

MORGAN STATE UNIVERSITY BOARD OF REGENTS

BY-LAWS

Amended and Approved by the Board of Regents
September 25, 2021, effective September 27, 2021

**MORGAN STATE UNIVERSITY
BOARD OF REGENTS**

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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, 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 Board of Regents is charged with the governance and management of Morgan State University. The Board shall have and exercise all the powers, rights, and privileges to fulfill that charge, subject to any restrictions imposed by law. The order of precedence for policies and documents shall be (1) Federal and Maryland law, (2) Board By-Laws, (3) Other Board-approved policies, and (4) Any University guidelines not approved by the Board other than Federal and Maryland law.

**ARTICLE II
APPOINTMENT OF REGENTS and TERMS OF OFFICE**

The composition, appointment, terms, and reimbursement of the Board of Regents shall be as specified by statute. 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. The term of any Regent may end earlier by reason of resignation, disqualification, removal, or death.

**ARTICLE III
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 one year, effective at the beginning of the next fiscal year, provided however, that they shall hold office until their successors are elected and take office. All officers shall be eligible for re-election.

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 thirty (30) calendar days of the date of vacancy.

Section 4. Officers may be removed from office at any time by a simple majority of the full Board of Regents.

ARTICLE IV DUTIES OF OFFICERS

Section 1. Chairperson. The Chairperson shall preside at all meetings of the Board, shall represent the Board before all public bodies with regard to the will of the Board, 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 of each standing and special committee and shall cast a vote only to break a tie.

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 supervise the taking of minutes of all closed meetings of the Board and minutes of Executive Committee. The Chairperson shall designate someone to take minutes in the absence of the Secretary. The Secretary shall ensure that all minutes, papers, and documents received from committee meetings are transmitted within ten (10) University business days to the Office of the Board of Regents for appropriate filing and safe-keeping. The Secretary shall perform such duties from time to time that may be assigned by the Chairperson.

ARTICLE V BOARD MEETINGS

To the extent required by law, all meetings shall be conducted in accordance with Title 3, subtitle 3 of the General Provisions Article, Maryland Annotated Code, (Open Meetings Act).

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 the Board shall establish a schedule for regular meetings for the next fiscal year.

Section 2. Upon request of the Chair of the Board, or a majority of Regents, a special meeting shall be held provided at least ten (10) calendar days advance notice can be

given to all Regents which shall specify its purpose, date, time, and place. Should an emergency meeting be required in the judgment of the Board Chair or a majority of Regents with less than ten (10) calendar days notice to all Regents, it may be conducted by telephone conference call. Notice of the date, time, and place of any special meeting shall be provided to each Regent by overnight special delivery service, facsimile transmission, electronic mail or other expedited means at least 24 hours prior to the meeting.

Section 3. The agenda for regular Board meetings shall be prepared by the Chairperson in consultation with the President and standing committee chairpersons.

Section 4. The agenda for regular Board meetings shall be sent to Board members at least seven (7) calendar 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 or special 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. To the extent required by law, all Board meetings shall be conducted in accordance with the General Provisions Article, §§ 3-101 through 3-501, as such provisions may be amended from time to time. The Secretary of the Board, in consultation with the Chair, shall ensure that minutes are taken at all Board meetings. The Secretary shall ensure the timely approval of all Board and Committee minutes to ensure compliance with the Open Meetings Act. To comply with the Open Meetings Act, minutes may be approved by electronic mail or other means of written communication. The Chairperson shall have final responsibility for assuring that Board meetings comply with these provisions.

Section 8. If permitted by law, 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.

Section 9. Regents may participate in Board meetings by teleconference or other equivalent electronic means which shall constitute presence in person at the meetings 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. Regents are discouraged from routinely relying on this means for their participation in Board Meetings.

ARTICLE VI **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 have regularly scheduled meetings at least four (4) times during each fiscal year. The Executive Committee shall be composed of the three (3) elected officers (the Chairperson, the Vice Chairperson and the Secretary) and the chairpersons of the standing Committees. The Chairperson of the Board is the Chair of this Committee. This Committee shall advise the President on urgent or pressing matters when the Board is not in session and shall 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 following personal, telephone, electronic mail or written notice to its members. The Executive Committee shall report back to the full Board on actions taken in Executive Committee meetings.

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:

Academic and Student Affairs
Finance and Facilities
Audit and Institutional Assessment

The Chairperson of the Board shall appoint all members of standing committees, one of whom he or she shall designate as chairperson, and at least two (2) other members. The Chairperson shall make committee appointments within thirty (30) calendar 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.

The standing committees shall have regularly scheduled meetings as set forth below in Article VII.

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 as set forth below in Article VII.

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 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 as set forth below in Article VII.

Section 3.c. Audit and Institutional Assessment Committee. This committee shall have oversight responsibility for the financial reporting process, the system of internal control, the audit process, and the University's process for monitoring compliance with laws, regulations, policies, and procedures. The responsibilities of the Audit and Institutional Assessment Committee ("Audit Committee") include: appoint; compensate and oversee the work of any registered public accounting firm employed by the University as an external auditor; resolve any disagreements between management and the external auditor regarding financial reporting; pre-approve all auditing and non-audit services; oversee the development, implementation, and execution of policies and procedures that promote accountability, ethical values, and sound control practices; consult with the internal auditor, General Counsel and Assistant Attorney General ("Legal Counsel") and/or others to advise or assist in the conduct of an investigation or other matters which are the subject of review or attention by the Audit Committee; request and review information from management, the Director of the Office of Internal Audit and Management Review ("Internal Audit"), Legal Counsel, external auditors and assurance providers, all of whom are directed to cooperate with the Audit Committee's requests about significant risks or exposures within or to the University; seek any information it requires from employees, all of whom are required to cooperate with the Audit Committee's requests; assess the adequacy of management's actions to identify, assess, and mitigate identified risks with strong control activities, information, communication, and monitoring processes; seek any information from external parties it may require in order to fulfill its responsibilities as a committee and the fiduciary responsibilities as Board members; meet with University Officers, external auditors, Internal Auditors, Legal Counsel and the Board on issues within the Audit Committee's areas of responsibility; ensure the Audit Plan encompasses significant and material aspects of the University's operations and receive progress reports from Internal Audit on the execution thereof; have or develop procedures for the use of the Audit Committee; review compliance with University policies and procedures, including management's expenses, its use of University assets, and consider the results of any review of these areas by Internal Audit; monitor the Board's observance of the State Ethics law and any applicable ethics policies as it pertains to possible conflicts of interest with matters of the University; call special meetings of the Audit Committee, within the discretion of the Audit Committee chair; annually review and assess the adequacy of the Audit Committee's activities and confirm that all responsibilities outlined in this charge have been carried out.

With regard to external auditors, the Audit Committee will approve the selection and fees

of external auditors for the University and pre-approve all audit services; review and approve the planned scope of the annual financial audit by the external auditors, including coordination of effort with internal auditors; oversee regular audits of financial activities and direct that the audit be conducted in accordance with generally applicable standards; review, along with the external auditors, Internal Audit and management, the results of the engagement, which may include audited financial statements and the Single Audit reflected in an opinion letter or other reports issued by the external auditors, significant accounting and reporting issues, including complex or unusual transactions; review the clarity and completeness of the financial statements and related disclosures such as material off-balance sheet transactions, arrangements, obligations, and other relationships of the University with unconsolidated entities or other persons that may have a material current or future effect on the financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues and expenditures; review, along with the external auditors, Internal Audit and management, management letters issued by the external auditors, together with responses for addressing any issues noted; meet with external auditors in executive session to ascertain whether Audit Committee members have any knowledge of fraud or risks for fraud; review and approve the results of the annual audit and any significant revisions to the Audit Plan as a result of changing risks or other circumstances with the external auditors, Internal Audit and management; ensure the Audit Plan encompasses significant and material aspects of the University's operations; report annually to the Board a summary of the Audit Committee's activities and significant audit findings; review legislative audits of the institution and institutional responses thereto, and provide the Board with appropriate reports.

With regard to internal audits, the Audit Committee shall approve the planned scope of the annual financial audit by Internal Audit; review the University's system of internal control and the adequacy of accounting, financial, and operational policies and practices and Board policies and procedures to determine if there are any high-risk areas or compliance risks; review and approve the results of the internal audit with Internal Audit and management, including any significant issues and management's responses thereto; review the status of management's action plans to address prior audit issues in a timely and effective fashion; review any difficulties encountered in the course of performing audits, including restrictions on the scope of work and access to required information; exercise its full authority and oversight of the internal audit function to include the review of Internal Audit's organizational structure, qualifications, independence, scope of services inclusive of the Internal Audit Charter, and any impediments to the Internal Audit function (e.g., non-cooperation, resource limitations or any other factors impairing the work of Internal audit or adversely affecting audit work, interim changes to senior management affecting audit work, etc.); approve the recommendations of the President for appointment and/or termination of the Director of Internal Audit; assure direct access to the Audit Committee from Internal Audit, including at a minimum one private meeting between the Audit Committee and Internal Audit on an annual basis; meet with representative(s) of Internal Audit in executive session to ascertain whether Audit Committee members have any knowledge of fraud or risks for fraud, to receive information regarding risks of fraud or compliance risks and to review any significant results and resolutions from investigations of fraud, waste, abuse and significant

instances of noncompliance; report the results of independent internal audits to the full Board of Regents.

The Audit Committee shall meet as set forth below in Article VII. Depending on the nature of matters under review by the Audit Committee, the Chair of the Audit Committee may share information with the Finance and Facilities Committee to assist both committees in the performance of their duties.

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 (60) calendar 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 (60) calendar 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 (3) 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 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 may appoint a Development Committee comprised of at least three (3) 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.

ARTICLE VII **COMMITTEE MEETINGS**

To the extent required by law, all meetings shall be conducted in accordance with Title 3, subtitle 3 of the General Provisions Article, Maryland Annotated Code, (Open Meetings Act).

Section 1. Each standing committee shall have four (4) regularly scheduled meetings that shall occur during the regular meeting of the Board. Each standing committee shall schedule four (4) or more additional meetings within the fiscal year at the discretion of the committee chairperson.

Section 2. Each standing or special committee shall meet at a time and place designated by its chairperson. 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 or special 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) University business days prior to the meeting. This five (5) University business days notice requirement may be waived provided that each member who did not receive such notice consents to such waiver.

Section 3. 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 4. At least three (3) University business 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) University business days notice requirement may be waived provided that each member who did not receive three (3) University business days notice consents to such waiver.

Section 5. The format of committee meetings shall be determined by the committee chairperson.

Section 6. The chairperson of each committee, or his or her designee, shall preside over each committee meeting. The chairperson or his or her designee 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 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 7. To the extent required by law, all committee meetings shall be held in accordance with the General Provisions Article, §§ 3-101 through 3-501, 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 8. If permitted by law, 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 of a committee to discuss the President's position, salary, or evaluation, the committee may excuse the President from attendance of such discussions.

Section 9. Regents may participate in committee meetings by teleconference or other equivalent electronic means which shall constitute presence in person at the meetings 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 committee meeting through such means. Only committee members shall be counted for quorum purposes and their votes shall be counted when determining the actions of the committee.

ARTICLE VIII

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 and the Chairperson of the Board at least five (5) University business 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 and the Chairperson of the Board at least two (2) University business days before the scheduled meeting. The President shall consult with 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) University business 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, electronic mail or facsimile transmission.

ARTICLE IX **THE PRESIDENT**

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

ARTICLE X **BOARD PROTECTIONS AND LIABILITIES**

The Board of Regents and its members shall have the protections available under Federal and Maryland law, including but not limited to the Eleventh Amendment and the Maryland Tort Claims Act, and subject to any modifications, restrictions, exclusions or limitations as may now exist or as may be modified by statute, regulation, judicial interpretation, or other legally binding means.

ARTICLE XI **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) calendar 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 Article XI, Section 1.