

# **Bylaws of Hood College Frederick, Maryland**

## **ARTICLE I Powers of Trustees**

The Board of Trustees of Hood College (the “College”) shall have and exercise the corporate powers prescribed by law. Its primary function shall be policy-making and responsibility for sound resource management of the College. The Board of Trustees shall further determine the general educational and financial policies and shall have the power to carry out any other functions that are permitted by law, by these Bylaws, or by the Articles of Incorporation. These powers shall include but shall not be limited to the following:

1. Determine and periodically review the mission and purpose of the College.
2. Appoint the President, who shall be the Chief Executive Officer of the College, and any other officers of the Board, and remove them for cause.
3. In the event of a vacancy in the Office of the President, implement policies to appoint a successor.
4. Evaluate the President at least annually or at any time deemed desirable by the Board.
5. Establish, review, approve substantive changes, and sunset educational programs of the College, consistent with its mission.
6. Oversee and approve the appointment, promotion, tenure, or dismissal of faculty members after recommendation by the President.
7. Approve and authorize all earned and honorary degrees upon recommendation of the President and faculty.
8. Oversee and approve the budget of the College, and establish policy guidelines for the endowment and for all investments and major fundraising efforts.
9. Authorize the purchase, lease, and sale of all land, buildings, and major assets of the College.
10. Authorize the construction of new buildings and major renovations of existing buildings.
11. Authorize the incurring of debts by the College and approve the collateral for all debts.
12. Authorize any changes in tuition, and room and board fees.
13. Contribute financially to the College’s fund-raising goals, participate actively in strategies to secure sources of support, and authorize officers or agents of the College to accept gifts or bequests on behalf of the College.
14. Serve actively as advocates for the College in appropriate matters of public policy in consultation with the President and other responsible parties as the Board shall determine.
15. Periodically undertake individual and collective assessments of the Board’s performance.

**ARTICLE II**  
**Membership**

Section 1. – The number of Trustees may be 35 but not less than 25. The Trustees shall be elected at-large by a majority of the Board present. The Board will strive to include alumni representation of not less than 60% of the Board.

Section 2. – The regular term of service of all members of the Board of Trustees will begin at the first meeting of the fiscal year following election to membership and participation in orientation.

Section 3. – Trustees shall be elected to a four-year term, and may be re-elected for terms of two, three, or four years, as recommended and approved by the Board. Except as otherwise determined by the majority of the Board then serving, in its sole discretion, Trustees who have served for two consecutive terms, including any partial term, shall not be eligible for re-election until one year has elapsed after the end of their second term.

Section 4. – Any member of the Board of Trustees may be removed from office, for cause, at any meeting of the Board by affirmative supermajority vote of two-thirds of the Trustees present.

Section 5. – Any member of the Board of Trustees may be removed for three successive unexcused absences, for non-performance of Trustee duties, or for actions contrary to the best interest of the Board or the College, as determined by the Executive Committee.

Section 6. – The Board may elect a recent graduate (within the past 15 years) for trusteeship, for a non-renewable, two-year term.

**ARTICLE III**  
**Trustees Emeritae/i**

Section 1. – The Board may elect Trustees Emeritae/i. As determined by the Board, in its sole discretion, any Trustee who has served eight successful years may be elected by a majority of the Board as a Trustee Emerita/us. This position shall be reserved for those Trustees with records of exceptional service and shall not have voting powers nor be considered a member of the Board of Trustees for any purpose set forth herein.

**ARTICLE IV**  
**Officers of the College/Senior Officers/Other Officers**

Section 1. – The Officers of the College shall be the Chair and Vice Chair of the Board of Trustees and the President. The Chair and Vice Chair shall serve for terms of three years, which terms may be renewed until successors are elected. The President shall serve at the pleasure of the Board of Trustees. Unless a vacancy occurs at another time, election of the Chair and Vice Chair shall be held in March. A vacancy in the office of Chair or Vice Chair may be filled at any time by a majority vote of the members of the Board. The President is expected to play an important role in the identification and selection of the Chair and Vice Chair. The President shall appoint the senior administrative officers of the College (Senior Officers). The President shall notify the Board Chair prior to formal appointment of Senior Officers.

Section 2. – The Chair and Vice Chair shall be members of the Board of Trustees and shall be the officers of the Board. The President shall be *ex officio* a member of the Board without power to vote and shall not be counted as a member of the Board or any committee for the purpose of determining a quorum. The Senior Officers of the College shall not be members of the Board of Trustees.

Section 3. – The other officers of the College shall be the Secretary and Treasurer, who are College employees, and appointed by the President with prior notification to the Board Chair. Such persons will report to the President.

Section 4. – The President, with prior notification to the Board Chair, may appoint one or more Assistant Treasurers and Assistant Secretaries who shall perform such duties as the President shall assign to them.

**ARTICLE V**  
**Powers and Duties**

**Powers and Duties of the Chair and Vice Chair  
of the Board of Trustees**

Section 1. – The Chair shall preside at all meetings of the Board of Trustees, shall have a right to vote, shall appoint members to all committees in consultation with the Vice Chair, Executive Committee, the President, and Secretary and shall have other powers and duties as the Board from time to time may prescribe. The Chair and the Vice Chair shall be *ex officio* members of any committee(s) they so choose without power to vote and shall not be counted as a member of any committee for the purpose of determining a quorum. In the absence of the Chair, the Vice Chair shall

perform the duties of the office of the Chair and have such other powers and duties as the Board may from time to time prescribe. In the absence of both the Chair and Vice Chair, another member of the Executive Committee may perform the duties of the Chair.

### **Powers and Duties of the President of the College**

Section 2. – The President of the College shall be the Chief Executive Officer of the College and shall serve at the pleasure of the Board. The President shall be the official adviser to and executive agent of the Board of Trustees and its Executive Committee. The President shall, as educational and administrative head of the College, exercise a general superintendence over all affairs of the College, and bring such matters to the attention of the Board as are appropriate to keep the Board fully informed in meeting its policy-making responsibilities. The President shall be responsible for providing staff assistance to the Board and its committees. Furthermore, the President shall have power, on behalf of the Board, to perform all acts and execute all documents to make effective the actions of the Board or its Executive Committee. The President shall be responsible for the periodic preparation and updating of long-range and/or short-term plans. The President shall be the official medium of communication between the Trustees and the College. The President shall be the final authority in the case of discipline. The President shall nominate faculty for advancement in rank and/or tenure to the Board for approval and shall execute contracts accordingly. The President shall appoint the Senior Officers of the College, the Secretary, the Treasurer, and any Assistant Secretaries or Assistant Treasurers. The President shall determine duties, set salaries within established guidelines, and terminate appointments of the Senior Officers, the Secretary, the Treasurer, and any Assistant Secretaries or Assistant Treasurers. Except as otherwise provided in these Bylaws or otherwise determined by the Board, the President shall be *ex officio* a member of any committees of the Board, without power to vote.

### **Powers and Duties of the Senior Officers**

Section 3. – Each Senior Officer shall have such powers and shall perform such duties as may be assigned by the President in consultation with the Executive Committee of the Board of Trustees in relation to the President's powers and duties to the Board. In case of the absence or disability of the President, the duties of that office shall be performed by the Senior Officer appointed to such responsibility by the President. In the absence of such appointment, these duties shall be performed by the chief academic officer, who may be designated as the Provost or by another appropriate title, or in the absence of such person, by the most senior administrative officer

available, which in the absence of other criteria established by the Board, shall be the Senior Officer with the greatest length of service to the College.

### **Powers and Duties of the Secretary**

Section 4. – The Secretary shall have custody of the seal of the College and shall attest to and affix said seal to such documents as may be required in the business of the College, including but not limited to deeds, bonds, mortgages, agreements, contracts, diplomas, evidences of the award of degrees, transcripts, abstracts of resolutions, certificates, minutes, and Bylaws issued pursuant to the authority of the College. The Secretary shall keep a record of the appointment of all committees of the Board of Trustees. Furthermore, the Secretary shall keep or cause to be kept a record of the minutes of all meetings of the Board of Trustees and each of its committees. In consultation with the Chair and the President, the Secretary shall issue an agenda which indicates what matters of regularly appointed business are to be brought up for consideration at each meeting, what committees are to report, and what unfinished business is set down for each meeting. Any of the duties or powers of the Secretary may be performed by an Assistant Secretary. Both the Secretary and any Assistant Secretary shall be responsible to and report to the President.

### **Powers and Duties of the Treasurer**

Section 5. – The Treasurer shall be the Chief Financial Officer, acting under direction of the President and shall oversee the financial resources of the College including, but not limited to, cash, securities, stocks, bonds, and all other property personal or real, owned by the College. The Treasurer shall assure that all books and accounts are accurately kept, and shall present a full and detailed financial statement properly audited by an independent Certified Public Accountant determined by the Board.

The Treasurer may enter into a lease/purchase arrangement for equipment, with the approval of the Board, when it is considered to be in the best interest of the College.

The Treasurer shall monitor the investments of the College, including all funds and endowments approved by the Board. In addition, the Treasurer may be required to furnish a bond for faithful performance and discharge of these duties, as may be directed by the Board or required by the State of Maryland. Any of the duties or powers of the Treasurer may be performed by an Assistant Treasurer. Both the Treasurer and any Assistant Treasurer shall be responsible to and report to the President.

## **Commercial Paper/Digital Documents, etc.**

Section 6. – All bills, notes, checks, drafts, and commercial paper of all kinds to be executed by the College as maker, acceptor, endorser or otherwise, and all assignments and transfers of stock, conveyances, contracts, loan documents or other written obligations of the College, and all negotiable instruments, shall be made in the name of the College and shall be signed by any one or more of the following officers as the Board of Trustees or Executive Committee may from time to time designate, the President, the Treasurer, the Secretary, or by such other person or persons as the Board of Trustees or Executive Committee or the President (utilizing authority granted by the Board of Trustees or Executive Committee) may from time to time designate. Any of the foregoing documents presented to the Board of Trustees, the Executive Committee or to the President or officer as appropriate, may be in electronic format, and any signature transmitted by facsimile, email or other electronic means by any authorized signature of the College shall be deemed to have the same legal effect as delivery of an original executed document for all purposes.

## **ARTICLE VI Meetings**

Section 1. – There shall be at least three (3) regular meetings of the Board. These three meetings shall be held on such days as shall be designated by the Chair in consultation with the President and approved by the Board. The Board may hold Executive sessions at any of its meetings.

Section 2. – Special meetings may be held at the call of the Chair, the President, or upon the written request of five Trustees. It shall be the duty of the Chair or the President or the five Trustees to set forth the objective of the meeting. Such meetings require a five-day notice to all Trustees before the date of the meeting.

Section 3. – Board materials will be posted on the board portal prior to the date of the meeting.

Section 4. – The requirement of the five-day notice for special meetings may be waived by a majority of the Trustees attending the meeting electronically signing a notice of waiver before or after the meeting and shall be considered in compliance with these Bylaws.

Section 5. – A majority of the Board of Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and any other matters

before the Board.

Section 6. – Minutes of all meetings shall be taken and maintained by the Secretary to the Board or a designee.

Section 7. – Board and committee meetings may be conducted in person or virtually and count as a regular meeting. Board and any committee meetings may be recorded, provided that the recording of such meeting is approved in advance by the Board. Any recording links will be posted on the board portal. Any Trustee with voting rights may vote in person or electronically by means reasonably provided by the Board.

## **ARTICLE VII**

### **Action without a Formal Meeting and Virtual Meeting Attendance**

Section 1. – Any action required or permitted to be taken by the Board of Trustees or by any committee thereof may be taken without a formal meeting if electronic or written consent to such action is approved by all of the voting members of the Board and is filed with the minutes.

Section 2. – Members of the Board of Trustees or any committee thereof may participate virtually in an in-person meeting of the Board or such committee only under unusual circumstances and if approved in advance by the Board Chair. Attendance will not be counted if permission has not been granted.

## **ARTICLE VIII**

### **Committees**

Section 1. – The Board of Trustees shall establish such standing committees and any subcommittees as it deems appropriate to the discharge of its responsibilities. Each shall have a definite written statement outlining primary responsibilities that shall be approved by the Board at establishment, and thereafter reviewed and approved annually by such committee. Only Trustees may be members of standing committees and shall be appointed by the Chair, after consultation with the Executive Committee, the President, and Secretary at or following the March meeting of the Board of Trustees. The President may appoint a full-time, tenured faculty member to committees and subcommittees for a two-year term as a non-voting representative.

Except as provided in these Bylaws, the Chair and the Vice Chair of the Board and the President of the College shall be *ex officio* members of all standing committees.

Section 2. – The Board of Trustees may at any time create or discontinue any of its standing committees or subcommittees for such time as may be determined by the Board, in its sole discretion.

Section 3. – There may be such special or *ad hoc* committees as the Chair of the Board of Trustees, in consultation with the Executive Committee and President, may from time to time establish for the discharge of particular duties. Ad hoc committees will be dissolved upon completion of duties.

Section 4. – The President of the College shall appoint a Senior Officer or member of the administrative staff to serve as liaison between the committee and the office of the President, and the President shall designate such a person to perform that service. Such liaison person shall assist the committee in the carrying out of its duties.

### **Executive Committee**

Section 5. –

a. The Chair of the Board of Trustees shall be the Chair of the Executive Committee. The Vice Chair of the Board and the Chair of each standing committee and subcommittee of the Board shall be members of the Executive Committee. The President shall be *ex officio* a member of the Executive Committee, without power to vote, and shall not be counted as a member of that committee for the purpose of determining a quorum.

b. The Executive Committee shall meet as often as is necessary to conduct its business as the Chair and President determine and insure that minutes are taken and promptly distributed to all trustees for subsequent ratification by the Board of Trustees at its next regular meeting. The Executive Committee shall, between the meetings of the Board have the authority to act for the Board except that it may not award degrees, remove or elect the President, locate permanent buildings or appoint officers of the Board or members of the faculty.

c. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

d. The Executive Committee will annually review and approve any recommendations on changes to the President's compensation package. The Executive Committee will report to the full Board on all components of the President's compensation package.

e. The Executive Committee, in consultation with the Chair of the Board, shall determine the form and methodology for the evaluation of the President with an evaluation conducted annually.



f. At least every five years, the Executive Committee shall, in consultation with the President, evaluate the effectiveness of any standing committee structure, leadership, Trustee participation and Board Organization and performance with respect to overseeing the College's mission and vision for the future. The Committee shall also review and recommend updates to the Bylaws of the College at least every five years.

## **ARTICLE IX Indemnification**

Section 1. – To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended, the College shall indemnify its currently acting and its former Trustees, officers, agents and employees against any and all liabilities incurred in connection with their services in such capacities.

## **ARTICLE X Conflict of Interest**

Section 1. – A Trustee shall be considered to have a conflict of interest if: (a) such Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgement in the discharge of his or her responsibilities to the College; or (b) such Trustee is aware that a member of his or her family (which for any purposes of this paragraph shall be a spouse, parents, siblings, children, and any other relative if the latter reside in the same household as the Trustee), or any organization in which such Trustee is a member, partner, trustee or controlling stockholder, has such existing or potential financial or other interest. All Trustees will complete and sign annually a conflict of interest statement and will disclose to the Board any possible conflict of interest at the earliest practical time. Such Trustee will recuse himself/herself from deliberations and may not vote on any matter under consideration at the Board or committee meeting, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made, that the Trustee left the meeting during the vote, and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or committee to resolve the questions by a majority vote.

**ARTICLE XI**  
**Prohibition of Discrimination**

Section 1. – The College is committed to the spirit and letter of applicable federal, state and local laws prohibiting discrimination and will conduct its affairs in compliance with those laws.

**ARTICLE XII**  
**Review and Amendment of Bylaws**

Section 1. – These Bylaws may be changed or amended at any meeting of the Trustees by a two-thirds vote of those present provided notice of the substance of the proposed amendment is sent to all Trustees at least ten (10) days before the meeting.

Section 2. – The Executive Committee or any committee determined by the Board shall review these Bylaws and suggest any necessary changes thereto.

Revised February 2004 Board Meeting  
Draft Review Prepared April 2004  
Revised September 25, 2004  
Revised and Approved October 2004 Board Meeting  
Revised February 11, 2005  
Revised July 28, 2005- Board Conference Call  
Approved October 2005 Board Meeting  
Approved March 2, 2007 Board Meeting  
Approved by Ballot Vote August 2010  
Approved by Ballot Vote July 2013  
Approved by T&G Committee, October 19, 2017  
Approved June 6, 2018  
Approved October 19, 2018  
Approved June 12, 2023