



Rowan College of South Jersey

Policy: 1001
 Title: **BY-LAWS OF THE BOARD OF TRUSTEES**
 Area: Board of Trustees
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ARTICLE I – ORGANIZATION

Section 1 – Board of Trustees

The Rowan College of South Jersey (“College”) will be administered by the Board of Trustees (“Board”), consisting of thirteen members, and appointed in conformance with the provisions of Chapter 64A, Section I, et seq. of Higher Education. The Board will be responsible for the management and control of the College, and will have custody of and be responsible for College property. The Board will make and file an annual report in the manner prescribed by the State law.

The Board recognizes the county’s trustee search committee as the body to nominate individuals for consideration by the appointing authority of the county for subsequent appointment to the Board.

Additionally, the Board acknowledges that the Governor will appoint two of its members. The county’s search committee may recommend State appointee nominees to the Board, which may in turn recommend their appointment to the Governor.

Trustees will have been residents of their county for a period of four years prior to appointment. No elected public official or employee of the College will serve as a voting member of the Board. The term of office for appointed members will be four years.

Section 2 – Powers and Duties of the Board of Trustees

The Board, subject to law, will have the following powers:

1. To adopt and change the name of the College;
2. To adopt and use a corporate seal;
3. To sue and be sued;
4. To establish the policies and procedures governing the operation, management, and overall planning of the College in order to fulfill the purposes stated in its by-laws;
5. To communicate the program and needs of the College to the citizens it serves;
6. To determine the educational curriculum and program of the College;
7. To appoint and determine the compensation and term of office of a President who will be the Chief Executive Officer of the College and ex officio member of the Board;
8. To appoint and promote, upon the nomination of a President, members of the administrative and academic personnel and determine their compensation and terms of employment;
9. To appoint, upon nomination of a President, other employees and determine their compensation and terms of employment;
10. To appoint other officers or agents as may be required to carry out the provisions of Chapter 64A or Title 18A of the New Jersey Statutes and to determine their qualifications, duties, compensation, terms of office, and all other conditions and terms of employment and retention;

11. To determine tuition rates and other fees to be paid by students;
12. To grant diplomas, certificates, or degrees;
13. To enter into contracts and agreements with the State, the United States, or any of its political subdivisions, with any public body, department, or other agency of the State or the United States, or with any individual firm or corporation which are deemed necessary or advisable by the Board;
14. To accept from any government 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;
15. To acquire by gift, purchase, condemnation, or otherwise, own, lease, use and operate property whether real, personal or mixed, or any interest therein, which is necessary or desirable for College purposes;
16. To determine that any property owned by the College is no longer necessary for College purposes and to sell;
17. To exercise the right of eminent domain pursuant to the provisions of Title 20 of the New Jersey Statutes to acquire any property or interest therein;
18. To make and promulgate such rules and regulations consistent with law or with the rules and regulations of the State Commission of Higher Education that are necessary and proper for the administration and operation of the College;
19. To exercise all other powers which may be reasonably necessary or incidental to the establishment, maintenance, and operation of the College consistent with law or with the rules and regulations of the State Board of Higher Education;
20. To provide and maintain suitable quarters for the College and to acquire and install necessary equipment;
21. To provide for the care, custody, control, management, and improvement of the lands, grounds, buildings, facilities, and equipment pertaining to the College;
22. To prepare a budget for submission to and approval of the County contribution by the Board of School Estimate;
23. To make and establish, and from time to time alter and amend, such rules and regulations consistent with law for the government of the College, as the Board may deem advisable; and
24. The Board of Trustees will determine the necessity of money in addition to the amount of the County contribution in its annual budget, to prepare and deliver to the Board of School Estimate a statement of the amount determined to be necessary.
25. In addition to and not a limitation of the specific powers and duties provided for the governing Board of each public institution under Chapters 64, 64A, 64E, or 64G of Title 18A of the New Jersey Statutes, are the following general powers and duties to fulfill the College's mission and the Statewide goals in cooperation with other institutions and the State coordinating structures:
 - a. To develop an institutional plan and to determine the programs and degree levels to be offered by the College consistent with this plan and the College's programmatic mission;
 - b. To provide the encouragement and support for the development of an educational program based upon accepted and proven educational precepts, allowing for controlled experimentation which continuously seeks an improved instructional environment.

- c. To encourage an atmosphere which would permit collegiality and collaboration among administration, faculty, students, and the Board.
- d. To provide a structure which promotes an effective means for the exchange of ideas and a basis for sound decision making.
- e. To have authority over 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;
- f. To set tuition and fees. However, prior to the date of the adoption of a tuition or fee schedule or an overall College budget, and with reasonable notice, the Board will conduct a public hearing at such times and places as will provide members of the College community with an opportunity to testify and be heard;
- g. To establish admission standards and requirements, and standards for granting diplomas, certificates, and degrees;
- h. To recommend for appointment by the Governor, members to the College's Board. The recommendation will be made with regard to the mission of the College and the diversity of the community to be served;
- i. 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 until Title 18A of the New Jersey Statutes involving higher education except as otherwise provided herein. Any hearings conducted pursuant to this section will conform to the requirements of the "Administrative Procedure Act," P.L. 1968, c.410 (CC.52:14B-1 et seq.). The final administrative decision of a governing board of a public institution of higher education is appealable to the Superior Court, Appellate Division;
- j. To invest and reinvest the funds of the College. However, institutions which invest the funds of the institutions through the Director of the Division of Investment in the Department of the Treasury on or before the effective date of this act will continue to do so, unless this requirement is waived by the State Treasurer on an annual basis, which waiver will not be unreasonably withheld;
- k. To retain legal counsel of the College's choosing. State entities may choose representation by the Attorney General, however, as to claims of a tortious nature, the College will elect within (30) days of the effective date of this act whether it, and its employees, will be represented in all such matters by the Attorney General. If the College elects not to be represented by the Attorney General, it will be considered and its employees considered employees of a sue and be sued entity for the purposes of the "New Jersey Tort Claims Act" only. The College will be required in that circumstance to provide its employees with defense and indemnification consistent with the terms and conditions of the Tort Claims Act in lieu of the defense and indemnification that such employees would otherwise seek and be entitled to, from the Attorney General pursuant to NJSA 59:10-1 et seq. and PL 1972, c.48 (C.59:10A-1 et seq.);
- l. To be accountable to the public for fulfillment of the College's mission and Statewide goals and for effective management of the College;

- m. To submit a request for State support to the Division of Budget and Accounting in the Department of the Treasury and to the Commission in accordance with the provisions of this act;
- n. 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; and
- o. To have prepared an annual independent financial audit, which audit and any management letters regarding that audit will be deemed public documents.

ARTICLE II – OFFICERS OF THE BOARD

The officers of the Board will be a Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 1 – Terms of Office

The officers will be elected each year at the annual reorganization meeting in November and will take office at that meeting. They will hold office until their elected successors take office. A majority vote of the members of the Board will be necessary for the election. Vacancies in offices will be filled by the Board.

In addition, the Board at its annual reorganization meeting will elect two members to the Board of School Estimate and make other appointments of advisory personnel.

Section 2 – Duties of Officers

1. Chairperson

The Chairperson will preside at all meetings of the Board and will be a member ex-officio of all committees and will be entitled to vote at all meetings of the Board and of all its committees.

The Chairperson will appoint all committees and designate the Chairperson of such committees, unless otherwise determined by the Board.

2. Vice Chairperson

The Vice Chairperson will perform the duties of the Chairperson in the Chairperson's absence and such other duties as the Chairperson may delegate to the Vice Chairperson from time to time.

3. Secretary

The Secretary will be responsible for the minutes of such meetings and will prepare and submit them to each member of the Board. The Secretary will have charge, under the direction of the Board, of all official records and papers belonging to the Board. The Secretary will have custody of the seal of the Corporation and will have authorization to

affix the seal to all documents where its use is required. The Secretary will also perform such duties as may be assigned from time to time by the Board. These responsibilities, by action of the Board, may be delegated to a member of the College staff.

4. Treasurer

The Treasurer will be responsible for the safekeeping of all monies paid to the College. These funds will be kept in dedicated bank accounts in the name of the College and in a bank or banks designated by the Board. These responsibilities may be delegated, by action of the Board, to a member of the College staff.

Section 3 – Advisory Personnel

1. Counsel

The Board will retain a practicing attorney of New Jersey to render necessary legal advice.

2. Auditor

An auditor will be employed to audit all College accounts after the close of the fiscal year on June 30 of each year.

3. Other

The Board will appoint such other advisory personnel as needed.

ARTICLE III – COMMITTEES OF THE BOARD

In order to use the time, effort, and expertise of the members of the Board effectively, the Board will establish committees to advise and guide its actions.

Committees are empowered only to investigate, advise, and recommend actions to the Board. Committees will not constitute a quorum of the Board and committee meetings will not be open to the public. Committees may, however, invite public participation in their meetings outside of their own confidential discussions. In order to encourage candid exchange of information among committee members, discussion at these meetings will be considered confidential.

Once a committee agrees upon a recommendation that is to be brought before the Board, committee members are free to discuss the substance of that recommendation publicly. This should be done, however, without violating the confidential nature of the discussions that preceded the recommendation and especially without publicly associating ideas or opinions expressed with individual committee members.

Each committee will be provided with a list of its functions and duties. Committees may make recommendations for Board action, but may not act for the Board.

Section 1 – Standing Committees

The Board may authorize the establishment of such standing committees from among its membership as it finds necessary to make recommendations for Board action. The Chairperson will appoint the committee chairperson and members. The Chairperson and College President will be *ex officio* members of all standing committees.

All standing committees will be established at the annual reorganization meeting of the Board in November and will be dissolved at the end of the Board's year. They may also be dissolved at any time by a motion of the Board.

Section 2 – Committee of the Whole

The Board reserves the right to meet and work as a committee of the whole in informational, discussion, and exploratory sessions. No official action will be taken at these meetings, unless so advertised.

Whenever possible, the Board will operate as a Committee of the Whole.

To facilitate Board business, the Chairperson will appoint Chairpersons in the following areas of concern:

- a. Finance and Facilities
- b. Academic and Student Affairs
- c. Commencement

On such occasions when circumstances warrant use of a committee smaller than the Committee of the Whole, the Chairperson will appoint the Chairperson of the area of concern and an ad hoc committee to manage the specific concern. This committee will disband when the specific concern has been managed and the committee has reported to the entire Board.

Section 3 – Special Committees

Special committees may be created for special assignments. The same rules will apply to special committees as apply to standing committees, except that they will be dissolved upon completion of their assignments.

ARTICLE IV – OPERATION

Section 1 – Meetings

The Board will officially transact all business at a legal meeting of the Board in accordance with New Jersey law and follow guidelines as established by the Open Public Meetings Act.

Regular meetings will be established by resolution at the annual meeting of the Board. Exceptions may be made where change is deemed appropriate by the Board.

All meetings of the Board will be open to the public with the exception of meetings to discuss topics that may by law be discussed in closed or executive session.

Such sessions will be closed to the public and press and will be declared so by a formal motion at a public meeting. Minutes taken at such meetings will remain confidential only so long as their publication would defeat the purpose of the closed session. That such a meeting will be or was held will be recorded in the minutes of the preceding or subsequent regular meeting. Board members and other persons attending the session are honor-bound not to disclose the topic or details of discussion at executive session.

The Board may invite staff members or others to attend closed sessions at its discretion.

No official action will be taken at closed sessions, except as sanctioned by law. To take final action on any other matter discussed, the Board will convene in open session.

The annual reorganization meeting of the Board will be held in November of each year upon a date and time set by the Board.

Special meetings will be held at the call of the Chairperson, or in written request of four members. Such requests are to be made to the Secretary. Special meetings will be called by the Board Chair or upon request to the Secretary by a majority of the Board members.

Section 2 – Notice of Meetings

At the beginning of every meeting, the presiding officer must announce that adequate notice of the meeting was provided and must specify the time, place, and manner in which the notice was provided. However, if adequate notice was not provided, the presiding officer must state this and must also state:

1. The nature of the matter of urgency or importance for which the meeting without adequate notice was called;
2. The nature of the substantial harm to the public interest likely to result from a delay in holding the meeting;
3. The meeting will be limited to discussion of and action on such matters of urgency and importance;
4. The time, place and manner in which some notice of the meeting was provided; and
5. Either the need for the meeting could not reasonably have been foreseen at a time when adequate notice could have been provided and why this was so or the need could reasonably have been foreseen in time for adequate notice, but the notice was not provided and the reason(s) why.

A notice of the time and place of every regular meeting and a tentative agenda will be provided to every Board member by the Secretary of the Board at least seventy-two (72) hours prior to such a meeting.

Adequate notice will be given for all regular and special meetings whenever possible. Adequate notice generally means written advance notice of at least 48 hours.

Whenever a special meeting is called, a notice stating the purpose of such meeting will be given to each member of the Board at least twenty-four (24) hours prior to the meeting.

The board may hold a meeting without providing adequate public notice if the following circumstances apply:

1. Three-quarters of the members present vote to do so;
2. The meeting is required to deal with matters of such urgency and importance that delay would be likely to result in substantial harm to the public interest;
3. The meeting will be limited to discussion of and action on these matters;
4. Notice of such meeting is provided as soon as possible following calling the meeting; or
5. Either the board could not reasonably have foreseen the need for such meeting at a time when adequate notice could have been provided or the need could have been foreseen in time, but the board failed to give adequate notice.

In the event of an emergency, the Chairperson may convene the Board as quickly as is deemed necessary.

Following the annual reorganization meeting, annual notice of the year's regular meeting schedule will be posted on the College bulletin boards; sent to the official newspapers named at the reorganization meeting; and sent to the county clerks of Cumberland and Gloucester. Notification of changes of regular meeting dates and special meetings will be provided in the same manner.

Both the annual schedule of regular meetings, any revisions to that schedule, and notices of any additional meetings must be sent to any person upon request and upon prepayment of a sum set by the Board. Requests to be on the mailing list for notices can be made on an annual basis and are renewable after each reorganization meeting.

Section 3 – Quorum

A majority of the members serving on the Board will constitute a quorum for the transaction of business. A smaller number may call the roll, record the names of the absentees, set an alternate date for the meeting and adjourn.

Section 4 – Presiding Officer

The Chairperson, or in the Chairperson's absence, and the Vice Chairperson, will preside at all meetings of the Board. In the event the Chairperson and Vice Chairperson will not attend at the time appointed for any meeting of the Board, the Secretary will call the roll and, on appearance

of a quorum, will call the Board to order. A Chairperson pro tempore will be elected by the Board for that meeting, or until the appearance of the Chairperson or Vice Chairperson.

The presiding officer will decide all questions of order.

Section 5 – Agenda and Order of Business

One week prior to each regular meeting, the Chairperson will be responsible for the transmittal to the members of the Board an agenda for the meeting. No items will be considered that are not on this agenda except by the approval of the majority of the Board members present.

At all meetings, except Special Meetings, the business before the Board will be conducted in the following manner. However, the Chairperson may change the order of business for any reason.

1. Call to order
2. Members Present
3. Approval of Minutes
4. Communications
5. President’s Report
6. Committee Reports
7. Other items

Section 6 – Parliamentary Procedure

The Board will be governed in its procedure by parliamentary rules and usage as set forth in the latest edition of The Scott Foresman Robert’s Rules of Order.

Section 7 – Voting, Adoption of Motions, and Resolutions

Assuming a quorum is present, a motion is passed or resolution adopted by an affirmative (i.e. “yes” vote) vote of a majority of those present.

Where members express an actual or possible conflict of interest, they may abstain from voting and the record will reflect that a “no” vote was cast by such person. Persons expressing an actual or potential conflict of interest will not participate in any discussion concerning the proposition.

Section 8 – Audience Participation

Audience participation may be permitted at regular meetings according to the schedule reflected in that meeting’s agenda. The length of time scheduled for public discussion may be stated in the agenda, together with any time limit proposed for individual speakers. The Chairperson or his/her designee will have the authority to limit or otherwise control audience participation to ensure an orderly and efficient proceeding.

ARTICLE V – AMENDMENTS TO THE BY-LAWS

Section 1 – Amendment Procedure

An amendment to the By-Laws may be adopted at any regular or special meeting of the Board succeeding the meeting at which it was proposed. Copies of the proposed amendment must be mailed to each member of the Board at least ten (10) calendar days before it is to be voted upon, with a statement of the name of the initiator and of the meeting at which it is to be acted upon. No proposed amendment will be adopted except upon the affirmative vote of a majority of the members of the Board.

Section 2 – Suspension of By-Laws

The By-Laws may be suspended at any meeting of the Board by the affirmative vote of a majority of the Board members.

References:

N.J.S.A. 2C:33-8, *Disrupting Meetings and Processions*
N.J.S.A. 10:4-6 et seq., *Open Public Meetings Act*
N.J.S.A. 18A:64A-10, *Organization of Boards*
N.J.S.A. 18A:64A-12, *General Powers of the Board*
N.J.S.A. 18A: 64A-8, *Boards of Trustees*
N.J.S.A. 18A: 64A-9, *Qualifications of Appointed Members of Boards, Terms of Office, etc.;
Filling Vacancies; No Compensation of Members*
N.J.A.C. 9A:3, *Institutional Codes of Ethics*