

The College of New Jersey Board of Trustees Bylaws

Article I

These bylaws of the Board of Trustees are enacted pursuant to the laws of the State of New Jersey. The purpose of the Board of Trustees of The College of New Jersey is to hold The College in trust for the public, representing the public interest in governance, policies, and development of The College within the spirit of its mission and intent of the laws and regulations governing the Board and The College.

Article II Offices

The principal office of the Board of Trustees shall be in the Office of the President at The College of New Jersey. Such other offices needed for the conduct of its business may from time to time be designated by the Board of Trustees.

Article III Seal

The College shall have a seal, the form and design of which shall be adopted by the Board of Trustees and the custody of which shall be by the President of The College.

Article IV Board of Trustees

Section 1 Legislative Findings

The Board of Trustees is established pursuant to Title 18A of the New Jersey Statutes Annotated (N.J.S.A. 18A:64-1 et seq.) which states, in part, “The Legislature finds that the institutions of higher education are one of the most valuable and underutilized resources in the State. The elimination of the unnecessary State oversight and its accompanying bureaucracy will serve to unleash the creativity and innovation of these institutions.”

Section 2 Duties and Powers

The Board of Trustees has all the powers and duties as amended by Title 18A:64-1 et seq., the Higher Education Restructuring Act of 1994. To fulfill its mission and the statewide goals in cooperation with other institutions and the state coordinating

structures, it has the powers and duties as outlined in the statute, and which include, but are not limited to, the following:

- a. To develop an institutional plan and to determine the programs, educational departments, schools and degree levels to be offered by the institution consistent with this plan and the institution's programmatic mission;
- b. To have authority over all matters concerning the supervision and operations of the institution including fiscal affairs, the employment and compensation of staff not classified under Title 11A of the New Jersey statutes, and capital improvements in accordance with law, and, in accordance with the provisions of the State Budget and Appropriations Acts of the Legislature, appoint and fix the compensation of the president of the college who shall be the executive officer of The College and ex officio member of the Board of Trustees, without vote and who shall serve at the pleasure of the Board of Trustees;
- c. Notwithstanding the provisions of Title 11, Civil Service, of the Revised Statutes, upon nomination by the president appoint a treasurer, and such deans and other members of the academic, administrative and teaching staff as shall be required and fix their compensation and terms of employment in accordance with salary ranges and policies, which shall prescribe qualifications for various classifications and shall limit the percentage of the education staff that may be in any given classification;
- d. Upon nomination by the president, appoint, remove, promote and transfer such other officers, agents or employees as may be required for carrying out the purposes of The college and assign their duties, determine their salaries and prescribe qualifications for all positions, all in accordance with the provisions of Title 11, Civil Service, of the Revised Statutes;
- e. To set tuition and fees, including but not limited to room and board, maintenance, rental of student housing and food service;
- f. To establish admission standards and requirements and standards for granting diplomas, certificates and degrees, and to grant diplomas, certificates and degrees;
- g. To recommend for appointment by the Governor, members to the Board of Trustees. The recommendation shall be made with regard to the mission of the institution and the diversity of the community to be served;
- h. To have final authority to determine controversies and disputes concerning tenure, personnel matters of employees not classified under Title 11A of the New Jersey statutes, and other issues arising under Title 18A of the New Jersey statutes involving higher education except as otherwise provided herein;
- i. To invest and reinvest the funds of the institution;

- j. To direct and control expenditures and transfers of funds appropriated to the college and tuition received by the college in accordance with the provisions of the State Budget and Appropriation Acts of the Legislature, reporting changes and additions thereto and transfers thereof to the Director of the Division of Budget and Accounting in the State Department of the Treasury and as to funds received from other sources, direct and control expenditures and transfer in accordance with the terms of any applicable trusts, gifts, bequests, or other special provisions. All accounts of the college shall be subject to audit of the State at any time;
- k. Pursuant to the provisions of the “State College Contract Law,” to enter into contracts and agreements for the purchase of lands, buildings, equipment, materials, supplies and services; enter into contracts or agreements with the State or any of its political subdivisions or with the United States, or with any public body, department, or other agency of the United States or with any individual, firm or corporation which are deemed necessary or advisable by the board for carrying out the purposes of The College;
- l. If necessary, to take and condemn land and other property in the manner provided by the Eminent Domain Act of 1971, P.L. 1971 c. 361, (C.20:3-1 et seq.), whenever authorized by law to purchase land or other property;
- m. To borrow money for the needs of the college, as deemed requisite by the Board, in such amounts, and for such time and upon such terms as may be determined by the Board, provided that this borrowing shall not be deemed or construed to create or constitute a debt, liability, or a loan or pledge of the credit, or be payable out of property or funds, other than moneys appropriated for that purpose, of the State;
- n. To retain legal counsel of the institution’s choosing;
- o. To be accountable to the public for fulfillment of the institution’s mission and statewide goals and for effective management of the institution;
- p. To submit a budget request for state support to the Division of Budget and Accounting in the Department of the Treasury and to the Commission on Higher Education;
- q. To have prepared and made available to the public an annual financial statement, and a statement setting forth generally the monies expended for government relations, public relations and legal costs;
- r. To have prepared an annual independent financial audit, which audit and any management letters regarding that audit shall be deemed public documents;
- s. In accordance with P.L. 1994, C. 48, to cause to be prepared and made available to the public an annual report on the condition of the institution which shall include, but not be limited to , a profile of the student body, including graduation rates, SAT or other test scores, the percentage of New Jersey residents in the student body, the number of

scholarship students and the number of Educational Opportunity Fund students in attendance; a profile of the faculty, including the ratio of full to part time faculty members; and major research and public service activities; a profile of the trustees or governors as applicable; and a profile of the institution, including degree and certificate programs, status of accreditation, and major capital projects.

Section 3 Membership

a. Publicly Appointed Board Members.

1. Appointment

In accordance with statute, there shall be a maximum of 15 publicly appointed Trustees with full voting rights. The members shall be appointed by the Governor with the advice and consent of the Senate. The Board of Trustees shall recommend potential new members to the Governor. Members of the Board of Trustees shall be representative of the broad public interest. Appointments shall reflect a balance of age, occupations, interest, racial background, gender, and geographic residence. Each member shall serve until his successor shall have been appointed, qualified and sworn in by an officer of the judiciary, or, if such officer is not available, by an attorney at law of the State of New Jersey. Vacancies shall be filled in the same manner as the original appointments for the remainders of the unexpired terms. Generally, a Trustee will serve no more than two full six year terms. A trustee appointed to fill the remainder of a former Trustee's term shall be eligible for two full terms if the partial term was not longer than three years.

2. Resignation

A Board member may resign from the Board at any time during his/her term. The written resignation, which does not have to include a reason, shall be submitted to the Governor and the Chair of the Board. The Board Chair shall notify the members of the Board and the President.

3. Removal

A Board member may be removed from the Board by the Governor for cause as defined by statute, upon notice and opportunity to be heard.

4. Conflict of Interest

Any director or officer who shall gain any personal financial benefit from any contract or other transaction entered into by the Board, the Foundation and the Corporation or, because of other reasons of conflicting interest, is unable to consider impartially any matter to come before the Board or committee, shall immediately disqualify himself or herself from taking part in the consideration or

disposition of such matters, and shall promptly notify the other members of the Board or of such committee, and as the case may be, of such disqualification. Any contract, transaction, or other matter entered into by the Board that is in violation of this section shall be void.

5. Attendance

Attendance by Board members at meetings is imperative for the Board's successful operation. Not attending a majority of meetings within any given year, without good reason as determined by a majority of Board members may be grounds for recommendation to the Governor to remove a member from the Board.

b. Student Trustees

In accordance with N.J.S.A. [18A: 64-3.2] 18A:64-3.1, there shall be two Student Trustees on the Board of Trustees, who shall be full-time, regularly matriculated students in good academic standing, and who shall be 18 years of age or older and citizens of the United States, to be elected by the students for terms of two years commencing at the next organization of the Board. A Student Trustee will normally serve for one year as a Trustee without vote. The Student Trustee shall have voting rights as limited by statute throughout her/his second year. Student Trustees must meet the student leadership criteria as prescribed by the Board of Trustees. A Student Trustee may resign during her/his term. The Student Trustee shall submit the resignation to the Board Chair. The Chair shall notify Board members, the President, and the Student Government President. The Student Government President shall hold an election for a new Trustee within three months. A Student Trustee may be removed from the Board for cause as prescribed by the Board of Trustees.

c. Faculty and Staff Representatives to the Board

Two members of the faculty of The College of New Jersey shall be elected by the faculty at large to serve as non-voting, institutional representatives to the Board of Trustees. The faculty representatives shall be tenured. Two members of the staff of The College of New Jersey shall be elected by the staff at large to serve as non-voting, institutional representatives to the Board of Trustees. Staff representatives shall have been employed by The College for at least ten months preceding the election. The institutional representatives shall be assigned to such Board Standing Committees and ad hoc Committees as determined by the Chair of the Board of Trustees. The faculty and staff institutional representatives may participate in all public committee deliberations, and may take part in discussions of all matters before the Board and the committees in public session.

Section 4 Meetings

The Board of Trustees shall conduct public meetings on The College campus or at any other place accessible to the public that the Chair or a majority of the Board may from time to time designate. The Chair shall call a special meeting of the Board whenever a majority of the publicly appointed Trustees makes such a request.

All meetings will be held in strict conformance with the Open Public Meetings Act (P.L. 1975, C. 231), and nothing within this language will contravene this principle. The Board will post a calendar of meetings within seven days of its annual reorganization meeting, or by January 10 if no such meeting occurs. The procedures contained in the Open Public Meetings Act shall be followed for all meetings. All unscheduled meetings will be announced at least 48 hours in advance of the actual meeting time, unless a meeting is required to deal with urgent and important matters and such notice is made impossible because a delay would damage the interest of The College or its constituents.

An agenda of each regular or special meeting of the Board of Trustees shall be prepared by the Chair, The College President and the Secretary to the Board. The agenda and supporting materials will be sent to the Trustees, the Student Trustees, and the faculty and staff representatives in whatever manner is necessary to ensure their receipt of those documents 72 hours before the actual meeting. The agenda shall be posted in publicly accessible places on campus 72 hours prior to the meeting. The agenda shall state that public comment on items on the agenda will be accepted prior to the meeting in writing, and in writing or verbally at the meeting.

The Trustees present at any meeting, if less than a quorum, must fix the time to adjourn, or must adjourn, recess, or take measures to obtain a quorum. A quorum of the Board shall be defined as a simple majority of the qualified Board members.

No official action and no binding action of the Board shall be taken at any meeting other than at a public meeting, with the exception of those circumstances specified by the Open Public Meetings Act.

Unless otherwise directed by a majority of the Board of Trustees, all public meetings of the Board of Trustees shall be conducted in accordance with the parliamentary procedure[s] prescribed in the latest edition of the manual known as *Robert's Rules of Order* (copyrighted by Robert's Rules of Order Association).

Article V Officers

Section 1 Officers

The Board of Trustees shall organize annually at the September meeting or at the first meeting of the academic year. At this meeting the Board shall elect a Chair, a Vice-Chair, and a Secretary. The Board may elect such other officers as the needs of the Board may from time to time require.

a. Chair

The Chair will, when present, preside at all meetings of the Board of Trustees. The Chair will be the Chief Executive Officer of the Board and will have general supervision of the affairs of the Board, subject to the approval of the Board of Trustees. The Chair, or Vice-Chair, shall continue to sign all reports, documents and/or instruments of any nature required to be filed or executed by law. The Chair will report to the Board of Trustees from time to time all matters coming to her/his notice, relating to the interests of The College that should be brought to the attention of the Board.

b. Vice-Chair

The Vice-Chair shall have and exercise all the powers and duties of the Chair in case of her/his absence or inability to act, and will perform other duties as may be prescribed from time to time by the Board of Trustees.

c. Secretary

The Secretary shall attend meetings of the Board of Trustees, sign all minutes and other documents as required. The Secretary to the Board, a member of the president's staff, shall cause recording of all notes and minutes of all public proceedings in a book to be kept for that purpose. Taped public meetings are only for the purpose of assisting the recording of the minutes and shall be archived for one operating year. The approved minutes are the only official record of the Board meeting. The Secretary will cause to be given notice of all Public Meetings of the Board of Trustees and will cause the affixing of The College Seal to all documents that may require it, and will cause to be prepared and filed such reports and statements as may be required by law. The Secretary shall cause to be forwarded to the Archival Section of The College Library or other designated Archival facility a copy of the minutes, and to any others as may be required from time to time by the Board of Trustees, after such minutes have been approved by the Board of Trustees.

Article VI Committees and Representatives

Section 1 Standing Committees

The Board of Trustees has the power to create Standing Committees reporting directly to the Board to aid it in carrying on the business of The College. The existence, duties and functions of Standing Committees may be abolished, changed, altered or added to, and new or additional Standing Committees may be created from time to time at the Board's discretion. The following Standing Committees, with their general areas of responsibility, are hereby created:

- **Committee on Academic Affairs:**
 - program proposals
 - program reviews
 - other curricular matters

- **Committee on Audt, Risk Management and Compliance**
 - audit
 - risk management
 - ethics

- **Committee on Building and Grounds**
 - construction
 - campus safety

- **Committee on College Advancement**
 - development
 - government relations
 - college relations

- **Committee on Finance and Investment:**
 - budget
 - investments

- **Committee on Student Life and Enrollment Management**
 - campus life
 - athletics
 - residence
 - campus wellness
 - admissions

- Executive Committee
 - personnel
 - annual Board evaluation
 - annual Presidential evaluation
 - board governance

The officers of the Board of Trustees, together with the Chairs of the Standing Committees, will constitute the Executive Committee. The membership of the Executive Committee will not consist of less than five nor exceed half of the members with full voting rights.

Section 2 Representatives

The Board of Trustees has the power to appoint representatives to various external bodies to provide College advice and comment to these bodies. The existence, duties and functions of these representatives may be abolished, changed, altered, or added to, and new or additional representatives may be created from time to time at the Board's discretion. Representatives to the following bodies are hereby created:

Trenton State College Corporation

- a. attends corporation meetings
- b. represents the interests of the Board of Trustees
- c. reports to the Board of Trustees on the activities of the Corporation

The College of New Jersey Foundation

- a. serves on the Executive board of the Foundation
- b. attends Foundation meetings
- c. represents the interests of the Board of Trustees
- d. reports to the Board of Trustees on the activities of the Foundation

New Jersey Association for State Colleges and Universities

- a. attends meetings
- b. represents The College's interests
- c. reports to the Board of Trustees on the activities of the Association

The Chair of the Board of Trustees shall, immediately after her/his designation as such, appoint the members of the Standing Committees and the representatives. Members of committees and representatives shall serve a maximum of six years. They may serve on other committees. The Chair and Vice-Chair will be ex-officio members of each Standing Committee. The President of The College will also be an ex-officio member of each Standing Committee.

The Chair of the Board of Trustees will appoint from among the public members of the Board the members of a committee on Nominations, subject to the consent of the Board of Trustees. Its membership will not exceed three. The Committee on Nominations will

report to the Board of Trustees annually, at least one month prior to the September Board meeting or the first meeting of the academic year.

Section 3 Administrative, Faculty and Student Committees

The Board of Trustees has the power to authorize, and authorizes the President of The College, to create administrative, faculty and student committees for the purpose of advising and assisting in carrying on the business and functions of The College.

Article VII Amendments

These bylaws may be amended, repealed or added to in any manner not inconsistent with the laws of the State of New Jersey, by the affirmative vote of a majority of the Board of Trustees at any Public Meeting of the Board of Trustees, provided that a copy has been furnished to each member of the Board of Trustees by the Secretary, and the public notified of impending changes, at least 10 days before the meeting at which the vote is to occur. Prior to such notice all proposed amendments of these bylaws shall be considered by the Board of Trustees in consultation with the President.

Ms. Stacy Holland
Board Chair

Mr. Christopher Gibson
Board Secretary

Approved by The College of New Jersey Board of Trustees at the February 27, 2007 public meeting.