

# **RAMAPO COLLEGE OF NEW JERSEY**

## **BOARD OF TRUSTEES BYLAWS**

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### **I. Seal**

The seal of the College, as previously adopted by the Board of Trustees (hereafter referred to as “the Board”), shall be kept in the custody of the Secretary or Recorder of the Board and shall be used as the Board may from time to time direct.

### **II. Powers, Duties, & Responsibilities**

The governance, control, conduct, management and administration of Ramapo College of New Jersey is vested in the Board of Trustees. The Board shall exercise such powers and duties as are prescribed by law.

The purpose of the Board is to hold the College in trust for the public to serve and advance the overwhelming interest in public education. Representing as it does the public interest, rather than any particular constituency of the College, the Board is charged with formulating the specifics of Ramapo College’s mission, establishing the policies for fulfillment of that mission, and seeing to it that those policies are stewarded effectively.

It is the responsibility of each member of the Board to understand the principles of effective governance. Board members shall demonstrate this understanding by embracing the full scope of the Board’s duties, while respecting the different roles of the Board and the administration. Board members shall be ambassadors for the College and for public higher education. Board members shall lead by example, conducting themselves ethically, thinking independently and acting collectively. They shall promote justice, equity, sustainability, and inclusion. To serve the College strategically, Board members are expected to understand its mission, culture, constituents, and context; to prioritize long-term sustainability; and to ask insightful questions while listening with open minds.

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### III. Office

The principal office of the College and the Board shall be c/o the Board of Trustees and Office of the President at 505 Ramapo Valley Road, Mahwah, New Jersey 07430, and the Board may have such other offices for the conduct of its business as it may from time to time designate.

### IV. Committees of the Board

- Ad Hoc Committee(s)
- Audit Committee (AC)
- Executive/Judicial Committee (EJC)
- Resources Committee (Resources)
- Mission Fulfillment Committee (MFC)
- Nominations & Governance Committee (NGC)

### V. Board Membership and Representatives

#### *a. Voting Members*

The Board shall consist of the following voting members:

- Up to eleven (11) Public Members who shall be citizens recommended by the Board and appointed by the Governor with the advice and consent of the Senate as prescribed by law. New Jersey residents shall be preferred. Recommendations of Public Members seek to be representative of the broad public interest and shall reflect consideration of individuals with appropriate skills, complementary expertise, demonstrated interest, and diverse backgrounds and experiences, which can contribute to the mission of the College and be representative of the diversity of the State; and
- A Student Trustee who shall be selected in the manner prescribed by law and according to procedures adopted by the Student Government Association which shall require broad campus publicity, open solicitation of nominations, and election by a majority of the voting members of the Student Government Association on or before May 1 of each year.
- The Student Trustee shall not have any right to vote on, or to participate in:

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- Any matter involving the employment, appointment, termination of employment, terms and conditions of employment, evaluation of the performance of, promotion or disciplining of any specific prospective officer or employee or current officer or employee employed or appointed by the Board, unless all the individual employees or appointees whose rights could be adversely affected request in writing that the matter or matters be discussed at a public meeting;
- Any matter involving the purchase, lease, acquisition or sale of real property with public funds, the setting of banking rates or investment of public funds, where it could adversely affect the public interest if discussion of these matters were disclosed; or
- Any pending or anticipated litigation in which the Board is, or may become, a party, where it could adversely affect the public interest if discussion of these matters were disclosed, or any matters falling within the attorney-client privilege, to the extent that confidentiality is required in order for the attorney to exercise his/her ethical duties as a lawyer.

### *b. Nonvoting Members*

The Board shall also have the following nonvoting members:

- The President of the College (hereafter “President”), ex officio;
- An Alternate Student Trustee who shall be selected in the manner prescribed by law and according to the same procedures adopted by the Student Government Association as are applicable to the election of the Student Trustee. In the absence of the Student Trustee, the Alternate Student Trustee shall have the right to participate and vote to the same extent as the Student Trustee.

### *c. Nonvoting Representatives*

The Board shall also have the following nonvoting representatives:

- A Faculty Assembly representative who shall be selected in the manner determined by the Faculty Assembly, provided however that no officer of the faculty bargaining unit will be eligible to serve as the Faculty Assembly Representative;
- A Ramapo Staff Association representative who shall be selected in the manner determined by the Ramapo Staff Association, provided however that no officer of a

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bargaining unit will be eligible to serve as the Ramapo Staff Association representative; and

- A Student Government Association representative who shall be selected in the manner determined by the Student Government Association.

### *d. Participation of Nonvoting Members and Representatives*

The President of the College, although a nonvoting member of the Board, shall have the right to participate in all discussions of the Board and its Committees.

All other nonvoting members and representatives shall have the right to participate in all public discussions of the Board and its Committees (as defined in the Committee Charter), provided that such other nonvoting members and representatives shall not have any right to participate in:

- Any matter involving the employment, appointment, termination of employment, terms and conditions of employment, evaluation of the performance of, promotion or disciplining of any specific prospective officer or employee or current officer or employee employed or appointed by the Board, unless all the individual employees or appointees whose rights could be adversely affected request in writing that the matter or matters be discussed at a public meeting;
- Any matter involving the purchase, lease, acquisition or sale of real property with public funds, the setting of banking rates or investment of public funds, where it could adversely affect the public interest if discussion of these matters were disclosed;
- Any pending or anticipated litigation in which the Board is, or may become, a party, where it could adversely affect the public interest if discussion of these matters were disclosed, or any matters falling within the attorney-client privilege, to the extent that confidentiality is required in order for the attorney to exercise his ethical duties as a lawyer; or
- Any matter in which the member or representative has a direct conflict of interest as determined by the member or representative, in the first instance, or, thereafter, by the Chair of the Board.

### *e. Terms*

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The members of the Board shall, as prescribed by law and in accord with the Board's bylaws, have the following terms:

- The Public Members shall each serve for a term of six (6) years or until the member's successor shall have been appointed and qualified. No Public Member shall serve more than two (2) consecutive six (6) year terms;
- The Student Trustee shall have a two (2) year term, the first of which shall be served as the Alternate Student Trustee and the second of which shall be served as the Student Trustee. The term of such Trustee appointment shall begin on July 1 of the year in which such Trustee is elected.
- The President's term shall be coterminous with their term as President.
- Each other nonvoting member or nonvoting representative shall serve for a term of one (1) year from July 1 through June 30 or until a successor shall have been appointed and qualified.

### *f. Vacancies*

Vacancies shall be filled in the same manner as the original appointments for the remainders of the unexpired terms, provided that a vacancy in the office of Student Trustee shall be filled by the Alternate Student Trustee.

### *g. Officers of the Board*

The election of Officers of the Board and the maintenance of Officer terms shall be in accord with the following:

- Officers of the Board shall be elected at the Board's annual meeting in September;
- the Officers of the Board shall include Chair, Vice Chair, and Treasurer who shall be elected for one year terms by a majority vote of the members of the Board;
- no person may hold the same executive office for more than five (5) consecutive terms; and
- the Board may elect such other officers as it deems necessary from time to time to conduct business and facilitate the administration of its affairs.

#### i. Role of the Chair

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The Chair, when present, shall preside at all meetings of the Board and Executive/Judicial Committee. The Chair shall have general supervision of the affairs of the Board, subject to the approval of the Board. The Chair shall sign all reports, documents and/or instruments of any nature required by law to be filed or executed by or on behalf of the Board. The Chair may also serve as a member ex officio of all committees and shall annually appoint the members and designate the Chair of each committee.

ii. Role of the Vice Chair

The Vice Chair shall have and exercise all the powers and duties of the Chair, including without limitation signature authority, in the case of their absence or inability to act, and shall perform such other duties as may be prescribed from time to time by the Board.

iii. Role of the Treasurer

The Treasurer shall serve as a member of the Resources Committee and the Audit Committee. The Treasurer shall oversee through their Committee service, the Board's review of and action related to the Board's financial responsibilities.

## VI. Board Meetings

*a. Place*

The Board shall meet at its principal office or at such other place as the Chair of the Board shall from time to time designate.

*b. Time*

The Board shall hold its annual meeting during the month of September, at which time the Board shall elect its Chair, Vice Chair, Treasurer and such other officers as it shall then determine.

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The Board shall hold other regular meetings at such other times as the Board shall designate, except that there shall be a minimum of five meetings a year (including the annual meeting and the annual budget hearing).

### *c. Other Meetings*

Other meetings of the Board shall be convened when called by the Chair or upon the request of three voting members of the Board.

To the extent permitted by law, the Executive/Judicial Committee may take action on behalf of the Board on any emergent matter requiring an immediate decision between regularly scheduled meetings. At the next regular meeting of the Board, the Executive/Judicial Committee shall report its decisions to the full Board. Any three members of the Executive/Judicial Committee shall constitute a quorum thereof.

### *d. Notice*

The notice requirements of the Open Public Meetings Act, NJ Rev Stat § 10:4-9 (2021) et seq., and any amendments thereto, shall be implemented. *The Record*, published in Hackensack, is the official newspaper to receive notices of Board of Trustees meetings.

Notices shall also be sent to *The Ramapo News* or any successor student newspaper.

The bulletin boards, located outside the Office of the Dean of Students and the Birch Mansion entryway, are the official on-campus locations for posting notices of Board of Trustees meetings and all notices of such meetings shall be posted thereon.

### *e. Closed Session*

The Board may meet in closed session for such purposes and in accordance with such requirements as are stated in the Open Public Meetings Act, NJ Rev Stat § 10:4-9 (2021) et seq., and any amendments thereto.

Actions taken at a closed session of the Board shall be made known to the public at the time of public action or at such other time as the need for confidentiality no longer exists.

### *f. Agenda*

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At its annual meeting, the Board shall determine what major policy matters require determination in the coming academic year, and shall assign each such matter to the agenda of a designated meeting during said year.

The agenda for each Board meeting (including the annual meeting) shall be prepared by the President of the College (or, in the President's absence, by the President's designee) and by the Chair of the Board (or, in the Chair's absence, by the Vice Chair) and shall be made available to each Board member and to the student, faculty and staff representatives to the Board at least seven (7) days before the meeting date.

The agenda shall include:

- i. items required by law;
- ii. the policy matter, if any, assigned thereto at the annual meeting;
- iii. any item submitted by a voting member of the Board to the President and the Chair at least 10 days before the meeting date;
- iv. such other matters as, in the opinion of the President or the Chair, are necessary or appropriate for Board consideration; and
- v. comments from the public.

### *g. Consent Agenda*

The Board may, from time to time, deploy the use of a consent agenda as an efficient means by which routine, procedural items, not requiring discussion, are acted upon as part of the Board's publicly noticed meeting. The deployment of a consent agenda shall be in accordance with the following guidelines:

- the standing committees of the Board shall recommend which decision items are placed on the consent agenda;
- the Board shall develop the consent agenda with sufficient time for review;
- the Board may approve all items on the consent agenda at the same time; and
- a trustee may request items be removed from the consent agenda and if such a request is made, the item must be removed from the consent agenda.

### *h. Quorum*

A quorum shall consist of a simple majority of the Public Members of the Board. No voting may take place in the absence of a quorum.

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#### *i. Voting*

Only voting members of the Board may introduce motions, second motions or amendments, or count as part of a quorum except as noted above in Section V.a., V.b., and VI.c.

Voting may take place by conference call only at a properly announced meeting and when a teleconference system is used so that all provisions of the Open Public Meetings Law are met.

#### *j. Voting Majority*

A motion shall carry if it receives:

- i. the affirmative votes of a majority of the voting members of the Board who are present, and
- ii. at least three affirmative votes of voting members of the Board.

If a motion does not obtain the majority referred to in item (VI.j.i.), it shall fail.

If a motion obtains a majority but does not obtain at least three affirmative votes as required by item (VI.j.ii.), the motion shall be reconsidered at the next Board meeting unless the movant withdraws it but, if upon reconsideration, the motion does not meet the requirements of items (VI.j.i.) and (VI.j.ii.) above, the motion shall fail.

#### *k. Procedure*

Unless otherwise directed by the majority of the voting members of the Board who are present, all meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order, except to the extent that same is inconsistent with the laws of New Jersey or these Bylaws; provided, however, that:

- i. only a voting member of the Board shall have standing to object to the procedure utilized at any meeting, and
- ii. any such objection shall be raised at the time the procedure is utilized or the objections shall be deemed to have been waived.

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**VII. Amendments, Reviews, and Waiver**

*a. Amendments*

By majority vote of the full voting membership of the Board (exclusive of vacant positions), these Bylaws may be amended, in whole or in part, and any such amendment may supplement, modify or repeal any provision herein.

No amendment may be voted upon unless its text was distributed to all Board members with the agenda for the Board meeting at which the vote is taken.

*b. Review*

The periodic review of the Board's Bylaws are outlined in the Committee Charter. Any proposed amendments to the Bylaws shall be considered by the Board at a subsequent meeting and may be adopted pursuant to section VII.a.

*c. Waiver*

The provisions of sections VII.a. and VII.b. may be waived, in whole or in part, for defined time periods, by two-thirds vote of the full voting membership of the Board (exclusive of vacant positions).

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