

**MORGAN STATE UNIVERSITY
BOARD OF REGENTS**

BY-LAWS

Amended and Approved by the Board of Regents - November 3, 2009

Board of Regents By-laws

MORGAN STATE UNIVERSITY BOARD OF REGENTS BY-LAWS

PREAMBLE

Pursuant to the powers vested in the Board of Regents of Morgan State University as provided and authorized by the laws of the State of Maryland,¹ the following is hereby adopted and declared as the By-Laws of the Board of Regents of Morgan State University.

ARTICLE I POWERS OF THE BOARD

The Board of Regents ("Board") shall have and exercise the powers prescribed by the laws of the State of Maryland. The primary concerns of the Board shall be policy making and responsibility for governance of Morgan State University and all related matters.

ARTICLE II APPOINTMENT AND REMOVAL

The Board shall consist of 15 members appointed by the Governor with the advice and consent of the Senate. One member of the Board shall be a student in good academic standing at the University who is at least 18 years old and has the qualifications required to be the student body president. Except for the student member, at least ten (10) members of the Board shall be residents of the State.

Each member of the Board serves without compensation, and is entitled to reimbursement for expenses in accordance with the Standard State Travel Regulations.

ARTICLE III TERMS OF OFFICE

Section 1. Members of the Board, except for the student member, shall be appointed for terms of six (6) years and until a successor is appointed and qualifies. The term of any Regent may end earlier by reason of resignation, disqualification, removal, or death. A new member appointed to fill such a mid-term vacancy, however, shall serve for the remainder of the unexpired term of the former member whom the new member replaces.

Section 2. The student member shall be appointed for a term of one (1) year and until a successor is appointed and qualifies, commencing on July 1 and ending the following June 30, unless the term ends sooner by reason of resignation, disqualification, removal from office, or death.

¹ MD. EDUC. CODE ANNOTATED

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ARTICLE IV OFFICERS

Section 1. The officers of the Board shall be Chairperson, Vice Chairperson, and Secretary.

Section 2. The Chairperson, Vice Chairperson, and Secretary shall be elected by public ballot by a simple majority of the appointed regents at the Board's last regular meeting of the fiscal year. They shall hold office for two years and shall be eligible for re-election; provided, however, that they shall hold office until their successors are elected and qualify. If a Board Member's term ends while they are serving as an Officer of the Board, the term of that Officer shall end, and the office shall remain vacant until an election is held to fill the vacancy.

Section 3. If the Chairperson of the Board vacates his or her office, the Vice Chairperson shall fill the position for the remainder of the term of office. If the Vice Chairperson or the Secretary vacates his or her office, the Chairperson shall appoint a replacement to fill the vacated position for the remainder of the term within 30 days of the date of vacancy.

ARTICLE V DUTIES OF OFFICERS

Section 1. Chairperson. The Chairperson shall preside at all meetings of the Board, shall represent the Board before all public bodies, shall sign on behalf of the Board, papers authorized by the Board as required by law and shall perform such duties as the Board may from time to time assign. The Chairperson is an ex officio member of each standing and special committee.

Section 2. Vice Chairperson. In the absence of the Chairperson or during any disability not allowing the Chairperson to do so, the Vice Chairperson shall preside over meetings of the Board. During any period of disability of the Chairperson, or at the request of the Chairperson, the Vice Chairperson shall perform such duties as would otherwise be performed by the Chairperson.

Section 3. Secretary. The Secretary shall keep a record of the proceedings of all meetings of the Board and its committees. The Secretary shall assure the safe-keeping of this record. The Secretary shall certify copies of all minutes, papers, and documents to be true and correct copies thereof. The Secretary shall perform such duties as from time to time may be assigned by the Chairperson.

ARTICLE VI BOARD MEETINGS

Section 1. The Board shall hold at least four (4) regular meetings during each fiscal year. At regular meetings, the Board is authorized to act on all matters before it. At the last regular meeting of the fiscal year or at such other time as the Chairperson may determine, the Board shall establish a schedule for regular meetings for the next year.

Section 2. The Board may hold additional meetings as needed at a time and place designated by the Chairperson. The Board shall hold special meetings upon call of the Chairperson. The Chairperson shall also call a special meeting if so requested by written request or telephone communication from a majority of Board members. A special meeting shall be called by the Chairperson to convene as promptly as possible upon at least three (3) days written notice to the Board members. At special meetings, the only matters transacted will be those covered in the notice to members, unless the majority of the Board members present otherwise approves.

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Section 3. The agenda for regular board meetings shall be prepared by the Chairperson in consultation with the President. Upon a written request by any member to the Chairperson at least five (5) days prior to a scheduled meeting that an item be included, the Chairperson shall place the subject or subjects on the agenda. All matters requiring Board action, however, may be acted on though not carried on the agenda.

Section 4. The agenda for a regular Board meeting shall be sent to Board members at least three (3) days in advance of such meeting. The receipt of this agenda shall serve as notice of the regular meeting.

Section 5. The Chairperson shall determine the order of business of regular meetings of the Board.

Section 6. A quorum for the transaction of business at any regular or special meeting shall be constituted by a majority of the members of the Board.

Section 7. Except as provided in Section 8 below, all Board meetings shall be conducted in accordance with the MD. STATE GOV'T CODE ANN. §§ 10-501 through 10-510, as such provisions may be amended from time to time. The Chairperson shall have final responsibility for assuring that Board meetings comply with these provisions.

Section 8. By vote of a majority of the Board members present at any meeting, the Board may enter into closed session, which shall not be open to the public. The purpose of the session and the reason(s) why it is to be confidential shall be announced in advance of the vote for closure. During any closed meeting in which the Board will discuss the President's position, salary or evaluation, the Board may excuse the President from attendance of such discussions. No final or binding action shall be taken in a closed session.

ARTICLE VII **COMMITTEES**

Section 1. The committees of the Board shall fit into one of the following categories: executive, standing or special.

Section 2. Executive Committee. The Executive Committee shall be composed of the three elected officers (the Chairperson, the Vice Chairperson, and the Secretary) and the chairpersons of the standing committees. The Chairperson of the Board is the chairperson of this committee. This committee may advise the President on urgent or pressing matters when the Board is not in session and may advise the President and the Board on issues which do not fall within the purview of one of the standing committees. The Executive Committee shall meet upon the call of the Chairperson at the earliest possible time following oral or written notice to its members.

Section 3. Standing Committees. Unless and until otherwise decided by a vote of a majority of the members of the Board, the standing committees of the Board shall consist of the following:

- a. Academic and Student Affairs
- b. Finance and Facilities

The Chairperson of the Board shall appoint all members of standing committees, one of whom he or

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she shall designate as chairperson, and at least two (2) other members. The Chairperson shall make committee appointments within thirty (30) days following his or her election or as soon as possible thereafter. The terms of the standing committee appointees shall run concurrently with that of the Chairperson.

Section 3.a. Academic and Student Affairs Committee. This committee shall have responsibility for policy matters concerning all undergraduate and graduate academic programs and departments of the University. This committee shall make appropriate recommendations with respect to the establishment of new academic programs, policies, and procedures and shall recommend to the Board persons to receive honorary degrees and the policies governing such awards. This committee shall also consider policy matters concerning all non-academic facets of student welfare. The Academic and Student Affairs Committee shall meet at least four (4) times annually.

Section 3.b. Finance and Facilities Committee. This committee shall have responsibility for all matters related to the business and financial policies and practices of the University, including property management. This committee shall review the annual reporting budget prepared by the President and shall make recommendations for its approval and adoption by the Board based on the soundness of the justifications the President provides. This committee shall monitor all budgetary requests and make recommendations regarding personnel or budgetary changes which are exceptions to an approved budget. This committee shall also review and present to the Board all audit reports and any other reports regarding the annual fiscal and financial needs of the University. This committee also, based upon the recommendation of the President which shall include a justification, shall review the assigning of a name to a University facility, whether the facility is new or in use, and shall present such name to the Board of Regents for approval. The Finance and Facilities Committee shall meet at least four (4) times annually.

Section 4.a. Special Committees. As the necessity therefore arises, the Chairperson may create one or more special committees to consider any matters not properly falling within the purview of the standing committees. Except as provided in Sections 4.b , 4.c and 4.d, at the time of creation of a special committee, the Chairperson shall specify the term of such committee, which shall not exceed that of the Chairperson who created the special committee. A successor chairperson, however, may re-establish any special committee. The Chairperson shall determine the number of members of any special committee and shall appoint and designate the chairperson of each special committee.

Section 4.b. Special Committees-Nominating Committee. At least sixty days prior to the Board's last regular meeting of the fiscal year, the Chairperson shall appoint a Nominating Committee comprised of at least three members of the Board of Regents. The Nominating Committee shall be responsible for recommending persons to serve as elected officers of the Board for the next fiscal year. These recommendations will be made to the entire Board at the Board's last regular meeting of the fiscal year. An officer of the Board shall not be a member of the Nominating Committee unless that officer has removed himself or herself from consideration for election to office.

Section 4.c. Special Committees-Evaluation Committee. At least sixty days prior to the Board's last regular meeting of the fiscal year, the Chairperson shall appoint an Evaluation Committee comprised of at least three members of the Board of Regents. The Evaluation Committee shall be responsible for conducting an annual review and evaluation of the President in accordance with the criteria and process specified by the Board of Regents. The Evaluation Committee shall share

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information with the Finance and Facilities Committee to assist that committee concerning its recommendations for the President's compensation. The Evaluation Committee shall report its recommendation concerning the President's evaluation at the last regular meeting of the fiscal year for action by the entire Board.

Section 4.d. Special Committees-Development Committee. The Chairperson shall appoint a Development Committee comprised of at least three members of the Board of Regents. The Development Committee shall be responsible for facilitating the fundraising efforts of the Board of Regents. Such efforts include soliciting individual Board members to participate in the activities of the Board by identifying, cultivating and securing gifts and donations from private individuals, corporations, foundations and government agencies.

Section 5. Committee Action. Matters requiring Board action shall first be presented to the appropriate standing or special committee for review before going to the full Board for action. Committee action is not required in the following situations: (a) in an emergency situation, (b) if the subject matter under consideration does not fall within the authority of an existing committee, (c) if the subject matter is being considered as a result of a written request for agenda action made by any Board member pursuant to Section 3 of Article VI.

ARTICLE VIII COMMITTEE MEETINGS

Section 1. Each committee shall meet at a time and place designated by its chairperson consistent with the MD. STATE GOV'T CODE ANN. §§ 10-501 through 10-510. Committee meetings shall be scheduled at the call of the chairperson, or at the call of the chairperson pursuant to the oral or written request of a majority of committee members. The chairperson of each standing committee shall assure that the committee complies with the requirements of these By-Laws concerning a minimum number of annual meetings. The chairpersons of each committee shall provide written notification to all committee members of a scheduled committee meeting at least five (5) days prior to the meeting. This five (5) day notice requirement may be waived provided that each member who did not receive such notice consents to such waiver.

Section 2. In case of an emergency or unusual circumstances, the chairperson of each committee may call for a meeting of such committee without following the formal notice or agenda provisions of this Article VIII.

Section 3. At least three (3) days prior to a scheduled committee meeting, the committee chairperson shall prepare and distribute the agenda for a committee meeting to all members of the committee. This three (3) day notice requirement may be waived provided that each member who did not receive three (3) days notice consents to such waiver.

Section 4. The format of committee meetings shall be determined by the committee chairperson.

Section 5. The chairperson of each committee, or his or her designee, shall preside over each committee meeting and shall prepare minutes of all committee meetings which include all matters discussed, whether or not action was taken on any matter, a record of any vote taken, and such other matters as may be required by law. The committee chairperson shall distribute committee minutes to

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the full Board. The committee chairperson shall be responsible for presenting reports to the full Board of Regents, for reporting committee recommendations for Board action, and for preparation of any resolutions necessary for the Board to implement committee recommendations.

Section 6. Except as otherwise provided in Section 7 of this Article, all committee meetings shall be held in accordance with the MD. STATE GOV'T CODE ANN. §§ 10-501 through 10-510 as such statutory provisions may be amended from time to time. The chairperson of each committee shall have final responsibility for assuring that meetings of such committee comply with these provisions.

Section 7. By vote of a majority of committee members present at any meeting, a committee may enter into closed session, which shall not be open to the public. The purpose of the closed session and the reasons why it is confidential shall be announced in advance of any vote or closure of the committee meeting. During any meeting in which the Finance and Facilities Committee will discuss the President's position, salary, or evaluation, the committee may excuse the President from attendance of such discussions. No final or binding committee action shall be taken in a closed session.

ARTICLE IX COMMUNICATIONS AND NOTICES TO THE BOARD

Section 1. Except as provided below, any person, including a University student, faculty or staff member, who wishes to address the Board or its committees at a scheduled meeting shall submit his or her request in writing to the President at least five (5) days before the scheduled meeting. Any person, including a University student, faculty, or staff member, who wishes to address the Board or one of its committees concerning any item on its agenda shall submit his or her request in writing to the President at least two (2) days before the scheduled meeting. The President will immediately forward such requests to the Chairperson of the Board or the chairperson of the appropriate committee. At the time of the scheduled Board or committee meeting, any person who has properly complied may be recognized by the Chairperson or chairperson, respectively. If so recognized, such person shall present his or her concerns as to the designated agenda item, subject to time limitations imposed by the Chairperson or committee chairperson. The Chairperson or committee chairperson also may choose to recognize persons who have not so complied, subject to time limitations imposed by the Chairperson or committee chairperson.

Section 2. The President shall present his concerns and recommendations for action by the Board to the appropriate committee, except that in urgent and unusual circumstances, the President may send recommendations directly to the Board for action without first submitting them to the appropriate committee. In such circumstances, the President shall notify the Chairperson at least two (2) days before a scheduled Board meeting.

Section 3. In any instance where these By-Laws require that the Chairperson or committee chairperson provide written notice to the Board or committee members, such notice may be sent by mail, hand delivery or facsimile transmission.

ARTICLE X THE PRESIDENT

Section 1. The President of the University shall be the chief executive officer of the University

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and chief of staff for the Board of Regents, shall be appointed by the Board of Regents, shall serve at the pleasure of the Board, and shall be responsible to the Board of Regents for the conduct of the University and all its affairs. In particular, the President shall: conduct planning for the University; appoint, promote, fix salaries, grant tenure, assign duties and terminate personnel; establish admission standards; make recommendations to the Board concerning tuition and fees; administer financial aid; enter into contracts and cooperative agreements on behalf of the University; accept gifts and grants and manage endowment income; regulate and administer athletic and student activities; oversee affirmative action and equal employment opportunities; establish organizations for the administration of campus alumni affairs; be responsible for all academic matters; establish regulations for traffic and security on campus; and promote the University's development and efficiency. The President shall also conduct such other activities as are necessary to his function as chief executive officer of the University. The President shall execute and enforce all of the decisions, orders, rules and regulations of the Board with respect to the University. The President shall be entitled to the compensation established by the Board of Regents.

Section 2. The President shall attend all regular meetings of the Board, unless his absence is excused by the Chairperson. The President shall have no right to vote at Board meetings.

Section 3. The President shall be a member of all faculties and shall be an ex officio member of all University organizations under the jurisdiction of the Board, except as otherwise provided by these By-Laws.

ARTICLE XI CAMPUS-BASED ORGANIZATIONS

Section 1. Students, faculty members, and staff members are free to form *organizations* devoted to a wide variety of objectives, and, as individuals or members of *organizations*, to express their views on issues of University and public interest. The Board and the administrative officers of the University shall encourage free and responsible behavior by members of the academic community.

Section 2. Any individual or any organization of students, faculty members, or staff members that wishes to use the University's name or University facilities or resources to support its activities shall apply for and receive approval from the President or his or her designee in advance of its first formal organizational meeting. The application shall include the name and addresses of principal officers, and a brief description of the organization's basic objectives or purposes.

ARTICLE XII AMENDMENT. REVISION. OR REPEAL OF BY-LAWS

Section 1. These By-laws may be amended, revised, suspended or repealed by vote of a majority of the entire Board of Regents at any meeting of the Board, provided, however, that the text of an amendment, revision, or repeal as originally proposed shall be sent to the Board members at least ten (10) days before the meeting.

Section 2. The Board shall review the By-laws periodically and in conjunction with any proposed amendment, revision, suspension or repeal as set forth in Section 1.

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