GARRETT COLLEGE
EXPERIENCE. EXPLORE. EXCEL.

POLICIES AND PROCEDURES

Board of Trustees Bylaws	**BOT Revised and Approved:** July 18, 2017; Additional Updates approved: January 15, 2019.

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ARTICLE 1 – ADMINISTRATIVE CONTROL

Section 1. Identification

A. The legal name of the college is "Garrett Community College" (hereafter referred to as the "College"). The Maryland Higher Education Commission has given the College permission to operate as "Garrett College".

B. The board of trustees is styled "The Board of Trustees of Garrett Community College" (hereafter referred to as the "Board").

Section 2. Authority

A. The Board derives its authority from and is bound by the framework of the Annotated Code of Maryland, Education Article, Titles 10 and 16, as from time to time amended.

B. In addition to the other powers granted and duties imposed by State laws and regulation, and subject to the authority of the Maryland Higher Education Commission, the Board has the power and duties set forth in these Bylaws.

C. The Board's authority over the College is exerted not by individual members, but through majority vote whereby rules, regulations, and policies are adopted. The members of the Board have legal authority only when the Board is in formal session and when a quorum is present, except in the event of an emergency which is defined as an event which poses an imminent danger to persons and/or property or which would significantly affect the operation of the College unless immediate action is taken. If a quorum of the Board is unable to be convened after attempting to notify all members, the Chairperson of the Board or in his/her absence the Vice-Chairperson has the authority to act on behalf of the Board. Any action(s) taken by the Chairperson or in his/her absence the Vice-Chairperson must be fully reported to the members of the Board at the Board's next scheduled meeting.

ARTICLE 2 – OFFICERS AND COMMITTEES OF THE BOARD

Section 1. Officers

A. The officers of the Board shall be a Chairperson, a Vice-Chairperson and a Secretary-Treasurer.

B. The President of Garrett College shall serve as the Secretary-Treasurer of the Board, and shall be a Trustee Ex-Officio for so long as she/he is President. The Secretary-Treasurer will participate fully in all matters but shall not vote or be counted towards a quorum.

Section 2. Term of Office

A. The Chairperson and Vice-Chairperson shall be elected and shall take office each year at the annual meeting. They shall hold office until their elected successors take office. A majority vote of the members of the Board shall be necessary for election. Vacancies in any office shall be filled by the Board.

Section 3. Duties of the Chairperson

A. The Chairperson shall preside at all meetings of the Board and shall be entitled to vote at all meetings of the Board.

B. The Chairperson shall appoint all standing, special, and ad hoc committees of the Board 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.

Section 4. Duties of Vice-Chairperson

A. The Vice-Chairperson shall perform such duties as the Chairperson shall delegate and, in the absence of the Chairperson, assume his/her duties and executive powers.

Section 5. Vacancy on the Board

A. A vacancy on the Board shall be filled for the unexpired term in the manner provided by law.

ARTICLE 3 – POWERS, RESPONSIBILITIES AND DUTIES

Section 1. Powers, Responsibilities and Duties of the Board

A. The Board shall exercise general control and management over the College and establish policies to effect the efficient operation of the College, keep separate records and minutes, and adopt reasonable rules, regulations, and bylaws to carry out the provisions of Titles 10 and 16 of the Education Article of the Annotated Code of Maryland.

B. The Board, as the final institutional authority, has the responsibility to guarantee the integrity of the College, to develop and periodically evaluate policies, procedures and instructional programs for the College, and to entrust the administration of the policies to the College President.

C. The Board shall perform the following duties:
   1. Define the role and mission of the College and establish institutional objectives;
   2. Be responsible for selecting and evaluating the President;

3. Enter into a contract with the President defining, but not limited to, the term of employment, the compensation, and the duties;
4. Ensure that the College is managed in a professional and businesslike manner;
5. Approve, upon recommendation of the President, the hiring, promotion, and termination of Vice Presidents, Deans, and the Executive Assistant to the President;
6. Fix the salary of Garrett College employees;
7. Delegate to the President appropriate executive authority including but not limited to:
a. Appointing full and part-time faculty;
b. Directly appointing members of the College support staff and administration (except as detailed in C.5 above), within the appropriations made;
c. Disposing of items acquired pursuant to the Garrett College revised policy for Fixed Assets and Surplus Property as from time-to-time amended.
8. Review and approve the budget prepared by the President;
9. Adopt curricula on the recommendation of the President, subject to review and approval by the Maryland Higher Education Commission;
10. Issue certificates and degrees to qualified students on the recommendation of the President;
11. Establish tuition and fees which shall be consistent with the requirements of State Law;
12. Oversee the proper management of budgeted funds under an adequate accounting system, subject to review by an auditor;
13. Review and, as appropriate, amend the bylaws on a regular basis;
14. Regularly engage in Board self-evaluation;
15. Perform such other responsibilities as may be deemed necessary or be required by law;
16. Review on a regular basis and amend as appropriate the policies adopted by the Board.

Section 2. Powers, Responsibilities and Duties of the President

A. The President shall report directly to the Board, shall discharge those duties specified in these bylaws and in Community Colleges, Title 16, of the Education Article of the Annotated Code of Maryland, and perform such other duties as the Board may from time-to-time assign.
B. The Secretary-Treasurer of the Board shall perform the following duties:
   1. Attend meetings of the Board, except those involving his/her personal position as President;
   2. Maintain a record of the proceedings of each meeting of the Board and take all actions as specified in the Maryland Open Meetings Act, Title 3, of the General Provisions Article of the Annotated Code of Maryland;
      a. Be responsible for the minutes of all meetings;
      b. Have charge, under the direction of the Board, of all official records and papers belonging to the Board.
   3. Be responsible for sending all legal notices and any correspondence designated by the Board;
   4. Be responsible for the safekeeping of all monies paid to the College, and regularly report to the Board on matters relating to the College's financial status;
   5. Make certain that the College's operating and capital budgets are audited annually in accordance with procedures set forth in the Law and conform to policies established by the Maryland Higher Education Commission;
   6. Prepare and recommend a budget to the Board pursuant to Title 16, Education Article of the Annotated Code of Maryland;

7. Inform the Board in a timely fashion of any statutory, regulatory or policy changes that affect the College, the Board and/or the Board's governance of the College.

Section 3. Responsibilities and Duties of Individual Members of the Board

A. Each Board member shall discharge the following duties:
   1. Prepare adequately for Board meetings by reviewing all materials furnished in advance of the meeting;
   2. Maintain confidentiality on all matters discussed at closed meetings of the Board;
   3. Refrain from engaging in any activity that is, or could give the appearance of, a conflict of interest, and comply at all times with the Garrett College Policy on Trustee Conflict of Interest and other pertinent policies as adopted by the Board of Trustees and amended from time to time.

ARTICLE 4 – MEETINGS

Section 1. Meetings

A. Meetings – All Board meetings will be conducted in accordance with the Maryland Open Meetings Act, Title 3 of the General Provisions Article of the Annotated Code of Maryland.

B. Annual Meeting – The annual meeting of the Board is normally held at its regular meeting in July. A Chairperson and Vice-Chairperson of the Board will be elected at said meeting and are elected for the year.

C. Regular Meetings – The Chairperson and/or Secretary-Treasurer of the Board will schedule regular meetings throughout the calendar year.

D. Special Meetings – The Board may hold additional meetings and special meetings, which provide an opportunity for the Board to take the required action on unanticipated, important items or to address special circumstances. The need for special meetings is determined by the Chairperson and/or Secretary-Treasurer. Whenever possible, at least 24 hours public notice of a special meeting shall be given.

E. Conference Sessions – The purpose of a conference session is to discuss with a limited number of people general background information of interest to the Board. No official action shall be taken by the Board during these sessions. Conference sessions shall be called by the Chairperson at the request of any member of the Board or the President of the College.

F. Executive (Closed Sessions) – Closed session will be conducted in accordance with the Maryland Open Meetings Act, Title 3 of the General Provisions Article of the Annotated Code of Maryland.

G. Attendance – Board Members are required to attend a minimum of fifty percent (50%) of all regularly scheduled meetings.

1. Board Members may participate by telephone, video phone, or similar electronic medium and shall be counted present so long as all attending Board Members can hear and be heard.

2. Any Board Member who does not attend at least 50% of the regularly scheduled meetings during any calendar year 12-month period, unless commencing his/her tenure in mid-year, shall be considered to have resigned (unless subject to waiver approved by the Governor subject to Title 8, of the State Government Article of the Annotated Code of Maryland).

H. Public Participation – 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 duties. A set amount of time for this purpose shall be set aside at or near the beginning of the meeting. A procedure has been established for scheduling comments by interested individuals and groups during regular and special meetings of the Board *(i.e. notify the Secretary of the Board a minimum of 24 hours in advance of the meeting).* The duration of the comments/presentation will be at the discretion of the Chair of the Board.

ARTICLE 5 – CONDUCT OF MEETINGS

Section 1. Quorum of the Board

A. Quorum of the Board is defined as the majority of the filled seats on the Board.

B. If based on reliable information that a quorum of the Board is not anticipated to attend a scheduled meeting of the Board, then the Chairperson, the Vice-Chairperson in the absence of the Chairperson, or the Secretary-Treasurer in the absence of both may cancel the previously scheduled regular meeting of the Board.

C. In the event that there is not a quorum of the Board present at a scheduled meeting, then the Board may have a Conference Session or adjourn the meeting.

Section 2. Presiding Officer

A. The Chairperson or, in his/her absence, the Vice-Chairperson shall preside at all meetings of the Board. In case the Chairperson and the Vice-Chairperson cannot be in attendance, the Chairperson or, the Vice-Chairperson in the absence of the Chairperson, or the Secretary-Treasurer in the absence of both, shall appoint a Board Member to chair the meeting.

Section 3. Agenda

A. Agendas are prepared by the Secretary-Treasurer in consultation with the Chairperson and other members of the Board as appropriate and shall be distributed at least three (3) days in advance of the next regularly scheduled meeting to each member of the Board by mail and/or any electronic means.

Section 4. Regular Meeting Information

A. Each Board Member shall receive the following by mail and/or any electronic means at least three (3) days in advance of the next regularly scheduled meeting:
   1. Minutes of the previous meeting;
   2. An Agenda;
   3. A general information packet;
   4. A Closed Session information packet.

Section 5. Parliamentary Procedure

A. Except as otherwise specifically provided by statute or by resolution of the Board, meetings of the Board, shall be conducted in accordance with the parliamentary procedure prescribed in the latest edition of *Robert's Rules of Order, Newly Revised*.

ARTICLE 6 – CONTRACTS AND FINANCES

Section 1. Execution of Contracts

A. The Board may authorize any officer or officers of the College in the name and on behalf of the College to enter into any contract and to execute and deliver any instrument except as otherwise required by Title 16, Education Article of the Annotated Code of Maryland. (Example: real estate transactions)[1]. Such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the College by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose. This authority shall be stated by written resolution of the Board as from time to time amended.

Section 2. Checks and Drafts

A. All checks and drafts and other orders for payment of money out of the funds of the College shall be signed in such a manner as shall be determined by written resolution of the Board as from time to time amended.

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[1] Annotated Code of Maryland, Education Article – Title 16 Community Colleges § 16-103

Section 3. Deposits

A. All funds shall be deposited to the credit of the College in such banks and trust companies as the Board may select.

ARTICLE 7 – AMENDMENTS

Section 1. Amendment Procedures

A. An amendment to the Bylaws may be adopted at any regular or special meeting of the Board succeeding the meeting at which it was proposed.

B. No proposed amendment shall be adopted except upon affirmative vote of a majority of the members of the Board.

ARTICLE 8 – BYLAW SEVERABILITY

Section 1. 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.