

College of Southern Maryland

**BYLAWS OF THE BOARD
OF TRUSTEES**

ARTICLE V: Board Meetings and Procedures

1. Regular Meetings

Regular scheduled meetings of the Board will be held each month with the exception of August during the calendar year. Meeting dates and times may be changed as the circumstances require. Unless the chair designates otherwise, the Board shall hold its regularly scheduled monthly meetings at the La Plata Campus, the Prince Frederick Campus, the Leonardtown Campus, or the Hughesville campus and will endeavor to conduct at least two meetings at each of these locations in a calendar year. The Board may from time to time hold meetings at other locations or at a designated site off campus. Seven days' written notice of each meeting is deemed sufficient notice; such notice shall

contain the agenda for the meeting. Public notice of all meetings shall be given in accordance with Maryland's Open Meetings Act.

2. Special Meetings

A special meeting may be held at the call of the chair or at least four members, provided that written notice of such special meetings shall be given by the secretary/treasurer (the president) to each member of the board no less than three (3) business days in advance and shall state the matters to be considered. No other matters shall be considered at said meetings except with the consent of all the members of the board present at such meeting.

3. Emergency Meetings

An emergency meeting may be called by the chair, or the president at the request of the chair, provided written or verbal notice is given 24 hours in advance when possible. An emergency is defined as an event that poses an imminent danger to persons and/or property or which would significantly affect the operation of the college unless immediate action is taken. In the event that a quorum of the board is unable to be convened after notifying all members, the board chair or his/her designee has the authority to act on behalf of the board. Any action(s) taken by the chair or the designee must be fully reported to the members of the board at the board's next scheduled meeting.

4. Work Sessions

A work session may be scheduled prior to a regular board meeting or at another time as requested by the board chair, the president, or at least four (4) members of the board. The purpose of a work

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session is to discuss information on topics that the board has requested or the administration has recommended to the Board. The Board takes no official action during these sessions and the Board neither considers nor transacts business at these sessions. Work sessions are attended only by the Trustees, the Secretary/Treasurer, and other persons invited to attend. The board may hold a work session each year to discuss the college's proposed budget request prior to the budget requests being submitted to the counties.

5. Closed Sessions

The board is authorized under the Maryland Open Meetings Act to conduct certain portions of its meetings in closed session.

6. Remote Participation in Meetings

The Maryland Open Meetings Act permits a member of a Maryland community college board of trustees to participate in a public meeting by remote connection as long as the board is in compliance with the requirements of the act.

A trustee who wishes to participate in the meeting using electronic means should notify the board chair and the secretary/treasurer of the board at least 10 days prior to the scheduled meeting date.

Remote participation may take place via phone conferencing or video conferencing. The trustee may participate remotely in a meeting only if the electronic means can and will be broadcast, allowing the trustee participating remotely to hear/see and be heard/seen simultaneously by the other trustees and members of the faculty, staff, public, and press present at the meeting. The secretary/treasurer will work directly with the trustee regarding the remote connection arrangements.

A trustee will not be permitted to participate remotely in closed meetings of the board.

Any board member who participates in a meeting by electronic means will count toward the number of trustees needed to constitute a quorum for that meeting and will be permitted to consider, discuss, and vote upon any matter before the board as if the trustee were physically present at the meeting. However, a board member may not participate remotely in more than 25% of the meetings in a twelve (12) month period.

Whether a full board meeting or a committee meeting, the board chair or committee chair or the chair's designee must be physically present to conduct the meeting. When extraordinary circumstances do not make it possible for at least a quorum of the board to meet in person at a physical location, the board chair is authorized to convene a meeting via teleconference or videoconference. The chair will ensure that the public will be provided access to listen and/or observe the meeting.

7. Quorum

A quorum shall be defined as the majority of the appointed membership of the board, not

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including any vacancies. A majority of the voting members present may legally act in any manner of business that comes before the board, unless some greater number is required by statute or by the bylaws.

The members of the board have legal authority only when the board is in formal session and when a quorum is present, subject to the provision on emergency action.

8. Record of Meetings

- a) The Board shall keep accurate written minutes of its proceedings.
- b) The minutes shall, at a minimum, reflect each item that the Board considered, the action that the Board took on each item and each vote that was recorded. When requested by any member of the Board, the recorded resolutions in the minutes will reflect the name of the Board members and each member's vote on a proposal. If the Board meets in closed session, the minutes for the next open session shall include a statement of the time, place and purpose of the closed session, a record of the vote of each member as to closing the session, a citation of the authority under the provisions of the Annotated Code of Maryland for closing the session, and a listing of the topics of discussion, persons present, and each action taken during the session.
- c) Draft minutes of open sessions shall be submitted at the next Board meeting and may be corrected by the Board before final approval.
- d) Draft minutes of executive sessions shall be submitted to the Board Affairs Committee for its approval. The Chair and the Secretary/Treasurer shall sign the minutes, as finally approved.
- e) The minutes shall be prepared as soon as practicable and be maintained by the President. The minutes of the public session are considered a public record open to public inspection at the Office of the President during ordinary business hours. Minutes of closed sessions shall be sealed and not open to the public unless a majority of the Board votes, on its own request or the request of a member of the public, to unseal the minutes.
- f) Copies of the public minutes shall be sent to the county commissioners of Calvert, Charles, and St. Mary's counties.

9. Voting Procedures and Conduct of Meetings

All matters coming before the board for approval shall be decided by a majority vote of a quorum present at the meeting, except those questions that, by law, by rules and regulations of the Maryland Higher Education Commission, or by the provisions of these bylaws, require a different vote and/or approval criteria. Wherever in these bylaws reference is made to a majority vote of the board, it shall refer, unless otherwise stated, to a majority vote of the trustees present at any meeting.

Unless otherwise directed by a majority vote of the board, meetings of the board shall be conducted in general accordance with the parliamentary procedure prescribed in the latest edition of *Robert's Rules of Order*.

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10. Public Attendance at and Participation in Meetings

- a) All regular, special, and emergency meetings are by law open to the public. Members of the staff, faculty, student body, and community are invited and encouraged to attend these meetings of the Board.
- b) Except in instances when the public is expressly invited to engage in testimony, questions, comments, or other forms of public participation, or when public participation is otherwise authorized by law, no member of the public attending an open meeting may participate in the meeting.
- c) A member of the public who wishes to present any matter of concern pertaining to the board must submit a written request to the secretary/treasurer of the board at least 24 hours prior to the regularly scheduled public meeting for review and response. In emergency situations, the board may, by a majority vote, give visitors who have not presented a written request in advance an opportunity to present their concerns to the board in any regular public meeting. The board, in recognition of the need to complete its business within reasonable time, may limit the presentation to three minutes.
- d) The request must describe the topic with sufficient specificity for the Board to reasonably understand the issue or issues to be addressed. The President is vested with the discretion to reject requests that do not meet these criteria.
- e) The Board generally hears remarks without comment and is under no obligation to respond to the remarks.
- f) A person attending a session of the Board of Trustees may not engage in any conduct, including visual demonstrations such as the waving of placards, signs or banners, that disrupts or may disrupt the session or that interferes with the right of members of the public to attend and observe the session. The presiding officer may order any person persisting in prohibited conduct to be removed from the session and may request police assistance to restore order. The presiding officer may recess the session while order is restored.
- g) A member of the public, including any representative of the news media, with 24 hours prior written notice to the secretary/treasurer of the board, may record discussions and photograph or record video of the proceedings of the Board of Trustees provided the device used does not disturb members of the Board or other persons attending the meeting
- h) The presiding officer may restrict the movement of a person who is using a recording device, camera, or broadcasting or televising equipment if such restriction is necessary to maintain the orderly conduct of the session.
- i) A recording of an open session made by a member of the public (including a representative of the news media), or any transcript derived from such recording, shall not be a part of the record of any proceeding of the Board.

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11. Amendment to the Bylaws

The bylaws may be amended at any meeting of the board, provided the proposed amendment was mailed, faxed, or sent electronically to all members of the board at least one week prior to the board meeting and provided it 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.

Every five years, the Board Affairs committee of the board of trustees will examine and recommend to the full board whether a comprehensive review of the bylaws is needed.

12. Agendas

a) Preparation of Agendas

The Board Affairs Committee prepares agendas for work sessions, regular meetings, special meetings, and, if needed, closed session, and submits it to the members of the board at least one week in advance of regular meetings and three (3) business days in advance of special meetings. The President of the College may develop recommendations for the regular agenda by consulting with appropriate persons at the College. Board members should be given the opportunity to suggest agenda items in advance of the meeting.

b) Agenda Items

The administration shall present to the board all items that require board action and approval including items that require board approval by state law, bylaws, or board policy. The items include those designated as CONSENT, DISCUSSION, or INFORMATION items. CONSENT items may be presented in the form of resolutions or requests for approval and may be approved in a single vote if the board so chooses.

DISCUSSION items may need further discussion by the board before a vote is taken. A vote can take place following the discussion or at a future meeting. INFORMATION items will be presented for information and discussion but do not require action by the board. A CONSENT item may be treated as a DISCUSSION item if any Board member for any reason, wants to discuss a CONSENT item or has a question regarding the item.