



BYLAWS

MARYLAND ASSOCIATION OF COMMUNITY COLLEGES

Approved June 20, 2007

ARTICLE I - NAME AND PURPOSE

- Sec. 1.** **Name.** The name of the corporation is Maryland Association of Community Colleges.
- Sec. 2.** **Purpose.** The Maryland Association of Community Colleges (MACC) is established as an advocate for Maryland's public community colleges and as a resource for its member institutions. Its purposes are: to determine and execute a strategic direction for Maryland's community colleges; to represent community colleges at the state and national level; to promote the benefits of community colleges to the citizens of the State of Maryland; to provide opportunities for trustee development; to facilitate the exchange of ideas and information and to otherwise provide services to community colleges in Maryland.
- Sec. 3.** **Statement of Values.** The values of MACC include:
1. Community colleges are vital to social, economic, and community development throughout Maryland. They are critical to access to higher education, to the realization of educational achievement, and to the preparation for today's knowledge based society for all of Maryland's citizens.
 2. Community colleges have a primary role in economic development and work force training.
 3. Advocacy and joint action through MACC can benefit both members and Maryland Citizens.
 4. Support of members will enhance the achievement of their individually-defined missions and objectives.

Sec. 4. Functions. The Maryland Association of Community Colleges has these basic functions:

1. **Strategic Planning.** Determining areas of common concern for Maryland's community colleges and the citizens served by them. Develop a strategic direction and coordinate strategies/initiatives intended to further the missions of the community colleges.
2. **Liaison** with the Maryland Higher Education Commission (MHEC) and other governmental agencies. Serving as the point of contact with state and federal organizations on matters which relate either directly or indirectly to all of Maryland's community colleges.
3. **Governmental Relations.** In accordance with the strategic direction of MACC, maintaining relationships with the General Assembly, the Office of the Governor and other departments and agencies involved in the legislative process; initiating and monitoring legislation which might benefit or could prove detrimental to the interests of community colleges and the citizens served by community colleges, and when appropriate, testifying and providing information on such legislation.
4. **Community College Financing.** Working with the General Assembly, Governor's Office, MHEC and other groups to obtain necessary financial support for community college operations, capital projects and strategies/initiatives.
5. **Public Relations.** Promoting the value and contributions of community colleges, their impact and role in Maryland's system of higher education and improving public understanding through publications, press releases, media relations and other information services.
6. **Economic Development and Work Force Training.** Facilitating and promoting the role of community colleges as a primary provider of workforce training in support of economic development throughout Maryland.
7. **Membership Service.** Providing services that assist members in achieving their missions.
8. **Research.** Conducting research and data-gathering projects, producing reports and statistical summaries when appropriate and as needed.
9. **Education.** Conducting in-service programs that enhance the professional skills of trustees, chief executive officers and others.

ARTICLE II - MEMBERSHIP

- Sec. 1.** Association Membership. Any public community college of the State of Maryland may become a member of the Association on payment of the current annual membership dues.
- Sec. 2.** Withdrawal from Membership. Any member of the Association may withdraw there from upon 90 days written notice to the President of the Association.
- Sec. 3.** Suspension of Membership. Any member of the Association that is in arrears in its membership dues for more than six months, after July 1 in any year, shall be automatically suspended and removed from the membership roll of the Association, unless previous arrangement has been made for the deferred payment.

ARTICLE III – DUES/ASSESSMENTS

- Sec. 1.** Annual Dues. The annual dues are assessed by formula established by the Board of Directors. Approval of the Association's budget shall require the affirmative vote of three-fourths of the member institutions present and voting and thereon. The Association's budget shall set the allocation for member institutions.
- Sec. 2.** Fiscal Agent. MACC may act as fiscal agent and collect other assessments for projects coordinated through the Maryland Council of Community College Presidents (MCCCP).

ARTICLE IV - FISCAL YEAR

- Sec. 1.** Fiscal Year. The fiscal year of the association shall be from July 1 to and including June 30.

ARTICLE V - MEETINGS OF THE MEMBERSHIP OF THE ASSOCIATION

- Sec. 1.** Annual. The annual meeting of the general membership of the Association shall be held at a time and place to be determined by the Board of Directors.
- Sec. 2.** Special. Special meetings of the general membership of the Association may be called by the President, the Executive Committee or a majority of the Directors. Written notice of the time and place of any special meeting shall be mailed or electronically sent to each board member at least fourteen days in advance of the date set for the meeting. Such notice shall state the purpose for which the meeting is called; no other business shall be

transacted without the affirmative vote of at least two-thirds of the member institutions represented at the meeting in person or by duly authorized proxy.

Sec. 3. **Quorum.** The presence or representation by duly authorized proxy of at least one half of the member institutions at any meeting of the Association shall constitute a quorum.

Sec. 4. **Voting.** The president of each college and one member of each governing board, to be designated by such governing board, shall be the official delegates at the annual meeting of the Association. Prior to each annual meeting of the Association, the governing board of each member shall certify such official delegates to the Secretary of the Association, who will prepare an official roster of voting delegates. Each member of the Association shall be entitled to one vote upon all matters submitted for vote. Member institutions may vote by proxy under such provisions as may be established by the Board of Directors.

ARTICLE VI - OFFICERS

Sec. 1. **Personnel.** The officers of the Association shall be President, Vice President, Secretary and Treasurer. The President, Vice President and Treasurer shall be elected by the Board of Directors. The Executive Director shall serve as Board Secretary.

Sec. 2. **Election.** Officers shall be elected at the annual meeting of the Association. The President shall be a Trustee of an Association member governing board. The Vice President shall be the Chair of the Council of Presidents. The Treasurer shall be a Trustee of an Association member governing board. The nominating committee shall develop a slate of officers plus a trustee-at-large and inform the Board of Directors in writing or electronically two weeks in advance of the annual meeting. Additional nominations will be accepted from the floor.

Sec. 3. **Term of Office.** The term of office of all Association officers shall be for one year. The Treasurer may serve no more than two consecutive terms. The term of office shall coincide with the fiscal year of the Association, July 1 - June 30.

Sec. 4. **Duties.** The officers shall perform the duties described for each office by Maryland General Corporation Laws, such duties as usually pertain to their respective offices and such duties as may be specified by the Board of Directors.

Sec. 5. **Vacancies.** In case of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

ARTICLE VII - BOARD OF DIRECTORS

- Sec. 1.** **Board Membership.** There shall be a Board of Directors composed of the official delegates of each member institution, as described in Article V, Sec. 4. Each governing board shall also designate an alternate delegate who shall serve in the absence of the official voting delegate. In case an Association member's regular and alternate governing board member directors are unable to attend a meeting of the Board of Directors of the Association, the governing board may designate another governing board member of the college to represent the member at that meeting only. Presidents shall not send alternates.
- Sec. 2.** **Quorum.** Directors from a majority of the member institutions shall constitute a quorum.
- Sec. 3.** **Voting.** A simple majority of those present or voting shall prevail, except in the matter of dues, which shall require a super majority, as defined in Art. III, Sec. 1.
- Sec. 4.** **Duties.** The Board of Directors shall have responsibility for establishing and monitoring the strategic direction for the community colleges and for accomplishing the purposes and objectives of the Association within the procedures provided in these bylaws, and shall be solely responsible for establishing policy for the Association; they shall ratify the appointment or dismissal of the Executive Director upon the recommendation of the Executive Committee.
- Sec. 5.** **Meetings.** The Directors shall meet at least semi-annually during the fiscal year at a time and place determined by the Board. Special meetings may be called by the President, the Executive Committee or a majority of the Board. Notice of the time and place of all meetings shall be mailed or electronically posted to each member of the Board of Directors at least five days prior to the date set for the meeting. The notice of a special meeting shall state the purpose for which the meeting is called and no other business shall be transacted without a two-thirds majority of a quorum present and voting.
- Sec. 6.** **Officers.** The officers of the Board of Directors shall be the same as the officers of the Association.
- Sec. 7.** **Vacancies.** In the event a governing board Director dies, resigns or is no longer a member of the college's governing board, the governing board of the member shall within 30 days designate a new Director.

ARTICLE VIII - EXECUTIVE COMMITTEE

- Sec. 1.** **Membership.** The Executive Committee of the Association shall be composed of the officers of the Association (President, Vice President, Treasurer), a trustee at large who shall be elected by the Board of Directors, three presidents of the member colleges elected by a majority vote of the Council of Presidents and the immediate past president who shall serve as an ex-officio member. The Executive Committee shall have at least one member from each segment (small, midsize, and large college). The segment size shall be as defined from time to time by the Board of Directors.
- Sec. 2.** **Duties.** The Committee shall prepare an annual budget to be submitted to the Board of Directors for discussion at the annual meeting of the Association. The Committee shall provide for an annual review of all Association revenues and the expenditures at the end of each fiscal year. The Committee shall serve as the legislative committee for the Association. The Committee shall evaluate the Executive Director and establish compensation consistent with the budget. The Committee shall represent and act on behalf of the Board between meetings. The Executive Committee shall carry out such other duties as shall be delegated by the Board of Directors. The minutes of the Executive Committee meetings shall be distributed in the most efficient manner. The policies established by the Executive Committee shall be incorporated in the policy manual. The Executive Committee shall call emergency or special Board meetings and shall cancel the same or regular meetings and perform other duties as assigned. Acting on behalf of MACC, the Executive Committee shall recruit an Executive Director and make recommendations to the Board of Directors for approval. The Executive Director shall serve as the Secretary of the Association. The Vice President of MACC shall serve as the main point of contact for the Executive Director.
- Sec. 3.** **Composition of Executive Committee.** No Association college shall have more than one member on the Executive Committee.
- Sec. 4.** **Quorum.** A quorum of the Executive Committee shall consist of a majority of its members. A member of the Executive Committee may not send an alternate to a Committee meeting. However, a member who is unable to be present for a meeting may give a specific or general proxy to another member of the Executive Committee for purposes of voting at that meeting. Proxy votes shall be counted for quorum purposes.
- Sec. 5.** **Voting.** A majority of the Executive Committee is required to approve any motion.
- Sec. 6.** **Vacancy.** In the event of a vacancy occurring on the Executive Committee prior to the end of the member's term, the Executive Committee shall appoint a successor to serve for the remainder of the departing member's term.

ARTICLE IX - COMMITTEES

Sec. 1. **Committees.** There shall be the following committee:

1. **Legislative Committee.** In accordance with the strategic direction of MACC, the Committee shall be responsible for the following: (a) providing advice and guidance in legislative matters to the Board of Directors and the Executive Director and to recommend position statements on behalf of MACC ; (b) broadening and fortifying the Association's liaison with the Governor's Office, the Maryland Higher Education Commission (MHEC), the General Assembly and other State agencies; (c) maintaining a close working relationship with ACCT and AACC Offices of Governmental Affairs to assure adequate input and output at the federal level; (d) monitoring State legislation and programs including local legislation which may negatively affect a member or members for appropriate action by the Association and members; and (e) meeting regularly with professional staff of the Association to assure the quality of legislative effort and to provide regular and timely reporting to the membership.
2. **Nominating Committee.** The nominating committee shall be the Executive Committee as described in Article VIII.
3. **Other Committees.** The Board of Directors shall establish such other committees as required to implement the objectives of the Association.

Sec. 2. **Appointment.** The President shall, with the approval of the Executive Committee, appoint the members of such committees as may be established by the Board of Directors. All appointments to committees shall terminate on the date of the annual meeting or, for ad hoc committees, when the specific assignment has been performed.

Sec. 3. **Expenditures.** No committee shall create any financial liability for the Association, unless such an expenditure shall have been approved in the budget of the Association or specifically authorized by the Board of Directors.

ARTICLE X - COUNCIL OF PRESIDENTS

Sec. 1. **The operational functions** of MACC shall be conducted by the Maryland Council of Community College Presidents. The Presidents of member colleges shall be voting members of the Council.

Sec. 2. The Council shall employ the most effective means available including, but not limited to the following: (a) framing legislative proposals; (b) securing additional resources;

(c) coordinating efforts with those of other federal, state and local entities; and, (d) establishing ad hoc and standing committees and task forces.

Sec. 3. The Council shall establish a meeting schedule and shall elect a Chair and Vice Chair.

Sec. 4. The Council Chair shall serve as Vice President of the MACC Board of Directors.

ARTICLE XI - RESOLUTIONS

Sec. 1. **Initiation.** Resolutions may be initiated by a member of the Board of Directors, the Executive Committee or a special committee designated to prepare resolutions.

Sec. 2. **Adoption.** No resolution shall be considered for action by the general membership unless it shall have first been sent in writing or electronically to the presidents and members of the governing board of each member at least fifteen (15) days prior to the time action is to be taken. Adoption of a resolution shall require the affirmative vote of two-thirds of delegates present and voting thereon. Unless otherwise provided, all resolutions shall take effect immediately upon their adoption. By unanimous vote, the Executive Committee may administer a vote on a resolution by the Board of Directors through electronic or postal mail.

ARTICLE XII - AMENDMENTS

Sec. 1. **Initiation.** An amendment to, or revision of, these bylaws may be proposed by any member of the Board of Directors, the Executive Committee or a special committee designated to propose bylaw amendments or revisions.

Sec. 2. **Adoption.** No amendment or revision shall be considered for action by the general membership unless it shall have first been sent in writing or electronically to the presidents and members of the governing board of each member at least thirty days prior to the time action is to be taken. A two-thirds vote of delegates voting thereon shall be necessary for adoption of an amendment or revision. Unless otherwise provided, all amendments or revisions shall take effect immediately upon their adoption.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Sec. 1. The rules contained in American Bar Association Rules of Order Revised shall govern the Association in all cases to which they are applicable and in which they are not

inconsistent with these bylaws or Maryland General Corporation Laws, S-II-202 - Education Articles of Annotated Code of Maryland.

ARTICLE XIV - MISCELLANEOUS

- Sec. 1.** **Political Activities.** No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- Sec. 2.** **Operational Limitations.** Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
- Sec. 3.** **Dissolution Cause.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Approved by the Board of Directors on June 20, 2007