

BYLAWS
BOARD OF TRUSTEES
of
ROWAN UNIVERSITY
Rowan University Mission Statement

A leading public institution, Rowan University combines liberal education with professional preparation from the baccalaureate through the doctorate. Rowan provides a collaborative, learning-centered environment in which highly qualified and diverse faculty, staff, and students integrate teaching, research, scholarship, creative activity, and community service. Through intellectual, social and cultural contributions, the University enriches the lives of those in the campus community and surrounding region.

Preamble

The Board of Trustees of Rowan University is vested with the general supervision of the university pursuant to the laws of the State of New Jersey. The Board has been established in accordance with Title 18A of the New Jersey Statutes, including the Higher Education Restructuring Act of 1994, N.J.S.A. 18A:3B-1 et. seq.

ARTICLE I

NAME AND MEMBERSHIP

Name

This organization shall be known as the Rowan University Board of Trustees.

Membership

Membership of the Board of Trustees shall consist of up to (15) fifteen persons who shall be citizens of New Jersey, except that the Governor may appoint up to three Rowan University alumni who are not New Jersey citizens. The Board shall recommend potential new members to the Governor. No member shall be recommended for appointment for more than two consecutive full six-year terms (twelve years), except that in their final sixth-year term any trustee may continue to serve until a successor has been appointed and qualified. Any member may be removed by the Governor for cause after notice and the opportunity to be heard. The Board shall also include two students (one voting and one non-voting) who must be full-time, regularly-enrolled, and in good academic standing who serve pursuant to N.J.S.A. 18A:64-3.1; and the university president who serves as an ex-officio member of the Board without a vote.

The Rowan University Board of Trustees expects that its members will make every effort to regularly attend its scheduled meetings, retreats and special University events. Trustees are also expected to actively participate in the meetings of one or more Board committees to which they have been assigned.

ARTICLE II

Offices

The principal office of the Board of Trustees will be in the borough of Glassboro, county of Gloucester, state of New Jersey, at Rowan University. The Board of Trustees may also establish and utilize such other offices as needed for the conduct of its business and as may from time to time be designated by the Board of Trustees.

ARTICLE III

Powers and Duties

The Board of Trustees shall have all the powers and duties granted to it by law and shall exercise all such powers and do all such lawful acts as are necessary to supervise the management of the affairs of Rowan University. The Board's powers and duties are specifically set out in N.J.S.A. 18A:3B-6 and N.J.S.A. 18A:64-6.

These powers and duties include but are not limited to the following:

To approve the mission and goals of the university;

To approve policies for the organization, administration, and development of the University;

To approve the educational curriculum and student service programs;

To appoint, evaluate and fix the compensation of the president of the University who shall be the chief executive officer of the institution, its branch campuses and auxiliaries;

To review and determine the educational and financial needs of the university in regard to the preparation of an annual budget for presentation to the Governor and Legislature;

To, upon the nomination of the president, appoint, remove, promote, or transfer such officers, agents, or employees of the University that may be required for carrying out the purposes of the University;

To approve tuition rates and other fees to be paid by students;

To acquire by gift, purchase, condemnation or otherwise, own, lease, dispose of, use and operate property which is necessary or desirable for University purposes;

To approve fees for room and board sufficient for the operation, maintenance, and rental of student housing and food service facilities;

To waive student tuition payments to accomplish mission-related or institutional policy goals;

To enter into contracts and agreements, pursuant to the provisions of the “State College Contracts Law,” N.J.S.A. 18A:64-52 et seq. for the purchase of lands, buildings, equipment, materials, supplies, and services; enter into contracts and agreements with the State or any of its political subdivisions or with the United States, or 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 for carrying out the purposes of the University;

To borrow money for the needs of the University, as deemed requisite by the Board, in such amounts, and for such time and upon such terms as may be determined by the Board;

To authorize any new program, educational department, or school which will require, at the time of establishment or thereafter, an additional expenditure or money;

To grant diplomas, certificates, and degrees.

ARTICLE IV

Officers

The executive officers of the Board shall be a chairperson, vice chairperson, and secretary who shall be elected for one year terms by a majority vote of the members of the Board. The election shall be held in September at the annual organization meeting. No person may hold the same executive office for more than five (5) consecutive terms.

The Board may elect such other officers as it deems necessary from time to time to conduct the business and facilitate the administration of its affairs.

The chairperson shall preside at all meetings of the Board of Trustees. The chairperson shall perform all duties commonly incident to the office and shall have general supervision of the affairs of the Board, subject to the approval of the Board of Trustees. The chairperson shall sign all reports or other documents required to be filed by law. The chairperson shall also report to the Board of Trustees on all matters that relate to the interests of the Board of Trustees and require attention of the Board. The chairperson shall appoint a Board representative to the New Jersey Association of State Colleges and Universities.

The vice chairperson shall have and exercise all the powers and duties of the chairperson in the chairperson’s absence or inability to act and shall perform such other duties as may be prescribed from time to time by the Board of Trustees.

The secretary of the Board of Trustees shall give or cause to be given notice of all meetings of the Board of Trustees and shall affix the seal of the Board of Trustees to all documents that may require it. The secretary shall have charge of the seal of the Board of Trustees and such other books and papers as the Board of Trustees may prescribe; shall make such reports to the Board of Trustees 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 and upon authorization from the Board of Trustees.

The Board of Trustees shall have the authority to employ a recording secretary for the purpose of attending public meetings of the Board of Trustees and to perform other duties appropriate to the position. The recording secretary of the Board of Trustees shall be responsible for recording all votes and the minutes of all proceedings in a book to be kept for that purpose which shall be kept at the principal office of the Board of Trustees. Such personnel shall have no official capacity on the Board of Trustees.

ARTICLE V

COMMITTEES

Executive Committee

The annually elected officers consisting of chairperson, vice chairperson, and secretary shall act as the Executive Committee of the Board of Trustees. The chair may appoint up to four (4) additional members to serve on the Executive Committee, which shall meet at the call of the chairperson. This committee shall set the agenda for meetings of the Board of Trustees, carry out and implement actions taken by the Board, conduct a comprehensive evaluation of the president, and perform any other duty which has been delegated or assigned to it. The Executive Committee shall make recommendations to the full Board for its approval.

Standing Committees

The Board of Trustees shall have the power to create additional committees to aid it in carrying out the business of the Board. The current standing committees and some of their duties are as follows:

Academic Affairs – To review and recommend to the Board curricular additions/changes, including new programs, program reviews, program accreditations, degree designations, and departmental nomenclature changes.

Audit – To assist the Board in its financial oversight of the University consistent with the Audit Committee charter and review the annual external audit. When formal action is required, the committee will forward recommendations to the Board of Trustees for review and approval.

Budget and Finance – To oversee current financial operations and recommend long-range fiscal planning guidelines for the University. Duties include but are not limited to review of the following: annual operating budget, capital budget, quarterly financial position, University investment strategy, long-range budget planning and contract awards. When formal action is required, the committee forwards recommendations to the Board of Trustees for review and approval.

Student Affairs – To review selected activities within the Student Affairs division, which are of interest to the Board of Trustees including student life, campus housing, and other topics relating

to the changing needs of students. When appropriate the committee will recommend to the Board of Trustees changes in programming and/or policy in the student affairs area.

Facilities - To consider all major additions to or modifications of the physical plant of the University, as well as budgetary aspects, and report the results of its deliberations to the Board of Trustees for their review and when necessary their approval.

University Advancement/University Relations – To support and enhance the University’s image among key constituent groups, with emphasis on prospective students and donors; and to review fundraising, alumni outreach, marketing, community relations, media publication, public relations policies and goals. When appropriate, the committee recommends to the Board of Trustees changes in program and/or policy.

Joint Committee Meetings – As needed, joint meetings of the standing committees may be scheduled. When required, the two committees will function as one and forward recommendations to the Board of Trustees for review and approval.

The chairperson of the Board of Trustees, who is a member *ex-officio* of all committees, shall appoint the members and designate the chairperson of each committee. All committees shall report directly to the Board of Trustees, which shall have the power to abolish or replace any standing committee.

Ad Hoc Committees

The chairperson of the Board of Trustees shall have the power to establish temporary or ad hoc committees for a specific purpose. Upon the completion of the task for which the committee was formed, the committee shall be automatically dissolved unless specifically extended by a majority vote of the Board of Trustees. Ad hoc committees may include but are not limited to nominating, bylaws and legal committees.

ARTICLE VI

Meetings

A state university trustee board is constituted as a public body organized under New Jersey law and collectively empowered as a voting body to perform a public governmental function affecting citizen rights and to expend public funds. As such, trustee meetings are governed by the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq.

The Board of Trustees shall meet and organize annually at a public meeting held during the second week of September. At that time, the Board will announce the schedule for all regular Board meetings. At least a forty-eight hour written advance notice will be given prior to any regularly scheduled board meeting. This written notice shall contain the time, date, location, and agenda of the meeting and will be sent to the Secretary of State of New Jersey and to officially designated newspapers and will be distributed to the University community.

A quorum, which is requisite for action on all matters coming before the Board, shall consist of more than one-half of the current-voting members of the Board of Trustees.

All questions coming before the Board of Trustees shall be determined by a majority (more than one half) vote of those present and eligible to vote at the meeting except in those cases where affirmative action by a larger majority is required by statute.

Each trustee shall be entitled to one vote. The student trustee is eligible to vote only on those matters allowed pursuant to N.J.S.A. 18A:64-3.1.

Unless otherwise directed by a majority of the Board of Trustees, or specified in these bylaws, all public meetings of the Board shall be conducted in accordance with the parliamentary procedures prescribed in the latest edition of *Robert's Rules of Order*.

Recusal Procedure

If a Board member finds or is advised by the University Ethics Officer or General Counsel that an incompatible financial or personal interest exists on a matter, the Board member must recuse himself or herself from that matter or seek advice from the State Ethics Commission. The recusal must be absolute, that is the Board member must have no involvement with the matter from which he or she has been recused.

The process for recusal at Board meetings is as follows:

1. To the extent feasible, meeting materials involving a matter from which the Board member must recuse himself or herself should not be distributed to the Board member;
2. At the subject meeting, the Board member must place his or her recusal and the reason for such recusal on the record prior to any discussion of the matter; and
3. The Board member must leave the room at a non-public portion of the meeting while the matter in question is under discussion.

ARTICLE VII

Amendments

These bylaws 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 two-thirds roll call vote of the Board of Trustees present and eligible to vote at two consecutive public meetings of the Board of Trustees, provided that any requests for alteration, deletion, or addition shall have been furnished to each member of the Board of Trustees by the secretary at least 10 days before the meeting at which the vote upon the amendment is to be held.

CODE OF ETHICS

The government, control, conduct, management and administration of Rowan University are vested in its Board of Trustees. N.J.S.A. 18A: 64-2, et seq. As a duly appointed member of the Board, I acknowledge that acting in concert with my fellow Board members, I am responsible for the governance of the institution, and I pledge myself to the following code of ethics:

1. I will have no interest (financial or otherwise, direct or indirect), nor will I engage in any business transaction or professional activity that is in substantial conflict with the discharge of my duties as a Trustee.
2. I will not use or attempt to use my official position to secure unwarranted privileges for others or myself.
3. I will refrain from acting in any official capacity in any matter where I have a direct or indirect personal financial interest that might reasonably be expected to impair my objectivity or independent judgment in the exercise of my official duties.
4. I will not engage in any activity which might reasonably be expected to impair my objectivity and independence of judgment in the exercise of my official duties.
5. I will not accept any gift, favor, service or other item of value under circumstances from which it might be reasonably inferred that it was given or offered for the purpose of influencing me in the discharge of my duties.
6. I will not use the authority, title or prestige of my office to solicit or otherwise obtain a private, financial, social or political benefit that in any matter is inconsistent with the public interest.
7. I will not knowingly act in any way that might reasonably be expected to create an impression or suspicion among the public that I may be engaged in conduct violative of my trust as a public Trustee.
8. I will not use or allow to be used any information not generally available to members of the public for the purpose of securing financial gain for myself or others with whom I am associated.
9. I will abide by The State Conflict of Interest Law, N.J.S.A. 52:13D-12, et seq., the State Ethics Commission Rules, N.J.A.C. 19:61-1.1 et seq., the Rowan University Code of Ethics, and applicable Executive Orders.

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