

granted a Maryland corporation which are not expressly limited by law, as well as all powers conferred on it by the Act of Incorporation of the Maryland College of Agriculture, the Charter of the University of Maryland and the charter of any constituent institution.

Section 4. Subject to Article IX, Section 8 of these bylaws, the Board may make rules and regulations, and prescribe policies and procedures, for the management, maintenance, operation, and control of the University System.

Section 5. Except with respect to changing the name of any institution, establishing any new institution or branch or center or institute, merging, consolidating or closing any institution or center or institute, and selling or exchanging real property, the Board may delegate any part of its authority over the affairs of the constituent institutions and centers to the Chancellor or the Presidents, or to any advisory bodies the Board establishes pursuant to statute. The Board shall delegate to the president of each constituent institution authority needed to manage the institution to the extent such authority is not granted to the presidents in Maryland Ann. Code, Educ. § 12-109. The Board may modify or rescind at any time, in whole or in part, any delegation of authority not mandated by statute.

ARTICLE II OFFICERS OF THE BOARD

Section 1. The officers of the Board shall be a Chairperson, a Vice Chairperson, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. Additional officers deemed necessary or essential to the operation of the University System may be established by the Board at any time.

Section 2. The officers of the Board shall be elected at the election meeting of the Board by the majority vote of the voting members of the Board¹. They shall hold offices commencing January 1, and continuing until their successors are elected at the next election meeting and take office on the

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ARTICLE V
CHIEF EXECUTIVE OFFICERS OF INSTITUTIONS

Section 1. In consultation with the Chancellor and after a thorough search, the Board shall appoint a qualified person as President of each constituent institution. The Board shall approve the membership of any search committee convened to recommend to the Board a qualified person as President of a constituent institution.

Section 2. The President of each constituent institution serves at the pleasure of the Board and is entitled to the compensation established by the Board.

Section 3. The President of each constituent institution shall serve as the Chief Executive Officer of the institution; is responsible and accountable to the Board for the discipline and successful conduct of the institution and supervision of each of its departments; and shall take every initiative in:

- A. Implementing policies of the Board and the institution, and
- B. Promoting the institution's development and efficiency.

Section 4. Subject to the authority and applicable regulations and policies of the Board, the President of each constituent institution shall:

- A. Develop a plan of institutional mission, goals, priorities, and a set of peer institutions in accordance with Subtitle 3 of Title 11 of the Education Article, Maryland Annotated Code;
- B. Have the authority to develop new academic programs and curtail or eliminate existing programs;
- C. Formulate operating and capital budget requests;
- D. Appoint, promote, fix salaries, grant tenure, assign duties, and terminate personnel;
- E. Have the authority to create any position within existing funds available to the University, to the extent the cost of the position, including the cost of any fringe benefits, is funded from existing funds;
- F. Establish admission standards;
- G. Set tuition and fees;
- H. Administer financial aid;
- I. Enter into contracts and cooperative agreements;
- J. Have the authority to accept gifts and grants and maintain and manage endowment income;
- K. Have the authority to recommend change in the name or status of the institution;
- L. Regulate and administer athletic and student activities;

M. In compliance with State, federal, and Board mandates and policies, oversee affirmative action and equal employment opportunities;

N. Establish organizations for the administration of campus alumni affairs;

O. Be responsible for all academic matters;

P. Have the authority to establish and appoint an institutional board to:

1. Provide advice to the President;
2. Assist in community relations;
3. Assist in institutional development; or
4. Provide any other assistance requested by the President;

Q. Establish traffic regulations for the campus;

R. Designate one or more representatives to participate as a party in collective bargaining on behalf of the institution in accordance with Title 3 of the State Personnel and Pensions Article, Maryland Annotated Code; and

S. Perform any other duties assigned by the Board.

ARTICLE VI COUNCILS

Section 1. The Board shall establish a Council of University System Presidents, a Council of University System Faculty, a Council of University System Staff, and a University System of Maryland Student Council.

Section 2. These Councils shall serve in an advisory capacity to the Chancellor and may, from time to time, make reports and recommendations to the Board.

Section 3. The Board may appoint advisory committees to advise it in exercising its authority. The Board may, by resolution approved by majority vote of the voting members of the Board, appoint advisory committees to advise it in exercising its authority, provided, however, that for each such committee the enabling resolution shall describe the committee's responsibility and shall specify a life for the committee. The life of the advisory committee shall not exceed one year, unless renewed for a specific period by subsequent resolution of the Board.

Section 4. The Council of University System Faculty (CUSF) shall designate a Faculty Advisor to the Board of Regents. The Faculty Advisor will serve a one-year term beginning with the annual meeting of the Board. The Faculty Advisor may attend and participate in open meetings of the Board and its committees and closed sessions of the Board and its committees which are open to all the System Presidents, provided that a majority of the voting members of the Board may vote to exclude the Faculty Advisor from any closed session. At such meetings as the Faculty Advisor attends, the Faculty Advisor will be afforded the same opportunity to participate in any discussion as is afforded Presidents. The Faculty Advisor may not attend those closed sessions of the Board

Section 5. The Board shall review the annual financial disclosure statements filed in accordance with Section 5-607 of the General Provisions Article, Maryland Annotated Code, by the Chancellor and the Presidents.

Section 6. The Board shall provide each member appointed to the Board, at the time of appointment and at reasonable intervals, with education and training on the Board's governance policies, fiduciary responsibilities, legal obligations, oversight of personnel policies, oversight of constituent institutions, and other responsibilities.

Section 7. The Board shall approve the membership of any search committee convened to recommend to the Board a qualified person as president of a constituent institution.

Section 8. The Board shall perform and carry out as required all of the mandates and provisions as contained in the Education Article, Maryland Annotated Code.

ARTICLE VIII STUDENT REGENTS

Section 1. There shall be two Student Regents, each of whom shall, while serving as a student regent, be a full-time student in good academic standing at an institution under the jurisdiction of the Board. A student regent who, while serving as a student regent, is enrolled at the University of Maryland Global Campus and who is in good academic standing shall be exempt from the full-time requirement of the preceding sentence.

Section 2. A new Student Regent shall be appointed July 1 of each year and shall serve for a term of two years from such appointment. A student regent who meets the requirements of Section 1 of this Article VIII may be reappointed as a Student Regent. Student Regents shall be appointed by the Governor, with the advice and consent of the Senate during the legislative session following

Section 6. As permitted by Section 12-102(h)(2)(i)2 of the Education Article, Maryland Annotated Code, during the second year of the term of a Student Regent, a Student Regent shall be eligible for up to the value of two semesters of undergraduate tuition for a full-time student who is a Maryland

The Board of Regents shall review the annual financial disclosure statements filed by the Chancellor and the presidents of each constituent institution in accordance with Section 5-607 of the General Provisions Article.

H. The Committee shall review the annual financial disclosure statements filed by the members of the Board of Regents in accordance with Section 5-607 of the General Provisions Article.

I. The Committee shall render advice and assistance to the Board of Regents in fulfilling its responsibilities for overseeing the sufficiency and adequacy of Enterprise Risk Management of the University System of Maryland as defined in BOR Policy - VIII-20.00 Policy on Enterprise Risk Management.

Section 4. Committee on Education Policy and Student Life and Safety.

A. The Committee on Education Policy and Student Life and Safety shall consider and report or recommend to the Board on all matters relating to institutional mission statements and education policies and programs for all institutions and major units, and all issues relating to academic programs such as curriculum development, adequacy of instructional facilities and specialized centers and institutes, and institutional support for student academic services.

- a. This Committee shall consider and report or recommend to the Board proposals for new academic programs and review and report to the board on the

c. research and related matters brought to it by the Committee on Economic Development & Technology Commercialization, the Chancellor, or the Board.

Section 5. Committee on Finance.

A. The Committee on Finance shall consider and report or recommend to the Board on all matters related to financial affairs including the issuance of debt, annual audited financial statements, establishment of business entities, public/private partnerships, and the initiatives covered under the Board's HIEDA policy.

B. The Committee on Finance shall consider and recommend the annual operating budget and amendments thereto. The Committee shall also consider and recommend tuition, mandatory fees, and residential room and board rates.

C. The Committee on Finance shall consider and recommend the annual capital budget and amendments thereto. This Committee shall consider and report or recommend to the Board on matters pertaining but not limited to the acquisition and disposition of real property, the

the Dean of the School of Medicine, the Chancellor of the University System of Maryland, and the President of UMMS and shall recommend appropriate action to the Board of Regents, which may include procedures for annual review and adoption of the contract.

Section 6. Committee of the Whole.

The Committee of the Whole shall consist of all members of the Board. The Chairperson shall preside at meetings of the Committee of the Whole. The purpose of such meetings is to provide an informal forum for members of the Board to engage in dialogue, as well as to provide an opportunity for open discussion and recommendations on major questions and issues. Agenda items from members of the Board may be submitted to the Chairperson in advance or may be introduced by members of the Board at meetings of the Committee. The prepared agenda shall be limited to matters of major significance and those not appropriate for other Standing Committees. When the Board meets as the Committee of the Whole, the requirements of Article IX, Sections 6 through 10 must be met.

Section 7. Committee on Governance and Compensation.

A. The Committee shall consider and recommend to the Board on all matters pertaining to the performance and compensation of the Chancellor and System Presidents. The Committee considers and reports to the Board on matters requiring the attention of the Board concerning the governance, organization and structure of the University System, its constituent institutions and centers, and the System Office.

B. The Committee shall have the responsibility regarding matters that arise pertaining to strategic reassessments of the governance, organizational structure and leadership structure of the University System and its institutions and centers, reporting on these to the Board, and forwarding recommendations for changes as needed or desired. The Committee shall also consider any recommendations for major changes in governance, organizational or leadership structure which are forwarded by the Chancellor for the Board's consideration.

C. The Committee shall have responsibility for overseeing the annual performance evaluation of the Chancellor, for discussing this evaluation with the Chancellor and for reporting the evaluation to the Board. The Committee shall also have the responsibility for recommending annually to the Board the compensation package of the Chancellor.

D. The Committee shall discuss with the Chancellor her/his performance

F. In the event that the Chancellor's position becomes vacant, the Committee shall recommend to the Board the appointment of and an appropriate compensation package for an Acting or Interim Chancellor.

G. The Committee

B. Calls for meetings of Standing Committees shall be in writing and, along with an agenda and such other materials as may be appropriate which the Chancellor shall prepare in consultation with the Committee Chairperson, shall be sent to each member of the Committee at least five days before the scheduled date of the meeting.

C. Emergency meetings of any Standing Committee may be called at any time by the Chairperson of the Board or by the Chancellor, who shall designate the time and place for such meetings. The call notice required in paragraphs A and B above shall not be applicable to the call for emergency meetings.

D. All meetings of the Standing Committees created by these bylaws shall be conducted in accordance with Title 3 of the General Provisions Article, Maryland Annotated Code. E. Regents who are members of a Standing Committee may participate in meetings of such Committee by telephone or video conferencing, provided that all participating Regents deliberate collectively, each in the hearing of every other Regent and others in attendance at the meeting. If such Regents are voting members, they shall be counted for quorum purposes and their votes shall be counted when determining the actions of the Committee.

Section 12. Authority of Committees. Unless otherwise specifically delegated by appropriate resolution or policy of the Board, authority to act on all matters is reserved to the Board, and the duty of each Standing or Special Committee shall be only to consider and to report or recommend to the Board on appropriate matters. In cases where specific power or authority to act is granted, a report of final action by any Committee shall be made at the next regular meeting of the Board and, if confirmation is required, shall be confirmed and approved by the Board at that time. Any grant to a Committee of authority or power to commit the Board shall be reviewed by the Board at the annual meeting each year, at which time it may be modified or rescinded by a majority vote of the

