
BYLAWS

BOARD OF ADVISORS

UNIVERSITY SYSTEM OF MARYLAND AT SOUTHERN MARYLAND

PREAMBLE

The University System of Maryland at Southern Maryland (USMSM) serves as a regional higher education and research center, as well as a statewide resource to extend access to higher education. Designed to serve diverse groups of students, USMSM's campus hosts educational opportunities ranging from upper-division undergraduate programs through masters' and doctoral programs to serve regional workforce needs.

In addition to the purely educational role of USMSM, it contains a research enterprise devoted to uncrewed and autonomous technologies across all domains (ground, air, surface, undersea, space) in partnership with the A. James Clark School of Engineering at the University of Maryland (UMD). This research opportunity supports partnerships between academia, industry and government to advance these capabilities, as well as those in related fields, such as artificial intelligence and quantum computing. The collaboration between this research enterprise and the educational programs at USMSM is a unique and highly leveraged concept.

ARTICLE 1 - STATEMENT OF PURPOSE

The Board of Advisors (Board) is an advisory body and has no legal or fiduciary responsibility for the operation of the USMSM. The University System of Maryland (USM) Board of Regents is the governing authority for USMSM. USMSM also works with and under the direction of its Coordinating Institution, the University of Maryland, College Park.

The principal purposes of the Board are to: (i) provide advice to the Executive Director; (ii) assist in community relations; (iii) assist in institutional development; and (iv) provide any other assistance requested by the Executive Director. Its members serve to advocate on behalf of the development of the USMSM and promote activities, policies and programs that insure the advancement of its educational and research missions. Within this framework, the Board provides advice and support to the Executive Director, USM, the Coordinating Institution and the Chancellor in the following areas:

Program Identification. Conducts on-going needs assessments for educational programs in the service region, working with the USM and community stakeholders, including the identification of needs for undergraduate, graduate and postgraduate education that are responsive to economic and social development goals of the State and region.

Financial Planning and Development. Provides counsel on budget priorities and assists in securing public and private financial support in the form of scholarship aid for students, internships, enhanced learning technologies, facilities, and other program development needs.

Cooperation and Partnership Building. Assists in the development of strategic partnerships and cooperation between and among the USM institutions, with the College of Southern Maryland, Saint Mary's College of Maryland, regional (SoMD) Public School Systems (Saint Mary's, Calvert and Charles Counties) and private schools, regional education institutions, federal agencies, state and local governments, research entities from the region and around the world, and the business community within the region.

Marketing and Promotion. Provides advice to the Executive Director in promoting programs and services conducted at USMSM; provides guidance in developing an overall marketing plan and strategies for USMSM.

Facilities Development. Provides advice in planning for continued growth of USMSM and assistance in securing public and private sector support for facilities construction, equipment, and other facilities-related needs.

Evaluation and Assessment. Provides independent input to the USM and the Coordinating Institution on the performance and overall operation of the USMSM and its program offerings.

ARTICLE II--BOARD STRUCTURE

Section 1. Composition and Appointment

The Board will consist of not fewer than twenty (20) and not more than thirty (30) members. Board members shall be proposed by the Nominating Committee, affirmed by the Executive Committee, and nominated by the full Board at a scheduled meeting. The Chancellor of the USM shall approve and formally appoint all members of the Board.

The Board shall be racially, ethnically and culturally diverse and inclusive, and shall have a balanced representation from Saint Mary's, Charles and Calvert Counties. Any USM student, faculty member, alumnus, Board member or other supporter of USMSM may offer candidates for consideration. A roster of candidates shall be kept by the Executive Director for review whenever vacancies are expected to occur.

The Board shall make an effort to include the following members:

Ex-officio, non-voting:

1. Executive Director, USMSM
2. USM Senior Vice Chancellor for Administration and Finance
3. Coordinating Institution (UMD) representative

Ex-officio, voting:

4. President of the College of Southern Maryland
5. President of Saint Mary's College of Maryland
6. County Economic Development Directors (or delegate) of all three SoMD Counties
7. Superintendents of all three SoMD County Public Schools (or delegate)
8. SoMD Chamber of Commerce Presidents (or delegate)

Community representatives, term-limited, voting:

9. A representative from NAWCAD or NAS Patuxent River
10. Currently enrolled student (one-year term)
11. Alumnus from one of the participating educational institutions
12. One educational faculty representative
13. One research enterprise representative
14. Young professionals
15. Healthcare professionals
16. Community representative groups/nonprofits/research organizations (e.g., NAACP, The Patuxent Partnership, Southern Maryland Navy Alliance, CBL, PEARL, etc.)
17. Representatives from industry at large
18. Individuals interested in philanthropic, non-profit organizations

Additional community at large members may be added.

Section 2. Criteria and Expectations

Board members will be selected by both their position in the community and from a pool of candidates who support the goals of USMSM, including but not limited to fund raising, scholarships, internships, marketing, community and business/industry support, and advocacy. Board members are expected to attend Board meetings and USMSM events when possible, and participate on Board committees. Board members may recommend that the Chancellor remove any Board member who is not serving in an *ex officio* capacity and who has failed to attend two consecutive Board meetings (whether in person or virtually). If a Board member is unable to attend the quarterly Board meetings, such Board member may appoint an individual to attend in their place (a "Member Designee"). Member Designees may not vote on items presented to the Board.

Section 3. Term of Office and Vacancies

Except for the student member and any member serving in an *ex officio* capacity, the term of office of a Board member shall be three years. However, the term limits of initial Board members, beginning July 1, 2021, shall be staggered so that 1/3 of the Board members shall serve one-year terms, 1/3 of the Board members shall serve two-year terms, and 1/3 of the Board members shall serve three-year terms. Except in the event of a member appointed to fill a vacancy, which term shall begin immediately after the appointment, terms for all Board members shall begin on July 1 following the appointment. No person shall serve more than eight consecutive years on the Board, with renewed eligibility for appointment to the Board following not less than two years absence of membership. Ex-officio members are not bound by any term limits or lengths.

A retiring Board member may be appointed as an emeritus member, with their concurrence. This status shall be designated by the Board. Emeritus members shall be non-voting.

A student member serves a one-year term, beginning July 1 and ending June 30, provided that the student member remains in good standing and enrolled in a program or courses offered at USMSM.

A member appointed to fill a vacancy in an unexpired term, which appointment shall occur in the manner set forth in Article II, Section 1, shall serve for the remainder of that term.

Section 4. Officers

The Board of Advisors shall have a Chair, a Chair-elect, a Vice-Chair, and Secretary. The Chair, Chair-elect, Vice Chair and Secretary shall be elected by the Board. Except for the Chair-elect, each Officer shall serve one term of two years. Officers may be reappointed to their previous position after one term away from that position.

The Chair shall have the responsibility of maintaining regular contact with the Executive Director and working with the Executive Director and other members of the Board in defining critical issues and preparing agendas. The Chair will preside over the Board meetings. The Vice-Chair shall undertake the same responsibilities in the absence of the Chair. The Vice-Chair will perform the duties of Chair of the Nominating Committee. The Chair-elect will be elected by the Board at the April Board meeting of even years beginning in 2022. Each Chair-elect will serve a one-year term during which the Chair-elect will closely monitor and learn from the activities of the Chair and will assume the responsibilities of the Chair on July 1 of the odd year beginning in 2023. The Secretary shall take and maintain a record of the meetings of both the Board and the Executive Committee.

The Board may elect, through a simple majority, a member to fill the unexpired term of any vacancy in the Officer positions.

ARTICLE III—MEETINGS OF THE BOARD

Section 1. Frequency

The Board shall meet a minimum of four times annually. Additional meetings may be called as needed by the Chair or Vice Chair of the Board, or by a majority of the Board, provided that at least a one-week notice is given.

Section 2. Attendance

Meetings shall be scheduled in a timely manner to afford the Board adequate time to consider and to advise on important issues. There shall be a written agenda circulated at least one week in advance. Minutes from previous meetings will be distributed at least one week in advance. In-person attendance will be the primary method, with virtual attendance as necessary. Board meetings may be held virtually only if a majority of the current members agree, through email or by phone, to hold such a virtual meeting.

A quorum shall consist of a simple majority of current voting Board members. Board actions shall be adopted by a simple majority vote of those present voting members, including those members attending a meeting virtually.

Section 3. Open Meetings

All Board meetings shall be conducted in accordance with Title 3 of the General Provisions Article, Maryland Annotated Code.

ARTICLE IV—COMMITTEES OF THE BOARD

Section 1. Committees

Although the Board shall generally act as a committee-of-the-whole, committees may be established to consider and report to the full Board on particular issues. Executive and Nominating Committees shall be appointed as standing committees. The Board/or Executive Committee may authorize, establish, and disband other committees as appropriate, which-might include the following:

1. Communications, Relations, and Marketing Committee
2. Scholarship and Development Opportunities Committee
3. Workforce Program Committee
4. Education and Outreach Committee

All committees shall meet as often as the need dictates.

See Appendix A: Committee Responsibilities.

Section 2. Committee Membership

The Chair and members of committees shall be appointed by the Chair of the Board in close consultation with the Executive Director and Vice-Chair and approved by the Executive Committee. At the discretion of the Executive Committee, non-Board ex-officio members may be appointed to serve on Board committees.

Any vacancy in a committee's membership or chair shall be filled by the Chair of the Board of Advisors after consultation with the Executive Director of the USMSM.

The Chair of the Board and the Executive Director may attend committee meetings and participate in all discussions.

Section 3. Standing Committees

Executive Committee

An Executive Committee of the Board shall be formed. The Executive Committee works to set the agendas for the Board meetings, plan Board development, and work toward Board engagement. The Chair of the Board shall serve as Chair of the Executive Committee, which shall, in addition to the Chair, include the Chair-elect, Vice Chair, Secretary, chairs of the Standing Committees, and the USMSM Executive Director. *Ad hoc* committee chairs will be invited as appropriate.

Nominating Committee

A Nominating Committee shall be appointed by the Board Chair with the approval of the Executive Committee. It shall be chaired by the Vice Chair of the Board.

ARTICLE V--COMMUNICATIONS BY THE BOARD

The USMSM Board of Advisors is committed to a healthy board culture and to transparency in all its operations. Open communication is a demonstration of mutual respect and support. To facilitate a healthy board culture:

1. All Board communication shall include the board Chair and the Executive Director.
2. All emails among Board members about USMSM business shall copy the Chair and the Executive Director.

ARTICLE VI--COMPENSATION

Members of the Board shall serve without compensation.

ARTICLE VII--AMENDMENTS

These bylaws may be amended by a simple majority vote of the current Board membership, with the approval of the USM Board of Regents. Bylaws changes require a

two-week written notice prior to a meeting, including an explanation of proposed changes on the agenda. An email ballot is permitted for those members unable to attend.

Appendix A

USMSM Board of Advisors Committee Responsibilities

Executive Committee (Standing Committee)

To work closely with the Executive Director to implement Board actions in the development of the USMSM, to coordinate Board activities with the governing and administering entities of the USMSM; to review items and materials for the Board agenda and consideration; to appoint and coordinate the activities of Board committees, and recommend actions for consideration by the full Board.

Nominating Committee (Standing Committee)

USMSM strives to create an inclusive workplace that promotes and values diversity. Organizations that are diverse in age, gender identity, race, sexual orientation, physical or mental ability, ethnicity, and perspective are proven to be better organizations. More importantly, creating an environment where everyone, from any background, can do their best work is the right thing to do. The Board likewise shall be diverse and inclusive, and shall have a balanced representation from Saint Mary's, Charles and Calvert Counties. The Nominating Committee will identify persons for membership on the USMSM Board of Advisors; will work closely with the Executive Director to recommend strategic appointments to expand representation, and particularly from the business sector, federal labs and the diverse community constituencies within the counties and greater region.

Communications, Relations, and Marketing Committee

To develop and promote greater awareness of the USMSM with the business sector and community groups within the counties and greater region; to work closely with the Executive Director, under the auspices of the Board and its members; to strategically plan and engage in activities designed to reach a broad spectrum of groups within the counties and greater region, identify sector needs and promote educational, service and research partnerships for USMSM participating universities and beyond; to assist and advise in the development of appropriate outreach materials, media use and venues for strengthening the presence of the USMSM and its institutional capabilities.

Scholarship and Philanthropy-Committee

To work closely with the Executive Director and USMSM partner institutions to identify and actively promote external funding and in-kind contributory services to support scholarships, and other academic and developmental needs of students. To advise the Board on initiatives and partnering opportunities that will expand financial support and student development opportunities for students at USMSM.

Workforce Program Committee

To work closely with the Executive Director and local employers to identify potential bachelor's completion and graduate programs to meet current and future needs of an educated and skilled workforce. Work closely with regional employers to identify work-based learning opportunities, e.g., internships, summer work, mentoring.

Education and Outreach Committee

To work closely with the Executive Director, and leadership from the regional school districts, College of Southern Maryland, and St Mary's College of Maryland to build relevant workforce pipelines.

1st read: April 18, 2023

Approval date: July 18, 2023

Amended (approved) date: October 17, 2023