

The College of New Jersey Board of Trustees Bylaws

Article I

These bylaws of the Board of Trustees (the “Board”) of The College of New Jersey (the “College”) are enacted pursuant to the laws of the State of New Jersey. The purpose of the Board 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 corporate 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:3B-1 et seq.*, the “Higher Education Restructuring Act of 1994” and *N.J.S.A. 18A:64-1 et seq.*, the “State College Statute”) (collectively, the “Higher Education Statutes”), which state, 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.” The Higher Education Statutes further state that “it is in the best interests of the State that the State colleges shall be and continue to be given a high degree of self-government and that the government and conduct of the colleges shall be free of partisanship.”

Section 2 Duties and Powers

To fulfill its mission and the statewide goals in cooperation with other institutions and the state coordinating structures, the Board has the powers and duties as outlined in the Higher Education Statutes, and which include, but are not limited to, the following:

- a. To develop an institutional plan and to determine the educational curriculum and programs, educational departments, schools and degrees to be offered by the College consistent with this plan and the College's programmatic mission;
- b. To determine policies for the organization, administration and development of the College;
- c. To have authority over all matters concerning the supervision and operations of the College 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;
- d. 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;
- e. 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;
- 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 College 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 or by law;
- i. To invest and reinvest the funds of the College;

- j. To disburse all monies appropriated to or received by the College and 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” (*N.J.S.A. 18A:64-52 et seq.*), to enter into contracts and agreements for the purchase of lands, buildings, equipment, materials, supplies, goods, services, and construction of buildings and other improvements; 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 College’s choosing, including the Attorney General;
- o. To be accountable to the public for fulfillment of the College’s mission and statewide goals and for effective management of the College;
- 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 Office of the Secretary of 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. To accept from any government or governmental department, agency or other public or private body or from any other source, grants or contributions of money or property, which the Board may use for or in aid of any of its purposes;

- t. To acquire by gift, purchase, condemnation or otherwise, own, lease, dispose of, use and operate property, whether real, personal, or mixed, or any interest therein, which is necessary or desirable for college purposes;
- u. To employ architects to plan buildings; secure bids for the construction of buildings and for the equipment thereof; make contracts for the construction of buildings and for equipment; and supervise the construction of buildings;
- v. To manage and maintain, and provide for the payment of all charges and expenses in respect to all properties utilized by the College;
- w. 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 College 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 College, including degree and certificate programs, status of accreditation, and major capital projects, any new collaborative undertakings or partnerships, any new programs or initiatives designed to respond to specific State needs, an accounting of demonstrable efficiency and quality improvements, and any other information which the Secretary of Higher Education and the College deem appropriate. The form and general content of the report shall be established by the Office of the Secretary of Higher Education;
- x. Pursuant to the provisions of *N.J.S.A. 18A:64-85 et seq.* (the “Public-Private Partnership Act”) or other State statute authorizing public-private partnerships, to enter into a contract with a private entity that permits the private entity to assume full financial and administrative responsibility for the on-campus construction, reconstruction, repair, alteration, improvement, extension, management, or operation of a building, structure, or facility or, or for the benefit of, the College, provided that the project is financed in whole by the private entity and that the State or the College, as applicable, retains full ownership of the land upon which the project is completed;
- y. To set tuition and fees, including but not limited to room and board, maintenance, rental of student housing and food service, to be paid by or on behalf of students.

Section 3 Membership and Representation

a. Publicly Appointed Board Members.

In accordance with the State College Statute, the Board shall be comprised of a minimum of 7 and a maximum of 15 voting members who shall be appointed by the Governor with the advice and consent of the Senate. The Board shall recommend potential new members to the Governor. Recommendations for appointed members of the Board shall be representative of the broad public interest and shall reflect consideration of individuals for recommendation with appropriate skills, complementary expertise, demonstrated interest and diverse backgrounds and experiences, including age, occupation, interest, racial background, gender, and geographic residence. The terms of office of appointed members shall be for six years beginning on July 1 and ending on June 30. Each member shall serve until his/her successor shall have been appointed. Members will be ceremonially sworn in by an officer of the judiciary or 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, the Board will not recommend appointment of a member for more than two, consecutive, full terms. For the purposes of this section 3.a., an appointment to fill the remainder of a former member's term that exceeds three years shall be considered a full term. A member who has served two consecutive full terms may be recommended for reappointment to the Board after at least a one year lapse in membership.

An appointed member may resign from the Board at any time during his/her term. The written resignation, which need not 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.

b. President

In accordance with the State College Statute (specifically, *N.J.S.A. 18A:64-6(g)*), the President shall serve as the executive officer of the College and an *ex officio* member of the Board, without vote, and shall serve at the pleasure of the Board.

c. Student Representative Members

In accordance with the State College Statute (specifically, *N.J.S.A. 18A: 64-3.1*), the student body, under the auspices of the Student Government shall elect two student representatives to serve as members on the Board. To be eligible to be elected and to continue to serve, those student representative shall be full-time, regularly matriculated students in good academic standing 18 years of age or older, citizens of the United States, and compliant with the standards for eligibility for other student government officers. A full term of a student representative shall be two years commencing at the next organization of the Board following the student representative's election. A student representative will ordinarily serve as an alternate non-voting member of the Board for the first year and shall have voting rights as limited by statute throughout the second year of the student representative's term. Student representatives must adhere to the standards of responsibility and confidentiality as established by the Board. A student representative

may resign during her/his term by submitting written notification of the resignation to the Board Chair. The Chair shall notify Board members, the College President, and the Student Government President of the resignation. The Student Government shall hold an election for a new student representative within three months of a vacancy to complete the unexpired term. A student representative may be removed from the Board for cause. In the event that a voting member student representative resigns, is removed or otherwise becomes ineligible or incapable to serve, the alternate student representative shall serve as the voting member student representative until the earliest to occur of the following: (i) the expiration of the term of the original voting member student representative replaced by the alternate, (ii) the election of a student to serve out the term of the original voting member student representative, or (iii) the resignation, removal or other ineligibility or incapability to serve of the alternate student representative, whereupon the alternate student representative shall revert to his/her role as a nonvoting member for the remainder of the first year of his/her original term and become the voting member student representative for his/her second year of his original term.

d. Faculty and Staff Representatives to the Board

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

e. Conflicts of Interest

Any Board member or representative to the Board who shall gain any personal financial benefit from any contract or other transaction entered into by the Board, The College of New Jersey Foundation (the "Foundation") or Trenton State College Corporation (the "Corporation") or, because of other reasons of conflicting interest, is unable to consider impartially any matter to come before the Board or committee of the Board, shall immediately recuse himself or herself from taking part in the consideration or disposition of such matters, and shall promptly notify the Ethics Liaison Officer and the Chair of the Board of such recusal. Members and representatives to the Board shall comply with the Conflicts of Interest Law (N.J.S.A. 52:13D-12 *et seq.*) and the Uniform Ethics Code.

f. Removal

An appointed member may be removed from the Board by the Governor for cause as defined by statute, upon notice and opportunity to be heard. Attendance by Board members and representatives to the Board at meetings is imperative for the Board's successful operation. Not attending a majority of meetings within any given year, without good reason or other action deemed detrimental to the Board or the College, including without limitation a material breach of confidentiality or ethics may be grounds for recommendation to the Governor for removal from the Board in the case of appointed members and for removal by the Board of student, faculty, or staff representatives to the Board.

Section 4 Meetings

The Board 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 at his/her discretion or 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, as amended), and nothing else in these bylaws shall be construed as contradicting this requirement. The Board will post a calendar of meetings within seven days of its annual reorganization meeting. The procedures prescribed in the Open Public Meetings Act and any regulations issued pursuant thereto 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 impractical because a delay would damage the interest of the College or its constituents.

Any Board member or representative to the Board authorized to participate in the meeting of the Board or a committee of the Board may do so by means of a conference telephone or audiovisual communication or similar communication equipment that allows all persons participating in the meeting to hear each other simultaneously. Participation by such equipment shall be equivalent to presence in person at the meeting.

An agenda of each regular or special meeting of the Board 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 Board members and representatives in whatever manner is necessary to ensure their receipt of those documents 72 hours before a regularly scheduled meeting or 48 hours before a special meeting. The agenda shall be posted in publicly accessible places on campus 48 hours prior to the meeting. Public comment may be accepted at the meeting in accordance with the Board's "Request to Speak" procedures.

The Board members present and authorized to vote at a 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 number of members qualified to vote on a particular action.

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 permitted by the Open Public Meetings Act.

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

Article V Officers

Section 1 Officers and Board Staff

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

The Chair of the Board of Trustees will appoint, from among the gubernatorially appointed members, of the Board the members of an *ad hoc* committee on Board Officer Nominations, subject to the consent of the Board of Trustees. Its membership will not exceed three. The Committee on Board Officers Nominations will report to the Board of Trustees not less than annually, at least one month prior to the annual reorganization meeting of the Board.

a. Chair

The Chair will, when present, preside at all meetings of the Board. 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. The Chair shall continue to sign all reports, documents and/or instruments of any nature required by law to be filed or executed by or on behalf of the Board. The Chair will report to the Board 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, including without limitation signature authority, in case of the Chair's absence or inability to act, and will perform other duties as may be prescribed from time to time by the Board.

c. Secretary to the Board

The Secretary to the Board is a non-trustee member of the President's staff who shall be appointed by the President, subject to Board approval. The Secretary shall attend meetings of the Board, sign all minutes and other documents as required, and shall cause recording of all notes and minutes of all public proceedings in a book to be kept for that purpose. Audio recording of public meetings are only for the purpose of assisting the recording of the minutes and shall be archived for one fiscal year. The approved minutes are the only official record of the Board meeting. The Secretary to the Board will cause to be given notice of all Public Meetings of the Board and will attest the signature of officers and trustees and cause the affixing of the College Seal on 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, after such minutes have been approved by the Board.

Article VI Committees and Representatives

Section 1 Standing Committees

The Board 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 described in separate charters approved by the Board and 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. New or additional *ad hoc* committees may be created from time to time at the chair's discretion, subject to the consent of the Board of Trustees. The following Standing Committees, with their general areas of responsibility, are hereby created or ratified:

- **Executive Committee**
 - Personnel
 - Annual Presidential evaluation
 - Strategic plan
 - Recommendation on Presidential compensation
 - Recommendation on compensation for executive-level administrators
 - College Advancement – fundraising and development, government relations, alumni affairs, College relations, marketing, brand management, The College of New Jersey Foundation
 - The Chair and Vice Chair of the Board, together with the Chairs of the Standing Committees, and, at the Chair's option, an At-Large Member will constitute the Executive Committee.
- **Governance Committee**
 - Annual evaluation of the Board
 - Gubernatorially appointed Board member nominations
 - Board governance
 - Committee membership recommendations
 - Board education and development

- Board orientation
- Bylaw review
- Trustee assessment
- Committee assessment
- **Audit, Risk Management and Compliance**
 - Audit
 - Risk management
 - Compliance and ethics
 - Oversight of the enterprise risk management process
- **Mission Fulfillment**
 - Academic Affairs – program proposals; program reviews; faculty recruitment, reappointment, tenure and promotion; other curricular matters
 - Student Affairs – campus life, residential education, athletics, campus wellness
 - Enrollment Management – admissions, student financial aid, enrollment management
- **Business and Infrastructure**
 - Finance and Investments – budget, investments
 - Building and Grounds – facilities design, construction and management
 - Campus safety
 - Information Technology
 - Human Resources
 - Trenton State College Corporation

The Chair and Vice Chair of the Board, together with the Chairs of the Standing Committees, will constitute the Executive Committee.

Section 2 Representatives

The Board has the power to appoint a member to represent the Board to various entities 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 or ratified:

Trenton State College Corporation

- a. attends meetings of the Corporation
- b. serves on the board of the Corporation
- c. represents the interests of the Board of Trustees
- d. 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

The College of New Jersey Alumni Association

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

New Jersey Association for State Colleges and Universities

- a. attends meetings
- b. Serves as a member of the New Jersey Association for State Colleges and Universities Board
- c. represents the College's interests
- d. reports to the Board of Trustees on the activities of the Association

The Chair of the Board shall, immediately after her/his designation as such, appoint the members of the Standing Committees and the representatives to the Corporation, Foundation, Alumni Association and New Jersey Association of State Colleges and Universities ("NJASCU"). Members and representatives to the Board may serve on more than one committee. 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.

Section 3 Administrative, Faculty and Student Committees

The Board 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 at any Public Meeting of the Board, provided that a copy has been furnished to each member of the Board by the Secretary to the Board, 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 in consultation with the President and faculty.

Mr. Jorge Caballero
Board Chair

Dr. Robert Altman
Secretary of the Board