

**BY-LAWS of the BOARD OF TRUSTEES
of
NEW JERSEY CITY UNIVERSITY**

Article I

Name and Seal

The official name of this body shall be “The Board of Trustees of New Jersey City University”, hereinafter called the “Board”.

The Board shall adopt a seal whose custody shall be in the Secretary of the Board.

Article II

Offices

The principal office of the Board shall be located on the campus of New Jersey City University, Jersey City, New Jersey, hereinafter called the “University”. Such other offices as needed for the conduct of its business may from time to time be designated by the Board.

Article III

Duties and Powers

The Board is established pursuant to N.J.S.A. 18A:3B-6 and 18A:64-6 and 7 of the New Jersey Statutes, the State College Autonomy Laws (P.L.1986, c.42, 43), the Higher Education Restructuring Act (P.L. 1994, c.48), Statewide Governance Reforms 2010 (P.L. 2009, c.308), the “State College Statute” and all other laws pertaining thereunto or which may be enacted relative to this Article. It shall generally have control and management of all affairs of the University and shall exercise all such powers and such lawful acts and things necessary or expedient in the control and management of the affairs of the University as are not by statute or by these By- Laws, otherwise to be exercised. The Board may adopt such rules and regulations for the conduct of its meetings and management of the University as it may deem proper, not inconsistent with said laws.

Article IV

Membership

Section 1. Public Members: In accord with the State College Statute, the Board shall be comprised of a minimum of seven and a maximum of 15 voting members who shall be appointed by the Governor with the advice and consent of the Senate. Terms of office for appointed members shall be for six years. Vacancies are filled in the same manner as original appointments for the remainder of unexpired terms. Each member shall serve until the member’s successor shall have been appointed. An appointed member of the Board may resign as a member of the Board by providing

the written resignation to the Governor and the Chair of the Board. The Chair of the Board shall notify the other members of the Board and the President of the resignation.

Section 2. President: The President of the University serves on the Board *ex officio*, without vote.

Section 3. Student Representative Members: Two full-time, regularly matriculated students in good academic standing, who are 18 years of age or older, and citizens of the United States, shall be elected to the Board by the Student Government Organization and serve subject to the conditions outlined in NJSA 18A:64-3.1.

Section 4. Trustee *Emeritus*: Upon leaving Board membership, a trustee who has provided distinguished service to the University shall be eligible for nomination to the honorary status of Trustee *Emeritus*. Election to the honorary Trustee *Emeritus* status shall be by majority vote of the Board upon nomination by the Executive Committee. A Trustee *Emeritus* shall serve in the honorary status for a term of three years and may be re-elected without limit. The status is non-voting with regard to the Board's official actions. However, a Trustee *Emeritus* may be invited to public Board meetings and functions, be eligible for appointment by the Chair to serve on Board advisory special committees, and be called upon to serve the Board and President in an advisory capacity on matters where the individual's interest, experience and expertise will best serve the University. The number of Trustees *Emeritus* is at the Board's discretion and the honor will be reserved solely for individuals who have served a full six year term and who have attained a significant record of distinguished service.

Section 5. Non-Voting Faculty Representative Member: The University Senate President shall appoint one (1) full-time tenure track faculty member to serve consistently as a Non-Voting Faculty Member to the Board. The Faculty Representative shall serve the general interest of the University and is invited to participate with the Trustees in deliberations at the public meetings of the Board to provide a broad educational perspective to the business before the Board.

The Faculty Representative does not represent any particular organization, department, or college of the University, but presents his/her individual views as a professional and an educator. In making an appointment of Faculty Representative, the University Senate President shall seek an individual who has demonstrated great commitment to the advancement of the University, professional distinction in his/her field of study, and a broad and balanced view of educational issues important to the University.

The University Senate President may appoint him/herself as the Faculty Representative.

Once appointed, the Faculty Representative serves a one-year term that runs concurrently with the term of the University Senate President and shall be a non-voting member.

Section 6. Non-Voting Alumni Representative Member: The President of the Alumni Association shall serve as the one (1) Non-Voting Alumni Member to the Board. As the Alumni Representative, the President of the Alumni Association is invited to participate with the Trustees in deliberations at the public meetings of the Board.

The Alumni Representative shall be a non-voting member.

Section 7. Chair, NJCU Foundation: The Chair of the NJCU Foundation shall serve on the Board *ex officio*, without vote.

Section 8. Board Member Attendance: Trustees are expected to attend all meetings of the Board. No Trustee may be absent from two (2) or more public Board meetings per year (July 1 – June 30) without written approval of the Board Chair. Two unexcused or unapproved absences in violation of this provision will constitute sufficient cause to seek removal of the Trustee by the Governor in accordance with the provision of N.J.S.A 18A:64-3. Removal shall be requested/sought by the Board Chair, in writing to the Governor, with notification of the unexcused absences.

Article V

Meetings

Section 1. Regular, Executive and Special Meetings: Meetings of the Board shall be held at the principal office of the Board or any other place which the Chair or a majority of the Board may from time to time designate. There shall be a regular meeting of the Board in September and at such other times as the Board may designate each year. All meetings shall be conducted in accordance with the “Open Public Meetings Act”.

There shall be executive meetings of the Board preceding the regular meetings provided that notice has been given subject to the provisions of the “Open Public Meetings Act”. Other public or executive meetings shall be held whenever called by the Chair. The Chair shall call a special public meeting of the Board whenever requested in writing by any five Trustees to do so. Forty- eight hours’ notice shall be given to each Trustee by the Secretary of the Board for each meeting of the Board whether regular, special, or executive. Such notice may be given by mail, telegram, telephone, by other telephonic or electronic means or in person. An executive meeting may be held on the same day as a public meeting and vice-verse: provided, however, that the notice requirements of these By-Laws and the provisions of the “Open Public Meetings Act” shall have been met.

Section 2. Quorum: When the full voting membership of the Board is an even number, quorum for the transaction of Board business shall be one half of the voting members of the Board plus two. When the full voting membership of the Board is an uneven number quorum for the transaction of Board business shall be a majority of the voting members of the Board plus one.

The Trustees participating in any meeting, if less than a quorum, may adjourn any meeting from time to time until such quorum shall be constituted.

All questions coming before the Board shall be determined and decided by a majority vote of those participating in the meeting and eligible to vote, except as may otherwise be expressly provided in the State College Statutes; or except that in the fixing of salaries and the employment or termination of employment, transfer or dismissal of any personnel of the University, a majority vote of the whole number of the Board shall be required.

Each Trustee shall be entitled to one vote at all meetings of the Board except the voting student Trustee whose right to vote is limited by law and the second student Trustee who has been appointed

as a non-voting Trustee.

Section 3. Notification: At least forty-eight hours' notice of special and regular public meetings shall be posted on official bulletin boards, filed with the New Jersey Secretary of State, and given to the news media. Such notice is to be in writing and set forth the time, date, and place and purpose of the meeting. The Jersey Journal published in the City of Jersey City and The Star Ledger published in the City of Newark are designated as the newspapers to receive such notices.

Upon the affirmative vote of three quarters of the members present, the Board may hold a meeting notwithstanding the failure to provide adequate notice if: such meeting is required in order to deal with matters of such urgency and importance that a delay for the purpose of providing adequate notice would be likely to result in substantial harm to the public interest; and the meeting is limited to discussion of and acting with respect to such matters of urgency and importance; and notice of such meeting is provided as soon as possible following the calling of such meeting by posting of the same in the public place described above, and also by notifying the two newspapers designated above by telephone, telegram, or by delivering a written notice of same to such newspapers, either the Board could not reasonably have foreseen the need for such meeting at a time when adequate notice could have been provided; or although the Board could reasonably have foreseen the need for such meeting at a time when adequate notice could have been provided; it nevertheless failed to do so.

No official action and no binding action shall be taken by the Board at any meeting other than a public meeting of which notice has been given as required in these By-Laws.

Section 4. Voidable Acts: Any action taken by the Board at a meeting which does not conform with the provisions of these By-Laws and other applicable law shall be voidable in a proceeding in lieu of prerogative writ in the Superior Court, which proceeding may be brought by any person within 45 days after the action sought to be voided has been made public; provided, however, that the Board may take corrective or remedial action by acting *de novo* at a public meeting held in conformity with the "Open Public Meetings Act" and other applicable laws regarding any action which may otherwise be voidable pursuant to this section; and provided further that any action for which advanced published notice of at least 48 hours is provided as required by law shall not be voidable solely for failure to conform with any notice required.

Section 5. Agenda and Procedures: An agenda for each regular, special, or executive meeting of the Board shall be prepared by the Chair of the Board upon the advice and after consultation with the President of the University, and a copy thereof shall be furnished to each member of the Board by ordinary mail at least forty-eight hours prior to the meeting for which it is prepared. Items not on the agenda may be added thereto by a majority vote of the Board.

Unless otherwise directed by a majority vote of the Board, the following order of business shall be followed at each meeting of the Board:

1. Roll Call
2. Consideration of the minutes of the last regular or special meeting of the Board and the approval or amendment thereof
3. Communications

4. Report of Officers of the Board
5. Report of the University President
6. Report of Standing Committees
7. New Business
8. Statements and questions from the public
9. Adjournment

Unless otherwise directed by a majority vote of the Board, all public and executive meetings of the Board shall be conducted in accordance with the parliamentary procedures prescribed in the latest edition of the manual known as **Roberts Rules of Order**.

Section 6. Rules and Regulations: The Board shall from time to time, after consultation with the President of the University and also, as appropriate, with representatives of the faculty and the students, make and promulgate such rules and regulations, not inconsistent with statutory provisions, as may be necessary and proper for the administration and operation of the University, and to implement laws, rules and regulations.

Section 7. Registration to Speak at Public Comment Period at Public Meetings. Members of the public who wish to speak during the public comment period of NJCU's public Board meeting should register to speak no less than one (1) business day prior to the meeting date. To accommodate as many speakers as possible, comments will be limited to **three** minutes per person.

Article VI

Officers

Section 1. Officers: The Board shall organize annually during the month of September each year and elect officers as may be necessary. There shall be a Chair and a Vice-Chair. Upon election by a majority of the voting members of the Board participating in the public meeting, the Chair and the Vice-Chair shall begin two-year terms in office and shall serve until their successors are elected or until they are removed with or without cause by vote of a majority of the full Board. Removal from office with or without cause shall be by resolution of the Board approved by a two-thirds majority vote of the full voting membership of the Board.

An officer shall be ineligible to serve more than two consecutive two-year terms in a given office. Should there be a vacancy in the Office of Chair of the Board during a two-year term, the Vice-Chair, provided the Vice-Chair consents, shall become the Chair of Board for the unexpired term. Subject to the foregoing, a vacancy in an office during a two-year term, shall be filled in the same manner as the original election for the unexpired term only. The Board may elect such other officers and fix their terms as it may from time to time require. Notwithstanding the provisions of this Section, the Board may, upon recommendation of the Personnel, Compensation, Nominations and Governance Committee of the Board, waive the period of ineligibility to serve in an office provided the waiver is approved by resolution of the Board by at least a two-thirds majority vote of the full voting membership of the Board.

Section 2. Chair: The Chair shall, when present, preside at all meetings of the Board. The Chair shall be the Chief Executive of the Board and shall perform all duties commonly incident to his/her

office and shall have general supervision of the affairs of the Board, subject to the approval of the Board. The President of the University shall be the Chief Executive Officer of the University and shall attend all meetings of the Board but the Chairperson of the Board shall continue as the Chief Executive Officer of the Board. The Chair, Vice Chair, or Secretary shall sign all reports, documents and/or instruments of any nature required to be filed or executed by law by or on behalf of the Board. The Board may delegate and vest in the President authorization to sign documents on behalf of the Board pursuant to the policies of the Board and State law. The Chair shall also report to the Board from time to time all matters coming to his notice, relating to the interests of the University and the Board, that should be brought to the attention of the Board.

Section 3. Vice Chair: The Vice Chair shall have and exercise all the powers and duties of the Chair in case of his/her absence or inability to act, and shall perform such other duties as may be prescribed from time to time, by the Board.

Section 4. Secretary: The Secretary to the Board is a non-trustee member of the President's staff who shall be appointed by the President, subject to the approval of the Board. The Secretary shall attend all meetings of the Board and shall cause to be recorded all votes and minutes of all public proceedings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board and shall affix the seal of the Board to all documents that may require it and shall have charge of the seal of the Board and such other books and papers as the Board may prescribe, and shall make such reports to the Board as it may request and shall prepare and file, or cause to be prepared and filed, such reports or statements as may be required by law upon authorization from the Board. The Secretary shall cause to be forwarded to the Archival Section of the University library a copy of the minutes, and to any others as required from time to time by the Board after such minutes have been approved by the Board.

Article VII

Committees

Section 1. Standing Committees: At a minimum the Board shall create standing committees as required by the Statewide Governance Reforms 2010 (P.L.2009, c.308). The required committees have executive; audit; compensation; and nominations and governance responsibilities. The Board shall have the power to create additional standing committees which shall report directly to the Board to aid it in carrying on its business. The existence, duties and functions of standing committees may be abolished, changed, altered or added to, and new and additional standing committees may be created by the Board from time to time at its discretion and in compliance with State law. Each committee shall have a written charter and minutes must be taken at all committee meetings. The following standing committees are hereby created:

1. Executive Committee
2. Finance and Audit Committee
3. Nominations and Governance Committee
4. University Mission Committee
5. University Business, Planning and Infrastructure Committee

The Chair of the Board shall, immediately after his/her designation as such, appoint the members and designate the Chair of each standing committee, which committee membership shall be less than a quorum of the full voting membership of the Board. The voting members of the standing committees shall each be members of the Board. The Chair of the Board may, in consultation with and upon recommendation of the President, appoint to a standing committee or other committees established by the Board advisory members to augment the committee where necessary or appropriate for the conduct of committee business provided that such advisory members shall have no vote nor be counted for purposes of the establishment of a committee quorum. The Chair of the Board shall be a member *ex officio* of each standing committee. The specific tasks to be carried out by each of the standing committees shall be included in the charter of each committee. The Board Chair may assign from time to time specific tasks on an *ad hoc* basis. The President of the University shall be a member *ex officio* of each standing committee.

Section 2. Administrative, Faculty and Student Committees: The Board shall have the power to authorize the President of the University to create administrative, faculty and student committees in accordance with procedures established in cooperation with such groups, respectively, for the purpose of assisting in carrying on the business and functions of the University.

Article VIII

Amendments

These By-Laws may be amended, altered, repealed or added to in any manner not inconsistent with the laws of the State of New Jersey by the affirmative vote of majority of the Board at any public meeting of the Board, provided that a copy of the proposed amendment has been furnished to each member of the Board by the Board Secretary at least 10 days before the meeting at which the vote upon said amendment is to be had.

BY-LAWS
of
THE BOARD OF TRUSTEES
of
NEW JERSEY CITY UNIVERSITY

adopted 11/89
amended 1994
amended 1998
amended 2010
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