing to the Board for its appropriate action.

Section 2. **Purchases.** The College administration shall strive for purchasing efficiency through procedures that will provide for needs of the institution at the lowest possible cost. Bidding procedures, as outlined in Sections 16-311, 16-313 and 16-314 of the *Annotated Code of Maryland*, shall be followed where applicable.

Section 3. **Records.** The College shall keep separate records for all funds budgeted and non-budgeted.

Section 4. **Auditing.** A certified public accounting firm that is licensed in Maryland and selected by the Board, shall be employed annually to audit all College accounts.

Section 5. Safeguards.

- (a) The College shall establish proper safeguards for the security of all funds and valuables belonging to the College.
- (b) Personnel, where required, shall be covered by suitable bond or insurance to protect the College against any financial loss.

ARTICLE VII

Use of College Facilities

Section 1. General Policies

- (a) College facilities shall be devoted primarily to the instructional, recreational, economic development and cultural programs of the College, however as a community-supported institution, it is the policy of Chesapeake College to make its facilities available to promote community education and development. ⁷

- (b) The College grants permission for use of its facilities and grounds to individuals, groups of individuals, organizations, government entities and community groups for events that are consistent with the College mission of “serving the educational, economic development and cultural needs” of area residents.
- (c) First priority for the use of college facilities and grounds goes to credit and credit-free institutional programs, student life activities and other college-sponsored or college co-sponsored activities respectively. Other requests for use of college facilities and grounds will be accommodated on a first-come, first-serve basis.
- (d) Events sponsored by local, state, or federal government for the purpose of advancing the public interest will be exempt from rental fees. Governmental sponsors will be required to reimburse the College for any direct costs associated with the event.
- (e) All other event sponsors shall be responsible for fees as established by the College.
- (f) The College reserves the right to deny a request for use of facilities or grounds when it believes that such an activity may pose a safety or health threat to the College community or otherwise interfere with College operations.

ARTICLE VIII Rules and Regulations

Section 1. **Rules Governing the Board.** The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the conduct of the Board’s proceedings, except in cases where they are not consistent with these bylaws or any special rules of order adopted by official vote of the Board.

Section 2. **Rules and Regulations Governing the College Generally.** The President, through a governance structure involving appropriate committees, shall formulate and publish rules and regulations for the operation of the College in accordance with the policies of the Board.

ARTICLE IX Amendments

Section 1. **Amendments.** These Bylaws may be amended at any meeting of the Board by a three-fourths vote where a quorum is present, provided the text of the proposed amendment is sent to all members at least ten (10) days before the meeting at which the vote is to be taken.