

TRENTON STATE COLLEGE BOARD OF TRUSTEES

Thursday, December 15, 1994
Brower Student Center Room 202W

BOARD MEETING MINUTES

Present: Mr. Marvin Greenberg, Vice-Chair; Mr. Bruce Hasbrouck; Mr. Bill Kane; Dr. Lynden Kibler; Dr. Haskell Rhett; Mr. Jonathan Peck, Student Trustee; Mr. Rob Boyle, Alternate Student Trustee; Dr. Denis Murphy and Dr. Susan Boughn, Faculty Representatives to the Board; Dr. Harold Eickhoff, President; Dr. Susan Karr, Secretary to the Board

The meeting was called to order at 2:40 p.m.

I. Announcement of Compliance

Mr. Greenberg announced that the requirements of the Open Public Meetings Act concerning public notice of this meeting had been met. He also announced that no one had registered to speak.

II. Pledge of Allegiance

The Pledge of Allegiance was recited.

III. Approval of the Minutes of the October 27, 1994 Public Board Meeting

It was moved by Mr. Hasbrouck, seconded by Dr. Rhett, that the minutes be approved. The minutes were approved unanimously.

IV. Report of the President

The President made his report.

V. Report of the Board Officers

There were no reports.

VI. Report of the Trustee member of the Trenton State College Development Corporation

Mr. Greenberg made his report.

VII. Report of the GBA Liaison

Dr. Kibler made his report.

VIII. New Business

A. Report of the Executive Committee

Marvin Greenberg reported for the committee.

1. Personnel Actions

It was moved by Mr. Greenberg, seconded by Dr. Rhett, that the following personnel actions be approved. The motion carried unanimously.

a. Reappointments -- Faculty (ATTACHMENT A)

It was moved by Mr. Greenberg, seconded by Mr. Kane, that the following personnel actions be approved. The motion carried unanimously.

b. Reappointments -- Staff (ATTACHMENT B)

It was moved by Mr. Greenberg, seconded by Mr. Kane, that the following personnel actions be approved. The motion carried unanimously.

c. Appointments -- Staff (ATTACHMENT C)

It was moved by Mr. Greenberg, seconded by Dr. Rhett, that the following personnel actions be approved. The motion carried unanimously.

d. Change of Status -- Staff (ATTACHMENT C)

e. Exchanges and Resignations -- Faculty and Staff
(ATTACHMENT C)

It was moved by Mr. Greenberg, seconded by Dr. Rhett, that the following personnel actions be approved. The motion carried unanimously.

f. Appointments -- Graduate Assistants (ATTACHMENT D)

g. Resignations -- Graduate Assistants (ATTACHMENT D)

2. Resolution concerning the size of the Trenton State College Board of Trustees (ATTACHMENT E)

It was moved by Mr. Greenberg, seconded by Mr. Hasbrouck, that the resolution be approved. After discussion, the motion passed unanimously.

3. Resolution concerning the settlement to address personal financial loss related to changes in the mandatory housing program (ATTACHMENT F)

It was moved by Mr. Greenberg, seconded by Dr. Rhett, that the resolution be approved. The motion passed unanimously.

4. Resolution amending the Certificate of Incorporation and By-Laws of the Trenton State College Foundation (ATTACHMENT G)

It was moved by Mr. Greenberg, seconded by Dr. Rhett, that the resolution be approved. After discussion, the motion passed unanimously.

B. Report of the Academic Affairs Committee

Dr. Kibler reported for the committee.

1. Resolution approving a Bachelor of Arts in Spanish (ATTACHMENT H)

It was moved by Dr. Kibler, seconded by Dr. Rhett, that the resolution be approved. After discussion, the motion passed unanimously.

C. Report of the Budget and Finance Committee

1. Resolution concerning participation in New Jersey Intercampus Network Emerging Needs Proposal for the purchase of equipment through the Equipment Leasing Fund (ATTACHMENT I)

It was moved by Dr. Rhett, seconded by Mr. Peck, that the resolution be approved. It passed unanimously.

2. Resolution approving waivers of advertising for college business purposes: Publications (ATTACHMENT J)

It was moved by Dr. Rhett, seconded by Dr. Kibler, that the resolution be approved. The motion passed unanimously.

3. Resolution approving waivers of advertising for college business purposes: Professional and Other Services
(ATTACHMENT K)

It was moved by Dr. Rhett, seconded by Dr. Kibler, that the resolution be approved. The motion passed unanimously.

4. Resolution approving waivers of advertising for college business purposes: Computing and Technical
(ATTACHMENT L)

It was moved by Dr. Rhett, seconded by Dr. Kibler, that the resolution be approved. The motion passed unanimously.

5. Resolution approving waivers of advertising for construction contracting purposes (ATTACHMENT M)

It was moved by Dr. Rhett, seconded by Mr. Kane, that the resolution be approved. After discussion, the motion passed unanimously.

D. Report of the College Relations Committee

Mr. Kane reported for the committee.

IX. Adjournment

The following resolution was moved by Mr. Greenberg, seconded by Dr. Kibler:

RESOLVED: That the next public meeting of the Trenton State College Board of Trustees will be held on Thursday, February 23, 1995 at a time and location to be announced.

BE IT

FURTHER

RESOLVED: That this meeting be adjourned.

The meeting was adjourned at 4:00 p.m.

Submitted by,



William Kane,
Secretary

ATTACHMENT A

FACULTY REAPPOINTMENTS TO A THIRD YEAR 1995-96

Alvin, Glenda	Librarian II	Library
Baenninger, MaryAnn	Assistant Professor	Psychology
Bradley, Lynn	Assistant Professor	Chemistry
Brooks, Leon	Librarian II	Library
Cruser, Paul	Associate Professor	English
Hogan, Karen	Assistant Professor	Business
Howard, Priscilla	Assistant Professor	Music
Jacko, Julie	Assistant Professor	Engineering
Krimmel, John	Assistant Professor	Law and Justice
Leake, Brenda	Associate Professor	Elementary and Early Childhood Education
Leake, Donald	Associate Professor	Educational Administration and Secondary Education
Naples, Michelle	Associate Professor	Business
Richeson, Leslie	Associate Professor	Business
Robertson, Michael	Assistant Professor	English
Rodriguez, Aleida	Assistant Professor	Modern Languages
Still, Julie	Librarian II	Library

FACULTY REAPPOINTMENT TO A FOURTH YEAR 1995-96

Thebault-Warthen, Laurence	Assistant Professor	Modern Languages
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ONE YEAR REAPPOINTMENTS -- STAFF 7/1/95 - 6/30/96

Judith Alu	Professional Services Specialist 2	Development and Alumni Affairs
David Bailey	Professional Services Specialist 4	Auxiliary Services
Michelle Bartolick	Program Assistant (part-time)	Library
Alan Bowen	Professional Services Specialist 3	Information Management
Ann Bready	Professional Services Specialist 3	College Relations
Brenda Campbell	Professional Services Specialist 2	Athletics
Barbara Clancey	Professional Services Specialist 4	Career Services
Ann DeGennaro	Professional Services Specialist 3	Student Life
Audrey Jones	Professional Services Specialist 3	Comm. Dev. Serv/Campus Life
Bridget Konkle	Administrative Assistant 3	Library
Brenda Lehner	Professional Services Specialist 3	Records and Registration
Christine Leichliter	Professional Services Specialist 3	Records and Registration
Lisa McCarthy	Assistant Director 3	Auxiliary Services
Catherine Moscarello	Assistant Director 3	College Relations
Roberta Popp	Assistant Director 2	STEP
Richard Rose	Professional Services Specialist 3 (part-time)	Information Management
Shawn Sivy	Professional Services Specialist 3	Information Management
Sam Tola	Assistant Director 3	Admissions
Lisa Watson-Spivey	Professional Services Specialist 4	Admissions
Ray Wheeler, Jr.	Assistant Director 3	Career Services

ONE YEAR REAPPOINTMENTS -- STAFF (10 MONTH) 9/1/95 - 6/30/96

John Castaldo	Assistant Director 3	Athletics
Brenda Cohen	Program Assistant (part-time)	Library
Carol Evangelisto	Professional Services Specialist 3 (part-time)	Psych. Counsel. Serv.
Barbara Greenstein	Professional Services Specialist 4	Community Dev. Serv.
Dawn Henderson	Assistant Director 3	Athletics
Nylde Huslin	Assistant Director 2	Acad. Dev. Serv.
Judith Masterston	Professional Services Specialist 4 (part-time)	Art
John Messina	Professional Services Specialist 4	Community Dev. Serv/Res Life
Veronica Owles	Professional Services Specialist 4	Community Dev. Serv/Res Life
Jacqueline Rosoff	Professional Services Specialist 3	Community Dev. Serv/Campus Life

THREE YEAR REAPPOINTMENTS -- STAFF (12 MONTH) 7/1/95 - 6/30/98

Sha Ron Brooks	Assistant Director 3	Student Center Admin.
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APPOINTMENTS -- STAFF

Sharon Allen	Professional Services Specialist 4 Admissions (Extend temp appointment to December 23, 1994)
Billie Aponte	Professional Services Specialist 4 Admissions Effective: December 19, 1994
Kathleen Asher	Program Assistant Development and Alumni Affairs Effective: November 14, 1994
Kim Gigstead	Professional Services Specialist 2 Development and Alumni Affairs Effective: November 28, 1994
Wayne Jackson	Assistant Director 3 Admissions Effective: December 12, 1994
Joseph Lopez	Project Specialist Human Resources Effective: October 3, 1994 (part-time)
Sean O'Brien	Program Assistant Development and Alumni Affairs Effective: November 28, 1994
Shelly Rasmussen	Project Specialist Student Life Effective: December 12, 1994 - June 30, 1995 (temporary)
Steven Ripans	Professional Services Specialist 4 Admissions Effective: September 26, 1994 - December 1, 1994 (temporary)
Kathleen Smith	Managing Assistant Director 1 Health Services Effective: January 3, 1995
Roni Todd	Project Specialist Career Services Effective: November 28, 1994 - June 30, 1995 (temporary)

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CHANGE OF STATUS -- STAFF

Judith Alu From: Professional Services Specialist 3
 To: Professional Services Specialist 2
 Development and Alumni Affairs
 Effective: September 17, 1994

Judith Evans From: Professional Services Specialist 2
 To: Managing Assistant Director 1
 Development and Alumni Affairs
 Effective: September 17, 1994

Joan McGowan From: Professional Services Specialist 3
 To: Professional Services Specialist 2
 Development and Alumni Affairs
 Effective: September 17, 1994

Charlie Williams From: Professional Services Specialist 3
 E.O.F.
 To: Managing Assistant Director 3
 Admissions
 Effective: November 21, 1994

RESIGNATIONS -- STAFF

Sheila Fleishman Executive Assistant 4
 Student Life
 Effective: December 2, 1994

Steven Gardner Program Assistant -- 10 month (part-time)
 Media and Technology
 Effective: September 28, 1994

EXCHANGES -- FACULTY

Paul Cohen Chemistry
 Frankfurt, Germany
 Spring 1995

APPOINTMENTS -- GRADUATE ASSISTANTS

Jennifer Whalley	Media Theater (stipend)
Margaret Gale	Math/Science Lab (stipend)
Karen Hendershot	International/Overseas Teaching (stipend; fall only)

RESIGNATIONS -- GRADUATE ASSISTANTS

Michael J. Watson	Math/Science Lab
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RESOLUTION CONCERNING THE SIZE OF
THE TRENTON STATE COLLEGE BOARD OF TRUSTEES

- WHEREAS: P.L. 1994, C. 48, the Higher Education Restructuring Act, significantly expands the responsibilities of institutions' governing boards in service to the public good; and
- WHEREAS: The added responsibilities are designed to ensure greater responsiveness to the citizens of New Jersey in areas as diverse as institutional planning and financial reporting; and
- WHEREAS: The revised statute calls on Boards of Trustees to determine, within guidelines, their own size in order to carry out their powers and duties; and
- WHEREAS: It is formally acknowledged by the Association of Governing Boards that boards should have a "minimum of nine to eleven" members; and
- WHEREAS: A larger board ensures a broader base of continuity and makes possible larger committee membership to enrich and inform deliberations; and
- WHEREAS: It is the judgment of the Trenton State College Board of Trustees that a Board comprising fifteen members will better enable it to discharge its expanded responsibilities under P.L. 1994, C. 48 in service to the citizens of New Jersey
- THEREFORE,
BE IT
RESOLVED: That the Trenton State College Board of Trustees will increase from nine to fifteen public members, the maximum allowed under P.L. 1994, C. 48, beginning January 1, 1995
- AND, BE IT
FURTHER
RESOLVED: That the quorum shall at any time be one more than one-half of the Board's eligible voting members.

RESOLUTION CONCERNING THE SETTLEMENT TO ADDRESS PERSONAL FINANCIAL LOSS
RELATED TO CHANGES IN THE MANDATORY HOUSING PROGRAM

WHEREAS: On June 17, 1993 the Trenton State College Board of Trustees revised the mandatory housing program for vice presidents; and

WHEREAS: The Vice President for College Advancement and the Vice President for Finance and Administration were released from their obligation to reside in mandatory housing; and

WHEREAS: These two officers of the college subsequently filed claims to address personal financial loss related to that change in policy; and

WHEREAS: The Board of Trustees, because the claims resulted from the Board's decision to change the application of its mandatory housing policy, took these claims under consideration as a personnel matter; and

WHEREAS: The Office of the Attorney General represented the Trustees in this matter and the Chancellor of Higher Education was consulted prior to the Executive Committee authorizing that settlement be made; and

WHEREAS: The Board of Trustees formally notes that in April 1994 the terms of the settlement were made public by the President in response to a letter to the college from the Council of New Jersey State College Locals, AFT/AFL-CIO

THEREFORE,
BE IT

RESOLVED: That the Trenton State College Board of Trustees ratifies the action of the Executive Committee and hereby authorizes the settlement of the claims for personal financial loss related to the change in mandatory housing policy by Mr. Peter Mills, Vice President for Administration and Finance, in the sum of \$20,000, and Mr. Alfred W. Bridges, Vice President for College Advancement, in the sum of \$10,000, and

BE IT

FURTHER

RESOLVED: That the minutes of the September 22, 1994 closed session be released

December 15, 1994

RESOLUTION AMENDING THE CERTIFICATE OF INCORPORATION AND BY-LAWS
OF THE TRENTON STATE COLLEGE FOUNDATION, INC.

WHEREAS: The Board of Directors of the Trenton State College Foundation has conducted a thorough review of the Foundation's Certificate of Incorporation and by-laws and has amended each as it deemed necessary and appropriate; and

WHEREAS: The amended Certificate of Incorporation and by-laws of the Trenton State College Foundation were approved by unanimous vote at the December 14, 1994 meeting of the Board of Directors; and

WHEREAS: Article XII of the amended by-laws states that the Trenton State College Board of Trustees must approve amendments to the Foundation's by-laws and Certificate of Incorporation

THEREFORE,
BE IT
RESOLVED: That the Trenton State College Board of Trustees approves the amended Certificate of Incorporation and by-laws that were approved by the Board of Directors of the Trenton State College Foundation on December 14, 1994.

December 15, 1994

RESTATED AND AMENDED CERTIFICATE OF INCORPORATION
OF
TRENTON STATE COLLEGE FOUNDATION, INC.

THIS RESTATED AND AMENDED CERTIFICATE OF INCORPORATION is executed pursuant to the New Jersey Nonprofit Corporation Act, as amended, and as such, amends and restates the Certificate of Incorporation of the Trenton State College Foundation Inc., a nonprofit corporation of the State of New Jersey, as originally filed on November 5, 1971, and as thereafter amended.

FIRST: The name by which the Corporation is to be known in law shall be TRENTON STATE COLLEGE FOUNDATION, INC.

SECOND: The Corporation is formed for, and its activities shall be limited to, charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The objects and purposes of the Corporation shall be to obtain funds and property by gift, bequest, devise or otherwise, to invest and reinvest the same, and to apply the income and principal thereof, as the Board of Directors may determine in accordance with purposes established by the Board of Trustees of Trenton State College; either by payment directly to or for the benefit of Trenton State College, exclusively for the charitable, scientific, and educational purposes as now or hereafter carried on by Trenton State College.

THIRD: The place where the Corporation is to be located is the Trenton State College, Township of Ewing, Mercer County (Trenton, New Jersey).

FOURTH: The name of the registered agent of the Corporation upon whom process against the Corporation may be served is Peter L. Mills, Vice President for Administration and Finance of Trenton State College, or his successor, and his address is Trenton State College, Trenton, New Jersey 08650-4700.

FIFTH: The Corporation shall have the following powers, in addition to those granted by law:

(a) To acquire by way of gift, purchase, lease or exchange real estate or any interest therein, improved or unimproved, and to construct, improve or alter and to operate any and all buildings and other improvements upon said real estate as may be necessary, suitable or convenient for the carrying out of any of the purposes of the Corporation,

(b) To receive and accept gifts of money and property and hold the same for any of the purposes of the Corporation,

(c) To borrow monies, to make, accept, endorse, execute and issue notes, bonds, and other obligations or evidences of indebtedness of any nature for any of the purposes of the Corporation and to secure the payment thereof by mortgage, pledge, deed of trust or otherwise, on the whole or any portion of the property of the Corporation,

(d) To acquire, hold, own, sell, assign, transfer, mortgage, pledge or otherwise dispose of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, where necessary or proper for

or in connection with any of the purposes of the Corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon,

(e) To pursue and carry on the purposes of the Corporation, to conduct any and all lawful activities incidental thereto, within the State of New Jersey, in any other state or territory of the United States, the District of Columbia, and in foreign countries,

(f) To do any and all things necessary, suitable, convenient or proper for or in connection with or incidental to the accomplishment of any of the purposes of the Corporation.

SIXTH: The Corporation shall have no members. The number of voting members of the Board of Directors of the Corporation, which shall be not less than fifteen nor more than twenty-five, shall be determined in accordance with the Corporation's bylaws. The method of electing directors shall be as set forth in the Corporation's bylaws.

SEVENTH: The names and addresses of the voting members of the Board of Directors on the date hereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Shissias	General Manager Environmental Affairs Public Service Electric & Gas T10-C - P.O. Box 570 Newark, NJ 07101
Edward J. Bambach	17 Scullin Drive Yardville, NJ 08620
Alfred W. Bridges	Vice President College Advancement Green Hall 207 Trenton State College Hillwood Lakes CN 4700 Trenton, NJ 08650-4700

William Brooks

Vice President
Community Initiatives
The Prudential Foundation
Prudential Plaza
751 Broad Street, 15th Floor
Newark, NJ 07102-3777

Frances S. Duthie

25 Montague Avenue
Trenton, NJ 08628

Harold W. Eickhoff

President
Trenton State College
Green Hall 210
Hillwood Lakes CN 4700
Trenton, NJ 08650-4700

Meta Griffith

Chairmen of the Board,
Secretary and Treasurer
Griffith Electric Supply Co., Inc.
5 Second Street
Trenton, NJ 08611

Claire Hardgrove

Vice President
Academic Affairs
Green Hall 212
Trenton State College
Hillwood Lakes CN 4700
Trenton, NJ 08650-4700

Dennis D. Lombardi

Vice President & General Manager
Sprint United Telephone
160 Center Street
P.O. Box 4002
Clinton, NJ 08809-40029

Anne E. Martens

Director, Development
& Alumni Affairs
Trenton State College
Bliss Hall - RM 101
Hillwood Lakes CN 4700
Trenton, NJ 08650-4700

Colleen McCloskey

Director of Regulatory Planning
New Jersey Bell, Room 1105
540 Broad Street
Newark, NJ 07101

Peter Mills

Vice President, Administration
& Finance
Trenton State College
Green Hall 207
Hillwood Lakes CN 4700
Trenton, NJ 08650-4700

Barbara Felson

9 Woodstone Road
Chester, NJ 07930

Allen Silk, Esq.

Stark and Stark
Princeton Pike Corporate Center
I-295 Princeton Pike, Bldg. 2
CN 5315
Princeton, NJ 08543-5315

Donald Waters

President
Waters & Bugbee, Inc.
314 Dickinson Street
Trenton, NJ 08638

EIGHTH: It is the intent and purpose that the Corporation shall be organized and operated exclusively for educational purposes, and no part of the assets or net earnings of the Corporation shall inure to the benefit of any trustee, member, incorporator, or any private person or individual whatever. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

NINTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes 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 organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as the Board of Directors shall determine.

IN WITNESS WHEREOF, this Restated and Amended Certificate of Incorporation is made this ____ day of _____, 1994.

ATTEST:

TRENTON STATE COLLEGE FOUNDATION

Anne E. Martens, Secretary

By: _____, Chairperson

BY LAWS
OF
TRENTON STATE COLLEGE FOUNDATION, INC.

ARTICLE I - ORGANIZATION

The name of this organization shall be the Trenton State College Foundation, Inc. ("the Foundation"). The Foundation is a body corporate and politic organized and subsisting pursuant to the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:1-1 et seq., existing for the purposes set forth in its Certificate of Incorporation.

ARTICLE II - BOARD OF DIRECTORS

1. Board of Directors. The Board of Directors of the Foundation shall have three categories of membership: non-voting members (referred to herein as the "Board"), voting members (referred to herein as the "Executive Board"), and honorary members (referred to herein as the "Honorary Board"). At least twenty five percent of the Board of the Foundation shall be graduates of Trenton State College.

- a. Board. The number of members of the Board shall be established by the Executive Board.
- b. Executive Board. The Executive Board shall have nineteen voting members. Eleven members, who shall not be employees, officers, or Trustees of Trenton State College, shall be appointed from among the Board. The remaining eight positions shall consist of the following persons, who shall serve ex officio and shall be regular members of the Executive Board for all purposes, including voting:

- A member of the Trenton State College Board of Trustees (the "Board of Trustees")
- A member of the Trenton State College Alumni Association Executive Board
- The President of Trenton State College
- The Vice President for Academic Affairs of Trenton State College
- The Vice President for Student Life
- The Vice President for College Advancement of Trenton State College
- The Vice President for Administration and Finance of Trenton State College
- The Director of Development and Alumni Affairs of Trenton State College

- c. Honorary Board. All former members of the Board and the Executive Board shall be eligible for appointment as non-voting members of the Honorary Board.

2. Selection of Membership.

- a. The Executive Board shall appoint members to the Board and the Honorary Board upon recommendation of the Nominating Committee.
- b. The Executive Board shall appoint members to the Executive Board upon recommendation of the Nominating Committee, with the approval of the Chair of the Board of Trustees. .
- c. The Trustee member shall be appointed by the Chair of the Board of Trustees.
- d. The Alumni Association member shall be appointed by the President of the Alumni Association.
- e. The President of the College shall serve ex officio, with all powers of an appointed member.
- f. The Vice President for Academic Affairs, Vice President for College Advancement, Vice President for Administration and Finance, Vice President for Student Life, and Director of Development and Alumni Affairs shall serve ex officio, with all the powers of an appointed member.

3. Term of Office

- a. The Trustee member shall be appointed to a three year term. However, service on the Executive Board shall cease when the Trustee member leaves the Board of Trustees. If the appointed term has not been completed, the Chair of the Board of Trustees will appoint a Trustee to begin a new term.
- b. The Alumni Association member shall be appointed to a three year term. However, service on the Executive Board shall cease when the Alumni Association member leaves the Executive Board of the Alumni Association. If the appointed term has not been completed, the President of the Alumni Association will appoint an Alumni Association board member to begin a new term.
- c. The appointed members of the Board and the Executive Board may be appointed to a maximum of three consecutive terms, each consisting of three years each. Terms of the Executive Board shall be staggered so no more than one-third expire in any year.
- d. Members of the Honorary Board shall be appointed to three

year terms. There shall be no term limitations for members of the Honorary Board.

Vacancies related to the non-ex officio members of the Executive Board (Article II.3.c.) shall be filled by appointment to the unexpired terms by the Executive Board upon recommendation of the Nominating Committee with the approval of the Chair of the Board of Trustees. Each member shall serve until a successor is appointed and qualified, except in cases of removal of a member or termination of another office or position upon which the Executive Board membership is based. In no case may any member of the Board or the Executive Board serve in excess of nine consecutive years except when appointed to fill an unexpired term, in which case such member of the Board or the Executive Board may serve no more than twelve consecutive years.

The persons who are voting members on the Executive Board at the time these bylaws take effect shall continue in office until the expiration of their present term, after which their eligibility for office will be in accordance with the terms established in these bylaws. Any member having served the maximum allowable number of years may be considered for re-appointment after a twelve month break in service.

4. Duties and Powers. The Executive Board shall have the control and management of the affairs of the Foundation, and shall exercise all such powers and do all such lawful acts and things necessary or expedient in the control and management of the Foundation as it may deem proper and appropriate, subject to and consistent with the Certificate of Incorporation of the Foundation and consistent with the laws of the State of New Jersey.

5. Removal. The Executive Board may remove any member upon the affirmative vote of two-thirds of the remaining members of the Executive Board, provided that the member to be removed is given ten days written notice of the proposed action and reasons therefore.

6. Conflict of Interest. No member of the Executive Board shall have a financial interest in any contract or other transaction entered into by the Foundation. Any contract or transaction entered into in violation of this section is void. Any Executive Board member who is unable to consider impartially any matter to come before the Executive 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 Executive Board or of such committee, as the case may be, of such disqualification.

7. Compensation and Expenses. Members of the Board of Directors shall receive no compensation for their services as

members, but shall be paid their reasonable and necessary expenses in performing their duties.

ARTICLE III - MEETINGS

1. Annual Meeting. The annual meeting of the Executive Board will be held at Trenton State College ("College") on such date as established by the Executive Board. At the annual meeting, the Executive Board will appoint officers, appoint new members of the Board, the Executive Board, and the Honorary Board, and conduct any other business that may come before such meeting. Notice of the time and place of the annual meeting will be mailed to the Board, Executive Board, and Honorary Board membership, and the Chair of the Board of Trustees, not less than ten days prior to such meeting.

2. Regular Meetings. The Executive Board of the Foundation will hold a minimum of four regular meetings (including the annual meeting) within each fiscal year. In addition, there will be at least two meetings of the Board to hear reports from the Executive Board regarding activities of the Foundation.

3. Special Meetings. Special meetings of the Executive Board may be called at any time by the Foundation Chairperson or upon the written request of four members of the Executive Board.

4. Notices. A written notice of each regular and special meeting of the Executive Board will be given to all Executive Board members, and the Chair of the Board of Trustees at least seven days before the meeting.

5. Quorum. A majority of Executive Board members present in person shall constitute a quorum, except when a majority of such quorum consists of College employees who are serving as ex officio members of the Executive Board, in which case no quorum shall exist.

6. Voting. At each meeting, each Executive Board member shall be entitled to one vote. When a quorum is present at any meeting, a majority of the members present shall decide any question.

ARTICLE IV - OFFICERS

1. Officers. The officers of the Foundation shall be the Chairperson, Vice Chairperson, Secretary, Treasurer, and Immediate Past-Chairperson. The Chairperson and Vice Chairperson shall not be employees of the College who are serving as ex officio members of the Executive Board, nor members of the Board of Trustees.

2. Election of Officers. The Chairperson, Vice Chairperson,

and Treasurer shall be elected by the Executive Board at the annual meeting, shall serve for a term of one year, and be eligible for appointment to subsequent terms. These officers shall serve until their successors are elected and qualified.

Should an office be vacated prior to the next annual meeting, the office shall be filled by majority vote of the Executive Board on an acting basis for the remainder of the year. No member may hold more than one such office. The Chairperson, Vice Chairperson, and Treasurer shall be elected from the membership of the sitting Executive Board.

The Director of Development and Alumni Affairs shall serve as Secretary of the Foundation.

3. Duties of the Chairperson. The Chairperson shall, when present, preside at all meetings of the Executive Board and shall be an ex officio member of all committees with all the powers of a regular member. The Chairperson shall have general supervision of the affairs of the Foundation subject to the approval of the Executive Board.

4. Duties of the Vice Chairperson. The Vice Chairperson shall preside over meetings in the absence of the Chairperson and shall carry out such additional duties as may from time to time be assigned by the Chairperson or the Executive Board.

5. Duties of the Secretary. The Secretary shall assure that the minutes of meetings are recorded; shall assure maintenance of all records, files and historical data of the Foundation; shall serve as signatory for the Foundation on appropriate legal documents; and shall perform related duties.

6. Duties of the Treasurer. The Treasurer shall have responsibility for the maintenance of all financial records; shall prepare and submit financial reports as requested by the Executive Board; and shall have general responsibility for all other related financial affairs. All of the Foundation's books and records shall be open to inspection by any member of the Executive Board and the Chair of the Board of Trustees at any time on reasonable notice to the Treasurer.

7. Removal. The Executive Board may remove any officer upon the affirmative vote of two-thirds of the members of the Executive Board, provided that the officer to be removed is given ten days written notice of the proposed action and reasons therefore.

ARTICLE V - COMMITTEES OF THE EXECUTIVE BOARD

1. Executive Committee. The Chairperson, Vice Chairperson, Treasurer, Chair of the Investment/Finance Committee, Immediate Past Chairperson, the President of Trenton State College, and the Vice President for College Advancement will constitute the Executive Committee. The Secretary shall serve as a non voting member.

A majority of the members of the Executive Committee shall constitute a quorum, except when a majority of such quorum consists of College employees who are serving as ex officio members of the Executive Board, in which case no quorum shall exist. When a quorum is present at any meeting, a majority shall decide any question brought before the committee.

The Executive Committee, a standing committee, shall execute the policies of the Executive Board and transact the business of the Foundation between meetings of the Executive Board, as authorized by the Executive Board. The Executive Committee shall have no power to elect members or directors, or to alter or amend the Certificate of Incorporation or the bylaws of the Foundation.

Any action of the Executive Committee shall be ratified at each subsequent meeting of the Executive Board. If an emergency situation requires the Executive Committee to take an action not previously authorized by the Executive Board, the Executive Board will be polled within five working days to determine whether it wishes to consider the action taken by the Executive Committee at a Special Meeting or whether it wishes to officially ratify the action at the next regularly scheduled meeting.

2. Nominating Committee. The Nominating Committee shall be a standing committee and shall be comprised of the Vice-Chairperson of the Executive Board, the Secretary, the President of Trenton State College, and three additional members of the Executive Board appointed by the Chairperson of the Executive Board from among the members of the Executive Board who are not College employees serving ex officio on the Executive Board. A majority of the membership shall constitute a quorum.

The Chairperson of the Executive Board shall appoint a Chairperson of the Nominating Committee from among the members of the Nominating Committee other than the Secretary and the President of the College.

The Nominating Committee shall nominate members to serve on the Executive Board, Board, and Honorary Board; shall nominate persons to serve as Chairperson, Vice Chairperson, and Treasurer. All recommendations of the Nominating Committee shall be duly reported, in writing, to the Executive Board.

3. Investment/Finance Committee. The Investment/Finance Committee shall be a standing committee, and shall consist of the Treasurer, the Secretary, the Vice President for College Advancement, the Vice President for Administration and Finance of the College, and three additional members of the Executive Board appointed by the Chairperson of the Executive Board from among the members of the Executive Board who are not College employees serving ex officio on the Executive Board. A majority of the membership shall constitute a quorum.

The Chairperson of the Executive Board shall appoint the Chairperson of the Investment/Finance Committee from among the members of the Investment/Finance Committee other than the Secretary and the Vice Presidents of the College.

The Investment/Finance Committee shall develop and recommend investment policies and strategies; recommend the employment of fiscal agents or advisors; provide oversight and management of endowment and other funds, including an annual review of investment performance and risk management; report on the financial condition of the Foundation to the Executive Board on a quarterly basis; conduct an annual review of the Foundation's audited financial statements. All deliberations of the committee shall be duly reported, in writing, to the Executive Board.

4. Other Committees. The Chairperson of the Executive Board may, subject to approval of a majority of the Executive Board, from time to time appoint such other ad hoc committees as may be necessary for the transaction of any business of the Foundation.

All committees shall be chaired by a member of the Executive Board and may include members of the Board and Honorary Board, in which case the committee shall act only in an advisory capacity. Each committee is to have among its membership an Executive Board member who is also a College employee serving as an ex officio member of the Executive Board.

ARTICLE VI - APPLICATION OF REVENUES

The assets of the Foundation arising from any endowments and income therefrom shall be managed and applied according to the applicable gift instrument, under the Uniform Management of Institutional Funds Act (N.J.S.A. 15:18-15. et seq.), and always for the benefit of Trenton State College in accordance with purposes established by the Trenton State College Board of Trustees and as set forth in the Certificate of Incorporation. Foundation assets not restricted in their use by gift instruments shall be available for the general purposes of the Foundation as set forth in the Certificate of Incorporation.

Revenues of the Foundation may be used to reimburse the college for services provided by college employees on behalf of the Foundation. The Executive Board may declare certain revenues as being in excess of the needs of the Foundation and transfer such funds to the Board of Trustees of the College, for use by the College. In all cases, the Executive Board may appropriate for expenditure for the uses and purposes for which an endowment fund is established so much of the net appreciation as authorized by the gift instrument and applicable law.

Upon dissolution of the Foundation, all assets shall be distributed according to the Foundation's Certificate of Incorporation and a plan of dissolution authorized under N.J.S.A. 15A:12 and with the approval of the Chair of the Board of Trustees.

ARTICLE VII - AUDIT

A Certified Public Accounting firm shall annually audit the Foundation's funds, and shall submit an audit report to the Executive Board. Copies shall be submitted to the Trenton State College Board of Trustees and others as may be required by law. The audit firm shall be the same firm approved by the Board of Trustees to perform the audit of Trenton State College and its entities.

ARTICLE VIII - POWERS OF INVESTMENT

The Executive Board of the Foundation shall be entitled to hold and maintain the assets of the Foundation in such amounts and in such form as it may from time to time deem appropriate, consistent with the New Jersey Nonprofit Corporation Act and the Uniform Management of Institutional Funds Act.

Nothing herein contained shall be construed to authorize the investment in, or application or maintenance of, any property, real or personal, other than in the exercise of the sound and prudent discretion of the Executive Board.

Unless otherwise directed by resolution of the Executive Board, the Chairperson shall have full authority on behalf of the Foundation to attend, to act, and to vote at any meeting of the stockholders, the bondholders or other security holders of any corporation, trust, or association in which the Foundation may hold securities, either in person or by proxy.

ARTICLE IX - PROCEDURES

All meetings of the Executive Board shall be conducted according to Robert's Rules of Order, revised edition. Any member may waive any notice requirement or other formality, insofar as it affects him or

her, in a signed writing or in person at a meeting.

The Executive Board shall from time to time adopt rules and regulations to govern:

1. The establishment, custody and operation of required reserves, or special or designated funds;
2. The execution of documents, including checks, drafts, notes, or other evidence of indebtedness, contracts, pledges, mortgages, transfers and other written instruments for the transfer or encumbrance of property, real or personal;
3. The adoption of an official seal;
4. Additional expectations of members, including, but not limited to the following expectations of Executive Board members:
 - commitment to raise \$25,000.00 over a four year period
 - attend meetings on a regular basis
 - establish fund raising goals and objectives to support purposes of the college as defined and approved by the Trenton State College Board of Trustees
 - willingness to serve on committees as needed
 - make personal financial contributions to the Foundation
 - assist in identifying, cultivating, and soliciting their peers, corporations, and foundations;
5. Anti-discrimination;
6. Such other policies as the Executive Board deems necessary or desirable for the orderly carrying out of the purposes of the Foundation.

ARTICLE X - LIABILITY OF BOARD MEMBERS AND COMMITTEE MEMBERS

Members of the Board of Directors and members of any committee designated by the Executive Board shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

In discharging their duties, members of the Board of Directors and members of any committee designated by the Executive Board shall not be liable if, acting in good faith, they rely on the opinion of counsel for the Foundation or upon written reports setting forth financial data concerning the Foundation and prepared by an independent public accountant or certified public accountant or firm of accountants or upon financial statements, books of account or reports of the Foundation represented to them to be correct by

the Foundation Chairperson, the officer having charge of the books of accounts, or the person presiding at a meeting of the Board.

ARTICLE XI - INDEMNIFICATION

Any officer or member, his or her heirs, executors, or administrators, shall be indemnified and held harmless by the Foundation to the fullest extent permitted by law from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit or proceeding in which he may be involved by reason of holding or having held such office. The term "costs and expenses" includes but is not limited to attorney's fees, court costs and amounts of judgements against or settlements made by any such member or officer which shall have been approved by the Executive Board.

However, no officer or member shall be held harmless or indemnified under this Article with respect to any matter in which it is finally adjudged that he or she was guilty of willful misconduct or criminal activity in the performance of his or her duty, or with regard to any matter wherein he or she acted outside of his or her authority as a member or officer.

The Foundation shall, to the extent commercially reasonable, procure insurance to cover this indemnification.

ARTICLE XII - AMENDMENTS

Amendments to the Trenton State College Foundation bylaws and to the Certificate of Incorporation may only be initiated by the Foundation's Executive Board. Such amendments are effective upon the two-thirds affirmative vote of the full Executive Board and subsequent approval by the Board of Trustees.

At least once every five years, the Executive Board and the Board of Trustees shall review these bylaws and recommend changes thereto.

ARTICLE XIII - FISCAL YEAR

The fiscal year for the Trenton State College Foundation, Inc. shall end on the last day of June each calendar year.

ARTICLE XIV - REPORTS TO TRENTON STATE COLLEGE

Following the end of each fiscal year, and more often if called upon to do so, the Foundation shall report to the President of

Trenton State College and to the Chairperson of the Board of Trustees of Trenton State College concerning its activities and funds.

The representative from the Trenton State College Board of Trustees shall be available to provide reports of Foundation activity at each meeting of the Board of Trustees.

RESOLUTION APPROVING A BACHELOR OF ARTS IN SPANISH

WHEREAS: There has been growing recognition nationally and within the State of New Jersey of the need for foreign language study; and

WHEREAS: Trenton State College has a history of foreign language study and already offers a minor in Spanish; and

WHEREAS: A major in Spanish would support institutional goals of diversity and multiculturalism; and

WHEREAS: Many of the college's students enter with significant academic preparation in Spanish and an interest in pursuing that study at a more advanced level; and

WHEREAS: A distinctive program has been designed that is devoted to the study of the Spanish-speaking world, embracing both Western and non-Western cultures; and

WHEREAS: An external evaluator strongly recommends approval of this program

THEREFORE BE
IT RESOLVED

THAT: A Bachelor of Arts degree in Spanish will be offered at Trenton State College beginning in September, 1995.

December 15, 1994

RESOLUTION CONCERNING PARTICIPATION IN
NEW JERSEY INTERCAMPUS NETWORK EMERGING NEEDS PROPOSAL
FOR THE PURCHASE OF EQUIPMENT THROUGH THE EQUIPMENT LEASING FUND

- WHEREAS: P.L. 1993, C. 136 established the Equipment Leasing Fund to enable Institutions of Higher Education to purchase scientific, engineering, technical, computer, communications or instructional equipment to provide for the education and training of the work force of the future and to advance science and technology through research; and
- WHEREAS: P.L. 1993, C. 136 reserved \$7,500,000 for proposals addressing emerging needs with priority given to collaborative proposals submitted on behalf of groups of institutions of higher education; and
- WHEREAS: Trenton State College participated, along with 38 other institutions, in the submission of a collaborative emerging needs proposal through the New Jersey Intercampus Network (NJIN); and
- WHEREAS: Trenton State College will directly receive data, video and multimedia networking equipment through the NJIN proposal; and
- WHEREAS: Trenton State College will, under the NJIN proposal, be a party to the purchase and deployment of networking equipment across the state for the collaborative use of the NJIN proposal participants; and
- WHEREAS: The regulations established for the Equipment Leasing Fund require that the Board of Trustees of each institution receiving support through the fund approve the purchase of equipment and commit the institution to funding 25% of the principal and interest on the bonds issued to acquire the equipment; and
- WHEREAS: Trenton State College's share of the collaborative proposal will be \$192,308;
- THEREFORE, BE
IT RESOLVED: That the Trenton State College Board of Trustees approves the purchase of equipment under the NJIN Emerging Needs Equipment Leasing Fund Proposal and commits the College to funding 25% of the principal and interest on the College's \$192,308 share of the total \$7,500,000 allocation.

December 15, 1994

NEW JERSEY INTERCAMPUS NETWORK EMERGING NEEDS PROPOSAL
FOR THE PURCHASE OF EQUIPMENT THROUGH THE EQUIPMENT LEASING FUND

TRENTON STATE COLLEGE
DECEMBER 1994

Trenton State College has been an active participant in the New Jersey Intercampus Network (NJIN) organization since its inception and the College's representative to NJIN continues to serve as an officer of the organization. NJIN is a nonprofit organization composed of Institutional Members from New Jersey colleges and universities and has dedicated its efforts to assisting educators in the state to effectively utilize information technologies on their campuses and, collaboratively with others, across the state through intercampus networking initiatives.

In response to the request for collaborative proposals for funding under the Emerging Needs component of the Educational Leasing fund, NJIN, on behalf of 39 member institutions of higher education, including Trenton State College, submitted a proposal for \$7,500,000 to fund multimedia networking. The proposal included equipment that would be directly distributed to each participating institution as well as equipment that would be collaboratively used as shared resources by the participating institutions.

The following is to be directly allocated to Trenton State College: equipment to establish a fully functioning multimedia, video classroom for on- and off-campus delivery of instructional programming; data communications equipment for enhanced internet connectivity; and state-of-the art multimedia workstations for use in conjunction with the multimedia, video classroom and internet data communications equipment.

Multimedia, video classroom:	\$77,013.
Data communications equipment:	46,166.
Multimedia workstation:	<u>36,527.</u>

Total equipment direct to TSC: \$159,706.

Total equip. to all participants: \$6,228,534

The shared equipment consists of multimedia, video networking equipment and data communications server and networking equipment.

Multimedia, video networking:	\$867,225.
Data communications server & networking equipment:	<u>404,244.</u>

Total shared equipment: \$1,271,469.

TSC'S share of equipment: \$32,602.

Trenton State College's share of the \$7,500,000 allocation under the NJIN Emerging Needs Equipment Leasing Fund Proposal is, therefore, \$192,308.

RESOLUTION APPROVING WAIVERS
OF ADVERTISING
FOR COLLEGE BUSINESS PURPOSES
(Publications)

WHEREAS: State College Contracts Law permits waivers of advertising for specified purchases in excess of \$11,100, and

WHEREAS: The Law provides that such waivers shall be approved by the Trenton State College Board of Trustees, and

WHEREAS: Waiver requests have been reviewed and are recommended by the Finance Committee, a subcommittee of the Trenton State College Board of Trustees,

NOW, THEREFORE,
BE IT RESOLVED: The Trenton State College Board of Trustees approves waivers to the following vendors for purposes as designated herein:

VENDOR	PURPOSE	FUNDING SOURCE
Nittany Valley Offset (\$13,890.00)	Printing and folding of Search Brochure	College Operating Fund

RESOLUTION APPROVING WAIVERS
OF ADVERTISING
FOR COLLEGE BUSINESS PURPOSES
(Professional and Other Services)

WHEREAS: State College Contracts Law permits waivers of advertising for specified purchases in excess of \$11,100, and

WHEREAS: The Law provides that such waivers shall be approved by the Trenton State College Board of Trustees, and

WHEREAS: Waiver requests have been reviewed and are recommended by the Finance Committee, a subcommittee of the Trenton State College Board of Trustees,

NOW, THEREFORE,
BE IT RESOLVED: The Trenton State College Board of Trustees approves waivers to the following vendors for purposes as designated herein:

VENDOR	PURPOSE	FUNDING SOURCE
National Players (\$12,800.00)	Performances of The Tempest and EQUUS	Self Funded Revenue Account

RESOLUTION APPROVING WAIVERS
OF ADVERTISING
FOR COLLEGE BUSINESS PURPOSES
(Computing and Technical)

WHEREAS: State College Contracts Law permits waivers of advertising for specified purchases in excess of \$11,100, and

WHEREAS: The Law provides that such waivers shall be approved by the Trenton State College Board of Trustees, and

WHEREAS: Waiver requests have been reviewed and are recommended by the Finance Committee, a subcommittee of the Trenton State College Board of Trustees,

NOW, THEREFORE,
BE IT RESOLVED: The Trenton State College Board of Trustees approves waivers to the following vendors for purposes as designated herein:

VENDOR	PURPOSE	FUNDING SOURCE
MacLab Division, AD Instruments (\$39,998.00)	Six Respiratory Analysis Stations with A/D converters, transducers, interfaces and software	Equipment Leasing Fund

RESOLUTION APPROVING WAIVERS
OF ADVERTISING
FOR CONSTRUCTION CONTRACTING PURPOSES

WHEREAS: State College Contracts Law permits waivers of advertising for specified purchases in excess of \$11,100, and

WHEREAS: The Law provides that such waivers shall be approved by the Trenton State College Board of Trustees, and

WHEREAS: Waiver requests have been reviewed and are recommended by the Finance Committee, a subcommittee of the Trenton State College Board of Trustees,

NOW, THEREFORE,
BE IT RESOLVED: The Trenton State College Board of Trustees approves waivers to the following vendors for purposes as designated herein:

VENDOR	PURPOSE	FUNDING SOURCE
Public Service Electric and Gas (\$21,618.00)	Temporary electrical service associated with the Cluster Housing project	94B EFA Bond Issue
Honeywell, Inc. (\$23,960.15)	Installation of hardware and software to alarm fire trouble and security at the Graphic Central in association with the Cluster Housing project	94B EFA Bond Issue
Kehrt Shatken Sharon Architects (\$425,320.00)	Professional architectural/engineering services associated with the Nursing/ Reception Building project	Capital Reserves
Environmental Waste Management Assoc. (\$17,500.00)	Professional environmental engineering services associated with the Oil Spill project	Capital Reserves
Hoisington, Azmy, Constant, Bell, Mailer, Inc. (\$17,875.00)	Professional architectural/engineering services associated with the Holman Hall renovation project	Capital Reserves
Hoisington, Azmy, Constant, Bell, Mailer, Inc. (\$20,537.00)	Professional architectural/engineering services associated with the New Residence Hall Solar System Roofing project	Capital Reserves

December 15, 1994

Computerized Security Systems (\$157,694.00)	Installation of card accessible locks, access cards and related software in association with the Cluster Housing project	94 EFA Bond Issue
Design Interface (\$268,800.00)	Construction management services associated with the Nursing/ Reception Building project	Capital Reserves
NJ Department of Transportation (\$43,527.00)	Roadway paving and related road improvements	College Operating
NJ Department of Transportation (\$125,862.00)	Roadway construction, paving and related road improvements	College Operating and 1994-95 State Appropriations Act
Siemens ROLM Communications (\$426,256.00)	Installation of voice, data, and video communications network in association with the Cluster Housing project	94B EFA Bond Issue