



STOCKTON UNIVERSITY BOARD OF TRUSTEES BY-LAWS

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, 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. 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 advise and consent of the New Jersey Senate, two (2) student trustees elected by the student body (one voting student trustee and an student trustee alternate) and the

President of the University, who shall serve as a member of the Board, without vote. 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).

Section 2. 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 New Jersey Statutes 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 3. 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 Chairperson 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. The September meeting shall, whenever possible, be held on the 2nd Wednesday of the month and shall be the annual reorganization meeting. Additional meetings shall be held when called by the Chairperson 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, telegram, 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 4. Quorum

A quorum for the transaction of business shall be a majority of Trustees currently serving as members of the Board of Trustees. 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 5. Attendance

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 Chairperson 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 in violation of either or both 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 [3] 5. 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 6. 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 3 above. Items may be deleted from the agenda or items not on the agenda may be added thereto by the Chairperson or upon the request of five 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 Chairperson including report of Executive Committee meetings

Report of the College President

Standing Committee reports

Other reports

Unfinished business

New business

Comments and questions from the public

Matters for the good and welfare

Adjournment

The Chairperson 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 7. 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 Chairperson, Vice Chairperson, Secretary and Assistant Secretary. The Board of Trustees may elect such 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 Chairperson and Vice Chairperson shall not hold any other office.

Section 2. Chairperson

The Chairperson, when present, shall preside at all meetings of the Board of Trustees. The Chairperson shall be the Chief Executive Officer of the body corporate and 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 Chairperson of the Board of Trustees shall continue as the chief executive officer of the body corporate. The Chairperson or Vice Chairperson shall sign all reports, documents and /or instruments of any nature required to be filed or executed by law. The Chairperson shall report to the Board of Trustees in a timely manner all matters coming to the notice of the Chairperson, relating to the interests of the body corporate that should be brought to the attention of the Board of Trustees.

Section 3. Vice Chairperson

The Vice Chairperson shall have and exercise all the powers and duties of the Chairperson in the case of the absence or inability to act of and by the Chairperson, and shall perform such other duties as may be prescribed, from time to time, by the Chairperson or the Board of Trustees.

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 sessions of the Boards of Trustees. The Secretary shall give notice of all meetings of the Board of Trustees and 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 Chairperson to do so.

ARTICLE V

Committees

Section 1. Standing Committees

The Board of Trustees shall have the power to create standing committees which shall report directly to the Board to aid it in carrying on 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 Affairs; Development; Investment; Compensation; and Nomination 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 Chairperson. A vice chairperson shall be similarly designated. Other members of such committees, with the exception of the Audit committee, may be selected by the Chairperson from among the administration, faculty, students, alumni and friends of the College. 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 Chairperson.

Board members who wish to be considered for service as officers of the Board may not simultaneously serve on the Nominating Committee.

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

Section 2. Executive Committee

There shall be an Executive Committee consisting of the Chairperson, Vice Chairperson, Secretary and President of the University; the President shall serve without a vote. The Executive Committee shall act on behalf of the body corporate between meetings of the Board of Trustees subject to approval of its actions by the Board of Trustees at a subsequent meeting.

Section 3. Meeting by Electronic Means

At the discretion of the Chairperson 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.

Section 4. 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 5. 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 Chairperson of the Board may appoint the members and designate the chairperson of such ad hoc committees. Members of ad hoc committees may include both trustees and non-trustees, as needed. The Chairperson of the Board and the President of the University shall be ex officio non-voting members of each ad hoc committee.

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 bylaws shall be consistent with the laws of the State of New Jersey.

Originally passed 4/9/69

Amended 3/14/72

Amended 12/15/75

Amended 2/18/98

First Reading 5/ 2/07 - Second Reading – Amended on 7/11/07

First Reading 2/16/11 – Second Reading – Amended on 5/4/11

Updated to reflect change in status and name to university on 4/30/15