STOCKTON UNIVERSITY

POLICY

Board of Trustees Bylaws
Policy Administrator: Office of the President Authority: N.J.S.A. 18A:64-6 Effective Date: April 9, 1969; March 14, 1972; December 15, 1975; February 18, 1998; July 11, 2007; February 16, 2011; May 4, 2011; December 5, 2018; May 1, 2019; February 22, 2023; December 6, 2023 Index Cross-References: Policy I-1: Board of Trustees Policy File Number: I-9 Approved By: Board of Trustees

ARTICLE I

Offices

The principal office of the body corporate shall be on the main campus of the University in Galloway Township, Atlantic County, New Jersey. Such other offices as may be needed for the conduct of its business may be designated by the Board of Trustees.

ARTICLE II

Seal

The body corporate shall have a seal adopted by the Board of Trustees, the form and design of which is illustrated above. The custodian of the seal shall be the Secretary or the Assistant Secretary of the Board of Trustees.

ARTICLE III

Board of Trustees

Section 1 Establishment

The Board of Trustees is established pursuant to Title 18A of the New Jersey Statutes Annotated (N.J.S.A.) which states, in part, that "the Legislature hereby finds that it is in the best interest of the State that the state colleges shall be and continue to be given a high degree of self-government and that the government and conduct of the colleges shall be free of partisanship. The Legislature finds further that a decentralization of authority and decision-making to the boards of trustees and administrators of the state colleges in the areas of personnel, budget execution, purchasing and contracting will enhance the idea of self-government."

Section 2 Membership

The Board of Trustees shall consist of between seven (7) and up to fifteen (15) members

appointed, pursuant to N.J.S.A. 18A:64-3 by the Governor of the State of New Jersey with the advice and consent of the New Jersey Senate, two (2) student trustees elected by the student body (one voting student trustee and a student trustee alternate), and the President of the University, who shall serve as a member of the Board, without vote, however, can be counted for the purposes of determining a quorum. At such time as the then Board of Trustees deems it necessary or desirable, the number of members may be increased by a majority vote of the members of the Board of Trustees present and voting at two successive regularly scheduled meetings of the Board. Under no circumstance shall the number of members, with a right to vote, exceed fifteen (15). All members of the Board shall serve without compensation but shall be entitled to reimbursement for all reasonable and necessary expenses.

Section 3 Trustee Emeriti

After leaving Board membership, a trustee member who has served a full six-year term and who has provided outstanding service, shall be eligible for nomination as a Trustee Emeriti. Election to Trustee Emeriti status shall be by majority vote of the Board, upon nomination by the Executive Committee. A Trustee Emeriti shall serve for a term of two years and may be re-elected without limit. While the position is non-voting with regard to official actions of the Board, a Trustee Emeriti may be invited to participate in all Board meetings and functions, will be eligible to be appointed by the Chair to serve on any of the Board's advisory special committees, and may be called upon to assist the Board and the President in those matters where the individual's interest, experience and expertise will best serve the University. The number of such positions is discretionary with the Board. However, the honor will be reserved for individuals with a record of distinguished service.

Section 4 Duties and Powers

The Board of Trustees shall have all the powers and duties granted to it by law. Incorporated by this reference are the provisions of N.J.S.A. 18A: 64-1 et. seq. and all amendments and additions thereto as may, from time to time, be enacted. The Board shall control and manage the affairs of the body corporate and shall exercise all such powers and do all such lawful acts and things necessary or expedient in the control and management of the affairs of the body corporate as are not by statute or by these bylaws, otherwise to be exercised. The Board of Trustees may adopt such rules, regulations, and policies for the conduct of its meetings and the management of the body corporate as it may deem appropriate and necessary, consistent with said laws.

Section 5 Meetings

Meetings of the Board of Trustees shall be held at the principal office of the body corporate or at such other places designated by the Chair or a majority of the Board of Trustees. The Board shall meet a minimum of four (4) times per year in accordance with a schedule adopted and published annually. All meetings shall be held in compliance with the Open Public Meetings Act. The September meeting shall serve as the annual reorganization meeting, at which time the Board will elect officers as necessary from among its voting members. Additional meetings shall be held when called by the Chair or requested in writing by any five Trustees. No less than seventy-two hours notice shall be given to each Trustee by the Secretary or Assistant Secretary of the Board of Trustees of each meeting. Such notice may be given by mail, telephone, other electronic means, or in person. A proposed agenda shall accompany said notice. Similar notice shall be given to the news

media and the public in accordance with the requirements of the New Jersey Open Public Meetings Act.

Section 6 Quorum

A quorum for the transaction of business shall be a majority of Trustees currently serving as members of the Board of Trustees. Seats that have been vacated by death or resignation shall not be counted for the purpose of determining a quorum. Each trustee shall be entitled to one vote. In the absence of a quorum, the Trustees present at any meeting may receive reports and adjourn the meeting until such time as a quorum shall be present.

Section 7 Accountability and Attendance

Trustees are expected to fulfill their fiduciary duties in the performance of their responsibilities as members of the Board in accordance with State law, the AGB Board of Directors' Statement on the Fiduciary Duties of Governing Board Members approved on July 24, 2015, and any such other commitments that may be agreed upon by the Board from time to time. Trustees are expected to attend all meetings of the Board. No Trustee may be absent from three consecutive public meetings without written authorization from the Chair of the Board of Trustees; nor may a Trustee be absent from more than half the public Board meetings in any twelve-month period counted from the annual reorganization meeting. Absences or violations of these provisions will constitute sufficient cause to seek removal of the Trustee in accordance with the provisions of New Jersey Statutes 18A:64-3.

Section 8 Voting

All questions coming before the Board of Trustees shall be decided by a majority of those present and voting at the meeting except where required otherwise by law or Robert's Rules of Order. Voting shall be by roll call unless otherwise directed by the Chair.

Section 9 Agenda and Procedure

The agenda for each meeting of the Board of Trustees shall be prepared by the Secretary or Assistant Secretary and a copy thereof furnished to each member of the Board of Trustees as set forth in section 5 above. Items may be deleted from the agenda or items not on the agenda may be added by the Chair, President of the University or upon request of members of the Board of Trustees.

The following shall be the order of business at each public meeting of the Board of Trustees:

- Call to order
- Roll Call
- Consideration of the minutes of the previous meeting of the
- Board of Trustees and the approval or amendment thereof
- Resolution to meet in Closed Session
- Report of the Chair including report of Executive Committee meetings
- Report of the University President
- Standing Committee reports
- Other reports
- Unfinished business

- New business
- Comments and questions from the public
- Adjournment

The Chair shall have the authority to deviate from the above order of business when necessary to expedite the business of the Board.
All meetings of the Board shall be conducted in strict compliance with the New Jersey Open Public Meetings Act and in accordance with parliamentary procedure prescribed in the latest edition of *Robert's Rules of Order*.

Section 10 Rules and Regulations

The Board of Trustees shall, from time to time, in consultation and collaboration with the President, make and promulgate such rules, regulations and statements of policy, not inconsistent with statutory provisions, as may be necessary and proper for the administration and operation of the University.

ARTICLE IV

Officers

Section 1 Election

The Board of Trustees at the annual reorganization meeting shall elect a Chair, not more than two Vice Chairs, and Secretary. The Board of Trustees may elect other officers as needs of the body corporate may from time to time require. Any two offices may be held by the same person, except that the Chair and Vice Chair(s) shall not hold any other office.

Section 2 Chair

The Chair, when present, shall preside at all meetings of the Board of Trustees. The Chair shall be the Chief Executive Officer of the corporate body, shall perform all duties commonly incident to the office, and shall have general supervision of the affairs of the corporation, subject to the approval of the Board of Trustees. The President of the University, selected and engaged by the Board of Trustees, shall be the Chief Executive Officer of the University, and as a non-voting member of the Board of Trustees shall attend all meetings of the Board of Trustees, but the Chair of the Board of Trustees shall continue as the Chief Executive Officer of the body corporate. The Chair or Vice Chair(s) shall sign all reports, documents and/or instruments of any nature required to be filed or executed by law that require signature. The Chair shall report to the Board of Trustees in a timely manner all matters coming to the notice of the Chair, relating to the interests of the body corporate that should be brought to the attention of the Board of Trustees.

Section 3 Vice Chair(s)

The Vice Chair(s) shall have and exercise all the powers and duties of the Chair in the case of the absence or inability to act of and by the Chair**,** and shall perform such other duties as may be prescribed, from time to time, by the Chair or the Board of Trustees. The Chair may designate which Vice Chair is the immediate successor in case of the Chair's absence or inability to act.

Section 4 Secretary

The Secretary shall record all votes and the minutes of all public proceedings in a book to be kept for that purpose. The Secretary shall also be responsible for recording and maintaining the minutes of all Executive Committee meetings of the Board of Trustees. The Secretary shall give notice of all meetings of the Board of Trustees, shall affix the seal of the body corporate to all documents that may require it and shall have charge of the seal of the body corporate and such other books and papers as the Board of Trustees may prescribe**.** The Secretary shall promptly forward to the Archival Section of the University Library and to any others designated by the Board of Trustees*,* a copy of the minutes of all public proceedings of the Board after said minutes have been approved by the Board of Trustees.

Section 5 Assistant Secretary

The Assistant Secretary shall perform such duties as may be delegated by the Secretary including, but not limited to, the giving and publishing of all notices of meetings, recording all public proceedings of the Board of Trustees and circulating minutes of such proceedings after the Board has approved the same. The Assistant Secretary shall also be authorized to affix the corporate seal when requested by the President and Chair to do so.

ARTICLE V

Committees

Commitment to Shared Governance

The Board of Trustees is fully committed to the principles of shared governance as defined by the University's value statement in order to promote the University's mission and to strengthen the educational quality and overall well-being of the institution. The standing committees of the board serve as the primary vehicle to demonstrate this commitment.

Section 1 Executive Committee

There shall be an Executive Committee consisting of the Chair, Vice Chair(s), Secretary, the President of the University, and, at the discretion of the Chair, additional members from the Standing Committee Chairs or such other authorized designees. The President shall serve without a vote. For items that require immediate action, the Executive Committee shall act on behalf of the body corporate between meetings of the Board of Trustees. These Executive Committee actions shall be included as information items on the next Open Public meeting agenda.

Section 2 Standing Committees

The Board of Trustees shall have the power to create standing committees that shall report directly to the Board to aid it in eexecuting the business of the corporate body. Among the committees so created shall be Audit, Finance and Professional Services, Academic Affairs and Planning, Buildings and Grounds, Student Success, Advancement, Investment, and , Nominating and Governance. The existence, duties and functions of these standing committees may be abolished, changed, or added to, and new and additional standing committees may be created by the Board of Trustees at its discretion.

All standing committees shall be chaired by a member of the Board so designated by the Chair. A Vice Chair(s) shall be similarly designated. Other members of such committees, with the exception of the Audit committee, may be selected by the Chair from among the administration, faculty, students, alumni and friends of the University. The Board of Trustees shall advise and consent on all such appointments.

The Audit committee shall be composed of at least three members of the Board designated by the Chair.

The Chair and the President shall be ex-officio members of all standing committees with the exception of the Audit committee. Only the Chair shall serve as a member ex-officio of the Audit committee.

Section 3 Administrative, Faculty and Student Committees

The Board of Trustees shall have the power to authorize the President of the University to create and abolish 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. Section 4 Ad Hoc Committees

The Board may create ad hoc committees, the members of which shall serve at the pleasure of the Board and without compensation. After consultation with the President of the University and upon the advice and consent of the Board, the Chair of the Board may appoint the members and designate the Chair of such ad hoc committees. Members of ad hoc committees may include both trustees and non-trustees, as needed. The Chair of the Board and the President of the University shall be ex-officio non-voting members of each ad hoc committee.

Section 5 Meeting by Electronic Means

At the discretion of the Chair of any committee, meetings may be held wholly or partially by electronic means (including teleconferencing, videoconferencing, webcasts, and other suitable electronic means). Minutes of all committee meetings shall be prepared and maintained.

ARTICLE VI

Amendments

These by-laws may be amended by the affirmative vote of a majority of the full Board of Trustees authorized to vote on any issue at two successive public meetings of the Board of Trustees, provided that a copy of the proposed amendment has been furnished to each member of the Board of Trustees, including non-voting members, by the Secretary or Assistant Secretary at least ten (10) days before the meeting at which the initial vote upon the amendment is to be taken. Amendments of the by-laws shall be consistent with the laws of the State of New Jersey.

Review History:

	Date
Board of Trustees	12/06/2023