BOARD OF TRUSTEES BYLAWS

ARTICLE 1: GENERAL PROVISIONS

1.1 Citation of Authority. These Bylaws are adopted, and may from time to time be amended, as provided by the County College Act, N.J.S.A. 18A:64A-1 et seq., more specifically, N.J.S.A. 18A:64A-12(0), and by the regulations of the New Jersey State Board of Higher Education, N.J.A.C. 9:4-1.1 et seq., more specifically, N.J.A.C. 9:41.3(d).

1.2 Effective Date. These Bylaws shall take effect immediately upon adoption and shall remain in effect until repealed or superseded.

1.3 Amendment of Bylaws. These Bylaws may be amended at any annual, regular, or special meeting of the Board following the meeting at which such amendment is introduced. Copies of the proposed amendment shall be delivered by either hand delivery, regular, or electronic mail to each member of the Board at least five (5) calendar days before it is to be introduced. The name of the Board member introducing the amendment and the time and date of the meeting at which it is to be acted upon shall be set forth. No proposed amendment shall be adopted at the meeting at which it is introduced. An amendment of these Bylaws shall require the affirmative vote of six (6) Board members at a meeting scheduled a minimum of fourteen (14) days after the meeting at which the amendment was introduced.

1.4 Official Names. The official name of the college is ROWAN COLLEGE AT BURLINGTON COUNTY. The legal name of the body corporate is the BOARD OF TRUSTEES OF ROWAN COLLEGE AT BURLINGTON COUNTY.

ARTICLE 2: STATEMENT OF PHILOSOPHY, MISSION, AND GOALS

2.1 Philosophy, Mission, and Goals. A Statement of the Philosophy, Mission, and Goals of the College is included in the current College Catalog. Any modification(s) made subsequent to the issuance of the most recent edition of the College Catalog may be obtained in the Office of the President.

ARTICLE 3: BOARD ORGANIZATION

3.1 Composition of the Board. The Board of Trustees consists of eleven voting members, broadly representative of the citizens of Burlington County, and appointed according to law. In addition, the Board has two non-voting members, the President of the college ex officio, and the representative elected by the student body in accordance with N.J.S.A. 18A:64A-8.

3.2 Powers and Duties of the Board. The Board of Trustees has those powers and duties conferred by the County College Law, more specifically, N.J.S.A. 18A:64A-12, as well as by general law. It has custody of and responsibility for the property of Rowan College at Burlington County and is responsible for the management and control of said college. It shall make an annual report to the Secretary of Higher Education, and to the Burlington County Board of Commissioners. It shall, from time to time, establish, revise, and maintain policies that determine the nature and extent of the educational program of the college. It shall annually submit a budget to the Department of Higher Education and to the Burlington County Commissioners in such form and at such times as required. The Board of Trustees has a fiduciary duty and responsibility to the residents and taxpayers of Burlington County and the students and employees of the college to ensure public funds are being used in an appropriate and efficient manner. It shall not permit the expenditures or projected expenditures of the college to exceed appropriated resources. It shall only permit the expenditure of resources when the proposed expenditure benefits College students and/or the residents and taxpayers of Burlington County. It shall adopt such policies concerning tenure of faculty, multi-year contracts for professional staff, and other personnel matters, as may be required and as may from time to time be deemed advisable. It shall adopt policies as needed on students and student services. It shall adopt, review, and revise policies as needed concerning fiscal accountability and efficiency. It shall, in general, be responsible for overall planning and policy-making in fulfillment of the purposes and objectives set-forth in Article 2 of these Bylaws.

3.3 Officers of the Board. The officers of the Board shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. They shall be elected by and from the voting membership of the Board of Trustees, except the Secretary, who need not be a member of the Board of Trustees.

3.4 Election of Officers. The officers shall be elected each year at the annual meeting and shall take office at that meeting. They shall hold office until their elected successors take office. A majority vote consisting of at least four (4) affirmative votes shall be necessary for election. In the event of a tie vote, there shall be a run-off election within fourteen (14) days following the initial election. If an incumbent officer vacates her/his position during her/his term of office, a replacement shall be elected under the process described herein.

3.5 Duties of the Chair. The Chair or designee shall preside at all meetings of the Board. Their duties shall include those usually and customarily performed by a Chairperson. S/he shall be a member ex-officio of all committees and shall be entitled to vote at all meetings of the Board and of all its committees. Unless otherwise provided herein or otherwise determined by the Board, the Chairperson shall appoint all Standing, Ad Hoc, and Advisory Committees and shall designate the Chairperson of each such committee. They shall sign all documents on behalf of the Board. They shall coordinate all Board activities and shall endeavor to ensure compliance with all Board directives and policies. The chair or their designee shall make all public statements on behalf of the Board.

3.6 Duties of the Vice-Chair. The Vice-Chair shall act for the Chairperson in their absence and shall perform such other duties as the Chair may delegate from time to time.

3.7 Duties of the Secretary. The Secretary shall review, approve, and cause to be prepared, through the President acting as the Secretary's administrative designee, all notices, agendas, minutes, and proposed resolutions that have been vetted and approved by a standing or special committee of the Board and transmitted to the Secretary by the President on behalf of such committee or committees.

In transmitting items to the Secretary, the President shall ensure that all proposed resolutions and supporting materials have been vetted for consistency with the mission, goals, and strategic priorities of the College and for compatibility with all applicable statutes, regulations, ethical standards, and policies of the College.

The Secretary shall cause to be delivered, through the President acting as administrative designee, the agenda and all supporting materials for each regular meeting of the Board to all Board members and to others entitled to receive them, by electronic mail, hand delivery, or regular mail, not less than five (5) days in advance of such meeting.

In carrying out these duties, the Secretary shall cause the President, as administrative designee, to ensure compliance with all requirements of the Open Public Meetings Act, N.J.S.A.10: 4-6 et seq., including notice, distribution, and record-keeping requirements. The Secretary shall retain custody of, or a case to be retained, all official correspondence, public records, and papers of the Board and shall attest to all legal documents of the Board.

At meetings of the Board, the Secretary or the Secretary's designee shall call the roll and read resolutions when requested by the Chairperson. In the absence of the Secretary, the Chairperson shall appoint a Secretary pro tempore.

Definition of "Vetted"

For purposes of this Section, "vetted" shall mean that a proposed agenda item, resolution, or supporting material has been reviewed and confirmed, in writing, to:

1. Fall within the lawful authority of the Board and the scope of the committee transmitting the item;

2. Comply with all applicable Federal and State statutes and regulations, including but not limited to the Open Public Meetings Act and applicable conflict-of-interest and ethical requirements;

3. Be consistent with the duly adopted Board Bylaws, policies, and College procedures;

4. Align with the mission, goals, and strategic priorities of the College; and

5. Be complete, accurate, and presented in a form suitable for the informed consideration and action by the Board.

Referral-Back Mechanism

If the Secretary determines that a proposed item has not been properly vetted, the Secretary shall decline to place the item on the Board agenda and shall refer the item back to the President for correction, clarification, or additional review.

Upon referral, the President shall notify the originating committee of the deficiencies identified and shall resubmit the item to the Secretary only after the identified issues have been addressed and the item has been re-vetted in accordance with this Section.

No item that has been referred back by the Secretary shall be placed on the Board agenda unless and until the Secretary determines that the item has been fully vetted and approved for Board consideration.

3.8 Duties of the Treasurer. The Treasurer shall be responsible for the safekeeping of all monies paid to the College. These funds shall be deposited in bank accounts in the name of Rowan College at Burlington County in such banks, trust companies, or other depositories, as the Board approves or designates. The Treasurer shall ensure the proper custody, accountability, receipt, and disbursement of all funds belonging to the College. They shall review the current financial statement of the College at each regular meeting of the Board, and whenever else the Board may designate. With the approval of the Board of Trustees, the Treasurer may delegate any part or all of their duties to the chief financial officer of the college, specifically including responsibility for the preparation and submission of regular monthly, quarterly, and annual financial reports for Board acceptance and/or approval, and preparation of such additional reports of the financial status of the college as may be required. Any reports prepared by the chief financial officer may be reviewed by the Treasurer, prior to their submission to the Board.

3.9 Attendance of Board Members at Board Meetings. Each board member is expected to attend at least 75% of all regular and subcommittee meetings. This expectation shall be communicated by the board chair to each new board member. An attendance record shall be included in each month's board meeting materials. If a trustee fails to meet the required percentage of attendance, the board chair shall consult with said member to assess the cause. Trustees unable to meet the minimum attendance requirement should consider resignation, thus providing for an able replacement and maintenance of the integrity of the board.

3.10 Standing Committees. The Chairperson shall designate standing committees for a detailed review of administrative items prior to Board meetings on an annual basis as it deems appropriate. The Chairperson of the Board shall recommend appointing the members of and a Chairperson of each committee.

3.11 Ad Hoc Committees. Whenever it shall appear advisable to the Board to create an ad hoc committee to assist it in handling any particular matter upon which it desires or is required to act, it may do so. The Chairperson of the Board may appoint members to serve on such an ad hoc committee and may assign to it such duties as appropriate. Each ad hoc committee shall submit one or more written or oral reports to the Board. Upon acceptance by the Board of such committee's final report, such committee shall be disbanded and its members discharged by the Chairperson of the Board.

3.12 Advisory Committees. The Chairperson of the Board, with the approval of the Board, may appoint any person whose expertise or viewpoint is useful to the Board to serve on Advisory Committees established from time to time to assist the Board, the President, and the staff of the College in the development and evaluation of programs and in the determination of community needs. All Board members shall hold ex officio membership on all advisory committees however, attendance at Advisory Committee meetings shall be coordinated with the Chairperson of the Board to ensure compliance with the Open Public Meetings Act. Members of an Advisory Committee shall serve at the pleasure of the Board.

3.13 Legal Counsel. A practicing attorney-at-law of New Jersey shall be retained by the Board to render legal services as needed. They shall attend regular Board meetings, and when requested, Special Board meetings, and conferences.

3.14 Auditor. An auditor, licensed to audit municipal and school accounts by the State of New Jersey, shall be employed to audit all college accounts. Their duties shall include consultation and preparation of special reports and financial statements.

ARTICLE 4: BOARD MEETINGS

4.1 Regular Meetings. The Board shall hold regular business meetings on a day and hour to be fixed at the annual meeting or at a time and date designated by the Chairperson of the Board. Regular meetings shall be held at the college or at such other places in Burlington County as may be fixed by the Board.

4.2 Notice of Regular Meetings. Adequate notice of all regular meetings shall be given in accordance with the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq., and may be given by posting, maintaining, mailing, and submitting a schedule of the regular meetings of the Board during the succeeding year as provided by N.J.S.A. 10:4-18.

4.3 Special Meetings. The Board may convene a special meeting at the call of the Chairperson, or on the request of any four (4) members. Adequate notice of such special meeting shall be given in accordance with the Open Public Meetings Act, and in addition, personal notice shall be given by the Secretary to all Board members and professional staff as far in advance of such special meeting as is practicable.

4.4 Annual Organization Meeting. The annual organization meeting of the Board shall be held at the regular Board of Trustees meeting in November or at a time so designated by the Board chair. At such annual organization meeting, the order of business shall include the election of officers, election of two (2) members and one (1) alternate to serve on the Board of School Estimate, re-adoption of these Bylaws, reaffirmation of existing Board policies, and determination of a schedule of regular meetings for the year.

4.5 Quorum. At all meetings of the Board, the presence of a majority of current voting members shall constitute a quorum for the transaction of business. No action shall be taken at any meeting without a quorum being present. If a quorum is not present at any Board meeting or portion thereof, the Chairperson may direct the Secretary to call the roll, record the names of absentees, and declare the meeting adjourned.

4.6 Call to Order. Meetings shall be called to order by the Chair or Vice-Chair at the designated time or at such time as a quorum is present. In the event that both the Chair and Vice-Chair are absent at the designated time, the voting members present may proceed with the meeting by choosing from their number a temporary Chair who shall call the meeting to order and preside until the Chair or Vice-Chair appears.

4.7 Taking Action. Matters to be acted upon shall be brought before the board by motion duly made and seconded. The vote on any given motion shall be "Yes", "No", "Abstain", or "Recuse or Non-Vote", and the result shall be entered in the minutes. An abstention shall count neither as a "yes" nor "no", but the abstainer shall be counted as part of a quorum. A Recusal and/or non-vote for the reason of a conflict of interest shall not be counted as part of a quorum. Except as otherwise specifically required by law or regulation or these Bylaws, all actions shall be decided by a majority vote of the Board members present and voting.

Voting shall be by recorded roll call vote for elections, budget approval, and whenever requested by any Board member. On all other matters, voting shall be by voice vote. When the vote is a tie, the motion shall be defeated. If there is a lack of unanimity on a voice vote, a re-vote shall be taken by a call of the roll. On roll call votes, the Chairperson's vote shall be called for last.

4.8 Robert's Rules of Order. Where no specific provision is made by general law, the County College Act, the regulations of the State Board of Higher Education, or these Bylaws, the conduct of Board meetings shall be governed by "Robert's Rules of Order".

4.9 Public Participation at Board Meetings. The Board of Trustees recognizes that meaningful public participation is an important component of effective and accountable governance. Accordingly, the Board shall provide reasonable opportunities for members of the public to address the Board at its public meetings, regarding matters within the authority and responsibilities of the Board and the College. Public participation shall be conducted in a fair, orderly, and viewpoint-neutral manner consistent with applicable law and Board policy.

a. Public Comment and Decorum
    i. Public comment shall be directed to the Board as the governing body, and shall provide members of the public an opportunity to present information, views, and concerns regarding matters within the authority and responsibilities of the Board and the College. Participants shall conduct themselves in a civil, respectful, and orderly manner consistent with the standards of decorum established by the Board. Public comment shall not constitute a question-and-answer session, debate, or dialogue with individual Board members of College personnel.

b. Rules Governing Public Participation
    i. Public participation shall be governed by ***Board Policy 922: Public Participation at Board of Trustees Meetings***, as amended from time to time, which establishes reasonable rules governing the time, manner, scope, decorum, and orderly conduct of public comment. Such rules shall be administered fairly, consistently, and in a viewpoint-neutral manner in accordance with applicable law.

c. Authority of the Board Chair
    i. The Board of Trustees Chair shall administer the Board's public participation requirements and maintain the orderly conduct of Board proceedings in accordance with these Bylaws and Board Policy 922.

ARTICLE 5: MISCELLANEOUS PROVISIONS

5.1 College Fiscal Year. The fiscal year of the college shall be from July 1 to June 30.

5.2 Security. The Board shall require each of its officers and each administrative officer and employee handling funds of the college to furnish such bond or other security for the faithful performance of her/his duties as shall, in the determination of the Board, afford adequate protection to the college, the cost thereof to be borne by the college.

5.3 Compensation of Trustees. Trustees shall receive no compensation for their services but shall be reimbursed, as the Board may direct, for expenses actually and necessarily incurred in the performance of their duties.

5.4 Books and Records. All books and records of the college shall be kept at the principal office of the college unless otherwise specified by the Board. The Minutes Book shall be open to any citizen. Any citizen who reviews the Minutes Book must complete and sign entries in a log book indicating the date and time in and time out. The Minutes Book may be reviewed only in the presence of a college representative authorized by the President or her/his designee.

5.5 Claims and Expenditures. No claim or demand shall be incurred or paid unless it is authorized by law or by the Board, and funds thereof have been appropriated by the Board.

5.6 Bank Accounts. All funds received by the college shall be deposited promptly to the credit of the college in authorized accounts in such banks, trust companies, or other depositories as the Board approves or designates. College funds shall be withdrawn only by checks properly signed.

5.7 Civil Action. Whenever any civil action has been or shall be brought against any member of the Board of Trustees for any act or omission arising out of and in the course of performing the duties of a trustee, the college shall defray all costs of defending such action, including actual and reasonable attorney fees and expenses, together with costs of the appeal, if any, and shall save harmless and protect such person from any financial loss resulting therefrom: and the college may arrange for and maintain appropriate insurance to cover all such damages, losses, and expenses.

Should any criminal action be instituted against any member of the Board of Trustees for any such act or omission arising out of her/his duties, and should such proceeding be dismissed or result in a final disposition in favor of such member, the college shall reimburse the member for the cost of defending such proceeding, and expenses of the original hearing or trial and all appeals.