



BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY SYSTEM OF MARYLAND

(Adopted by the Board of Regents, April 5, 1989; Amended, September 27, 1990; Amended February 27, 1991; Amended June 9, 1995; Amended August 25, 1995; Amended December 1, 1995; Amended April 12, 1996; Amended April 4, 1997, Amended December 8, 2000, Amended August 23, 2002; Amended September 12, 2003; Amended December 12, 2003, Amended October 21, 2005, Amended September, 2008, Amended April 15, 2011, Amended December 7, 2012)

PREAMBLE

Pursuant to the powers vested in the Board of Regents of the University System of Maryland, as provided by law, the following is hereby adopted and declared as the Bylaws of the Board of Regents of the University System of Maryland.

ARTICLE I CORPORATE NAME, PURPOSE, AND POWERS

Section 1. The Board of Regents (hereafter "the Board") is the body established by statute and charged with responsibility for the governance and management of the University System of Maryland (hereafter "the University System") and all constituent institutions, centers, and institutes thereof.

Section 2. The University System of Maryland is a body corporate and politic, an instrumentality of the State, a public corporation, and an independent unit of State government.

Section 3. In addition to any other powers granted and duties imposed by Title 12 of the Education Article, Maryland Annotated Code, and subject to the provisions of Title 11 of that Article, pertaining to the Maryland Higher Education Commission, and subject to any other restriction expressly imposed by law or by any trust agreement involving a pledge of property or money, the Board is responsible for the management of the University System and has all the powers, rights, and privileges that go with that responsibility, including the power to conduct or maintain any institutions, centers, schools, or departments in the University System at the locations the Board determines. As provided by statute, the Board may not be superseded in its authority by any other State agency or office in managing the affairs of the University System or of any constituent institutions and centers under the Board's jurisdiction. In addition, the Board has all the powers of 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 VIII, 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 may modify or rescind any such delegation of authority at any time in whole or in part.

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 System may be established by the Board of Regents at any time.

Section 2. The officers of the Board shall be elected at the annual meeting of the Board by the majority vote of the members of the Board. They shall hold offices from the time of their election and until their successors are elected at the next annual meeting.

Section 3. Vacancies in any office shall be filled by the Board by the majority vote of the members of the Board. Officers elected to fill vacancies shall serve until their successors are elected at the next annual meeting.

ARTICLE III DUTIES OF OFFICERS

Section 1. Chairperson. The Chairperson is authorized to represent the Board before all public bodies, to preside at the meetings of the Board, to sign on behalf of the Board papers authorized by the Board as required by law, and to perform such other duties as the Board may from time to time assign.

Section 2. Vice Chairperson. At the request of or in the absence or disability of the Chairperson, the Vice Chairperson shall perform all of the duties of the Chairperson and, while so acting, shall have all of the powers and authority of the Chairperson. In addition, the Vice Chairperson shall perform such other duties as from time to time may be assigned by the Board.

Section 3. Secretary. The Secretary shall approve a record of the proceedings of all meetings of the Board and its committees. The official records of the Board shall be maintained in the Chancellor's Office, or at such other designation as the Board may from time to time determine. The Secretary is authorized to sign on behalf of the Board papers authorized by the Board or required by law. The Secretary shall perform such other duties as from time to time may be assigned by the Board or by the Board Chairperson.

Section 4. Assistant Secretary. The Assistant Secretary shall, in the absence of the Secretary, perform the duties of the Secretary, and such other duties as may be authorized by the Board.

Section 5. Treasurer. The duties of the Treasurer shall be such as may be designated by the Board.

Section 6. Assistant Treasurer. The Assistant Treasurer shall, in the absence of the Treasurer, perform the duties of the Treasurer, and such other duties as may be authorized by the Board.

ARTICLE IV
THE CHIEF EXECUTIVE OFFICER OF THE UNIVERSITY SYSTEM OF MARYLAND
AND CHIEF OF STAFF TO THE BOARD OF REGENTS

Section 1. After a thorough search, the Board of Regents shall appoint a qualified person as Chancellor of the University System of Maryland.

Section 2. The Chancellor is the Chief Executive Officer of the University System of Maryland and the Chief of Staff for the Board.

Section 3. The Chancellor serves at the pleasure of the Board and is entitled to the compensation established by the Board.

Section 4. The Chancellor shall advise the Board of Regents on System-wide policy; conduct System-wide planning; coordinate and arbitrate among the institutions and centers of the University; assist the institutions in achieving performance goals in accordance with their adopted performance accountability plans; provide technical assistance to institutions and centers such as legal and financial services; perform the duties the Board of Regents assigns and that are required by Title 12 of the Education Article, Maryland Annotated Code; and see that the policies of the Board of Regents are carried out.

Section 5. The Chancellor, in carrying out the duties assigned, shall be the Chief Executive Officer of the System Office. Subject to the authority and applicable regulations and policies of the Board, the Chancellor shall appoint, promote, fix salaries, grant tenure, assign duties and terminate personnel in the System Office and other components not included in constituent institutions.

ARTICLE V
CHIEF EXECUTIVE OFFICERS OF INSTITUTIONS

Section 1. In consultation with the Chancellor and after a thorough search, the Board of Regents shall appoint a qualified person as President of each constituent institution.

Section 2. The President of each constituent institution serves at the pleasure of the Board of Regents 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 of Regents 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 constituent institutions, 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 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; and
- R. 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 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 committees to advise it in exercising its authority. The Board may, by resolution approved by majority vote of the members of the Board at any regular meeting, 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 public meetings of the Board and its committees and Executive Sessions of the Board and its committees which are open to the System Presidents, provided that the Regents may vote to exclude the Advisor from any Executive Session. At such meetings, 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 Executive Sessions of the Board which are not open to the System Presidents. The Faculty Advisor may not vote on any matter voted upon by the Regents.

Section 5. The Council of University System Staff (CUSS) shall designate a Staff Adviser to the Board of Regents. The Staff Adviser will serve a one-year term beginning with the annual meeting of the Board. The Staff Adviser may attend and participate in public meetings of the Board and its committees and Executive Sessions of the Board and its committees which are open to the System Presidents, provided that the Regents may vote to exclude the Adviser from any Executive Session. At such meetings, the Staff Adviser will be afforded the same opportunity to participate in any discussion as is afforded Presidents. The Staff Adviser may not attend those Executive Sessions of the Board which are not open to the System Presidents. The Staff Adviser may not vote on any matter voted upon by the Regents.

ARTICLE VII DUTIES AND RESPONSIBILITIES OF THE BOARD OF REGENTS

Section 1. The Board of Regents of the University System of Maryland shall approve and adopt a System-wide plan of higher education which shall provide through its various campuses and programs a continuum of educational services including undergraduate education, graduate education, professional programs, and research to achieve and sustain national eminence, with each component fulfilling a distinct and complementary mission, as provided by Titles 10 and 12 of the Education Article, Maryland Annotated Code.

Section 2. The Board shall review, approve and adopt individually, and on a System-wide basis, mission statements of each constituent institution to assure that:

- A. They are consistent with the Maryland Charter for Higher Education and the System-wide plan;
- B. They will promote the efficient and effective use of each institution's and the System's resources; and the Board shall consolidate the statements into an adopted System wide statement to be presented to the Maryland Higher Education Commission for approval.

Section 3. The Board shall review, approve, and adopt a performance accountability plan for each constituent institution in accordance with the provisions of Title 12 of the Education Article, Maryland Annotated Code; shall annually receive and review from the

President of each constituent institution a written report on the attainment by the institution of the objectives in the performance accountability plan of the institution; shall submit the report to the Maryland Higher Education Commission; and shall hold each President accountable for meeting the objectives of the performance accountability plan.

Section 4. In consultation with the institutions and the Chancellor, the Board shall establish standards for funding based on differences in the size and mission of the constituent institutions; review, modify as necessary, and approve consolidated budget requests for appropriations for the University System of Maryland with respect to:

- A. The operating budget, and
- B. The capital budget; and

submit these requests for appropriations organized by constituent institutions to the Commission, Governor, and General Assembly.

Section 5. The Board shall perform and carry out as required all of the mandates and provisions as contained in the Titles of the Education Article, Maryland Annotated Code.

ARTICLE VIII BOARD MEETINGS

Section 1. Regular Meetings. The Board shall hold at least six regular meetings during each fiscal year ending June 30, at such time and place as the Board may determine. One of the regular meetings shall be held during the month of June and shall be designated as the annual meeting, at which time officers of the Board shall be elected, the Chancellor shall make an annual report, and the Chairperson shall present a schedule of the time and place of regular meetings for the ensuing year for approval by the majority vote of the Board of Regents. Except in an emergency, as determined by the Chairperson, the date of the annual meeting and other regular meetings may be changed only by majority vote of all members of the Board. In the event of an emergency, as determined by the Chairperson, the Chairperson shall designate a new date for the annual meeting and other regular meetings.

Section 2. Location of Meetings. The Board shall hold its regular meetings at the constituent institutions within the System to the extent feasible and appropriate. The Chairperson, in consultation with the Chancellor, shall designate the location of each meeting of the Board for the coming fiscal year.

Section 3. Meeting Agenda. An agenda for the Annual Meeting and for regular meetings of the Board shall be prepared by the Chancellor in accordance with directions of the Board Chairperson and shall be sent by the Chancellor to each member of the Board at least seven days in advance of each meeting. Discussions and actions by the Board shall not, however, be limited to the items included on the agenda but may include any business not inconsistent with the Bylaws and within the duties and powers of the Board.

Section 4. Special Meetings. The Board shall hold special meetings upon the call of the Chairperson. The Chairperson may call a special meeting at his/her initiative in response to the written request of five members of the Board at any time. Five days notice of any special meeting shall be given to all board members, except when the Chairperson determines that special circumstances warrant a shorter notice. At special meetings, only matters covered in the notice to members may be transacted.

Special meetings may be conducted 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. Individual Regents may participate in a Board meeting through such means, and such Regents shall be counted for quorum purposes and their votes shall be counted when determining the actions of the Board.

Section 5. Quorum. A quorum for any meeting of the Board of Regents shall consist of a majority of voting members of the Board. No formal action may be taken by the Board without the approval of a majority of the voting members of the Board. Regents may monitor Board meetings by telephone but may not be counted for quorum purposes and they shall not vote on actions of the Board.

Section 6. Addressing the Board. Employees of the System (other than Presidents, major unit heads, councils established by the Board, and General Counsel to the Board) wishing to address the Board should submit a written request through appropriate channels to the Chancellor at least forty-eight hours in advance of the meeting of the Board. Persons not employed in the System wishing to address the Board should submit a written request directly to the Chancellor at least forty-eight hours in advance of the meeting of the Board. The Chancellor shall present such requests to the Chairperson who may deny the request, refer the matter to an appropriate committee of the Board for consideration, or recognize the non-members to address the Board at a meeting, provided they adhere to the subject deemed appropriate by the Chairperson and limit their presentation as requested by the Chairperson. The Council of University System Presidents, the Council of University System Faculty, the Council of University System Staff and the University System Student Council may, from time to time, make reports and recommendations to the Board.

Section 7. Notice of Meetings. Notice of regular meetings of the Board of Regents shall be given to State officials as required by Section 12-103 of the Education Article, Maryland Annotated Code, and to other appropriate State officials, shall be published in the Maryland Register and shall be available, on request, in the Office of the Chancellor. As officers of the University System, the Chancellor and each President and major unit heads shall be invited to be present at all public meetings of the Board and its committees. The Chancellor shall give notice to such other persons as the Chancellor may deem appropriate.

Section 8. Open Meetings. All Board meetings shall be conducted in accordance with Title 10, Subtitle 5 of the State Government Article, Maryland Annotated Code.

ARTICLE IX BOARD COMMITTEES

Section 1. The Standing Committees of the Board are the Committee on Audit, the Committee on Education Policy and Student Life, the Committee on Finance, the Committee of the Whole, the Committee on Organization and Compensation, and the Committee on Advancement.

Section 2. Subject to the provisions of Section 6 of this Article, the Chairperson of the Board, at the annual meeting of the Board or as soon thereafter as practicable, shall, after consulting with the members of the Board, appoint members to each of the Standing Committees for the coming year. In addition, the Chairperson of the Board shall designate the Chairperson and the Vice Chairperson of each Standing Committee. In making such appointments, the Chairperson shall determine the number of members on each standing committee. In case of a vacancy on a committee, the Chairperson of the Board shall appoint a new member for the unexpired term. Each Committee member

shall serve at the pleasure of the Board Chairperson. The Chairperson of the Board shall be an ex officio member of all Standing Committees.

Section 3. Committee on Audit.

A. The Committee on Audit shall have the following duties:

1. The Committee on Audit shall render advice and assistance to the Board of Regents in fulfilling its fiduciary responsibilities for overseeing adequacy of and compliance with the internal controls of the University System of Maryland and the sufficiency and appropriateness of its financial reporting.
2. This Committee shall review independent audit proposals including the scope of examination, services to be provided, reports to be rendered and fees to be charged, recommend to the Board the selection and scope of work of the independent external auditor of the University System of Maryland, review findings received there from and provide the Board with appropriate reports.
3. This Committee shall review legislative audits of the institutions of the University System and institutional responses thereto, and provide the Board with appropriate reports.
4. This Committee shall review and recommend to the Board the scope of the internal audit function. The Committee shall review the Charter of the Office of Internal Audit, its annual plan of work, its reports and administrative actions taken regarding its recommendations, and its annual report of significant audit items, and shall provide the Board with appropriate reports on the activities of that office.
5. In fulfillment of these responsibilities this Committee shall foster direct communications with the external auditors on an annual basis or as otherwise deemed appropriate, and shall assure direct access from the Office of the Internal Auditor, including meeting privately, at least on an annual basis, with the Director of Internal Audit.
6. This Committee shall monitor the Board's observance of the State Ethics Code as it pertains to possible conflict of interest with matters of the University System of Maryland.

Section 4. Committee on Education Policy and Student Life.

- A. The Committee on Education Policy and Student Life shall consider all matters relating to 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 institutional support for student academic services.
- B. The Committee on Education Policy and Student Life shall consider proposals for new programs and then refer to the Board.
- C. The Committee on Education Policy and Student Life shall also consider matters relating to faculty, including but not limited to conditions affecting recruitment and retention, and issues brought to the Advisory Councils.
- D. The Committee on Education Policy and Student Life shall also consider matters and policies related to students such as student recruitment, student support

services, financial aid, campus safety and security, transfer and articulation, and extracurricular activities including athletics.

- E. The Committee on Education and Student Life shall also consider matters and policies on inter-institutional cooperation, System-wide activities, collaboration with affiliated organizations, and alumni engagement.
- F. On all matters provided for in paragraphs A, C, D and E, the Committee shall report to the Board and make recommendations as appropriate.
- G. The Committee shall also consider related matters brought to it by 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 affiliated foundations and alumni associations). The Committee shall consider and recommend the annual operating and capital budgets and amendments thereto. The Committee shall also consider and recommend compensation policies for all staff.
- B. This Committee shall consider and report or recommend to the Board on matters pertaining but not limited to purchase and sale of real estate, the need for capital improvements, site planning and landscaping, construction, operation and maintenance of the physical plant, the care and presentation of all furnishings, equipment and other such matters relating to buildings and grounds of the University System as may come before it.
- C. This Committee shall have responsibility for reviewing the annual contract, and any amendments thereto, between the University System and the University of Maryland Medical System Corporation, as developed by the President of the University of Maryland, Baltimore and the Chancellor of the University System of Maryland, and shall recommend appropriate action to the Board of Regents, which may include procedures for annual review and adoption of the contract.
- D. This Committee shall have the responsibility for reviewing and recommending to the Board of Regents appropriate action with respect to requests by the UMMS Corporation for grants from the State.
- E. This Committee shall receive reports and recommendations from the University System of Maryland investment adviser and investment manager and provide recommendations to the Board regarding the endowment policies of the University System of Maryland.

Section 6. Committee of the Whole.

- A. 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.

Section 7. Committee on Organization and Compensation.

- A. The Committee shall consider and report to the Board on all matters requiring the attention of the Board concerning the organization and structure of the University System of Maryland, its constituent institutions and centers, and the System Office. The Committee shall also consider and recommend to the Board on all matters pertaining to the performance and compensation of the chief executive officers of the System.
- B. The Committee shall have the responsibility from time to time for conducting strategic reassessments of the organizational structure and leadership resources of the 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 organizational changes 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 evaluation of each institutional president, and each Vice Chancellor, and her/his consequent recommendations for compensation actions. Based on this discussion, the Committee shall consider and recommend to the Board annual compensation packages for each of these individuals.
- E. In the event that a vacancy occurs in a presidential position, on the recommendation of the Chancellor, the Committee shall recommend to the Board the appointment of an individual to serve in an acting or interim capacity until such time as the Board makes a permanent appointment. The Committee shall recommend all compensation actions for the acting or interim appointment to the full Board. The Committee shall also recommend to the Board any and all severance packages for chief executive officers, and Vice Chancellors as appropriate.
- 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 shall review, monitor, and implement processes and procedures for the Board's optimal performance. The Committee is also responsible for development and implementing assessment of the Board's activities.

Section 8. Committee on Advancement

- A. The Committee on Advancement shall consider and report to the Board on all matters relating to the University System of Maryland's private fund-raising efforts, including policies, strategies, best practices and national standards affecting capital campaigns and ongoing fund-raising programs.

- B. This Committee shall review institutional and system wide efforts and make recommendations to the Board regarding the enhancement of system interests through entrepreneurial and private fund-raising activities, including gifts, donations, bequests, endowment, grants, venture, cooperative agreements, and other public-private opportunities.
- C. This Committee shall consider and report to the Board on all matters relating to system-affiliated foundations, alumni associations and other 501 (c) (3) organization affiliated with the USM.

Section 9. Committee on Effectiveness and Efficiency.

- A. The Committee on Effectiveness and Efficiency shall consider and report to the board on all matters relating to the review of the academic and business operations of the University System in order to maximize the effectiveness of the System and, where possible, increase its efficiency.
- B. The Committee shall also provide policy guidance and oversight of the effectiveness and efficiency process on a system-wide basis, operate as a clearinghouse for initiatives, monitor activities, and review results based upon pre-established benchmarks.
- C. The Committee may form work groups to focus on certain areas of effectiveness and efficiency as needed.
- D. The Committee shall meet at least twice per year.
- E. The Committee shall also consider other related matters that may be brought before it by the Chancellor or referred to it by the Board.

Section 10. Committee on Economic Development and Technology Commercialization

- A. The Committee on Economic Development and Technology Commercialization shall consider and report to the Board how the University System of Maryland can best utilize its resources to promote the economic development of the State.
- B. This Committee shall develop strategies and recommend policies to the Board to strengthen links between the System and business, government, and communities between system institutions to encourage economic development across Maryland.
- C. In carrying out its charge, this Committee shall consider issues, resources, and policies related to economic development, including, but not limited to: research, technology transfer, workforce development, and accountability.
- D. The committee shall also consider other related matters that may be brought to its attention by the Chancellor or Vice Chancellor or referred to it by the Board.
- E. Notwithstanding Article IX, Section 11. A. of these bylaws, the Committee shall meet as necessary to accomplish its business.

Section 11. Meetings of Standing Committees.

- A. Standing Committee Chairpersons (except Chairperson of the Committee of the Whole) should schedule regular meetings in advance of each regular meeting of the Board. Such regular Standing Committee meetings shall be called by the Chancellor at the request of the committee Chairperson. A majority of the members of a Standing Committee may request the Chairperson of the committee to call a special meeting of the committee. The Chairperson, upon receipt of such a request, or at his own initiative, shall have the Chancellor call a special meeting.
- 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 mailed 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 By-Laws shall be conducted in accordance with the State Open Meetings Act, State Government Article, sections 10-501, et seq.
- E. Regents may participate in committee meetings 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. Such Regents 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 members of the Board.

Section 13. Task Forces and Workgroups Members and Chairpersons of such task forces and workgroups as may be authorized from time to time by the Board or the Chairperson of the Board to work on specified matters shall be appointed by the chairperson of the Board. Such appointments shall not exceed one year but may be renewed by the Chairperson of the Board for additional periods not to exceed one year. Meetings of such groups shall be called by the groups' Chairpersons. Regents may participate in such meetings 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. Such Regents shall be counted for quorum purposes and their votes shall be counted when determining the actions for the task force or work group.

ARTICLE X
AMENDMENTS TO THE BYLAWS

Section 1. These Bylaws may be amended by majority vote of the members of the Board at any regular meeting, provided the proposed amendment or amendments have been sent to each member at least seven days before the meeting.

ARTICLE XI
ROBERT'S RULES OF ORDER NEWLY REVISED

Section 1. The rules contained in Robert's Rules of Order Newly Revised shall govern this Board where not inconsistent with the Bylaws of the Board.

ARTICLE XII
REPEAL OF INCONSISTENT PROVISIONS

Section 1. These Bylaws supersede and replace any Bylaws adopted prior to July 1, 1988 by the former Board of Regents of the University of Maryland and the former Board of Trustees of the State Universities and Colleges, and any related regulations or policies of such former boards to the extent inconsistent herewith.