

COUNTY COLLEGE OF MORRIS

BYLAWS OF THE BOARD OF TRUSTEES

ARTICLE I NAME

The name of the College shall be “County College of Morris.”

The name of the corporation shall be “Board of Trustees of County College of Morris.”

ARTICLE II PURPOSE

Section 1. Purpose

The County College of Morris, as a two-year public institution serving primarily county residents, shall offer comprehensive, educational opportunities beyond high school in three distinct areas. These areas shall include, but not be limited to, full- or part-time day or evening curricula of instruction for students who seek:

- a. pre-professional and/or liberal arts courses for transfer to a four-year college (university parallel);
- b. technical, vocational, business, and health service courses in preparation for semi-professional employment (terminal); and
- c. as adults, continuing education courses and/or retraining for various new job opportunities (continuing education).

Section 2.

The broader and more general purpose of the College shall be to provide an educational and cultural center for community services and activities, and to make available its facilities when deemed by the Trustees to serve public interest.

**ARTICLE III
OFFICES**

The principal office of the body corporate shall be the Board of Trustees Meeting Room, Henderson Hall, or the College, Route 10 and Center Grove Road, in the Township of Randolph. The Board of Trustees may also establish and have such other offices needed for the conduct of its business at such other place or places within the County of Morris and State of New Jersey as may be designated from time to time by the Board of Trustees.

**ARTICLE IV
SEAL**

The body corporate shall have a seal of such form and design as the Board of Trustees shall adopt. The custody of the seal shall be under the general supervision of the Secretary of the Board of Trustees.

**ARTICLE V
BOARD OF TRUSTEES**

Section 1. Composition

The Board of Trustees shall consist of the County Superintendent of Schools and ten other Trustees. Eight of the Trustees, at least two of whom shall be women, shall be appointed by the appointing authority of Morris County with the advice and consent of the Board of Chosen Freeholders. Two of the Trustees shall be appointed by the Governor. The term of office of the appointed Trustees, except initial appointments as otherwise provided by law, shall be four (4) years. Each Trustee shall serve until a successor shall have been appointed and qualified.

The President of the College shall serve as an ex officio member of the Board of Trustees without vote.

In addition, the student body shall be entitled to elect from the graduating class one representative to serve as a non-voting member of the Board for a term of one (1) year commencing July 1 following graduation of his or her class.

Trustees shall serve without compensation, but shall be entitled to reimbursements for all reasonable and necessary expenses.

Vacancies shall be filled in the same manner as the original appointment or election for the remainder of the unexpired term.

Section 1A. Oath of Office

Each Trustee, prior to taking a seat on this Board of Trustees, shall take and execute the following oath of office:

“I, _____, do solemnly swear that I will support the Constitution of the United States and the Constitution of the State of New Jersey, and that I will bear true faith and allegiance to the same, and to the Governments established in the United States and in this State, under the authority of the people, and that I will faithfully, impartially and justly perform all of the duties of the Office of _____ according to the best of my ability, so help me God.”

Section 2. Duties and Powers

Board of Trustees shall have all the powers and duties granted to it by law. The Board of Trustees shall have the custody of and be responsible for the management and control of the College.

Section 3. Meetings

- a. Place:
Meetings of the Board of Trustees shall be held at the principal office of the body corporate, or any other place which the Chair or a majority of the Board of Trustees may designate from time to time.
- b. Frequency; Calling:
The Board of Trustees shall meet and organize annually in November. Unless otherwise directed by the Chair or a majority of the voting Trustees then in office, there shall be a regular meeting of the Board of Trustees at least eleven (11) times a year on a date to be fixed and announced by a majority of the voting Trustees at the annual meeting. Special meetings shall be held whenever called by the Chair or upon the written request of any two voting Trustees then in office. Except in the event of an emergency, it shall be a condition of the validity of any special meeting that notice thereof stating the general subjects to be considered shall have been given to each Trustee either (1) by sending such notice to the residence of each Trustee as shown on the Board records, by ordinary mail posted 72 hours in advance of the meeting, or (2) by delivering such notice to the residence of each Trustee 24 hours in advance of the meeting. Notwithstanding the foregoing, any Trustee may waive in writing notice of a special meeting.

- c. Continuation of Meetings:
If a meeting is continued to a future named date by agreement of those members of the Board of Trustees present, the Secretary shall thereupon notify absent members. The foregoing notice requirement is intended only to describe the duties of the Secretary, and shall not be deemed a condition of the validity of the meeting.
- d. Quorum:
A majority of the voting Trustees then in office shall constitute a quorum for the transaction of business. The voting Trustees present at any meeting, if less than a quorum, may adjourn any meeting from time to time until a quorum shall be present.
- e. Vote Required:
Providing a quorum is present, all questions coming before the Board of Trustees shall be determined and decided by a majority of those Trustees voting on the question, except for those questions which by law require a different vote, and except for any vote of this Board taken for the purpose of hiring or firing of personnel, or awarding of contracts on bids which require an affirmative vote of a majority of the voting Trustees then in office. Wherever in these Bylaws or elsewhere reference is made to a majority vote of the Board of Trustees, it shall refer, unless otherwise stated, to a majority of the Trustees voting on such question. A Trustee abstention shall be recorded as “not voting.”

Section 4. Agenda and Procedure

An agenda for each regular meeting of the Board of Trustees shall be prepared by the Chair of the Board of Trustees. Minutes of meetings shall be furnished to each member of the Board of Trustees by ordinary mail and/or by electronic mail at least 18 hours prior to the next meeting of the Board. Items not on the agenda for a meeting may be added thereto by a majority vote of the Trustees present at the said meeting.

Unless otherwise directed by an affirmative vote of a majority of voting Trustees present, the following order of business shall be followed at each regular meeting of the Board of Trustees, exclusive of the Organizational Meeting:

1. Roll Call;
2. Private session in accordance with NJSA 10:4.1 et seq;
3. Pledge of Allegiance;
4. Consideration of the minutes of previous meetings of Trustees and the approval of amendments thereof;
5. President's report;
6. Communications;
7. Report of the Treasurer;
8. Report of standing and advisory committees;
9. Report of any other officers of the Board;

10. Unfinished business;
11. New business;
12. Questions from the public;
13. Adjournment.

Unless otherwise directed by majority vote of the Board of Trustees, all meetings of the Board of Trustees shall be conducted in accordance with the parliamentary procedure prescribed in the latest edition of the manual known as "Robert's Rules of Order."

The foregoing provisions of this section are intended to describe the desired functioning of the Board and shall not be deemed conditions of the validity of any meeting or of any action taken at a meeting.

Section 5. Rules and Regulations

The Board of Trustees shall make and promulgate from time to time such rules and regulations not inconsistent with statutory provisions and with the rules and regulations of the New Jersey Secretary of Higher Education, as may be necessary and proper for the administration and operation of a county college and to implement said statutory provisions and rules and regulations of the New Jersey Secretary of Higher Education.

ARTICLE VI OFFICERS

Section 1. Officers

The Board of Trustees shall organize annually in November of each year by the election from the membership for a term of one year a Chair, a Vice Chair, a Secretary, and a Treasurer, as provided by law. The Board of Trustees may elect such other officers as the needs of the body corporate may require from time to time. A majority vote of the voting members of the Board of Trustees shall be required for the election of officers.

Section 2. Chair

The Chair shall, when present, preside at all meetings of the Board of Trustees. The Chair 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. Unless otherwise directed by the Board of Trustees, and upon proper authorization from the Board of Trustees, the Chair, or the Vice Chair in the absence of the Chair, and the Secretary shall sign and execute all contracts and other documents requiring corporate execution for and on behalf of the body corporate. The Chair, or Vice Chair in the absence of the Chair, or the President of the College, shall sign all reports required to be filed by law or by the rules and regulations of the New Jersey Secretary of Higher Education. The Chair shall also report to the Board of Trustees all matters coming to the Chair's notice relating to the interests of the body corporate that should be brought

to the attention of the Board of Trustees. The Chair shall name the members and chairs of all standing and advisory committees and shall be an ex officio member of all such committees. The Chair shall have the right to vote and otherwise participate as a member at all Board meetings.

The Chair shall be the spokesperson for the Board. The Chair shall represent the Board of Trustees at college events and college-related events. In addition to overall responsibility for Board activities where not otherwise assigned, the Chair is responsible for: (i) setting the agenda of Board meetings in accordance with priorities adopted by the Board; (ii) determining the information to be provided in the agenda materials; and (iii) coordinating the Board-President relationship. The Chair is responsible for coordinating the community-linkage activities of the Board. This includes any Board appointed advisory committees. As with all Trustees, the Chair does not have any authority over or responsibility for specific operational decisions within the College on business or academic matters.

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 of Trustees.

The Vice Chair shall mentor newly appointed Trustees as outlined in the New Trustee Orientation Process. The Vice Chair shall assist the Committee on Organization, Bylaws, Planning and Nomination with the coordination of Board retreat meetings.

Section 4. Secretary

The Secretary shall cause to be recorded all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings of the Board of Trustees, and shall sign and affix the seal of the body corporate to all documents that may require corporate execution, and shall have charge of the seal of the body corporate and such other books and papers as the Board of Trustees may prescribe, and 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 by the rules and regulations of the New Jersey Secretary of Higher Education upon authorization from the Board of Trustees.

Section 5. Treasurer

The Treasurer of the Board of Trustees shall have general supervision over the care and custody of all the funds and securities of the body corporate. The Treasurer shall supervise the deposit of such funds and securities in the name of the body corporate in such bank or banks as the Board of Trustees may from time to time designate, and shall also supervise the disbursement of same under such rules and regulations as may be made by the Board of Trustees, or as is required by

law, and shall perform such other duties as the Board of Trustees may from time to time prescribe.

The Treasurer shall see that necessary and appropriate internal accountings and financial reporting systems are implemented in accordance with applicable laws and regulations of the New Jersey Secretary of Higher Education.

Pursuant to these regulations, the Treasurer shall see that the Vice President of Business and Finance, as the chief financial officer of the College, keeps or causes to be kept full and accurate accounts of all receipts and disbursements, and otherwise conducts the financial affairs of the College in accordance with said regulations.

The Treasurer shall also see that the Vice President of Business and Finance renders or causes to be rendered such financial reports to the Board of Trustees as it may require, or as are required by law or by rules and regulations of the New Jersey Secretary of Higher Education.

The Treasurer shall coordinate with the Vice President of Business and Finance a yearly review and presentation to the Board of Trustees of the financial position of the College. The Treasurer shall make known and alert the Board of any potential financial concerns that can impact the College.

ARTICLE VII COMMITTEES

Section 1. Executive Committee

There shall be an Executive Committee of the Board of Trustees whose purpose shall be to assist the Board of Trustees carry on the business and functions of the College. Members of the Executive Committee shall include the Chair, Vice Chair, Secretary and Treasurer, and any other member of the Board appointed by the Chair. The Executive Committee shall not take any action on behalf of the Board of Trustees except as may be permitted by law.

Section 2. Standing Committees

The Board of Trustees shall have the power to create and dissolve standing committees, each consisting of at least three members, which shall report directly to the Board of Trustees to aid it in carrying on the business of the College. The existence, duties, and functions of standing committees may be created by the Board of Trustees from time to time at its pleasure. The following standing committees are hereby created:

- Academic and Educational Programs Committee
- Audit Committee
- Finance and Budget Committee
- Foundation and Community Relations Committee
- Lands and Buildings Committee

Minority Enrollment and Retention Committee
Organization, ByLaws, Planning and Nomination Committee
Personnel Committee

The Chair of the Board of Trustees shall appoint the members and designate the Chair of each standing committee. The members of the standing committee shall each be members of the Board of Trustees. The Chair of the Board of Trustees shall be a member ex officio of each standing committee. Each standing committee shall have full power to prescribe its own organization and procedure, and a majority of the members of a committee, exclusive of ex officio members, shall constitute a quorum for the transaction of committee business.

Section 3. Administrative and Faculty Committees

The Board of Trustees shall authorize the President of the College to create administrative and faculty committees for the purpose of carrying on the business and functions of the College. The qualifications for membership on such committees shall be determined by the President of the College with the advice and consent of the Board of Trustees. The members of the administrative and faculty committees shall be appointed by the President of the College and the committees and their members shall be responsible to and report to the President of the College.

Section 4. Advisory Committees

The Board of Trustees shall be empowered to create advisory committees to the Board of Trustees, the members of which shall serve at the pleasure of the Board and without compensation. After consultation with the President of the College, and upon the advice and consent of the Board of Trustees, the Chair of the Board of Trustees shall have the power to appoint the members of such advisory committees and the Chair thereof.

ARTICLE VIII BOARD OF SCHOOL ESTIMATE

The members from the Board of Trustees on the Board of School Estimate shall be appointed annually at the organization meeting held in November of each year. Unless otherwise ordered by a majority vote of the Board of Trustees, the members of the Board of School Estimate from the Board of Trustees shall be the Chair of the Board of Trustees, the Chair of the Committee on Finance and Budget, and an alternate, to be appointed by the Board of Trustees at the annual organization meeting.

**ARTICLE IX
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 or the rules and regulations of the New Jersey Secretary of Higher Education by the affirmative vote of a majority of the voting Trustees then in office at any meeting of the Board of Trustees, provided that a copy of the proposed amendment has been furnished to each member of the Board of Trustees by the Secretary at least ten (10) days before the meeting at which the vote upon the amendment is to be taken.