



1000 – Board Bylaws

Policy Owner: Board of Trustees Policy Review Committee

Associated Procedure: N/A

Date Adopted: Unknown

Date Last Amended: August 10, 2021

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I. Identification

A. The name of the College shall be Harford Community College. In addition:

1. The Board of Trustees of Harford Community College hereinafter is sometimes referred to as "the Board."
2. Harford Community College hereinafter is sometimes referred to as "the College."
3. Individual members of the Board hereinafter are sometimes referred to as "Trustees."
4. The Board Chair hereinafter is sometimes referred to as "Chair." In addition, the Board Chair is referred to as "Presiding Officer" in instances where the Board Chair is presiding over a Board meeting.

II. Authority

A. Establishment

The Board of Trustees of Harford Community College is established pursuant to the Education Article of the Annotated Code of Maryland, Title 16 (Community Colleges) Subtitle 1 and Section 16-408. The Board derives its authority from Section 16-103 of the Education Article of the Annotated Code of Maryland, subject to the authority of the Maryland Higher Education Commission. The Board is responsible for developing the policies governing the general conduct and affairs of the College in accordance with state law. The following Board bylaws are based on the Education Article of the Annotated Code of Maryland; in the event of any



conflict between the Board's bylaws and the Education Code, the Education Code prevails.

III. The Board of Trustees

A. Composition of the Board

Pursuant to Education Article 16-408, the Board shall:

1. Consist of nine members.
2. Each of the members shall be:
 - a. A resident of Harford County; and
 - b. Appointed by the Governor for terms of five years.
3. Of the nine members:
 - a. Six shall be appointed with one from each of the six councilmanic districts; and
 - b. Three shall be appointed from the county at large.
4. No member may be a member of the Harford County Board of Education while serving as a member of the College's Board.
5. A Board member shall remain a resident of Harford County during his/her term or forfeit the office.

B. Term of Appointment

Pursuant to Education Article 16-408, Trustees 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.

C. Authority and General Powers

Pursuant to Sections 16-103 of the of the Education Article of the Annotated Code of Maryland, in addition to the other powers granted and duties imposed by Title 16 of the Education Article of the Annotated Code of Maryland, as amended from time to time, and subject to the authority of the Maryland Higher Education Commission (hereinafter sometimes referred to as the Commission), the Board has the powers and duties set forth in this section.



1. Establishment and operation. With the approval of the Maryland Higher Education Commission, the Board may establish and operate the College.
2. General control; rules and regulations. 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 Subtitle 1 of Title 16 of the Education Article of the Annotated Code of Maryland.
3. Salaries and tenure. The Board may fix the salaries and tenure of the President and other College employees.
4. Acquisition of property. The Board may purchase, lease, condemn, or otherwise acquire any property it considers necessary for the operation of the College.
5. Disposition of property:
 - a. The Board may sell, lease, or otherwise dispose of College assets or property.
 - b. Except as provided in § 16-105(h) of the Education Article of the Annotated Code of Maryland, the President of the College and the Chair may execute a conveyance or other legal document under an appropriate resolution of the Board.
6. Cooperative use of facilities with Board of Education. The Board may:
 - a. With the approval of the Commission, permit the Harford County Board of Education to use the lands, buildings, or other facilities of the College; and
 - b. With the approval of the Harford County Board of Education, use any land, buildings, assets, or other facilities of the Harford 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 person.
8. Entrance requirements; curriculum. Subject to the minimum standards of the Commission, the Board may determine entrance requirements



and 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 semiprofessional education; and
 - c. Continuing education programs.
9. Student fees. The Board may charge students reasonable tuition and fees set by it with a view to making college education available to all qualified individuals at low cost.
10. Suits. The Board may sue and be sued.
11. Agreements. The Board may make agreements with the federal government or any other person, including agreements between counties to support a regional community college, if the Board considers the agreement advisable for the establishment or operation of the community college.
12. Name. The Board shall be styled "The Board of Trustees of Harford Community College."
13. Seal. The Board may adopt a corporate seal.
14. Meetings with other officials. At least twice annually, the Board, the College President, the Harford County Board of Education, and the Superintendent of the Harford County Public Schools shall meet to discuss issues of mutual concern.

D. 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.

E. Conflict of Interest



1. 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 (Section 5-525, "Institutions of Higher Education), and the regulations of the State Ethics Commission, both as may be amended from time to time.
- F. College Counsel
1. The Board contracts for primary counsel, upon recommendation of the President. Counsel serves the College, through the President's Office, in all legal matters. The Board may engage additional legal services, as necessary, with or without the approval of the President.
- IV. Officers, Election of Officers, and Duties of Officers
- A. Officers
1. The officers of the Board shall be Chair, Vice Chair, and Secretary-Treasurer.
 - a. The President of the College shall serve as Secretary-Treasurer to the Board.
 - b. The chief executive officer shall be the President of the College.
- B. Election of Officers
1. The Chair and Vice Chair are elected for one-year terms of office. The Board annually elects at its first meeting following June 1 a Chair and Vice Chair. At this meeting:
 - a. The Secretary-Treasurer presides until a Chair has been elected.
 - b. Nominations shall be made and properly seconded.
 - c. 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.
 - d. If no election has occurred, the President (serving as Presiding Officer) may:
 - i. Repeat the nomination process, or
 - ii. 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.

iii. Call a special meeting during which voting shall be done by written, secret ballot.

2. On election, the Chair assumes the role of presiding officer.
3. The election of a Vice Chair proceeds in the same manner as that of the Chair.
4. In the event the Chair and/or the Vice Chair die, resign, are 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. Serves as the Presiding Officer at Board meetings;
 - 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. Facilitates the President's periodic evaluation by the Board, including a discussion with the Board and the President, and the collection of data; and
 - j. 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. This includes serving as Presiding Officer during instances when the Chair is unable to attend a Board meeting.



- 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. May serve as a member or Chair of the Board's Finance and Audit Committee;
 - e. Facilitates the Board's annual evaluation, including the collection of data and a discussion with the Board and the President; 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 serves as the presiding officer 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
 1. This Board expects its members to be consistent with the Guide to Ethical Governance published by the Association of Community College Trustees guidelines, which outlines a code of conduct for community college trustees. In addition, Trustees are expected to adhere to the Public Ethics Law as codified by the Maryland State Ethics Commission in Section 5-525 (Institutions of Higher Education) of the General Provisions Article of the Annotated Code of Maryland; both as may be amended from time to time.
 - B. The President
 1. 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.
2. Pursuant to Section 16-104 of the Education Article of the Annotated Code of Maryland, the President:
 - a. Shall report directly to the Board of Trustees;
 - b. Shall recommend the appointment by the Board of qualified faculty members and other employees necessary for the efficient administration of the College;
 - c. Shall recommend the discharge of employees for good cause; however, any employee with tenure shall be given reasonable notice of the grounds for dismissal and an opportunity to be heard;
 - d. Is responsible for the conduct of the College and for the administration and supervision of its departments; and
 - e. Shall attend all meetings of the Board, except those involving his/her personal position as President.
 3. In addition, the President:
 - a. 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;
 - b. May delegate responsibilities to other College employees, subject to later review by the Chair, including a proper request for review under College rules and procedures;
 - c. Accepts the written resignation of employees and reports such actions to the Board;
 - d. Is responsible for 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;



- e. Recommends policies, a calendar, schedule of tuition and fees, and an annual budget to the Board; and
 - f. After conferring with the Chair and Vice Chair, prepares the agenda for the meetings of the Board.
 - g. Is subject, along with other College personnel as designated by the state, to the provisions of the Maryland Public Ethics Law as codified in Section 5-525 (Institutions of Higher Education) of the General Provisions Article of the Annotated Code of Maryland, and the regulations of the State Ethics Commission, all as may be amended from time to time.
- C. President-Board Relationship
1. The parties shall endeavor to foster a relationship 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 affect the agenda, all actions of the Board, and all correspondence.
 - a. The President serves as the official channel for all communications between the Board and the College students, faculty, and staff, as well as government and community agencies, businesses, organizations, and College counsel, except as otherwise determined by the Board.
 - 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 (e.g., annual evaluation and/or contract negotiations).
 - c. The President prepares and submits to the Board periodic reports on the progress of the College.
 - d. The President, as Secretary-Treasurer, is responsible for preparing an agenda with appropriate materials for all Board meetings.
 - e. The President, along with College employees, develops personnel



procedures and practices for personnel matters as well as for programs, services, activities, and regulations.

VI. Board Meetings

A. Regular Meetings

1. The Chair shall propose a meeting schedule and the Board shall adopt a meeting schedule 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 Act.

B. Special Meetings

1. 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. A majority of the members of the Board present and voting must vote in favor of closing the session in order for the Board to move into closed session. The Presiding Officer shall conduct a recorded vote on the closing of the session and shall make a written statement of the reason for closing the meeting, including a citation of the authority under Section 3-505 of the General Provisions Article of the Annotated Code of Maryland, and a listing of the topics to be discussed. If a person objects to the closing of a session, the public body shall send a copy of the written statement to the State Open Meetings Law Compliance Board, which written statement shall be a matter of public record and the Board shall keep a copy of the written statement for at least one (1) year after the date of the session.
2. The Board is permitted to meet in closed session under Section 3-305 of the General Provisions Article of the Annotated Code of Maryland. Closed sessions are permitted only to discuss one of fifteen "exception" topics as outlined in the Open Meetings Act. The following list should not be exhaustive and is subject to change. In the event of any conflict



between the Board's bylaws and the Open Meetings Act, the Open Meetings Act prevails:

- 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
- 1. 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 shall use a voice vote unless a written ballot is requested by any one or more members of the Board.
 - 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. The Board may deliberate in closed session for the purposes enumerated in Section 3-505 of the General Provisions Article of the Annotated Code of Maryland, but all final actions of the Board shall be taken at a public meeting, the minutes of which shall likewise be provided to the public.
- 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 of 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 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 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 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 any 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 s/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 that



involve personal attacks, employment or employee-related matters, real estate acquisitions, or 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. Members of the Board, the President, and staff members may wish to ask questions of the speaker or make comments in response to the speaker's remarks. Any person wishing to ask questions or make comments 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.
- c. The Chair shall not establish any committees which would constitute a quorum of the Board.
- d. All questions before a committee shall be determined and decided by vote of a majority of those Trustees present unless otherwise required by law, rules, and regulations of the state, county, or these bylaws.

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, establish and oversee an internal audit process for the College, select and appoint an external audit firm, and advise the full Board of the activity. 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 chair or a member of the Finance and Audit Committee with at least three members of the Board of Trustees appointed annually by the Board Chair; provided, however, that the Finance and Audit Committee shall always have less members than would constitute a quorum 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

1. The President shall comply with all requirements for records and reports as specified in Title 16 of the Education Article of the Annotated Code of Maryland 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

1. 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 and Chair, recorded, and sent to Board members. Following approval of the minutes by the Board, an official copy shall be maintained in electronic form, at the discretion of the Board. The President and the Presiding Officer of the meeting shall



sign minutes for the official files where approval of the minutes occurs. Official minutes files shall be available to the public.

C. College Report (Biennial)

1. 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

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

E. Audit

1. 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.

1. 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

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



H. Public Information

1. 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. All other provisions or applications shall continue in full force and effect.