

St. Mary's College of Maryland

Bylaws

WHEREAS, St. Mary's College of Maryland ("College") was authorized to become a public, four-year college with its own Board of Trustees by action of the Maryland State Legislature in 1964; and

WHEREAS, the College was designated to be an Honors College in 1992, and;

WHEREAS, the College operates under the provisions of Maryland State law including applicable policies and regulations of the Maryland Higher Education Commission and other State agencies, and;

WHEREAS, within this framework, the College's trustees shall be appointed by the Governor upon the recommendation of the Board of Trustees, with the advice and consent of the Senate, and;

WHEREAS, authority to govern the College is vested in the Board of Trustees,

NOW, THEREFORE, pursuant to the powers and authorizations granted by the State of Maryland, the Board of Trustees has amended the Bylaws of the College to read as follows:

ARTICLE I. The Board of Trustees

1. **RESPONSIBILITIES:** The Board of Trustees shall have and exercise those powers prescribed by law. Its ultimate authority for, and approval of, all College policies is herein affirmed through its general academic policy oversight and fiduciary responsibility to maintain the College's fiscal integrity and reputation. These Bylaws and the Board's other policies shall take precedence over all other institutional statements, documents, and policies. Certain reserved powers, authority, and decisions that require the ultimate approval of only the Board of Trustees are prescribed in this article and may not be delegated to any Board committee or other body or entity within the Board of Trustees or College.

Powers reserved for the Board of Trustees only shall include, but not be limited to, the following: changes in College mission and purposes, selection of the president and termination of his or her service, retention of final authority on all personnel matters, recommendations of candidates for trusteeship and recommendations to sanction trustees, approvals to seek major debt financing, approvals of the sale or other disposition of real property or other major tangible assets owned by the College, and amendment of these Bylaws.

The Board of Trustees shall have the broad authority permitted by these Bylaws and as required by law. This authority and its implicit responsibilities, in consultation with the College's president and others as appropriate, shall include but shall not be limited to the these illustrations:

- a. Periodically review and determine the College's mission and purposes, and protect the College's integrity and standing in the community at all times.
- b. Appoint the President who shall be the College's chief executive, set his or her terms of employment including compensation based on periodic performance reviews, and provide appropriate support of the president and the presidency.
- c. Establish the terms of employment of other officers who serve at the pleasure of the President upon his or her recommendation.
- d. Ensure that effective institutional planning is conducted by management and the faculty periodically, participate in and assess the quality of the planning process, approve major priorities and goals, periodically assess institutional progress and assist where appropriate with helping to meet goals.
- e. Review and approve proposed changes by the President in the College's major academic and other sponsored programs and services consistent with its mission, plans, and financial resources.
- f. Approve institutional policies bearing on faculty appointment, promotion, tenure, due process, and dismissal as well as policies affecting other categories of employees.
- g. Approve the annual budget and student tuition and fees, regularly monitor the College's financial condition, and establish policy guidelines affecting all institutional assets including investments, physical plant, and real estate.
- h. Authorize all major debt financing, including the securing of loans.
- i. Authorize any new construction or major renovation of buildings and capitalization of deferred maintenance backlogs.
- j. Authorize the purchase, sale, and management of land, buildings, and major equipment, including technology and other infrastructure needs.
- k. Approve policies that contribute to maintaining the best possible learning environment for students.
- l. Approve policies that protect academic freedom and contribute to the best possible environment to teach, pursue research and scholarship, and perform public service.
- m. Approve all earned degrees through the faculty and President as they shall recommend.
- n. Approve all honorary degrees.
- o. Exercise such other authority as from time to time may be conferred upon the Board in accordance and compliance with the applicable laws and regulations of the State of Maryland.
- p. Serve actively as advocates and ambassadors for the College on matters of public policy affecting the College's best interests and development, and in the broader community in consultation with the President and other officers.

- q. Periodically undertake assessments of the commitment, performance, and effectiveness of both the Board and individual trustees.

2. MEMBERS. The Board of Trustees shall consist of twenty-three (23) voting Trustees. In addition, there shall be a student Trustee and two (2) ex-officio, voting Trustees who are, as long as they are in their respective positions, the president of the Alumni Association of St. Mary's College of Maryland and the chair, or designee thereof, of Historic St. Mary's City Commission.

The student Trustee, who shall serve for a term of one year and until a successor is appointed and qualifies, may participate and vote in all Board meetings, but may not participate in establishing or administering faculty or administrative personnel policy. As permitted by law, he or she may be selected through a process determined by the President and an appropriate Board committee.

3. TRUSTEE TERMS AND TERM LIMITS: Regular voting Trustees who shall be appointed by the Governor with consent of the Senate of the State of Maryland may, as permitted by law, each have a renewable term of six (6) years with a maximum of two (2) full consecutive terms or twelve (12) years. All incumbent Trustees who are eligible for renewal of their terms first shall be considered by the Board's Governance Committee using the criteria and guidelines suggested in the current *Statement of Commitment and Responsibilities of the Individual Trustees of St. Mary's College of Maryland* adopted by the Board of Trustees. Gubernatorial appointment shall be required for all new nominees, following an affirmative vote by the Board of Trustees, and forwarded to the Governor through the Board of Trustees.

4. TRUSTEES EMERITI: All Trustees who have served with distinction and obvious commitment to the College for two terms shall be eligible for nomination to the Board of Trustees by the Governance Committee as Trustee Emeritus. Trustees Emeriti, as non-voting trustees, are relieved of their fiduciary responsibilities and obligations, including meeting attendance, but are expected to demonstrate their continuing commitment to the College's progress in other ways, including personal philanthropy and participation in campus projects and activities. They shall be invited to the annual meeting of the Board of Trustees, ordinarily in May, and shall otherwise be eligible to serve on certain Board Committees, with vote, where their expertise may be especially helpful to the Board and management.

ARTICLE II. Board Meetings

1. REGULAR MEETINGS: The Board of Trustees shall meet at least three times annually. All Board and committee meetings shall be held on such dates, time, and place approved by the President or Chair of the Board and conducted in accordance with Title 10, subtitle 5 of the State Government Article, Maryland Annotated Code, "Open Meetings Act." The dates of all regular meetings shall be set at least one year in advance. Written notice of date, time, and place of each regular meeting shall be sent to each

voting Trustee at least thirty (30) days prior to each meeting. The agenda and supporting information for each meeting shall be sent to each voting Trustee at least ten (10) days prior to the meeting. The Board's May meeting shall be its Annual Meeting for the purpose of electing Board officers, appointing committee leaders and members, and other purposes.

Subject to the limitations of the State of Maryland's open meeting law, there ordinarily shall be scheduled an executive session, which may or may not be needed, at the Board Chair's discretion. The voting Trustees and the President shall be present, and only such others including College officers upon invitation.

2. **SPECIAL MEETINGS:** Upon request of the Chair of the Board, the President, or any five (5) voting Trustees, a special meeting may be held provided at least ten (10) days advance notice can be given to all voting Trustees which specifies its purpose(s), date, time, and place. Should an emergency meeting be required in the judgment of the Board Chair or the President, with less than ten (10) days' notice to all Trustees, it may be conducted by telephone conference call. Notice of the date, time, and place of any special meeting by teleconference shall be provided to each voting Trustee by overnight special delivery service, facsimile transmission, electronic mail or other expedited means at least twenty-four (24) hours prior to the meeting. All special meetings shall be conducted in accordance with Title 10, subtitle 5 of the State Government Article, Maryland Annotated Code, "Open Meetings Act."

3. **QUORUM:** Except as provided elsewhere in these Bylaws or by law, a simple majority of the current number of voting members shall constitute a quorum for the transaction of business at any regular or special Board or Board committee meeting. Should a quorum not be made, those in attendance may continue to meet for discussion purposes but shall not take any binding or official action on behalf of the Board of Trustees and the College, or on behalf of any Board committee.

The Board of Trustees may delegate authority to make a future decision on a specific matter to its Executive Committee, without necessarily requiring subsequent Board ratification, provided that the majority of Trustees are present and meet the quorum requirement.

4. **TRUSTEE PARTICIPATION BY TELEPHONE CONFERENCE CALL OR OTHER ELECTRONIC MEANS:** Trustees may participate in Board meetings by teleconference or other equivalent electronic means which shall constitute presence in person at the meeting. Individual board members are discouraged from routinely relying on this means for their participation in Board meetings.

5. **MEETING MINUTES:** The minutes of all meetings shall list those Trustees present and those Trustees absent. A set of Board and Executive Committee minutes shall be sent as part of the agenda and supporting materials for subsequent Board meetings. The minutes of other Board committee meetings ordinarily shall be sent only to their respective member Trustees. The Board or members of a committee of the Board

may approve minutes of a meeting via email no less than six (6) weeks after a meeting of the Board or a committee of the Board.

An official attendance record shall be faithfully maintained for periodic reference by the Governance Committee based on the minutes of all Board and Executive Committee meetings. Such attendance records may be extended to include attendance at other Board committee meetings if requested by the Chair of the Board of Trustees or the Governance Committee but are not ordinarily required to be maintained.

ARTICLE III. Board Officers

1. **OFFICERS AND OFFICER TERMS:** Board officers shall be a Chair, Vice Chair, Secretary, and Treasurer, all of whom shall be voting Trustees. Each year the Trustee Governance committee shall seek nominations and present candidates for board officers to be voted on by the full Board during the Annual Meeting. Officers shall have renewable one-year terms and commence at the first meeting following the Board's Annual Meeting.

2. **BOARD CHAIR:** The Chair of the Board of Trustees shall also serve as Chair of the Executive Committee and preside at all meetings of the Board and the Executive Committee. He or she shall appoint the chairs and members of all standing and Ad Hoc committees of the Board of Trustees, with the exception of the Executive Committee whose membership is prescribed in these Bylaws. The Board Chair shall consult with the President of the College on these appointments. The Board Chair shall be the official spokesperson for the Board of Trustees with regard to its decisions and actions. Trustees shall refer press inquiries directly to him or her, or to the President, as appropriate to the matter at hand. The Chair of the Board shall have the authority to execute appropriate documents on behalf of the Board of Trustees and on behalf of the College.

3. **BOARD VICE CHAIR:** The Vice Chair shall be a member of the Executive Committee, ordinarily chair of a board standing committee, have the authority to preside at Board or Executive Committee meetings when the Board Chair is absent or incapacitated to do so, and be given such other assignments as the Board Chair shall decide.

4. **SECRETARY:** The Secretary shall be a member of the Executive Committee and work with management and Board leaders to ensure that the Board of Trustees is acting in accordance with these Bylaws, that Bylaw Amendments are promptly considered and made when necessary, that minutes of Board and Executive Committee meetings are accurate and promptly distributed to all trustees, that meetings are properly scheduled and trustees notified, and that Board policies and other official records are properly maintained. He or she shall perform other duties as prescribed by the Board Chair and shall be assisted in all duties by a staff member designated by the President.

5. **TREASURER:** The Treasurer shall be a member of the Executive Committee and ordinarily shall chair the Finance, Investment, and Audit Committee of the Board of Trustees. Each quarter he or she shall ensure that the College's chief financial officer provides all Trustees with financial reports that include comparisons for the same time period for the preceding fiscal year and with the College's approved current annual budget. As the Board's volunteer leader on financial management matters, the Treasurer consults regularly with the College's chief financial officer and the Board-approved auditing firm as necessary. He or she ensures that final audit reports are promptly distributed to all voting trustees and that the Board of Trustees formally accepts and approves audit reports annually.

ARTICLE IV. Board Committees

1. **GENERAL:** The Board shall establish such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. As Board policy, they shall be reviewed at least every other year for their adequacy and appropriateness.

In consultation with the President, the Chair of the Board of Trustees shall appoint the chair and a vice chair or co-chair, if desired, and the members of each standing and ad hoc committee, except for the Executive Committee whose members are determined by these Bylaws. Ordinarily each Board standing committee shall have at least five (5) members, the majority of whom shall be voting Trustees, with a chair and vice chair or co-chair, if appointed, who also shall be voting trustees. The Chair of the Board of Trustees and President shall be ex-officio members of all committees, except as otherwise cited in these Bylaws. A designee of the President shall staff each committee. Ordinarily, committee chairs shall not serve in the same position for more than three (3) consecutive years and all voting Trustees shall serve on at least one, but not more than two, standing committees at the same time, not including Executive Committee membership. Approximately every other year, all Trustees shall be asked by the Board Chair to express their preferences for possible changes in their committee assignments.

2. **STANDING COMMITTEES:** Each committee shall meet as often as necessary to meet its responsibilities but not fewer than three (3) times annually. A majority of assigned committee members shall constitute a quorum for recommendations to the Board of Trustees for such action as it may approve.

- a. **EXECUTIVE COMMITTEE:** Membership shall consist of the Chair of the Board of Trustees; who shall also serve as chair of the Executive Committee, the Vice Chair, Secretary, and Treasurer, the chairs of each standing committee and the Board Liaison for Government Relations.

Except for those powers reserved for the Board of Trustees in Article I, Section 1, or elsewhere in these Bylaws, or by law, the Executive Committee shall be empowered to act on behalf of the Board of Trustees in genuine emergencies or to handle routine matters to enable the Board of Trustees to be

efficient in the use of its meeting time. Rather than being a decision-making body, it shall function primarily as a deliberative body for the President and Board of Trustees. Its primary responsibilities include serving as a monitor of progress on College planning goals and priorities, the effective functioning of the Board and its committees including providing advice on Board meeting agendas, and, through its *Sub-Committee on Presidential Performance Review and Compensation*, annually reviewing the chief executive's performance through a process designed with the President and in consultation with all voting trustees. The Executive Committee is specifically delegated the authority to set the President's and other officers' compensation upon consideration of its sub-committees' recommendations. Ordinarily, the Executive Committee shall meet no more often than does the full Board of Trustees. The minutes of all Executive Committee meetings shall be distributed to all voting Trustees within thirty (30) days and any formal actions taken shall be ratified by the Board of Trustees at its subsequent meeting.

- b. **TRUSTEE GOVERNANCE COMMITTEE:** Membership ordinarily shall consist of five (5) members, all of whom shall be voting Trustees, not including the Board Chair and President who shall be ex-officio members. Ordinarily, when his or her term as a continuing voting trustee permits, the most recent Past Chair of the Board shall be appointed by the current Board Chair to serve as chair of this committee. A designee of the President shall staff the committee. No committee member shall serve for more than five consecutive years without at least a one-year hiatus.

The committee's primary responsibilities are to ensure that: 1) members of the Board of Trustees and its officers are highly qualified and committed to advancing the College and meeting the Board's responsibilities with consideration of skills, experience, and such other considerations including a healthy inclusion of successful College graduates as it shall determine; 2) each year prior to the annual meeting the committee seeks nominations and presents candidates for Board officers to the full Board at the annual meeting; 3) the performance of all Trustees and Board officers is thoughtfully reviewed prior to their possible re-nomination to the Board of Trustees, consistent with these Bylaws and the Board's adopted *Statement of Commitment and Responsibilities*; and 4) periodic programs of orientation to trusteeship and the College are offered for newly elected Trustees, as well as in-service education programs for all Trustees.

The committee shall establish its own rules of procedure to meet its responsibilities in consultation with the Chair of the Board of Trustees, the President, and Board of Trustees. The biographies of all individuals nominated for appointment to the Board of Trustees shall be provided to all Trustees at least thirty (30) days prior to the meeting at which the Board will be asked to vote on them. The Committee shall have access to meeting

attendance records and such other information that will enable it to meet its responsibilities on behalf of the Board of Trustees and the College.

- c. **FINANCE, INVESTMENT AND AUDIT COMMITTEE:** Ordinarily the Board's Treasurer shall chair this committee, or minimally, be a member of the committee. At least one member of this committee shall be highly qualified by virtue of experience, profession, or education in the field of financial management and/or accounting. One or two members may be non-voting trustees who bring especially helpful experience with accounting, organizational audits, or investments. One member shall be the Faculty Finance Delegate, or other appropriate designee appointed by the Faculty Senate. A designee of the President shall staff this committee.

The committee shall advise the Board regarding: 1) annual operating and capital budgets; 2) necessary changes in approved budgets that may be required in emergencies; 3) approval of the annual audit and recommendation of its acceptance by the Board of Trustees; and to the external auditor for the subsequent fiscal year; 4) necessary changes in the College's accounting systems including personnel needs; 5) quality and format of financial reports and financial statements as well as their regular distribution to all Trustees; 6) investment performance and reports; and 7) adequacy of internal accounting controls, risk-management systems, regulatory compliance procedures, and trustee and officer conflict-of-interest and disclosure policies.

- d. **ACADEMIC AFFAIRS COMMITTEE:** The committee shall: 1) receive and consider recommendations of the President for appointments, promotions and dismissals to and from the faculty; 2) consider all major plans for and changes in the curricular policies and organization when presented by the President; and 3) recommend to the Board of Trustees the adoption, modification, or rejection of proposals emanating from the faculty, as proposed by the President.
- e. **BUILDING AND GROUNDS COMMITTEE:** The purpose of the committee shall be a forum for discussion of those concerns and issues related to the physical plant of the College. The committee shall consider all major changes, plans and proposals regarding new construction, renovation, and campus development when presented by the President. It shall be the duty of the committee to make a yearly inspection and report to the Board on the physical properties of the College; to study the College's need for additional facilities; and to perform other such special duties in regard to the building facilities and the College's property as the Board may direct.
- f. **DEVELOPMENT COMMITTEE:** The purpose of the committee shall be to establish all fundraising and financial enhancement goals for the College. The committee shall consider a comprehensive fundraising program for the

attainment of these goals, and shall advise the Office of Development in the implementation of this fundraising program. The committee shall recommend specific fundraising goals for the Board of Trustees itself, and shall monitor the progress of the Board in satisfying these goals. The chair of the committee shall work with all members of the Board in securing personal gifts to the College.

- g. **ADMISSIONS AND FINANCIAL AID COMMITTEE:** The purpose of the committee shall be to review and discuss those issues related to the admissions and financial aid policies and practices of the College. The committee shall consider all major changes, plans and proposals regarding admissions standards and financial aid models. The committee will review annual enrollment and financial aid data from the Office of Admissions and Financial Aid.
- h. **STUDENT AFFAIRS COMMITTEE:** The purpose of the committee shall be to review and discuss those issues related to the retention of students at the College and their co-curricular activities and residential life at the College. The committee shall consider all major changes, plans and proposals regarding policies which affect students. The committee shall consider and recommend to the Board the adoption, modification, or rejection of proposals by the President which emanate from the Student Government Association (SGA) and shall review annual retention numbers provided by the Office of Admissions and Financial Aid.

3. **AD HOC COMMITTEES:** From time to time the Chair of the Board of Trustees, in consultation with the President, may appoint special or ad hoc committees of voting and non-voting Trustees to address very specific strategic issues, opportunities, or other needs that are not recurring or general in nature and may require study or expertise from within or across two or more standing committees. Each such committee shall have an explicit written charge or objective, at least three (3) members with a voting Trustee as chair, and a suggested time frame to complete its work and recommendations, ordinarily within one year.

4. **BOARD LIAISON FOR GOVERNMENT RELATIONS:** The Chair of the Board of Trustees shall appoint one trustee to act as its liaison for government relations ("Board Liaison"). The Board Liaison shall consult with the President and the Chair of the Board to formulate and recommend policy with respect to all governmental relations, including negotiations with the State legislature, executive agencies, and the Governor and his or her office. The Board Liaison shall review all requests submitted to the Governor and the legislature and shall monitor the progress of these proposals. The Board Liaison shall represent to the Board all legislative or executive decisions, which may affect the College in any way, and shall report to the Board of Trustees at its regular Board meetings.

ARTICLE V. Officers of the College

1. **THE PRESIDENT:** Appointed by the Board of Trustees and serving at its pleasure consistent with the terms of an employment agreement, the President shall be the College's chief executive officer and the Board's chief adviser and executive agent. He or she shall be an ex-officio member of all Board committees with the exception of the audit functions of the Finance, Investment and Audit Committee and the presidential compensation and performance review sub-committee of the Executive Committee. Ordinarily the President shall qualify for and receive academic rank and tenure from the Board of Trustees.

The President shall exercise supervision and direction of all College divisions and be accountable only to the Board of Trustees for the College's administration, operation, resource allocations, and policies, including those concerning appointment, tenure and promotion of individual faculty members. The President shall be responsible for the development of the overall strategic plan to be approved by the Board of Trustees. He or she shall be the College's official spokesperson and work earnestly to keep the Board of Trustees informed about the College's condition, plans, priorities and needs. The President shall make or terminate appointments of College officers in consultation with the Board of Trustees or Executive Committee as the Board Chair and President shall decide. He or she shall have the authority to execute appropriate documents on behalf of the College and Board of Trustees and have all other responsibilities ordinarily expected of chief executives of public colleges and universities.

2. **OTHER COLLEGE OFFICERS:** There shall be additional officers appointed by the President, with approval of the Board of Trustees, whose individual titles and responsibilities are for one or more assigned administrative, management, or academic functions. They shall serve at the pleasure of the President and hold such other positions and titles with such duties and responsibilities as the President may also assign.

ARTICLE VI. Trustee and Officer Conflict of Interest and Disclosure

All College Officers and Trustees shall adhere to the highest possible standards of ethical behavior and otherwise conduct themselves consistently with the letter and spirit of State law, including the Maryland Public Ethics Law and all applicable regulations, and College policy including these Bylaws. Any Trustee or Officer shall be considered to have a conflict of interest if such person has an existing or potential financial or other interest that may impair or unreasonably appear to impair his or her responsibilities to the College. A conflict of interest may also be determined to exist if a member of his or her family is an officer, director, employee, member, partner, trustee, or controlling stockholder who has a business relationship with the College. For the purposes of this provision, a family member is defined as a spouse, parent, sibling, or child.

All Trustees and Officers shall disclose to the Board any possible conflict of interest at the earliest practical time. Further, each Trustee (or applicable Officer) shall absent himself or herself from discussions of the matter in question unless specifically invited to offer relevant information. He or she shall recuse himself or herself, or the Board Chair shall have the authority to do so, and such recusal shall be recorded in the minutes of the meeting, including abstention from voting. Any Trustee or College Officer who may be uncertain whether a given matter or relationship is a possible conflict of interest shall notify the Chair of the Board of Trustees, the chair of the Finance, Investment, and Audit Committee, and the President to enable its review and disposition by the appropriate Board Committee, or by the Board of Trustees, as the Board Chair shall decide or as is required by Board policy that may be separate from these Bylaws.

ARTICLE VII. Indemnification

As a unit of the State of Maryland, the College is subject to and covered by the Maryland Tort Claims Act, State Govt. Article, Title 12, subtitle 1, of the Maryland Annotated Code. As provided by law, trustees and officers of the College are immune from suit in courts of the State and from liability in tort for a tortuous act or omission that is within the scope of their public duties and is made without malice or gross negligence and shall be represented and defended by the Attorney General.

ARTICLE VIII. Amendments

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by a two-thirds vote of the total number of voting members of the Board of Trustees.

These Bylaws were revised by the Board of Trustees on May 13, 2016.