

**Bylaws of the Board of Trustees
of Frederick Community College**

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Introduction:

The bylaws of Frederick Community College provide the legal framework for the Board of Trustees as it conducts its work, provide clarity about the Board’s functioning, and establish central elements of its structure, such as the official name of the College, offices that may be held, the titles and responsibilities for said offices, meeting agenda construction, and the means by which amendments are made to the bylaws. These bylaws serve as the organizational roadmap for the Board in the conduct of its business as the governing body of the College.

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Article I. Organizational Identification and Purpose

Section 1: Name

The legal name of the College shall be Frederick Community College.

Section 2: Purpose

The purpose of the Board of Trustees of Frederick Community College is to govern the institution within the framework of the Education Article of the Maryland Annotated Code, Division III – Higher Education, Title 16 – Community Colleges, Subtitle 1 – Organization and Government of Community Colleges, Section 16-103 – Powers and Duties of Board, as amended, and to assure that adequate and competent administration is provided for effective operation of Frederick Community College.

Article II. Name and Authority of the Board of Trustees

Section 1: Abbreviations

The Board of Community College Trustees for Frederick County hereafter is referred to as “the Board,” Frederick Community College as “the College,” and individual member(s) of the Board of Trustees as “Trustee(s).”

Section 2: Authority

The Board derives its authority from the Education Article of the Maryland Annotated Code, Division III – Higher Education, Title 16 – Community Colleges, Subtitle 1 – Organization and Government of Community Colleges, as amended. These bylaws are likewise in keeping with these statutory provisions.

Article III. Membership

Section 1: Composition

The Board shall consist of seven members (i.e., Trustees), who shall be appointed by the Governor of Maryland, with the advice and consent of the Senate of Maryland.

Section 2: Qualifications

Trustees shall be residents of Frederick County, Maryland and shall have demonstrated leadership in business, education, government, or other fields related to higher education.

Section 3: Terms of Office

Terms of office for Trustees shall be as set forth in Section 16-407(b) of the Education Article, Maryland Annotated Code.

Section 4: Vacancies

Trustee vacancies on the Board shall be filled by appointment of the Governor for the unexpired term.

Section 5: Removal

A Trustee may be removed by the Governor for cause.

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Section 6: Limitations

No member of the Frederick County Board of Education may serve on the Board.

Article IV. Governance Methodology

Section 1: Governance Model

The Board shall utilize the Policy Governance model (i.e., the John Carver Model of Governance) in undertaking its work as a Board.

Article V. Meetings

Section 1: Regular Meetings

The Board shall hold at least eight regular meetings per year. The dates for the regular meetings shall be set by a majority vote of the Trustees.

Section 2: Attendance

A Trustee who fails to attend at least 50% of the meetings of the Board during any consecutive 12-month period shall be considered to have resigned.

Section 3: Public Notice

The date, location, and agenda of all Board Meetings shall be published and made public, in advance, as prescribed by law.

Section 4: Special Meetings

Special meetings of the Board may be called by the Chair or by a majority of the Trustees. Notice of the time, place, and purpose of the meeting shall be given to each Trustee in advance of the meeting.

Section 5: Non-Voting Liaison

The Board may invite an individual from Frederick County Government to attend meetings as a non-voting liaison.

Section 6: Conduct of Meetings

Meetings of the Board shall be conducted in accordance with Robert's Rules of Order, Newly Revised, for Small Assemblies, except as otherwise provided in these bylaws.

Section 7: Adjourned Meetings

Any legal meetings of the Board may be adjourned to a specific time and place. Only items on the agenda of the meeting adjourned may be acted upon at the rescheduled meeting.

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Article VI. Quorum

Section 1: Physical Location

Trustees must be physically present at the meeting location to be considered in the determination of a quorum: provided, however, if, for unforeseen circumstances, a Trustee cannot physically attend a meeting, such Trustee, with appropriate notice to the Board Chair, may participate in the entire meeting by telephone or video conference and shall be considered “present” for purposes of determining a quorum. A quorum is defined as a majority of the appointed and serving Trustees, not including vacancies.

Section 2: Official Action of the Board

No action of the Board, conducted at a Board Meeting, is considered valid unless approved by a vote of a majority of the Trustees present.

Article VII. Remote Communications

Section 1: Special Remote Meetings

The Board may hold a special meeting by telephone or video conference in the event a specific matter is time sensitive, or if other exceptional circumstances (such as a pandemic) exist, that make attendance in person untenable.

Section 2: Remote Closed Session

The Board may adjourn to a special meeting that is conducted by telephone or video conference from an open session to a closed session provided that the matter is time sensitive and the Board votes to close the special meeting in accordance with the requirements set forth in the Maryland Open Meetings Act for holding a closed meeting.

Section 3: Public Access

A telephone or video conference is considered open to the public if a speakerphone or monitor is available at the published location where members of the public can observe and/or hear the Board’s transaction of public business, or they are provided access to the telephone or video conference.

Article VIII. Minutes of Meetings

Section 1: Documentation of the Meeting

Minutes of the proceedings of every Board meeting shall be prepared by the College President (or the President’s designee) with all motions accurately and completely recorded, noting the names of those who make motions, the nature of the motion, and those who vote ‘yeas’ and ‘nays.’

Section 2: Approval of the Minutes

The minutes of the prior board Meeting will be provided to the Board as part of the subsequent board Meeting materials, and subsequently considered by the Board.

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Section 3: Inspection of the Minutes

The official minutes shall be maintained kept in the Office of the President, as well as posted on the College website.

Article IX. Compensation

Section 1. Remuneration.

No Trustee shall be remunerated for their service to the Board. However, each Trustee is entitled to receive \$500 per fiscal year for expenses.

Section 2: Board Expenses.

Individual Trustee expenses arising from attendance at professional development events shall be reimbursed in accordance with existing College policy.

Article X. Responsibilities of the Board

Section 1: Scope of Governance

The Board is the sole governing body of the College, ultimately accountable for academic quality and maintaining continuous accreditation, equal opportunity, fiscal and academic integrity, strategic planning, assets, safety and security, and the financial health of the organization. The Board is accountable for the development of Board policies and resource development, consistent with the mission of the College.

Article XI. Election of Officers

Section 1: Board Officers

The Officers of the Board shall be a Chair and Vice Chair.

Section 2: Election upon term conclusion.

The Officers of the Board shall be elected by the Board from among its members at the June meeting before the expiration of the term of the previous officers. Officers shall serve terms of one year and may be reelected.

Section 3: Election Timeline

Officers of the Board shall be elected, no later than June of each fiscal year, as prescribed by state law.

Section 4: Officer Vacancies

In the event of an Officer vacancy, prior to a regular election, the Board shall conduct a special election of the Chair and Vice Chair.

Section 5: Terms of Office

Officer terms are as follows:

- The term of office for each elected position shall be from July 1 until June 30th.

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- No Trustee shall hold the office of Chair of the Board for more than two consecutive years. After a period of one year not serving as Chair, a Trustee is again eligible to be nominated for Chair.
- The Vice-Chair may hold office for as many years as elected to the office. The Vice-Chair does not automatically become Chair.

Article XII. Duties and Authority of Officers

Section 1: The Board Chair

The Chair of the Board shall have the usual duties and authority consistent with education laws. The Chair shall appoint all committees unless otherwise directed by the Board. The Chair shall serve as the spokesperson for the Board.

Section 2: The Board Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the absence of the Chair. The Vice-Chair shall perform other functions and duties as designated by the Board and shall assist the Chair as needed.

Article XIII. Order of Business

Section 1: Meeting Agenda

The Agenda of each Board Meeting will minimally include:

1. Call to Order
2. Approval of Minutes
3. Reports of Special Committees/Public Presentation (if requested & approved)
4. Board & CEO Comments
5. Consent Agenda
6. Information/Discussion Items
7. Action Items
8. Adjournment

Other matters requiring Board action shall be included on the agenda as warranted.

Section 2: Consent Items

The handling of items on the Consent Agenda shall be as follows:

1. The Board may make one motion and hold one vote for all items designated as consent items on the monthly Board agendas.
2. Any Board member, upon request for any reason, may remove the item from the Consent Agenda which shall then be considered as a regular action item on the Meeting Agenda.

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3. The following items shall NOT be included on the Consent Agenda, and as such, shall be identified as separate agenda items:
- Appointment and Evaluation of the President
 - Staff Salary Schedules, Including the President, Faculty, and Other Employees
 - Annual Operating Budget
 - Major Function Budget Transfers
 - Capital Improvement Budget (CIP)
 - Student Credit Tuition and Fees
 - New Degree or Credit Certificate Programs
 - Amendment of Board Bylaws
 - Annual Auxiliary Enterprise Budgets
 - Leases for Off-Campus Facilities
 - Purchase, Sale, Lease, Condemnation, or Other Acquisition or Disposition of Real or Personal Property

Article XIV. Indemnification

Section 1: Purpose

The purpose of this bylaw is to establish the terms and conditions for the indemnification of Trustees, in accordance with the provisions of Maryland law.

Section 2: Indemnification and Legal Protection for Trustees in the Performance of Duties

The College shall defend, hold harmless, and indemnify each Trustee, and their respective heirs, executors, and administrators, from any and all demands, claims, suits, actions, and other legal proceedings brought against the Trustee in both the Trustee's individual and official capacity as a member of the Board of Trustees, provided that the claim, suit, action, or other legal proceeding concerns the Trustee's conduct within the scope of the Trustee's official duties and without malice. The College and/or its insurer shall have the exclusive right to designate counsel to defend the Trustee, and the College shall have no obligation to reimburse or to pay for separate counsel retained by the Trustee. The College shall have no obligation to reimburse the Trustee for any legal fees, expenses, or costs for any legal proceeding in which the Trustee takes a position adverse to the College. The College's obligations to the Trustee under this provision shall survive the expiration of the Trustee's term of office.

Section 3: Insurance

The College shall purchase and maintain insurance in amounts determined reasonable by the College. to protect the Board and any person who is, or was, a Trustee against any liability asserted against such person for actions taken by the Trustee or the Board in their capacities as Trustee(s) and within the scope of their duties and without malice.

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Section 4: Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the College in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking, by or on behalf of the Trustee to repay such amount, if it shall ultimately be determined that such Board Member is not entitled to be indemnified hereunder.

Article XV. Severability

Section 1: Force and Effect

If any provision of these bylaws, or the application thereof, to any person or circumstance, shall be invalid or unenforceable to any extent, the remainder of these bylaws and the application thereof, shall not be affected thereby and shall remain in full force and effect.

Article XVI. Amendments to the Bylaws

The bylaws may be amended at any meeting of the Board, provided any proposed amendment was presented for review and discussion at a prior meeting. Amendment of the bylaws requires approval by a majority of the appointed members of the Board.